

Resolution to Amend the CALLERLAB Bylaws to Establish the Number of Governors at Twenty-One

Article V of the current Bylaws of CALLERLAB currently reads:

ARTICLE V BOARD OF GOVERNORS

Section 1. Election and Membership:

The Board of Governors are elected by the membership, serve as the Directors of the Corporation, and are the governance body representing the membership.

Section 2. Number of Governors:

The Board of Governors shall consist of no less than 18 members.

This resolution would amend the Bylaws by restoring the number of Board of Governors to twenty-one.

History and Background.

CALLERLAB was formed by a committee of twenty-five who incorporated the organization and became the first Board of Governors (BOG). The original Articles of Incorporation and Bylaws specified that number of Governors and this remained the same until 2020.

Several years ago, an outside consultant recommended that the number of board positions be reduced. It came with no empirical data that supported the recommendation, so CALLERLAB moved forward without implementing a change.

In 2020, the BOG voted to reduce the number of governors from twenty-five to eighteen. The proposed amendment was passed by the BOG in a vote of thirteen yes and twelve no. (Under the current requirements, this would not have been enough votes to pass the BOG.) The resolution was passed by the membership.

Since the adoption, there has been an ongoing discussion by the BOG as to whether this was a positive decision. As part of this process, the BOG instituted a pause in the reduction timeline to review its effectiveness. As a result of this ongoing discussion and concern a motion was passed in Fall 2023 to stop the reduction at the number of Governors who will be sworn in during the 2024 convention (twenty-one).

Thus, the following resolution is presented:

Whereas: The size of the BOG has a negligible fiscal impact on the CALLERLAB operating budget, as BOG members do not receive any reimbursement for the costs incurred by serving. Board meetings are held in conjunction to the annual convention, and BOG members pay the same as all members for rooms, transportation, and convention registration. In addition, the BOG schedule often requires that BOG members spend and pay for at least one additional night, and,

Whereas: Having eighteen members on the BOG creates a possibility of tie votes, and

Whereas: We desire to balance our need for sufficient candidates with our goal of including diverse representation, and

Whereas: There is no evidence that in the nearly fifty years of having a board of more than eighteen created a negative leadership situation, or negatively impacted board efficiency and effectiveness, and

Whereas: The 2024 convention will already have the BOG reduced to twenty-one members, and

Whereas: Having twenty-one members allows for a consistent number of openings each election cycle (seven), and

Whereas: This resolution is in the best interests of the membership, leadership, and the organization as a whole,

Therefore, let it be it resolved that the membership of CALLERLAB amend the current Bylaws to read:

ARTICLE V BOARD OF GOVERNORS

Section 1. Election and Membership:

The Board of Governors are elected by the membership, serve as the Directors of the Corporation, and are the governance body representing the membership.

Section 2. Number of Governors.

The aim shall be to elect sufficient candidates each year to maintain a twenty-one-member Board of Governors.

Submitted by the CALLERLAB Board of Governors, October 16, 2023.