



## Board Members:

Michele Elefante, Chair  
Sally Van Wright, Secretary  
Faye Henry, Treasurer  
Magdalena Diaz  
Onyemma Obiekea  
Michael Peñafiel  
Vacancy

# NOTICE: Board to Consider Resolutions to Amend Bylaws at February 11, 2023 Meeting

## 1. NOTICE OF RESOLUTION TO AMEND BYLAWS

### A. Resolution 2023-001. Changing Officer Consecutive-Term Limits (Amend Bylaws with Change to Art. VII, § 4)

- i. The bylaws of the Association of ESD Professionals state that Officers shall not serve consecutive terms:

“The Officers of the Board shall be elected for terms of office to coincide with the term of office for the Director assuming that Office, except that each Officer shall hold office until a successor shall have been duly elected or until resignation, removal, or death. Officers shall serve two-year terms of office and may only serve as an Officer once every two terms.” (Bylaws Art. VII, § 4.)

- ii. RESOLVED, that Article VII, section 4 of the Association of ESD Professionals Bylaws be amended to allow Board Secretaries and Treasurers to serve unlimited consecutive terms and to allow Chairs to serve no more than two consecutive terms by changing the section above (Bylaws Art. VII, § 4) to the following (changes begin with the second sentence):

“The Officers of the Board shall be elected for terms of office to coincide with the term of office for the Director assuming that Office, except that each Officer shall hold office until a successor shall have been duly elected or until resignation, removal, or death. Officers shall serve two-year (2-year) terms. Officers may serve an unlimited number of terms. Secretaries and Treasurers may serve their terms either consecutively or periodically. Chairs are limited to serving no more than two (2) of their terms consecutively. This does not limit the Director who is holding the office of Chair from serving as a Director more than two (2) terms consecutively, it only limits the number of terms they may serve consecutively as Chair. Nothing in this paragraph changes the requirement that Officer elections for Chair, Secretary, and Treasurer be held at the expiration of each term.”

**B. Resolution 2023-002. Correcting Bylaws Art. VI, § 5(C) Identifying Which Seats Are Up for Election in Which Year**

i. On January 21, 2022, the Board voted to number the Directors' seats as follows (see, Bylaws Art. VI, § 1):

Seat 1: Magdalena Diaz

Seat 2: Michele Elefante

Seat 3: Vacancy

Seat 4: Faye Henry

Seat 5: Onyenma Obiekea

Seat 6: Michael Peñafiel

Seat 7: Sally Van Wright

ii. Bylaws Art. VI, § 5(C) states:

*“Board of Directors elections will be staggered with four (4) seats having elections in odd numbered years beginning in 2023 and three (3) seats having elections in even-numbered years beginning in 2024. The Initial Board of Directors shall be exempt from this provision.” (Bylaws Art. VI, § 5(C).)*

iii. Given the dates used in the first sentence of the above clause, the last sentence doesn't make sense. To correct the error, the Board will vote to amend the Bylaws Article VI, section 5(C) to read:

*“Board of Directors elections will be staggered with the even-numbered seats having elections in even-numbered years beginning in 2024 and odd-numbered seats having elections in odd-numbered years beginning in 2025.”*