

**To:** Jeff Kempker and Kim Drinkard

**From:** Michael Ruff

**Date:** November 1, 2022

**RE:** Vacancy on the Board of Directors and Draft Language to the MAPERS Constitution to Address Future Vacancies

Currently, the MAPERS Constitution does not address how to fill a vacancy in the office of a director. Attached is a proposed draft amendment to the MAPERS Constitution to permit the Board of Directors to fill a vacancy in the office of a director until the next annual meeting.

**Background Information:**

The MAPERS Constitution (Section IV: Administration) establishes the Board of Directors with two types of board members: five directors and four officers (president, president elect, immediate past president and secretary/treasurer). Subsection 4 contains a procedure to fill vacancies for officers only. If the office of president is vacant, the president elect moves into the president's office. If there is a vacancy in any other office, the Board shall appoint a successor to serve until the next annual election. However, there is no procedure to fill a vacancy for a director (the five board members who are not officers.) As such, a vacancy cannot be filled until an annual meeting when an election could be held.

**Current Situation:**

In the present circumstances, there is a vacancy in the office of a director. An individual who was elected at the July 2022 annual meeting is "unavailable" to serve as a director. Because the MAPERS Constitution contains no procedure to address a director vacancy situation, this office of director will remain vacant until at least the next annual meeting.

**Proposal:**

The Board should request that the Association vote to amend the MAPERS Constitution at the July 2023 annual meeting. This proposed amendment to the MAPERS Constitution would grant the Board the authority to fill a vacancy in the office of director until the Association's next annual meeting. At that time, an election would be held to fill the vacancy. Alternatively, the Board may choose to not fill a vacancy; an election would be held to fill the vacancy at the next annual meeting.

While only one vacancy currently exists, there could be a time in the future when multiple vacancies could occur for whatever reason. A situation of multiple vacancies could impair the ability of the

MAPERS board and association to properly function. Granting the Board the ability to fill vacancies in the office of director would help to ensure continuity of operations.

**The attached MAPERS Constitution draft includes the following proposed changes:**

1. In Section IV, it adds numbering to the subsections.
2. In Subsection 3, it removes the language that specifies the length of office for directors and staggering of the terms. It relocates this language to Subsection 5 to make a clearer distinction between the four officer board member positions and the five director board member positions.
3. In Subsection 6, it adds language permitting the Board to appoint a person to fill a vacancy in the office of director until the next annual meeting of the association. At that annual meeting, an election would be held to fill any remainder of the term. If the Board does not appoint a person to fill the vacancy in the office of director, an election will be held at the next annual meeting to fill the remainder of the term.
4. In multiple places, it changes the word “associate” to the word “association.”
5. In Sections IV and V, it adds numbering to the various subsections.
6. In Section VIII (Amendments), it adds language summarizing the various proposed changes to the MAPERS Constitution.