



2021 CAS Bylaws Proposal Frequently Asked Questions

1. Q. What changes are being proposed to the CAS Constitution and Bylaws?

A. The main changes include:

- Condensing the two documents into one set of Bylaws.
- Removal of references to Vice Presidents and the Executive Council.
- Replacing lengthy descriptions of specific procedures with more general language, stating that these procedures are “specified by the Board.”

Other changes include updates to wording, such as changing the term “Chief Staff Executive” to “Chief Executive Officer” throughout. See the [annotated version of the proposed Bylaws](#) for further details.

2. Q. Why are the Constitution and Bylaws being condensed into one set of Bylaws?

A. CAS legal counsel recommended that the CAS governance documents should be updated to reflect current best practices, including condensing the two documents into one set of Bylaws. Having one governing document simplifies and streamlines CAS governance by eliminating duplication in the current Constitution and Bylaws.

3. Q. Why is the Executive Council being sunset?

A. The Board adopted a new volunteer-staff model, which includes retiring the Executive Council layer of governance and its role in CAS operations. The impetus for the Board’s decision stemmed from the Future of Volunteerism Task Force, which concluded that the CAS volunteer-staffing model does not fully and efficiently support the Society’s current and long-term initiatives and recommended that the CAS would benefit from a reorganization of the existing committee structure. The thrust of the evolving model puts a focus on the contribution of subject matter expertise and thought leadership by volunteers and a professional staff, led by the CEO, that executes strategy and has accountability for CAS operations. With accountability for CAS operations assigned to the CEO, the Executive Council governance layer is no longer required by the Board.

4. Q. What will happen to the Executive Council if the proposed Bylaws amendment does not pass?

A. According to the current Constitution, the Executive Council consists of the President, the President-Elect, the Vice Presidents and the Chief Staff Executive. The number and duties of Vice Presidents shall be determined by the Board, and the Executive Council shall act on matters specifically delegated to it by the

Board. It shall act as the principal forum in which the operational activities of the Society are coordinated and monitored, subject to policies adopted by the Board and monitoring and oversight by the Board.

If the Bylaws proposal is not approved, the Board has the authority to delegate matters to the Executive Council and to determine the duties of the Vice Presidents, therefore the Board would deliberate to determine the role of the Executive Council and Vice Presidents going forward.

5. Q. How are the roles of the President and President-Elect changing with the new volunteer-staff model?

A. There are no major changes expected with the roles of the President and President-Elect. One difference in the role of the President will be that the President will not be required to oversee the Vice Presidents and the functioning of the Executive Council. Removing the responsibility of the Executive Council oversight creates more of an opportunity for improved oversight by the President and Operational Oversight Committee of the CEO who is responsible for operations and strategy execution.

6. Q. Why is the Board recommending replacing lengthy descriptions of specific procedures in the Constitution and Bylaws with more general language, stating that these procedures are “specified by the Board.”

A. This approach was recommended by CAS legal counsel, and the Board noted that this approach has already been in place for the CAS election procedures for many years, as the current Bylaws state: *“Procedures for nominations and elections shall be established by a majority vote of the Directors present and voting at a meeting of the Board of Directors.”* Adopting this approach for other procedures in the new proposed Bylaws will allow greater efficiency and flexibility in making future changes to administrative processes, while also aligning the documents with current association best practices.

7. Q. What procedures are being removed from the new proposed Bylaws that are contained in the Constitution and Bylaws?

A. The procedures extracted from the Constitution and Bylaws relate to discipline of members and public expression of professional opinion. It should be noted that detailed procedures for discipline were previously approved by the Board and have been in place for many years. The separate procedures that were extracted from the Constitution and Bylaws and approved by the Board are available via the links below. There is very little change in what was extracted and adopted as a stand-alone procedure, with any changes noted in the documents. The election procedures are also provided as another example of Board-approved procedures.

- [CAS Rules of Procedure for Disciplinary Actions](#)
- [CAS Rules of Procedure for Public Expression of Professional Opinion](#)

- [CAS Rules of Procedure for Elections \(2021\)](#)

8. Q. Where can I learn more about the evolving Volunteer-Staff Framework?

A. See the [recently posted announcement](#) about the evolving Volunteer-Staff Framework, including an FAQ.

9. Q. I have additional questions not addressed in the FAQ – who do I contact?

A. You are welcome to send additional questions to Mike Boa, Chief Communications Officer, at mboa@casact.org.