

FSBA Board of Directors

Summary of Proposals December 2, 2025

Total: 2

PROPOSAL NUMBER	FSBA POLICY/BYLAW	DESCRIPTION OF THE PROPOSED AMENDMENT	RATIONALE FOR THE PROPOSED CHANGE	PROPOSAL ORIGINATOR
25.3	Bylaw VII-BOARD OF DIRECTORS	Add new sentence: At-large members shall serve staggered terms. *At-large Seat A serves December 2024 to December 2026 If approved, at-large Seat B serves December 2025 to 2027	Currently, the bylaw specifies that two (2) at-large members are to be appointed by the Board of Directors to the Long-Range Planning Committee. To ensure continuity and preserve stability of leadership and experience within the committee, the terms of the two (2) appointed at-large members should be staggered.	Originated Executive Committee Approved by Policy Committee October.17.2025 Scheduled BOD December.2.2025 SCHEDULED General Membership December.4.2025

Article VII-Board of Directors

Section 5. - The Board of Directors shall elect from the general membership two (2) individuals to serve as at-large members with the Executive Officers on the Long Range Planning Committee. At-large members shall serve staggered terms.

At-large members shall be elected during the Board of Directors' Meeting at the Annual Meeting and shall serve for a two-year term. Prior to electing the at-large members, the FSBA President, or the presiding officer, shall encourage the Board of Directors to examine the current composition of the Executive Officers and to consider issues of diversity, equity, equality, and demographics when casting votes for the at-large members. Nominations to fill the at-large positions shall be accepted from any Director who serves on the Board of Directors or by self-nomination. Each Director may cast two (2) votes during the election of at-large members; each vote shall be cast for a different candidate.

In the case of a resignation or vacancy during the term of an at-large member, the Executive Officers shall appoint a member of the Board of Directors to complete the unexpired term of the individual who vacated the position.

PROPOSAL NUMBER	FSBA POLICY/BYLAW	DESCRIPTION OF THE PROPOSED AMENDMENT	RATIONALE FOR THE PROPOSED CHANGE	PROPOSAL ORIGINATOR
25.2	POLICY 1020 – VACANCY IN EXECUTIVE OFFICERS' POSITIONS	Add new sentence: <u>If a vacancy occurs in the Vice President or Treasurer position between the 3rd and 4th quarterly Board of Directors' meetings of the fiscal year, the position shall remain unfilled with the corresponding duties to be assumed by the Executive Committee.</u>	As currently written, the policy requires the Board of Directors to consider applications for the remainder of the term at its next regularly scheduled meeting, which would be the 4 th quarterly BOD meeting. Election of new officers occurs two (2) days after the 4 th quarterly BOD meeting.	Originated Executive Committee Approved by Policy Committee Oct.17.2025

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			Given the short interval between the fourth quarterly Board of Directors' meeting and the election of new officers, the Executive Officers may assume the responsibilities resulting from a vacancy in the Vice President or Treasurer position.	Scheduled BOD December.2.2025 SCHEDULED General Membership December.4.2025
1020 - VACANCY IN EXECUTIVE OFFICERS' POSITIONS In the case of a vacancy, for any reason, in the office of Vice President or Treasurer, the President shall send a letter either electronically, by mail, or both, to all members of the Association notifying them of the vacancy in the office. This letter shall also invite any interested members to apply for the balance of the term of the vacant office. Members who seek consideration for the vacant office shall send a letter to the Board of Directors, a résumé, and statement describing their qualification for the position by the specified deadline. The Board of Directors, at its next regularly scheduled meeting, shall consider the applications and vote by secret ballot. Should no candidate receive a majority on the first ballot, the two (2) receiving the highest number of votes shall be placed in a runoff election. The FSBA President Elect and two (2) members of the FSBA staff shall count the ballots and report the results to the Board of Directors. <u>If a vacancy occurs in the Vice President or Treasurer position between the 3rd and 4th quarterly Board of Directors' meetings of the fiscal year, the position shall remain unfilled with the corresponding duties to be assumed by the Executive Committee.</u>				