

Date: May 10, 2017

To: The ANA Board of Governors

Copy to: Ms. Kim Kiick, Executive Director
All other Bylaws and Ethics Committee Members
Ms. Hollie L. Wieland, General Counsel

From: Doug Andrews, Chair
Bylaws and Ethics Committee

Re: Proposals to Amend Bylaws – Articles I to VI

Enclosed is our report on the Board's proposed amendments to Articles I to VI of the Bylaws. This assessment is in response to a request made by Gov. Walter Ostromecki to our Committee on April 20, 2017.

Kindly refer to the attached document. A few proposed amendments require slightly more discussion in the following paragraphs. For the benefit of the Board and for tracking purposes, the base "red-line" document is presented as we received it from the Board, and annotated with the Committee's sidebar recommendations and comments. Where the text of our suggested amendments run to the length of a phrase or sentence, these appear in green in the sidebar for clarity.

Draft changes presented to us by the Board involving "Powers & Duties of the President," and "Powers & Duties of the Board," Articles IV 2 and IV 4 respectively, were discussed extensively among Committee members. Regarding the Board's proposal on Board Member Powers & Authority – "Consult(ation) with staff on special projects," it is the view of our Committee that a limitation needs to be placed on direction given to staff by individual Board members, while facilitating routine queries. ANA employees report to the Executive Director rather than to the Board, while the Board needs access to information from staff. Bylaws and Ethics concluded that our recommendation needed to address the distinction between direction and solicitation of information in communications with ANA staff. The draft amendment received from the Board and the Committee's proposal appear under Article IV, Section 4K.

I am hoping that this report including the annotated enclosure fairly reflect the amount of dedication and energy that every member of Bylaws and Ethics spent on this endeavor, especially in the allotted timeframe. I extend my sincere thanks to each of them. The May 10th deadline has been met.

Further, members of our Committee have asked that I inquire regarding the status of the 2016 position description and Board expense reimbursement proposals, given the intensive effort they put forward in their review in January and February last year. Any response the Board may wish to make in that regard would be appreciated.

On behalf of our Committee, I would be pleased to address any questions you may have.