

**Memorandum**

**TO: MAACBA Members**

**FROM: Murray M. Dalziel, Secretary of MAACBA**

**DATE: August 22, 2022**

**Notice of agenda items and resolutions pertaining to the Governance of MAACBA to be discussed at the Annual Meeting of MAACBA on October 4, 2022, at Villanova University.**

**Background**

The Executive Committee of MAACBA has been discussing changes related to how MAACBA operates to involve more of the membership and increase the value of the Association to members.

At the Annual Meeting on October 4, the current President and Secretary will explain the rationale, request that specific resolutions be voted on, and suggest a path forward to complete this work.

The Executive Committee wishes that these matters be discussed and voted on before the vote for the slate of “executive committee” members to be proposed by the Nominations Committee.

**Brief Summary**

There are basically three related areas to be discussed:

1. Noting that the current Bylaws (October 22, 2013) refer only to an “executive committee” and not to a board, to formally ask that the governance of MAACBA be conducted by a “board” with an “executive committee” to be one committee among several.
2. That the work of MAACBA should be extended through several committees.
3. That the number of board members be expanded to enable more schools to participate, to help smooth board transitions, and to avoid the work of governing the association being restricted to a specific cadre of members year after year.

**Resolution 1: That a Board govern the work of MAACBA between annual meetings. The composition of the Board to be described in the bylaws and to be representative of the geographic representation of MAACBA (business schools whose institutions are accredited by the Middle States Commission on Higher Education).**

**Resolution 2: That the work of MAACBA be conducted through committees reporting to the Board of MAACBA between the annual meetings. The board to report on the work of these committees at the Annual Meeting.**

These are the committees:

1. An **Executive Committee** consisting of the President, President-elect, Secretary, and Treasurer will be responsible for forming the agenda of scheduled board meetings or calling additional board meetings if they see it is necessary.
2. **Program Committee** that plans the Annual Conference. This committee is chaired by the President-Elect and includes the Dean of the Host School plus representatives from the Host School and others either from within the Board or outside as determined by the President.
3. **Membership Committee**: Chaired by the VP of Membership and consists of the Secretary, Treasurer, and one other member of the Board and any external members as determined by the President.  This committee will determine specific actions for outreach for new members, retention strategies for existing members, and other initiatives to be brought to Executive Committee that will be attractive to current members.
4. **Nominations Committee**: Chaired by the Past President, consisting of two former Presidents and the Secretary and Treasurer, this committee nominates a Board slate**.**
5. **Teaching Innovations Committee**: Chaired by one member at large with at least one other member of the Board and 1 other person chosen from within or outside of the Board as determined by the President.  Responsible for managing the annual teaching award and other initiatives that enhance teaching innovations
6. **Special Projects Committee(s)**:  Determined by the Board annually.  Presented for information at the Annual Meeting.  Chaired by a Member at Large with a minimum of 4 persons, at least two of whom should be members of the Board.

**Resolution 3: That the Board be made up of 7 positions and up to 8 “at large” members.**

* 1. President: 1 year non-renewable
  2. President-Elect (1 year non-renewable) to be nominated by the Nominations Committee from among the Members at Large
  3. Secretary (3 years renewable once)
  4. Treasurer (3 years renewable once)
  5. VP of Membership and Chair of Membership Committee (3 years renewable once)
  6. VP of Communications (3 years renewable once)
  7. Immediate Past President and Chair of Nominations Committee (1 year non-renewable)
  8. Member at Large (2 years renewable 3 times)
  9. Member at Large (2 years renewable 3 times)
  10. Member at Large (2 years renewable 3 times)
  11. Member at Large (2 years renewable 3 times)
  12. Member at Large (2 years renewable 3 times)
  13. Member at Large (2 years renewable 3 times
  14. Member at Large (2 years renewable 3 times)
  15. Member at Large (2 years renewable 3 times)

**Resolution 4: All board positions are open to Assistant Deans, Associate Deans and Sitting Dean's except for the role of President and President Elect shall be a Sitting Dean.**

**Resolution 5: The Members at Large shall serve staggered terms.**

**Resolution 5: The Board is directed to incorporate these changes into the Bylaws and to bring to the members, by the latest the next Annual Meeting, a revised set of Bylaws marking any other substantive changes.**

**Resolution 6: The Board is authorized to ask for an electronic vote of members should they seek approval of revised Byelaws before the next Annual Meeting. Two-thirds of voting members will be required for such changes to take effect.**