

Proposal 1 - Amend By-Laws Articles 6, 7, 8, 11, 19 (Chief Operating Officer and Business Manager/Executive Secretary)

Rationale:

When TICA was first founded, the President was also the Chief Executive Officer and took an active role in the day-to-day management of the Association's operations. As TICA has grown in size and scope, this is no longer the case.

With the appointment of a Chief Operating Officer (COO) and the Business Manager/Executive Secretary now reporting to the COO rather than to the Board, the Bylaws need to be updated to ensure that the responsibilities of all roles are clearly defined.

PROs: <ul style="list-style-type: none">• Accurately describes TICA's current management structure• Clearly defines the advisory role of the elected officials and provides operating continuity and stability for TICA during any changes in leadership.	CONS: <ul style="list-style-type: none">• None identified
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Amend Bylaws 16.1 and 16.2:

Article Six – **Executive Employees, Appointed Officials, and Committees, ~~and Employees~~**

16.1 ~~Business Manager/Executive Secretary.~~ **Executive Employees** The Board of Directors shall employ **a Chief Operating Officer** to ~~a Business Manager/Executive Secretary to manage~~ **direct** the business affairs of the Association **and a Business Manager/Executive Secretary to function as chief registrar and recorder. Both positions should receive** ~~at~~ a salary commensurate with the duties and time required to accomplish their **tasks**. The Business Manager/Executive Secretary may also be the Treasurer of the Association.

16.2 Appointed Officials. The Board of Directors may appoint a qualified person or persons to serve at the discretion of the Board and may set a reasonable ~~salary~~ **compensation** for the following:

16.2.1 ~~Administration of matters pertaining to judges~~ **Treasurer for the Association;**

16.2.2 Administration **of matters pertaining to judges, including administration** of the judging program and instruction;

16.2.3 ~~Computation of championship and household pet annual awards~~ **Editing of the TREND;**

16.2.4 Editing of the ~~Association Newsletter~~ **Annual Yearbook;**

~~16.2.5 Editing of the Annual Edition;~~

~~16.2.6 Advertising;~~

~~16.2.7 Tally membership ballots;~~

16.2.8 Any function that from time to time may be necessary and proper to further the objects and purposes of the Association.

Amend Bylaws 17.1 and 17.2:

Article Seven – Duties of Officers

17.1 Duties of the President and Vice President.

17.1.1 Duties of the President: The President shall serve as ~~the Chief Executive Officer of the Association and~~ the Chairperson of the Board of Directors. The President shall preside at the Annual Convention and all other meetings of the membership and the Board of Directors **and, act as a liaison between the Board and the Chief Operating Officer (COO) to help ensure the Board's directives and resolutions are carried out.** The President shall perform all duties delegated to that office by these By-Laws or by the Board of Directors. The President shall:

17.1.1.1. Lead the Board to carry out its governance functions

17.1.1.2 Ensure that the Board has approved policies to ensure sound and compliant governance and management of the Association

17.1.1.3 Serve as an ambassador of the Association and be an advocate for its mission to internal and external stakeholders

17.1.1.4 not enter into ~~no~~ **any** contracts **outside the normal course of business** or file ~~no~~ **any** lawsuits in the name of the Association without specific authority from the Board of Directors.

17.1.2 Duties of the Vice President: In the absence of the President, the Vice President shall serve as President and Chairperson of the Board of Directors and shall perform all other duties delegated to that office by these By-Laws, the President or the Board of Directors.

17.2 Duties of the Board of Directors.

17.2.1 The business affairs, government, policy formulation and implementation of the Association and such other duties as may be specified in the By-Laws, Show Rules and Registration Rules of the Association shall be under the jurisdiction of the Board of Directors.

17.2.2 The Board of Directors shall adopt standing rules and guidelines governing the affairs of the Association *including but not limited to the function of all employees, appointed officials and committees, the Judging Program, method of determining Annual Awards, the requirements for recognition of new breeds and colors.* The Board of Directors shall do anything necessary and proper that is lawful and not prohibited by these By-Laws for the welfare and benefit of the Association.

Amend Bylaws Article 8:

Article Eight – Executive Employees ~~Business Manager/Executive Secretary~~

18.1 Employment.

Executive Employees as specified in Article Six shall:

18.1.1 ~~The Business Manager/Executive Secretary shall~~ be employees of the Association, employed by contract specifying a salary and signed by the **employee Secretary** and the President with approval of the majority of the Board.

18.1.2 **attend all official meetings of the Association and of the Board of Directors, serving** ~~serve~~ in an advisory capacity to the Board of Directors but shall NOT be a voting member of the Board nor take any part in the politics of the Association.

18.1.3 ~~The Business Manager/Executive Secretary shall~~ be bonded in an amount specified by the Board of Directors.

18.2 Duties of the Chief Operating Officer. The Chief Operating Officer shall undertake the duties established by the Board of Directors and report to the President. Such duties shall include but not necessarily be limited to:

18.2.1 working closely with the President and the Board of Directors in order to fulfill the organization's mission, providing information necessary for the Board to function properly and to make informed decisions;

18.2.2 providing leadership in developing systems, organizational and financial plans with the Board of Directors and staff, and to carry out such plans and policies authorized by the Board;

18.2.3 assuring that the Association has a long-range strategy which achieves its mission, and makes consistent and timely progress in executing that strategy;

18.2.4 managing resources to ensure the financial health of the Association and ensuring compliance with federal, state and local regulations;

18.2.5 overseeing and identifying appropriate resources to ensure that the operations of the Association are efficient and effective;

18.2.6 performing other duties as may be delegated to the office by these By-Laws or the Board of Directors.

18.3 Duties of the Business Manager/Executive Secretary.

~~18.2.1 The Business Manager/Executive Secretary shall attend all official meetings of the Association and of the Board of Directors.~~

18.3.12-2 The Business Manager/Executive Secretary shall work under the guidelines established by ~~and be responsible to~~ the Board of Directors **and shall report to the Chief Operating Officer. The Business Manager/Executive Secretary shall manage the day-to-day operations of the Executive Office efficiently and also undertake the following duties:** ~~Such guidelines may include but not necessarily be limited to:~~

18.3.1.1-2.1 ~~The maintenance of~~ **Maintain** a current, complete list of all members and their addresses to be furnished to the Board of Directors;

18.3.1.22-2 ~~The taking and transcribing of~~ **Take, transcribe and maintain** minutes of any Association meeting ~~upon request of the Board of Directors;~~

18.3.1.32-3 ~~The preparation of a quarterly financial report and the timely submission of same to the Board of Directors.~~ **Maintain the official financial records of the Association;**

18.3.1.42-4 ~~The securing of~~ **Ensure the completion of** a certified audit of the Association's books and records annually and the timely submission of same to the Board of Directors;

18.3.1.52.2.5 ~~The registration of~~ **Register** cats and catteries and **issue** ~~the issuance of~~ club charters, **and** show licenses, ~~show supplies and membership cards~~ **and maintain award programs;**

18.3.1.62.2.6 **Conduct membership elections and polls and issue** ~~The issuance of~~ ballots to the Board of Directors when requested; ~~and,~~

18.3.1.7 May act as the Treasurer for the Association;

18.3.1.82.7 Such other duties as may be delegated to the office by these By-Laws or the Board of Directors.

Amend Bylaw 111.2:

111.2 **Chief Operating Officer**, /Business Manager/Executive Secretary **and Treasurer's** Expenses. The **Chief Operating Officer**, Business Manager / Executive Secretary / **and** Treasurer shall be reimbursed reasonable travel expenses to the Annual Convention and any other meeting where their ~~Business Manager / Secretary / Treasurer's~~ presence is required by the Board of Directors **or deemed necessary/beneficial by the President to move the organization forward and accomplish its mission.**

Amend Bylaw 119.5:

119.5 All publications except the Annual ~~Edition~~ **Yearbook** shall be dated and have pages numbered.