The ASCD Board of Directors is charged with periodically reviewing and making recommendations for changes to the ASCD Constitution and Bylaws. This current recommendation is very timely because ASCD has also been developing a new strategic framework, which affords us the opportunity to align the framework with the Constitution and Bylaws.

The Board of Directors has considered for the past several months a proposed Constitution and Bylaw change. The change will be voted on between April 1–May 15 by the ASCD membership and, if approved, will be effective June 1, 2021. Please take a few moments to review the information below prior to casting your vote. If you have any questions, please contact ASCD governance manager at barbara.woolley@ascd.org.

**Board Size and Appointed Seats**

The number of Board members designated by the Constitution and Bylaws is 11, excluding the CEO/Executive Director. Eight Board members are elected by the membership and "up to 3" are appointed by the Board. The proposed change would increase the number of appointed seats "up to 5."

If the change is approved, the Board would consist of 8 members elected by the general membership and “up to five” appointed by the Board. The maximum Board size would be 13 members (excluding the Executive Director/CEO).

**Rationale:**

- The Board of Directors is in a unique position to assess firsthand the skills, talents, and abilities of a candidate in relation to the competencies needed on the Board and to address any shortcomings in its composition by filling seats with individuals who possess diverse and desirable credentials. The proposal seeks to leverage the expertise of individuals who can strengthen the Board, while placing emphasis on filling gaps in Board competencies. We believe this change will keep the organization governance structure strong and vibrant by affording a streamlined process for the Board to assess its needs and address competency gaps.

- With ASCD needing to evolve to better meet the needs of educators, we must look for ways to remain strong, while continuing to position the organization as a relevant and powerful resource for its members. These measures will help bring additional talent to the Board as we begin to implement a new strategic plan.

This is the proposed change to the ASCD Constitution and Bylaws. Our hope is that you are well-informed about the proposal and will cast your vote this upcoming April and May to adopt the change.

Thank you for your continued support of ASCD!
Article V: Board of Directors

Section 1.

The Board of Directors shall be composed of eight members (elected at large by the general membership), who shall each serve a term of four years; up to three members (appointed by the Board of Directors), who shall each serve a term of up to four years to ensure diversity; and the Executive Director. A simple majority of the members of the Board of Directors shall constitute a quorum of that body.