

**PROPOSED CHANGES TO ARTICLE V  
SUBMITTED BY THE NDT BOARD OF TRUSTEES:  
11/17/20**

**Article V: the Board of Trustees**

I. Membership.

A. Board Composition

1. The Board shall consist of eleven members appointed by the President of the AFA. The creation of a board that reflects the organization's commitment to diversity shall be an important consideration in the appointment of board members. Members, except for the seats designated by A(2) and A(3), shall be appointed for staggered terms of five years. In the event of death or resignation of a member of the Board, the President of the AFA shall appoint a person to fill the unexpired term.
2. One Board seat will be filled with an active debate coach, elected by the dues paying institutional members of the NDT for a term of one year, and one board seat will be filled by a current NDT eligible student, elected by the dues paying institutional members of the NDT, for a term of one year.
3. The tournament Director and Host, and the Chair of the National Committee, shall serve as ex-officio members of the Board with no voting privileges.

B. Board members must rotate through all committees during their term of service on the Board.

C. No board member shall serve concurrently as a member of the National Debate Tournament Committee or as the National Debate Tournament Trustee.

D. Officers: A Chair, Vice Chair, Secretary and Treasurer of the Board shall be elected by the Board. Except for the Treasurer, the term of office is one year with the possibility of reelection.

1. The Chair shall provide leadership to the Board, including general supervision of the policies of the Board.
2. The Vice Chair shall perform such duties as the Chair of the Board may delegate. The Vice Chair will perform the Chair's responsibilities when the chair cannot be available.
3. The Secretary shall keep minutes of all meetings and shall perform such other duties as the Chair of the Board may designate.
4. The Treasurer shall be charged with the management of the financial affairs of the Board. The Treasurer may be a member of the board or an individual who is not on the board.

E. Removal of Trustees. The Board of Trustees may recommend to the President of the AFA the removal of a Trustee for failure to attend three (3) consecutive meetings of the Board of Trustees. The Trustee who has missed three consecutive meetings shall not be entitled to vote on his or her removal.

## II. Standing Committees of the Board

### A. Executive Committee:

The Executive Committee will consist of the Officers and the Standing Committee Chairs. The Executive Committee has the power to conduct any business between meetings of the Board of Trustees that can be conducted by the Board, except for the removal of members of the Board and amending the Bylaws. All Executive committee actions must be communicated to the full Board at the next full Board meeting after the action is taken.

### B. Tournament Committee

The Tournament Committee members will be appointed by the Chair of the Board of Trustees. The Tournament Committee's purpose is to provide recommendations to the full Board related to the Board of Trustees' responsibilities related to the annual National Debate Tournament.

### B. Communications and Public Relations Committee

The Communications and Public Relations Committee members will be appointed by the Chair of the Board of Trustees. The Public Advocacy Committee's purpose is to increase and improve the public image of the National Debate Tournament.

### C. Philanthropy Committee

The Philanthropy Committee members will be appointed by the Chair of the Board of Trustees. The purpose of the Philanthropy Committee is to develop and implement fundraising plans and strategies that help assure the fiscal health of the National Debate Tournament.

## III. Meetings of the Board of Trustees

A. The full Board shall meet twice a year, once in the spring at the National Debate Tournament, and once in the fall, at a time and location designated by the Chair with the input of the Board of Trustees.

B. Special meetings of the Trustees may be called at any time by the Chair of the Board or by any two Trustees on at least three days' notice, which notice shall specify the date, time and place of the meeting. The notice must state the purpose of the meeting.

C. Quorum and Action. One-half of the number of current membership of the Board of Trustees shall constitute a quorum for the transaction of business. All policy decisions of the Board of Trustees shall require a majority vote of members present and voting.

D. Proxies. On any matter that is to be voted on by Voting Members, a Voting Member may vote in person or by proxy, and such proxy should be granted in writing and submitted to the Chair of the Board by means of Electronic Transmission.

D. All meetings of the Board of Trustees are open to the public. However, guests are not allowed the floor unless recognized by the Chair.

E. Electronic meetings. Meetings of the Board may be held electronically so long as all members participating in such meeting can communicate with one another at the time of such meeting.

#### IV.. Powers and Duties of the Board of Trustees

A. The Board of Trustees shall be responsible for all financial affairs of the National Debate Tournament including:

1. preparing and approving the budget for each National Tournament;
2. developing sources of funding for the NDT including the establishment of any assessments for the districts and the subscribers, as well as individual, foundation and corporate philanthropy;
3. developing the Standing Rules of the Board of Trustees to govern accounting and auditing procedures for the expenditures and income of the NDT;
4. signing any agreements with sponsoring institutions. The Board shall have the sole authority in negotiating with the agent(s) financing the NDT.

B. The Board of Trustees shall be responsible for establishing whatever legal framework is required to execute its duties.

C. The Board of Trustees shall be responsible for promoting the educational value of the National Debate Tournament.