

# Governance Structure

## Before

## Now

### Executive Committee

25 members- including 7 Senior officers, 14 Area Vice Presidents, and 4 Committee Chairs- Governmental Affairs, SEBC, PAC and Local Presidents Council. Non-voting members included Chairs of EOC, Past Presidents, Foundation, Membership and Bylaws.

Duties- Approve budgets and contracts, hire CEO, review unbudgeted expenses, recommend actions to the Board of Directors



### Executive Board

51 Voting Members- including 7 Senior Officers, 14 Region Chairs, 2 Life Directors, 23 Local HBA Appointees, and 5 Committee Chairs- Governmental Affairs, Audit, Bylaws, Legal Action & Non-Dues. Non-voting members include EOC Chair and ALL Life Directors

Key Responsibilities:  
Hire, supervise and evaluate CEO, Approve annual budget and contracts > \$10,000, Approve Bylaws (with Membership Board veto authority), Recommend major transactions and strategic initiatives to Membership Board

# Governance Structure

## Before

Board of Directors

Comprised of Local HBA appointees, Life Directors, Senior Officers, and Area Vice Presidents.

Primary Role- Oversight of Association affairs and policy decisions. **Yet on average, 72% of board members are not attending meetings. This left board members open to potential liability and FHBA weakened by a lack of nimbleness.**



## Now

Membership Board of Directors

Retains all local HBA appointees based on membership size, all Senior Officers, Region Chairs, Life Directors and Local Presidents. Ex-officio Members include Chairs of Nominating Committee, Hall of Fame Board of Governors and Local Presidents Council.

Key Responsibilities:  
Elect Senior Officers and Region Chairs.  
Approve dues increases. Recommend Government Affairs priorities, and major policy changes. Oversee reserves and approve real estate transactions. **Maintains member-led oversight and representation.**

## Two Boards - One Mission

- ▶ **Executive Board:** Executes and oversees operations
- ▶ **Membership Board:** Represents members and retains veto power over changes to the bylaws

**Sunset Provision:** Before December 31, 2030, the Membership Board may vote to revert to the previous bylaws if the new structure does not serve members as intended.

# Before

# After

