



Proposal to Amend the OACAC Bylaws

According to OACAC's Affiliate Agreement with NACAC, OACAC's Bylaws must align with NACAC Bylaws. NACAC Bylaws changes and actions taken by NACAC in response to the Department of Justice investigation and the pending Consent Decree have mandated the need to amend the OACAC Bylaws. NACAC has provided guidance to bring the OACAC Bylaws into compliance with our Affiliate Agreement and general suggestions for best practice in governance.

The Executive Board and Governance Committee have reviewed the requirements and suggestions, and make the following proposal to amend the OACAC Bylaws.

Language deletions are in red with a strikethrough

Language additions are highlighted in yellow

The rationale for each proposed change corresponds with the following numbered statements and can be found in blue text next to each proposed change.

Changes proposed fall under four general categories:

1. **Removal of references to compliance and enforcement** of the Code of Ethics and Professional Practice to ensure there are no violations of anti-trust laws.
2. Maintain OACAC membership categories so they **align with the NACAC membership categories** that were revised in 2019.
3. Employ **best practices in governance documents** by moving specific prescriptive rules to policies and procedures documents, removing redundancy, and leaving only foundational provisions.
4. Provide **governance options** to the Executive Board if there is an imminent threat, such as governmental investigations or pending litigation, to the continued viability of the organization.

The Executive Board and the Governance Committee urge members to vote for the proposed amendments to the OACAC Bylaws in their entirety.