

Proposed Regional Governance Structure



The following is the proposed regional governance structure, based on feedback from leaders across the organization. To encourage sound and consistent practices, it is recommended that ASPAN adopt one approach to governance that will apply to all Regions.

Region Board of Directors - Board Size and Composition

Number of Board Members — Each Regional Board will have not less than 7 or more than 15 Board members.

- **Designated Seats** — At least 1 Board seat will be designated for each of the original Component geographic areas within the Region.
- **Open Seats** — Remaining Board seats will be deemed Open Seats and may be filled by any member of the Region by election.
- **Contingency Seats** — If an original geographic area does not have a candidate to fill its Designated Seat during a given election, the seat for that election period will be designated as an Open Seat for that election period only, and may be filled by any member of the Region by election.

Term Limit Recommendations for Board Directors

- **Term Limits** — Two-year term limits (maximum of 3 terms or 6 years)
- **Required Elections** — Each Board member must be re-elected at the end of their term to continue on the Board for the next allowable term.
- **Board Service Rotation** — Board members typically rotate off the Board after 6 consecutive years of service and may be eligible to return following a one-year break. This break may be waived if there are no other eligible candidates.

Staggered Terms

For the first election following consolidation, each Region will use staggered Board terms so that not all Board members' terms end at the same time. This approach helps maintain continuity and avoids full turnover of the Board at the end of the first term.

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For Regions with 2-year Board terms, the initial term lengths will be assigned as follows:

- Some Board members will be elected to an initial 1-year term and may then seek re-election for one additional 2-year term, for a maximum of 3 consecutive years of service before a required one-year break.
- Some Board members will be elected to an initial 2-year term and may then seek re-election for one additional 2-year term, for a maximum of 4 consecutive years of service before a required one-year break.
- Some Board members will be elected to an initial 2-year term and may then seek re-election for up to two additional 2-year terms, for a maximum of 6 consecutive years of service before a required one-year break.



Term Extensions; Removal of Board Members

- **Vacancy Protocol** — If a Board member position is not filled at an annual election, the incumbent Board member may remain in that role until a successor is duly elected, ensuring no lapse in duties. The Board may also reduce the total number of Board members if necessary.
- **Removal** — A Board member may be removed by Board vote, subject to approval of Region members (notice and opportunity to oppose the removal). Process will be included in the regional bylaws.

Region Officer Recommendations

Election and Composition of Region Officers

- **Positions** — The Officers will be President, Vice President, Secretary, Treasurer, and Immediate Past President (except if the state of incorporation requires a different officer position or title)

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Election and Composition of Region Officers continued

- **Officer Elections** — Elections will be determined by the membership and selected from a pool of candidates vetted and put forth by the Nominating Committee. Candidates must currently serve on the Board or served within the last three years.
- **Geographic Representation**
 - Officer positions will be spread across Board members from the various Component geographic areas comprising the new Region, rotating the positions at each election period
 - For Year 1, the Immediate Past President shall be selected from Board members who were either President or Immediate Past President for their original Component as of the date of the consolidation
- **Contingency Selections** — For purposes of electing Officer positions, including the Year 1 Immediate Past President, if no Officer candidate emerges for the open position that meets the above criteria, the Board may elect any current Board member to fill the position

Term Limits for Region Officers (Secretary, Treasurer, Vice President, President, Immediate President):

- **1-Year Terms** — Each Officer may serve for an initial 1-year term, and will be eligible for re-election for an additional 1-year term
- **Consider instituting a 2-term consecutive maximum term in the same role**
- **Eligibility for Other Roles** — An officer completing their term limit in one role may immediately run for a different officer position
- **Vacancy Protocol/Temporary Duties** — If an Officer is temporarily unavailable to fulfill their duties or an Officer position cannot be filled by the Board immediately after the annual election, any other member of the Board may step in to perform those duties, with the approval of the remaining Board members, until the Officer returns or a successor is duly elected, ensuring no lapse in duties

Region Committee Structure

The following are required and suggested committees, respectively, for each Region. The Executive Committee shall comprise the Region Officers and shall be empowered to act on behalf of the Board within the parameters outlined in the Region Bylaws. All other committees shall be advisory in nature, tasked with making recommendations to the Board.

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Required Committees

- Executive Committee
- Nominating Committee
- Finance Committee
- Other committees as required by applicable state law (e.g., some jurisdictions may require a separate Audit Committee)

Suggested Committees

- Bylaws Committee
- Education Committee
- Membership Committee
- Communication/Technology Committee

Local Networking Groups

Connecting in person is one of the most valued benefits of association membership. We recognize that expanding components into larger regions may raise concerns about maintaining those personal connections. To help address this, ASPAN National encourages regions to establish a formal Local Networking Group (LNG) structure that promotes connection among members in close geographic proximity. LNGs would function similarly to committees, working in collaboration with the regional Board and obtaining approval to secure funding when needed. Existing components may transition into LNGs, and we recommend defining minimum requirements along with a formal approval process.

