

The Way Ahead

Given the election nullification and formal withdrawal of all four ballot candidates (see [May 22, 2022 incident update](#)), the Board of Directors, in accordance with the PPPA bylaws cited below, is reviewing, vetting, and appointing Association members to the positions of President, Treasurer and Special Projects Director.

The process for vetting and filling these positions has been understandably arduous but completely necessary to ensure that the candidates selected are **fit on all levels**, from skills and qualifications to professional conduct and personal interactions, to the ability to handle confidential information, and to alignment with our organization's culture, values, and goals.

As a reminder, all Board and Committee positions are **staffed entirely by volunteers** who have generously donated countless hours to this process, while maintaining their regular association roles and responsibilities.

The PPPA Board of Directors are following these established guidelines as we move forward to fill these open positions:

1) COLORADO REVISED NONPROFIT CORPORATION ACT

Formation and Governance:

The Colorado Revised Nonprofit Corporation Act, which became effective July 1, 1998, generally provides guidance on the incorporation of a nonprofit organization in Colorado; the duties, responsibilities, and powers of its members, directors and officers; **and default rules pertaining to its operation in the event the articles of incorporation and bylaws of the organization do not so provide.** Although the act affords great flexibility to a nonprofit with respect to its operation, it is important that those organizing and managing a nonprofit are familiar with the act and the requirements and limitations it imposes on its organization and operation:

7-128-105. (5) *Despite the expiration of a director's term, a director continues to serve until the director's successor is elected, appointed, or designated and qualifies, or until there is a decrease in the number of directors.*

2) PPPA BYLAWS ARTICLE III, BOARD OF DIRECTORS:

Section 3.2 QUALIFICATIONS, NUMBER, TERM. (e) APPOINTED DIRECTORS. The Board of Directors may appoint an interim Director that has been nominated by the Nominating Committee to fill vacancies which are the result from vacancies or otherwise at any Regular Meeting of the Board of Directors.

3) PPPA BYLAWS ARTICLE IV, OFFICERS:

Section 4.5 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the Officer's term.

The PPPA Vice President recently resigned his position based on the need to address urgent personal issues and that PPPA Officer vacancy will also be filled by Board appointment given that it occurred outside of the normal odd-year election cycle.

The following organization functional changes have been reviewed and approved by the PPPA Board of Directors pending the Director and Officer appointments described above:

- 1) At the end of his term, Joe Johnson continues as the Acting President until the President's vacancy is filled by the Board of Directors in accordance with the Colorado Revised Nonprofit Corporation Act
- 2) The PPPA Communications Committee and Subcommittee responsibilities continue to be managed by the Acting President until the PPPA Board appoints a new President
- 3) Once the new President is appointed, Joe Johnson will assume the PPPA Past President's position. Until then, Jeff Norton will continue as the Acting Past President in accordance with the Colorado Revised Nonprofit Corporation Act
- 4) The Board of Directors will appoint and fill Board and Officer vacancies in accordance with the PPPA Bylaws Article III and IV. Following this process, the Board of Directors with a 4-0 PPPA Nominating Committee recommendation, has appointed Sandeep Maity as the PPPA Special Projects Director for the remainder of that two-year term and are continuing this process for the remaining open positions.

We deeply appreciate the patience and unwavering support that we have received by the **absolute majority** of members who recognize the importance of not rushing the process but proceeding cautiously and carefully to ensure that the best person for each job is selected. We look forward to having these remaining positions filled as soon as possible.

Your PPPA Board of Directors

"The secret of change is to focus all of your energy not on fighting the old, but on building the new" – Socrates