

2009 Proposed International Bylaws Amendments

Proposal #	Title	Article	Section	Proposed by
001	Annual Meeting of Members	VI.	4.	Governance Committee

<p>Current Language: In odd-numbered years, the annual meeting is the reporting session at the opening session of the House of Delegates.</p>	<p>Proposed Changes: In odd-numbered years, the annual meeting is the reporting session at the opening session of the House of Delegates.</p>	<p>If Adopted: In odd-numbered years, the annual meeting is the reporting session of the House of Delegates.</p>
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<p>Rationale, Comments and Recommendations: Making the change gives more flexibility with the agenda for House of Delegates meetings to ensure all business before the House of Delegates is completed during the meeting times. The 2009 House of Delegates meeting is conducted during 2 sessions on 2 different days during the biennial convention.</p> <p>Recommendations: The Governance Committee recommends adoption. The STTI Board of Directors recommends adoption.</p>

Proposal #	Title	Article	Section	Proposed by
002	Modifying Functions of Board of Directors	VII	4. q.	Governance Committee

<p>Current Language: Deciding on revocation of membership in the event that an inducting chapter no longer exists.</p>	<p>Proposed Changes: q. Deciding on revocation of membership in the event that an inducting chapter no longer exists.</p>	<p>If Adopted:</p>
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<p>Rationale, Comments and Recommendations: This function is no longer necessary by any group given the bylaws amendment approved by the House of Delegates in 2007 that gives any chapter to which a member belongs the right to revoke a person's membership in Sigma Theta Tau International. A chapter to which a member belongs will always exist.</p> <p>Recommendations: The Bylaws Task Force recommends adoption. The Governance Committee recommends adoption. The STTI Board of Directors recommends adoption.</p>
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Proposal #	Title	Article	Section	Proposed by
003	Removing an International Board of Director Member from Office	VII	NEW – 6a.	Governance Committee

<p>Current Language: No current language exists</p>	<p>Proposed Changes: <u>a. A member of the board of directors who demonstrates behavior, as determined by the Board of Directors, that is not consistent with the mission, values or expectations of the honor society may be removed by a three fourths (3/4) vote of the remaining members of the board, provided that notice of the intent to take such action is given to all board members at least 30 days in advance of the regular or special meeting at which the motion to remove is introduced. Such board member shall have the right to be present and to speak on his/her behalf, but shall not be allowed to be present during deliberation nor to vote. Voting shall be by ballot, which may be delivered electronically if a face-to-face meeting is not possible.</u></p>	<p>If Adopted: a. A member of the board of directors who demonstrates behavior, as determined by the Board of Directors, that is not consistent with the mission, values or expectations of the honor society may be removed by a three fourths (3/4) vote of the remaining members of the board, provided that notice of the intent to take such action is given to all board members at least 30 days in advance of the regular or special meeting at which the motion to remove is introduced. Such board member shall have the right to be present and to speak on his/her behalf, but shall not be allowed to be present during deliberation nor to vote. Voting shall be by ballot, which may be delivered electronically if a face-to-face meeting is not possible.</p>
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<p>Rationale, Comments and Recommendations: The change provides a means for the international board of directors to remove a board member from a leadership position, should this need ever arise.</p> <p>Recommendations: The Bylaws Task Force recommends adoption. The Governance Committee recommends adoption. The STTI Board of Directors recommends adoption.</p>

Proposal #	Title	Article	Section	Proposed by
004	Modifying Governing Edition of Robert's Rules of Order	XIII.		Governance Committee

	Newly Revised			
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<p>Current Language: The rules contained in the current edition of <u>Robert's Rules of Order Newly Revised</u> shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws or special rules of order of the Society.</p>	<p>Proposed Changes: The rules contained in the current 10th edition of <u>Robert's Rules of Order Newly Revised</u> shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws or special rules of order of the Society.</p>	<p>If Adopted: The rules contained in the 10th edition of <u>Robert's Rules of Order Newly Revised</u> shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws or special rules of order of the Society.</p>
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Rationale, Comments and Recommendations:
Although the recommended language in *Robert's Rules of Order Newly Revised* (RONR) is to designate the "current" edition, this may not be best for association bylaws. In the past several decades, RONR has been revised approximately every ten years, so the next edition is planned for 2010. If the STTI bylaws are left as they are, the 11th edition will automatically become the parliamentary authority on the date of publication, before anyone has read it or determined whether or not the changes that might be made are in the best interest of STTI. It usually takes a year or two for professionals to go through the book, flag the changes, and discuss their implications. In the meantime, the previous edition can continue to be used while the determination is made whether or not bylaws changes or special rules might be necessary to ensure that the subsequent edition will work. Making this change to the bylaws would require a subsequent bylaws amendment to update the number to the current edition number of Robert's Rules of Order. This amendment would need to be made approximately once a decade.

Recommendations:
The Bylaws Task Force recommends adoption.
The Governance Committee recommends adoption.
The STTI Board of Directors recommends adoption.

Proposal #	Title	Article	Section	Proposed by
005	General Provisions/Indemnification	XVII.	n/a	Governance Committee

<p>Current Language: Officers and employees shall be indemnified by the Society for any and all civil liabilities for conducting their official duties, except in circumstances and cases of conducting their duties in bad faith.</p>	<p>Proposed Changes: Officers, directors and employees shall be indemnified by the Society for any and all civil liabilities for conducting their official duties, except in circumstances and cases of conducting their duties in bad faith.</p>	<p>If Adopted: Officers, directors and employees shall be indemnified by the Society for any and all civil liabilities for conducting their official duties, except in circumstances and cases of conducting their duties in bad faith.</p>
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Rationale, Comments and Recommendations:

Current bylaws language does not include members of the Board of Directors who are directors in the indemnification coverage. Inserting “directors” into the bylaws makes explicit that directors are indemnified as well.

Recommendations:

The Bylaws Task Force recommends adoption.

The Governance Committee recommends adoption.

The STTI Board of Directors recommends adoption.