



49 by the Sigma board of directors.

50  
51 D. A nurse leader who is a registered nurse, legally recognized to practice in their country  
52 with a minimum of a baccalaureate degree or the equivalent in any field, and who has  
53 demonstrated achievement in nursing shall be eligible for membership. Students in  
54 graduate programs who are registered nurses, legally recognized to practice in their  
55 country, and have a minimum of a baccalaureate degree or the equivalent in any field shall  
56 be eligible to be considered as a nurse leader at any point in the program. The nurse  
57 leader candidate may be selected for membership by any chapter.

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59 E. Active regular members shall have the right to vote and hold elective and appointive office.

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61 Section 3. Honorary Members  
62 An honorary member is a person who is not eligible for regular membership but who has  
63 gained national or international recognition in the field of nursing or in any field contributing to  
64 nursing. Honorary membership shall be granted by a three-fourths vote of the Sigma board of  
65 directors. There shall be no induction or renewal fee for an honorary member.

66  
67 Section 4. Membership Fees  
68 A. Each member shall pay an initial induction fee and annual society membership fees.  
69  
70 B. Adjustments to the fee schedule shall be approved by the Sigma board of directors. Fee  
71 schedule adjustments shall not occur more than once in a biennium and shall not exceed  
72 the cumulative Consumer Price Index (CPI) percentage rate. Any adjustments,  
73 accompanied by rationale, will be provided to membership 60 days in advance of the  
74 effective date.

75  
76 Section 5. Membership Revocation  
77 A. Membership in the society may be revoked by the member's chapter for just cause and  
78 after due process. Revocation shall require a three-fourths vote of those present at a  
79 meeting of the chapter.

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81 B. A member whose membership has been revoked may appeal to the Sigma board of  
82 directors, whose decision shall be final.

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85 **ARTICLE IV – OFFICERS**

86  
87 Section 1. Positions  
88 The elected officers of the society shall be: the president, the president-elect, the vice  
89 president, the secretary, and the treasurer. Officers must be regular members of Sigma.  
90 A. President – The president shall be the presiding officer and shall administer all business of  
91 the society in accordance with Sigma governing documents.

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93 B. President-Elect – The president-elect shall perform the duties of the president in the  
94 president's absence.

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96 C. Secretary – The secretary shall serve as the corporate secretary for the society and fulfill  
97 duties in accordance with Sigma governing documents.

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- D. Treasurer – The treasurer shall serve as the corporate treasurer and fulfill duties in accordance with Sigma governing documents.

### Section 2. Election and Terms of Office

- A. Officers shall be elected by the house of delegates by majority vote. In the event of a tie, the election shall be determined by lot. Members shall hold no more than one elected office at a time. Terms of office shall begin at the close of the meeting at which the elections occur.
- B. A member holding an elected position who has served more than half a term in that position is considered to have served a full term. Terms shall be as follows:
- The president shall serve a two-year term or until a successor assumes office.
  - The president-elect shall be elected to a two-year term or until a successor is elected and assumes office, after which shall succeed to a two-year term as president.
  - The vice president shall be elected for a two-year term or until a successor is elected and assumes office. The vice president may serve a maximum of two consecutive two-year terms in that position, after which they may not be consecutively re-elected as an officer except as president-elect.
  - The secretary and treasurer shall each be elected for a four-year term or until their successors are elected and assume office. Terms shall be staggered so that the secretary is elected in the same biennium as two directors and treasurer is elected in the same biennium as three directors. The secretary and treasurer may serve a maximum of one four-year term after which they may not be consecutively re-elected as an officer except as president-elect.

## **ARTICLE V – MEMBERSHIP MEETINGS**

### Section 1. Annual Meeting of Members

- A. Annual meetings of members shall be set by the Sigma board of directors and may be held by electronic means as allowed by law. Active members shall receive notice of annual meetings through Sigma publications, electronic communication, or posting on the Sigma website, and may register their intent to attend. The agenda of the annual meeting shall include the presentation of annual reports and a financial report.
- B. In odd-numbered years, the annual meeting is also the reporting session of the house of delegates.

## **ARTICLE VI – SIGMA BOARD OF DIRECTORS**

### Section 1. Composition

The Sigma board of directors shall be composed of the officers, five directors, and the regional chapters coordinating committee chair. The chief executive officer shall serve in a nonvoting, ex-officio capacity. A quorum shall be a majority of the board.

### Section 2. Authority

The Sigma board of directors shall hold the executive and administrative powers of Sigma,

147 and shall manage its property, business, and corporate affairs. The board shall also supervise  
148 and manage Sigma, its committees, and publications. In addition, the board shall appoint a  
149 chief executive officer and adopt such policies for the conduct of its business as deemed  
150 advisable.

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152 Section 3. Executive Committee

153 There shall be an executive committee composed of the officers of the society. It shall  
154 conduct essential business of the organization in the interim between board meetings and  
155 as authorized by the board.

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157 Section 4. Director Terms and Limits

158 A. The five directors shall be elected by plurality vote of the house of delegates for a four-  
159 year term or until their successors are elected and assume office. In the event of a tie, the  
160 election shall be determined by lot. Members shall hold no more than one elected office at  
161 a time. Terms shall be staggered so that three directors are elected in one biennium and  
162 two directors in the following biennium.

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164 B. Directors shall serve a maximum of one term on the board, except in the case of a director  
165 who is elected president-elect.

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167 C. The regional chapters coordinating committee chair shall be elected each biennium for a  
168 two-year term and may not serve more than two consecutive terms on the board in that  
169 position.

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171 Section 5. Vacancy and Removal

172 A. In the event of a vacancy in the office of president, the president-elect shall fill the  
173 vacancy, followed by a full term as president.

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175 B. A vacancy in any other board position shall be filled by appointment of the then-current  
176 Sigma board of directors until the next election.

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178 C. A member of the Sigma board of directors may be removed by a three-fourths vote of the  
179 board for behavior that, as determined by the board, is not consistent with the mission,  
180 values, or expectations of the society, provided that notice of the intent to take such action  
181 is given to all board members at least 30 days in advance of the regular or special meeting  
182 at which the motion to remove is introduced. Such board member shall have the right to be  
183 present and to speak on their behalf but shall not be allowed to be present during  
184 deliberation nor to vote. Voting shall be by ballot, which may be delivered electronically if a  
185 face-to-face meeting is not possible.

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**ARTICLE VII – HOUSE OF DELEGATES**

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190 Section 1. Composition

191 The house of delegates shall be composed of two delegates from each chapter, the members  
192 of the Sigma board of directors, chairs of standing committees, the regional chapters  
193 coordinators, and the past presidents of the society.

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195 Section 2. Authority

196 The legislative and judicial powers of the society shall be vested in the house of delegates. As  
197 such, the house shall have the authority to nominate and elect officers, directors, and other  
198 positions as allowed by these bylaws; amend the society's bylaws; levy special assessments  
199 by a two-thirds vote; and adopt such rules and regulations for the conduct of its proceedings  
200 as may be determined by a two-thirds vote of the house of delegates.

201  
202 Section 3. Meetings

- 203 A. The house of delegates shall meet as determined by the Sigma board of directors,  
204 including by electronic means as allowed by law. The call to the meeting shall be sent to  
205 delegates at least 30 days prior to the meeting date. A quorum shall consist of a majority  
206 of the voting members of the house.
- 207
- 208 B. Each delegate shall have the right to cast one vote, except that if a chapter has only one  
209 delegate attending, that delegate shall have two votes.
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- 211 C. In odd-numbered years, the annual meeting of the members is also the reporting session  
212 of the house of delegates.

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215 **ARTICLE VIII – REGIONS AND CHAPTERS**

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217 Section 1. Regions

218 Sigma shall be organized into regions composed of chapters. Each region shall have a  
219 regional chapters coordinating committee chaired by the elected regional chapters coordinator  
220 and composed of at least three members.

221  
222 Section 2. Chapters

- 223 A. A chapter is an organized division of nurse scholars and leaders that has been granted a  
224 charter in accordance with models, requirements, and procedures approved by the Sigma  
225 board of directors.
- 226
- 227 B. Chapters shall function as independent, autonomous organizations affiliated with Sigma.  
228 Chapters determine the amounts of their fees and assessments. Chapters have control of  
229 their income, expenses, contracts, accounting systems, and internal reports. Each chapter  
230 shall function under bylaws, policies, and regulations that are not in conflict with Sigma  
231 bylaws, policies, and regulations.
- 232
- 233 C. Chapters shall fulfill the following requirements:
- 234 • Support the purposes of this society.
  - 235 • Select and induct eligible members a minimum of one time annually.
  - 236 • Observe the provisions of these bylaws, comply with the society's policies and  
237 regulations, and meet all financial obligations.
  - 238 • Participate in the house of delegates.
  - 239 • File required reports according to established guidelines.
  - 240 • Elect at minimum a president, vice president, secretary, treasurer, and counselor.  
241 Duties and terms of office shall be outlined in the chapter bylaws.
  - 242 • Establish the following standing committees: governance (appointed or elected) and  
243 leadership succession (elected).
  - 244 • Conduct at least one business meeting each year (may be held by electronic means),

- 245 that includes the presentation of annual reports and a financial report.  
246 • Sponsor at least two events or programs annually, supporting the purposes and goals  
247 of the society.  
248  
249 D. Each chapter shall pay an annual fee based on the number of regular active members in  
250 the chapter for the prior membership year ending 30 June. For new chapters, fees shall be  
251 collected during the year following the granting of a charter.  
252  
253 E. Sigma shall pay for the charter, coat-of-arms, book in which the membership roster is  
254 recorded, and installing officer's expenses at the time of the chartering of the new chapter.  
255 The chapter shall pay a chartering fee plus the cost of inscribing the names on the charter.  
256

257 Section 3. Chapter Probation, Revocation, Dissolution, and Reinstatement

- 258 A. The Sigma board of directors shall adopt policies and procedures for chapter probation,  
259 revocation, dissolution, and reinstatement.  
260  
261 B. A chapter may be placed on probation or have its charter revoked by the Sigma board of  
262 directors for failure to comply with these bylaws or policies and regulations.  
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265 **ARTICLE IX – COMMITTEES**

266  
267 Section 1. Standing Committees

- 268 A. The standing committees shall be the governance committee, leadership succession  
269 committee, and regional chapters coordinating committee. The president and chief  
270 executive officer shall be non-voting ex-officio members of all committees except the  
271 leadership succession committee. Committee members shall be elected by plurality vote  
272 by the house of delegates. In the event of a tie, the election shall be determined by lot.  
273 Members shall hold no more than one elected office at a time. An elected committee  
274 member may not serve longer than six consecutive years on that committee, unless  
275 otherwise provided in these bylaws.  
276  
277 B. A majority of the members of the committee shall constitute a quorum.  
278  
279 C. Vacancies occurring on a committee are filled by appointment of the Sigma board of  
280 directors until the next election.  
281

282 Section 2. Governance Committee

283 The governance committee shall be composed of a minimum of seven elected members,  
284 including a chair appointed by the president. Two members of the governance committee  
285 shall be elected each biennium for a four-year term, and three members of the governance  
286 committee shall be elected each biennium for a two-year term. The governance committee  
287 shall oversee bylaws compliance, make recommendations for bylaws changes, and oversee  
288 member and chapter eligibility issues.  
289

290 Section 3. Leadership Succession Committee

291 The leadership succession committee shall be composed of 10 elected members, including a  
292 chair appointed by the president. Three members of the leadership succession committee  
293 shall be elected each biennium for a four-year term, and four members of the leadership

294 succession committee shall be elected each biennium for a two-year term. The leadership  
295 succession committee shall develop members in organizational leadership roles across the  
296 span of their careers and mentor members to assume organizational board and officer  
297 positions at all levels of organizations. The leadership succession committee shall select  
298 nominees for elected positions and prepare the ballot, which shall be sent to the board at  
299 least two months prior to the biennial meeting, and to the chapters at least one month prior to  
300 the biennial meeting. Leadership succession committee members shall be ineligible for any  
301 elected office on the ballot.

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303 Section 4. Regional Chapters Coordinating Committee

304 The regional chapters coordinating committee shall be composed of an elected chair and a  
305 regional chapter coordinator from each region, elected by each region's delegates for a two-  
306 year term. Such coordinators shall also serve as the chair of the regional committee for that  
307 region. The regional chapters coordinating committee shall facilitate the work of the chapter  
308 leaders by advancing initiatives that meet the needs of the chapters and fulfill the mission of  
309 the society. A member of the regional chapters coordinating committee may serve up to six  
310 consecutive years as a member of the committee or up to four consecutive years and an  
311 additional four consecutive years as regional chapters coordinating committee chair.

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313 Section 5. Removing an Elected Standing Committee Member

314 An elected standing committee member who demonstrates behavior, as determined by the  
315 Sigma board of directors, that is not consistent with the mission, values, or expectations of the  
316 honor society may be removed by a three-fourths vote of the members of the board, provided  
317 that notice of the intent to take such action is given to the elected standing committee member  
318 and all board members at least 30 days in advance of the regular or special meeting at which  
319 the motion to remove is introduced. Such elected standing committee member shall have the  
320 right to be present and to speak on their behalf but shall not be allowed to be present during  
321 deliberation. Voting shall be by ballot, which may be delivered electronically if a face-to-face  
322 meeting is not possible.

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324 Section 6. Advisory Councils and Task Forces

325 A. Board advisory councils shall be appointed by the Sigma board for a term through the  
326 close of the biennial convention to inform the board of current and future issues, direction, and  
327 priorities of the society. Such advisory councils may be reappointed.

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329 B. Task forces shall be appointed by the Sigma board, standing committees, advisory  
330 councils, or staff to complete an assigned task within a specified time frame. Members of task  
331 forces shall be appointed to bring expertise, interest, and commitment to the assigned task.

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**ARTICLE X – ADMINISTRATIVE**

335 Section 1. Indemnification

336 Officers, directors, and employees shall be indemnified by the society for any and all civil  
337 liabilities for conducting their official duties, except in circumstances and cases of conducting  
338 their duties in bad faith.

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340 Section 2. Dissolution

341 A resolution for the dissolution of the society shall be signed by a majority of active chapters  
342 entitled to vote and shall be presented at a regular meeting of the Sigma board of directors.

343 The Sigma board shall then call a special meeting of the house of delegates for the purposes  
344 of considering and acting upon such resolution. If dissolution is approved by three-fourths of  
345 those delegates present and voting, the board shall take the necessary steps to conclude the  
346 affairs of the society as required by law. After payment or making provision for payment of all  
347 debts and liabilities incurred by the society, any remaining assets shall be disbursed to the  
348 American Nurses Foundation or other appropriate organization operated for educational or  
349 scientific purposes. The recipient organization or organizations shall at the time qualify as an  
350 exempt organization as required by law.

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## **ARTICLE XI – PARLIAMENTARY AUTHORITY**

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355 The rules contained in the 12th edition of *Robert's Rules of Order Newly Revised* shall  
356 govern the society in all cases to which they are applicable and in which they are not  
357 inconsistent with these bylaws or special rules of order the society may adopt. When a new  
358 edition of the parliamentary authority is published, the Sigma board of directors may, by  
359 majority vote, update the edition reference in the bylaws. Members shall be notified after the  
360 change is made.

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## **ARTICLE XII – AMENDMENTS**

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### **Section 1. Amendments to the Bylaws**

366 A. These bylaws may be amended at any meeting of the house of delegates by a two-thirds  
367 vote, provided that all proposed amendments have been received by the secretary two  
368 months preceding the meeting, and that the proposed amendments shall be appended to  
369 the call to the meeting of the house of delegates.

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371 B. Amendments approved by the house of delegates shall be subject to ratification by the  
372 Sigma board of directors.

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374 C. Amendments to these bylaws that are also applicable to the chapters shall be incorporated  
375 into the chapter bylaws template.