

SIGMA THETA TAU INTERNATIONAL HONOR SOCIETY OF NURSING, INC.

BYLAWS

ARTICLE I – NAME

The name of this organization shall be the Sigma Theta Tau International Honor Society of Nursing, Inc. (also referred to as Sigma or the society), a nonprofit incorporated in the state of Indiana with headquarters located in Indianapolis, Indiana, USA.

ARTICLE II – PURPOSES

The purposes of this society shall be to recognize superior achievement and the development of leadership qualities; foster high professional standards; and strengthen commitment to the ideals and purposes of the profession. Sigma engages in activities permitted under Section 501(c)(3) of the United States (US) Internal Revenue Code.

ARTICLE III – MEMBERS

Section 1. Membership Categories

There shall be regular members and honorary members. Sigma does not discriminate. Candidates are qualified for membership so long as eligibility requirements are met.

Section 2. Regular Members

Regular members may be students in basic programs, in graduate programs, or be nurse leaders.

- A. Student member candidates are required to be enrolled in an institution of higher education where the chapter is located to be considered for membership in that chapter. If there is no chapter at the institution of higher education in which the student attends, student member candidates may be considered for membership in another chapter. Student candidates shall have demonstrated superior academic achievement, academic integrity, and professional leadership potential.
- B. Students in basic programs must be enrolled in an accredited baccalaureate or equivalent nursing degree program that leads to the first professional nursing degree, have completed at least one-half of the required nursing curriculum, rank not lower than the highest 35 percent of their class in scholarship, and have achieved excellence according to standards approved by the society. Exceptions may be made at the discretion of the chapter's governance committee following the guidelines adopted by the Sigma board of directors.
- C. Students in graduate programs must be enrolled in an accredited program of graduate study in nursing such as master, post-master, doctoral, and post-doctoral, have completed a minimum of one-quarter of the required graduate curriculum, and have achieved excellence according to the standards approved by the society. Exceptions may be made at the discretion of the chapter's governance committee following the guidelines adopted by the Sigma board of directors.

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48 D. A nurse leader who is a registered nurse, legally recognized to practice in their country with a
49 minimum of a baccalaureate degree or the equivalent in any field, and who has demonstrated
50 achievement in nursing shall be eligible for membership. Students in graduate programs who are
51 registered nurses, legally recognized to practice in their country, and have a minimum of a
52 baccalaureate degree or the equivalent in any field shall be eligible to be considered as a nurse
53 leader at any point in the program. The nurse leader candidate may be selected for membership
54 by any chapter.
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- 56 E. Active regular members shall have the right to vote and hold elective and appointive office.
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58 Section 3. Honorary Members

59 An honorary member is a person who is not eligible for regular membership but who has gained
60 national or international recognition in the field of nursing or in any field contributing to nursing.
61 Honorary membership shall be granted by a three-fourths vote of the Sigma board of directors. There
62 shall be no induction or renewal fee for an honorary member.
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64 Section 4. Membership Fees

- 65 A. Each member shall pay an initial induction fee and annual society membership fees.
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- 67 B. Adjustments to the fee schedule shall be approved by the Sigma board of directors. Fee schedule
68 adjustments shall not occur more than once in a biennium and shall not exceed the cumulative
69 Consumer Price Index (CPI) percentage rate. Any adjustments, accompanied by rationale, will be
70 provided to membership 60 days in advance of the effective date.
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72 Section 5. Membership Revocation

- 73 A. Membership in the society may be revoked by the member's chapter for just cause and after due
74 process. Revocation shall require a three-fourths vote of those present at a meeting of the
75 chapter.
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- 77 B. A member whose membership has been revoked may appeal to the Sigma board of directors,
78 whose decision shall be final.
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80 ARTICLE IV – OFFICERS

81 Section 1. Positions

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83 The elected officers of the society shall be: the president, the president-elect, the vice president, the
84 secretary, and the treasurer. Officers must be regular members of Sigma.

- 85
86 A. President – The president shall be the presiding officer and shall administer all business of the
87 society in accordance with Sigma governing documents.
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- 89 B. President-Elect – The president-elect shall perform the duties of the president in the president's
90 absence.
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- 92 C. Vice President – The vice president shall perform the duties of the president in the absence of the

president and president-elect.

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

E. 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. As determined by the Board in its discretion and to the fullest extent permitted by law, said elections may be held during an in-person or electronic meeting of the house of delegates or by written ballot vote (which may be in electronic form and electronically transmitted and executed) of the delegates without a meeting. Nominations and elections shall be conducted in accordance with policies and procedures adopted by the Board. 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 following elections.

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

Section 3. Executive Committee

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

Section 4. Director and Regional Chapters Coordinating Committee Chair Terms and Limits

- A. Directors shall be elected by plurality vote and the regional chapters coordinating committee chair shall be elected by majority vote of the house of delegates. 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.
- B. The five directors shall serve one four-year term on the board or until their successors are elected and assume office, after which they may not be consecutively re-elected as a member of the board except as president-elect. Terms shall be staggered so that three directors are elected in one biennium and two directors in the following biennium.
- C. The regional chapters coordinating committee chair shall be elected each biennium for a two-year term or until their successor is elected and assumes office and may serve a maximum of four consecutive years on the board, after which they may not be consecutively re-elected as a member of the board except as president-elect.

Section 5. Vacancy and Removal

- A. In the event of a vacancy in the office of president, the president-elect shall fill the vacancy, followed by a full term as president.
- B. A vacancy in any other board position shall be filled by appointment of the then-current Sigma board of directors until the next election.
- C. A member of the Sigma board of directors may be removed by a three-fourths vote of the board for behavior that, as determined by the board, is not consistent with the mission, values, or expectations of the society, 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 their 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.

ARTICLE VII – HOUSE OF DELEGATES

Section 1. Composition

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

Section 2. Authority

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

Section 3. Meetings

- A. The house of delegates shall meet as determined by the Sigma board of directors, including by electronic means as allowed by law. In addition, decisions may be made by the delegates by written ballot vote (which may be in electronic form and electronically transmitted and executed) without a meeting to the fullest extent permitted by law in accordance with such policies and procedures as may be adopted by the Board. The call to the meeting shall be sent to delegates at least 30 days prior to the meeting date. A quorum shall consist of a majority of the voting members of the house.
- B. Each delegate shall have the right to cast one vote, except that if a chapter has only one delegate attending, that delegate shall have two votes.
- C. In odd-numbered years, the annual meeting of the members is also the reporting session of the house of delegates.

ARTICLE VIII – REGIONS AND CHAPTERS

Section 1. Regions

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

Section 2. Chapters

- A. A chapter is an organized division of nurse scholars and leaders that has been granted a charter in accordance with models, requirements, and procedures approved by the Sigma board of directors.
- B. Chapters shall function as independent, autonomous organizations affiliated with Sigma. Chapters determine the amounts of their fees and assessments. Chapters have control of their income,

expenses, contracts, accounting systems, and internal reports. Each chapter shall function under bylaws, policies, and regulations that are not in conflict with Sigma bylaws, policies, and regulations.

C. Chapters shall fulfill the following requirements:

- Support the purposes of this society.
- Select and induct eligible members a minimum of one time annually.
- Observe the provisions of these bylaws, comply with the society's policies and regulations, and meet all financial obligations.
- Participate in the house of delegates.
- File required reports according to established guidelines.
- Elect at minimum a president, vice president, secretary, treasurer, and counselor. Duties and terms of office shall be outlined in the chapter bylaws.
- Establish the following standing committees: governance (appointed or elected) and leadership succession (elected).
- Conduct at least one business meeting each year (may be held by electronic means), that includes the presentation of annual reports and a financial report.
- Sponsor at least two events or programs annually, supporting the purposes and goals of the society.

D. Each chapter shall pay an annual fee based on the number of regular active members in the chapter for the prior membership year ending 30 June. For new chapters, fees shall be collected during the year following the granting of a charter.

E. Sigma shall pay for the charter, coat-of-arms, book in which the membership roster is recorded, and installing officer's expenses at the time of the chartering of the new chapter. The chapter shall pay a chartering fee plus the cost of inscribing the names on the charter.

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

A. The Sigma board of directors shall adopt policies and procedures for chapter probation, revocation, dissolution, and reinstatement.

B. A chapter may be placed on probation or have its charter revoked by the Sigma board of directors for failure to comply with these bylaws or policies and regulations.

ARTICLE IX – COMMITTEES

Section 1. Standing Committees

A. The standing committees shall be the governance committee, leadership succession committee, and regional chapters coordinating committee. The president and chief executive officer shall be non-voting ex-officio members of all committees except the leadership succession committee. Committee members shall be elected by plurality vote by the house of delegates. At the discretion of the Board and to the fullest extent permitted by law, such elections may be held during an in-person or electronic meeting of the house of delegates or by written ballot vote (which may be in electronic form and electronically transmitted and executed) of the delegates without a meeting.

Nominations and elections shall be conducted in accordance with policies and procedures adopted by the Board. 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. An elected committee member may not serve longer than six consecutive years on that committee, unless otherwise provided in these bylaws.

B. A majority of the members of the committee shall constitute a quorum.

C. Vacancies occurring on a committee are filled by appointment of the Sigma board of directors until the next election.

Section 2. Governance Committee

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

Section 3. Leadership Succession Committee

The leadership succession committee shall be composed of 10 elected members, including a chair appointed by the president. Three members of the leadership succession committee shall be elected each biennium for a four-year term, and four members of the leadership succession committee shall be elected each biennium for a two-year term. The leadership succession committee shall develop members in organizational leadership roles across the span of their careers and mentor members to assume organizational board and officer positions at all levels of organizations. The leadership succession committee shall select nominees for elected positions and prepare the ballot, which shall be sent to the board at least two months prior to any election, and to the chapters at least one month prior to any election. Leadership succession committee members shall be ineligible for any elected office on the ballot.

Section 4. Regional Chapters Coordinating Committee

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

Section 5. Removing an Elected Standing Committee Member

An elected standing committee member who demonstrates behavior, as determined by the Sigma board of directors, that is not consistent with the mission, values, or expectations of the honor society may be removed by a three-fourths vote of the members of the board, provided that notice of the intent to take such action is given to the elected standing committee member and all board members at least 30 days in advance of the regular or special meeting at which the motion to remove is introduced. Such elected standing committee member shall have the right to be present and to speak

on their behalf but shall not be allowed to be present during deliberation. Voting shall be by ballot, which may be delivered electronically if a face-to-face meeting is not possible.

Section 6. Advisory Councils and Task Forces

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

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

ARTICLE X – ADMINISTRATIVE

Section 1. Indemnification

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.

Section 2. Dissolution

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

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in the 12th edition of *Robert's Rules of Order Newly Revised* 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 the society may adopt. When a new edition of the parliamentary authority is published, the Sigma board of directors may, by majority vote, update the edition reference in the bylaws. Members shall be notified after the change is made.

ARTICLE XII – AMENDMENTS

Section 1. Amendments to the Bylaws

A. These bylaws may be amended at any meeting of the house of delegates by a two-thirds vote, provided that all proposed amendments have been received by the secretary two months

- 369 preceding the meeting, and that the proposed amendments shall be appended to the call to the
370 meeting of the house of delegates.
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- 372 B. Amendments approved by the house of delegates shall be subject to ratification by the Sigma
373 board of directors.
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- 375 C. Amendments to these bylaws that are also applicable to the chapters shall be incorporated into
376 the chapter bylaws template.