

PROPOSED BYLAWS AMENDMENTS

Proposal 25-01	Vice President		
CURRENT BYLAWS WORDING	PROPOSED CHANGES	WORDING IF ADOPTED	
ARTICLE IV. OFFICERS Section 1. Positions The elected officers of the society shall be: the president, the president-elect, the vice president, the secretary, and the treasurer. Officers must be regular members of Sigma. A. President – The president shall be the presiding officer and shall administer all business of the society in accordance with Sigma governing documents. B. President-elect – The president-elect shall perform the duties of the president's absence. C. Secretary – The secretary shall serve as the corporate secretary for the society and fulfill duties in accordance with Sigma governing documents. D. Treasurer – The treasurer shall serve as the corporate treasurer and fulfill duties in accordance with Sigma governing documents.	ARTICLE IV. OFFICERS Section 1. Positions The elected officers of the society shall be: the president, the president-elect, the vice president, the secretary, and the treasurer. Officers must be regular members of Sigma. A. President – The president shall be the presiding officer and shall administer all business of the society in accordance with Sigma governing documents. B. President-elect – The president-elect shall perform the duties of the president in the president's absence. C. <u>Vice President</u> – <u>The vice president shall perform the duties of the president in the absence of the president and president-elect.</u> 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.	ARTICLE IV. OFFICERS Section 1. Positions The elected officers of the society shall be: the president, the president-elect, the vice president, the secretary, and the treasurer. Officers must be regular members of Sigma. A. President – The president shall be the presiding officer and shall administer all business of the society in accordance with Sigma governing documents. B. President-elect – The president-elect shall perform the duties of the president in the president's absence. 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.	

PROPOSED BYLAWS AMENDMENTS (CONTINUED)

RATIONALE:	As requested by the 2021 House of Delegates, this proposal adds a position description for the vice president which was previously missing. The inserted text is in line with the position descriptions of the other officer positions. Specific roles and responsibilities for all positions is too much detail for inclusion in the bylaws document and can instead be found in other Sigma governing documents.
IMPACT ON CHAPTERS:	This change pertains only to the international board; chapter bylaws remain unchanged.

Elections		
Proposal 25-02	PROPOSED CHANGES	WORDING IF ADOPTED
ARTICLE IV - OFFICERS 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.	ARTICLE IV - OFFICERS Section 2. Election and Terms of Office A. Officers shall be elected by the house of delegates by majority vote. <u>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 the 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 at which the following elections occur.</u>	ARTICLE IV - OFFICERS 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 the 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.

continued

CURRENT BYLAWS WORDING	PROPOSED CHANGES	WORDING IF ADOPTED
ARTICLE VII - HOUSE OF DELEGATES 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 nominate and 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.	ARTICLE VII - HOUSE OF DELEGATES 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 nominate and 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.	ARTICLE VII - HOUSE OF DELEGATES 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.

PROPOSED BYLAWS AMENDMENTS (CONTINUED)

CURRENT BYLAWS WORDING	PROPOSED CHANGES	WORDING IF ADOPTED
ARTICLE VII - 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. 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 VII - 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. The call to the meeting shall be sent to delegates at least 30 days prior to the meeting date. In addition, decisions may be <u>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. A quorum shall consist of a majority of the voting members of the house.</u> 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 VII - 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. The call to the meeting shall be sent to delegates at least 30 days prior to the meeting date. 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. 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.

continued

CURRENT BYLAWS WORDING	PROPOSED CHANGES	WORDING IF ADOPTED
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. 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.	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. <u>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.</u>	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.

PROPOSED BYLAWS AMENDMENTS (CONTINUED)

CURRENT BYLAWS WORDING	PROPOSED CHANGES	WORDING IF ADOPTED
ARTICLE IX - COMMITTEES 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 the biennial meeting, and to the chapters at least one month prior to the biennial meeting.	ARTICLE IX - COMMITTEES 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.	ARTICLE IX - COMMITTEES 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.

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RATIONALE:	Current bylaws reflect that elections take place during the biennial meeting. The proposed changes would allow elections to be held prior to the house of delegates meeting using an online electronic ballot. By removing the lengthy election voting and candidate notification process from the meeting, the House of Delegates could possibly be shortened, potentially to a one-day format. This proposed change provides the organization with the greatest flexibility and choice as new meeting formats are considered to maximize productivity in our time together. The phrase “as allowed by law” refers to Indiana law, where Sigma is incorporated. Election rules refer to procedures adopted by the Board to disseminate the call for nominations, ensure that ballots are prepared, establish an electronic voting period, and provide candidate notification within a sufficient time frame prior to the house of delegates meeting. As part of the election rules established by the Board, the Leadership Succession Committee would ensure that nominees have been identified for all positions list on the ballot.
IMPACT ON CHAPTERS:	Chapter delegates would be required to cast their election ballot electronically online prior to the house of delegates meeting. Election voting would remain open over a period of at least two weeks during which time chapters and delegates would receive reminders to ensure votes are cast. Discussion and voting on proposed bylaws and articles of incorporation amendments, as well as the adoption of resolutions, would still occur during house of delegates meetings.