

## RESOLUTION 2019-XX: Amendments to the Bylaws

RESOLVED, that the Society's By-Laws are amended as follows:

- In Article II, Section 5, the first sentence of the second paragraph is changed to "The Board shall determine the rules for its meetings."
- In Article II, Section 10, the second sentence is deleted.
- In Article II, Section 11, the sixth sentence of the first paragraph is changed to "The President shall serve as a non-voting, ex-officio member of all Committees, except the Audit, the Compensation, and the ISOC and PIR Nominations Committees."
- In Article VI, Section 4, the first paragraph is changed to "The President shall be the Chief Executive Officer of the Society, He or she is responsible for the day-to-day conduct of the Society's activities and shall have such other powers and perform such other duties as the Board may prescribe from time to time. The President shall be appointed by resolution of the Board for such term as the Board chooses, shall perform his or her duties subject to the direction of the Board, and for such compensation and on such other terms and conditions as the Board shall determine. The President may appoint one or more officers as designated by the Board."
- In Article IX, Section 1, the text of the section is changed to "These By-Laws will be altered, amended, or repealed by the affirmative vote of at least four-fifths of the members of the Board then in office, at any meeting of the Board or by electronic vote. Notice of such proposed action must be contained in the notice of such meeting, or published at least seven days in advance of such electronic vote. In the case where membership approval is required under the laws under which the Society is formed, the Organizational Members will be requested to ratify such amendment approved by the Board."

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### Article II – Board of Trustees

#### Section 5. Board Meetings.

*Old:* Meetings of the Board shall be held according to Robert's Rules of Order.

*New:* The Board shall determine the rules for its meetings.

*(Nobody actually follows Robert.)*

#### Section 10. Meeting Minutes.

*Old:* The minutes will contain an action list with names of persons responsible for the actions.

*New:* <nothing>

*(Adjust to agree with reality. If we want to make an action list, that would be fine, but that's not a detail that belongs in the bylaws.)*

*Old:* The minutes shall be approved at a formal meeting of the Board.

*New:* The minutes shall be approved by resolution of the Board.

*(Adjust to agree with reality.)*

### **Section 11. Committees.**

*Old:* The President shall serve as a non-voting, ex-officio member of all Committees, except the Audit Committee and the Compensation Committee.

*New:* The President shall serve as a non-voting, ex-officio member of all Committees, except the Audit, the Compensation, and the ISOC and PIR Nominations Committees.

## **Article VI – Officers**

### **Section 4. President.**

*Old:* The President, who may also be referred to as the Chief Executive Officer or CEO, shall be responsible for the day-to-day conduct of the Society's activities and shall have such other powers and perform such other duties as the Board may prescribe from time to time. The President shall be elected by the Board. The term of the President shall be from the time of election to the end of the AGM following such an election or until their earlier replacement, resignation, removal or death. The President may be re-elected to serve one or more additional terms. The President shall perform his or her duties subject to the direction of the Board, and for such compensation and on such other terms and conditions as the Board shall determine. The President may appoint one or more officers as designated by the Board.

*New:* The President shall be the Chief Executive Officer of the Society, He or she is responsible for the day-to-day conduct of the Society's activities and shall have such other powers and perform such other duties as the Board may prescribe from time to time. The President shall be appointed by resolution of the Board for such term as the Board chooses, shall perform his or her duties subject to the direction of the Board, and for such compensation and on such other terms and conditions as the Board shall determine. The President may appoint one or more officers as designated by the Board.

*(Get rid of pointless election, reflect the actual way we hire and manage the CEO.)*

## **Article IX – Amendments**

### **Section 1. By-Laws Amendments.**

*Old:* These By-Laws will be altered, amended, or repealed solely by the affirmative vote of at least four-fifths of the members of the Board then in office, at any meeting of the Board provided notice of such proposed action is contained in the notice of such meeting. In the case where membership approval is required under applicable laws under which the Society is formed, the Organizational Members will be requested to ratify such amendment approved by the Board.

*New:* These By-Laws will be altered, amended, or repealed by the affirmative vote of at least four-fifths of the members of the Board then in office, at any meeting of the Board or by electronic vote. Notice of such proposed action must be contained in the notice of such meeting, or published at least seven days in advance of such electronic vote. In the case where membership approval is required under applicable laws under which the Society is formed, the Organizational Members will be requested to ratify such amendment approved by the Board.

*(Allow amendment by e-vote.)*