

CSI Bylaws Amendments Rationale

The following documents substantive proposed changes to CSI's Bylaws and the Board's rationale. In many cases, the changes simply reflect updated terminology, modifications to comply with Maryland law (where CSI is incorporated), or consistent with best practices in management, association governance, and regulatory transparency. Subsequent to the Board's deliberations, vetting and formal recommendation, proposed changes were further reviewed and verified by CSI's legal counsel.

It should be noted that these changes affect how the Board governs itself. The proposed changes *do not* create or infer any need for a region or chapter to change its Bylaws or model Bylaws. Nomination processes and the right of members to vote for all Board members remain intact.

**THIS MATRIX CONTAINS SUBSTANTIVE CHANGES ONLY.
ALL PROPOSED CHANGES CAN BE VIEWED IN THE REDLINED BYLAWS DOCUMENT.**

Changes to Board Officers and their Duties

The proposed Bylaws include a significant change to the structure of the Board. The titles “Board Chair” and “Chair-elect” have been proposed in place of “President” and “President-elect” to better reflect the leadership roles of CSI’s Board of Directors and the duties of the Secretary and Treasurer have been updated to reflect modern business practices. The Board will continue to have one Director from each region, elected by the members of that region. The elimination of the Vice President position, due to lack of any specific/assigned duties, will result in at 16-member Board.

<u>CURRENT BYLAWS</u>	<u>PROPOSED BYLAWS</u>	<u>RATIONALE</u>
Article III. Board	Article III. Board	
Section 1. Government of the Institute	Section 1. Governancement of the Institute	<p>Affirms the Board’s managerial as well as governing authority. Streamlines and clarifies proposed composition of the Board to include the following Officers:</p> <ul style="list-style-type: none"> • Board Chair • Chair-elect • Secretary • Treasurer <p>And the following Directors:</p> <ul style="list-style-type: none"> • 1 Director from each region • 2 At-Large Directors <p>The two Vice-President positions are a vestige from the previous and larger board from several years ago, and have no functional description in the current policy or Bylaws, nor are they part of succession sequence. Current Vice Presidents will serve their term, and the positions sunsetted (see revision to Section 3).</p>
The affairs of the Institute shall be governed by its Board.	The affairs of the Institute shall be governed by <u>and managed under the authority of</u> its Board.	
Section 2. Composition of the Board	Section 2. Composition of the Board	
The Board shall consist of Officers and Directors.	The Board shall consist of Officers and voting Directors <u>as follows: 1 Director from each of the regions, 2 Directors At-Large, and the 4 elected Officers (Board Chair, Chair-elect, Secretary, and Treasurer). All voting Directors must be voting members in good standing of the Institute. Officers and Directors</u> shall be elected to the Board in accordance with Article V of these Bylaws.	
Section 3. Directors	Section 3. Directors	
One member from each geographical region shall be elected to the Board in accordance with Article V of these Bylaws. Two Directors at Large shall be elected to the Board in accordance with Article V of these Bylaws.	One member from each geographical region shall be elected to the Board in accordance with Article V of these Bylaws. Two Directors at Large shall be elected to the Board in accordance with Article V of these Bylaws.	
Section 4. Officers	Section 4. Officers	
There shall be six Officers of the Board: President, President-Elect, Secretary, Treasurer, and two Vice Presidents as described in Article IV.	There shall be six Officers of the Board: President, President-Elect, Secretary, Treasurer, and two Vice Presidents as described in Article IV.	
Section 5. Duties	Section 5. Duties	
a. The Board shall have control and management of the affairs of the Institute, with authority to conduct the business of the Institute.	a. The Board shall have control and management of the affairs of the Institute, with authority to conduct the business of the Institute.	

Article IV. Officers	Article IV. Officers	
<p>Section 1. President</p> <p>The President shall preside at all meetings of the Institute, the Board, and shall be a member ex-officio of all committees of the Institute except the Nominating Committee and the Jury of Fellows. The President shall perform such duties as are necessarily incident to the office of the President of the Institute or as may be prescribed by the Board. In the temporary absence or disability of the President, the President-elect shall discharge the duties of the President.</p>	<p>PresidentSection 2. Board Chair</p> <p>The <u>Board Chair</u> President shall preside at all meetings of the Institute <u>membership and</u>, the Board, and shall be a member ex-officio of all committees of the Institute except the Nominating Committee and the Jury of Fellows. <u>The President shall As the Institute's chief governance officer, the Board Chair shall assure the Board's fulfillment of its governance duties as prescribed by law, these Bylaws and the Board's governing policies then in-effect, perform such duties as are necessarily incident to the office of the President of the Institute or as may be prescribed by the Board. In the temporary absence or disability of the President, the President-elect shall discharge the duties of the President. The Board Chair may not serve as a member of the Nominating Committee or the Jury of Fellows.</u></p>	<p>"Board Chair" reflecting actual leadership role, including that of primary spokesperson of the Board of Directors and of the membership. Additionally, it has been common to confuse the title "President" with the day-to-day operational head of the Institute, which would have more accurate decades ago. Daily operations are delegated to a CEO. The role of President at many chapter and region levels also connotes operational assignments, whereas the role at the Institute level is to assure the board fulfills its oversight responsibilities, hence the shift to "Board Chair." This is keeping with contemporary changes in the job descriptions in non-profit, for-profit, governmental and association sectors. Also, this title and corresponding role have directly contributed to leadership burnout, personal hardship beyond what one can reasonably expect of a volunteer, and reduction of candidates seeking the office.</p>
<p>Section 2. President-elect</p> <p>The President-elect shall be a member of the Board and shall have such assignments as may be made by the President or the Board.</p>	<p>Section 23. PresidentChair-elect</p> <p>The President<u>Chair</u>-elect shall be a member of the Board and shall have such assignments as may be made by the President or the Board. In the temporary absence or disability of the Board Chair, the Chair-elect shall discharge the duties of the Board Chair.</p>	<p>Changes title "President-elect" to "Chair-elect" and defines specific duties.</p>
<p>Section 3. Vice Presidents</p> <p>The Vice Presidents shall be members of the Board and shall have such assignments as may be made by the President or the Board.</p>	<p>Section 3. Vice Presidents The Vice Presidents shall be members of the Board and shall have such assignments as may be made by the President or the Board.</p>	<p>The two Vice-President positions are a vestige from the previous Executive Committee and larger Board from several years ago, and have no functional description in the current policy or Bylaws, nor are they part of succession sequence. These positons have had no assigned duties in recent years. Current Vice Presidents will serve their term, and the positions sunsetted.</p>

<p>Section 4. Secretary</p> <p>The Secretary shall have custody of the corporate seal, and shall sign for the Institute all agreements and formal instruments under the seal thereof. The Secretary shall have charge of all books, records and correspondence of the Institute, of the Board and of its committees, other than those books, records and correspondence pertaining to the office of the Treasurer; and shall exhibit the same to the members of the Institute when required to do so by the Board. The Secretary shall attend all meetings of the Institute and of the Board and shall record the proceedings thereat. The Secretary shall issue notices for all meetings for which notice must be given, as required by these Bylaws, attend promptly to all official correspondence, and shall notify members of their election or appointment to offices, boards and committees. The Secretary shall keep a correct roster of the names and current addresses of the members of the Institute, of its Board, and of its various committees. At the expiration of the term of office, the Secretary shall deliver all books, records and correspondence to the Secretary-elect or in the absence of a Secretary-elect, to the President. The Secretary shall have such other duties as may be prescribed from time to time by the Board. The duties of the Secretary, under authority of the Board, may be assigned in whole or in part to the Executive Director or to other assistants as the Board may determine.</p>	<p>Section 4. Secretary</p> <p><u>The Secretary shall keep or cause to be kept a record of attendance and the minutes of all meetings of the Institute membership and of the Board; ensure that the Institute’s governing documents are maintained and updated to reflect revisions duly made; ensure the giving of proper notice of meetings of the Board and the membership; and perform such other duties as may be prescribed from time to time by the Board.</u></p> <p>The Secretary shall have custody of the corporate seal, and shall sign for the Institute all agreements and formal instruments under the seal thereof. The Secretary shall have charge of all books, records and correspondence of the Institute, of the Board and of its committees, other than those books, records and correspondence pertaining to the office of the Treasurer; and shall exhibit the same to the members of the Institute when required to do so by the Board. The Secretary shall attend all meetings of the Institute and of the Board and shall record the proceedings thereat. The Secretary shall issue notices for all meetings for which notice must be given, as required by these Bylaws, attend promptly to all official correspondence, and shall notify members of their election or appointment to offices, boards and committees. The Secretary shall keep a correct roster of the names and current addresses of the members of the Institute, of its Board, and of its various committees. At the expiration of the term of office, the Secretary shall deliver all books, records and correspondence to the Secretary-elect or in the absence of a Secretary-elect, to the President. The Secretary shall have such other duties as may be prescribed from time to time by the Board. The duties of the Secretary, under authority of the Board, may be assigned in whole or in part to the Executive Director or to other assistants as the Board may determine.</p>	<p>Clarifies role of Secretary in alignment for reasonable expectations for a volunteer leader and legal authority. The role under the current Bylaws is largely delegated to the CEO and staff, with the Secretary attempting to perform oversight. The current description contributed to leadership burnout, personal hardship beyond what one can reasonably expect of a volunteer, and reduction of candidates seeking the office. The proposed description is in keeping with contemporary practice and reasonable expectations of the position while increasing accountability and oversight of staff.</p>
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<p>Section 5. Treasurer</p> <p>The Treasurer shall collect, receive and receipt for all monies and securities paid to or transferred to or contributed to the Institute. The Treasurer shall deposit the funds and securities of the Institute in such banks, trust companies or depositories as the Board shall designate; and shall, subject to the direction of the Board, disburse and dispose of the same, taking proper vouchers for such disbursements. The Treasurer shall keep accurate books of account, recording therein the sources and the amounts of all monies, funds, securities, property and assets in custody, showing at all times the amount of all property belonging to the Institute, wherever located, and showing the amount of disbursements made and the disposition of the property. The Treasurer shall render to the Board, when they so direct, an account of all the transactions as Treasurer and of the financial condition of the Institute, and shall after the close of the fiscal year present a report of the examination, records and transactions of the Institute by a disinterested, independent certified public accountant, who shall be designated by the Board. The Treasurer shall have such other duties as may be prescribed from time to time by the Board. At the expiration of the term of office, the Treasurer shall deliver to the Treasurer-elect all books, monies, and other property, or, in the absence of a Treasurer-elect, to the President. The duties of the Treasurer, under authority of the Board, may be assigned in whole or in part to the Executive Director or to other assistants as the Board may determine.</p>	<p>Section 5. Treasurer</p> <p><u>Consistent with the Board's governing policies related to investments and financial affairs, the Treasurer shall oversee the care and custody of the money, funds, and documents of the Institute; ensure that accurate books of account are maintained; review audit and financial reports and statements as requested by the Board; advise the Board on matters of fiscal policy; and perform such other duties as may be prescribed from time to time by the Board. The Treasurer shall also serve as the Chair of the Audit Committee.</u></p> <p>—The Treasurer shall collect, receive and receipt for all monies and securities paid to or transferred to or contributed to the Institute. The Treasurer shall deposit the funds and securities of the Institute in such banks, trust companies or depositories as the Board shall designate; and shall, subject to the direction of the Board, disburse and dispose of the same, taking proper vouchers for such disbursements. The Treasurer shall keep accurate books of account, recording therein the sources and the amounts of all monies, funds, securities, property and assets in custody, showing at all times the amount of all property belonging to the Institute, wherever located, and showing the amount of disbursements made and the disposition of the property. The Treasurer shall render to the Board, when they so direct, an account of all the transactions as Treasurer and of the financial condition of the Institute, and shall after the close of the fiscal year present a report of the examination, records and transactions of the Institute by a disinterested, independent certified public accountant, who shall be designated by the Board. The Treasurer shall have such other duties as may be prescribed from time to time by the Board. At the expiration of the term of office, the Treasurer shall deliver to the Treasurer-elect all books, monies, and other property, or, in the absence of a Treasurer-elect, to the President. The duties of the Treasurer, under authority of the Board, may be assigned in whole or in part to the Executive Director or to other assistants as the Board may determine.</p>	<p>Clarifies role of Treasurer in alignment for reasonable expectations for a volunteer leader while elevating fiscal/fiduciary accountability and oversight of staff. The role under the current Bylaws is largely delegated to the CEO and staff, with the Treasurer performing oversight. The current description contributed to leadership burnout, personal hardship beyond what one can reasonably expect of a volunteer, and reduction of candidates seeking the office. The proposed description is in keeping with contemporary practice and reasonable expectations of the position, and, most importantly, enhances fiscal accountability for the Institute.</p>
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Changes to Terms of Office

The proposed Bylaws include changes to the terms for Board members to foster their governance understanding and capacity, and stronger leadership continuity for the Institute. Currently, nearly 1/2 of the Board turns over every year. Rather than this creating more opportunity for potential leaders, the result has been discontinuity and a more difficult leadership onboarding process. Additionally, leaders are no sooner on board than they are gone, diminishing effectiveness. The proposed Bylaws will transition to maximum turnover of 1/3 in any given year while maintaining leadership opportunities. The proposal is to change from 1-year terms to 2-year terms for the Board Chair and Chair-elect (mirroring the current 2-year terms of the Secretary and Treasurer) and a change from 2-year to 3-year terms for Directors, including At-Large Directors. Articles IV., I., b. and V., 4., c. define how the transition to the new terms will occur.

<u>CURRENT BYLAWS</u>	<u>PROPOSED BYLAWS</u>	<u>RATIONALE</u>
Article V. Nomination and Election of Officers and Directors	Article III. Board	
Section 4. Issuance of the Election Ballot for Officers and Directors and Their Terms	<u>Section 3. Terms</u>	Defines Board member terms including a change from 2- to 3-year terms for Directors.
g. The President and President-elect so elected shall hold office for one year. The terms of office for the Vice Presidents shall be two years, with the term of one expiring in odd numbered years and the term of the other expiring in even numbered years. The terms of office for both Secretary and Treasurer so elected shall be two years, with the term of Secretary expiring in odd numbered years and the term of Treasurer expiring in even numbered years. The Directors and Directors at Large so elected shall hold office for two years or until their successors shall be duly elected or otherwise chosen in accordance with these Bylaws.	<u>Directors shall serve terms of 3 years each, except for the Officers as provided in Article IV, Section 1 of these Bylaws. A Director who has served 2 full consecutive terms is eligible to serve again after a 1 year absence from the Board.</u> —g. The President and President-elect so elected shall hold office for one year. The terms of office for the Vice Presidents shall be two years, with the term of one expiring in odd numbered years and the term of the other expiring in even numbered years. The terms of office for both Secretary and Treasurer so elected shall be two years, with the term of Secretary expiring in odd numbered years and the term of Treasurer expiring in even numbered years. The Directors and Directors at Large so elected shall hold office for two years or until their successors shall be duly elected or otherwise chosen in accordance with these Bylaws.	
h. Officers, Directors, and Directors at Large except for President-Elect may succeed themselves in office for one additional term.	—h. Officers, Directors, and Directors at Large except for President-Elect may succeed themselves in office for one additional term.	

Article III. Board	Article IV. Officers	
Section 4. Officers	Section 1. <u>Officers</u>	Defines Officer positions on the Board and their terms.
There shall be six Officers of the Board: President, President-Elect, Secretary, Treasurer, and two Vice Presidents as described in Article IV.	<u>a. The elected Officers of the Institute shall be the Board Chair, Chair-elect, Secretary, and Treasurer, which Officers shall each serve terms of 2 years. The Chair-elect shall automatically ascend to the office of Board Chair at the end of the Board Chair's term. Elections for Secretary and Treasurer shall be in alternating years.</u>	
	<u>b. To effect the transition from previous Bylaws, the Chair-Elect and the Board Chair taking office on July 1, 2016 shall serve 2-year terms. This subsection "b" shall be obsolete and automatically deleted on June 30, 2018.</u>	(Temporary provision) Defines immediate transition of the Board Chair and Chair-elect positions to 2 -year terms.
Article III.	Article III.	
Section 9. Vacancies	Section 79. Vacancies	Clarifies replacement of non-Officer Director positions, and reinforces region liaisons in case of vacancy.
Any vacancies that may occur in the Board by reason of death, resignation or otherwise, shall be filled by the Board for the duration of the unexpired term.	Any vacancies that may occur <u>in the Board among (non-Officer) Director positions</u> by reason of death, resignation, or otherwise, shall be filled by the Board for the duration of the unexpired term, <u>with a vacancy in a region-elected position filled by a member from the same region.</u>	
	Section 8. Attendance	Sets attendance expectation and criteria for Board members.
	<u>Failure to attend the number or percentage of Board meetings stipulated by the Board shall constitute an automatic resignation from the Board, except where due to extenuating circumstances, as provided in Board governing policies.</u>	
	Section 9. Resignation and Removal	Sets resignation and removal criteria for Directors.
	<u>A Director may resign at any time by giving written notice of such resignation to the Board Chair. A Director elected by the members of a region may be removed only for cause by action of the membership of that region. A Director elected by the Institute's membership to an At-Large position or as one of the Officers may only be removed for cause by action of the Institute's membership. A Director appointed by the Board, such as to fill a vacancy, may be removed for cause by the affirmative vote of 2/3 of the Board.</u>	

	Article IV. Officers	
	<u>Section 6. Officer Resignation, Removal and Vacancies</u>	Sets resignation and removal criteria for Officers.
	<u>a. An Officer may resign at any time by giving written notice of such resignation to the Board Chair.</u>	
	<u>b. An elected Officer may be removed from office if the Board finds that the best interests of the Institute will be served. Removal of an elected Officer requires the affirmative vote of 2/3 of the Board at any meeting, provided notice of the proposed removal is stated in the meeting notice. Removal from elected office does not constitute removal from the Board.</u>	
	<u>c. If a vacancy occurs in the office of Board Chair, the Chair-elect shall assume such office for the remainder of that elective year and the subsequent 2 years. A Chair-elect removed from office shall not ascend to the position of Board Chair.</u>	
	<u>d. If a vacancy occurs in the office of Chair-elect, the Board shall elect from among its members a Chair-elect to fill the unexpired term and the subsequent 2 years as Board Chair.</u>	
	<u>e. If a vacancy occurs in the office of Secretary or Treasurer, the Board shall elect from among its members a Secretary or Treasurer to fill the unexpired term, and such term shall not be counted against the term limits.</u>	
	<u>f. A Director position vacated due to the Board appointing that Director to fill an Officer vacancy, per subsection "d" or "e" above, shall be filled by the Board for the unexpired term, consistent with Article III, Section 7 above.</u>	

Article V. Nomination and Election of Officers and Directors	Article V. Nomination and Election of Officers and Directors	
Section 2. Nomination of Directors	Section 4. Nomination of Directors from Regions	(Temporary provision) Defines transition from 2-year to 3-year terms for Directors from the Regions.
	<u>c. To effect the transition from 2-year terms to 3 years:</u>	
	<u>i. In the election in the first quarter of calendar year 2017, 4 of the 5 regions shall elect 1 Director each to a term of 2 years, and 1 region, to be chosen by lot by the Board prior to the commencement of the nominating process, shall elect 1 Director to a term of 3 years.</u>	
	<u>ii. In the election in the first quarter of calendar year 2018, 2 of the 5 regions shall elect 1 Director each to a term of 2 years, and 3 regions, to be chosen by lot by the Board prior to the commencement of the nominating process, shall elect 1 Director to a term of 3 years.</u>	
	<u>iii. Thereafter, election of Directors by regions shall continue to be for 3-year terms.</u>	
	<u>iv. This subsection "c" shall be obsolete and automatically deleted on June 30, 2018.</u>	

Other Changes to the Bylaws:

In some instances, text relating to CSI's operations and procedures has been removed from the Bylaws. In those cases, the Bylaws revisions emphasize the Board having a more strategic focus on the future of the organization, the needs of members and how to provide value to you. References to "governing policies" pertain to the updated/streamlined governing policies manual the Board developed during two multi-day meetings in early 2016. By clarifying CEO/staff responsibilities, the changes also make staff far more accountable.

<u>CURRENT BYLAWS</u>	<u>PROPOSED AMENDMENTS</u>	<u>RATIONALE</u>
Article III. Board	<u>Article VI. Chief Executive Officer</u>	
Section 5. Duties	<u>Section 1. Employment</u>	Changes title "Executive Director" to "Chief Executive Officer (CEO)," corresponding to modern view of the position, and defines duties and responsibilities of the CEO. Affirms the CEO's responsibility and accountability to the Board (as representatives of the membership).
b. The Board may appoint an Executive Director who shall manage the Institute office, have power to select the office staff and shall conduct all of the business of the Institute, subject to the direction of the Board and the President. The Executive Director shall be paid a salary to be determined by the Board and shall hold office at its pleasure.	— <u>The Board shall employ a Chief Executive Officer ("CEO") with such duties, for such length of time, and at such compensation as the Board may determine.</u>	
	<u>Section 2. Duties and Responsibilities</u> <u>The CEO shall be responsible for management and administration of the day-to-day operations of the Institute, in accordance with these Bylaws and the governing policies of the Board then in effect. The CEO shall serve as a primary resource to the Board, shall have the authority to hire and discharge agents, contractors, and employees of the Institute, and shall oversee and direct their activities in carrying out its programs. The CEO shall be an ex-officio, non-voting member of the Board.</u>	
Section 6. Meetings	<u>Section 46. Meetings</u>	Clarifies terminology.
a. The Board shall hold not less than two regular meetings during the year; the time and place of which shall be fixed by the Board. Special meetings of the Board may be held at any time on call of the President and shall be held upon written request to the President by six members of the board; provided, however, that in each case at least five days written notice is given to each member of the Board in advance.	a. The Board shall hold not less than two <u>2</u> regular meetings during the year; <u> upon 30 days written notice, at a</u> the time and place of which shall be fixed by the Board. Special meetings of the Board may <u>also</u> be held at any time <u>upon</u> call of the Board Chair-President and shall be held upon written request to the President <u>Board Chair</u> by six 6 or more members of the B board, <u> provided, however, that in each case upon at least five 5</u> days written notice is given to each member of the Board in advance.	

b. Board meetings may be held via electronic means provided they are conducted by an audio, video, or computer-based teleconferencing technology that allows all persons participating to hear each other at the same time.	b. Board meetings may be held <u>in person, via electronic means provided they are conducted</u> by an audio, video, or computer-based teleconferencing technology that allows all persons participating to hear each other at the same time. <u>Actions of the Board at special meetings shall be limited to those relating to items posted in the notice for that meeting.</u>	Clarifies terminology and actionable content, ensuring transparency for special meetings.
c. The President shall preside at all meetings of the Board or, in the absence of the President, the President-elect shall preside.	<u>c. Any action of the Board may be taken without a meeting if a unanimous written consent setting forth the action is signed by each member of the Board, and is filed with the minutes of the subsequent meeting of the Board.</u> —c. The President shall preside at all meetings of the Board or, in the absence of the President, the President-elect shall preside.	Provides additional method for the Board to conduct business. Question of who presides in the absence of the Board Chair now in the Chair-elect job description. (Article. IV, Section 3).
Section 7. Quorum	Section 57. Quorum and Voting	Clarifies terminology for Board meeting quorum and voting.
A majority of the Board membership shall constitute a quorum at all its meetings.	A majority of the Board membership shall constitute a quorum at all its meetings <u>and, unless otherwise provided by these Bylaws, a majority of those Directors present and voting shall be required to take action. Directors may not vote or otherwise act by proxy.</u>	
Section 8. Order of Business	Section 68. Order of Business	Clarifies use of Robert's Rules of Order Newly Revised at Board meetings, and eliminates the potential for conflict between Robert's Rules of Order with the Bylaws and other governance documents.
The order of business for meetings shall be determined by the presiding officer. These Bylaws and Robert's Rules of Order Newly Revised shall govern the conduct of the meetings.	The order of business for meetings shall be determined by the <u>Board Chair, who may invoke Robert's Rules of Order Newly Revised to help guide the meeting.</u> presiding officer. These Bylaws and Robert's Rules of Order Newly Revised shall govern the conduct of the meetings.	
Section 1. Fiscal Year	Section 10. <u>Fiscal Year</u>	Previously referenced in Article XIII.
The fiscal year of the Institute shall commence on July 1 of each year or as determined by the affirmative vote of at least two-thirds of the members of the Board.	<u>Any changes to T</u> the fiscal year of the Institute shall <u>be commence on July 1 of each year</u> or as determined by the affirmative vote of at least <u>two-thirds 2/3 of the members</u> of the Board.	

Article V. Nomination and Election of Officers and Directors	Article V. Nomination and Election of Officers and Directors	
Section 1. Institute Nominating Committee	Section 1. Institute Nominating Committee	Clarifies appointment of the Institute Nominating Committee.
The Institute Nominating Committee shall consist of seven members, one from each of five regions for a two-year term, two appointed one year and three the following year, in rotation among the regions and two Board members, appointed for one year terms.	The Institute Nominating Committee- <u>is appointed by the Board and</u> shall consist of <u>seven-7</u> members, <u>one-1</u> from each of <u>five-5 designated</u> regions for a <u>two-2</u> -year term; <u>(two-2 appointed one-1 year and three-3 the following year;)</u> in rotation among the regions, and <u>two-2</u> Board members, appointed for <u>one-1</u> -year terms.	
Section 3. Nomination of Officers and Directors at Large	Section 23. Nomination of Officers and Directors <u>At-Large</u>	Updates terminology and procedures.
a. Nominations of Officers, except President, and Directors at Large shall be made by the Nominating Committee and may be made by written petition of voting members.	a. Nominations of Officers <u>and Directors At-Large</u> , except <u>the President Board Chair, and Directors at Large</u> shall be made by the <u>Institute</u> Nominating Committee <u>or and</u> may be made by written petition of voting members <u>in accordance with procedures adopted by the Board.</u>	
b. Each nominating petition must be submitted to the Secretary, on the prescribed form, sent by trackable delivery service, and be received at the Institute office during the month of December. Each nomination shall be by separate petition, signed by not less than two percent (2%) of the voting members from each of four regions based upon the previous June 30 membership. Each petition shall be accompanied by full information required by the Board and by a signed statement from the proposed nominee, indicating a willingness to serve. A petition shall be considered valid if it complies with these Bylaws and contains the required information.	b. Each n Nominating petition <u>s</u> must be submitted to the Secretary, on the prescribed form, sent by trackable delivery service, <u>and be received at the Institute office during the month of December.</u> Each nomination shall be by separate petition, signed by not less than <u>two percent (2%)</u> of the voting members from each of <u>four-4</u> regions based upon the previous June 30 membership. Each petition shall be accompanied by full information required by the Board <u>procedures</u> and by a signed statement from the proposed nominee, indicating a willingness to serve. <u>A petition shall be considered valid if it complies with these Bylaws and contains the required information.</u>	Updates terminology and procedures.
c. The Nominating Committee shall make one or more nominations each for the office of President-elect, vice Presidents, Secretary or Treasurer, and Director at Large as their terms expire, and submit its nominations to the Secretary during the month of December.	—c. The Nominating Committee shall make one or more nominations each for the office of President-elect, vice Presidents, Secretary or Treasurer, and Director at Large as their terms expire, and submit its nominations to the Secretary during the month of December.	
d. All nominees for Officers and Directors at Large shall be voting members in good standing of the Institute.	—d. All nominees for Officers and Directors at Large shall be voting members in good standing of the Institute.	Removes redundancy from the Bylaws, which is now addressed in a) of this Section.

e. The Nominating Committee shall select candidates for Officers and Directors at Large to ensure that the composition of the Board reflects the diversity of Institute membership.	—e. The Nominating Committee shall select candidates for Officers and Directors at Large to ensure that the composition of the Board reflects the diversity of Institute membership.	Removes operational text from the Bylaws, which is now addressed in a) of this Section.
	Section 3. <u>Region Nominating Committees</u>	Clarifies that each Region shall establish the composition of its own Nominating Committee.
	<u>The composition of each Region Nominating Committee shall be as determined by the respective region.</u>	
Section 2. Nomination of Directors	Section 24. Nomination of Directors <u>from Regions</u>	Clarifies procedures for nomination of Directors, and deletes non-applicable duties of the volunteer Secretary.
a. Not later than November 1 of the administrative year in which the term of the Director expires the following June 30, the Region Nominating Committee shall submit nominees for Director. Not more than four qualified members of that region may be submitted as nominees for Director. The Secretary shall validate the names submitted by the Region Nominating Committees as the nominees to appear on the election ballot for the office of Director of that particular region.	a. Not later than November 1 of the administrative year in which the term of the Director expires the following June 30, the Region Nominating Committee shall submit nominees for Director <u>in accordance with procedures adopted by the Board</u> . Not more than four <u>4</u> qualified members of any that region may be submitted as nominees for Director. The Secretary shall validate the names submitted by the Region Nominating Committees as the nominees to appear on the election ballot for the office of Director of that particular region.	
Section 4. Issuance of the Election Ballot for Officers and Directors and Their Terms	Section 54. Issuance of the Election Ballot for Officers and Directors and Their Terms	Clarifies ballot issuance for election of Officers and Directors At-Large.
a. For Officers and Directors at Large: The Secretary shall send an election ballot during February to all voting members (on the Institute's record as of January 1) listing the names of all duly validated nominees for Officers and Directors at Large.	a. For Officers and Directors a <u>At-Large</u> : The Secretary shall send a <u>An election ballot during February shall be distributed</u> to all voting members (on the Institute's record as of January 1) listing the names of all duly validated nominees for Officers and Directors <u>At-Large in accordance with procedures adopted by the Board</u> .	Removes non-applicable duties of the volunteer Secretary.
b. For Directors: The Secretary shall send an election ballot during February to all voting members (on the Institute's record as of January 1) of that particular region in which the Director's term will expire on the following June 30. The ballot shall list the names of not more than four validated nominees for each Director.	b. For Directors <u>Elected by Regions</u> : The Secretary shall send a <u>An election ballot during February shall be distributed</u> to all voting members (on the Institute's record as of January 1) of that particular region in which the Director's term will expire <u>in accordance with procedures adopted by the Board on the following June 30</u> . The ballot shall list the names of not more than four <u>4</u> validated nominees for each <u>open</u> Director <u>position</u> .	Clarifies ballot issuance for election of Directors elected by their Regions. Removes non-applicable duties of the volunteer Secretary.

c. The balloting shall close four weeks after the ballot has been sent from the Institute.	c. The <u>elections and</u> balloting shall <u>be conducted in accordance with procedures adopted by the Board</u> close four weeks after the ballot has been sent from the Institute. The terms of Officers and Directors shall begin on July 1 of each year and end on June 30 of the last year of the respective term.	Defines effective date of terms.
d. The voter shall have the right to substitute any name or names of members of the Institute for a corresponding number of nominees on the ballot for Officers and Director; provided, however, that the voter when substituting a name for a nominee for a Director, shall substitute only the name of a member of the same region.	—d. The voter shall have the right to substitute any name or names of members of the Institute for a corresponding number of nominees on the ballot for Officers and Director; provided, however, that the voter when substituting a name for a nominee for a Director, shall substitute only the name of a member of the same region.	Removes write-in option from ballot (no one has been elected through this process in many years). Petition process ensures method for members to nominate additional candidates, and for such candidates to verify willingness to serve.
e. Each election ballot shall be validated and counted by election service provider, and the results validated by the Tellers Committee. In the case of two nominees for a single office, election shall be by majority vote; and in the case of more than two nominees by a plurality of the votes cast. In case two or more nominees receive the same number of votes the election shall be determined by lot. The tellers shall certify the results of the ballot to the Secretary. The results of the ballot shall be published.	—e. Each election ballot shall be validated and counted by election service provider, and the results validated by the Tellers Committee. In the case of two nominees for a single office, election shall be by majority vote; and in the case of more than two nominees by a plurality of the votes cast. In case two or more nominees receive the same number of votes the election shall be determined by lot. The tellers shall certify the results of the ballot to the Secretary. The results of the ballot shall be published.	Removes outdated provision related to paper balloting.
f. The terms of Officers and Directors shall begin at the commencement of the administrative year following their election. The President-elect shall assume the office of President at the conclusion of the term as President-elect.	—f. The terms of Officers and Directors shall begin at the commencement of the administrative year following their election. The President-elect shall assume the office of President at the conclusion of the term as President-elect.	Moved to Article V., Section V., and Article IV., Section 1.
Section 5. Dates of This Article	Section 5. —Dates of This Article	
The dates fixed in this article are fixed on the assumption that the annual meeting will be held during June. If this meeting should be held outside of this period, the Board is hereby authorized to depart from the dates in this article as may seem expedient, consistent with the general spirit and purpose of the provisions of this article.	—The dates fixed in this article are fixed on the assumption that the annual meeting will be held during June. If this meeting should be held outside of this period, the Board is hereby authorized to depart from the dates in this article as may seem expedient, consistent with the general spirit and purpose of the provisions of this article.	Removes operational text from the Bylaws.

Article VI. Disqualification of Officers and Directors	Article VI. Disqualification of Officers and Directors	
Officers or Directors of the Institute who cease for any reason whatsoever to be members of the Institute shall thereupon no longer hold such office in the Institute.	Officers or Directors of the Institute who cease for any reason whatsoever to be members of the Institute shall thereupon no longer hold such office in the Institute.	Moved to Article III., Section 2.
Article VII. Committees	Article VII. Committees	
The Board shall create such committees of the Board and of the Institute and shall delegate to these committees such powers and functions as it finds desirable for the conduct of its business and for carrying out the purposes for which the Institute has been organized, and may authorize compensation for justifiable expense for same. All members serving on Institute committees shall be members of the Institute.	The Board shall create such committees of the Board and of the Institute and shall delegate to these committees such powers and functions as it finds desirable for the conduct of its business and for carrying out the purposes for which the Institute has been organized, and may authorize compensation for justifiable expense for same. All members serving on Institute committees shall be members of the Institute. <u>The Board may appoint committees as it deems appropriate in carrying out the mission of the Institute and in accordance with policies and procedures adopted by the Board. The resolution establishing such committees shall state the purpose, composition, and authority of each committee. The Board shall create such committees of the Board and of the Institute and shall delegate to these committees such powers and functions as it finds desirable for the conduct of its business and for carrying out the purposes for which the Institute has been organized, and may authorize compensation for justifiable expense for same. All members serving on Institute committees shall be members of the Institute.</u>	Clarifies definition and authority to establish committees. Ensures purpose of each committee to be clearly stated when formed, and increases flexibility to determine committee scope of work and responsibility (while requiring clearer definition of authority, not just limiting authority to financial expenditures).
Article IX. Members and Their Election	Article IX. <u>Institute</u> Members<u>hip</u> and Their Election	
Section 1. Membership Classification	Section 1. Membership Classification and Dues	
a. The dues for each membership classification are set by the Board. Any change in the dues structure must be approved by a two-thirds majority of those members of the Board present at a regularly scheduled meeting. Members Emeritus, Honorary Members, and Lifetime Members shall not be subject to dues.	a. The dues for each membership classification are set by the Board. Any change in the dues structure must be approved by a <u>the affirmative vote of two-thirds 2/3</u> majority of those members of the Board present at a regularly scheduled meeting . Members Emeritus, Honorary Members, and Lifetime Members shall not be subject to dues.	Previously referenced in Article XIII, Section 2.
b. Any member whose dues remain delinquent for a period of more than one month following the anniversary date shall be deemed to have terminated membership in the Institute; provided, the member has been notified of impending membership termination prior to the anniversary date. Such termination shall not relieve any member of liability for unpaid dues or other obligations in arrears.	b. <u>b.</u> Any member whose dues remain delinquent for a period of more than one <u>1</u> month following the anniversary date shall be deemed to have terminated its membership. membership in the Institute; provided, the member has been notified of impending membership termination prior to the anniversary date. Such termination shall not relieve any member of liability for unpaid dues or other obligations in arrears.	Previously referenced in Article IX, Section 11., b.

Section 3. Emerging Professional Members	Section 3. Emerging Professional Members	
b. Emerging Professional Members may petition for Professional membership at any time; however, Emerging Professional status shall be upgraded to Professional status at the end of the third year after election as an Emerging Professional Member.	b. Emerging Professional Members may petition for Professional membership at any time; however, Emerging Professional status shall be upgraded to Professional status at the end of the third year after becoming election as an Emerging Professional Member.	Clarifies terminology.
Section 5. Retired Members	Section 5. Retired Members	
a. Retired members shall no longer be engaged in income-producing activities, shall have reached the age of sixty-five years, shall have been Professional Members in good standing in the Institute for the past consecutive five years, and shall have been recommended for such change in status by their chapters, or if unaffiliated with a chapter, by documented application to the Secretary of the Institute. Retired members shall retain the rights and privileges held at the time of application for change in status.	a. Retired members shall no longer be engaged in income-producing activities, shall have reached the age of sixty-five <u>65</u> years, shall have been Professional Members in good standing in the Institute for the past consecutive five <u>5</u> years, and shall have been recommended for such change in status by their chapters, or if unaffiliated with a chapter, by documented application to the <u>Board or its designee.</u> Secretary of the Institute. Retired members shall retain the rights and privileges held at the time of application for change in status.	Clarifies authority.
b. Exceptions to a. above can be requested by an individual (if unaffiliated) or a chapter by documented application to the Secretary of the Institute to be evaluated on a case-by-case basis.	b. Exceptions to a. above can be requested by an individual (if unaffiliated) or a chapter by documented application to the <u>Board or its designee</u> Secretary of the Institute to be evaluated on a case-by-case basis.	Clarifies authority.
Section 6. Members Emeritus	Section 6. Members Emeritus	
Members Emeritus shall have been Professional Members in good standing in the Institute for the past consecutive fifteen years, shall have reached the age of seventy years, and shall have been recommended for such change in status by their chapters, or if unaffiliated with a chapter, by documented application to the Secretary of the Institute. Members so qualified may, upon approval of their application by the Institute, be granted the status of Member Emeritus. Members Emeritus shall retain the rights and privileges held at the time of application for change in status, and shall be entitled to print and otherwise use, as a suffix to their name, the title Member Emeritus following the initials CSI, or FCSI if a Fellow of the Institute.	Members Emeritus shall have been Professional Members in good standing in the Institute for the past consecutive fifteen <u>15</u> years, shall have reached the age of seventy <u>70</u> years, and shall have been recommended for such change in status by their chapters, or if unaffiliated with a chapter, by documented application to the Secretary of the Institute. Members so qualified may, upon approval of their application by the <u>Board</u> Institute , be granted the status of Member Emeritus. Members Emeritus shall retain the rights and privileges held at the time of application for change in status, and shall be entitled to print and otherwise use, as a suffix to their name, the title Member Emeritus following the initials CSI, or FCSI if a Fellow of the Institute.	Clarifies authority.

Section 7. Lifetime Members	Section 7. Lifetime Members	
a. Lifetime members shall be former Presidents of the Institute and shall automatically become qualified upon completion of their term of office as President.	a. Lifetime members shall be former Presidents <u>and Board Chairs</u> of the Institute and shall automatically become qualified upon completion of their term of office as President <u>or Board Chair</u> .	Adds term Board Chair.
Section 8. Election of Members	Section 8. Election Acceptance of Members	
a. Upon receipt and acceptance of a signed membership contract and the payment of dues, an applicant for membership shall become a member of the Institute upon the review and approval of the Secretary. Election to the Institute shall not impart or convey membership to any chapter thereof.	a. Upon receipt and acceptance of a signed membership <u>application contract</u> and the payment of dues, an applicant for membership shall become a member of the Institute. upon the review and approval of the Secretary. Election to <u>Acceptance of membership in</u> the Institute shall not impart or convey membership to any chapter thereof.	Clarifies terminology.
b. Any action taken by the Secretary under this section of the Bylaws may, within a period of one year from the date of said action, be appealed to the Board for final determination. Appeals may be filed by any member, or chapter of the Institute, including the member or applicant directly concerned.	b. Any action taken by the <u>Secretary Board or its designee</u> under this section of the Bylaws may, within a period of one <u>1</u> year from the date of said action, be appealed to the Board for final determination. Appeals may be filed by any member, or chapter of the Institute, including the member or applicant directly concerned.	Clarifies authority.
Section 9. Members' Right to Use Institute Name	Section 9. Members' Right to Use Institute Name	
b. The rights of members emeritus, distinguished members, honorary members, Fellows of the Institute, and lifetime members to use the Institute name are defined in Article IX, Sections 8 and 9; Article X, Section 4; and Article XI, Section 4, respectively.	b. The rights of members emeritus, distinguished members, honorary members, Fellows of the Institute, and lifetime members to use the Institute name <u>shall be as stated in these Bylaws and procedures adopted by the Board.</u> are defined in Article IX, Sections 8 and 9; Article X, Section 4; and Article XI, Section 4, respectively.	Clarifies authority and removes ties to specific sections.

Section 11. Suspension and Expulsion	Section 11. Suspension and Expulsion	
<p>a. Any member may be expelled, censured or suspended as the Board shall determine, for conduct on their part prejudicial to the welfare, interest or character of the Institute by affirmative vote of two-thirds of the members of said Board; provided, notice in writing, together with a copy of the charges and specifications shall have been sent to said member or a designated representative at least sixty days before the meeting of the Board where such action is to be considered. A member so accused may appear before the Board and may have legal representation at said meeting, and shall have the right to appeal from the decision of the Board to the Board at its next regular meeting or to the members at the next regular membership meeting of the Institute. The majority decision of the members of the Institute present at such Board or membership meeting shall be final.</p>	<p>a. Any member may be expelled, censured, or suspended as the Board shall determine, for conduct on their part prejudicial to the welfare, interest, or character of the Institute by affirmative vote of two-thirds <u>2/3</u> of the members of said Board; provided, notice in writing, together with a copy of the charges and specifications shall have been sent to said member or a designated representative at least sixty <u>60</u> days before the meeting of the Board where such action is to be considered. Said A-member so accused shall be provided an opportunity to be heard may appear before by the Board <u>orally or in writing at the Board's discretion. The decision of the Board is not subject to appeal. and may have legal representation at said meeting, and shall have the right to appeal from the decision of the Board to the Board at its next regular meeting or to the members at the next regular membership meeting of the Institute. The majority decision of the members of the Institute present at such Board or membership meeting shall be final.</u></p>	<p>Clarifies process for member suspension and expulsion.</p>
<p>b. Any member whose dues remain delinquent for a period of more than one month following the anniversary date shall be deemed to have terminated membership in the Institute; provided, the member has been notified of impending membership termination prior to the anniversary date. Such termination shall not relieve any member of liability for unpaid dues or other obligations in arrears.</p>	<p>b. Any member whose dues remain delinquent for a period of more than one month following the anniversary date shall be deemed to have terminated membership in the Institute; provided, the member has been notified of impending membership termination prior to the anniversary date. Such termination shall not relieve any member of liability for unpaid dues or other obligations in arrears.</p>	<p>Removes obsolete process, including the notion of "liability" for unpaid dues, as opposed to being delinquent in dues. Also removes automatic termination for paying late.</p>

Article X. Distinguished Membership and Honorary Membership	Article X. Distinguished Membership and Honorary Membership	
Section 3. Nomination and Election	Section 3. Nomination and Election	
Nomination and Election of Nominees for Distinguished Membership and Honorary Membership shall be proposed in writing to the Board in accordance with the schedule for submissions established for the administrative year in which the honor is proposed to be conferred, by a chapter or not less than five voting members. Distinguished Members and Honorary Members shall be elected by an affirmative vote of not less than eighty-five percent (85%) of Board members present at a regularly scheduled Board meeting.	Nomination and Election of Nominees for Distinguished Membership and Honorary Membership shall be proposed in writing, by a chapter or not less than five <u>5 voting members</u> , to the Board in accordance with the schedule and process for submissions established by the Board for the administrative year in which the honor is proposed to be conferred, by a chapter or not less than five voting members. Distinguished Members and Honorary Members shall be elected by an affirmative vote of not less than eighty-five percent (85%) of Board members present at a regularly scheduled Board meeting.	Clarifies terminology. Removes operational text from the Bylaws.
Article XI. Fellowship	Article XI. Fellowship	
Section 1. Jury of Fellows, Composition and Terms of Office	Section 1. Jury of Fellows, Composition and Terms of Office	
a. The Jury of Fellows shall consist of three Fellows of the Institute, and three non-Fellows; each to be appointed for a term of three years. Appointments of Fellows and non-Fellows to the Jury of Fellows shall be made so that the term of office of no more than one Fellow and one non-Fellow shall expire in any year. No members of the Jury shall serve two consecutive terms. Members of the Board shall not serve on the Jury.	a. The Jury of Fellows shall consist of three <u>3</u> Fellows of the Institute, and three <u>3</u> non-Fellows; each to be appointed for a term of three <u>3</u> years. Appointments of Fellows and non-Fellows to the Jury of Fellows shall be made so that the term of office of no more than one <u>1</u> Fellow and one <u>1</u> non-Fellow shall expire in any year. No members of the Jury shall serve two <u>2</u> consecutive terms. Members of the Board shall not be eligible for appointment to serve on the Jury. <u>Jury members may complete their term if elected to the Board. The Jury is appointed by the Board consistent with the Board's governing policies.</u>	Amends terminology to allow current members of the Jury of Fellows to complete their term of service if elected to the Board.
Article XII. Meetings of the Institute	Article XII. Meetings of the Institute <u>Membership</u>	
Section 1. Annual Meeting	Section 1. Annual Meeting	
The Institute shall meet annually for the transaction of its business at a time and place fixed by the Board. One hundred (100) voting members in good standing who represent at least forty (40) chapters of the Institute shall constitute a quorum.	The Institute shall meet annually for the transaction of its business at a time and place fixed by the Board. One hundred (100) voting members in good standing who represent at least forty (40) chapters of the Institute shall constitute a quorum.	Quorum requirement moved to Article XII., Section 4.

Section 2. Special Meetings	Section 2. Special Meetings	
Special meetings may be called whenever the Board shall deem it necessary, and shall be called upon the written request of the Presidents of any forty (40) chapters to the President of the Institute. The determination of a quorum shall be the same as Section 1 above.	Special meetings may be called whenever the Board shall deem it necessary, and shall be called upon the written request of the Presidents of any forty (40) chapters to the President <u>Board Chair of the Institute</u> . The determination of a quorum shall be the same as Section 41 <u>below</u> .	Updates terminology and reference.
Section 3. Announcement of Meetings	Section 3. Announcement of Meetings	
The time and place of the annual meeting and subsequent special meetings shall be announced to the members at least twenty days in advance.	7 <u>Notice of</u> the time and place of the annual meeting and any subsequent special meetings shall be provided <u>announced</u> to the members at least twenty <u>20</u> days in advance.	Clarifies terminology.
	Section 4. Quorum and Voting	
	<u>100 voting members in good standing who represent at least 40 chapters of the Institute shall constitute a quorum at any annual or special meeting of the membership. The affirmative vote of a majority of the votes cast at a meeting at which a quorum exists shall be the act of the members of the Institute, unless otherwise provided by law or these Bylaws. Voting by proxy shall not be allowed.</u>	Quorum requirement previously in Article XII., Section 1.
Section 4. Order of Business	Section 54. Order of Business	
The order of business for meetings of the members of the Institute shall be determined by the Board. The order of business may be altered at any meeting by request of a majority of members present. Robert's Rules of Order Newly Revised shall govern, except when otherwise provided in these Bylaws.	The order of business for meetings of the members of the Institute <u>membership</u> shall be determined by the Board. The order of business may be altered at any meeting by request of a majority of members present. Robert's Rules of Order Newly Revised shall <u>guide the meeting</u> govern, except when otherwise provided in these Bylaws.	Clarifies use of Robert's Rules of Order Newly Revised at meetings of the membership.
Article XIII. Fiscal Administration	Article XIII. Fiscal Administration	
Section 1. Fiscal Year	Section 1. Fiscal Year	
The fiscal year of the Institute shall commence on July 1 of each year or as determined by the affirmative vote of at least two-thirds of the members of the Board.	The fiscal year of the Institute shall commence on July 1 of each year or as determined by the affirmative vote of at least two-thirds of the members of the Board.	Moved to Article III., Section 10.

Section 2. Dues	Section 2. Dues	
a. The dues for each membership classification are set by the Board. Any change in the dues structure must be approved by a two-thirds majority of those members of the Board present at a regularly scheduled meeting. Members Emeritus, Honorary Members, and Lifetime Members shall not be subject to dues.	a. The dues for each membership classification are set by the Board. Any change in the dues structure must be approved by a two-thirds majority of those members of the Board present at a regularly scheduled meeting. Members Emeritus, Honorary Members, and Lifetime Members shall not be subject to dues.	Moved to Article IX., Section 1.
b. Annual dues renewal notices shall be mailed to members at least two months in advance of each member's anniversary date and are payable when rendered.	b. Annual dues renewal notices shall be mailed to members at least two months in advance of each member's anniversary date and are payable when rendered.	Removes obsolete operational text from the Bylaws.
c. Initial dues shall accompany the membership application.	c. Initial dues shall accompany the membership application.	Dues addressed in Article IX., Section 8.
Article XIV. Administrative Year	Article XIV. Administrative Year	
All Officers and Directors of the Institute shall be elected to hold office for periods beginning on July 1 and ending on June 30 of the respective years.	All Officers and Directors of the Institute shall be elected to hold office for periods beginning on July 1 and ending on June 30 of the respective years.	Moved to Article V., Section 5.c.
Article XV. Amendments	Article XIIIIV. Amendments	
	Section 1. Proposed Amendments	
a. Proposals for amendments to these Bylaws may be made by the Board, or submitted to the Board in a petition, accompanied with detailed justification for the proposed changes, and signed by not less than one percent (1%) of the members of the Institute who are members from not less than twenty percent (20%) of the chapters of the Institute. Such percentages shall be based on the total number of members and chapters as of the date the petition is received by the Secretary of the Institute. The Board, through the Secretary, shall send the proposed amendments to the voting members of the Institute. Proposed amendments initiated by petition shall include the proponents' rationale and the Board's recommendation.	a. Proposals for amendments to these Bylaws may be made <u>either</u> by <u>(i)</u> the Board, or <u>(ii)</u> submitted to the Board in a petition, accompanied with detailed justification for the proposed changes, <u>and Such petition must be</u> signed by not less than <u>one percent</u> {1%} of the members of the Institute who are members from not less than <u>twenty percent</u> {20%} of the chapters of the Institute. Such percentages shall be based on the total number of members and chapters as of the date the petition is received by the <u>Secretary-CEO</u> of the Institute. The Board, through the <u>CEO Secretary</u> , shall send the proposed amendments to the voting members of the Institute. Proposed amendments initiated by petition shall include the proponents' rationale and the Board's recommendation.	Clarifies terminology.

Article XVIII. Numbering of Articles and Sections	<u>Section 2. Non-material Revisions</u>	
The Board is authorized to number the articles and sections of these Bylaws to correspond with any changes that may be made.	<p><u>The Board may adopt non-material revisions to correct grammar, punctuation or numbering in these Bylaws, or to conform to relevant federal or Maryland statutes, by affirmative vote of 2/3 of the Board. Notification of any such revisions is to be provided to the membership within 30 days of such action.</u></p> <p>—The Board is authorized to number the articles and sections of these Bylaws to correspond with any changes that may be made.</p>	Adds provision for non-material revisions or those required by statute with Board approval and subsequent membership notification.
Article XVI. Questions Other Than Amendments	Article XVI. Questions Other Than Amendments	
a. Any question which is supported with detailed justification, other than proposed amendments to these Bylaws, may be submitted to the voting members of the Institute when, in the judgment of the Board, such action is warranted.	—a. Any question which is supported with detailed justification, other than proposed amendments to these Bylaws, may be submitted to the voting members of the Institute when, in the judgment of the Board, such action is warranted.	Removes unnecessary wording. Previous language creates confusion as the Board are elected by the members and have the authority with or without reference in the Bylaws, to submit an action to vote of the membership.
b. Such qualifying questions shall be sent to all eligible voters together with the proponents' rationale and the Board's recommendation. The question shall be decided by a majority of the votes received in the Institute office four weeks after the ballot has been sent.	—b. Such qualifying questions shall be sent to all eligible voters together with the proponents' rationale and the Board's recommendation. The question shall be decided by a majority of the votes received in the Institute office four weeks after the ballot has been sent.	

<p>Article XVII. Indemnification and Fidelity Bond</p>	<p>Article XVIIIV. Indemnification and Fidelity Bond</p>	
<p>Section 1. Indemnification of Directors, Officers and Employees</p>	<p>Section 1. Indemnification of Directors, Officers and Employees</p>	
<p>a. The Institute shall indemnify every person who is or was a trustee, director, officer, or employee of the Institute, or who is serving or has served at its request as a director, trustee, officer, or employee of any other corporation (hereinafter referred to as “other corporation”) against reasonable expenses, including attorneys’ fees and disbursements, judgments, decrees, fines, penalties, and amounts paid in settlement, in connection with any pending or threatened claim, action, suit, or proceeding (civil, criminal, administrative, or investigative) in which they may be involved or threatened to be involved, as a party or otherwise, by reasons of being or having been such director, trustee, officer, or employee; provided a determination is made in the manner provided in b. of this Section that such person: (1) was not willfully negligent or guilty of willful misconduct in the performance of duty to the Institute or other corporation of which the individual is or was a director, trustee, officer, or employee, (2) acted in good faith in what they reasonably believed to be the best interest of the Institute or other corporation, (3) in any matter the subject of a criminal action, suit or proceeding, had no reasonable cause to believe that their conduct was unlawful, and (4) in the case of amounts paid in settlement, that such settlement is or was reasonable and in the best interests of the Institute or other corporation; provided, however, that if at any time any provisions are contained in the laws of the State of Maryland prohibiting indemnification in respect of any claim, action, suit, or proceeding except upon a determination of the extent thereof in the manner provided therein, then indemnification in respect thereof shall be made only in accordance with such provisions.</p>	<p>a. The Institute shall indemnify every person who is or was a trustee, director, officer, volunteer, or employee of the Institute to the full extent provided by law. , or who is serving or has served at its request as a director, trustee, officer, or employee of any other corporation (hereinafter referred to as “other corporation”) against reasonable expenses, including attorneys’ fees and disbursements, judgments, decrees, fines, penalties, and amounts paid in settlement, in connection with any pending or threatened claim, action, suit, or proceeding (civil, criminal, administrative, or investigative) in which they may be involved or threatened to be involved, as a party or otherwise, by reasons of being or having been such director, trustee, officer, or employee; provided a determination is made in the manner provided in b. of this Section that such person: (1) was not willfully negligent or guilty of willful misconduct in the performance of duty to the Institute or other corporation of which the individual is or was a director, trustee, officer, or employee, (2) acted in good faith in what they reasonably believed to be the best interest of the Institute or other corporation, (3) in any matter the subject of a criminal action, suit or proceeding, had no reasonable cause to believe that their conduct was unlawful, and (4) in the case of amounts paid in settlement, that such settlement is or was reasonable and in the best interests of the Institute or other corporation; provided, however, that if at any time any provisions are contained in the laws of the State of Maryland prohibiting indemnification in respect of any claim, action, suit, or proceeding except upon a determination of the extent thereof in the manner provided therein, then indemnification in respect thereof shall be made only in accordance with such provisions.</p>	<p>Sections 1. a, b, c, and d are removed because of outdated terminology and replaced with language that enables flexibility as the scope of indemnification and related statutes change.</p>

<p>b. The determination as to (1), (2), (3), and (4) in the preceding paragraph may be made by an adjudication of a court of competent jurisdiction. All determinations, except those made by such prior adjudications, shall be made: (1) by a majority vote of a quorum consisting of disinterested directors of the Institute (namely directors who are or were not parties to or threatened with any such claim, action, suit or proceeding), or (2) if such a quorum is not obtainable or, even if obtainable, if the quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members in like manner to the procedure for amending the Institute Bylaws. In making a determination, the disinterested directors may conclusively rely upon an opinion as to facts or law or both, of independent legal counsel selected by them. The termination of a claim, action, suit, or proceeding by judgment, settlement, conviction, or upon a plea of guilty or of nolo contendere or its equivalent shall not of itself create a presumption that the trustee, director, officer, or employee was negligent or guilty of misconduct in the performance of duty to the Institute or other corporation while a director, trustee, officer, or employee did not act in good faith in what they reasonably believed to be the best interests of the Institute or other corporation, or, in any manner the subject of a criminal action, suit, or proceeding, had reasonable cause to believe that their conduct was unlawful.</p>	<p>—b. The determination as to (1), (2), (3), and (4) in the preceding paragraph may be made by an adjudication of a court of competent jurisdiction. All determinations, except those made by such prior adjudications, shall be made: (1) by a majority vote of a quorum consisting of disinterested directors of the Institute (namely directors who are or were not parties to or threatened with any such claim, action, suit or proceeding), or (2) if such a quorum is not obtainable or, even if obtainable, if the quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members in like manner to the procedure for amending the Institute Bylaws. In making a determination, the disinterested directors may conclusively rely upon an opinion as to facts or law or both, of independent legal counsel selected by them. The termination of a claim, action, suit, or proceeding by judgment, settlement, conviction, or upon a plea of guilty or of nolo contendere or its equivalent shall not of itself create a presumption that the trustee, director, officer, or employee was negligent or guilty of misconduct in the performance of duty to the Institute or other corporation while a director, trustee, officer, or employee did not act in good faith in what they reasonably believed to be the best interests of the Institute or other corporation, or, in any manner the subject of a criminal action, suit, or proceeding, had reasonable cause to believe that their conduct was unlawful.</p>	
<p>c. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Institute to the trustee, director, officer, employee or their legal counsel prior to the final disposition thereof upon receipt of an undertaking by the trustee, director, officer, or employee to repay such amount as shall not ultimately be determined to be payable to them hereunder.</p>	<p>—c. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Institute to the trustee, director, officer, employee or their legal counsel prior to the final disposition thereof upon receipt of an undertaking by the trustee, director, officer, or employee to repay such amount as shall not ultimately be determined to be payable to them hereunder.</p>	

d. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such trustee, director, officer, or employee now or hereafter may be entitled, shall continue to a person who has ceased to be a trustee, officer, director, or employee, and shall inure to the benefit of such person's heirs and legal representatives.	—d. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such trustee, director, officer, or employee now or hereafter may be entitled, shall continue to a person who has ceased to be a trustee, officer, director, or employee, and shall inure to the benefit of such person's heirs and legal representatives.	
Section 2. Fidelity Bond	Section 2. —Fidelity Bond	
Every person entrusted with the handling of funds or property of the Institute shall be bonded in such form and in such amount and with surety satisfactory to the Board, of any fraudulent or dishonest act or acts committed against the Institute while acting alone or in collusion with others; the cost of said bond to be paid by the Institute.	—Every person entrusted with the handling of funds or property of the Institute shall be bonded in such form and in such amount and with surety satisfactory to the Board, of any fraudulent or dishonest act or acts committed against the Institute while acting alone or in collusion with others; the cost of said bond to be paid by the Institute.	Removed as outdated. Boards authorize a variety of insurance mechanisms to address this issue and others, and a Bond is not necessarily the most effective tool at its disposal. The Board has explicitly addressed this in its new governing policies.
Article XVIII. Numbering of Articles and Sections	Article XIII. —Numbering of Articles and Sections	
The Board is authorized to number the articles and sections of these Bylaws to correspond with any changes that may be made.	—The Board is authorized to number the articles and sections of these Bylaws to correspond with any changes that may be made.	Addressed in Article XV., Section 2.