



FY16 Bylaws Referendum – Frequently Asked Questions

Section A. OVERALL RATIONAL FOR BYLAWS CHANGE

1. Why are members being asked to change the Bylaws?

The Board recognized the need to revitalize CSI and how it provides value to members and the industry. In order to move the organization forward, the Board had extensive discussions concerning policy and governance over the last three months.

CSI is at a crossroads. Membership has declined steadily since 2001. This is due to systemic issue, not any one thing like the economic downturn, past governance changes, or even recent issues like the website. The Board recently adopted [policies](#) to increase flexibility, transparency, and accountability, focus on member value and strategic execution over process and operations, and balance volunteer opportunity with leadership consistency. While 90% of these changes can be made in policy, the remainder requires the membership to weigh in.

Bylaws are a framework for establishing the composition, authority and accountability of an association's officers and directors. Modernizing the Bylaws to reflect more current governance practices is an important step towards the Board's achieving its desired intent to strengthen CSI. Some portions of the current Bylaws are unclear or cannot be modified in the event laws or regulations require them to be. The Bylaws changes will increase accountability and provide needed flexibility by defining roles in such a way that volunteer leadership can comply or effectively delegate. Changes to Bylaws must be formally adopted and/or amended.

Section B. OFFICER ROLES & TITLES

1. Why are the titles of President and President-Elect being changed to Chair and Chair-Elect after 70 years of tradition?

In today's parlance the president of the company is the operating officer of the company. The Board acts as Trustee of Shareholders (in CSI's case, members). The Board Chair leads the Board in serving the members and overseeing the staff operations. The Board Chair will continue to be the public face (spokesperson) of the Board and membership. Also, the title "Chair" in the context of the Bylaws, refer to the Board's governing policies. Therefore, in public, this person will be the "Board Chair" or "Chair of the CSI Board of Directors," a title that accurately conveys the importance and responsibility of the role.

2. Will these changes make expectations of the Board Chair role more realistic for the volunteer; especially if extending it to a two year term?

Absolutely. For example, the current Bylaws make the President a member of all (20+) Institute committees. By tradition, the President has attempted, or been expected to attempt to be an active member of all those committees. That is a totally unrealistic expectation for a person holding employment and family responsibilities.

3. Is the time commitment to fulfill the leadership role (from 2 years to 4 years) reasonable?

In the past, it has been true that the time commitment has been burdensome. With the changes to policy, the commitment will be a fraction of what it has been. The reason for the proposed change in term is for continuity of leadership. Board leadership is not optimized if someone presides for two or 3 meetings and then is out.

4. Why were the two Vice President positions eliminated?

The Vice President positions have had no functional or ceremonial responsibilities, either on paper or in practice, in recent memory. The Board's recommendation is to avoid the awkwardness of two Board members being assigned a higher status than their Region and At-Large elected counterparts, or to have positions for the sake of having positions.

5. Why is the Executive Director title being changed to CEO?

The Executive Director title was prevalent in nonprofits for most of the last century. In the past 30 years, there has been a prominent shift to “CEO” (or often “President/CEO”), reflecting the role of top-ranking employee to whom the Board delegates day to day operating responsibility and to whom all other staff report. While the Executive Director title is not obsolete, the CEO title is prevalent whose Board of Directors have high expectations for staff performance.

Section C. CEO/STAFF RESPONSIBILITIES

1. Will these changes empower the CEO in a way that diminishes the role and authority of the Board or the input/ability of me, as a member to provide input to the Board?

Quite the opposite. Rather than telling the staff what to do (activity for activity’s sake), the new policies focus the staff on what is to be achieved. These changes enable the Board to be explicitly clear about the delegated authority of the CEO. There will be systemized methods to monitor and ensure CEO performance is in line with Board expectations. Most important, these changes will enable the Board to, instead of managing the staff, set strategic direction with only one aim in mind: strengthening CSI and the value it provides to members.

2. Will the CEO become the face of the organization or will it still be the Board Chair (currently the President)?

The Board will have a strengthened role in representing the members and demanding staff performance. The Chair will continue to be the primary spokesperson/public face of the membership. As has become the standard practice in Associations, the CEO, when appropriate, and always within the Board’s policy directives, represents the staff/organization.

Section D. ELECTION OF BOARD MEMBERS

1. Regarding vacancies on the Board, shouldn’t the Region get the opportunity to replace an Institute Director that was elected by that Region?

Current Bylaws indicated any vacancies should be filled by the Board for the remainder of the term. The proposed revisions strengthen the commitment to Regions, requiring the replacement come from the Region. A special election within the Region is not a common/best practice as it would delay Region representation and would be a significant and unbudgeted expenditure.

Section E. IMPACTS TO REGION AND CHAPTER BYLAWS

1. Does this mean regions and chapters have to update their bylaws accordingly?

No not at all. The scope of the CSI Board's oversight responsibilities – in terms of staff size and finances are quite distinct from those of regions and chapters. Expectations about consistency between Chapter/Region bylaws are to avoid contradictions not to require verbatim mirroring of provisions; some of which would not be applicable.

Section F. ADMINISTRATIVE QUESTIONS

1. When will the vote take place?

The ballots are scheduled for distribution in late April or Early May

2. Who is eligible to vote?

All professional members (active, retired and emeritus) and emerging professional members are eligible to vote.

3. How do I vote?

The vote is done electronically. Eligible members will be sent an email, or postcard where no valid email address is available, with a link to a secure website where voting will be completed.

4. How long do I have to vote?

The voting period will remain open for four weeks

5. When will the results be announced?

Results will be announced in late May or Early June

6. If approved by the membership, when will the Bylaws changes go into effect?

All approved changes will be effective as of July 1, 2016.

7. What if I have more questions?

You may e-mail your questions to referendum@csinet.com