

Purpose of Changes in the Proposed Bylaws 9.26.19:

1. Address Bylaws changes that were approved at the 2018 meeting but not previously reflected in the official Bylaws document.
2. To enable the organization to act more flexibly, effectively and expeditiously in developing committees, accepting new members, enabling committees to act within their scope of authority, etc.
3. To eliminate ambiguous, vague, unnecessary or confusing language in the interest of clarity.
4. To reflect changes in established best practice in non-profit governance.

Overview of changes to the Bylaws:

- **Article 3. Section 2.** Language has been changed to allow the CEO and Chair of the Membership Committee to approve new member applications and inform the board. Previous language required that the new member wait for a board meeting / vote of the board.
- **Article 3. Section 6. b.** The word “Resignation” has been changed to “Withdrawal” for consistency.
- **Article 4. Section 1. a.** Language changed to reflect the 2018 Bylaws change – Members elect Directors at the Annual Meeting. In 2018, Bylaws amendments were approved to allow the Board of Directors to elect Officers.
- **Article 4. Section 5. a.** Language changed to clarify Members “of the Board or Committee” count towards quorum. Previous language simply stated “Members.”
- **Article 4. Section 5. b.** Language added to specifically include email as an approved voting platform, as approved in the 2018 Bylaws amendments.
- **Article 5. Section 4.** Language adjusted to:
 - Clarify (not change) the term limits of Directors of the Board
 - Address term limits where a Director is appointed to replace another Director mid-term.
 - Clarify/simplify the role of the Nominating Committee in cases where a Director’s change of employment may affect their Board membership.
- **Article 6. Section 1.** Language changed to limit the number of *additional* officers that can be elected by the Board to no more than two (2).
- **Article 6. Section 2.** Term limits for all Officers are introduced. An officer may serve no more than two (2) consecutive years in the same office. Previous language limited only the Board Chair and specified three (3) consecutive one-year terms. Reflects best practice as well as checks and balances in board leadership.
- **Article 6. Section 4. c.** Language requiring that the Secretary be on the Nominating Committee is eliminated. The Secretary is still eligible to serve on the Nominating Committee, but the requirement is eliminated.
- **Article 6. Section 4. c.** In keeping with best practice, the Audit and Finance Committee will become two separate committees. The Secretary will continue to Chair the Finance Committee but cannot Chair the Audit Committee.
- **Article 6. Section 5.** The 2018 Bylaws amendments empowered the Board of Directors to elect Officers. To be consistent with that intent, this language change allows the Board of Directors (rather than Members) to remove an officer.

- **Article 7. Section 1.** Language is changed to allow the Chair to designate Directors to serve on Committees of the Board with the approval of the Executive Committee. Previous language required waiting for a Board meeting / approval.
- **Article 7. Section 2. a.** Language is changed to be consistent with changes in Article 6. Section 2. Limiting the number of additional Officers that can be elected to no more than two (2).
- **Article 7. Section 2. b.** Language is changed to be consistent with the 2018 Bylaws amendments empowering the Board of Directors to elect Officers.
- **Article 7. Section 2. c & d.** Language is changed to create separate Finance and Audit Committees and define their respective roles and responsibilities. Consistent with best practice.
- **Article 7. Section 3 & 4.** Language is changed to allow the Chair to designate Directors to serve on Committees of the Corporation, task forces, etc. with the approval of the Executive Committee. Previous language required waiting for a Board meeting / approval. Section 4 language allowing the Chair to appoint additional committees was eliminate ambiguity and redundancy.
- **Article 8. Fiscal Policy and Finances.** This section was totally rewritten to provide greater clarity without changing the intent or purpose of the previous language. Some of the language here was already stated in the NYSTIA Policy document and was redundant.