

Recommended Bylaws Revisions – 2023

Approved by Board, 9/13/2023

ORIGINAL

Section 4.4 Composition of the Board of Directors

Section 4.4.1 Past Presidents

The most recent **three (3) Past Presidents of the ASPNR** who have completed a full term as such shall automatically be eligible to serve as voting members on the board of directors.

RECOMMENDED CHANGE

The most recent **Past President of the ASPNR** who has completed a full term as such shall automatically be eligible to serve as voting member on the board of directors.

EXPLANATION

Based upon the approved 2023 Board template, the Immediate Past President is the most senior voting member on the Board of Directors. The additional Past President positions (2nd and 3rd) were converted to two “At Large” Director positions that are open to and elected by the membership.

ORIGINAL

Section 4.5 Terms

A director shall serve for a term of one (1) year or until he or she resigns, is removed, becomes disqualified or until his or her successor is duly elected and qualified. A director shall serve no more than eleven (11) consecutive full one-year terms, except that the board of directors may elect a director to serve for a twelfth (12th) one-year term to assure continuity of leadership or to respond to other exceptional circumstances.

RECOMMENDED CHANGE

A director shall serve for a term of three (3) years or until he or she resigns, is removed, becomes disqualified or until his or her successor is duly elected and qualified. A director shall serve no more than two (2) consecutive three-year terms without elevating to an Officer position. Directors who are selected to elevate to an Officer position prior to or at the end of their second term are eligible for a third three-year term. To be eligible for a fourth and final three-year term, a Director must be selected to serve as President-elect, President, or Immediate Past President during the first year of their fourth and final term to allow for natural completion of Board service prior to or by the end of the fourth term.

EXPLANATION

Having staggered 3-year terms is standard for boards and was a recommendation from the 2022 Board and Governance Workshop. Setting a two-term limit to either elevate to an Officer position or rotate off the Board allows for influx of new Board members and prevents stagnation. The third and fourth terms, if applicable, allow reasonable time for a Director to progress through the Officer positions and naturally rotate off the Board via succession.

ORIGINAL

Section 5.1 General Officer Positions

The ASPNR shall have the following officers: 1) president, who shall be eligible to automatically ascend from the position of president-elect; 2) president-elect; 3) vice-president; 4) secretary; and 5) treasurer. The board of directors, at its Annual Conference and Business Meeting, or as near in time thereafter, shall elect a president, a president-elect, a vice-president, a secretary and a treasurer. These officers shall not be the same person except in exceptional circumstances as determined and approved by the board of directors. The officers shall serve for a term of one (1) year or until their successors are elected and have qualified unless otherwise determined by the board of directors.

RECOMMENDED CHANGE

The ASPNR shall have the following officers: 1) president, who shall be eligible to automatically ascend from the position of president-elect; 2) president-elect, who shall be eligible to automatically ascend from the position of vice-president; 3) vice-president; 4) secretary; and 5) treasurer. The board of directors, at or prior to its Annual Conference and Business Meeting, shall elect a president, a president-elect, a vice-president, a secretary and a treasurer. These officers shall not be the same person except in exceptional circumstances as determined and approved by the board of directors. The officers shall serve for a term of one (1) year or until their successors are elected and have qualified unless otherwise determined by the board of directors.

EXPLANATION

In most organizations, automatic ascension begins at the level of vice-president, which allows for more long-term future planning, as opposed to one-year advanced planning when only the president-elect is eligible for automatic advancement. Election of officers typically precedes the Annual Meeting so that the new slate can be presented to the membership, which also allows for a more efficient and formal transition at the Annual Meeting.

ORIGINAL

Section 5.1.3 Vice-President

The vice-president shall perform the duties of the president-elect when the president-elect is not available and have such other duties and authority as the board of directors shall determine from time to time. The vice-president, whose knowledge and commitment mirrors that of the president-elect, may serve in the president-elect's place for board of directors' activities and in the president-elect's spokesperson capacity. The president-elect may delegate special assignments to the vice-president, who also works closely with the organization's management team to carry out the board's vision and directives. The vice-president shall be eligible to ascend to the position of the president-elect after one (1) term unless otherwise determined by the board of directors.

RECOMMENDED CHANGE

The vice-president shall perform the duties of the president-elect when the president-elect is not available and have such other duties and authority as the board of directors shall determine from time to time. The vice-president, whose knowledge and commitment mirrors that of the president-elect, may serve in the president-elect's place for board of directors' activities and in the president-elect's spokesperson capacity. The president-elect may delegate special assignments to the vice-president, who also works closely with the organization's management team to carry out the board's vision and directives. The vice-president shall be expected to automatically ascend to the position of the president-elect after one (1) term unless otherwise determined by the board of directors.

EXPLANATION

In most organizations, automatic ascension begins at the level of vice-president, which allows for more long-term future planning, as opposed to one-year advanced planning when only the president-elect is eligible for automatic advancement.

ORIGINAL

Section 6.1 General Appointment and Standing Committees

The board of directors may from time to time create committees and may delegate to each such committee such authority as it shall determine from time to time. All committees will consist of at least three members exclusive of the president, with the president serving as an ex officio member of all committees, unless otherwise provided by the board of directors. Except as provided in these bylaws, the president, subject to the board of directors' approval, shall appoint the **chairpersons and members of each committee, to serve for one (1) year** or until their successors are duly appointed. The president may, in the same manner, fill any vacancies occurring on any committee. The standing committees of the ASPNR shall include the following: a) executive committee; b) nominating and governance committee; c) **membership and programs committee**; d) research and education committee; e) communications committee; and f) finance committee. All committees except for the executive committee may include up to but not more than **ten (10) general members of the ASPNR who are in good standing and who are not serving on the board of directors.**

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of the ASPNR who are in good standing and who are not serving on the board of directors, unless otherwise approved by the board of directors.

EXPLANATION

Having two-year terms for committee chairs and members will provide stability and momentum, rather than losing the first few months of each year due to rotation of members in these positions. The requirement to be a “general” member is removed for ad hoc committees to allow other membership categories to contribute at the committee level. The “general” member requirement for the standing committees – except for the Membership Committee as explained in revision for Section 6.1.3 – remains in the bylaws under each of those committee descriptions. The addition of “unless otherwise approved by the board of directors” gives the flexibility for some committees to have more than 10 members, if necessary (e.g., case of the month, Annual meeting, etc.).

ORIGINAL

Section 6.1.3 Membership and Programs Committee

The membership and programs committee works with the board of directors to create strategies to develop membership and program initiatives that will: a) keep current members active and involved; b) preserve retention; c) promote membership; d) oversee new program development; e) monitor and assess existing programs; f) initiate and guide program evaluations; and g) identify membership and program-related issues or special projects that require discussion, research and recommendations for changes. The membership and programs committee shall be comprised of at least two (2) members of the board of directors, exclusive of the president, with the president serving as an ex officio member of all committees, unless otherwise provided by the board of directors. The membership and programs committee may include up to but not more than ten (10) general members of the ASPNR who are in good standing and who are not serving on the board of directors. The scope of the membership and programs committee's role, responsibilities and authorities shall be set forth in a committee charter approved by the board of directors.

RECOMMENDED CHANGE

Section 6.1.3 Membership Committee

The membership committee works with the board of directors to create strategies to develop membership and program initiatives that will: a) keep current members active and involved; b) preserve retention; c) promote membership; and d) identify membership-related issues or special projects that require discussion, research and recommendations for changes. The membership committee shall be comprised of at least two (2) members of the board of directors, exclusive of the president, with the president serving as an ex officio member of all committees, unless otherwise provided by the board of directors. The membership and programs committee may include up to but not more than ten (10) members of the ASPNR who are in good standing and who are not serving on the board of directors. The scope of the membership and programs committee's role, responsibilities and authorities shall be set forth in a committee charter approved by the board of directors.

EXPLANATION

The recently-approved revised committee structure consolidated all educational and program-related sub-committees under the Research and Education Committee; therefore, programs have been moved from what is now the Membership Committee to the Research and Education Committee. The verbiage in the “Research and Education Committee” section of the original bylaws is sufficient to cover the expanded roles. The requirement to only allow “general” members to be a part of the Membership Committee has been removed, since it would be important for other member categories to have a role and voice in this specific committee.

ORIGINAL

Section 6.2 Ad Hoc Committees

Ad Hoc committees may be established by the president in consultation with the executive committee. Committee members may be appointed to ad hoc committees by the president with approval of the board of directors. Ad hoc committees may include up to but not more than **ten (10) general members of the ASPNR who are in good standing and who are not serving on the board of directors.**

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EXPLANATION

The requirement to be a “general” member is removed for ad hoc committees to allow other membership categories to contribute at the committee level. The addition of “unless otherwise approved by the board of directors” gives the flexibility for some committees to have more than 10 members, if necessary (e.g., case of the month, Annual meeting, etc.).

ORIGINAL

Section 6.3 Length of Term

Appointment to a standing committee shall be for a term of one (1) year or until their successors are elected and have been qualified unless otherwise determined by the board of directors. A term of office shall be defined as the interval from the end of one (1) Annual Conference and Business Meeting through the end of the next Annual Conference and Business Meeting.

RECOMMENDED CHANGE

Appointment to a standing committee shall be for a term of two (2) years or until their successors are elected and have been qualified unless otherwise determined by the board of directors. A year shall be defined as the interval from the end of one (1) Annual Conference and Business Meeting through the end of the next Annual Conference and Business Meeting.

EXPLANATION

Having two-year terms for committee chairs and members will provide stability and momentum, rather than losing the first few months of each year due to annual rotation of members in these positions.

ORIGINAL

Section 7.1 Annual Conference and Business Meeting of the Membership

The Annual Conference and Business Meeting of the ASPNR shall be held at such time as agreed upon by the board of directors and the time and place of the meeting will be announced a reasonable period of time in advance of the conference and meeting. At the annual business meeting of the board of directors, the board of directors shall organize and conduct regular business and **hold officer elections**.

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EXPLANATION

This goes back to prior recommended revision (Section 5.1) to have Officer elections prior to the Annual Meeting so that they can be presented to the membership and have a more formal transition of leadership, without unnecessary delay.

ORIGINAL

Section 7.1.1 Notice

Written notice of the Annual Business Meeting and the Annual Scientific Meeting shall be provided in writing via email, mail and/or posted on the ASPNR website **by the secretary** to every known member of the ASPNR at their last known email address and/or mailing address on file with the ASPNR at least two (2) months before the date of the meeting, unless such written notice is waived.

RECOMMENDED CHANGE

Section 7.1.1 Notice

Written notice of the Annual Business Meeting and the Annual Scientific Meeting shall be provided in writing via email, mail and/or posted on the ASPNR website **by the secretary or authorized delegate** to every known member of the ASPNR at their last known email address and/or mailing address on file with the ASPNR at least two (2) months before the date of the meeting, unless such written notice is waived.

EXPLANATION

This change allows for a management company to be delegated authority to send out notifications on behalf of the board and Officers.

ORIGINAL

Section 7.2.1 Notice

No notice of regular meetings shall be required if held as scheduled and identified at the Annual Conference and Business Meeting. If a regular meeting of the board of directors is not to be held as scheduled, notice shall be given to each director at least twenty-four (24) hours before the scheduled time, which notice shall specify the date, time, and place of the meeting to be held and the general nature of the business to be conducted at the meeting. Any required notice shall be provided in writing via email, mail and/or posted on the ASPNR website **by the secretary**.

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This change allows for a management company to be delegated authority to send out notifications on behalf of the board and Officers.

ORIGINAL

Section 7.3.1 Notice

Notice of every special meeting shall be given to each director at least twenty-four (24) hours in advance, which notice shall state the date, time, and place of the meeting, and the general nature of the business to be conducted at the meeting. Any required notice shall be provided in writing via email, mail and/or posted on the ASPNR website **by the secretary.**

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EXPLANATION

This change allows for a management company to be delegated authority to send out notifications on behalf of the board and Officers.

ORIGINAL

Section 7.5 Mechanics for Giving Notice

Timely notice of every meeting for which notice is required shall be given **by the secretary**, either orally or in writing, to each director. If notice is given in writing, it may be given to the director either personally or by delivering via email, by sending a copy thereof by first class or express mail, postage prepaid, and be posted on the ASPNR website by the secretary and delivered to the director's email and/or mailing addresses appearing on the books of the ASPNR. Such notice shall be deemed to have been given when delivered via email and/or deposited with the mail and/or delivery service.

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