

### **Amendment 1**

Bylaws, Article VI, Section 4(e) – 2025-2026 Yearbook, page 119

Proposed Amendment:

(Deleted sentences struck through.)

~~(e) Membership Committee. This committee shall consist of at least five (5) members of the Society appointed by the President, who shall name the chair. The names of the members of this committee shall be known only to one another, to the President and to the Second Vice President. It shall meet to review and approve membership proposals. Its recommendations are made to the Board of Directors through the Second Vice President.~~

#### **Rationale:**

This amendment reflects the recommendations of the Ad Hoc Committee on Membership Strategy to eliminate the anonymous Membership Committee. While that structure once served a purpose, it no longer functions as intended. Its responsibilities will be reassigned to the Membership Development Committee, whose members are listed in the Yearbook. This substantive change promotes transparency, efficiency, and accountability by ensuring membership proposals are complete, timely, and ready for Board consideration, while preserving the Board's responsibility to elect candidates for membership.

### **Amendment 2**

Bylaws, Article I, Section 3(b) – 2025-2026 Yearbook, page 112

Proposed Amendment:

(Unchanged text in black roman, additions in red italics, deleted sentence struck through.)

The Second Vice-President shall ~~act~~ *serve* as a liaison between the Board of Directors and ~~the Membership Committee~~ *committees whose primary purpose is membership recruitment, engagement, or retention.* ~~The Second Vice President and the Membership Engagement Chair shall be elected in alternate years.~~ *She shall have the authority to recommend appointed chairs of these committees, subject to concurrence of the President and approval by the Board. These chairs shall report directly to the Second Vice-President.*

#### **Rationale:**

This amendment expands the oversight responsibility of the Second Vice-President and formally recognizes Membership Development and Membership Engagement as distinct subcommittees reporting to her. Beginning in the Society's 2026–2027 season, the Second Vice-President will oversee both subcommittees and will no longer chair the Membership Development Committee. In the 2027–2028 season, the Membership Engagement Chair will no longer be on that year's Nominating Committee slate, aligning both subcommittee chairs with an appointment process requiring Board approval. She will no longer serve on the Board. These substantive changes clarify reporting lines, strengthen governance, and ensure that each incoming Second Vice-President begins with a team she helped select, promoting continuity and collaboration in membership efforts. Additionally, this amendment removes the reference to the Membership Engagement Chair from Article I (Officers), since the position is not an officer role.

**Implementation Note:** *If Amendment 2 is adopted, this amendment will require updates to the Policies and Procedures. Individuals with access to confidential membership information, including officers, committee members, and relevant Office staff, must sign a conduct and confidentiality agreement. Operational details such as chair nomination, approval, and term alignment will be incorporated, and shall be governed by the Bylaws.*

### **Amendment 3**

Bylaws, Article VI, Section 4(f) – 2025-2026 Yearbook, page 119

Proposed Amendment:  
(Deleted sentences struck through.)

~~(f) Membership Engagement Committee. This committee shall consist of a chair, elected by the Society to the Board of Directors, and at least four (4) other members of the Society. It shall meet to study ways to maintain or increase interest in the Society especially among first-year members.~~

#### **Rationale:**

This amendment reflects the recommendations of the Ad Hoc Committee on Membership Strategy to remove the Membership Engagement Committee from the list of Standing Committees in the Bylaws. Its responsibilities will remain in the Committee Section of the Policies and Procedures (2025-2026 Yearbook, page 128). This substantive change aligns with the revised membership framework, promoting transparency, efficiency, and accountability while simplifying governance and clarifying reporting lines.

### **Amendment 4**

Bylaws, Article III, Section 6 – 2025-2026 Yearbook, pages 115-116

Proposed Amendment  
(Unchanged text in black roman, additions in red italics, deletions struck through.)

~~...Members of the Membership Committee and~~ The President *and the Second Vice-President* may not propose *or endorse* candidates for membership. Any proposal *or endorsement* that has been signed by ~~a member of the Membership Committee or the President~~ *or the Second Vice-President* prior to her term ~~on that committee or~~ in office shall remain valid.

#### **Rationale:**

This amendment is both a conforming change and a governance safeguard. It removes references to Membership Committee members' endorsements if Amendment 1 is adopted, since that committee would no longer exist. At the same time, it closes a gap in the current Bylaws, where the Second Vice-President faced no restriction despite managing the pipeline of proposals presented to the Board. By barring both the President and the Second Vice-President from proposing or endorsing candidates, while preserving their right to vote at the Board level, this substantive change promotes fairness, transparency, and accountability in the membership process, reducing the risk of undue influence and avoiding even the perception of bias.

### **Amendment 5**

Bylaws, Article VI, Section 1 – 2025-2026 Yearbook, page 118

Proposed Amendment:

(Unchanged text in black roman, deletions struck through.)

The President is an ex officio member of all committees, except ~~the Membership and the~~ Nominating Committees, and shall be informed of the date, time, and place of all other meetings. She may, with the approval of the Board of Directors, appoint other committees not listed in the Bylaws. Chairs of committees may meet with the Board.

#### **Rationale:**

This amendment is a conforming change that depends on the adoption of Amendment 1, which eliminates the Membership Committee. If that committee no longer exists, references to it must be removed to ensure consistency. This update also preserves the exception for the Nominating Committee.

### **Amendment 6**

Bylaws, Article III, Section 7 – 2025-2026 Yearbook, p. 116

Proposed Amendment

(Additions in red italics, deletions struck through.)

~~... Proposals approved by the Membership Committee shall be presented to the Board of Directors by the Second Vice-President at any regular meeting of the Board. The proposal shall be read, after which it shall be voted upon.~~ *The Second Vice-President shall provide all completed membership proposals to the Board of Directors prior to any regular meeting at which such proposals are to be considered. At the meeting, she shall present each proposal individually, and each shall be voted upon separately.*

#### **Rationale:**

This amendment is both conforming and housekeeping. It is conforming because it removes the obsolete reference to the Membership Committee if Amendment 1 is adopted. It is housekeeping because it updates procedure to reflect how membership proposals are already handled: circulated in advance rather than read aloud at Board meetings. Under the current Bylaws, a motion to waive the reading is required for each set of candidates, even though that practice is no longer followed. Eliminating the requirement aligns the Bylaws with established procedure, streamlines governance, and clarifies the Second Vice-President's duty to ensure proposals are distributed beforehand and voted on individually.

### **Amendment 7**

Bylaws, Article I, Section 2 – 2025-2026 Yearbook, page 112

Proposed Amendment:

(Unchanged text in black roman, deleted last sentence struck through.)

The President shall preside at all business meetings of the Society and of the Board of Directors. She, with the Treasurer or the Third Vice-President, shall sign all contracts for the Society. In the absence of the Treasurer, the Investment Chair/Assistant Treasurer, and the Third Vice-President she may sign checks and/or appoint a substitute Treasurer with the power of signature. ~~She shall be an ex officio member of all committees except the Membership and Nominating Committees.~~

#### **Rationale:**

This amendment is a housekeeping change that eliminates redundancy. The President's ex officio status is already established in Article VI (Committees), where it **is** more appropriately addressed. Removing the duplicate language makes the Bylaws clearer and easier to follow. It is necessary and independent of the outcome of other amendments.

### **Amendment 8**

Bylaws, Article I, Section 3(a) – 2025-2026 Yearbook, p. 112

Proposed Amendment

(Unchanged text in black roman, deletion struck through.)

The First Vice-President shall be responsible ~~with the President~~ for coordinating various programs the Society. She shall be chair of the Bylaws Committee. She shall keep a copy of the Bylaws and Policies and Procedures, incorporating changes adopted since the last printing.

#### **Rationale:**

This amendment is a housekeeping change reflecting current practice. The phrase “with the President,” added in 1999 after a one-time incident, is vague and requires unnecessary interpretation. Removing it restores the pre-1999 wording and reflects the way the role has consistently been carried out. It also places the First Vice-President on equal footing with the other Vice-Presidents, who have full autonomy in their respective areas (membership for the Second Vice-President, finance for the Third Vice-President).

## **Amendment 9**

Bylaws, Article VI, Section 2 – 2025-2026 Yearbook, p. 118

Proposed Amendment

(Additions in red italics.)

Each *elected* committee chair shall report regularly to the Board of Directors and annually in writing to the Society. Each committee shall keep minutes of meetings held, *except the Nominating Committee, which is governed by Article VII.*

### **Rationale:**

This amendment is a housekeeping change that reflects current practice. Certain committee chairs (Archives and Library, Hospitality, Zoom Program) are now appointed rather than elected, and appointed chairs do not report regularly to the Board. Adding the word “elected” clarifies which committees are required to provide regular reports.

The amendment also codifies a long-standing practice by exempting the Nominating Committee from the general requirement to keep minutes. Because its deliberations are confidential, the slate it presents serves as its report.

**Formatting Note:** *If Amendments 1 and 3 are adopted, removing Sections 4(e) and 4(f) will automatically re-letter subsequent sections in Article VI, Section 4. This technical adjustment preserves internal consistency and requires no separate action. It takes effect upon adoption of Amendment 1 (eliminating the Membership Committee) and/or Amendment 3 (removing the Membership Engagement Committee from the list of Standing Committees) by the voting membership.*