

DATE: February 26, 2010

Submitted by the 2010 Bylaws Committee

Stephen Gladstone, Chair; Paul Staron, Board Liaison; Ryan Heyl; Greg Hines;
Danny Maynard; Jim Rooney

SUBJECT: Proposed changes to ASHI Bylaws

BACKGROUND INFORMATION:

By-laws Rationale

During the January 17, 2010 Board meeting, the Board of Directors approved two motions that will change the ASHI by-laws and the governance structure of the Society. This decision was made after two years of research and numerous discussions involving the Leadership. The Board of Directors, in the belief that these proposed changes will result in a stronger and better ASHI, now recommend and present those motions to you, the members of ASHI, for a vote to amend the ASHI by-laws.

Bylaw amendments require the approval of the voting members.

These motions change the size of the Board, as well as how the Board and Officers are elected. The Board believes that these changes to the ASHI by-laws will strengthen the Society, reduce costs, allow for quicker decision processes, and allow all voting members to be eligible to seek a seat on the Board of Directors and most importantly vote directly for the Directors.

A summary of the changes is as follows:

- The changes will reduce the ASHI Board size from 21 members to 15 members. Four board members (instead of the current five) will be elected each year for a three-year term. Board members will be permitted to run for one additional term.
- Any ASHI Certified Inspector may be elected to the ASHI Board; A petition process is provided to allow individuals not selected by the Nominating Committee to seek a slot on the election ballot for a Board position.
- All eligible ASHI Certified Inspectors will be able to vote for the nominated members for the ASHI Board.
- The Board Nominating Committee, will be chaired by the Immediate Past President, and will now be comprised of a balance of Council of Representative (COR) and Board members.
- The Vice President position will be eliminated to reduce the Board size.

- The Secretary and Treasurer will be appointed by the Board from amongst the Board members. These actions will help reduce the Board size and spread the official duties of ASHI to existing Board positions.
- The Officer Nominating Committee will solicit and consider all applications submitted by any ASHI Certified Inspector for the president-elect position. The president-elect will then be elected by the Board

Passage of the Bylaw amendments will necessitate some changes to the ASHI Policy & Procedures Manual. These changes will be completed and implemented as quickly as is feasible.

Motion: To change the bylaws as amended below:

(Cross-outs are deletions from the current bylaws and underlined words are additions to the bylaws)

Article 5 - Council of Representatives

- 5.1 **Purpose.** The Society shall have a Council of Representatives (the Council) to ~~provide members with a representative vehicle to participate in the governance of the Society and to communicate with its leadership.~~ link the ASHI Chapter Leadership with the strategic goals of ASHI.
- 5.2 **Duties.**
- ~~5.2.1 The Council shall elect the non-officer members of the Board.~~
- 5.2.21 The Council may make presentations or proposals to the Board to convey its particular concerns or to request certain action.
- 5.2.32 The Council shall perform other duties specified in these Bylaws.
- 5.3 **Composition.** The Council shall be composed of members designated for minimum terms of two years by recognized chapters and approved non-affiliated groups eligible for representation.
- 5.3.1 Recognized chapters are those approved by the Board as provided in Article 4 of these Bylaws.
- 5.3.2 Council representation may be established by groups of voting members of the Society who are not affiliated with a chapter eligible for representation. A minimum of ten such voting members in good standing shall sign and submit to ASHI an approved petition form by a date specified by the Board for consideration and action by the Board.
- 5.3.3 The number of Council representatives shall be determined according to the number of voting members of the chapter or non-affiliated group, as follows:
10-35 voting members, one representative; 36-70 voting members, two representatives; for each additional 35 voting members beyond 71, one representative, with a cap of five representatives.
- 5.3.4 The chapter and groups shall notify ASHI of the names of representatives and optional alternates for each representative in a manner and at a time designated by the Board.
- 5.4 **Organization.** The Council shall organize itself to carry out its duties ~~and to~~

~~exercise its designated powers.~~ Council members shall elect by plurality vote from among themselves a Speaker and an Alternate Speaker. The Speaker shall preside over all Council meetings; in the Speaker's absence, the Alternate Speaker shall preside.

~~5.5~~ ~~**Election of Directors to the Board.**~~ The Council shall elect fifteen members from among themselves to the Board. ~~Five directors will be elected annually by plurality vote for three year terms; one alternate will also be elected annually for a one year term. Terms of office shall coincide with those of the officer members of the Board.~~

~~5.5.1~~ Nominees shall be voting members in good standing who have served a minimum of one year on the Council.

~~5.5.2~~ Council members so elected shall not continue to serve on the Council during their term as director. The affected Chapters and non-affiliated groups may fill the vacancies this creates.

~~5.5.3~~ When an alternate serves on the Board for a period of less than two years, he shall remain eligible for nomination to the Board for the succeeding term.

~~5.5.4~~ The current alternate shall remain eligible for nomination to the Board while serving as the alternate director.

~~5.65~~ **Meetings.** The Council shall meet annually at the place and time of the Society's Annual Meeting to discuss Society matters and to recognize its newly elected Board Speaker and Alternate Speaker.

~~5.6~~ ~~5.1~~ Special meetings may be called by the Council as necessary.

~~5.6~~ ~~5.2~~ Proxy voting and absentee ballots are not permitted at Council meetings.

~~5.6~~ ~~5.3~~ The Council may conduct business by mail, electronically or facsimile.

~~5.76~~ **Quorum.** A majority of members shall constitute a quorum.

~~5.8~~ ~~**Advising the Board.**~~ A majority of the representatives may petition the President to call a special Board meeting to consider an issue, provided that a regular Board meeting has not been scheduled within sixty days of receipt of the petition.

~~5.97~~ **Financial Considerations.** Policies regarding payment, including reimbursement, of travel costs and expenses of attending Council meetings will be determined by the Board.

Article 6 - Board of Directors

~~6.4~~ **Composition of the Board.** The Board shall consist of ~~twenty-one~~ fifteen voting members: ~~fifteen~~ twelve directors and ~~six~~ three officers the President, President – Elect and Immediate Past President.

~~6.4.1~~ Past presidents, other than the immediate past president, are lifetime ex-officio members of the Board with no vote.

~~6.4.2~~ Past presidents shall not be ex-officio members of the Board while serving as a Council Representative, National Officer, or Director.

~~6.4.3~~ The Certification Committee Chair shall be an ex-officio, non-voting member of the Board.

~~6.5~~ **Vacancies.** If a vacancy other than the officers shall occur, the position shall be filled by the ~~Council~~ Board for the unexpired portion of the term. Vacancies occurring among the officers shall be filled as provided for in Article 7.

~~6.7~~ **Quorum.** A majority of members of the Board, including the presence of the President, or

President-Elect, ~~or Vice President~~ shall constitute a quorum.

6.8 **Removal of a Director.** A director may be removed from office for ~~good~~ cause by a ~~two-thirds majority~~ vote of the ~~Council~~ entire Board. A directorship so vacated shall be immediately filled by the ~~Council~~ Board appointee ~~alternate~~ who shall serve the remaining term of the removed director. The authority of any director may be suspended for cause and reinstated by the entire board of directors.

6.9 **Term of Office.** The term of office for a Director shall be three years. A director is eligible for re-election for one additional three year term.

6.10 **Election**

6.10.1 The schedule for nominations and balloting shall be determined by the Board and announced to the voting members.

6.10.2 Election shall be by mail ballot of the voting members of the Society in good standing. A plurality vote shall constitute an election. A 30% return is not needed.

6.10.3 Ballots shall be secret, and shall allow for write-in candidates for each director position.

6.10.4 A valid petition containing the printed name and signature of a minimum of ten per cent of the then ASHI voting members in good standing submitted to ASHI Headquarters shall cause the name of a qualified voting member to be added to the ballot as a candidate for a director position provided that:

a. petitions are submitted to ASHI Headquarters on the Society's official Petition Form, and

b. the petition is received via US Mail or facsimile at ASHI Headquarters at least 10 days prior to the distribution of the ballots, and

c. ASHI staff has verified the validity of the petition prior to placing the name of the candidate for director on the ballot.

Article 7 - Officers

7.1 **Officers.** ~~The officers of the Society are a President, President-Elect, Vice President, Secretary, Treasurer, and the Immediate Past President.~~

7.2 **Election.** The Board of Directors shall annually select the President Elect from among ASHI Certified Members. The Board of Directors shall also select a Secretary and a Treasurer from the current board members. The President-Elect, Vice President, Secretary, and Treasurer shall be elected prior to the Annual Meeting. The incumbent President-Elect shall succeed to the office of President upon installation of all officers at the Annual Meeting.

~~7.2.1 The schedule for nominations and balloting shall be determined by the Board and announced to the voting members.~~

~~7.2.2 Election shall be by mail ballot of the voting members of the Society in good standing. A plurality vote shall constitute an election.~~

~~7.2.3 Ballots shall be secret, and shall allow for write-in candidates for each office.~~

~~7.2.4 A valid petition containing the printed name and signature of a minimum of ten per cent of the then ASHI voting members in good standing submitted to ASHI Headquarters shall cause the name of a qualified voting member to be added to the ballot as a candidate for a director position, specified (named) office, provided that:~~

~~a. petitions are submitted to ASHI Headquarters on the Society's official Petition Form, and~~

- ~~b. the petition is received via US Mail or facsimile at ASHI Headquarters at least 10 days prior to the distribution of the ballots, and~~
- ~~e. ASHI staff has verified the validity of the petition prior to placing the name of the candidate for office on the ballot.~~

- 7.3 **Terms of Office.** The President-Elect, ~~Vice President~~, and Secretary shall be ~~selected~~ elected annually to serve for a non-successive term of one year. The Treasurer shall be ~~selected~~ elected annually to serve for one year, and shall be eligible ~~for reelection~~ for a maximum of two additional successive such terms. The President and Immediate Past President shall serve for a term of one year. Each one-year term shall extend from Annual Meeting to Annual Meeting.
- 7.4 **Duties.** The officers perform those duties usual to their positions, including those specified herein and as assigned to them by the Board.
- 7.4.1 The President shall be Chairperson of the Board and an ex-officio, member of all committees except the Nominating Committee and the Complaints Committee. He shall vote only on the Board, and only to create or break a tie.
- 7.4.2 The President-Elect, upon the inability of the President to act, shall assume the duties of the President. In the event of a vacancy occurring in the office of the President, the President-Elect shall serve as Acting President until the expiration of the term, and at that time, shall become President.
- ~~7.4.3 The Vice President, upon the inability of the President and President Elect to act, shall assume the duties of the President. In the event of a vacancy occurring in the office of the President and the President Elect, the Vice President shall serve as Acting President, until the expiration of the term. For the subsequent term, the position of President shall be subject to nomination and election in accordance with this Article 7 of the Bylaws.~~
- 7.4.3 The Secretary shall be responsible for keeping and distributing the minutes of all meetings of the Board, the Annual Meeting, and any special members' meetings of the Society. The Secretary shall have custody of the corporate seal, and oversee all balloting by the Board and by the voting members.
- 7.4.4 The Treasurer shall have general supervision over the fiscal affairs of the Society and shall be responsible for safeguarding all assets. The Treasurer shall be appropriately bonded.
- 7.5 **Suspension or Removal.**
- 7.5.1 The authority of any officer may be suspended for cause and reinstated by a two-thirds vote of the entire Board.
- ~~7.5.2 The authority of any director may be suspended for cause and reinstated by a two thirds vote of the board.~~
- 7.5.32 An officer elected by the Board of Directors ~~voting members~~ may be removed, with ~~or without~~ cause, by a two thirds vote of the entire Board ~~only by a majority vote of the voting members.~~
- 7.6 **Vacancies.** If the offices of ~~Vice President~~, Secretary, or Treasurer shall become vacant, the President shall appoint a successor to fill out the unexpired portion of the term subject to the approval of the Board.
- 7.6.1 If the appointee is already holding elective or appointive office, the appointee shall serve in the appointed capacity in addition to other duties.
- 7.6.2 The President may replace any such appointees, subject to the approval of the Board.

Article 8 – Committees

- 8.1 **Purpose.** The purpose of committees is to carry out their specific charges. Unless otherwise specified in these Bylaws, they make recommendations in accordance with procedures adopted by the Board and, when requested by the Board, they assist in their implementation.
- 8.2 **Standing Committees.** All standing committees shall have a minimum of three members, including a chairperson appointed by the President and approved by the Board, unless otherwise noted herein. The President may terminate membership on any standing committee except the Nominating Committee and the Complaints Committee. Each standing committee shall perform the duties described by these Bylaws and such other duties as may be directed by the Board. The standing committees shall be appointed at or immediately after each Annual Meeting to serve until the next Annual Meeting or until their respective successors are appointed. The standing committees follow.
- 8.2.1 **The Nominating Committee.** ~~The Nominating Committee shall select annually, for election by the voting members of the Society, one or more nominee for each of the following offices: the President Elect, Vice President, Secretary, and treasurer in accordance with these Bylaws and with procedures established by the Board.~~
- a. ~~The Nominating Committee shall consist of a chair, who shall be a past officer appointed by the President and approved by the Board, and eight additional members selected by the Council from among themselves. The chair shall vote only to break a tie.~~
The Nominating Committee shall consist of the Immediate Past President as chair, three members of the ASHI Board of Directors selected by the board, the Speaker of the Council, and three council members selected by the Council. All members of the Committee are entitled to vote. The committee shall nominate the Certification Committee members, and four Directors,
- b. ~~An alternate member of the Nominating Committee shall be appointed by the Speaker of the Council~~ Nominating Committee Chair and shall serve in the event of unavailability of any member.
- 8.2.4 The Bylaws Committee shall, when advisable, ~~or when requested by the board,~~ prepare or review proposed amendments to the Bylaws of the Society. It shall also counsel on interpretations of the Bylaws and on policy conflicts with the Bylaws.

Article 11 – Amendments

- ~~11.1 These Bylaws and Code of Ethics may be amended by two thirds of all voting members in good standing voting by mail ballot in conformance with Section 9.5. The ballot return deadline shall be no less than forty five days following the mailing of the ballot to the voting members.~~
- 11.1 These Bylaws may be amended by the voting members. A valid vote requires the casting of ballots by at least thirty percent of those eligible to vote. At least two thirds of those who vote

must vote to approve the proposed amendment in order for the amendment to be adopted. Proposed bylaw amendments shall be conducted by U.S. Mail. Electronic voting may be used for those voters who have pre-approved electronic communications with ASHI. The ballot deadline shall be no less than forty-five days following the mailing of the ballots.

- 11.2 ***Amendment Proposals.*** An amendment may be proposed by a petition signed by ten percent of the voting members or such lesser number as may be established by the Board, ~~or by the ASHI Board of Directors, by a two-thirds vote of the Council of Representatives or by the Bylaws Committee.~~ In each case, the petition or proposal for amendment must be submitted to the Bylaws Committee in time for submission by the committee to the Board for final approval. The amendment will then be presented to the Certified Members for a vote. The Board may correct article and section designations, punctuation, English usage, spelling and cross-references and may make non-substantive technical changes.
- 11.3 ***Code of Ethics.*** The ASHI Code of Ethics may be amended in the same manner as set forth for bylaw amendments in 11.1