

## Recommendations for Revisions to the NAOSMM Constitution and Bylaws

The founding NAOSMM documents were written in the 1970's. From time to time, they require updating to ensure they reflect societal change as well as advances/changes in the means of conducting affairs.

When the documents were written, business was conducted at an annual business meeting held during the annual conference. Holding in-person meetings was the only reasonable way to conduct business. In recent years, technology has allowed for instant communication, virtual meetings, electronic votes, etc. The suggested revisions primarily reflect our ability to conduct business outside of the Annual Meeting. More specifically, the suggested revisions cover mechanisms to allow changes to the Constitution in a timelier manner than an annual business meeting.

Amendments to the Constitution should be rare, and in my experience, have only happened three times in my 40 years of NAOSMM membership. The most recent being the addition of the Immediate Past Treasurer position and the resulting changes to the number of terms various officers can serve. However, allowing for the possibility of amendments to the Constitution to occur outside of an annual business meeting, allows NAOSMM to be more nimble. It also allows more members to participate since the ability to attend the annual conference and business meeting is no longer necessary.

A few other minor revisions including reordering of Articles are also recommended. Some of the articles were oddly placed, reordering makes for a better flow. We recommend the following reordering of the articles in the Constitution.

Article I Membership

Article II Board of Directors

Article III Duties of the Board of Directors

Article IV Meetings

Article V Amendments (to the Constitution) (currently Article VIII)

Article VI Bylaws (currently Article V)

Article VII Official Publication (currently Article VI)

Article VIII Dissolution (currently Article IX)

**Article IX Bill of Rights (currently Article VII) This could also be a preamble to the Constitution or the first article.**

## **Additional Suggested Revisions**

### **Article II Board of Directors**

The change is simply to **move a clause** regarding when elections occur, from Article IV and place it in Article II where it seems more appropriate. This addition to Article II also necessitates a change in numbering of subsequent sections in Article II.

## **Revisions to Content**

### **Article III Duties of Board of Directors**

#### **Remove the clause “The Treasurer shall be bonded” from Section 3.**

Bonding is no longer the current practice or is it practicable. Instead NAOSMM carries crime insurance to protect NAOSMM from both internal and external threats. This insurance also covers all of the board officers and not just the treasurer. The requirement that NAOSMM carry crime insurance is more appropriately placed in the Bylaws section on Fiscal Responsibility. Hence the **recommendation for this addition to the Bylaws, Article VI Fiscal Responsibility. Section 1. NAOSMM shall carry Crime Insurance protecting NASOMM from internal and external threats**

### **Article IV Meetings**

**The addition of a new Section 2 addresses the matter of “special meetings”,** that is, those that are carried out in addition to the Annual Meeting. This allows NAOSMM to bring time-sensitive matters to the membership for action. In writing this new section, attention was given to notification to members and opportunity for discussion and interaction regarding the subject matter of the meeting and subsequent votes.

### **Article V (current Article VIII) Amendments to the Constitution**

The proposed changes specify how amendments can be submitted/suggested to the Board, the time frame in which those amendments must be dealt with, and the manner in which those suggested amendments are brought before the membership for action. The Constitution already allows for “special meetings” to address amendments to the Constitution. However, at the time of writing, it was assumed that special meetings could only happen in person at the annual conference business meeting. The current document also assumes that amendments could only be brought during the annual business

meeting. It would then require a one year wait until the next annual business meeting for a vote.

The proposed revisions state that a constitutional amendment can be brought forward at any time. The Board and Bylaws committee have a minimum of 60 days and a maximum of 6 months to bring the suggested amendment to the membership for a vote. Notices of at least 30 days prior to such a vote are still required.

### **Recommended changes to the Bylaws**

In addition to the new Section 1 of Article VI, Fiscal Responsibility regarding crime insurance, other revisions to the Bylaws are recommended so that our Bylaws also reflect our current practice and ability to hold special meetings and to vote online.

We recommend a change to **Section 3, ARTICLE III Annual Membership Meeting** explicitly stating that online votes cast along with votes by the members in attendance at the meeting shall constitute a quorum.

**ARTICLE IV Election Procedures.** Recommend changes to Section 3 explicitly stating online voting. Also eliminate use of absentee ballots.

We recommend deleting **Article VIII Right of Proxy**. Because NAOSMM members can vote remotely/online, the right to designate a proxy voter is no longer necessary.

Finally, **Article IX, Amendment of the Bylaws**. similar changes are needed to allow for amendment ratification votes to be handled with Special Meetings. This Article is also renumbered to Article VIII due to the elimination of the current Article VIII, Right to Proxy.