Amend NSSAR Constitution, Article V, to allow Congresses and Special Congresses by alternative means and defining alternative means.

Current Wording	Revision	New Wording
Section 1. The Annual	Section 1. The Annual	Section 1. The Annual
Congress of this Society for	Congress of this Society for	Congress of this Society for
the election of officers and	the election of officers and	the election of officers and
for the transaction of	for the transaction of	for the transaction of
business shall be held at a	business <u>, and any Special</u>	business, and any Special
time and at a location	Congress of this Society,	Congress of this Society,
which shall be designated	shall be held at a time and	shall be held at a time and
by a two-thirds affirmative	at a location which shall be	at a location which shall be
vote of the Board of	designated by a two-thirds	designated by a two-thirds
Trustees present and	affirmative vote of the	affirmative vote of the
voting. The dates and	Board of Trustees present	Board of Trustees present
locations of Annual	and voting. The dates and	and voting. The dates and
Congresses may be	locations of Annual	locations of Annual
designated four or more	Congresses may be	Congresses may be
years in advance.	designated four or more	designated four or more
	years in advance.	years in advance.
In an emergency, the time		
and location of an Annual	In an emergency, t <u>T</u> he	The time and location of
Congress may be changed	time and location of an	an Annual Congress or any
by the affirmative vote of	Annual Congress <u>or any</u>	Special Congress may be
two-thirds of the Board of	Special Congress may be	changed by the affirmative
Trustees voting upon the	changed by the affirmative	vote of two-thirds of the
question by mail;	vote of two-thirds of the	Board of Trustees voting
provided that votes by	Board of Trustees voting	upon the question by mail;
mail shall be postmarked	upon the question by mail;	provided that votes by
to the Executive Director	provided that votes by	mail shall be postmarked
within ten days after	mail shall be postmarked	to the Executive Director
the solicitation of said	to the Executive Director	within ten days after
votes; and provided	within ten days after	the solicitation of said
further, that not less than	the solicitation of said	votes; and provided
twenty-six Trustees shall	votes; and provided	further, that not less than
have voted.	further, that not less than	twenty-six Trustees shall
	twenty-six Trustees shall	have voted.
Section 2. Special meetings	have voted.	
of the Board of Trustees		<u>Section 2.</u> Special meetings
may be called by the	<u>Section 2.</u> Special meetings	of the Board of Trustees
President General and	of the Board of Trustees	may be called by the
shall be called by him	may be called by the	President General and
when so directed by the	President General and	shall be called by him
Board of Trustees or when	shall be called by him	when so directed by the

requested by at least ten	when s
State Societies, by giving at	Board
least thirty days' notice to	reques
the Trustees and the	State S
Presidents of State	least tl
Societies specifying the	the Tru
time and location of such	Preside
meeting and the business	Societi
to be transacted.	time a
	meetir

when so directed by the Board of Trustees or when requested by at least ten State Societies, by giving at least thirty days' notice to the Trustees and the Presidents of State Societies specifying the time and location of such meeting and the business to be transacted.

## Section 3. The term

"location" for purposes of this Article shall include designation of a Congress or meeting as occurring by alternative means in multiple locations. "Alternative means" shall be limited to the use of any means of communication by which all individuals participating may simultaneously communicate with each other and have the capability of document sharing either in advance of or during the meeting. More than one member may participate through a single communications link. Voting on all matters shall be permitted, with votes cast by individualized voice vote of authorized voters or by an electronic vote tabulation means by which the presiding officer shall be able to confirm the submission of a vote by an authorized voter. Proxy

Board of Trustees or when requested by at least ten State Societies, by giving at least thirty days' notice to the Trustees and the Presidents of State Societies specifying the time and location of such meeting and the business to be transacted.

Section 3. The term "location" for purposes of this Article shall include designation of a Congress or meeting as occurring by alternative means in multiple locations. "Alternative means" shall be limited to the use of any means of communication by which all individuals participating may simultaneously communicate with each other and have the capability of document sharing either in advance of or during the meeting. More than one member may participate through a single communications link. Voting on all matters shall be permitted, with votes cast by individualized voice vote of authorized voters or by an electronic vote tabulation means by which the presiding officer shall be able to confirm the

submission of a vote by an authorized voter. Proxy

	voting shall not be permitted.

Rationale: Article V of the Constitution and Bylaw 17 have been interpreted as prohibiting the organization from conducting an Annual Congress by alternative means, which in 2020 resulted in the cancellation of the Annual Congress in Richmond and an inability to conduct any of the business that was scheduled to come before that Congress. This set of amendments authorizes Congresses by alternative means. For example, if the COVID-19 pandemic is continuing in July 2021, the Seattle Congress could be conducted by alternative means.

*Section 1:* This amendment clarifies that the process for setting the time and location of a "Special Congress" is the same as an "Annual Congress." This amendment merely codifies existing practice.

This amendment also deletes the phrase "In an emergency" to avoid disputes over what constitutes an emergency. The circumstances that warrant a change – emergency or otherwise – are best left to the judgment of the Trustees, two-thirds of whom must agree to change the time or location of a Congress.

Section 2: No changes.

*Section 3:* This new section defines "location" to include meetings that occur in multiple locations through the use of communications technology. It largely tracks the language of Bylaw 17, which authorizes national committees and the Board of Trustees to meet through alternative means.

"Alternative means" is limited to the use of any means of communication by which all individuals participating may simultaneously communicate with each other and which are accompanied by the capability of document sharing either in advance of or during the meeting.

"More than one member may participate through a single communications link." This sentence explicitly permits the Trustees to authorize so-called "hybrid" meetings in which many members assemble in one location while others join remotely.

This bylaw would <u>not</u> authorize remote participation in Congresses or Trustees' meetings generally. Such participation would only be permitted if the meeting were so designated by a two-thirds vote of the Trustees.

Amend NSSAR Constitution, Article VIII, to allow Special Congresses to amend the Bylaws.

Current Wording	Revision	New Wording
The Constitution may be	The Constitution <u>, and any</u>	The Constitution, and any
amended by a two-thirds	bylaws adopted under the	bylaws adopted under the
affirmative vote of the	authority of this	authority of this
delegates present and	Constitution, may be	Constitution, may be
voting at a Congress of this	amended by a two-thirds	amended by a two-thirds
Society; provided that such	affirmative vote of the	affirmative vote of the
amendment must have	delegates present and	delegates present and
been proposed to the	voting at a Congress of this	voting at a Congress of this
Secretary General by a	Society; provided that such	Society; provided that such
prior Congress, by the	amendment must have	amendment must have
Board of Trustees, or by a	been proposed to the	been proposed to the
State Society, and at least	Secretary General by a	Secretary General by a
sixty days' notice of such	prior Congress, by the	prior Congress, by the
proposed amendment shall	Board of Trustees, or by a	Board of Trustees, or by a
have been sent by the	State Society, and at least	State Society, and at least
Secretary General, or by	<del>sixty</del> <u>forty-five</u> days' notice	forty-five days' notice of
the Executive Director, to	of such proposed	such proposed amendment
each of the General	amendment shall have	shall have been sent by the
Officers, members of the	been sent by the Secretary	Secretary General, or by
Executive Committee,	General, or by the	the Executive Director, to
other members of the	Executive Director, to each	each of the General
Board of Trustees and the	of the General Officers,	Officers, members of the
President and Secretary of	members of the Executive	Executive Committee,
each State Society. Said	Committee, other	other members of the
notice shall be deposited in	members of the Board of	Board of Trustees and the
the United States mail and	Trustees and the President	President and Secretary of
the notice period provided	and Secretary of each State	each State Society. Said
herein shall be computed	Society. Said notice shall be	notice shall be deposited in
from the date of such	deposited in the United	the United States mail and
mailing.	States mail and the notice	the notice period provided
	period provided herein	herein shall be computed
If all of the aforementioned	shall be computed from	from the date of such
requirements are met,	the date of such mailing.	mailing.
official notice of a		
proposed amendment may	If all of the aforementioned	If all of the aforementioned
be published in The SAR	requirements are met,	requirements are met,
Magazine and be within	official notice of a	official notice of a
the intent of this Article.	proposed amendment may	proposed amendment may
	be published in The SAR	be published in The SAR

Magazine and be within	Magazine and be within
the intent of this Article.	the intent of this Article.

Rationale: Currently, the bylaws provide that amendments may be made to the bylaws solely at an "Annual Congress" while the constitution provides that amendments to the constitution may take place at any Congress. In preparing for the possibility of a virtual Annual Congress, certain General Officers have identified bylaws that require changes to effectively complete the business of an Annual Congress.\* This amendment to the constitution would allow amendments to either the constitution or the bylaws to be adopted at any Congress rather than solely at an Annual Congress.

Notice period: the bylaws currently provide a 45-day notice period for an amendment to the bylaws; this change would align the notice period for amendments to the constitution with the notice period for amendments to the bylaws.

\* The bylaws committee will consider proposed amendments to the bylaws to conduct a virtual congress at a future meeting.