

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

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

<p>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.</p>	<p>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.</p> <p><u>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</u></p>	<p>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.</p> <p><i>Section 3.</i> 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</p>
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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 not 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
<p>The Constitution may be amended by a two-thirds affirmative vote of the delegates present and voting at a Congress of this Society; provided that such amendment must have been proposed to the Secretary General by a prior Congress, by the Board of Trustees, or by a State Society, and at least sixty days' notice of such proposed amendment shall have been sent by the Secretary General, or by the Executive Director, to each of the General Officers, members of the Executive Committee, other members of the Board of Trustees and the President and Secretary of each State Society. Said notice shall be deposited in the United States mail and the notice period provided herein shall be computed from the date of such mailing.</p> <p>If all of the aforementioned requirements are met, official notice of a proposed amendment may be published in The SAR Magazine and be within the intent of this Article.</p>	<p>The Constitution, <u>and any bylaws adopted under the authority of this Constitution</u>, may be amended by a two-thirds affirmative vote of the delegates present and voting at a Congress of this Society; provided that such amendment must have been proposed to the Secretary General by a prior Congress, by the Board of Trustees, or by a State Society, and at least <del>sixty</del> <u>forty-five</u> days' notice of such proposed amendment shall have been sent by the Secretary General, or by the Executive Director, to each of the General Officers, members of the Executive Committee, other members of the Board of Trustees and the President and Secretary of each State Society. Said notice shall be deposited in the United States mail and the notice period provided herein shall be computed from the date of such mailing.</p> <p>If all of the aforementioned requirements are met, official notice of a proposed amendment may be published in The SAR</p>	<p>The Constitution, and any bylaws adopted under the authority of this Constitution, may be amended by a two-thirds affirmative vote of the delegates present and voting at a Congress of this Society; provided that such amendment must have been proposed to the Secretary General by a prior Congress, by the Board of Trustees, or by a State Society, and at least <u>forty-five</u> days' notice of such proposed amendment shall have been sent by the Secretary General, or by the Executive Director, to each of the General Officers, members of the Executive Committee, other members of the Board of Trustees and the President and Secretary of each State Society. Said notice shall be deposited in the United States mail and the notice period provided herein shall be computed from the date of such mailing.</p> <p>If all of the aforementioned requirements are met, official notice of a proposed amendment may be published in The SAR</p>

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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.