1. ARTICLE III: MEMBERSHIP

Current Bylaw:

Such person desiring to become a member shall make application to the Board of Directors, pay dues, and accept the terms of these Bylaws and the Ethics and Standards of Practice of this organization. Upon approval of the Board of Directors such person shall become a voting member.

Proposed change:

Such person desiring to become a member shall register for membership, pay dues, and accept the Ethics and Standards of Practice of this organization. Upon completing these steps, such person shall become a voting member.

Reason:

The membership process is now completed online, and it would be a challenge to have full Board approval for each member. Further, acceptance of our Ethics and Practice is deemed sufficient for membership, so the requirement to read and accept our Bylaws has been removed.

2. ARTICLE IV: OFFICERS

Current Bylaw:

The elective officers of this organization shall be … Recording Secretary and Membership Chair.

E. Recording Secretary
F. Membership Chair

Proposed change:

The elective officers of this organization shall be … Recording Clerk and Vice-President of Membership.

E. Recording Clerk
F. Vice-President of Membership

Reason:

These changes more accurately reflect names of other Executive Board titles and/or gender neutral language.

3. ARTICLE IV: OFFICERS (D)
Current Bylaw:

Section D. TREASURER:

4. To supervise the Administrative Assistant who manages Accounts Receivables
5. Manage Accounts Payable
7. Do monthly bank reconciliations
8. Prepare 1099-MISC and submit yearly account to accountant for audit and preparation of Form 990.
11. To submit/present the Treasurer Reports bimonthly at scheduled Board meetings.

Proposed change:

0 Removal of 4, 5, 7 and 8 as per 9/1/2017 Board meeting vote.
0 Renumbering of items in D to reflect removal of four items.
0 7. To submit/present the Finance Reports at scheduled Board meetings at least quarterly.

Reason:
The removal of items 4, 5, 7 and 8 was approved by the Board of Directors on 9/1/2017 without being subsequently incorporated into the Bylaws. The omission is here corrected. Change in new item 7 (formerly 11) from “Treasurer Report” to “Finance Report” is proposed to clarify that this responsibility is not solely that of the Treasurer, but rather the committee; and from “bimonthly” to “at least quarterly” is proposed to ensure regular and flexible sharing and review of financial information.

4. ARTICLE IV: OFFICERS (E, Recording Clerk)

Proposed addition:

4. To record and update approved changes to the Bylaws and Policies

Reason:
These responsibilities belong to the Recording Clerk and should be noted in the Bylaws.

5. ARTICLE V: BOARD OF DIRECTORS (1st graph)

Current Bylaw:
The Board of Directors shall consist of the President, First Vice-President, Vice-President of Programming, Treasurer, Recording Secretary and Membership Chair. In addition, there will be at least eleven (11) but no more than twenty-one (21) members at large of the organization elected annually by a vote of the members.
Proposed change:

The Board of Directors shall consist of the President, First Vice-President, Vice-President of Programming, Treasurer, Recording Clerk and Vice-President of Membership, and at least eleven (11) but no more than twenty-one (21) members at large of the organization, elected annually by a vote of the members.

Reason:

The proposed change corrects the erroneous impression that members vote only for Board Members-at-Large and not officers.

6. ARTICLE V: BOARD OF DIRECTORS (2nd graph)

Current Bylaw:

The President shall step down upon the installation of the First Vice-President to the office as President, but shall remain in an advisory capacity to the current President on the Board of Directors for one (1) year with full voting rights.

Proposed change:

If the President resigns in mid-term, the First Vice-President shall be appointed to the office of President, and the resigned President shall remain on the Board in an advisory capacity, with full voting rights, until the next Election. If an Election installs a new President, the most recent ex-President shall remain in an advisory capacity on the Board of Directors for one (1) year with full voting rights.

Reason:

The proposed changes correct the erroneous impression that the 1st Vice-President automatically becomes the next President and clarifies the advisory term of an ex-President both in the case of resignation in mid-term, and election of a new President on completion of a term.

7. ARTICLE V: BOARD OF DIRECTORS (A)

Proposed addition

7. To ratify the annual budget, approve an annual discretionary spending amount, and vote on any financial proposals beyond these budgeted amounts.

Reason:

Voting on SPaN’s finances is a responsibility of the Board of Directors and needs to be in the Bylaws. A discretionary spending provision is proposed to cover small purchases and expenditures (e.g. up to $250) by SPaN officers on SPaN’s behalf without a Board vote.
8. ARTICLE V: BOARD OF DIRECTORS (D 1, 3) REMOVAL and (E) PROCESS

Current Bylaw:

D. REMOVAL FROM THE BOARD
   A Board member shall be removed if he/she:
   1. Misses two (2) Board meetings in one year without justifiable reason or without prior notice of absence. (“justifiable reason” will be determined by the President and agreed upon by a majority of the Board present for that meeting).
   3. Becomes a detriment to the organization as determined by the President and the majority of the Board members present.

E. PROCESS OF REMOVAL
   A vote for removal must be carried by a majority vote of the entire Board of Directors

Proposed change:

D. A Board member shall be removed if he/she:
   1. Misses two (2) Board meetings in one year without justifiable reason or without prior notice of absence. (“justifiable reason” will be determined by the President and agreed upon by a two-thirds (2/3) vote of the Board members. 
   3. Becomes a detriment to the organization as determined by the President and a two-thirds (2/3) vote of the Board members.

E. A vote for removal must be carried by two-thirds (2/3) vote of the entire Board of Directors.

Reason:

The above changes are proposed to ensure a high threshold of justification, from “majority” to “2/3” to reflect the seriousness of removing a colleague from the Board.

9. ARTICLE V (G) VACANCIES

Current Bylaw:

VACANCIES: Vacancies on the Board will be filled by appointment of the President and will be in effect only until the next Annual Election.

Proposed Change:

“In the event of a vacancy of any Board member, the President, with majority approval of the Board members, may appoint any SPaN member to fill that vacancy until the next Annual Election.”

Reason:

This language change is to reflect the inclusion of the Board members in this decision and consistency with the Policy Manual.

10. ARTICLE V (H) VOTE AND QUORUM
**Current Bylaw:**

For the Board to take any action at a meeting the required quorum will be a minimum of eight (8) members of the Board of Directors. No action of the Board can be effected without a majority vote of those present.

**Proposed Change:**

VOTE AND QUORUM: For the Board to take any action at a meeting the required quorum will be nine (9) members of the Board of Directors, or 50% plus 1 of all Board members, whichever is greater. No action of the Board can be effected without a majority vote of those present.

**Reason:**

The Board has six (6) officers. The minimum number of members-at-large is eleven (11) and the maximum is twenty-one (21). Therefore, the Board can range in number from 17-27. The proposed quorum changes set a floor on the quorum to 9, so that it is not less than half the minimum. If the Board is greater than 17, the quorum will be determined by the formula 50% plus 1 of Board members.

11. ARTICLE V (G) ELECTION

**Proposed additions:**

1, 2 and 3 remain the same.

4. Shall ensure that candidates are current member in good standing
5. Shall ensure that a candidate for president has either served either on the Board of Directors or served as a SPaN Officer for at least a year prior to running for President

(Previous 4, 5, 6 and 7 renumbered as 6, 7, 8 and 9)

**Reason:**

Proposed changes to I, Election involve adding three requirements (#4, #5 and #10) and renumbering the rest of the requirements to reflect the change. Requirements #4 and #5 are proposed to ensure fitness for the positions of Board member and President.

12. ARTICLE VI (E)

**Current Bylaw:**

Board of Directors meetings will be open to members of the organization only

**Proposed change:**

Board of Directors meetings will be open to members of the organization and non-member guests.

**Reason:**

To bring the Bylaws into alignment with the Policy Manual, and to promote inclusiveness and transparency.
13. ARTICLE VI (G)

Proposed addition

G. Board meetings will be run by the President and guided by the framework provided in Robert’s Rules

Reason:

Robert’s Rules have traditionally been used for guidance by SPaN. This proposed addition allows for flexibility within the meeting and voting process using an approved framework.

14. ARTICLE VII: STANDING COMMITTEES

Current Bylaw:

Standing committees will be a Membership and Nominating Committee, a Professional Development Committee, a Public Information Committee and a Credentials Committee as well as other committees as determined by the Board.

Proposed change:

Standing committees will be a Membership and Nominating Committee, a Professional Development Committee, a Public Relations Committee, a Credentials Committee, a Legal, Bylaw and Policy Committee, a Technology Committee, as well as other committees as determined by the Board.

Reason:

A change from “Public Information Committee” to “Public Relations Committee” is proposed in the opening paragraph of Article VII for consistency with the body of this section. A Legal, Bylaws and Policy Committee is proposed to promote accountability for SPaN’s Bylaws and Policies. A Technology Committee is proposed to ensure SPaN’s offerings and communications can be accessed in multiple modalities.

15. ARTICLE VII: STANDING COMMITTEES (F, G)

Proposed additions:

F. LEGAL, BYLAWS AND POLICY COMMITTEE

This committee shall be responsible for overseeing the review and update of Bylaws and Policies and submitting them for approval as outlined in section IX. This committee shall be consulted should a Legal issue arise. This committee shall also maintain a Policy Manual outlining best practices for executing the Bylaws and supplementary information.

G. TECHNOLOGY COMMITTEE
This committee is responsible to make recommendations, and/or provide advice related to:

1. The technology that is used to operate our professional development programs (sound equipment, cameras, projectors, etc.)
2. The applications, websites, databases, and other programs that are required to operate the organization. (Microsoft, Constant Contact, Go-Daddy, register.com, ipage, etc.)

Reason:

The Legal, Bylaws and Policy Committee is proposed to ensure transparency and accountability in the process by which Bylaws and Policies are created and amended. The Technology Committee is proposed to ensure that SPaN’s programming and daily functioning has appropriate technological support.

16. ARTICLE VIII FISCAL (B)

Proposed removal:

Dues requirements will fall in line with this time frame.

Reason:

This statement is no longer accurate because we now offer rolling 1-year membership.

17. ARTICLE IX: BYLAWS (A1)

Current Bylaw:

ARTICLE IX – BYLAWS

B. AMENDMENT AND REPEAL: The Board may amend or repeal the Bylaws…

1. Two-thirds of the Board members present and voting shall be required to approve the proposed repeal or amendment. The number required to approve the proposed repeal or amendment shall not be less than five (5) members of the Board of Directors. (Reference Article V, Section H regarding definition of quorum.)
2. Any amendment or repeal of the Bylaws shall be attached as an appendix to these Bylaws with annotation of such amendment or repeal made in the proper place in the main body of these by-laws.

Proposed change:

ARTICLE IX – BYLAWS AND POLICY

B. AMENDMENT AND REPEAL: The Board may amend or repeal the Bylaws and/or Policies…
1. Two-thirds of the Board members present and voting shall be required to approve the proposed repeal or amendment of the Bylaws. The number required to approve the proposed repeal or amendment shall not be less than a quorum. (Reference Article V, Section H regarding definition of quorum.)
2. A majority of the Board members present and voting shall be required to approve the proposed repeal or amendment of the Policy Manual.
3. Any amendment or repeal of the Bylaws shall be attached as an appendix to these Bylaws with annotation of such amendment or repeal made in the proper place in the main body of these by-laws.

**Reason:**

The proposed change of name from “Bylaws” to “Bylaws and Policy,” in IX, IXA, and IXA (1) reflect that the Bylaws and Policy Manual are related documents. The change in B (1), to remove a numeric value of the quorum, is proposed to reflect that the quorum is already defined elsewhere in the document. A new item, numbered B(2), is proposed to clarify that unlike the Bylaws, amendments to the Policy Manual require a majority vote. The former item numbered B(2) is renumbered B(2) B(3).