

## Proposed changes to ANNY bylaws, April 2018

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[Current bylaws and proposed changes side by side](#)

[Plans for Transition](#) - needed since the current and proposed contradict one another, and since the proposed cannot be enacted until ratified by Board and members.

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## OVERVIEW

This is a summary of the proposed bylaw changes.

- Currently Board members are elected generally to the board; then in the first board meeting of the year, they decide which position each person will hold. The proposed change is that people will run for and be elected to specific positions.
- The Presidential cycle will change a bit. Currently there is no set length of commitment. The proposed change establishes a three year Presidential cycle, where a person is elected to President Elect, serving for one year; then serves one year as President; then serves one year as Past President. Each of those positions has slightly different duties.
- The proposed bylaw changes would establish several standing committees, and allow for additional ad hoc committees as necessary. The standing committees are a Nominating Committee, an Events Committee, and a Membership Engagement Committee.
- Also proposed are two new specific Board positions - an Events Chair (chairing the Events Committee) and a Membership Chair (chairing the Membership Engagement Committee). People would run for and be elected to these positions specifically. Descriptions of duties are included.
- The proposed changes also define that the Past President each year serves as the chair of the Nominating Committee.
- Since the Board positions are changing, there is also language in these proposed bylaws to define the election process more clearly and specifically. For example, there are timing requirements by which steps must be done (such as sending out the ballot within a certain number of days before the Annual Meeting).
- The membership year will change slightly to better accommodate the flow of membership in the year (most people become members when they attend the Spring Conference).
- The definition of membership is also clarified (a small change, but an important one since ANNY is a membership organization).

**Proposed Bylaw Changes, with Current Bylaws for Reference**

<p align="center"><b>Current Bylaw Language</b></p>	<p align="center"><b>Proposed Language</b> (if blank, the section will remain unchanged)</p>
<p>Assessment Network of New York (ANNY) Bylaws (Finalized draft June 29, 2011; amended May 18, 2012; October 25, 2012; July 9, 2013)</p>	
<p>Article I:       NAME</p>	
<p>The name of the organization shall be the Assessment Network of New York, to be referred to as ANNY.</p>	
<p>Article II:       CORE PRINCIPLES</p>	
<p>The core principles of ANNY include the following:</p> <p>A. Institutional Improvement. The purpose of assessment in institutions of higher education is to obtain and use information that can inform decisions about enhancing institutional effectiveness, student learning and student success.</p> <p>B. Inclusiveness. Multiple points of view are valuable, including views from different types of institutions, different approaches to assessment, and different units and activities within institutions.</p> <p>C. Collaboration. Collaboration among professionals from different aspects of an institution, including faculty, staff, and administrators, supports effective assessment.</p> <p>D. Professional Development and Networking. Voluntary professional development is important for effective assessment in higher education, and networking is an important source of professional growth and development.</p> <p>E. Advocacy. There is a continuing need for advocacy for best practice in assessment at institutions of higher education.</p>	
<p>Article III:       MISSION</p>	
<p>The mission of ANNY is to advance the quality assessment of institutional effectiveness and to enhance the success of institutions of higher education</p>	

<p>and their students in New York State. ANNY works toward achieving this mission by:</p> <p>A. Providing its members with exposure to best practices and emerging trends in assessment through conferences, newsletters, workshops, and other means;</p> <p>B. Creating networking opportunities for its members; and</p> <p>C. Facilitating cost-effective professional development and consultation opportunities.</p>	
<p>Article IV: MEMBERSHIP</p>	
<p>Section 1: Membership in ANNY is open to anyone engaged in higher education assessment.</p>	
<p>Section 2: Membership in ANNY shall be established initially by an individual's affirmative response to calls for membership by the ANNY Board of Directors. Beginning in April 2012, any individual satisfying Article IV, Section I may become a member of ANNY through the payment of annual dues.</p>	<p>Section 2: Any individual satisfying Article IV, Section 1 may become a Full member of ANNY through:</p> <p>A. Paying registration for an event that includes membership, or</p> <p>B. The payment of annual membership dues.</p>
<p>Section 3: Membership shall run between April 1 and March 31.</p>	<p>Section 3: The membership cycle shall begin at the first day of the spring conference and end the day before the spring conference the following year.</p>
<p>Section 4: Each member is entitled to vote in ANNY elections, and vote on any changes to the bylaws and on proposals submitted by the Board of Directors for member consideration.</p>	<p>Section 4: All members in good standing are entitled to vote in ANNY elections and vote on any changes to bylaws, and on proposals submitted by the Board of Directors for member consideration.</p> <p><i>[Members "in good standing" will be defined in the Policies and Procedures Manual]</i></p>
	<p>Section 5: For each membership cycle, the board of ANNY may choose to offer a discounted student membership level.</p>
	<p>Section 6: A quorum of members at any business meeting or vote shall consist of at least one quarter of all current members in good standing.</p>
<p>Article V: BOARD OF DIRECTORS</p>	
<p>Section 1: The Board of Directors leads, and is accountable to, the membership of ANNY.</p>	
<p>Section 2: Membership to the Board of Directors:</p>	<p>Section 2:</p>

<p>A. Shall include eleven voting members, elected by the membership of ANNY;</p> <p>B. May include up to four additional non-voting members, representing the administrations of the State University of New York (SUNY), City University of New York (CUNY), the Commission on Independent Colleges and Universities (CICU), and the Association of Proprietary Colleges (APC), by invitation of the majority of the voting members of the Board;</p> <p><b>C. May include up to two additional voting members, to be appointed to the Board by special consideration, and by the unanimous consent of all elected members of the Board.</b></p>	<p>A. The Board of Directors of the Association shall consist of eleven voting members, elected by the membership of ANNY. The board shall consist of President Elect, President, Past President, Treasurer, Secretary, Membership Chair, Events Chair, and four At Large board members.</p> <p>B. The Board of Directors may include up to four additional non-voting members, representing the administrations of the State University of New York (SUNY), City University of New York (CUNY), the Commission on Independent Colleges and Universities (CICU), and the Association of Proprietary Colleges (APC), by invitation of the majority of the voting members of the Board.</p> <p><b>[DELETE section C]</b></p> <p><i>[Two reasons behind removing section C. First, appointing members was a great strategy for the early years of ANNY when the group was dealing with lots of uncertainty. Now ANNY seems to be moving into a period of stability, in which appointed voting members is less desirable than elected voting members.</i></p> <p><i>Second, the current Board members have identified a need to set up a committee structure and fully populate those committees with board members and non-board members. We believe ANNY's success needs that "manpower"; and that it will replace the need for appointed board members.]</i></p>
<p>Section 3: The term of service for each member of the Board of Directors shall be as follows:</p> <p>A. Elected members of the Board of Directors shall serve two-year staggered terms, to be executed as follows:</p> <p>a. Following the initial Board election in spring 2012, the eleven-member Board will divide itself into two "classes" of seats.</p> <p>b. "Class One" will be comprised of six seats with members serving an initial term of one year, and which will thereafter constitute that part of the Board elected in odd-numbered years.</p>	<p>Section 3: The term of service for each member of the Board of Directors shall be as follows, with staggered election years:</p> <p>A. Members will be elected to a three year Presidential cycle serving as President Elect for one year, then as President for one year, then as Past President for one year.</p> <p>B. Treasurer will serve a two year term, elected in odd numbered years.</p> <p>C. Secretary will serve a two year term, elected in even numbered years.</p> <p>D. Membership Chair will serve a two year term, elected in odd numbered years.</p> <p>E. Events Chair will serve a two year term, elected in even numbered years.</p>

<p>c. "Class Two" will be comprised of five seats with members serving initial two-year terms, and which will thereafter constitute that part of the Board elected in even-numbered years.</p>	<p>F. Four At-Large Members will serve two year terms each, with elections staggered so two positions are elected in odd numbered years and two positions are elected in even numbered years.</p>
<p>B. Non-voting members of the Board of Directors serve according to the mutual agreement and consent of the voting members of the ANNY Board, and the client SUNY, CUNY, CICU, and APC organizations. Individual terms of office are indeterminate.</p>	
<p>C. Appointed members to the Board of Directors (referencing Section V, 2, C):</p> <ul style="list-style-type: none"> <li>a. may serve a term of no more than one year, except in such cases where a member has been appointed to fill the term of a vacant seat previously filled by an elected Board member;</li> <li>b. may not receive a successive appointment, but may choose to run for one of the elected seats on the Board.</li> </ul>	<p><b>DELETE 3.C</b>  <i>[as per Article V, Section 2 changes, these positions will no longer exist]</i></p>
<p>Section 4: A quorum of the Board of Directors shall consist of a majority of currently serving voting members.</p>	
<p>Section 5: The Board of Directors shall meet a minimum of two times during each year, with at least one of these meetings scheduled at an in-state location on a date and time agreed upon by majority consent of the voting and non-voting Board members.</p> <p>The Board shall plan and schedule all other Board meetings, including those utilizing distance technology, with majority consent of voting and non-voting Board members.</p>	
<p>Section 6: Special meetings of the Board of Directors may be called for specific purposes at the request of the President or a majority of the Board's members.</p>	
<p>Section 7: The business and decisions made in Board of Directors meetings shall be undertaken in a manner consistent with the processes outlined in Robert's Rules of Order.</p>	
<p>Section 8: The duties of the Board of Directors shall minimally include:</p> <ul style="list-style-type: none"> <li>A. Establishing policies and developing projects for ANNY;</li> <li>B. Carrying out policies as determined by the membership;</li> <li>C. Adopting the annual budget;</li> <li>D. Making available all official documents to members upon request;</li> </ul>	<p>L: <b>Maintaining</b> a Policies and Procedures Manual....</p>

<p>E. Overseeing the content and maintenance of an ANNY web-site, and ensuring a continuing online presence;</p> <p>F. Acting on problems that need immediate attention;</p> <p>G. Establishing membership policies and fees;</p> <p>H. Overseeing professional development events;</p> <p>I. Overseeing networking opportunities;</p> <p>J. Providing an annual report to members regarding membership, finances and other activities;</p> <p>K. Soliciting the advice and opinions of the members at least once annually;</p> <p>L. Establishing a Policies and Procedures Manual, which shall guide the day-to-day operations of ANNY with policies and procedures consistent with the broader contract of the bylaws;</p> <p>M. Scheduling and conducting an Annual Meeting with the membership.</p>	
	<p>Section 9: Members of the Board of Directors shall not be compensated, according to guidelines in the Policies and Procedures manual.</p>
<p>Article VI: ELECTIONS TO THE BOARD OF DIRECTORS</p>	
<p>Section 1: Elections will be conducted by electronic means sometime during the first six calendar months of each year, no later than July 1st.</p>	<p>Section 1: Elections will be conducted by electronic means following timing requirements established in Article VI.</p>
<p>Section 2: The President will establish a Nominating Committee, comprised of all elected members of the Board whose seats are not of the class up for election in that year, whose responsibility it shall be to organize the election to the Board of Directors. The President will also appoint a Chairperson of the Committee.</p>	<p>Section 2: The Past President will establish a Nominating Committee, and serve as the Chairperson of the Committee. The Nominating Committee shall be comprised of two elected members of the Board (in addition to the Past President) whose terms are not expiring in that year. Additionally the Past President may recruit non board members to serve on the Nominating Committee. The Committee's responsibility shall be to organize the election to the Board of Directors.</p>
<p>Section 3: The Nominating Committee will:</p> <p>A. Organize and conduct a formal call for nominations among the membership for election to the Board of Directors;</p> <p>B. Identify which currently serving Board members seek re-election, and publicize among the members the number of open seats included in the upcoming election;</p> <p>C. Conduct the election; voting members shall cast as many votes as seats available, one vote per candidate;</p>	<p>Section 3: Nominations</p> <p>A. The Nominating Committee shall organize and conduct a formal call for nominations for candidates to the Board of Directors. A formal call shall be made at least ninety (90) days before the next Annual Meeting. <i>[Typically January, assuming that Annual Meeting happens at Spring Conference, mid April]</i></p> <p>B. Each member shall have the right to nominate candidates for any positions open in the year, as per the schedule in Article V, Section 3. The</p>

<p>D. Count the votes, such that the seats to the Board will be filled by the candidates receiving the highest number of votes, until all seats are filled. In the event that two or more candidates have received identical vote counts for the final seat to the Board, the remaining winning candidate will be determined by lot;</p> <p>E. Report the results of the election to the Board of Directors and to the membership.</p>	<p>call for nominations shall remain available for at least twenty-one (21) days. Nominations shall be submitted to the Nominating Committee by at least sixty (60) days before the next Annual Meeting. <i>[Typically mid February]</i></p> <p>C. The Past President shall obtain permission from each nominee to place his or her name on the ballot.</p> <p>D. The ballot for all elected Board positions must have at least one candidate.</p> <p>E. A person may appear on the ballot as a candidate for only one position.</p>
	<p>Section 4: Elections</p> <p>A. The Past President, or his/her designee from the Nominating Committee, shall disseminate the election ballot to voting members in good standing at least forty-five (45) days before the next Annual Meeting. <i>[Typically end of Feb or beginning of March]</i> Any member in good standing on the day before the advertised opening of the ballot will have the right to vote in the election.</p> <p>B. Each voting member may cast one vote for each open position on the Board.</p> <p>C. The ballot will be available for voting for at least fourteen (14) days. The ballot will close, with all voting members returning their votes, by at least twenty-one (21) days before the next Annual Meeting. <i>[Typically mid March to late March]</i> If voting is disseminated by electronic ballot, voting members may return their votes by written or electronic means to the Past President, as long as they are received by the publicized closing date of the ballot.</p> <p>D. The candidate who receives the most votes for a position will be successfully voted onto the ANNY Board of Directors.</p>



	<p>E. The Past President and the President shall confirm the count of votes separately. The two, as enumerators, shall resolve any discrepancies together. If discrepancies cannot be resolved, the President Elect shall review the results of the ballot and resolve the discrepancy.</p>
	<p>Section 5: Run Off Election</p> <p>A. In the event of a tie between candidates for one or more positions on the ballot, as per votes cast by members, a run off ballot shall be compiled and presented to members of the board.</p> <p>B. Within one week of the ballot closing, the Past President shall alert the board that one or more tie results require runoff votes.</p> <p>C. Seven board members shall vote in the run off ballot: all those members in positions that are not up for election in that year, and Past President.  <i>[since Article VI, Section 7 prevents Past President from immediately running again in any position, the Past President will never be on the ballot]</i></p>
<p>Section 4: The newly-elected members of the Board of Directors will assume their duties as of the first working day following the announcement of the results of an election.</p>	<p>Section 6: Announcing Election Results</p> <p>A. The Past President shall notify the Board and all candidates who were on the ballot of the election results before the Annual Meeting.</p> <p>B. At the Annual Meeting the President or another designated board member will announce the upcoming year’s Board of Directors, including the results of any votes cast in an election and all those Board members whose terms are continuing.</p> <p>C. The newly elected members of the Board of Directors will assume their duties as of the end of the Annual Meeting. Board terms will end at the end of the Annual Meeting, after the length of time has passed for each position, as defined in Article V, Section 3.</p>
<p>Section 5: Board Vacancies</p> <p>A. Upon recommendation of the President, the Board of Directors has authority, and is required, to fill any unexpired vacant office within the Board for the remainder of the unexpired term, except in such cases when a vacancy occurs within 90 days of a scheduled election for the vacated seat;</p>	<p>Renumber to Section 7</p>

<p>B. Vacant seats shall be filled by a process of appointment, whereupon one or more names may be presented by the President and other Board members for consideration by the entire Board;</p> <p>C. The appointment to serve is ratified by the majority consent of the remaining voting Board members.</p>	
<p>Section 6: Any member of the Board may be removed at any time by a vote of three-quarters (3/4) of the remaining voting members of the Board.</p>	<p>Renumber to Section 8</p>
<p>Section 7: Service to the Board of Directors is limited to eight consecutive years, with such service including any time served as an officer of the Board.</p>	<p>Section 9: Board Term Limits</p> <p>A. A person who has served as President-Elect, President, and/or Past President may serve again in any board position when two full board years have passed after the end of their service as President Elect, President, or Past President. The person may appear on the ballot during the second board service year, but may only serve when two full board years have passed.</p> <p>B. An individual may serve up to two consecutive terms as a non-President board member, if they are put forth as candidates for each term and win each election.</p> <p>C. After two consecutive terms as a non-President board member, an individual may not serve on the board for two full board service years. After that, they will be eligible once again to serve as a board member (any position, including the 3-year President positions). A person may appear on the ballot in the second year, but not serve until two full board years have passed.</p>
	<p>Section 10: Board Members and ANNY Membership</p> <p>Board members in all positions must be members of ANNY in good standing, as defined in Article IV, Section 3 and the Policies and Procedures Manual, for the entirety of their board service.</p>
<p>Article VII: OFFICERS OF THE BOARD</p>	
<p>Section 1: ANNY officers lead, and are accountable to, the Board of Directors of ANNY.</p>	

<p>Section 2: ANNY officers include the President, Vice President, Secretary, and Treasurer.</p>	<p>Section 2: ANNY officers include the President Elect, President, Past President, Treasurer, and Secretary</p>
<p>Section 3: Individuals elected as officers serve one-year renewable terms.</p>	<p>DELETE this section</p>
<p>Section 4: Duties of the President shall include:</p> <ul style="list-style-type: none"> <li>A. Acting as chief executive;</li> <li>B. Acting on behalf of the Board of Directors in the interim between meetings;</li> <li>C. Appointing standing and select committees, with approval of the Board of Directors;</li> <li>D. Officially representing ANNY;</li> <li>E. Preparing the agenda and presiding at all meetings of the Board of Directors;</li> <li>F. Serving as an ex-officio member on all standing committees.</li> </ul>	<p>DELETE item F.</p>
<p>Section 5: Duties of the Vice President shall include:</p> <ul style="list-style-type: none"> <li>A. Presiding at meetings of the Board of Directors in the President’s absence;</li> <li>B. Serving as chair of the membership committee;</li> <li>C. Assuming the office of President upon resignation or removal of the President;</li> <li>D. Performing other duties as delegated by the President and/or Board of Directors;</li> <li>E. Maintaining a portfolio of ANNY projects and events.</li> </ul>	<p>Section 5: Duties of the <b>President Elect</b> shall include:</p> <ul style="list-style-type: none"> <li>A. Presiding at meetings of the Board of Directors in the President’s absence;</li> <li>B. Assisting the President in other duties as the need arises;</li> <li>C. Assuming the duties of the President in the event that person cannot complete his/her term;</li> <li>D. Performing other duties as delegated by the President and/or Board of Directors or as outlined in the Policies &amp; Procedures Manual.</li> </ul>
	<p>Section 6: Duties of the Past President shall include:</p> <ul style="list-style-type: none"> <li>A. Presiding at meetings of the Board of Directors in the absence of both the President and President Elect.</li> <li>B. Serving as chair of the Nominating Committee, overseeing all responsibilities of that committee as defined in these bylaws.</li> <li>C. Performing other duties as delegated by the President and/or Board of Directors, or as outlined in the Policies &amp; Procedures Manual.</li> </ul>
<p>Section 6: Duties of the Treasurer shall include:</p> <ul style="list-style-type: none"> <li>A. Supervising the receipt, safekeeping, and accounting of all funds;</li> <li>B. Providing financial reports at each meeting of the Board of Directors;</li> </ul>	

<p>C. Disbursing ANNY funds as required;  D. Preparing the annual ANNY budget and financial report in cooperation with the President;  E. Maintaining appropriate fiscal/financial records of ANNY;  F. Performing other duties as assigned by the President and/or Board of Directors</p>	
<p>Section 7: Duties of Secretary shall include:</p> <p>A. Maintaining accurate records and files of all proceedings of meetings of the Board of Directors and responses from the membership;  B. Compiling notes and minutes of all meetings of the Board of Directors;  C. Transmitting completed meeting minutes to appropriate parties;  D. Performing other duties as assigned by the President and/or Board of Directors;  E. Maintaining a complete list of members and a mailing list of ANNY contacts.</p>	<p>Section 7: Duties of the Secretary shall include:</p> <p>A. Managing the ANNY website and its content;  B. Compiling notes and minutes of all meetings of the Board of Directors and transmitting completed meeting minutes to appropriate parties;  C. Ensuring that a complete list of current members and a mailing list of ANNY contacts is maintained;  D. Ensuring that proceedings of the Association follow Robert’s Rules of  E. Performing other duties as assigned by the President and/or Board of Directors.</p>
<p>Article VIII: ELECTIONS OF OFFICERS OF THE BOARD</p>	<p>DELETE - none of this section is still relevant since Board members are all elected to specific positions in the proposed bylaw changes.</p>
<p>Section 1: The offices of President, Vice President, Treasurer, Associate Treasurer, and Information Officer shall each be subject to annual election by the Board of Directors, with candidates for these offices selected from among the members of the Board.</p>	<p>DELETE</p>
<p>Section 2: The election of Board officers should take place within two weeks of a Board election.</p>	<p>DELETE</p>
<p>Section 3: The Board of Directors shall develop an internal process for the election of its officers, to be specifically outlined in a policies and procedures manual available to members on request.</p>	<p>DELETE</p>
<p>Section 4: Board officers shall be elected to their respective offices by majority consent of the voting members of the Board.</p>	<p>DELETE</p>
<p>Section 5: Officer Vacancies</p> <p>A. In the event that the President resigns or is removed from office by the Board, the Vice President assumes that office;</p>	<p>DELETE</p>

<p>B. If a vacancy occurs in the offices of Vice President, Secretary, or Treasurer more than 60 days prior to a Board election, then the Board of Directors shall elect an immediate replacement for that officer.</p>	
<p>Section 6: Any officer of the Board may be relieved of his or her duties at any time by a vote of three-quarters (3/4) of the remaining voting members of the Board.</p>	<p>DELETE</p>
	<p>Article VIII: Duties of Non Officer Board Members</p>
	<p>Section 1: Duties of the Membership Chair shall include:  A. Chairing the Membership Engagement Committee and ensuring that all responsibilities of that committee are fulfilled;  B. Maintaining accurate records of current members in good standing;  C. Promoting membership in ANNY, especially among institutions or stakeholders that are not currently active in the Association;  D. Performing other duties as assigned by the President and/or Board of Directors.</p>
	<p>Section 2: Duties of the Events Chair shall include:  A. Chairing the Events Committee and ensuring that all responsibilities of that committee are fulfilled;  B. Coordinating site selection and overseeing all aspects of event program and logistics;  C. Maintaining records of attendance at events, as well as archiving materials from ANNY events;  D. Performing other duties as assigned by the President and/or Board of Directors.</p>
	<p>Section 3: Duties of At Large Board Members shall include:  A. Serving on ANNY committees as necessary and determined with the committee chairpersons;  B. Performing other duties as assigned by the President and/or Board of Directors.</p>
	<p>Article 4: Associate Treasurer  A. The President has discretion to appoint one At Large Board Member to serve as Associate Treasurer, whenever the President deems this necessary.  B. Associate Treasurer will not be an Officer of the Board of Directors.</p>

	<p>C. This position is intended to support the Treasurer in any times when assistance is deemed valuable or necessary. The duties of the associate treasurer shall be determined by the Board of Directors, the President, and/or the Treasurer.</p>
	<p>Article IX: Committees of ANNY</p>
	<p>Section 1: Standing Committees.</p> <p>A. There shall be 3 standing committees: Events Committee, Nominating Committee, and Membership Engagement Committee.</p> <p>B. The Events Committee and Membership Engagement Committee shall be chaired by the board members who are elected to these chair positions, as described in Article V, Section 3. The Nominating Committee shall be chaired by the Past President, as per Article VI, Section 2 and Article VII, Section 6.</p>
	<p>Section 2: Additional and Ad Hoc Committees</p> <p>A. The Board of Directors may determine each year any additional committees that are necessary to fulfill the mission of ANNY. Any such committee should be outlined in the Policies and Procedures Manual, including committee membership or makeup, purpose, and responsibilities to be fulfilled.</p>
	<p>Section 3: Committee Members</p> <p>A. Committees shall consist of both Board members and non Board members, as specified in the Policies and Procedures Manual.</p> <p>B. Opportunities to volunteer for ANNY committees will be provided to the ANNY community on a periodic basis, and the process specified in the Policies and Procedures Manual.</p>
	<p>Section 4: Members on any ANNY committee shall not be compensated according to guidelines in the Policies and Procedures Manual.</p>
	<p>Article X: Meetings</p>
	<p>Section 1: Annual Conference and Business Meeting</p> <p>A. The Annual Conference of the Association shall be held each year at a site and date determined by the Board of Directors. The annual Business Meeting shall be held in conjunction with the Annual Conference.</p>

	B. Announcement of the annual Business Meeting shall be made to the membership of ANNY in writing (including electronically) at least thirty (30) days prior to the scheduled date of the meeting.
	Section 2: Special Business Meetings A. The Officers of the Board of Directors of ANNY may call a Special Business Meeting of the membership (not in conjunction with the Annual Conference), provided written notice of the date, time, and location for such a meeting is mailed (including electronically) at least fourteen (14) days prior to the scheduled date of the meeting.
	Section 3: Regular meetings of the Board of Directors are specified in Article V, Section 5. Special meetings of the Board of Directors are specified in Article V, Section 6.
Article IX: AMENDMENT PROCESS	Re-number to Article XI
Section 1: Formal amendments to the ANNY bylaws may be initiated by any of the following means:  A. Through action originating in the Board of Directors and approved by a majority vote of the Board; B. Through a petition submitted by any voting member of ANNY and approved by a majority of the Board of Directors; C. Through a petition signed by 25% or more of the members of ANNY, and filed with the Board Secretary.	
Section 2: Any provision of the ANNY bylaws may be suspended for a specified time by at least a two-thirds (2/3) majority of the voting members of the Board of Directors. Within 30 working days thereafter, the membership shall approve such changes by the majority consent of the ANNY members participating.	
Section 3: If a change to the bylaws requires immediate action, the Board of Directors may choose one of two courses of action:  A. It may circulate the proposed bylaws change among the entire membership via email communication for an electronic vote 30 days after publishing the proposed change; or B. It may temporarily enact a change to the bylaws with the unanimous consent of the voting members of the Board of Directors, which would then	

<p>be subject to membership approval at the next in-person meeting of the membership of ANNY.</p>	
<p>Section 4: Amendments to the bylaws are subject to the approval of the ANNY membership as follows:</p> <p>A. Members receive notice of a vote on the bylaws at least 30 days in advance of the vote;</p> <p>B. Members receive a copy of the bylaws, along with a summary of the suggested changes along with that notice;</p> <p>C. Amendments are approved with the majority consent of those voting, provided that voter participation is at least 40% of the membership; abstentions shall be counted as participation, but not as approval.</p> <p>D. Approved amendments take effect immediately upon the ratification of results by the ANNY Board.</p>	
<p>Article X: LEGAL STANDARDS</p>	<p>Renumber to Article XII</p>
<p>Section 1: ANNY is organized and shall be operated exclusively for charitable and educational purposes and shall not engage in any activity which is not permitted by an organization exempt from taxation under Section 501 ( c ) ( 3 ) of the Internal Revenue Code. No part of its net earnings shall inure to the benefit of any private individual except that reasonable compensation may be paid for services actually rendered and payments and distributions may be made in furtherance of the purposes of the group. No substantial part of its activities shall be for carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.</p>	
<p>Section 2: ANNY shall indemnify any and all of its Board members or officers, or former Board members or officers, or any person who may have served at its request as a Board member or officer, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them are made parties, or a party by reason of their being or having been Board members or officers of ANNY, except in relation to matters as to which any such Board member or officer or former Board member or officer shall be adjudged in such action or proceeding to be liable for negligence or misconduct in the performance</p>	



<p>of such duty. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled, under any bylaws, agreement, or vote of members or otherwise.</p>	
<p>Section 3: Membership to ANNY, including participation in all organizational activities and governance, is not based on age, color, handicap or disability, ethnic or national origin, race, religion, religious creed, sex, gender identity, marital status, parental status, veteran status, or sexual orientation.</p>	
<p>Article XI: DISSOLUTION</p>	<p>Renumber to Article XIII</p>
<p>Section 1: Although it is intended that ANNY be a continuing organization, circumstances may require that the organization at some point be dissolved. The dissolution of the organization may proceed in one of two ways:</p> <p>A. By vote of two-thirds (2/3) of the voting members of the Board of Directors, with a concurring vote of two-thirds (2/3) of the general membership participating in a vote on dissolution, ANNY may be dissolved;</p> <p>B. In the event that it becomes impossible to fill at least half of the seats on the Board of Directors with active and contributing volunteers, the remaining Board members shall enact a dissolution of the organization.</p>	
<p>Section 2: In the event of dissolution of ANNY, the last remaining officers, after paying or making provision for payment of all the liabilities of the organization from ANNY's resources, shall vest all remaining assets and materials only in an organization or organizations with the same purposes as, or purposes similar to, those of the ANNY. The recipient organization(s) shall qualify for exempt status as determined by the then extant section 501(c) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws, or to the federal government, or to a state or local government for a public purpose. No member of ANNY or private individual shall be entitled to share in the distribution of any of the assets upon dissolution of the organization.</p>	
<p>Article XII:BYLAWS RATIFICATION</p>	<p>Renumber to Article XIV</p>
<p>The principles, rules and procedures outlined in this document shall constitute the structure of operations and governance of ANNY. This set of bylaws will require a two-thirds (2/3) affirming vote of the current Board of</p>	

Directors of ANNY, and a two-thirds affirming vote by the ANNY membership at its first Annual Meeting.

## Transition plan if proposed changes are ratified

April 20	<p>Just after the Business Meeting at the Annual Conference, the proposed changes will be shared with voting members to review (they must be available for 30 days).</p> <p>If anyone has questions or comments, please add a comment to the document or email a member of the Nominating Committee (Betsy Carroll <a href="mailto:betsyac@gmail.com">betsyac@gmail.com</a> or Nancy DeRiggi <a href="mailto:nderiggi@pace.edu">nderiggi@pace.edu</a>)</p>
June 8	<p>On June 8 the election ballot for this year will be distributed to voting members. The Board will add a referendum item to that ballot giving those voting members the chance to vote (simple yay/nay/abstain) on the proposed bylaw changes as well.</p>
June 22	<p>Ballot for election closes; also closing the chance to vote on proposed bylaw changes.</p>
June 29	<p>On this day we are scheduled to announce the election results. We plan to announce the results of the referendum on bylaw changes at the same time.</p>
July 1	<p>New board term begins.</p>
July	<p>First board meeting of new term.</p> <p>At this meeting the Board will appoint people to the positions they were recruited for. This will be documented especially if the bylaws changes are ratified, in order to create a lawful transition between the old and new bylaws.</p>
July	<p>If the bylaws changes have been ratified, the Board will also determine any adjustments that need to be made to the terms of Board members, in order to meet the new requirements and develop a procedure to make those adjustments. A plan for this will be documented and shared with ANNY members.</p>
July & August	<p>The Board will revise any sections of the Policies &amp; Procedures manual that need adjusting to create consistency with the current bylaws.</p>

## Useful Links

### **Link to the Nomination Form**

The call for nominations is open until May 8, 2018. Please use this form to nominate yourself or a colleague.

There are 2 positions open this year on the Board.

<https://www.surveygizmo.com/s3/4300542/39a32792e64e>

### **Link to the Volunteer Form**

<https://www.surveygizmo.com/s3/4297925/ANNY-Volunteer-Form>