

The proposed bylaws revisions are shown in a "track changes" format, such that deletions appear as a strikethrough in the text, additions appear in **bold**, and rationale for more involved changes appears in *italics*.

## **10/29/16: Proposed updates to the Constitution and bylaws of the National Association of Science Writers, Inc.**

### **ARTICLE I.** General

*\*Rationale: Addition of a period applies to all section headings*

- Section 1. NAME OF ORGANIZATION. This organization shall be known as the National Association of Science Writers, Inc. (the "Association").
- Section 2. PURPOSE OF ORGANIZATION. This organization shall foster the dissemination of accurate information regarding science and technology through all media normally devoted to informing the public; and shall foster the interpretation of science and its meaning to society, in keeping with the highest standards of journalism. In addition, this organization shall foster and promote the professional interests of science writers.

### **ARTICLE II.** Membership

- Section 1. CLASSES OF MEMBERSHIP. There shall be three classes of membership in the Association: Regular, Honorary, and Student. **Unless otherwise specified in these bylaws (for example, by use of the phrase “any class” of members), references in these bylaws to “members” or the “membership” shall mean Regular members.**

*Rationale: Adding this sentence defines, very clearly, what it means when the word “members” is used throughout this document.*

- Section 2. REQUIREMENTS FOR REGULAR MEMBERSHIP. Regular members shall be people who are professional science writers or instructors of science writing. This includes — but is not limited to — journalists, authors, editors, producers, public information officers, and people who write and produce films, museum exhibits, and other material intended to inform the public about science and technology. Individuals applying for regular membership must present the names of two current members who endorse them for membership.
- Section 3. REQUIREMENTS FOR HONORARY MEMBERSHIP. Honorary membership may be extended to scientists or other persons who have notably aided the purposes of this organization as expressed in Article I, Section 2.
- Section 4. REQUIREMENTS FOR STUDENT MEMBERSHIP. Student members

shall be enrolled in a college or graduate level journalism program and/or science program.

- Section 5. RIGHTS OF MEMBERS. Regular members shall have full voting privileges. Student members and Honorary members ~~shall have all rights of membership except they~~ may not vote or hold office.

*Rationale: Particular rights of student and honorary members are addressed throughout these bylaws; it was not accurate to say that student and honorary members have all other rights except voting and holding office. For instance, "inspection" rights (viewing the record of members and the financial statements), are generally rights of regular members. NASW can always permit a student or honorary member to inspect the record of members or financials upon request whether or not written in these bylaws.*

- Section 6. RIGHTS OF INSPECTION. Any member who has been a member of record for at least six months immediately preceding his or her demand shall have the right to examine in person or by agent or attorney, during usual business hours, minutes of the proceedings of ~~its~~ **the Association's** members and list or record of members and to make copies from such records. An inspection may be denied to such member upon his or her refusal to furnish to the ~~corporation~~ **Association**, its transfer agent or registrar an affidavit that such inspection is not desired and will not be used for a purpose which is in the interest of a business or object other than the business of the ~~corporation~~ **Association** and that he has not within five years given, sold or offered for sale any list or record of members of any ~~corporation~~ **Association** or aided or abetted, or attempted or offered to aid or abet, any person in procuring any such list or record of members for any such purpose.

*Rationale: Bylaws should consistently refer to NASW as an Association.*

- Section 7. **ANNUAL AND REGULAR MEETINGS**. The Association shall have an annual meeting **of members** at a time and place designated by the Board. The Association may have other regular meetings **of members** at such times and places as may be designated by the Board.
- *Rationale: Formerly called Article VI, Section 1. Moved into a more generally accepted location. Adding "of members" clarifies what is meant by meeting.*
- Section 8. **SPECIAL MEETINGS**. Special meetings may be called at the direction of the Board or president. A group, consisting of a minimum of 10 percent of **the** members, may petition, in writing, the secretary to call a special meeting on a date not less than two months nor more than three months following the date of the petition. The secretary upon receiving the petition shall give notice of such meeting, or if the secretary fails to do so within **five** business days thereafter, any member signing such **petition** may give such notice. If, for a period of one month after the date fixed under the bylaws for the annual meeting of members or, if no date has been so fixed, for a period of thirteen months after the last annual meeting, there is a failure to elect a sufficient number of directors to conduct the business of the **Association**, the Board shall call a special meeting for the election of directors. If such special meeting is not called by the Board within two weeks after the expiration of such period or if it is so called but there is a failure to elect

such directors for a period of two months after the expiration of such period, the provisions of Section 604 of the New York Not-for-Profit Corporation Law (the “**N-PCL**”) shall apply.

*Rationale: Formerly called Article VI, Section 2. Moved into a more generally accepted location. Shorten action time to five days from ten. Change “demand” to “petition” for clarity.*

- **Section 9. NOTICE OF MEETINGS.** The secretary shall make sure that members are given written notice of **each membership meeting that states the place, date and hour of the meeting (a) personally**, by first class mail, **by facsimile telecommunication or by electronic** mail at least 10 days, but no more than 50 days, in advance; or (b) by other class of mail at least 30 days, but no more than 60 days, in advance. **If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at his or her address as it appears on the record of members, or, if he or she shall have filed with the secretary a written request that notice to him be mailed to some other address, then directed to him or her at such other address. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the member’s fax number or electronic mail address as it appears on the record of members, or, to such fax number or other electronic mail address as filed with the secretary. Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically (1) if the Association is unable to deliver two consecutive notices to the member by facsimile telecommunication or electronic mail; or (2) the Association otherwise becomes aware that notice cannot be delivered to the member by facsimile telecommunication or electronic mail.** If the meeting is a special meeting, the notice shall indicate that it is being issued by or at the direction of **the** person or persons calling the meeting and state the purpose or purposes for which the meeting is called.
- **Section 10. QUORUM.** ~~The lower of 100 or 10 percent of the regular members shall constitute a quorum.~~ **Members entitled to cast 100 votes or 10 percent of the total number of votes entitled to be cast, whichever is less, shall constitute a quorum.**

*Rationale: Formerly called Article IX, Section 2. Moved into a more generally accepted location. Wording clarified.*

**Section 11. VOTING.** Except where otherwise specified **in these bylaws** or required under applicable law, **(a) all actions of the Association shall be determined by the Board, and (b) whenever any corporate action, other than the election of directors, is to be taken by vote of the members, it shall be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon, if a quorum is present at such time. A member may cast his or her vote by proxy in any election of directors or officers, or for any other matter specified in these bylaws or specified by the board.**

*Rationale: Formerly called Article IX, Section 1. Language expanded to clarify non-board actions.*

### ARTICLE III. -Board of directors

- Section 1. POWERS. The Association shall be managed by its Board of Directors (the "Board").
- Section 2: **NUMBER AND QUALIFICATIONS.** In addition to the four ex officio directors described in Article IV ~~or of~~ these bylaws, the ~~executive board~~ **Board** shall also consist of 11 **board** members at large. Any regular ~~association~~ **Association** member, at least 18 years of age, is eligible to serve as a board member ~~at large~~. **As used in these bylaws, the phrase "entire Board" means 15 directors.**

*Rationale: This section didn't have a subhead, and one is added here. Clarification of terms.*

- Section 3. TERM OF OFFICE. All ~~officers and~~ **at-large** board members shall serve for two years commencing no more than 4 months following their election and until a successor ~~officer or~~ director has been elected and qualified.
- Section 5. ELECTION OF BOARD MEMBERS AT LARGE. The ~~executive board~~ **Board** will set the timing of the biennial NASW elections **of board members at-large** within the six months prior to an annual meeting **of members**. The executive director shall cause to be prepared and sent to all members a proxy form reflecting all nominations made in conformance with this Article III. Board members shall be elected **at an annual meeting** by a plurality of the votes cast by ~~regular~~ members entitled to vote in the election, **if a quorum is present at such time.**
- Section 6. VACANCIES. A vacancy or vacancies in the Board shall be deemed to exist in case of (a) the death, resignation or removal of any director; or (b) the increase of the authorized number of directors. Any director may be removed with cause by vote of the **members or the** directors at a duly held meeting. Such vacancy or vacancies shall be filled by vote of the members at a regular or special meeting.
- *Rationale: This addition provides for removal of individual board members, i.e. directors, by members as well as other board members.*
- Section 7. PLACE OF MEETINGS OF THE BOARD. Meetings of the Board shall be held at any place within or outside the State of New York that has been designated from time to time by the Board.
- Section 8. REGULAR MEETINGS. Regular meetings of the Board may be held without notice on such dates and at such times as may be fixed from time to time by the Board.
- Section 9. SPECIAL MEETINGS. Special meetings of the Board for any purpose or purposes may be called at any time by (a) the President; or (b) any director upon

the written demand of no less than one-fifth of the entire Board. Notice of the time and place of **each special meetingsmeeting of the Board** shall be given~~sent~~ to each director by (i) ~~personal delivery of written notice;~~ (ii), **via electronic mail or first-class mail, postage prepaid;** (iii) ~~telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director;~~ (iv) facsimile; (v) **electronic mail;** or (vi) **other electronic means.** Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of this corporation or as may have been given to this corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. Notice of a special meeting sent by first-class mail shall be deposited in the United States mails, **addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request made to the secretary) or shall be communicated to each director via facsimile transmission at his or her residence or usual place of business,** at least four days before the time set for~~day on which the meeting~~. Notice of a ~~is to be held;~~ **provided, however, that notice of special meetings to discuss matters requiring prompt action may be** given personally or, by telephone, facsimile,~~by electronic mail or other similar means of communication, shall be delivered, telephoned, or otherwise sent, as appropriate, at least 48, or by facsimile transmission, no less than forty-eight~~ hours before the time set for~~at which such meeting is to be held, unless the meeting~~. Notice of a special meeting shall state the time of the meeting and the place. The notice need not specify the purpose of the meeting. **must be held within forty-eight hours.**

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*Rationale: Allows Board members to be notified of meetings in several ways that are consistent with N-PCL.*

- **Section 10. WAIVER OF NOTICE.** Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Director by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

- *Rationale: This section added to comply with N-PCL.*

- ~~Section 10~~**11. QUORUM AND VOTING.** A majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. **Unless otherwise provided by applicable law or these bylaws, the vote of a majority of the directors present at the time of a vote, if a quorum is**

**present at such time, shall be the act of the Board. Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote for purposes of calculating a quorum.**

- Section ~~11~~**12. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE.** Members of the Board ~~may participate in~~**who are not physically present at a meeting through use of the Board may participate by means of a** conference telephone or similar communications equipment, ~~so long as all members participating in such meeting can hear one another at the same time or by~~**electronic video screen communication.** Participation by such means shall constitute presence in person at a meeting. **as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.**
- *Rationale: This allows for other technologies, like Skype, to conduct board meetings.*
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- Section ~~12~~**13. ACTION WITHOUT MEETING.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall consent ~~in writing~~ to the adoption of a resolution authorizing the action. Such ~~action by written consent~~**may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.**
- *Rationale: Added language here clarifies how the Board can take action outside of a meeting of the Board.*
- Section ~~13~~**14. ADJOURNMENT.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting of the Board to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent **or other** directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.
- Section ~~14~~**15. BOARD COMMITTEES OF THE BOARD.** The Board, by resolution

adopted by a majority of the ~~directors then in office~~ **entire Board**, may create one or more committees **of the Board**, each consisting of three or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to ~~standing~~ committees of the Board shall be by majority vote of the ~~directors then in office~~ **entire Board**. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any ~~Board~~ **A committee of the Board** shall have all the authority of the Board, to the extent provided in the Board resolution **or these Bylaws**, except ~~with respect to that no committee of any kind shall have authority as to the following matters or as to any other matters that may be specified in Section 712(a) of the N-PCL as matters as to which no committee shall have authority:~~

(a) the submission to members of any action requiring members' approval under the ~~NPC Law~~ **N-PCL**; (b) the filling of vacancies in the Board or in any committee; (c) the fixing of compensation of the directors for serving on the Board or on any committee; (d) the amendment or repeal of the bylaws or the adoption of new bylaws; **and** (e) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable. ~~The~~

(1) **Executive Committee.** ~~The~~ Executive Committee shall be a ~~standing Board~~ committee **of the Board** composed of the four ex officio directors. ~~The, as described in Article IV.~~

**Except as provided in Section 15 of this Article, the** Executive Committee shall have the power to act in place of the Board between Board meetings on routine corporate matters. ~~Appointments to special committees of the Board shall be made by the President, with the consent of the Board; provided, however, that the Board may directly make the appointments without action of the President, at the Board's sole discretion.~~

- *Rationale: Existing language makes two different provisions for how Board committees are appointed. Proposed language clarifies that Board committees are appointed by majority vote of the Board unless otherwise noted, i.e. the Exec. Comm. Authority of Board committees is limited by the delineated above and a provision is included that keeps tabs with any changes in N-PCL without the need for future amendments any time law is adjusted.*
- ~~Section 15~~ **16. COMMITTEES OF THE CORPORATION.** The Board may from time to time ~~appoint~~ **create** non-Board committees of the corporation as ~~deemed~~ **it deems** appropriate, ~~consisting of.~~ **Unless otherwise provided herein or by resolution of the Board or the members, (a) the Board shall appoint the initial members of such committees, and, thereafter, (b) each such committee shall, by majority vote, elect its members. The members of such committees may be** directors and/or persons who are not directors. **Such committees shall have such authority as designated by the Board,** but ~~such committees shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of committees of the corporation shall be as prescribed by the chairman of each such committee,~~

and meetings of any committees of the corporation may be called by the President or the chairman of such committee. **No such committee of the corporation shall have the authority to bind the Board.**

*Rationale: The proposed language clarifies existing language about Committees of the Corporation given in current Article III, Section 15.*

#### ARTICLE IV. Officers

- Section 1. OFFICERS. The elected officers of the Association shall consist of a president, a vice-president who shall be president-elect, a treasurer, and a secretary, who shall all be ex officio directors. ~~A substantial majority of an officer's science-writing activities shall be journalism. Officers may not write press releases or otherwise act on behalf of an institution or company to affect media coverage while they serve in office. Officers who engage in such activities shall notify the Board immediately. They may remain on the Board, but the Board shall appoint another fully qualified member to carry out the officer duties.~~ **Candidates shall be regular members in good standing at the time of their nomination. No employee of the Association shall serve as President unless permitted by and in accordance with Section 713 of the N-PCL.**
- *The strikethrough and bold italics addition is the language proposed by a petition of 39 members. For background, please see <https://www.nasw.org/article/proposed-amendment-background-discussion-comments> It will be voted on separately, but is included here for the sake of completeness.*
- *Update Rationale: The last sentence (bold, no italics) attempts to prevent conflicts of interest.*
- Section 2. NOMINATION PROCESS. ~~Within one year after election, the president shall appoint a~~ **The** nominating committee of no fewer than five members who shall nominate one member for vice-president/president-elect, one member for secretary, and one member for treasurer. The membership and nominating committees may request material from candidates to identify those who would qualify as officers, as set forth in Section 1 of this Article IV. The membership committee shall determine which nominees meet the qualifications for officer. A group of 20 or more members may nominate by petition to the nominating committee members for vice-president/president-elect, secretary, and treasurer. These nominees must meet the requirements as set forth in Section 1 of this Article IV, as determined by the membership committee. All nominations **of an officer**, whether by the nominating committee or by petition, shall be forwarded to the executive director no less than six months prior to the end of the current ~~Board members'~~ **officer's** term.
- Section 3. ELECTION OF OFFICERS. The officers of this Association shall be elected by a vote of the regular members. Vacancies of such offices may be filled by ~~the vote of a majority of~~ **board members then in office** or by a vote of the members at a regular or special meeting.



- Section 4. TERM OF OFFICE. All officers shall serve for two years following their election and until a successor officer has been elected and qualified; **provided, that each individual elected as a vice-president shall serve as vice-president for two years and then as president for two years, for a total term of four years.**

- ~~Rationale: This section clarifies that the VP is the President-elect, drawn from existing Article IV., Section 6.~~

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Section 5. DUTIES OF THE PRESIDENT. The president shall: (a) Preside over all meetings of the Association; (b) Call special meetings when they are considered advisable;

(c) Call to the attention of the membership any development threatening the functions of the organization or of its members, or any method of improving the activities of the Association;

(d) Appoint nominating committee and membership committees, and any other committees that are desirable; ~~(e) Arrange for participation of the Association in other meetings and conferences as needed; and (fe) Represent the Association in any activities in which the Association may be involved, or provide~~**arrange for such representation.**

- *Rationale: Removes two appointment duties to more closely mirror practice.*

- Section 6. DUTIES OF THE VICE-PRESIDENT. The vice-president shall: (a) Assume the functions of the president when the president is unable to perform them, or when the president chooses to delegate them; **and** (b) Serve as president-elect, and assume the presidency when the president completes his or her term or otherwise leaves office.

- Section 7. DUTIES OF THE SECRETARY. The secretary shall: (a) Record the proceedings of all meetings of the Association and provide each board member **with** a copy of the minutes of ~~any board~~ meeting within one month after such meeting; (b) Write a summary of the annual meeting **and any other meeting of the members** to be circulated to the membership **and filed as the minutes of a meeting of the members.**

- Section 8. DUTIES OF THE TREASURER. The treasurer shall: (a) Plan an annual budget to be considered by the Board; **and** (b) Transmit to the membership an annual summary of the financial status of the organization **Association, as further described in Article X, Section 3.**

## ARTICLE V. ARTICLE V — Membership process

- Section 1. ACCEPTANCE OF NEW MEMBERS. The president shall appoint ~~a membership committee of at least five regular members to judge~~**shall judge all**

**classes of** membership applications whenever questions arise about an applicant's qualifications. If the committee rejects an applicant, the committee shall inform the candidate of the reason for doing so. Decisions of the membership committee may be appealed to the Executive Committee.

*Rationale: Membership committee need not be appointed by president.*

- Section 2. HONORARY MEMBERS. Honorary members, nominated by the Board or by petition submitted to the Board and signed by no fewer than 20 regular members, shall be elected by the members at a regular meeting.

## **ARTICLE VI. ~~ARTICLE VI~~ — Membership meetingsDues**

- ~~Section 1. MEETINGS. The Association shall have an annual meeting at a time and place designated by the Board. The Association may have other regular meetings at such times and places as may be designated by the Board.~~

- ~~Section 2. SPECIAL MEETINGS. Special meetings may be called at the direction of the Board or president. A group, consisting of a minimum of 10 percent of regular members,~~

~~may petition in writing, the secretary to call a special meeting on a date not less than two months nor more than three months following the date of the petition. The secretary upon receiving the petition shall give notice of such meeting, or if the secretary fails to do so within 10 business days thereafter, any member signing such demand may give such notice. If, for a period of one month after the date fixed under the bylaws for the annual meeting of members or, if no date has been so fixed, for a period of thirteen months after the last annual meeting, there is a failure to elect a sufficient number of directors to conduct the business of the corporation, the Board shall call a special meeting for the election of directors. If such special meeting is not called by the Board within two weeks after the expiration of such period or if it is so called but there is a failure to elect such directors for a period of two months after the expiration of such period, the provisions of Section 604 of the NPC Law shall apply.~~

- ~~Section 3. NOTICE OF MEETING. The secretary shall make sure that members are given written notice of all membership meetings (i) personally or by first class mail at least 10 days, but no more than 50 days, in advance; or (ii) by other class of mail at least 30 days, but no more than 60 days, in advance. If the meeting is a special meeting, the notice shall indicate that it is being issued by or at the direction of person or persons calling the meeting and state the purpose or purposes for which the meeting is called.~~
- *Rationale: Existing Article VI now Article I, Sections 7-9.*

## **ARTICLE VII — Dues**

~~• Section 1. FISCAL YEAR. The fiscal year of the Association shall begin on July 1 and end on June 30.~~

- *Rationale: This being moved to new Article X, Section 2.*
- Section 21. DUES. Membership dues **for all classes** shall be fixed from time to time by vote of the Board.
- Section 32. ARREARS. A member **of any class** whose dues remain unpaid by February 28 shall be considered in arrears. A member **of any class** in arrears shall have all services suspended and may not vote until dues and any applicable fees are paid in full.

## **ARTICLE VII. ~~ARTICLE VIII~~ — Membership Sanctions**

- Section 1. NOTICE OF TERMINATION OF MEMBERS FOR NONPAYMENT OF DUES. Any member **of any class** who remains in arrears regarding payment of dues for 12 months shall be given 30 days' notice that if dues are not paid at the end of the 30-day period, his or her membership shall be terminated. In each case, the executive director shall give the delinquent member notice by any method reasonably calculated to provide actual notice.
- Section 2. TERMINATION OF MEMBERS. A membership **of any class** shall terminate on occurrence of any of the following events: (i) resignation of the member; (ii) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; (iii) the member's failure to pay dues, fees, or assessments as set by the Board within the 30-day notice period as described in Section 1 (but such a terminated member may re-apply for membership after satisfying all payments in arrears); or (iv) conduct substantially prejudicial to the purposes and interests of the Association, as determined under Section 4 of Article ~~VIII~~**VII** of these bylaws.
- Section 3. SUSPENSION OF MEMBERS. A member **of any class** may be suspended or have certain privileges of membership revoked for a limited time for conduct substantially prejudicial to the purposes and interests of the Association, as determined under Section 4 of Article ~~VIII~~**VII** of these bylaws.
- Section 4. PROCEDURES FOR SUSPENSION OR TERMINATION OF MEMBERSHIP. Should the president, or any three members, find the conduct of a member **of any class** to be substantially prejudicial to the best interests of the Association, they shall deliver a signed, written complaint to the Executive Director or to any officer or Board member.

Within two ~~working~~**business** days of the Association's receipt of **such** a complaint, the accused member shall be notified of the charges. Notice shall be given by any method reasonably calculated to provide actual notice and by first-class mail or overnight delivery by a nationally-recognized carrier to the member's last address as shown on the ~~corporation's~~**Association's** records. Within 20 ~~calendar~~ days of this notification, the executive director or, if the executive director is absent or is the

object of the complaint, an officer or director designated by the president, shall arrange for the complaint to be heard by one of the following bodies: (i) when the accused member is an officer, board member, or employee of the ~~organization~~**Association**, the accused member will have the charges heard by an ad hoc committee of seven members, randomly selected from the membership until seven members are found who are willing and able to serve on such a committee (the "**Ad Hoc Committee**"); or (ii) when the accused member ~~does not hold office~~**is not an officer, board member, or employee of** the Association, that member may choose to have the charges heard by the Board or by ~~an~~**the** Ad Hoc Committee.

The Board or Ad Hoc Committee hearing the charges will promptly set a hearing date. The accused member shall be provided with all evidence to be presented to the Board or Ad Hoc Committee at least ten ~~calendar~~ days before the hearing on the complaint and shall have full opportunity to present rebutting or exculpatory evidence and argument. The Board or Ad Hoc Committee may vote by a simple majority to grant a 30-day extension for the accused member to prepare his or her defense if ~~the~~**such** member cites a need for additional time. The Board or Ad Hoc Committee may grant, in its discretion, additional 30-day extensions at ~~the~~**such** member's request.

A vote of at least five members of the Ad Hoc Committee, or at least two-thirds of the members of the Board participating in the hearing, shall be necessary to sustain the complaint. If the complaint is sustained, the Board or Ad Hoc Committee shall determine the sanctions to be imposed, which may include expulsion or suspension. The Board or Ad Hoc Committee will render a written decision on the charges after the hearing and will notify the accused member of the decision by first class mail or overnight delivery by a nationally recognized carrier. No individual shall participate in processing or reviewing a complaint if he or she is a complainant or the accused member, or if he or she has a conflict of interest involving complainants or the accused member.

A member **of any class** who wishes to appeal a judgment, must file an appeal within 21 days of being notified of the judgment. The appeal will be heard and voted on by the ~~general~~ membership at the next annual meeting, provided this meeting occurs at least 30 ~~calendar~~ days after the appeal is filed. In the event that the appeal is filed within 30 days of the next annual meeting, the appeal hearing shall be heard at the following annual meeting. Any and all disciplinary action against the accused shall be suspended pending outcome of the appeal. Prior to the appeal hearing, all pertinent information determined by the Board to be pertinent and all evidence provided by the accused at the initial hearing will be made available to the ~~entire~~ membership in secure electronic format. The vote of the membership will be recorded by paper ballot for those members attending the meeting, and by proxy for those members not present **in person**. A vote of at least two-thirds of members voting shall be required to sustain the Board's or Ad Hoc ~~committee's~~**Committee's** judgment.

**Nothing in this Article VII shall affect the ability of the Board or the members to remove an officer or director in his or her capacity as such, as otherwise provided by law or these bylaws.**

- Rationale: Addition of “ is not an officer, board member, or employee of” mirrors language earlier in graf. Removal of directors addressed in Article III, Section 6.

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#### ~~ARTICLE IX — Decision process~~

- ~~Section 1. VOTES. Except where otherwise specified herein or required under applicable law, all actions of the Association shall be determined by the Board.~~
- *Rationale: This section is not being deleted, but rather moved up to Article I, Section 11.*

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- ~~Section 2. QUORUM. The lower of 100 or 10 percent of the regular members shall constitute a quorum.~~

- *Rationale: This section is not being deleted, but rather moved up to Article I, Section 10.*

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#### **ARTICLE VIII. — RELATED PARTY TRANSACTIONS AND CONFLICT OF INTEREST POLICY**

- **Section 1. DEFINITIONS.** A “related party transaction” is any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the Association or any affiliate of the Association is a participant. A “related party” is (i) any Director, Officer or key employee of the Association or any of its affiliates, or any other person who exercises the powers of Directors, Officers or key employees over the affairs of the Association or any affiliate of the Association; (ii) any relative of any individual described in clause (i) above; or (iii) an entity in which any of the above individuals has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent. A “relative” of an individual is (i) his or her spouse or domestic partner, (ii) his or her ancestors, siblings, children, grandchildren, great-grandchildren; or (iii) the spouse or domestic partner of his or her siblings, children, grandchildren, or great-grandchildren. A “substantial financial interest” is one that, based on all the facts and circumstances, is determined by the Board or an authorized committee thereof to be significant to the related party. For purposes of this Article, other terms have the meanings assigned to them in Section 102 of the N-PCL.

- *Rationale: This new section added to comply with N-PCL and best practices.*

- **Section 2. PROCEDURES FOR RELATED PARTY TRANSACTIONS.** Before the

Association may enter into any related party transaction, the following procedures must be followed:

**(a)** Any Director, Officer, or key employee who has an interest in a related party transaction shall disclose that interest in good faith to the Board or an authorized committee thereof, and the material facts concerning such interest;

**(b)** No related party may participate in deliberations or voting relating to a related party transaction in which he or she has an interest; provided that the Board or authorized committee may request that a related party present information as background or answer questions concerning a related party transaction at a Board or committee meeting prior to the commencement of deliberations or voting relating thereto;

**(c)** The Board or authorized committee thereof must determine that the transaction is fair, reasonable, and in the Association's best interest; and

**(d)** The Board or authorized committee thereof must contemporaneously document in writing the basis for the board or authorized committee's approval, including its consideration of any alternative transactions.

- **Section 3. PROCEDURES FOR SUBSTANTIAL RELATED PARTY TRANSACTIONS.** In addition to the procedures in Section 2 above, before the Association may enter into any related party transaction in which a related party has a substantial financial interest, the Board or authorized committee thereof must:

**(a)** Consider alternative transactions to the extent available, determine that the transaction is fair, reasonable, and in the Association's best interest, and approve the transaction by not less than a majority vote of the directors or committee members present at the meeting; and

**(b)** Contemporaneously document in writing the basis for the board or authorized committee's approval, including its consideration of any alternative transactions.

- **Section 4. CONFLICT OF INTEREST POLICY.** The Corporation shall maintain a Conflict of Interest Policy that complies with the requirements of applicable law.

- *Rationale: NASW has had a Conflict of Interest Policy in place since 2009. This codifies the need for one in our bylaws.*

- Section 1. AMENDMENTS. An amendment to this constitution and bylaws may be proposed by the vote of three-fourths of the ~~regular members~~ present at a regular meeting, **by vote of the Board**, or by petition to the president of no fewer than 20 ~~regular members~~. The proposed amendment shall be circulated to the membership and put to a vote at a meeting, and shall be adopted if ~~accepted by at least 50 percent of regular~~ **approved by vote of a majority of the** members voting at a ~~regular or special~~ **such** meeting.
- *Rationale: Allows board to propose amendments and bylaws updates as needed to keep pace with N-PCL without having to petition. Changing 50% to "majority" is more correct. Currently, a 50/50 split or tie, would be viewed as success.*

## **ARTICLE X. ~~ARTICLE XI~~ — Other provisions**

- Section 1. INDEMNIFICATION. The ~~corporation~~ **Association** shall, to the maximum extent permitted by the ~~New York Not-for-Profit Corporation Law (the "NPC Law")~~ **N-PCL**, indemnify each of its members, directors, and officers against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of (a) the acts or obligations of the ~~corporation~~ **Association** or (b) the fact any such person is or was a director or officer of the ~~corporation~~ **Association**. In both circumstances, the Association shall advance to such member, director, or officer expenses incurred in defending any such proceeding to the maximum extent permitted by ~~the Law~~ **law**. For purposes of this ~~Section 12.1~~ **Article**, a "member," "director," or "officer" of the ~~corporation~~ **Association** includes any person who is or was a member, director, or officer of the ~~corporation~~ **Association**, or is or was serving at the request of the ~~corporation~~ **Association** as a member, director, or officer of another corporation, or other enterprise, or was a member, director, or officer of a corporation which was a predecessor ~~corporation~~ of the ~~corporation~~ **Association** or of another enterprise **serving** at the request of such predecessor ~~corporation~~ **of the Association**. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the ~~corporation~~ **Association**, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the ~~NPC Law~~ **N-PCL**. Notwithstanding any of the foregoing, the indemnity obligations of the ~~corporation~~ **Association** under this ~~Section 12.1~~ **Article** do not include any obligation to defend any member for any actions taken or not taken by **such** member or an affiliate of **such** member in violation of these bylaws.
- **Section 2. FISCAL YEAR.** The fiscal year of the Association shall begin on July 1 and end on June 30.
- *Rationale: No change. Just moved from previous Article VII, Section 1.*
- **Section 23. ANNUAL REPORT OF DIRECTORS.** The Board shall present at the

annual meeting of members a report, verified by the president and treasurer or by a majority of the directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail the following:

- (a) ~~1-~~The assets and liabilities, including the trust funds, of the ~~corporation~~**Association** as of the end of a 12-month fiscal period terminating not more than six months prior to said meeting.
- (b) ~~2-~~The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- (c) ~~3-~~The revenue or receipts of the ~~corporation~~**Association**, both unrestricted and restricted to particular purposes during said fiscal period.
- (d) ~~4-~~The expenses or disbursements of the ~~corporation~~**Association**, for both general and restricted purposes, during said fiscal period.
- (e) ~~5-~~The number of members of the ~~corporation~~**Association** as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.
- (f) ~~6-~~~~The~~**This** annual report of ~~directors~~ shall be filed with the records of the ~~corporation~~**Association** and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of members.

- Section ~~34~~. FINANCIAL STATEMENTS. Upon the written request of any person who shall have been a member of record for at least six months immediately preceding his or her request, the ~~corporation~~**Association** shall give or send to such member an annual balance sheet and profit and loss statement or a financial statement performing a similar function for the preceding fiscal year, and, if any interim balance sheet or profit and loss or similar financial statement has been distributed to its members or otherwise made available to the public, the most recent such interim financial statement. The ~~corporation~~**Association** shall be allowed a reasonable time to prepare such annual balance sheet and profit and loss or similar financial statement.





