

**MEMO**

September 1, 2021

**TO:** ISAP Membership

**FROM:** ISAP Board of Directors

**RE: Notification:** ISAP **ADDITIONAL** Bylaws Change Vote on October 2, 2021

ISAP Board of Directors has approved recommending to the membership a bylaws change to combine the offices of Secretary and Treasurer into one position – Secretary/Treasurer. Further the Board of Directors recommends eliminating the position of President Elect and changing the Vice President position to automatically advance to President.

These changes will increase the efficiency of the Board and provide a shorter time requirement for officer service.

Comments on this change can be provided to the ISAP Board of Directors at info@isaponline.org.

-----  
**ARTICLE V - BOARD OF DIRECTORS**

Section 5.1 POWERS AND DUTIES

- I. Have the power to fill vacancies in all elective offices, with the exception of the President for the remainder of the term at a regular or special meeting, unless otherwise provided in these Bylaws.

Deleted: and President

Deleted: Elect,

-----  
**ARTICLE VI - MEETINGS**

Section 6.4 PROCEDURE

The President shall serve as presiding officer of the meetings of the Board of Directors. The Vice President shall preside in the absence of the President. If both the President and the Vice President are absent, the Board of Directors may choose its own presiding officer.

Deleted: -Elect

Deleted: -Elect

-----  
**ARTICLE VII - COMMITTEES**

Section 7.1 COMMITTEES

- A. Appointment of Committee Members. Three months prior to the Annual General Meeting, the Vice President shall solicit nominees for appointments as committee members and chairpersons for the coming year. The Vice President shall not be limited to such nominees in making appointments. Except as otherwise provided

Deleted: -Elect

Deleted: -Elect

in these Bylaws, at the first meeting of the Board of Directors immediately following each Annual Business Meeting of the Society, the incoming President (previously, the Vice President) shall appoint the chairpersons and the membership of all committees of the Board of Directors. Unless otherwise specified in these Bylaws, the President shall appoint members of committees to fill unexpected vacancies as they occur.

Deleted: -Elect

### Section 7.3 CLASSIFICATION OF STANDING COMMITTEES AND SUBCOMMITTEES

#### B. Lines of Authority

1. Nominating Committee – The Vice President shall oversee the operations of the Nominating Committee following administrative committees and subcommittees:

Deleted: -Elect

### Section 7.6 NOMINATING COMMITTEE

- A. Composition – the Nominating Committee shall consist of four (4) members, at least two of whom shall be members of the Board of Directors. The Vice President shall be a consultant member. The Immediate Past-President of the Society shall be a member of the Nominating Committee representing the membership and shall serve as chairperson. In the event he/she is unable or unwilling to serve, the President shall appoint a chairperson.

Deleted: -Elect

B. List of Nominees to be Presented by the Nominating Committee – The Nominating Committee shall submit nominees according to the following timetable:

1. President - annually succeeded by Vice President,
2. Vice-President and Secretary/Treasurer - annually.
3. At-large members of the Board of Directors – three (3) annually.

Deleted: -Elect

Deleted: President-Elect,

Deleted: ,

Deleted: , and

In the event of a vacancy in any elective office, except that of the President, the Nominating Committee shall recommend candidates to fill the vacant office.

Deleted: or the President-Elect

- F. Nomination by Petition – A written petition signed by at least 15 Active members, in good standing, may be submitted to the chairperson of the Nominating Committee, not later than July 15<sup>th</sup>, recommending the nomination of an active member in good standing for one of the following elective offices: Vice-President, Secretary, Treasurer. Active members, in good standing, may nominate themselves or another Active member of the Society to serve as a Director.

Deleted: President-Elect,

Deleted: , and

### Section 7.10 JUDICIAL COMMITTEE (ad hoc)

- A. Composition – The Executive Committee shall serve as the Judicial Committee of the Society and shall consist of the elected officers of the Society including the Vice

President who shall serve as chairperson. The Immediate Past-President shall serve as an ex officio member of this committee.

Deleted: -Elect

Section 7.11 FINANCE COMMITTEE (ad hoc)

- A. Composition – The Executive Committee shall function as the Finance Committee and shall consist of the elected officers of the Society including the Secretary/Treasurer, who shall serve as chairperson of this Committee. The Committee shall advise the Executive Director regarding the annual budget, handling of reserve funds and other financial matters.

**ARTICLE VIII - OFFICERS**

Deleted: y

Section 8.1 OFFICERS

The officers of the Society shall be President, Vice-President, and Secretary/Treasurer.

Deleted: President-Elect,

Deleted: and

Section 8.2 TERMS OF OFFICE

- A. The President shall serve for a term of one (1) year and may not be reelected for a second successive term.
- B. The Vice President shall be elected for a term of one (1) year prior to assuming the Presidency at the Annual Business Meeting.
- C. ~~The Vice-President shall be elected for a term of one (1) year.~~
- C. The Secretary/Treasurer shall be elected for a term of one (1) year and may be re-elected for additional one (1) -year terms.

Deleted: -Elect

Formatted: Strikethrough

Deleted: and

Formatted: Indent: Left: 0.5", No bullets or numbering

Section 8.5 VICE PRESIDENT

Deleted: -ELECT

The Vice President shall perform the duties of the President during absence or disability and shall be an ex officio member of all committees but shall serve on the Nominating Committee as a consultant member. The Vice President shall serve as chairperson of the of the Executive Committee when meeting on judicial matters. The Vice President shall advance to the office of President without the process of nomination and election.

Deleted: -Elect

Deleted: committees, but

Deleted: -Elect

Deleted: -Elect

A vacancy occurring in the office of President by death, disability, resignation, or removal shall be filled immediately by the Vice President for the unexpired term, but this interim term as Acting President shall in no way invalidate the orderly succession to President for a regular term. The office of Vice President shall then remain vacant until the next regular election of the Society. Such service on the part of the Vice President for a partial term as President shall not affect the regular presidential term.

Deleted: resignation

Deleted: -Elect

Deleted: -Elect

Deleted: -Elect

~~Section 8.6 VICE PRESIDENT~~

Formatted: Strikethrough

The Vice-President shall be an ex officio member of the Committee on Bylaws and shall be responsible for the organization, function, and coordination of the administrative committees of the Society.

**Deleted:** The Vice-President shall assist the President in the discharge of his/her duties and functions. Except as otherwise provided in these Bylaws, the Vice-President shall perform the duties of the President during the absence or disability of both the President and President-Elect and shall perform all the duties specifically required in these Bylaws.

**Deleted:** function

The Vice-President shall be an ex-officio member of the Annual Scientific Meeting Committee.

#### Section 8.7 SECRETARY/TREASURER

The Secretary/Treasurer shall supervise the Executive Director who shall act as the official custodian of the Bylaws and of all records of this Society. The Secretary/Treasurer shall have general supervision of the financial affairs of the Society subject to the direction of the Board of Directors. The Secretary/Treasurer shall obligate the Society only for debts authorized by the Board of Directors. The Secretary/Treasurer shall direct payment of all authorized obligations of this Society in accordance with the financial policies and procedures approved by the Board of Directors.

**Deleted:** The duties of the Secretary shall be to:¶

A. Advise the Board of Directors on the status of Society funds and on the preparation of the annual budget with a detailed account of all receipts and disbursements.

B. Supervise the Executive Director in their responsibility for collecting all dues and assessments and supervising established accounting and investment procedures for the handling of the Society's funds.

C. Report on the financial condition of the Society to the membership at each Annual Business Meeting.

D. Submit to the Board of Directors at its Fall meeting a complete list of the names and addresses of all paid-up and exempt members in good standing in the Society.

E. Attend all annual or special meetings of this Society and review the minutes of the proceedings of all the meetings of the Society, the Board of Directors, and the Executive Committee, and assure the proper filing of the records thereof.

**Formatted:** Indent: Left: 0.5", No bullets or numbering

**Deleted:** Society, and

**Deleted:** Directors

F. By way of the Executive Directory, issue official notice of all annual or special meetings of the Board of Directors and of this Society.

**Formatted:** Indent: First line: 0.5", No bullets or numbering

G. Serve as Secretary of the Board of Directors.

**Formatted:** Indent: First line: 0.5", No bullets or numbering

H. Tabulate and announce the official results of all balloting.

**Deleted:** ¶

I. By way of the Executive Directory, notify all Honorary members of their election.

**Formatted:** Indent: First line: 0.5", No bullets or numbering

**Formatted:** Indent: First line: 0.5", No bullets or numbering

J. In consultation with the Executive Directory, conduct such formal official correspondence in the corporate name of this Society as the Board of Directors or the President may direct.

Formatted: Indent: First line: 0.5", No bullets or numbering

K. Report to the Board of Directors at regular meetings of the Board of Directors and at such other times as the Board of Directors may direct on the status of membership in the Society. This report shall reflect the number and identity of (1) new members elected, (2) members whose membership category has changed, (3) members who have resigned and (4) members who are deceased.

Formatted: Indent: First line: 0.5", No bullets or numbering

L. Furnish to the Board of Directors or the President such information as may be necessary or desirable to conduct the Society's business.

Formatted: Indent: First line: 0.5", No bullets or numbering

M. Submit to the membership, at the Annual Business Meeting, a report of the transactions of the Board of Directors during the preceding year and a report on the status of membership in the Society.

Formatted: Indent: First line: 0.5", No bullets or numbering

N. Perform such other functions as are specified in these Bylaws or as the President or Board of Directors may direct.

Formatted: Indent: First line: 0.5", No bullets or numbering

~~Section 8.8 TREASURER~~

Deleted: ¶

Formatted: Strikethrough

Deleted: The Treasurer shall have general supervision of the financial affairs of the Society subject to the direction of the Board of Directors and shall: The Treasurer shall obligate the Society only for debts authorized by the Board of Directors. The Treasurer shall direct payment of all authorized obligations of this Society in accordance with the financial policies and procedures approved by the Board of Directors. ¶

**ARTICLE XI - GENERAL PROVISIONS**

Section 11.2 CHECKS, DRAFTS AND NOTES

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Society and any and all securities owned or held by the Society requiring signature for transfer shall be approved, signed or endorsed by such person(s) and in such manner as from time to time shall be determined by the Board of Directors. All checks, drafts, or orders for payment exceeding \$1,000.00 shall be approved by the Secretary/Treasurer.

Advise the Board of Directors on the status of Society funds and on the preparation of the annual budget with a detailed account of all receipts and disbursements. ¶

Supervise the Executive Director in their responsibility for collecting all dues and assessments and supervising established accounting and investment procedures for the handling of the Society's funds. ¶

Report on the financial condition of the Society to the membership at each Annual Business Meeting. ¶

Submit to the Board of Directors at its Fall meeting a complete list of the names and addresses of all paid-up and exempt members in good standing in the Society. ¶

Moved (insertion) [1]

Moved up [1]: The Treasurer shall obligate the Society only for debts authorized by the Board of Directors. The Treasurer shall direct payment of all authorized obligations of this Society in accordance with the financial policies and procedures approved by the Board of Directors. ¶

Deleted: evidences