

## **ASO CONSTITUTION - SUMMARY OF SIGNIFICANT CHANGES (JUL 2019)**

### **ARTICLE I: NAME**

No material change.

### **ARTICLE II: PURPOSE**

No material change.

### **ARTICLE III: GOVERNANCE**

Added new Article to define role of Board, specify ASO's fiscal year and provide effective date for new Constitution and Bylaws.

### **ARTICLE IV: DISCONTINUANCE OF CHAPTER STATUS**

Increased number of Board votes needed (90%) for dissolution of Chapter status.

Increased number of member votes needed (25%) to override Board's decision to dissolve Chapter status.

### **ARTICLE V: DISSOLUTION**

Added new Article to split discontinuance of Chapter status from Dissolution of ASO (because they are entirely different issues).

Significantly revised criteria for dissolving ASO (90% Board approval; 25% member dissent to override).

### **APPENDIX**

Appendix deleted in its entirety (no need to refer to NAS' mission).

## **ASO BYLAWS - SUMMARY OF SIGNIFICANT CHANGES (JUL 2019)**

### **ARTICLE I: MEMBERSHIP**

No material changes.

### **ARTICLE II: GENERAL MEETINGS**

Added that General Meetings are open to the public without fee.

Removed specifications for "quorum" at General Meetings (since no business is conducted).

### **ARTICLE III: BOARD OF DIRECTORS**

Increased number of non-officer, elected Board Directors (from six) to eight.

Removed Committee Chairs from Board (because the President appoints them).

Created "Leadership Team" to include Board plus Committee Chairs to direct the overall work of ASO.

Added duties and expectations of Board Directors.

Added term limit of five consecutive years for any individual Officer/Director.

Provided for use of Consent Agendas.

Removed ability for general membership to override Board decisions; replaced with formal grievance process.

### **ARTICLE IV: OFFICERS**

Reduced number of Elected Officers to: President, First Vice President, Second Vice President, Secretary and Treasurer. (Duties of Recording and Corresponding Secretaries had been combined previously anyway.)

Specified process for providing Board meeting updates at all General Meetings.

Assigned First Vice President to be Parliamentarian at Board meetings.

Moved responsibility for acknowledging financial donations to the Treasurer.  
Specified Treasurer to be the Chair Person of the Finance Committee.  
Added duties of the Past President.  
Tightened up check-signing responsibilities via formal process managed by the Finance Committee.  
Required two signers on checks of \$5,000 or more.

#### **ARTICLE V: NOMINATING COMMITTEE**

Added detail regarding nominating process, including more involvement from general membership.  
Removed ability to nominate a candidate for elected office from the floor at annual meeting.  
Eliminated need for general membership to vote to approve slate of candidates for upcoming year (because we want them to be involved on the front-end, not the back-end).  
Restricted general members serving on Committee from running for office for the upcoming year (because of conflict of interest).

#### **ARTICLE VI: FILLING VACANCIES**

Removed all references to election process of general members.  
Added minor details to process for temporary appointments to fill vacancies during the year.  
Specified additional reasons for removing officers/directors from office.

#### **ARTICLE VII: COMMITTEES**

Specified that Committee Chairs have no vote at Board meetings (because the President appoints them).  
Added process for creating temporary committees.  
Added requirements for committee reporting and process documentation.  
Added committees for: Grant Review, Art Contest  
Removed committees for: Nature Activities, Raptor (no longer relevant)  
Renamed Publicity Committee to Marketing and Outreach Committee  
Renamed Conservation Committee to Legislative Affairs Committee  
Folded Hospitality Committee duties under Program Committee  
Folded Publications Committee duties under Marketing and Outreach Committee

#### **ARTICLE VIII: OPERATIONAL CONSIDERATIONS**

Added whole new Article for operations, which are run by the ASO Committee structure.  
Defined use of employees and contractors (not allowed on Board, can chair committees but not be paid for it, must be legal to work in the U.S.).

#### **ARTICLE IX: COMMITMENTS**

No material changes

#### **[old] ARTICLE X: PARLIAMENTARY AUTHORITY**

Removed Article in its entirety (covered elsewhere in new Bylaws).

#### **ARTICLE X: ANTI-DISCRIMINATION**

Added new Article to specify that ASO does not discriminate.

#### **ARTICLE XI: DEFINITIONS**

Added new Article to define: “in writing”, “vote”, “meeting” and “member in good standing”.

#### **ARTICLE XII: AMENDMENTS**

Removed exception for amending Article on “Discontinuance and Dissolution”.  
Changed approval process for amendments so that only the Board needs to approve.