

BACKGROUND AND RATIONALE

The Academy Board of the Directors is proposing a bylaws amendment to shift responsibility for voting on changes to the Academy Bylaws from the House of Delegates to the Board of Directors. This change is being recommended for the following reasons:

- To align with the role of the Board of Directors, which is to govern the association. Bylaws are part of an association’s governance. In contrast, per the Bylaws the House of Delegates’ role is “to govern the profession by providing a forum for membership and professional issues and to establish and maintain professional standards of the membership.”
- To modernize the Bylaws to reflect “best practices” of non-profit association governance. Benchmarking with similar professional membership associations shows oversight of the Bylaws falling under the responsibility of the Board of Directors.
- To align with changes in Illinois law. The legal changes further clarify the responsibility of the Board of Directors as it relates to all other units, including the HOD. The Illinois General Not For Profit Corporation Act in Section 108.05 states that the affairs of the corporation shall be managed by or under the direction of the Board of Directors. This provision emphasizes that it is the Board that has the ultimate fiduciary responsibility for the management of the organization and profession.
- To specify “notice” refers to the members of the Academy.

This change would be reflected in Article XV, Amendments, Section 1 and 2.

Current Bylaws Section	Proposed Amendment to the Current Bylaws
<p><u>ARTICLE XV</u></p> <p>Amendments</p> <p>Section 1. Method.</p> <p>These bylaws may be amended by a two-thirds (2/3) vote of the membership of the House of Delegates.</p> <p>Section 2. Notice.</p> <p>The proposed amendment(s) must be provided at least forty-five (45) days prior to a vote of the House of Delegates</p>	<p><u>ARTICLE XV</u></p> <p>Amendments</p> <p>Section 1. Method.</p> <p>These bylaws may be amended by a two-thirds (2/3) vote of the membership of the Board of Directors.</p> <p>Section 2. Notice.</p> <p>The proposed amendment(s) must be provided to the Academy membership at least (45) days prior to a vote of the Board of Directors.</p>