

Summary of NORDP Bylaw Changes, 2014

Note: **Bold** text above is new or modified within the 2014 Bylaws.

Article	Section	Page (s) (2014 version)	Approved Changes	Information regarding Changes
IV. Board of Directors	Section B. Number and Tenure	2-3	The number of directors shall be seven (7) and may vary from time to time up to fourteen (14) by resolution of the Board of Directors without amendment of these bylaws.	The Board of Directors voted to make this change from 12 to 14 maximum Board members in March, 2012.
IV. Board of Directors	Section B. Number and Tenure	3	Each director shall hold office for a term of four (4) years unless the Board shall expressly resolve to elect a director for a shorter term	The change to 4 years from 3 years for a Board term was to allow for a rotation of 3 Board positions (1/4 of the Board) each year and to allow some sustainability of individuals within officer positions, particularly the secretary and treasurer positions. A four-year term will also allow a person to serve as a member BEFORE assuming the 3 year rotation of President Elect, President, and Immediate Past President.
IV. Board of Directors	Section B. Number and Tenure	3	Beginning after the date of the implementation of these bylaws, the first Board election shall provide for staggered terms of office so that the election of approximately one-fourth of the directors , thereafter, shall be ratified at the annual meeting of the Board.	Changes to the language within this paragraph to be consistent with the change above and changes found on page 10.
IV. Board of Directors	Section C. Qualifications	3	Those elected to be directors of the Corporation must be individuals nominated by the Nominating Committee provided they (1) are Regular Corporation members in good standing with the Corporation as described in Article VII of these bylaws,	Addition of the term “regular”, which is tied to bylaw changes found on page 8.
IV. Board of Directors	Section D. Elections	3	The election of Directors shall be ratified at the Annual Meeting of the Board	Addition of the term “ratified”, which is tied to bylaw changes found on page 10.

Article VI. Committees	Section E. Nomination Committee	7	Policies and procedures defining the activities of the Nomination Committee are described in the <i>NORDP Policies</i> document, located on the NORDP Web site.	This is the first occurrence of this phrase within the bylaws. The Bylaws always made provisions to create policies outside of the bylaws and as the organization continues to adapt, we will provide additional guidance for the organization through the <i>NORDP Policies</i> document.
VII. Members of the Corporation	Section A. Designation of Members	8	There shall be two types of members under these Bylaws and two classes within each type ; however the board of directors may establish alter or otherwise modify the number and nature of other types and classes of members with different qualification requirements and/or benefits pursuant to an amendment to these Bylaws and/or a separate written corporate policy.	This section includes wording changes to reflect the changes that were made in Section C (see below).
VII. Members of the Corporation	Section C. Types and Classes of Members	8	1. Regular Members: a) Institutional Not-For-Profit Members b) Individual Not-For-Profit Members 2. Affiliate Members a) Institutional For-Profit Members b) Individual For-Profit Members For each type and class of members, the board of directors will establish definitions, qualifications, and privileges. Affiliate members may not serve on the board of directors.	This section has considerable change and additional information will be completed by the Board and included within the <i>NORDP Policies</i> document. This provides clarification that for-profit members of NORDP may not serve as members of the NORDP Board of Directors.
VII. Members of the Corporation	Section D. Membership Dues	8	Members in each Class shall pay an annual fee to be determined by the board of directors. Annual fees shall be payable on the first day of the Corporation’s fiscal year (“Due Date”) or upon acceptance as a member .	Additional language to clarify changes made in Section C (see above).
VII. Members of the Corporation	Section E. Membership Privileges	8	In return for their dues, members in each class may be eligible for certain privileges as specified by the board of directors.	Additional language to clarify changes made in Section C (see above). Further, some language was remove to make sure it was not in conflict with changes regarding serving on the Board of Directors.
VII. Members of the	Section E. Membership	9	Additional details regarding membership privileges are described in the <i>NORDP Policies</i>	Similar to Article VI, Section E., additional guidance regarding membership privileges will be

Corporation	Privileges		document, located on the NORDP Web site.	specified at a later date through the <i>NORDP Policies</i> document.
VII. Members of the Corporation	Section F. Termination of Membership	9	The Board of Directors by affirmative vote of two-thirds majority of those directors present at any duly convened meeting of the board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership status of any member who becomes ineligible for membership, or suspend or expel any fellow who shall fail to make his/her required contribution or obtain a waiver within one hundred and eighty (180) days of the Due Date	In the prior bylaws, the term “fellow” was used – possibly a cut and paste error from a similar document. Because we use the term “member”, this terminology was corrected.
VII. Members of the Corporation	Section G: Resignation	9	Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.	Same terminology issue described above - In the prior bylaws, the term “fellow” was used – possibly a cut and paste error from a similar document. Because we use the term “member”, this terminology was corrected.
VII. Members of the Corporation	Section H. Reinstatement	9	Upon written request signed by a former member and filed with the Secretary, the board of directors may by affirmative vote of majority of the members of the board reinstate such former member to membership upon such terms as the board of directors may deem appropriate.	Same terminology issue described above - In the prior bylaws, the term “fellow” was used – possibly a cut and paste error from a similar document. Because we use the term “member”, this terminology was corrected.
VII. Members of the Corporation	Section I. Transfer of Membership	9	Individual memberships with the Corporation are not transferable or assignable; however, Institutional membership is transferable or assignable within an institution. Procedures for transfer or assignment are described in the NORDP Policies document, located on the NORDP Web site.	In the prior bylaws, memberships were not transferrable. However, with the creation of Institutional memberships, the possibility exists for an institution to assign memberships as appropriate within the institution. Guidance for this Section will be specified in the <i>NORDP Policies</i> .
VIII. Officers and Agents	Section A. Officers	10	Terms for president, vice president and immediate past president shall be for one year. Terms for Secretary and Treasurer shall be for 2 years, each of whom shall be elected by	A change was made, for the sake of sustainability within the Secretary and Treasurer officer positions, to specify those 2 positions for 2 years each instead of 1 year each.

			the Board at its annual meeting. The treasurer and secretary positions will have designated assistants who may also serve two-year terms. Duties and capacities of the assistants shall be established by Board procedures.	Guidance for this Section will be specified in the <i>NORDP Policies</i> .
VIII. Officers and Agents	Section A. Officers	10	Officers shall be limited to six consecutive years per office, and shall not resume the same office after the sixth year until one year has passed without serving in the office.	Clarification was provided by replacing “term” with “year”.
VIII. Officers and Agents	Section G. Executive Director	11	Additional details regarding the responsibilities of the Executive Director are described in the <i>NORDP Policies</i> document, located on the NORDP Web site.	Guidance for this Section will be specified in the <i>NORDP Policies</i> .
VIII. Officers and Agents	Section I. Election and Term of Office	11-12	The officers of the Corporation shall be elected by the Board at the annual meeting of the Board of Directors (two years for secretary and treasurer; the vice president serves one year as vice president, one year as president; if a member is elected directly to the presidency, the term is for one year. The president shall serve one year as immediate past president). ... Board and officer election policies and procedures are described in the <i>NORDP Policies</i> document, located on the NORDP Web site.	Changes were made to be consistent with other changes in the bylaws. ... Guidance for this Section will be specified in the <i>NORDP Policies</i> .