

To: SSSP Board of Directors
From: Val Leiter, Chair, By-Laws Committee
Re: Annual Report of the Committee
Date: June 24, 2024

The By-Laws Committee considered nine proposed bylaw changes over the past year, which were taken on at the request of the Board of Directors, the Editorial and Publications Committee, and at the request of the Executive Officer in combination with the SSSP Parliamentarian.

I would like to thank my fellow committee members, Elroi Windsor and Tracy Dietz for their quick and helpful work on the committee. Special thanks to Michele Koontz for her excellent and constructive guidance over the past year. I am grateful for her collegueship, now and always.

I am stepping down as the chair of this committee (for the second time!), after serving on it for nine years and will invest my time in other committees within the Society. This is my final annual report for this committee.

Action Item: Amendment Tabled by the By-laws Committee

The By-laws Committee chose to table one amendment and send it to the Board for its consideration, after much discussion between members of the By-Laws Committee and the Society's parliamentarian. That amendment is provided below. It is my opinion that the proposed amendments should go before the Board for its consideration before the By-Laws Committee takes any action because it addresses an important component of the Board's functioning. If after discussion with the Society's parliamentarian the board wants to request this by-laws amendment, the Board can send it back to the by-laws committee next year. Lauren Eastwood, the Society's Parliamentarian, will join the Board meeting for my report so that she can present her concerns that resulted in this proposed By-Laws amendment.

Article V Section 3. Quorum of Board

Nine voting members of the Board of Directors shall be necessary for a quorum; ~~provided however that no action shall be taken by the Board of Directors except upon the affirmative vote of at least nine directors.~~

Rationale: This statement is contrary to Robert's Rules. It is sufficient to define the quorum in the by-laws. The deleted statement infers that all nine members in the quorum must vote for a motion unanimously. Voting will now occur consistent with Robert's Rules.

The following eight amendments were approved by the board in 2023-2024. The Society's membership is currently voting on them.

Article VI Section 32. Justice 21 Committee

The Justice 21 Committee shall consist of six members of the Society selected by the Editorial and Publications Committee. The committee members shall serve four-year terms, with the terms staggered so that at least two members are selected each year, depending on the number of vacancies. The

Editorial and Publications Committee can recommend reappointment for a second and final term not to exceed four years. The Justice 21 Committee will choose its chair by vote biennially, from among its membership. The Justice 21 Committee Chair will serve one two-year term, with up to a second and final term not to exceed two years. **In addition to those six Committee members, the Committee will also recruit one member who will focus on Publicity and Outreach, and this position will serve one two-year term that can be renewed for a second term. The Justice 21 Committee will take responsibility for recruiting for this position.**

Rationale: This amendment was proposed by the Editorial and Publications Committee to improve publicity and outreach on behalf of the Justice 21 Committee, and was approved by the Board of Directors.

Article VII. Meetings Section 6. Setting Mail Ballots for Membership

With respect to the annual business meeting of the membership, sufficient time and a sufficiently large meeting hall will be provided so that the membership may review any and all appropriate aspects of the business of the Society. Upon a vote of twenty-five percent of the members at a meeting, any issue may be submitted to a web-ballot of the membership of the Society for final approval. The Board of Directors may also vote to submit any matter to a web-ballot.

~~In addition, at times other than the Annual Meeting, twenty-five or more members of the Society may submit a petition, bearing their signatures and sent by mail to the Executive Officer of the Society, that a motion or resolution be submitted to a web ballot of the membership of the Society for final approval. The Board of Directors shall first consider this issue at its next regular meeting or if, in the judgment of the President of the Society, it is of sufficient urgency, in a meeting to be conducted by electronic exchange. Approval of the motion or resolution by the Board will be considered final. If, however, the Board does not approve the motion or resolution, it shall submit it to web ballot of the membership for final approval, together with its own recommendations and additional or alternative proposals it may wish to offer, and establish an expedited timetable of no less than two weeks for the vote if time is of the essence for the Society to address an issue in a timely and effective manner. The ballot shall be accompanied by statements on behalf of the contending positions.~~

In all matters on which, according to these By-Laws, either the Board or the membership by web-ballot may act, and on which the vote of the membership and the Board disagree, the vote of the membership shall be final.

Rationale: The struck-out text above has been moved verbatim to a new Article XV on Timely Statements in the Society's by-laws (provided below), because it is not relevant to the "meetings" article where it is placed currently in the by-laws.

Article XIII Section 1. Voting

The Society, by electronic ballot cast by the members, may adopt such changes in the Articles of Incorporation and By-Laws as it seems necessary. The approval of two-thirds of the members voting shall be required for amendment. ~~Sixty days~~ **Four weeks** after date of announcing the opening of the

electronic ballot, balloting shall be closed and the ~~votes counted by~~ **Administrative Officer shall access a voting summary from the online Poll Manager, share it with the Elections Committee Chair,** ~~which shall certify the~~ and informs the ~~results to~~ the Board of Directors **of the election results.** The Board shall then have the report of the Elections Committee made public, to the membership, whereupon the amendment shall become effective, subject to any further action required by the Tennessee Not-for-Profit Corporation Act.

Rationale: While the by-laws state that members should have 60 days after date announcing the opening of the electronic ballot to vote, the Society has not allowed 60 days for voting in the past several decades, particularly now that voting occurs electronically. The Society's operations manual states that, "The election site shall remain open for four weeks...." Furthermore, the language about election results is not consistent with current Society practices, where the Administrative Office has a key role in collecting and disseminating election results. These amendments will make the by-laws consistent with the Operations Manual and current Administrative Office practices that must conform to the Operations Manual.

Article XIV Section 4. Voting on Proposed Resolutions

Immediately after the Society's annual business meeting, current members will vote online for or against each resolution, or abstain. The voting period will be two weeks. A resolution will pass if two-thirds of the members voting online by the deadline vote in favor of the resolution. ~~Abstentions will be counted as no votes.~~ The final results of the vote shall be reported to the Committee on Social Action and the Board of Directors, and published as early as possible on the Society's website.

If the resolution requires letters or e-mails to be sent, the sponsor of the resolution must draft the letters and/or statements and create a list of addresses/e-mail addresses for distribution and, if necessary, be prepared to assist the Administrative Office in getting the resolution to the appropriate individuals or agencies. Furthermore, sponsors are responsible for keeping the Society informed of developments pertaining to the resolution they sponsored.

Rationale: The statement "Abstentions will be counted as no votes" is contrary to Robert's Rules of Order and is also inconsistent with some members' understanding of what it means to abstain from a vote (to vote neither yes nor no). This revision would mean that abstentions would not count for or against a resolution in the vote, consistent with Robert's Rules of Order.

The second paragraph was requested by the Committee on Social Action. The proposed language is the same as the Society's current Operations Manual and website, and would create consistency in policies and operations across the Society.

Article XV: Timely Statements

Section 1: Proposing Timely Statements to the Membership

From time to time, the Society for the Study of Social Problems (Society) takes positions on a wide range of social issues and problems by a vote of the Board of Directors (Board) when the issue cannot wait until the next annual meeting.

At times other than the Annual Meeting, twenty-five or more members of the Society may submit a petition, bearing their signatures and sent by mail to the Executive Officer of the Society, that a statement be submitted to a web-ballot of the membership of the Society for final approval. The Board of Directors shall first consider this issue ~~at its next regular meeting or if, in the judgement of the President of the Society, it is of sufficient urgency, in a meeting to be conducted by electronic exchange~~ within ten business days of the Executive Officer receiving it. Approval of the motion or resolution by the Board will be considered final. If, however, the Board does not approve the motion or resolution, it shall submit it to web-ballot of the membership for final approval, together with its own recommendations and additional or alternative proposals it may wish to offer, and establish an expedited timetable of no less than two weeks for the vote if time is of the essence for the Society to address an issue in a timely and effective manner. The ballot ~~shall~~ may be accompanied by statements on behalf of the contending positions.

Rationale: This new by-laws article on Timely Statements is being created in response to recent requests that the Society make public statements outside of the annual resolutions process that is overseen by the Committee on Social Action. This section of the new article addresses timely statements that cannot wait for the annual resolutions process if they are to be relevant to pressing social issues, and spells out the pathway members may take for such statements to be considered. The second paragraph above has been moved from Article VII. Meetings Section 6. Setting Mail Ballots for Membership because it is not relevant to the article on meetings, and belongs here with all of the policies governing Timely Statements. Two changes have been made to the original version of the paragraph: a specific time period is now being spelled out for the Board to respond to issues, and in the last sentence “shall” has been changed to “may” so that supporting statements are not mandated.

Section 2. Membership Voting on Proposed Timely Statements

Current members will vote online for or against each timely statement, or abstain. The voting period will be two weeks. A timely statement will pass if two-thirds of the members voting online by the deadline vote in favor of the timely statement. The final results of the vote shall be reported to the Board of Directors, and published as early as possible on the Society’s website.

Rationale: This process is the same as the by-laws on “Voting on Proposed Resolutions,” and is being used to maintain consistency in processes between resolutions and timely statements.

Section 3. Statement for Handling Matters Needing an Immediate Response

On rare occasion, a matter may require an even faster response than the process for Proposing Timely Statements to the Membership (Section 1 above) can accommodate. In those instances, the current President, Vice-President, and Executive Officer (EO), are authorized by the Board to act on behalf of the Society, as long as the position taken is consistent with the mission of the Society; only after verifiable, credible, and sufficient information has been obtained to support the position; and only on positions for which a substantial consensus in the Society is assumed to exist in support of the position adopted and the manner in which the issue is addressed. This assumption will rest principally on previous positions, including resolutions approved by the Board and membership. Furthermore, the decision to act, and the manner in which to act, must have the full support of all three parties, otherwise the matter must be taken to the Board, even if the delay results in the Society not taking a timely position. ~~Finally, there will be clear (no-brainer) instances in which the EO is authorized to issue a statement on behalf of the Society, but that authority must be used sparingly by the EO and he, she, or they must err always on conferring with the President and Vice-President when in doubt.~~ The Board will review the use of this authority on an ongoing basis and rescind it if it believes that this authority has not been used in the manner in which it was intended.

Rationale: This process already exists in the Operations Manual for the Society, but was not included in the by-laws previously. This section is being added so that the Operations Manual procedures and the by-laws are consistent.

Section 4. Actions Resulting from Approved Proposed Timely Statements and Immediate Responses

If a timely statement or immediate response requires letters or e-mails to be sent, the sponsor of the timely statement or immediate response must draft the letters and/or statements and create a list of addresses/e-mail addresses for distribution and, if necessary, be prepared to assist the Administrative Office in getting the timely statement or immediate response to the appropriate individuals or agencies. Furthermore, sponsors are responsible for keeping the Society informed of developments pertaining to the timely statement or immediate response they sponsored.

Rationale: This section spells out the same process that is proposed for the Society's annual resolutions, creating consistency across the annual resolutions process, the process for timely statements, and the process for immediate responses.