

## Proposed Amendment Cross Walk

<b>Membership</b>		
<b>Original</b>	<b>Proposed Amendment</b>	<b>Rationale</b>
<p><b>Article IV. Section 1.</b> Membership of the Society shall be composed of persons who or organizations that have paid appropriate dues and are otherwise qualified for membership according to the following criteria and such additional criteria as determined by the Board of Directors from time to time.</p>	<p><b>Article IV. Section 1.</b> Membership of the Society shall be composed of persons who <del>or organizations that</del> have paid appropriate dues and are otherwise qualified for membership according to the following criteria and such additional criteria as determined by the Board of Directors from time to time.</p>	<p>There has been relatively low interest in this membership category over the last several years. Organizations interested in this category were seeking a “corporate” type membership or one that would accrue benefits for any interested person affiliated with the organization. Not only was the ASBH “affiliate” membership not designed in that fashion, but such a standard corporate membership would be problematic for ASBH. If everyone associated with an academic medical center, for example, were to be covered under one membership, this would significantly reduce ASBH membership dues income and increase the amount of staff time required to track and provide the benefits of membership to these individuals.</p>
<p><b>Article IV. Section 2.3.</b> “Affiliate Members,” which shall include institutions, associations, departments, networks, or companies that are interested in bioethics and the health-related humanities.</p>	Delete	Same as above.
<p><b>Nominating Committee</b></p> <p><i>The Nominating Committee has the responsibility to put forward to the membership a slate of candidates with the experience, skills, and competencies needed on the board of directors as well as the nominating committee to achieve a balanced, diverse, and high-functioning board. Consideration should be given to age, gender, ethnicity, experience, discipline, employment setting, training, geographic location, and other criteria as appropriate to achieve balance on the board, given those who will continue to serve and any gaps that may result as members rotate off the board. Every candidate should be well qualified to serve the Society if elected.</i></p>		
<b>Original</b>	<b>Proposed Amendment</b>	<b>Rationale</b>
<p><b>Article VII. Section 2.3.</b> The Nominating Committee shall consist of six (6) Individual Members of the Society, none of whom are Board members, as follows: Each year the ASBH membership shall elect two (2) members to serve a single two-year term. In addition to the four (4) elected members who</p>	<p><b>Article VII. Section 2.3.</b> The Nominating Committee shall consist of six (6) Individual Members of the Society, none of whom are Board members, as follows: Each year the ASBH membership shall elect two (2) members to serve a single two-year term. In addition to the four</p>	<p>It is common in associations for the immediate past-president to serve as the chair of the Nominating Committee, with voting privileges. As a serving board member, the immediate past-president will likely have an intimate understanding of the competencies and the needs of the board to achieve continuing strategic</p>

<p>serve staggered two-year terms, each year the Board of Directors shall appoint one (1) member to serve a one-year term. The ASBH Immediate Past President shall serve <i>ex officio</i> without vote.</p>	<p>(4) elected members who serve staggered two-year terms, each year the Board of Directors shall appoint one (1) member to serve a one-year term. The ASBH Immediate Past President shall serve <del><i>ex officio</i> without vote on the committee with full voting rights.</del></p>	<p>initiatives. The amendment will allow for the Immediate Past President to serve as a member or chair of the committee and have a direct influence on selections for the ballot.</p>
<p><b>Article VII. Section 2.3.3.</b> The Nominating Committee shall annually present to the membership a slate of candidates for the Board of Directors and Nominating Committee, with at least two candidates for each open position. Though the Nominating Committee shall make the final list of candidates to face elections, the Committee shall consult with the Board during this process to help promote a diverse and multi-disciplinary slate of nominees.</p>	<p><b>Article VII. Section 2.3.3</b> The Nominating Committee shall annually present to the membership a slate of candidates for the Board of Directors and Nominating Committee, with <del>at least</del> <b>up to two (2) best-qualified candidates</b> for each open position. Though the Nominating Committee shall make the final list of candidates to face elections, the Committee shall consult with the Board during this process to help promote a diverse and multi-disciplinary slate of nominees.</p>	<p>As written, the current bylaws may allow for unqualified candidates to be placed on the ballot, as at least two candidates are currently required for each position. If the committee determines that there is only one best qualified candidate for a position, they are currently forced to place a second, less qualified or un-qualified candidate on the ballot to run to meet the requirement. The proposed amendment will allow the Nominating Committee to only place the best-qualified candidates on the ballot for member consideration.</p>
<p><b>Article VII. Section 2.3.4.</b> Notwithstanding the authority of the Nominating Committee, members of the Society who are nominated for an elective position of the Society by a petition of fifty (50) of the Society's membership shall be afforded a position on a slate.</p>	<p>Delete</p>	<p>This bylaw may be appropriate for a young organization. As, ASBH is a mature organization with a sophisticated governance structure, established strategic priorities, strong nominations policies and clear qualifications for qualified candidates, it is recommended that this section is deleted.</p>