

Sigma Theta Tau International  
Honor Society of Nursing, Inc.  
**2017-2019 Bylaws**

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**Article I. Name, Key, Seal and Headquarters**

The name of this organization shall be the Sigma Theta Tau International Honor Society of Nursing, Inc. (Sigma Theta Tau International), and it shall have an official key and corporate seal. The Headquarters of the organization and the management of the organization shall be located at the Center for Nursing Scholarship in Indianapolis, Indiana.

**Article II. Purposes**

The purposes of this Society shall be to:

1. Recognize superior achievement.
2. Recognize the development of leadership qualities.
3. Foster high professional standards.
4. Encourage creative work.
5. Strengthen commitment to the ideals and purposes of the profession.
6. Provide support, including funding, to other organizations exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.
7. Assist and engage in any other activities which are permitted to be carried on by organizations exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

**Article III. Membership**

**Section 1. Categories of Membership**

- a. Regular Member
- b. Honorary Member

**Section 2: Qualifications for Membership**

- a. Sigma Theta Tau International does not discriminate. Candidates are qualified for membership so long as eligibility requirements are met.
- b. Student candidates shall have demonstrated superior academic achievement, academic integrity and professional leadership potential.
- c. Regular Member
  - 1) Students in Basic Programs
    - a) Definition – Basic program is defined as an accredited baccalaureate or equivalent nursing degree program that leads to the first professional nursing degree.
    - b) Academic Achievement – Students shall be eligible for membership if they have achieved excellence according to the standards approved by the Society.
    - c) Rank in class – Students shall rank not lower than the highest 35 percent of their class in scholarship.
    - d) Curriculum – Students shall have completed at least one-half of the required nursing curriculum.
    - e) Exceptions – Exceptions may be made at the discretion of the chapter’s governance committee following the guidelines adopted by the International Board of Directors.
  - 2) Students in Graduate Programs
    - a) Definition – Graduate program is defined as an accredited program of graduate study in nursing including master, post-master, doctoral and post-doctoral.

- b) Academic Achievement – Students shall be eligible for membership if they have achieved excellence according to the standards approved by the Society.
  - c) Curriculum – Students shall have completed a minimum of one-quarter of the required graduate curriculum.
  - d) Students in graduate programs who are registered nurses, legally recognized to practice in their country and have a minimum of a baccalaureate degree or the equivalent in any field, shall be eligible to be considered as a nurse leader at any point in the program.
  - e) Exceptions – Exceptions may be made at the discretion of the chapter's governance committee following the guidelines adopted by the International Board of Directors.
- 3) Nurse Leader  
A nurse leader, who is a registered nurse, legally recognized to practice in his/her country with a minimum of a baccalaureate degree or the equivalent in any field, and who has demonstrated achievement in nursing, shall be eligible for membership.
- d. Honorary Member  
An honorary member is any person who is not eligible for regular membership in Sigma Theta Tau International but who has gained national and/or international recognition in the field of nursing or in any field contributing to nursing.

### Section 3. Selection of Members

- a. Regular Members:
  - 1) Student member candidates are required to be enrolled in an institution of higher education where the chapter is located to be considered for membership in that chapter. If there is no chapter at the institution of higher education in which the student attends, student member candidates may be considered for membership in another chapter.
  - 2) The nurse leader candidate may be selected for membership by any chapter.
- b. Honorary Members:
  - 1) Honorary membership is awarded only by the Board of Directors of Sigma Theta Tau International.
  - 2) Any active member, through a chapter or the Board of Directors may nominate persons for honorary membership.
  - 3) Each member of the Board of Directors shall have one vote for each nominee based on established criteria. A favorable vote of three-fourths of the Board of Directors shall be necessary for election to honorary membership.

### Section 4. Membership Status

Members may be designated as honorary, active or inactive. Members may also formally request to discontinue membership. Active members pay annual chapter and international fees. Honorary members are designated as active without payment of fees. Inactive members have not paid annual chapter and international fees but shall become active at any time by paying current renewal fees.

### Section 5. Rights and Responsibilities of Active Members

- a. Regular Members
  - 1) Active regular members shall make a commitment to the purposes of the Society.
  - 2) Active regular members shall receive:
    - a) official Society publications;
    - b) priority for education programs; and
    - c) priority for research funding.
  - 3) Active regular members are eligible:
    - a) to vote (as outlined in the Sigma Theta Tau International Bylaws and Chapter Bylaws); and
    - b) to hold elective and appointive office.

- 4) Active regular members may hold membership in more than one chapter by remitting multiple chapter fees and the Society fee annually.
- 5) Active regular members may transfer from one chapter to another.
- b. Honorary Members
  - 1) Honorary members shall:
    - a) be inducted and awarded the official key in locations and times decided upon by the International Board of Directors;
    - b) receive the Society's publications; and
    - c) be responsible for promoting and supporting the purposes of Sigma Theta Tau International.

### Section 6. Revocation of Membership

Membership in the Society may be revoked at any time by a chapter to which the member belongs for just cause and after due process. Revocation of membership shall be determined at a meeting of the chapter, at which a quorum is present, by at least three-fourths vote for revocation by those present.

## Article IV. Chapters

### Section 1. Definition of Chapter

A chapter is an organized division of nurse scholars and leaders that has met all of the requirements for establishment and has been granted a charter in accordance with the procedures required by the Society. An at-large chapter is an organized division of nurse scholars and leaders from two or more institutions of higher education or institutions of higher education and practice settings that have met all of the requirements for establishment and have been granted a charter in accordance with the procedures required by the Society. All chapters shall have regular members.

### Section 2. Organization of a Chapter

- a. Criteria for Chapter Development  
A chapter may be established in an educational unit that is an integral part of an institution of higher education and that grants a basic degree, which leads to the first professional nursing degree, and/or a graduate nursing degree. The basic or graduate degree nursing program within the institution of higher education shall be accredited by a recognized accrediting body. In the event there is no nursing education accreditation system in place in the potential chapter's country, evidence confirming the program's quality shall be provided by the developing honor society. The group desiring a chapter shall petition the Sigma Theta Tau International Board of Directors and comply with approved policies and regulations.
- b. Chapter Models
  - 1) One (1) institution of higher education without a chapter  
One institution of higher education meeting the criteria listed in Article IV. Section 2. a. establishes an honor society under the Society's guidelines.
  - 2) Two (2) or more institutions of higher education without a chapter  
Two or more institutions of higher education, each meeting the criteria listed in Article IV. Section 2. a., establish an at-large honor society chapter under the Society's guidelines. The at-large honor society will apply to become an at-large chapter.
  - 3) One (1) or more institutions of higher education and one (1) or more practice settings  
One or more institutions of higher education meeting the criteria listed in Article IV. Section 2. a. and one or more practice settings establish an at-large honor society under the Society's guidelines. The at-large honor society will apply to become an at-large chapter.
  - 4) Amending an established chapter's charter:
    - a) An existing chapter may form an at-large chapter by adding one or more institutions of higher education or practice settings.

- b) Two or more established chapters may merge to form an at-large chapter following established guidelines.
  - c) An established at-large chapter may further amend its charter to add one or more institutions of higher education or practice settings.
  - d) An existing at-large chapter may split into separate chapters following established guidelines.
- 5) Alumni Chapter
- An established chapter may become an alumni chapter when an institution of higher education no longer offers an eligible degree. Active members must agree to meet all of the requirements for a chapter in good standing with the exception of inducting members a minimum of one time annually.
- 6) Other models may be considered by the Board of Directors.

### Section 3. Definition of Region

Sigma Theta Tau International shall be organized into areas called regions.

- a. Each region shall be composed of chapters.
- b. Each region has a Regional Chapters Coordinating Committee chaired by the elected Regional Chapters Coordinator and composed of at least three (3) members focusing on activities identified by the Regional Coordinator.

### Section 4. Powers, Duties, Responsibilities

- a. Each chapter shall function under bylaws, policies and regulations that are not in conflict with these bylaws, policies and regulations.
- b. Chapters are independent, autonomous organizations affiliated with the Society. Chapters determine the amounts of their fees and assessments. Chapters have control of their income, expenses, contracts, accounting systems and internal reports.

### Section 5. Chapter Officers

- a. Each chapter elects at least a chapter president, a vice president, a secretary, a treasurer and a counselor. Duties and terms of office shall be outlined in the chapter bylaws.
- b. Officers shall assume their duties at a date determined by the chapter bylaws in the year in which they are elected.

### Section 6. Chapter Committees

Each chapter shall have the following standing committees: an elected/appointed Governance Committee and an elected Leadership Succession Committee.

### Section 7. Chapter Meetings

Each chapter shall have at least one (1) business meeting each year. Each chapter will also sponsor at least two (2) events or programs supporting the purposes and goals of the Society.

### Section 8. Chapter Responsibilities

Chapters shall fulfill the following requirements:

- a. Support the purposes of this Society.
- b. Observe the provisions of these bylaws and comply with the Society's policies and regulations.
- c. Participate in the biennial convention House of Delegates and other business brought forth before the House of Delegates during the term.
- d. Select and induct eligible members a minimum of one time annually.
- e. Meet all financial obligations.
- f. File required reports according to established guidelines.

### Section 9. Probation, Revocation, Dissolution and Reinstatement of a Chapter

- a. A chapter may be placed on probation by the Board of Directors of Sigma Theta Tau International for failure to comply with these bylaws or policies and regulations.
- b. A chapter may be removed from probation by action of the Board of Directors.
- c. If a chapter fails to be removed from probation, the Board of Directors may revoke the charter of a chapter.
- d. Any chapter may vote to dissolve itself.
- e. Upon revocation of a charter, or dissolution of a chapter, all cash and other assets remaining after the chapter's outstanding debts are paid should be returned to the Sigma Theta Tau International Foundation for Nursing, or any other appropriate non-profit organization approved by the chapter Board of Directors. Or, if a majority of the dissolved chapter's members transfer to the same chapter, remaining funds may be contributed to that chapter. The chapter's charter and coat-of-arms shall be returned to Headquarters. All members of the chapter have the opportunity to transfer their membership to a chapter of their choice.
- f. A chapter may be reinstated following revocation of its charter by meeting all the requirements of a newly organizing chapter. If approved, the chapter shall receive a new charter but retain its original name.

### Article V. House of Delegates

#### Section 1. Membership

- a. Membership of the House of Delegates shall be composed of two (2) delegates from each chapter, the members of the Board of Directors, chairs of standing committees, the Regional Chapters Coordinators and the past presidents of the Society.
- b. The term of the delegates shall be from the opening of the convention for which the delegate is selected to serve until the opening of the next convention.

#### Section 2. Meetings

- a. The House of Delegates shall hold biennial conventions at a time and place determined by the Board of Directors of Sigma Theta Tau International.
- b. The Board of Directors may call the House of Delegates into special sessions.
- c. Each member of the House of Delegates has the right to cast one (1) vote; or, if any chapter has only one (1) delegate attending, that delegate shall have two (2) votes.
- d. Three (3) members of the Board of Directors who are not officers, together with four (4) members of the Board of Directors who are officers of the Society and delegate representation from three-fourths of the chapters constitute a quorum.

#### Section 3. Powers

- a. The legislative and judicial powers of the Society shall be vested in the House of Delegates.
- b. The House of Delegates shall be vested with the following powers in addition to such other powers as may be given in these bylaws to:
  - 1) Revise and amend the bylaws.
  - 2) Elect officers and other members of the Board of Directors and elected committees.
  - 3) Make nominations from the floor for officers and committees.
  - 4) Adopt such rules and regulations for the conduct of its proceedings as may be determined by a two-thirds vote of the House of Delegates at biennial convention.
  - 5) Receive and act upon recommendations and matters referred to it.
  - 6) Receive reports and the Board of Directors' approved biennial budget.

- 7) Levy special assessments when approved by a three-fourths vote.
- 8) Amend and repeal the Articles of Incorporation.

#### **Section 4. Electronic Voting**

- a. Chapter delegates may vote electronically on Articles of Incorporation.
- b. The procedures and time limitations for electronic voting shall be set by the Board of Directors.

#### **Article VI. Annual Meeting of Members**

**Section 1.** Annual meetings of members shall be on a date and at a place set by the Board of Directors of Sigma Theta Tau International.

**Section 2.** The agenda of the annual meeting is the presentation of annual reports and other appropriate items.

**Section 3.** Active members shall receive notice of annual meetings through publications and may register their intent to attend.

**Section 4.** In odd-numbered years, the annual meeting is the reporting session of the House of Delegates.

**Section 5.** In even-numbered years, the annual meeting is the reporting session of the Board of Directors and committee chairs' meeting.

#### **Article VII. Board of Directors**

##### **Section 1. Membership**

The Board of Directors of Sigma Theta Tau International shall consist of the president, president-elect, vice president, secretary and treasurer comprising the five (5) elected officer directors, five (5) elected non-officer directors, the elected Regional Chapters Coordinating Committee Chair and the chief executive officer who is a non-voting director.

##### **Section 2. Focus**

The Board of Directors' predominant focus is goal-setting, planning, policy development, resource development, corporate oversight, evaluation and decision-making.

##### **Section 3. Administration**

The property, business and corporate affairs of the Society shall be managed by the Board of Directors. The executive and administrative powers of the Society shall be vested in the Board of Directors. The Board of Directors shall supervise and manage the Society and its committees and publications; shall determine its policies or changes therein; shall carry forward its objectives and monitor the disbursements of its funds. The Board of Directors adopts such policies for the conduct of its business as shall be deemed advisable.

##### **Section 4. Functions**

The functions of the Board of Directors of Sigma Theta Tau International include:

- a. Reviewing applications for the establishment of new chapters.
- b. Granting approval for chapter charters and charter amendments.
- c. Transacting necessary business of this Society between meetings of the House of Delegates.
- d. Making and enforcing rules and regulations for its own actions.
- e. Filling any vacancy on the Board of Directors or on a committee occurring between meetings of the House of Delegates, except for the office of president. These appointments terminate at the following meeting of the House of Delegates.
- f. Overseeing elected committees, board advisory councils and board task forces.
- g. Ratifying changes in the bylaws of the Society when approved by the House of Delegates, as provided in Article XIV. Amendments to Bylaws.

- h. Revoking the charter of a chapter.
- i. Adjusting the fees of the Society in accordance with Article XI. Finance, Section 8.
- j. Exercising fiduciary responsibilities including adopting a budget, setting the appropriate bonding level and selecting the auditor.
- k. Investigating and recommending to the House of Delegates any matter pertaining to the welfare of this Society.
- l. Electing persons for honorary membership.
- m. Appointing a chief executive officer.
- n. Submitting an annual report to chapters and a biennial report to the House of Delegates.
- o. Deciding appeals concerning revocation of membership.
- p. Providing criteria for affiliate relationships and granting affiliation to legally organized groups.

#### **Section 5. Meetings**

- a. The Board of Directors of Sigma Theta Tau International shall meet as necessary to conduct the business of the Society between meetings of the House of Delegates.
- b. Three (3) members of the Board of Directors who are non-officers together with four (4) members of the Board of Directors who are officers shall constitute a quorum.

#### **Section 6. Removing an International Board of Directors Member from Office**

A member of the Board of Directors who demonstrates behavior, as determined by the Board of Directors, that is not consistent with the mission, values or expectations of the honor society may be removed by a three-fourths (3/4) vote of the remaining members of the board, provided that notice of the intent to take such action is given to all board members at least 30 days in advance of the regular or special meeting at which the motion to remove is introduced. Such board member shall have the right to be present and to speak on his/her behalf, but shall not be allowed to be present during deliberation nor to vote. Voting shall be by ballot, which may be delivered electronically if a face-to-face meeting is not possible.

#### **Article VIII. Officers**

##### **Section 1. Titles**

The officers of this Society are required to be regular members of Sigma Theta Tau International. The elected officers of the Society shall be: the president, the president-elect, the vice president, the secretary and the treasurer.

##### **Section 2. Duties**

The duties of the officers shall be as follows:

- a. The officers of the Society constitute the executive committee.
- b. The executive committee shall conduct essential business of the organization in the interim between Board of Directors meetings as authorized by the Board of Directors.
- c. The president shall be the presiding officer and shall administer all business of the Society as provided for by the bylaws.
- d. The vice president shall perform the duties of the president in the president's absence. In the event of the president vacating office during the term, the vice president shall succeed into the presidency until the president-elect takes office at the next meeting of the House of Delegates.
- e. The secretary shall serve as the corporate secretary for the Society and fulfill all duties authorized by the Board of Directors.
- f. The treasurer shall be the corporate treasurer and fulfill all duties authorized by the Board of Directors.

#### **Article IX. Elections**

##### **Section 1. Elections**

Elections shall take place at biennial House of Delegates meetings.

## Section 2. Positions

Elected positions shall be the five (5) officer directors; five (5) non-officer directors; the Regional Chapters Coordinating Committee Chair; and members of Regional Chapters Coordinating Committee, the Governance Committee and Leadership Succession Committee.

## Section 3. Vote

- a. A majority vote shall elect officers.
- b. A plurality vote shall elect the non-officer members of the Board of Directors and elected committee members.
- c. In the event of a tie, the election shall be determined by lot.

## Section 4. Terms

Members shall hold no more than one elected office at a time. A member holding an elected position who has served more than half a term in that position is considered to have served a full term.

- a. Officer Directors
  - 1) The president-elect will be elected for a term of two (2) years or until a successor is elected and assumes office, and after which shall succeed to a two-year (2-year) term as president.
  - 2) The vice president will be elected for a term of two (2) years or until a successor is elected and assumes office.
  - 3) The secretary and treasurer will each be elected for a term of four (4) years or until their successors are elected and assume office. Terms shall be staggered so that the secretary is elected in the same biennium as two non-officer directors and treasurer is elected in the same biennium as three non-officer directors.
  - 4) The terms of office shall begin at the close of the meeting at which the elections take place. The vice president may serve a maximum of two (2) consecutive two-year (2-year) terms and the secretary and treasurer may serve a maximum of one (1) four-year (4-year) term after which they may not be consecutively re-elected as an officer director except as president-elect.
- b. Non-Officer Directors
  - 1) The five (5) non-officer directors will be elected for a term of four (4) years or until their successors are elected and assume office. Terms shall be staggered so that three non-officer directors are elected in one biennium and two non-officer directors in the following biennium.
  - 2) Non-officer directors may serve a maximum of one (1) term on the Board of Directors, except in the case of a non-officer director who is elected president-elect.
  - 3) The Regional Chapters Coordinating Committee Chair shall be elected each biennium for a two-year (2-year) term and may not serve more than two (2) consecutive terms on the Board as Regional Chapters Coordinating Committee Chair.
- c. Committees

A committee member may not serve longer than six (6) consecutive years.

  - 1) The Regional Chapters Coordinating Committee members' term of office shall be two (2) years.
  - 2) Two (2) members of the Governance Committee shall be elected each biennium for a four-year (4-year) term, and three (3) members of the Governance Committee shall be elected each biennium for a two-year (2-year) term.
  - 3) Three (3) members of the Leadership Succession Committee shall be elected each biennium for a four-year (4-year) term, and four (4) members of the Leadership Succession Committee shall be elected each biennium for a two-year (2-year) term.

## Article X. Committees

### Section 1. Standing Committees

- a. The standing committees shall be: Governance Committee, Leadership Succession Committee and Regional Chapters Coordinating Committee.
- b. Each standing committee will provide consultation to chapters as congruent with its mission.
- c. The president and chief executive officer are non-voting, ex-officio members of all committees except the Leadership Succession Committee.
- d. Leadership Succession Committee and Governance Committee chairs are appointed by the president.
- e. Each standing committee chair shall present a biennial report to the Board of Directors and send an activity report to each Board of Directors meeting.
- f. A quorum shall be a majority of members on the committee.
- g. A majority vote constitutes approval.

### Section 2. Governance

- a. Mission – The Governance Committee shall oversee bylaws compliance, make recommendations for bylaws changes, and oversee member and chapter eligibility issues.
- b. Membership – The Governance Committee shall consist of at least seven (7) elected members.

### Section 3. Leadership Succession Committee

- a. Mission – The Leadership Succession Committee shall develop members in organizational leadership roles across the span of their careers and mentor members to assume organizational board and officer positions at all levels of organizations. The committee shall select nominees and prepare the biennial ballot. The ballot will be sent to the Board of Directors of Sigma Theta Tau International at least two (2) months prior to the biennial meeting and to the chapters at least one (1) month prior to this meeting.
- b. Membership – The Leadership Succession Committee shall consist of ten (10) elected members.
- c. The Leadership Succession Committee members shall be ineligible for any elected office on the ballot prepared by the Committee.

### Section 4. Regional Chapters Coordinating Committee

- a. Mission – The Regional Chapters Coordinating Committee shall facilitate the work of the chapter leaders by advancing initiatives that meet the needs of the chapters and fulfill the mission of the Society.
- b. Membership – The Regional Chapters Coordinating Committee shall consist of the chair and each region's Regional Chapters Coordinator, elected by the delegates at the meeting of the House of Delegates. Delegates from each region shall elect their Regional Chapters Coordinator at the House of Delegates. Each Regional Chapters Coordinator serves as chair of the Regional Committee appointed in his/her respective region.

### Section 5. Board Advisory Councils

- a. Mission – Board Advisory Councils shall inform the Board of current and future issues, directions and priorities of the Society.
- b. Membership – Board Advisory Councils shall be appointed by the Board of Directors for a term through the close of the biennial convention unless reappointed.

### Section 6. Task Forces

- a. Mission – Task Forces are formed to complete an assigned task within a specified time frame.
- b. Membership – Task Forces are formed by the Board, Standing Committees, Board Advisory Councils and staff. They are made up of members who bring expertise, interest and commitment to complete an assigned task.

## **Article XI. Finance**

### **Section 1. Fiscal Year**

The fiscal year shall be 1 July through 30 June.

### **Section 2. Chapter Fees and Assessments**

- a. The annual fee shall be collected from each chapter each fiscal year. For new chapters, fees shall be collected during the year following the granting of a charter. This fee will be based on the number of regular members excluding inactive members in the chapter for the prior membership year ending 30 June.
- b. The House of Delegates may levy special assessments by a three-fourths vote.

### **Section 3. Fees**

- a. Membership Fee: Each member shall pay an annual fee to maintain active member benefits.
- b. Induction Fee: Each new member shall pay a Society membership fee and a chapter induction fee as described in the chapter bylaws. This fee covers the cost of induction and active membership for one (1) twelve-month (12-month) period.

### **Section 4. Honorary Membership Fee**

There shall be no induction or renewal fee for an honorary member.

### **Section 5. Expenses – Board of Directors**

The expenses for the members of the International Board of Directors shall be paid by the Society treasury when they attend the meetings of the House of Delegates or the meetings of the Board of Directors.

### **Section 6. Expenses – Committee**

Authorized expenses of standing and special committees, board advisory councils and task forces shall be reimbursed by the Society treasury.

### **Section 7. Expenses – Chartering of Chapters**

The Society treasury shall pay for the charter, coat-of-arms, book in which the membership roster is recorded and installing officer's expenses at the time of the chartering of the new chapter. The chapter shall pay a chartering fee plus the cost of inscribing the names on the charter.

### **Section 8. Fee Changes**

Adjustments to the fee schedule shall be approved by the Sigma Theta Tau International Board of Directors. Fee schedule adjustments shall not occur more than once a biennium and shall not exceed the cumulative Consumer Price Index (CPI) percentage rate. Any adjustments, accompanied by rationale, will be provided to membership sixty (60) days in advance of the effective date.

## **Article XII. Official Publications**

The Board of Directors shall authorize publication of an official journal and other publications as it deems appropriate according to policies and procedures established by the Board of Directors.

## **Article XIII. Parliamentary Authority**

The rules contained in the most recently published edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws or special rules of order of the Society.

## **Article XIV. Amendments to Bylaws**

### **Section 1. Amendments with Notice**

These bylaws may be amended at any meeting of the House of Delegates by a three-fourths "yes" vote of members present and voting. All proposed amendments shall be in the possession of the secretary two (2) months preceding the biennial meeting of the House of Delegates. They shall be appended to the Call to Convention, which shall be sent out at least one (1) month in advance of the meeting.

### **Section 2. Amendments Without Notice**

These bylaws may be amended by unanimous vote of the House of Delegates without previous notice.

### **Section 3. Revisions**

These bylaws may be revised only upon the authority of the House of Delegates.

### **Section 4. Amendments**

Any amendments to these bylaws approved by the House of Delegates or editorial changes approved by the Board of Directors that are also applicable to the chapters shall be incorporated into the chapter bylaws.

## **Article XV. Amendments to Articles of Incorporation**

These Articles may be amended or repealed by a majority vote of the House of Delegates present and voting at any annual meeting of members of the Society. Notice of such changes is required to be sent in writing to delegates at least thirty (30) days before such meeting. Articles may also be amended or repealed by a majority of affirmative votes of delegates by a thirty (30) day electronic ballot. The actions of the delegates to amend these Articles must be approved by the Board of Directors.

## **Article XVI. Dissolution**

A resolution for the dissolution of the Society shall be signed by a majority of active chapters entitled to vote and shall be presented at a regular meeting of the Board of Directors of Sigma Theta Tau International. The Board of Directors shall then call a special meeting of the House of Delegates for the purposes of considering and acting upon such resolution. If three-fourths of those Delegates present and voting shall vote for dissolution, the Board of Directors shall take the necessary steps to conclude the affairs of the Society in accordance with statutory requirements existing at the date such action is taken. After payment or making provision for payment of all debts and liabilities incurred by the Society, the Board of Directors shall dispose of all assets of the Society exclusively for the purposes of the Society to the American Nurses' Foundation or other appropriate organization operated for educational or scientific purposes. The recipient organization or organizations shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code for 1954 (or the corresponding provision of any future United States Revenue Law).

## **Article XVII. General Provisions**

Officers, directors and employees shall be indemnified by the Society for any and all civil liabilities for conducting their official duties, except in circumstances and cases of conducting their duties in bad faith.

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