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BYLAWS

UPDATED BY DELEGATES AT THE
32ND BIENNIAL CONVENTION
DECEMBER 3, 1993

Sigma Theta Tau

International
Honor Society of Nursing



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SIGMA THETA TAU INTERNATIONAL, INCORPORATED

Honor Society of Nursing

Bylaws

Article I. Name, Key and Seal

The name of this international honor society of nursing shall be Sigma Theta Tau International, Incorporated, and it shall have an official key and corporate seal.

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.

Article III. Membership

Section 1. Definition of Membership

- a. Members: There shall be regular and honorary members. All regular members pay induction fees.
- b. Chapter Members: All chapters shall have regular members.

Section 2. Qualifications for Regular Membership

- a. Candidates shall have demonstrated superior scholastic achievement, academic integrity, professional leadership potential and/or marked achievement in the field of nursing.
- b. Candidates shall be elected from students enrolled in: 1) baccalaureate and masters' programs* which have been accredited by the nationally recognized accrediting body for professional nursing; and, 2) post-master, doctoral and post-doctoral nursing programs. Students who have completed at least one-half of the required nursing component of the baccalaureate curriculum or a minimum of one-fourth of the required graduate curriculum and have demonstrated ability in nursing shall be eligible.

**Proviso: Students from newly established graduate programs applying for initial accreditation within two years will be eligible.*

1) Basic program

Basic program is defined as baccalaureate or higher degree program which leads to the first professional degree. Students shall have grade average of at least 3.0 on a 4.0 scale or its equivalent, i.e., "B" or the second highest grade of the institution as indicated by the official record of grades. Basic students who are elected shall rank not lower than the highest 35% of their class in scholarship. Exceptions may be made at the discretion of the chapter's eligibility and membership committee when a student has a qualifying grade average in the nursing major, has demonstrated consistent progress in academic achievement, and meets to a high level the other qualifications for membership. When grade averages are not available, the use of a reliable and valid measure, such as a rating tool, shall be used to determine scholastic achievement.

2) Programs of Graduate Study

Programs of graduate study include master, post-master, doctoral, post-doctoral. Nurses matriculated for graduate study in nursing are eligible for membership if they have achieved a grade-point average significantly higher than the minimum requirement for graduation. When grade averages are not available, the use of reliable and valid measures, such as a rating tool, shall be used to determine scholastic achievement.

- c. A community nurse leader, with a minimum of a baccalaureate degree, who has demonstrated marked achievement in nursing education, practice, research or publication shall be eligible for membership in any chapter. The majority have degrees in nursing, but exception can be made for bachelor's degree in other fields if achievement in nursing is outstanding.

Section 3. Selection of Regular Members

- a. Candidates for membership at the baccalaureate and graduate levels are required to be enrolled in the college or univer-

sity where the chapter is located to be considered for membership in that chapter.

- b. Candidates for regular membership shall be voted upon by the chapter at a meeting of the members. A "yes" vote of at least three-fourths of members present and voting is necessary for election to membership.
- c. Candidates shall be considered without regard to race, age, sex, creed, or color.
- d. All candidates ordinarily must be present to be inducted. Exceptions may be made for valid reasons, as determined by the officers of the local chapter.
- e. Candidates shall pay all international fees before admission to membership. Payment of chapter fees will be decided by the chapter.

Section 4. Rights and Responsibilities of Regular Members

- a. Regular members shall fulfill all the requirements and qualifications defined in this article, perform all duties designated by these Bylaws, pay assessed financial obligations, and work toward the purposes of the Society.
- b. Membership status—Following the first year of membership, members are designated as active or inactive. Active members pay annual fees.
 - 1) Active members shall pay annual renewal fees and shall receive official Society publications, priority for educational programs and for research funding, and are eligible to vote (as outlined in the International Bylaws and chapter bylaws) and hold elective and appointive office.
 - 2) Inactive members shall become active at any time by paying current renewal fees.
- c. Chapters define membership benefits for life members who were accorded this status prior to 1976.

Section 5. Transfer of Membership

A member of this Society may transfer from one chapter to another. Upon transfer, the individual assumes rights and responsibilities as a member in the new chapter. Presentation of the membership card to the new chapter and/or written acknowledgment from the International Headquarter's Office constitutes the effective date of transfer.

Section 6. Honorary Membership

- a. Honorary Membership is awarded only by the Board of Directors of Sigma Theta Tau International.
- b. Any active member through a chapter or the Board of Directors may nominate for Honorary Membership persons who are not eligible for regular membership in Sigma Theta Tau International but who have gained national recognition in the field of nursing or in any field contributing to nursing. The names of the nominees shall be submitted to the Board of Directors.
- c. Each member of the Board 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 7. Rights and Responsibilities

Honorary members are to:

- a. Be inducted at the Biennial Convention and awarded the official key.
- b. Receive the Society's publications without cost.
- c. Be responsible for promoting and supporting the purposes of Sigma Theta Tau International.

Article IV. Chapters

Section 1. Organization of a New Chapter

- a. A chapter may be established in an educational unit which is an integral part of a college or university and which grants a baccalaureate or higher degree for completion of the nursing program. The baccalaureate or basic higher degree nursing program within the college or university shall have achieved accreditation by the nationally recognized accrediting body for professional nursing.
- b. Chapters—At-Large may be established in geographic areas where:
 - 1) Non-chartered schools exist—at least two (2) schools that meet the criteria listed in 1.(a.) agree to form a cooperative honor society and meet eligibility requirements.

- 2) Chartered schools exist—a previously chartered school and at least one (1) eligible school agree to form a cooperative chapter and meet eligibility requirements.
- 3) No educational program exists—active members agree to form an alumni chapter and meet eligibility requirements, or continue a previously established chapter in good standing.
- c. The group desiring a chapter shall petition the International Board of Directors and comply with approved policies and regulations.
- d. The House of Delegates will approve the admission of each new chapter by a three-fourths vote.
- e. The President of the Society or the designated representative shall install the new chapter.

Section 2. Powers, Duties, Responsibilities

- a. Each chapter shall function under bylaws, policies and regulations which 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 3. Chapter Officers

- a. Each chapter elects at least a chapter president, a vice president, a secretary, a treasurer and a faculty counselor. Duties and terms of office shall be outlined in the chapter bylaws.
- b. Officers shall assume their duties by at least July 1 of the year in which they are elected.

Section 4. Chapter Committees

Each chapter shall have standing committees: elect a nominating committee and elect or appoint a bylaws committee, an eligibility committee, a finance committee, and a program committee.

Section 5. Chapter Meetings

Each chapter shall have at least two meetings of an educational nature during each fiscal year.

Section 6. Chapter Standing

To be in good standing, chapters shall fulfill the following requirements.

- a. Support the purposes of this Society.
- b. Induct members a minimum of one time annually.
- c. Cooperate with other chapters and the Board of Directors of Sigma Theta Tau International in promoting these purposes.
- d. Observe the provisions of these Bylaws.
- e. Meet all financial obligations.
- f. File required reports promptly.
- g. Participate in the Biennial Convention House of Delegates.

Section 7. Suspension, Revocation, Dissolution

- a. The activities of a chapter may be suspended by the Board of Directors of Sigma Theta Tau International for failure to comply with these Bylaws or policies and regulations.
- b. Upon recommendation of the Board of Directors, the House of Delegates may revoke the charter of a chapter.
- c. Any chapter may dissolve itself.
- d. Upon revocation of a chapter, all cash and other assets remaining after the payment of all debts and liabilities incurred by the chapter shall be paid to the treasury of Sigma Theta Tau International, Incorporated, or any other appropriate non-profit organization approved by the Board of Directors.

Section 8. Reactivation and Reinstatement of a Chapter

- a. A chapter may be reactivated following suspension by action of the International Board of Directors.
- b. 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.
- c. A chapter may be reinstated following dissolution 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 chair of the Regional Chapters Coordinating Committee, the Regional Chapters Coordinators and the Past Presidents of the Society.

Section 2. Meetings

- a. The House of Delegates shall hold regular 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, will constitute a quorum.

Section 3. Powers

- a. The ultimate 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) Approve by a three-fourths vote such applications for charters as are recommended by the Board of Directors.
 - 5) Approve by a three-fourths vote the revocation of a charter when such action has been recommended by the Board.
 - 6) 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 Convention.
 - 7) Receive and act upon recommendations and matters referred to it.
 - 8) Review the proposed biennial budget.
 - 9) Levy special assessments when approved by a three-fourths vote.

Article VI. Annual Meeting of Members

Section 1. Annual Officers' Reports and General Meeting

- a. Annual meetings of members shall be on a date and at a place set by the Board of Directors of Sigma Theta Tau International.
- b. The agenda of the annual meeting is the presentation of Officer annual reports and other appropriate items.
- c. Active members receive notice of annual meetings through publications and may register their intent to attend.
- d. In odd-numbered years, the Annual Meeting is the Officer Reporting Session at the Opening Session of the House of Delegates.
- e. In even-numbered years, the Annual Meeting is the Officer Reporting Session of the Board of Directors and Committee Chairs Meeting.

Section 2. Member Vote

- a. The Articles of Incorporation are amended by mail vote or by members vote at the Annual Meeting of members.

Article VII. Board of Directors

Section 1. Membership

The Board of Directors of Sigma Theta Tau International shall consist of five (5) elected Officer Directors, (6) six elected Non-Officer Directors, and the Executive Officer, who is a Director without a vote.

Section 2. Focus

The Board of Directors' predominate 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 shall supervise and manage the Society, 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 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 and making recommendations to the House of Delegates.
- b. Granting charters to petitioning honor societies following a three-fourths **yes** vote of the House of Delegates.
- 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. Ratifying changes in the Bylaws of the Society when approved by the House of Delegates, as provided in **Article XV. Amendments to Bylaws**.
- g. Revoking the charter of a local chapter upon a **"yes"** vote of three-fourths of the House of Delegates.
- h. Adopting a budget, setting the appropriate bonding level, and selecting the auditor.
- i. Investigating and recommending to the House of Delegates any matter pertaining to the welfare of this Society.
- j. Electing persons for Honorary Membership.
- k. Appointing an Executive Officer. This Executive Officer is the salaried staff head whose terms and conditions of employment shall be specified by the Board of Directors. Responsibilities: the Executive Officer shall be responsible for managing the activities of the Society as prescribed by the Board of Directors and shall be responsible to the Board. The Executive Officer shall employ and terminate the employment of members of the staff as necessary to carry on the work of the Society and fix their compensation within the approved budget.

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.

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 organization in the interim between board 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 President-Elect shall succeed into the Presidency at the end of the term of office.

- e. 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 House of Delegates meets.
- f. The Secretary shall serve as the corporate Secretary for the Society and fulfill all duties authorized by the Board of Directors.
- g. The Treasurer shall be the corporate Treasurer and fulfill all duties authorized by the Board of Directors.
- h. The Board of Directors of Sigma Theta Tau International shall submit an Annual Report to chapters and a Biennial Report to the House of Delegates.
- i. The Executive Officer shall administer the Headquarters and manage the activities of Sigma Theta Tau International, Incorporated, as prescribed by the Board of Directors of Sigma Theta Tau International.

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) elected Officer Directors, six (6) elected Non-Officer Directors, the Regional Chapters Coordinators, the chair of Regional Chapters Coordinating Committee, and members of the Nominating Committee and Research 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 elections shall be determined by lot.

Section 4. Terms

- a. All elected persons shall serve a term of two (2) years, or until their successors are elected. Their term of office shall begin at the close of the meeting at which they were elected.
- b. All members of the Board of Directors serve two-year terms with a maximum of four (4) consecutive years on the Board of Directors, with the exception of the President, who may serve a maximum of six (6) consecutive years.
- c. Members shall hold no more than one elected office at a time.
- d. Research Committee members, and Regional Chapters Coordinating Committee members and chair shall serve no longer than (6) consecutive years.

Article X. Headquarters

The office of the Society, referred to as "International Headquarters," shall be located in Indianapolis, Indiana.

Article XI. Committees

Section 1. Standing Committees

- a. The standing committees shall be: Bylaws Committee, Development Committee, Eligibility Committee, Finance Committee, Heritage Committee, Library Committee, Nominating Committee, Program Committee, Public Relations Committee, Publications Committee, Regional Chapters Coordinating Committee, and the Research Committee.
- b. The term of office shall be two years. A member may not serve longer than six (6) consecutive years.
- c. The President and Executive Officer are non-voting ex-officio members of all committees except Nominating Committee.
- d. Committee chairs and committee members are appointed by the President who receives suggestions from the members of the Board of Directors.
- e. Each standing committee chair shall present a biennial report to the Board of Directors during the interim year meeting, and send an activity report to each Board of Directors meeting.
- f. One member over one-half of voting members on each committee shall constitute a quorum.
- g. A majority vote constitutes approval.

Section 2. Bylaws Committee

- a. Mission—The Bylaws Committee shall submit in accordance with **Article XV. Amendments to the Bylaws**; shall consider, edit and/or correlate such amendments as it may originate and as are referred to it by the House of Delegates, the Board of Directors or chapters; and shall review all chapter bylaws periodically.
- b. Membership—The Bylaws Committee shall consist of at least seven (7) appointed members representing each region and a chair with the Eligibility Committee Chair and the Regional Chapters Coordinating Committee chair as non-voting ex-officio members.
- c. The Bylaws Committee Chair is a non-voting ex-officio member of the Eligibility Committee.

Section 3. Development Committee

- a. Mission—The Development Committee shall seek sources of funding and establish means of fund raising within the tax status of the Society to achieve the goals of the organization.
- b. Membership—The Development Committee shall consist of at least seven (7) appointed members.

Section 4. Eligibility Committee

- a. Mission—The Eligibility Committee shall investigate questions of eligibility of members and petitioning honor societies.
- b. Membership—The Eligibility Committee shall consist of at least seven (7) appointed members with the Bylaws Committee Chair as a non-voting ex-officio member.
- c. The Eligibility Committee Chair is a non-voting ex-officio member of the Bylaws Committee.

Section 5. Finance Committee

- a. Mission—The Finance Committee shall be responsible for the Annual and Biennial Budgets.
- b. Membership—The Finance Committee shall consist of at least seven (7) appointed members.

Section 6. Heritage Committee

- a. Mission—The Heritage Committee shall be responsible for planning and/or oversight of informative materials and procedures for maintaining archives, artifacts and historical documents of the Society, chapters and individuals that preserve nursing's history.
- b. Membership—The Heritage Committee shall consist of at least seven (7) appointed members.

Section 7. Library Committee

- a. Mission—The Library Committee is responsible for the oversight of services and resources provided by the International Nursing Library.
- b. Membership—The Library Committee shall consist of at least seven (7) appointed members from diverse areas of expertise in information and/or knowledge systems.

Section 8. Nominating Committee

- a. Mission—The Nominating committee shall secure the consent to serve, prepare the ballot, and send it to the Board of Directors of Sigma Theta Tau International at least two months prior to the biennial meeting. The ballot will be sent to the chapters with the *Call to Convention* at least one month in advance of the meeting.
- b. Membership—The Nominating Committee shall consist of at least seven (7) elected members.
- c. The Nominating Committee members shall not be eligible for any elected office on the current ballot.

Section 9. Program Committee

- a. Mission—The Program Committee shall be responsible for the planning and/or oversight of educational programs for the Biennial Convention and for other scholarly programs of the Society.
- b. Membership—The Program Committee shall consist of at least seven (7) appointed members at-large and other appropriate members as needed.

Section 10. Public Relations Committee

- a. Mission—The Public Relations Committee shall 1) have

oversight of the awards selection and presentation process and ensure the media have been appropriately informed of the awards; and, 2) provide information to chapters to assist in the development of public relations activities; and 3) have oversight for the Society's displays at appropriate national and international events.

- b. Membership—The Public Relations Committee shall consist of at least seven (7) appointed members.

Section 11. Publications Committee

- a. Mission—The Publications Committee shall be responsible for the oversight of the Society's scholarly publications.
- b. Membership—The Publications Committee shall consist of eight (8) appointed members and a member appointed from the Society's Board of Directors.

Section 12. Regional Chapters Coordinating Committee

- a. Mission—The Regional Chapters Coordinating Committee shall promote coordination, cooperation and communication among chapters, and coordinate regional program development.
- b. Membership—The Regional Chapters Coordinating Committee shall consist of seven (7) elected members with an elected chair.
- c. Each Regional Chapters Coordinator serves as chair of the Regional Committee appointed in their respective regions.

Section 13. Research Committee

- a. Mission—The Research Committee shall oversee the grant program and make recommendations relative to funding to the Board of Directors. It shall provide impetus for projects/programs to facilitate the development, dissemination and utilization of nursing research.
- b. Membership—The Research Committee shall consist of at least seven (7) elected members.
- c. Qualifications—The members elected to the Research Committee shall hold an earned doctoral degree and have had experience in directing research of other individuals.

Section 14. Special Committees

Special committees may be created. The special committee expires with the completion of the charge and the presentation of the report. All special committees expire at the Biennial Convention unless reappointed.

Article XII. Finance

Section 1. Fiscal Year

The fiscal year shall be July 1 through June 30.

Section 2. Chapter Fees and Assessments

- a. An annual fee shall be collected from each Chapter in September of each fiscal year beginning September 1994 or, for new chapters, in September of the odd-numbered year after a charter is granted. This fee will be based on the number of renewing members in the Chapter for the prior membership year ending June 30. The fee level is:
 - 100 or fewer renewing members **\$100 (U.S.)**
 - 101-300 renewing members **\$150 (U.S.)**
 - 301-500 renewing members **\$200 (U.S.)**
 - 501+ renewing members **\$250 (U.S.)**
- b. The House of Delegates may levy special assessments by a three-fourths vote.

Section 3. Induction Fee

Each inductee shall pay through the chapter treasurer a Society induction fee of \$35 (U.S.) and a chapter induction fee as determined in the chapter bylaws. This shall entitle the inductee to active membership with all its benefits from the date of induction through the succeeding fiscal year.

Section 4. Active Membership Fee

- a. Inductees shall receive active membership benefits through the fiscal year subsequent to their induction. Following this year, each member shall pay \$35 (U.S.) annually for active member benefits. (*Active membership fee of Society is not effective until July 1, 1994*)
- b. These fees shall be used to fund the publications, research

grants, educational programs, cost of collection of fees and to forward the International Center of Nursing Scholarship and Nursing Library.

Section 5. Expenses of Honorary Members

There shall be no induction fee for an Honorary Member. The cost of the Key shall be the responsibility of Society Treasury.

Section 6. Expenses—Chartering of Chapters

The Society Treasury shall pay for the charter, plaque, book in which the membership roster is recorded, and installing officer's expenses at the time of the chartering of a new chapter. The chapter shall pay a \$100 chartering fee plus the cost of inscribing the name on the charter.

Section 7. 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 8. Expenses of Host Chapter—Biennial Convention

The host chapter shall be reimbursed by the Society Treasury for the expenditures which are required and approved in connection with the meeting of the House of Delegates.

Section 9. Expenses—Evaluation Visits to Applying Schools

The expenses of the member(s) of the International Board of Directors, or designated representatives of the Board for evaluation visits to schools of nursing which have applied for a charter, shall be paid by the school or group which makes the application.

Section 10. Expenses—Committee

Authorized expenses of standing and special committees shall be reimbursed by the Society Treasury.

Article XIII. Official Publication

Sigma Theta Tau International, Incorporated, shall establish and maintain an official journal with an appropriate title according to the approved policies and procedures. The Editor will be employed by the Board of Directors of Sigma Theta Tau International.

Article XIV. Parliamentary Authority

The rules contained in Roberts Rules of Order Newly Revised shall govern Sigma Theta Tau International, Incorporated, in all cases in which they are not consistent with these Bylaws.

Article XV. 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 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 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 authority of the House of Delegates.

Section 4. Amendments

Any amendments that are passed by the House of Delegates shall be mandatory changes as applicable in chapter bylaws.

Article XVI. Amendments to Articles of Incorporation

These Articles may be amended by a majority vote of active members present and voting at any annual or special meeting of the members. Notice of such changes is required to be sent to the members at least 30 days before such meeting. Articles may also be amended by active members by a majority of affirmative votes of those voting by a 30-day mail ballot.

Article XVII. 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 XVIII. General Provisions

Officers and employees are indemnified by the Society for conducting their official duties in all instances except instances of bad faith.