Original SIGAda Bylaws with Comments on Proposed Changes

There will be a SIGAda Officer Election in spring 2005. Hopefully the opportunity to vote for a set of revised SIGAda Bylaws will be included in the ballot or in a separate ballot shortly thereafter. The original SIGAda Bylaws are badly out of date. The SIGAda Bylaws are dated 06.18.84 and are currently located at:

  http://www.acm.org/sigs/bylaws/ada_bylaws.html

This document presents the Bylaws and discusses the proposed changes as well as some of the justification for the changes. In general, the original article is presented in a box, followed by the recommendations for change. If the changes are substantial, the revised article is provided.

ACM maintains a sample set of Bylaws for a Special Interest Group. In 1984, SIGAda likely took the existing set and modified it to meet out needs. Today this sample set has evolved. The URL for the ACM recommended set of Sample SIG Bylaws (dated Aug 2004) is located at:

  http://www.acm.org/sig_volunteer_info/officers_manual/9-4BYLAW.HTM

A number of important changes to elections, filling vacancies, meetings, and other areas are now blessed by ACM in the sample set of Bylaws. Where practical and desirable, we are recommending their adoption for our Bylaws as well. You might find it useful to look at the sample set of Bylaws recommended by ACM.

For your convenience, the resulting proposed set of Bylaws is also presented in Ada Letters so that it might be viewed as a complete set. Please note that this set will likely have minor tweaks, so the Bylaws going up for ballot may have some additional, hopefully minor, tweaks.

Overall Changes

Proposed changes impacting the overall document, not discussed later are:

1. Reorder Charter per Table 1 below, with revised Article names, as bolded. Justification, to better align with the Sample Bylaws and clarification. Note: The Sample SIG Bylaws has 2 Articles not in the SIGAda Bylaws. These articles are #8 The Advisory Board and #13 Dissolution. We do not need The Advisory Board. Hopefully, we will not need the Dissolution Article, but it is probably useful to have the clause in our bylaws.
2. Use a consistent subparagraph numbering scheme, as used in the Suggested bylaws. This scheme uses (a), (b), (c) … i, ii, iii, … etc. Justification: Currently the numbering scheme is inconsistent from paragraph to paragraph.
3. Change all instances of "Chairperson" to "Chair". Justification: In keeping with current practice.

   As noted, these changes are NOT identified in the text below, except for those articles identified as Replacement Articles.

Table 1 – Reordering and Renaming SIGAda Bylaws Articles

#	Original Bylaws	Sample SIG Bylaws	Proposed Bylaws
1	Name and Scope	Name and Scope	Name and Scope
2	Purpose	Purpose	Purpose
3	Charter	Charter	Charter
4	Membership, Dues, and Privileges	Officers	Officers
5	Officers	Executive Committee	Executive Committee
6	**The** Executive Committee	Vacancies and Appointments	**Vacancies and Appointments**
7	Elections	The Newsletter	Newsletter
8	**Vacancies, Appointments, and Revocation of Appointments**	The Advisory Board (note, we don't need)	Committees **and Working Groups**
9	Committees	Membership, Dues, and Voting Privileges	Membership, Dues, and **Voting** Privileges
10	Local **SIGAda's**	Reports and Records	Reports and Records
11	Newsletter	Elections	Elections
12	Reports and Records	Amendments	Amendments
13	Meetings	Dissolution	Dissolution
14	Amendments	Meetings	Meetings
15	Consistency	Local SIGAda Chapters	Local **SIGAda Chapters**
16	<null>	Consistency	Consistency

Article 1. Name and Scope   Original Article

a. This organization will be called the Special Interest Group on Ada ("SIGAda") of the Association for Computing Machinery, Inc. ("the ACM").
b. The scope of SIGAda's specialty is the technical, educational, and usage aspects of Ada, including, but not limited to, its environment, standardization, implementation, validation, history, and business/management issues.

Proposed Article 1 Changes: None

Article 2. Purpose   Original Article

SIGAda's activities will include:

i. Collecting and disseminating information in the specialty, through a newsletter and other publications approved by the Publications Board of the ACM;
ii. Organizing sessions at conferences of the ACM;
iii. Sponsoring conferences, symposia, and workshops;
iv. Organizing working groups for education, research, and development;
v. Serving as a source of technical information for the Council and subunits of the ACM;

vi.	Serving as an external technical representative of the ACM when authorized by the Council or the Executive Committee of the ACM;
vii.	Working with subunits of the ACM on technical activities such as lectures or professional development seminars;
viii.	Fostering the organization of local groups and activities;
ix.	Determining and representing members' opinions with respect to the specialty; and
x.	Interacting with non-ACM organizations. Such relationships will be in accordance with ACM guidelines regarding external relationships.

Proposed Article 2 Changes:

1. Change: "SIGAda's activities will include:" to "SIGAda is organized and will be operated exclusively for educational, scientific, and technical purposes in its specialty. Its services will include:" Justification: To align with ACM Suggested Bylaws.
2. Change the vth bullet; "and subunits of the ACM" to "and other units of the ACM". Justification: To align with ACM Suggested Bylaws.
3. Change the vii[th] bullet; "Working with subunits of the ACM on technical activities such as lectures or professional development seminars" to "Working with other units of the ACM on technical activities such as lectureships or professional development seminars". Justification: To align with ACM Suggested Bylaws.
4. Delete the viiith bullet. Justification: Local SIGAda groups now come directly under ACM and not under SIGAda.

Article 3. Charter	**Original Article**

a.	SIGAda will exist until dissolved by the Council of the ACM as provided in Bylaw 6 of the ACM.
b.	In the event the ACM Council dissolves SIGAda, ACM will assume control of the assets and liabilities of SIGAda.

Proposed Article 3 Changes:

1. Delete b - The Sample Bylaws not have 3.b, in preference to new Article on Dissolution. Also, ACM no longer assumes control of assets. The SIG Board does. See Article 13. Justification: To align with ACM Suggested Bylaws.

Article 4. Officers	**Original Article**

a.	The elected officers of SIGAda are:

    1. Chairperson
    2. Vice-Chairperson for Meetings and Conferences
    3. Vice-Chairperson for Liaison
    4. Secretary
    5. Treasurer
    6. International Representative

b. Officers are elected for two-year terms, beginning 1 July of odd numbered years.
c. All officers must be members of SIGAda and regular members of ACM.
d. The Chairperson is the principal Executive Committee member and is responsible for directing the activities of SIGAda. The responsibilities of the Chairperson include:

    i   Calling and presiding at SIGAda business meetings;
    ii Conducting SIGAda activities in accordance with the policies and procedures of the ACM; and
    iii Making all appointments and filling vacancies as authorized herein.

e. The responsibilities of the Vice-Chairperson for Meetings and Conferences include:

    i.   Assisting the Chairperson in directing the activities of SIGAda;
    ii. Presiding at meetings when the Chairperson is absent;
    iii. Planning the programs for all SIGAda technical meetings;
    iv. Coordinating and supervising all SIGAda conferences.

f. The responsibilities of the Vice-Chairperson for Liaison include:

    i.   Presiding at business meetings when the Chairperson and Vice-Chairperson are absent;
    ii. Maintaining liaison with organizations whose concerns with Ada are within the scope of SIGAda;
    iii. Providing direction and monitoring of all local SIGAda's; and
    iv. Managing the Institutional Sponsors program.

g. The responsibilities of the Secretary include:

    i.   Maintaining the records and correspondence of SIGAda;
    ii. Recording and distributing the minutes of business meetings of SIGAda; and
    iii. Maintaining and distributing a manual of all SIGAda policies and procedures.

viii The responsibilities of the Treasurer include:

    a. Managing SIGAda finances in accordance with the Financial Accountability Policy of the ACM. This includes preparing the annual budget, monitoring SIGAda disbursements for adherence to the annual budget, and preparing financial reports as required.

ix The responsibilities of the International Representative include:

    a. Representing the interests of the international constituency of SIGAda;
    b. Maintaining liaison with organizations outside the United States whose concerns are within the scope of SIGAda; and
    c. Planning (in coordination with the Vice-Chairperson for Meetings and Conferences) the programs for all SIGAda technical meetings outside the United States.

Proposed Article 4 Changes:

1. Merge responsibilities from SIGAda Home Page, where it makes sense.
2. Major modifications to each officer's responsibilities.
3. Assignment of Standing Committee oversight to each of the officers.
4. See Replaceable Article for Article 4 below:

Article 4. Officers   Replacement Article

(a) The elected officers of SIGAda are:

  i. Chair
  ii. Vice Chair for Meetings and Conferences
  iii. Vice Chair for Liaison
  iv. Secretary
  v. Treasurer
  vi. International Representative

(b) Officers are elected for two-year terms, beginning 1 July of odd numbered years.
(c) All officers must be members of SIGAda and regular members of ACM.
(d) The Chair is the principal Executive Committee member and is responsible for directing the activities of SIGAda. The responsibilities of the Chair include:

  i. Calling and presiding at SIGAda business meeting (the Extended Executive Committee (EEC) meeting);
  ii. Conducting SIGAda activities in accordance with the policies and procedures of the ACM;
  iii. Representing SIGAda at the biannual ACM Business Meeting;
  iv. Providing an Annual SIGAda Report;
  v. Managing the SIGAda Awards program.
  vi. Leading the 4-year viability review for ACM; and
  vii. Making all appointments and filling vacancies as authorized herein.

(e) The responsibilities of the Vice Chair for Meetings and Conferences include:

  i. Assisting the Chair in directing the activities of SIGAda;
  ii. Presiding at meetings when the Chair is absent;
  iii. Planning the programs for all SIGAda technical meetings;
  iv. Coordinating and supervising all SIGAda conferences;
  v. Recruit the annual SIGAda conference Chair; and
  vi. Lead the conference site selection.

(f) The responsibilities of the Vice Chair for Liaison include:

    i. Presiding at meetings when the Chair and Vice Chair for Meetings and Conferences are absent;
    ii. Maintaining liaison with local SIGAda organizations whose concerns with Ada are within the scope of SIGAda;
    iii. Managing the Ada Awareness Initiative;
    iv. Managing the Institutional Sponsors program; and
    v. Managing SIGAda outreach programs.

(g) The responsibilities of the Secretary include:

    i. Maintaining the records and correspondence of SIGAda;
    ii. Keeping and distributing the minutes of business meetings of SIGAda;
    iii. Serving as the SIGAda Information Director;
    iv. Maintaining the SIGAda Home Page;
    v. Maintaining the SIGAda Maillists; and
    vi. Maintaining and distributing a manual of all SIGAda policies and procedures.

(h) The responsibilities of the Treasurer include:

    i. Managing SIGAda finances in accordance with the Financial Accountability Policy of the ACM. This includes preparing the annual budget, monitoring SIGAda disbursements for adherence to the annual budget, and preparing financial reports as required; and
    ii. Reporting SIGAda financial status to the SIGAda EC and EEC.

(i) The responsibilities of the International Representative include:

    i. Representing the interests of the international constituency of SIGAda;
    ii. Maintaining liaison with organizations outside the United States whose concerns are within the scope of SIGAda; and
    iii. Planning (in coordination with the Vice Chair for Meetings and Conference) the programs for all SIGAda technical meetings outside the United States.

Article 5. Executive Committee   Original Article

a. The general duties of the Executive Committee will be to advise the Chairperson of all matters of interest to SIGAda. Specific duties or responsibilities may be specified in these Bylaws or assigned by the Chairperson. Major management policy decisions of SIGAda must be approved by a majority of the members of the Executive Committee.
b. The members of the Executive Committee are:
    i. The elected Officers
    ii. The Past Chairperson

c. No individual may hold two positions on the Executive Committee simultaneously.
d. All members of the Executive Committee must be members of SIGAda and regular members of ACM.
e. The Past Chairperson is the Chairperson of the immediately preceding term and serves in this capacity for the two-year term succeeding his/her tenure. The Past Chairperson serves to provide continuity of SIGAda direction by informing the Executive Committee on past policy and budgetary matters.
f. The Extended Executive Committee serves to advise the Chairperson on matters of interest to SIGAda. Policy decisions do not require approval of the Extended Executive Committee.

    i. The Extended Executive Committee consists of:

        1. The Executive Committee
        2. The Editor of the SIGAda newsletter
        3. Chairpersons of the SIGAda Committees
        4. Chairpersons of the local SIGAda's

    ii. All members of the Extended Executive Committee must be members of SIGAda and ACM.

Proposed Article 5 Changes:

1. Add the Editor of the SIGAda Newsletter as a member of the Executive Committee. Justification: To align with ACM Suggested Bylaws. Also this will provide a number of other benefits, such as by keeping the Editor in the loop the Editor will be aware of issues tat should be published in Ada Letters..
2. Other Editors of the SIGAda Newsletter would be members of the EEC. Justification: SIGAda currently has two editors, a Managing Editor and a Technical Editor. The Managing Editor would now be a member of the Executive Committee; the Technical Editor should be a member of the Extended Executive Committee.

Article 6. Vacancies and Appointments   Original Article

(a) Should the office of Chairperson become vacant, the order of succession is:

    i. Vice-Chairperson for Meetings and Conferences
    ii. Vice-Chairperson for Liaison

(b) Should any other elected office become vacant, the Chairperson, with the approval of the SIG Board Chairman, may appoint an eligible individual to fill the vacancy.
(c) The SIGAda Chairperson may fill vacancies in appointed offices in accordance with the procedures for making the original appointments as provided herein.
(d) Should a vacancy remain unfilled, the SIG Board may fill it as provided in Bylaw 6 of the ACM.
(e) All appointments expire when the Chairperson's term of office expires. However, appointees continue to serve until the new Chairperson appoints a successor.
(f) A 2/3's majority of the Executive Committee is required to revoke an appointment.

Proposed Article 6 Changes:

1. Change: "Should the office of Chairperson become vacant, the order of succession is: …" to "Should the Chair leave office before his/her term expires, the Vice Chair for Meetings and Conferences will assume the duties of the Chair." Justification: To align with ACM Suggested Bylaws.
2. Change: "Should any other elected office become vacant, the Chairperson, with the approval of the SIG Board Chairman, may appoint an eligible individual to fill the vacancy." to "Should any other office or the position on the SIGAda Executive Committee reserved for the Past Chairman become vacant, the Chairman of the SIG Governing Board may, on nomination of the SIGAda Chair, fill the vacancy." Justification: To align with ACM Suggested Bylaws.
3. Change: "Should a vacancy remain unfilled, the SIG Board may fill it as provided in Bylaw 6 of the ACM." to "Should a vacancy be unfilled, either because of inadequacy of these bylaws or because of a dispute or for any other reason, the SIG Governing Board Chairman may fill it". Justification: To align with ACM Suggested Bylaws.
4. Please see revised article below

Article 6. Vacancies and Appointments   Revised Article

(a) Should the Chair leave office before his/her term expires, the Vice Chair for Meetings and Conferences will assume the duties of the Chair.
(b) Should any other office or the position on the SIGAda Executive Committee reserved for the Past Chair become vacant, the Chairman of the SIG Governing Board, may on nomination of the SIGAda Chair, fill the vacancy.
(c) The SIGAda Chair may fill vacancies in appointed offices in accordance with the procedures for making the original appointments as provided herein.
(d) Should a vacancy remain unfilled, either because of inadequacy of these bylaws or because of a dispute or for any other reason, the SIG Governing Board Chairman may fill it.
(e) All appointments expire when the Chair's term of office expires. However, appointees continue to serve until the new Chair appoints a successor.
(f) A 2/3's majority of the Executive Committee is required to revoke an appointment.

Article 7. Newsletter   Original Article

a. SIGAda will publish a newsletter at regular intervals as determined by the Executive Committee. Non-members of SIGAda may subscribe to the newsletter at a price greater than that of member dues.
b. The Chairman will appoint, with the approval of a majority of the Executive Committee, the Editor of the newsletter.
c. The newsletter Editor serves a two-year term coinciding with the terms of the elected officers.
d. The responsibilities of the newsletter Editor include:
    i.   Publishing the newsletter;
    ii.   Implementing editorial policies as determined by the Executive Committee; and
    iii. Controlling newsletter costs.

Proposed Article 7 Changes:

1. Add a new sentence in the first paragraph between the existing 2 sentences, reading: "The newsletter will be distributed to all SIGAda members." This will be new sub-article (b) Justification: To align with ACM Suggested Bylaws.
2. Add: "who will become a member of the SIGAda Executive Committee." To the second paragraph. Justification: To align with ACM Suggested Bylaws.
3. Delete the third paragraph. Justification: This is not done in practice.

Article 8. Committees and Working Groups   Original Article

a. Committees are subunits of SIGAda established to facilitate the management of activities in a subspecialty of Ada.
b. Committee meetings are open to all members of SIGAda.
c. A majority of the members of the Executive Committee must approve the charter for a proposed committee.
d. The Executive Committee must periodically assess the viability of each committee. This assessment must occur at least once during each term of the Executive Committee. The Executive Committee must either dissolve or take action to make viable any non-viable committee.
e. The Chairperson appoints, with the approval of a majority of the members of the Executive Committee, the committee chairperson. The committee chairperson serves a two-year term coinciding with the terms of the elected officers.
f. The committee chairperson must be a member of SIGAda and ACM.
g. The duties of a committee chairperson shall normally include:
     i.   i. Directing committee activities in accordance with the objectives of the
     ii.   committee charter;
     iii.   ii. Convening committee meetings;
     iv.   iii. Appointing the members of the committee, subject to the approval of
     v.   the SIGAda Chairperson;
     vi.   iv. Organizing sessions at SIGAda meetings; and
     vii.   v. Organizing workshops.

Proposed Article 8 Changes (Note that ACM does not have a Sample Bylaw in this area):

1. Provide a distinction on the differences between Working Groups and Committees. Justification: The Working Group is oriented around technical work and requires a charter while the Committee is oriented around managing the business aspects of SIGAda, so only needs a mission statement.
2. Identify the 4 standing Committees and their mission statements. Justification: The Bylaws are a good location to provide this important information.
3. Add a requirement for Committee and Working Group Chairs to submit a report to the Chair or annual SIGAda EEC for a viability assessment. Criteria for this assessment are identified. Justification: to improve the management of Working Groups and Committees.
4. Replace the original text with the following:

Article 8. Committees and Working Groups   Replacement Article

(a) Committees are subunits of SIGAda established to facilitate the management of SIGAda activities. The SIGAda Chair establishes a Committee by naming a Committee Chair (or Head) and accepting a mission statement.

(b) Working Groups are subunits of SIGAda established to facilitate the management of technical activities in a subspecialty of Ada. The SIGAda Executive Committee establishes a Working Group by approving its Charter and its Chair.

(c) Working Group meetings are open to all members of SIGAda.

(d) The Extended Executive Committee must periodically assess the viability of each Working Group and Committee at the annual SIGAda business meeting. Viability will be assessed based on progress towards achieving its mission statement/charter and conformance with the ACM SIGAda Charter. The Extended Executive Committee should retire a Committee or Working Group that has completed its mission. The Extended Executive Committee must either dissolve or take action to make viable any non-viable Committee or Working Group.

(e) The Committee Chairs and Working Group Chairs must be members of SIGAda and ACM in order to control maillists and web accounts.

(f) The duties of a Working Group Chair or Committee Chair shall normally include:

   i   Directing activities in accordance with its mission and Charter;
   ii   Convening meetings;
   iii   Appointing the members/officers of the organization, if not in the Charter;
   iv   Organizing sessions at SIGAda meetings;
   v   Reporting to the SIGAda Chair and/or the Extended Executive Committee on progress towards achieving its mission statement/charter; and
   vi   Organizing workshops.

(g) The standing Committees and their mission statements are the following:

   i   Ada Awareness Initiative Committee - Responsible for making software engineering professionals aware of the benefits of using the Ada programming language.
   ii   Awards Committee - Responsible for selecting annual recipients for the:

   - **Outstanding Ada Community Contribution Award** –for broad, lasting contributions to Ada technology & usage; and the
   - **ACM SIGAda Distinguished Service Award** – for exceptional contributions to SIGAda activities & products.

   iii   Nominating Committee - Responsible for nominating a proposed slate of SIGAda Officers for the next election.
   iv   SIGAda Conference Committee - Responsible for conducting the SIGAda Annual Conference.

Article 9. Membership, Dues, and Voting Privileges   Original Article

a. SIGAda is an open SIG as defined in Bylaw 6 of the ACM. Anyone may join SIGAda.
b. An individual becomes a member only after enrolling and paying the required dues.
c. The Executive Committee determines the dues, with the approval of the Chairman of the SIG Board, subject to the following:

  i.   i. All dues and fees for any SIGAda activity or service must be lower for
  ii.   members of ACM than they are for non-members.
  iii. ii. With the exception of students, the Executive Committee must
  iv.   structure dues and fees to recover any cost differences that may exist
  v.   among the different classes of membership services.

d. All SIGAda members are entitled to vote in any ballot or referendum conducted by SIGAda.
e. Membership in SIGAda includes one subscription to the newsletter.
f. The Executive Committee may establish an Institutional Sponsors program and determine the associated fees

Proposed Article 9 Change: Eliminate the 2 clauses under paragraph c. This provides a greater flexibility to SIGAda. This clause is not in the set of Bylaws recommended by ACM.

Article 9. Membership, Dues, and Voting Privileges   Rewritten Article

(a) SIGAda is an open SIG as defined in Bylaw 6 of the ACM. Anyone may join SIGAda.
(b) An individual becomes a member only after enrolling and paying the required dues.
(c) The Executive Committee determines the dues, with the approval of the Chairman of the SIG Board.
(d) All SIGAda members are entitled to vote in any ballot or referendum conducted by SIGAda.
(e) Membership in SIGAda includes one subscription to the newsletter.
(f) The Executive Committee may establish an Institutional Sponsors program and determine the associated fees

Article 10. Reports and Records   Original Article

a. The Chairman is responsible for filing reports about SIGAda as required by ACM and the SIG Board.
b. ACM Headquarters will maintain the membership records of SIGAda.

Proposed Article 10 Change: None. It should be noted that the sample set of bylaws enumerates 3 reports the Chair is responsible for submitting. We are submitting these already and don't need them in the Charter.

Article 11. Elections   Original Article

a. On any ballot, the votes cast by non-ACM members will, if necessary, be prorated downward so that their effective total cannot exceed 50 of the eligible voters. When it applies, the proration factor will be specified on the ballot. Votes to which the proration algorithm has been applied will be called effective votes.
b. By September 15 of each even-numbered year, the Chairperson will appoint a nominating committee, which will propose at least two consenting candidates for each elective office of SIGAda. The slate of candidates selected by the nominating committee must be presented to all the SIGAda membership by the following January 31.
c. A petition from 1% of the voting members of SIGAda will place other consenting candidates on the ballot. Petitions must be received by the SIGAda Secretary no later than March 15 of the odd-numbered year.
d. ACM Headquarters will conduct an election of the SIGAda membership in accordance with the election procedures approved by the ACM and SIG Board. Of all the ballots returned in an election, the candidates receiving the largest numbers of effective votes win.
e. The SIG Board will resolve all ties in any election or bylaw amendment ballot.
f. Only members residing outside the United States of America may vote for the International Representative.

Proposed Article 11 Change: Replace all but the last clause in the article on elections with those in the sample set of ACM Bylaws. Justification: These are the rules ACM goes by regardless of what we have in our bylaws, so we should reflect the current state. We still require the special balloting rule for the International Representative. The new Article would read as:

Article 11. Elections   Replacement Article

(a) By September 30 in the year before an election, the Chair will appoint the Head of the Nominating Committee (traditionally this is the Past Chair). The Head of the Nominating Committee will propose to ACM at least two consenting candidates for each elective office of SIGAda. The slate of candidates selected by the Nominating Committee must be presented to all the SIGAda members by the following January 31.
(b) A petition from 1% of the voting members of SIGAda will place other consenting candidates on the ballot. Petitions must be received by the Head of the Nominating Committee of SIGAda no later than March 15.
(c) The election will be conducted among eligible voters by ACM Headquarters by June 1, following the election procedures of the ACM, unless different procedures have been approved by the SIG Board. Of all the ballots returned in an election, the candidates receiving the largest numbers of effective votes win. The SIG Governing Board Executive Committee will resolve ties.
(d) Only members residing outside the United States of America may vote for the International Representative.
(e) The SIG Governing Board can exercise an option to extend the term of SIGAda's current officers for an additional two years.

Article 12. Amendments	Original Article

> a. These bylaws may be amended by:
>> 1. A majority vote of the ACM Council (as provided in Bylaw 6 of the ACM) or
>> 2. A vote of the SIGAda members (as described below).
>
> b. Amendments to these bylaws, or a referendum on any relevant issue, may be proposed by the Executive Committee, the SIG Board, or a petition of 1% of the SIGAda members.
> c. All proposed amendments must be approved by the Chairmen of both the SIG Board and the Constitution and Bylaws Committee of ACM after the Executive Director of ACM has provided his advice.
> d. The ballot on the proposed amendment(s) will be conducted among the members of SIGAda by ACM Headquarters in accordance with ACM and SIG Board procedures. The proposal is adopted if at least 2/3s of the effective votes of the returned ballots approve it, and only if at least 1/4 of the ballots are returned.

Proposed Article 12 Change: Replace all clauses in the article with those in the sample set of ACM Bylaws. Justification: These are the rules ACM goes by regardless of what we have in our bylaws, so we should reflect the current state. The new Article would read as:

Article 12. Amendments.	Replacement Article

> (a) These bylaws may be amended by a majority vote of the ACM Executive Committee, or by a vote of the SIGAda members as provided below. With the approval of the SIGAda Executive Committee and of the Executive Committee of the ACM, 2/3 of all members of the SIG Board may amend Article 1 of these bylaws without a referendum of the members.
> (b) Amendments to these bylaws may be proposed by the SIGAda Executive Committee, the SIG Board, or a petition from 1% of the voting members of SIGAda. All proposed amendments must be approved, prior to being submitted for a vote of the membership, by the Chairman of the SIG Board and by the Constitution & Bylaws Committee of ACM, after the Executive Director of ACM has provided advice.
> (c) The ballot on the proposed amendment(s) will be conducted among the eligible voters by ACM Headquarters following the procedures of the ACM for voting bylaw amendments, unless a different procedure has been approved by the SIG Governing Board Executive Committee. The proposal is adopted only if at least 2/3 of the effective votes of returned ballots approve it, and only if at least 10% of the ballots are returned. The SIGAda Secretary will send a clean copy of the amended bylaws to the Executive Director of the ACM and to the Chairman of the SIG Board.

The ACM Sample Bylaws suggest the following Article on Dissolution. This was not addressed in our original charter and should be.

Article 13. Dissolution.	Proposed New Article

> Should SIGAda be dissolved, its assets will be supervised by the SIG Board.

Article 14. Meetings — Original Article

a. All technical meetings sponsored by SIGAda are open to any individual with an interest in Ada. All technical meetings will be in locations that are open to the general public.
b. SIGAda will conduct at least one business meeting each year. Business meetings will normally be held in conjunction with technical meetings. At least 2/3s of the members of the Executive Committee must be present or represented by proxy to conduct a business meeting.
c. Business meetings may be called by:

1. The Chairperson, or
2. A majority of the members of the Executive Committee.

d. Business meetings are normally open to all SIGAda members. Where an item of a sensitive nature is under discussion, the Chairperson may limit attendance to the members of the Executive Committee or the Extended Executive Committee (for discussion of that item only).
e. A member of the Executive Committee may authorize another member of the Executive Committee to act in his/her behalf by delivering a signed proxy to either the Chairperson or the Secretary. The authorizer may cancel the proxy at any time.

Proposed Article 14 Change:

1. Replace the Article with the following replacement article. It should be noted that the Sample Bylaws are simpler and do not require a quorum. In practice we conduct our Business Meeting as an EEC Meeting. We should say so in the Charter. We should provide voting rights in the Charter to Members of the EEC.
2. Provide authorization to conduct business by an email vote of the Executive Committee.
3. Eliminate the opportunity to restrict attendance at business meetings. Justification: Business meetings should be open to all. Traditionally they have been.
4. Business meetings identified as the Extended Executive Committee (EEC) meetings now allow all EEC members in attendance to cast a vote.
5. Eliminate the quorum and proxy requirements. It should be noted that the Bylaws recommended by ACM do not require either a quorum or a proxy mechanism.

Article 14. Meetings Replacement Article

(a) All technical meetings sponsored by SIGAda are open to any individual with an interest in Ada. All technical meetings will be in locations that are open to the general public.
(b) SIGAda will conduct at least one business meeting each year. Business meetings will normally be held in conjunction with a technical meeting.
(c) Business meetings may be called by: the Chair, or a majority of the members of the Executive Committee.
(d) Business meetings are open to all SIGAda members.
(e) Business meetings identified as SIGAda Extended Executive Committee (EEC) meetings entitle all members of the SIGAda EEC to vote on issues.
(f) Business may be conducted by email where each member of the SIGAda Executive Committee is entitled to vote.

Article 15. Local SIGAda Chapters   Original Article

a. Local SIGAda's consist of individuals who are geographically near to each other and who have interests in Ada that are within the scope of SIGAda.
b. A majority of the members of the SIGAda Executive Committee must approve the formation of a local SIGAda.
c. The SIGAda Executive Committee must periodically assess the viability of each local SIGAda. This assessment must occur at least once during each term of the Executive Committee. The SIGAda Executive Committee must either revoke its sanction of a local SIGAda or take action to make viable a non-viable local.
d. The chairperson of a local SIGAda must be a member of SIGAda and ACM.
e. Where the chairperson of a local SIGAda is not elected by the members of that local, a majority of the SIGAda Executive Committee must approve the appointment of the local SIGAda chairperson.
f. The members of the Executive Committee of a local SIGAda must be members of SIGAda and ACM.
g. Local SIGAda activities and operations must be in accordance with the policies and bylaws of the ACM, SIGAda and the affiliated local ACM chapter (if any). The Vice-Chairperson for Liaison will review all proposed local SIGAda activities for conformation to SIGAda and ACM policies. In cases of doubt, he/she will refer the matter to the SIGAda Executive Committee.

Proposed Article 15 Change: There is not a corresponding recommendation in the ACM Sample Bylaws. Since our original Charter, SIGAda no longer has any control over the local SIGAdas. The following replacement Article is proposed:

Article 15. Local SIGAda Chapters   Replacement Article

(a) Local SIGAda Chapters consist of individuals who are geographically near to each other, have interests in Ada, and are organized/chartered/managed under the scope of ACM.
(b) The Chair of a Local SIGAda Chapter is a member of the SIGAda Extended Executive Committee.
(c) The SIGAda Executive Committee will support Local SIGAda Chapters by providing resources such as a Chapter Home Page, a Chapter maillist, and other non-financial resources.

Article 16. Consistency   Original Article

The Constitution, Bylaws, and policies of the ACM and of the SIG Board take precedence over any conflicting provisions of these bylaws or internal policies of the Group.

Proposed Article 16 Change: None.

We recommend that you vote yes on the proposed SIGAda Bylaws.