

Goal	Objective	Changes	Details or History
Increased flexibility in gaining needed expertise on the Board in alignment to organizational strategy.	Enable Appointments to ensure diversity (i.e. geographic, gender, expertise, perspective etc.)	<ul style="list-style-type: none"> Added flexibility for the Board to appoint Directors-at-Large for 1- or 2-year terms. President to put forth, for Board approval, annually how many seats to put into election and how many to appoint. 	This introduces a new distinction in the bylaws between 'Elected Director-at-Large' and 'Community Directors-at-Large'. You will see some changes throughout where we had to add clarity (i.e. where it previously said 'Director-at-Large' we had to change this to the appropriate term).
	Enable use of 2 additional Vendor seats	<ul style="list-style-type: none"> Allowed for 2 additional vendor seats and included mechanism for removing vendors if it is in the best interest of PASS. 	<p>When PASS was founded, and for the first 15+ years, we had 4 vendor seats. These were the same 2 Microsoft still holds, and two that were held by our other founding partner CA Technologies.</p> <p>The Two company rule will continue to apply. This rule allows only two individuals on Board, no matter what type of Director they are (Director-at-Large, Executive or Vendor) to work for the same company.</p>
	Ensure Community perspective	<ul style="list-style-type: none"> Added a mandatory minimum of 4 community elected directors-at-large on the board at all times. 	This is down 2 from our previous bylaws. This is in addition to members of the Executive who may also have been elected by the community. We wanted to be sure we maintain a strong community presence on the Board as PASS evolves.
		<ul style="list-style-type: none"> Added that Director-at-Large appointments Directors will be held under the supervision on the NomCom (as Director-at-Large elections already are) which will now function year-round. 	<p>In 2016 we made a shift with our NomCom to prioritize a balance of experience and longevity within this committee, while ensuring new perspectives are always added. This committee provides feedback back to the Board as to what an ideal candidate looks like, and how the candidates in front of them compare. The NomCom also can, and has, removed candidates from the electoral process that don't meet the minimum requirements.</p> <p>We strive for transparency in our election, and now appointment, process. Each year we publish all letters of interest received for the NomCom and publish why those appointed were selected. We also publish the minimum requirements for running for the board as well as the ideal candidate description which the</p>

			NomCom uses to rate candidates' qualifications through the application and interview process.
Review for Quality and Applicability	Ensure bylaws are in line with the organization today	<ul style="list-style-type: none"> Small updates throughout to remove out of date language (i.e. 'Chapter' or a focus on 'SQL Server' vs. the Data Platform) etc. 	
		<ul style="list-style-type: none"> Removed a section which mandated that PASS review Local Group bylaws. 	PASS hasn't required this level of accountability from the Local Groups who really do self manage with PASS support. This hasn't been enforced so needed to be removed.
Knock on Effects	Quorum	<ul style="list-style-type: none"> Updated Quorum requirements to accommodate appointed Directors, and ensured a number of elected directors are mandatory (2) 	Previously quorum was 4 Directors-at-Large. With the new bylaws separating Elected Directors-at-Large from Appointed Directors-at-Large we needed to update this section. We also wanted to ensure that there is <i>always</i> a minimum of Elected Directors-at-Large.
	Regional Seats	<ul style="list-style-type: none"> Removed Regional seats to avoid exclusivity. 	<p>A foundational premise of the regional seats was that they should never actively exclude someone from running. This is why we always have an 'open seat' (a seat that isn't dedicated to any region) in every election. As we reviewed the bylaws and engaged with community members the regional seats were called into question for two reasons:</p> <ol style="list-style-type: none"> We have received feedback that people are feeling excluded. They only run when their regional seat it up for election, or perhaps their region isn't yet represented, so they don't run. When we introduced the notion of reducing the community election to 2 seats in a year, we'd have to remove the open seat. Thus creating an election where only individuals from 2 of our 4 regions could run. <p>The regional seats are creating an exclusivity that was not the intention. This would only be amplified by the other changes that we've made.</p> <p>If regional representation is not garnered through the election the Board will be able to appoint someone to fill that gap.</p> <p><u>Fun Fact:</u></p>

			<p>PASS has had regional seats since the 2013 election. Over the past 6 elections 11 regional seats have been won.</p> <p>None of these regional seats were won because the regional seat existed. All individuals who have sat in any regional seat would have won a seat on the board on their own merit.</p>
	<p>NomCom Composition and Term</p>	<ul style="list-style-type: none"> Removed mandate that IPP serve as Chair 	<p>As we looked at extending the function of the Nominations Committee to also scrutinize Board Appointments we realized that it will need to exist year round. We have made an adjustment so that the Immediate Past President does not have to fill this role anymore. This will be more time consuming for the Chair so it is important that we have someone who is passionate about PASS governance.</p>