

**MID-WESTERN EDUCATIONAL RESEARCH ASSOCIATION**

**BYLAWS**

**Amendments Proposed at October 2011 Annual Meeting approved in March, 2012**

**(previously amended 2008 and reconfirmed 2000)**

**Article I.**

**Name, and Governing Authority, and Officers**

Section 1. This Association shall be known as the Mid-Western Educational Research Association (MWERA).

Section 2. The Association shall be governed by these Bylaws as amended from time to time in accordance with the provisions hereof.

Section 3. The principal office of the Association is located in the State and County where the Association's Executive Director resides.

Section 4. The designation of the County or State of the Association's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_, 19 \_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_, 19 \_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_, 19 \_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_, 19 \_\_

Section 5. The Association may also have offices at such other places, within or without its State of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**Article II.**

**Non-Profit Purpose and Methods**

Section 1. This Association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. The specific purpose of the Association shall be to improve, promote, and disseminate educational research.

Section 3. The methods used will be the generation and dissemination of research, presentations of research findings at an annual convention, and other professional activities deemed appropriate by the Association.

### **Article III.**

#### **Membership**

Section 1. Membership in the Association, including the right to vote and hold elective office, shall be open to any person dedicated to the purposes of the Association. There is no limit on the number of members the Association may admit.

Section 2. Three types of membership dues (Life, Regular, and Student) shall be set as required by Article IX of these Bylaws. Notwithstanding different types of membership dues, this Association shall have only one class of members. Except as expressly provided in or authorized by the Articles of Incorporation, these Bylaws, or provisions of law, all members shall have the same rights, privileges, restrictions, and conditions.

Section 3. The membership year shall be the calendar year, running from the first day of January until the last day in December. A member in good standing must have paid all current and outstanding dues.

Section 4. A member is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

### **Article IV.**

#### **Board of Directors**

Section 1. The Association shall have seven directors, collectively known as the Board of Directors, who shall be identified as Immediate Past President, President, President-Elect, Vice President, Vice President-Elect as specified in Article IV, Section 8, Secretary, and Member-at-Large. The Board of Directors shall serve as the executive arm of the Association Council which is the policy-making body of the Association.

Section 2. The Board of Directors shall be collectively and individually responsible for the Association, and shall assume the following general responsibilities, in addition to the specific roles listed in Article VII:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the Association;
- (c) Supervise all agents and employees of the Association to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the Association. Notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

Section 3. As required by state law, Directors shall be the age of maturity. In addition, a Director must be:

- (a) A member of the Association in good standing

- (b) Willing to serve the Association consistent with its Articles of Incorporation, its non-profit Purposes, and these Bylaws.
- (c) Elected by membership vote, or as prescribed by these Bylaws.

Section 4. Each year the President shall automatically become the Immediate Past President, the President-Elect shall become the President, the Vice President shall become the President-Elect, and the Vice President-Elect shall become the Vice President.

Section 5. The Secretary shall hold office for two years, the Member-at-Large shall hold office for three years, and the other Directors shall hold office for one year as described in Article IV, Section 4.

Section 6. The term of office for Vice President-Elect shall begin immediately after the closing of the annual convention of the Association that occurs during the year in which the Vice President-Elect was elected. The term of office for all Directors shall begin immediately after the closing of the annual convention of the Association during the year their term begins and shall end with the closing of the annual convention at the end of their term, or when the Director resigns from office, or until a successor is elected or appointed, whichever occurs first.

Section 7. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

## **Article V.**

### **The Association Council**

Section 1. The Association Council shall be made up of the Board of Directors and fifteen councilors who are to be elected in the same manner as the Directors. The Council shall be the policy-making body of the Association. The Board of Directors shall be the executive arm of the Council.

Section 2. All MWERA officers, namely Councilors and Directors, are ordinarily elected representatives of the Association and shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of approved expenses incurred in the performance of their duties.

Section 3. The term of office of the fifteen Councilors shall be two years. Eight shall be chosen in the even-numbered years and seven in the odd-numbered years. The term of office shall begin immediately after the closing of the annual convention of the Association that occurs during the year in which the Councilor was elected and shall end with the closing of the annual convention during the second year of the term, or when the Councilor resigns from office, whichever occurs first.

Section 4. If a vacancy appears in the Association Council, the President, with the approval of the Council, shall appoint a member in good standing to fill the remainder of the vacant term.

## **Article VI**

### **Nominations, Elections and Ballots**

Section 1. All Directors and Councilors shall be elected by ballot.

Section 2. The Nominating Committee shall prepare a slate of nominees, after ascertaining the availability of those persons chosen, for each office that is open, and present it to the Annual Membership Business

Meeting. This slate as modified by any revisions or additions voted on at the Annual Membership Business Meeting shall be placed on the ballot.

Section 3. Only members in good standing may be nominated and hold elective office. Nominees for a Board of Directors position must have previously served on Association Council or as a Division Chair. Nominees for Association Council must have been members in good standing for at least three years.

Section 4. The Secretary shall disseminate a ballot, using a method of dissemination approved by the Association Council, to every member in good standing following the Annual Membership Business Meeting. Ballots shall be returned to the Secretary, as Chair of the Tellers Committee, by specified method to ensure membership. If the Secretary is nominated for an elected position for which ballots need to be counted, the President shall hold responsibility for receiving and counting the ballots and informing the Tellers Committee of the results.

Section 5. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Association distributes a ballot to each member. The ballot shall:

- (a) set forth the proposed action;
- (b) provide an opportunity to specify approval or disapproval of each proposal;
- (c) shall specify the date by which the ballot must be received by the Association in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the Association.

Section 6. Election to office will be by a plurality of votes cast for that office. In case of a tie vote the winning candidate shall be determined by chance lottery.

Section 7. If a vacancy occurs in the office of Secretary or Member-at-Large or Vice President-Elect, or Vice President, or President-Elect; then the President, with the approval of the Association Council, shall appoint a member to fill the remainder of the relevant term(s) of office.

Section 8. If a member holding an elected office or appointed position fails to follow the Bylaws and Policies of the Association through neglect of duties or unethical, illegal, or unprofessional actions, the member may be removed from office by not less than 2/3 (two-thirds) vote of the Board of Directors.

## **Article VII.**

### **Roles of Directors, Councilors, and other Officers**

#### **Section 1. President**

- (a) Serves as Chair of the Association Council and the Board of Directors for a one-year term.
- (b) Conducts all official meetings, directs all Association business, and takes whatever actions are deemed appropriate by the Board of Directors and the Association Council.
- (c) Represents the Association in all official or business transactions. Serves as Chief Executive Officer of the Association to ensure implementation of all duties pertaining to this office or as may be required by law, by the Articles of Incorporation, by these Bylaws, or those that may be presented by the Board of Directors from time to time, including deeds, mortgages, bonds, contracts, checks and other instruments.
- (d) Appoints committees and task force groups, or delegates such authority to other officers. However, Division Chairs shall be appointed by the Vice President and Annual Conference Program Chair; and Editorial board members by the Editor or co-Editor or Managing Editor as specified in Article VIII, Section 6.

- (e) Presents the Annual Presidential Address at the MWERA Conference.
- (f) Serves as Chair of the Nominating Committee
- (g) Serves as Immediate Past President in the subsequent year.

#### **Section 2. President-Elect**

- (a) Conducts official meetings and directs Association business in the absence of the President. In these instances, the President-Elect will have all the powers of the President.
- (b) Prepares the following year Association Budget for approval by the Association Council.
- (c) May serve as Program Co-Chair with the Vice President.
- (d) Serves as member of the Association Council and the Board of Directors for a one-year term.
- (e) Serves as a member of the Nominating Committee.
- (f) Serves as President in the subsequent year.

#### **Section 3. Immediate Past President**

- (a) Conducts official meetings and directs Association business in the absence of the President and the President-Elect. In these instances, the Immediate Past President will have all the powers of the President.
- (b) Serves as member of the Association Council and the Board of Directors for a one-year term.
- (c) Chairs Awards Committee.
- (d) Serves as a member of the Nominating Committee
- (e) Serves as member of MWERA Journal Editorial Board for a one-year term.

#### **Section 4. Vice President**

- (a) Conducts official meetings and directs Association business in the absence of President, President-Elect, and Immediate Past President. In these instances, the Vice President will have all the powers of the President.
- (b) Serves as Annual Conference Program Chair while Vice President. As Program Chair, the Vice President will implement Board of Directors' guidelines to appoint all Division Chairs and Co-chairs, and to manage the Conference Program. This includes preparation of the Conference Call for Proposals, the Conference Program issue of the MWERA Journal, and the Conference Abstracts.
- (c) Serves as member of the Association Council and the Board of Directors for a one-year term.
- (d) Serves as President-Elect in the subsequent year.

#### **Section 5. Vice President-Elect**

- (a) Serves as Program Chair (in training) with the Vice President, who is serving as Annual Conference Program Chair.
- (b) In preparation for the role as Program Chair, will implement Board of Director's guidelines to manage the Conference Program which falls during the term of office when the person serves as Vice President. This includes the Conference Call for Proposals and the Conference major speakers.
- (c) Serves as member of the Association Council and the Board of Directors for a one-year term.
- (d) Serves as Vice President in the subsequent year.

#### **Section 6. Secretary**

- (a) Maintains official records of i) all Association transactions, ii) changes in the Articles of Incorporation and these Bylaws, and iii) Minutes of all regular and special Business Meetings of the Association.
- (b) Chairs the Tellers committee which is responsible for the preparation of all ballots and the conduct of all elections.

- (c) Sends notices of all Meetings as required by these Bylaws. Prepares Agenda and Minutes for all Meetings, under directions of President.
- (d) Serves as member of the Association council and the Board of Directors for a two-year term.
- (e) Presents any proposed changes to the Articles of Incorporation or Bylaws to the membership at its Annual Meeting.
- (f) Makes available at all reasonable times, to any Director of the Association or agent/attorney, on request thereof, these Bylaws, and the Minutes of the meetings of the Board of Directors of the Association.
- (g) In general, performs all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

#### **Section 7. Member-at-Large**

- (a) Serves as Association membership ombudsperson on Board of Directors.
- (b) Conducts all necessary surveys of the Association membership and evaluations of Association activities (including evaluation of the Annual Conference).
- (c) Serves as Membership Committee Chair.
- (d) Serves as member of the Association Council and the Board of Directors for a three-year term.

#### **Section 8. Executive Director**

- (a) Maintains all Association membership records and archives.
- (b) Serves as Treasurer and maintains all Association Fiscal Accounts
- (c) Bills members for dues, receives all monies for Association, and gives appropriate receipt.
- (d) Prepares and presents Annual Financial Statements to the Board of Directors, the Association Council, and the General Membership Business Meeting.
- (e) Manages finances and bank accounts under the direction of the Board of Directors.
- (f) Serves as a required co-signer with the President for all deeds, mortgages, bonds, contracts, checks, or other instruments which are authorized by the Board of Directors.
- (g) Disburses, or causes to be distributed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (h) Keeps and maintains adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (i) Exhibits at all reasonable times the books of account and financial records to any Director of the Association or agent/attorney, on request thereof.
- (j) Renders to the President or any Director, whenever requested, an account of any or all transactions as Treasurer and of the financial condition of the Association.
- (k) Prepares, or causes to be prepared, and certifies, or causes to be certified, the financial statements to be included in any required reports.
- (l) In general, performs all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.
- (m) Serves as a Board-appointed, non-voting member of the Board of Directors with a three-year contract and an annual review of performance. The dates of appointment will be designated at the time of appointment. This position shall carry with it an honorarium and an expense account.

#### **Section 9. Editor or Editorial Team**

- (a) Solicits and reviews manuscripts for publication in the MWERA journal using appropriate professional standards.
- (b) Prepares copy of the MWERA journal for publication and distributes to members and others, as approved by the Board of Directors.

- (c) Appoints and coordinates Editorial Board members under guidelines set by the Board of Directors and these Bylaws.
- (d) Solicits funding and financial support for MWERA publications as approved by the Board of Directors
- (e) The Editor or one liaison from the Editorial Team serves as a non-voting member of the Board of Directors. This position carries professional responsibility, but no honorarium. The dates of appointment will be designated at the time of appointment.

The Editor or Editorial Team is appointed by the Board of Directors for a three-year term. The dates of appointment will be designated at the time of appointment. **Section 10. Association Council Member (Councilor)**

- (a) Reviews and approves all Association policy.
- (b) Reviews and approves all budgets, financial reports, and dues assessments.
- (c) Serves on Membership or other Committee(s).
- (d) Represents membership and constituency interests at all levels of Association governance.
- (e) Serves as member of the Association Council for a two-year term.

**Section 11. Division Chair and Division Co-Chair**

- (a) Reviews and approves Conference paper and symposium proposals under the direction of the Vice President, who is serving as Program Chair.
- (b) Represents professional interests, needs, and goals of MWERA Divisions listed in Article VIII, Section 3.
- (c) Appointed by Vice President, as Program Chair, for a two-year term on the Program Committee: the first year as Division Chair, the second year as Division Co-Chair.

**Section 12. MWERA Historian/Archivist**

- (a) Administers the Archival collection of historic documents and other materials.
- (b) Prepares MWERA-related articles and studies about the Association for dissemination through print, electronic, and/or other media, as appropriate.
- (c) Provides informational support to MWERA officers and other officials.
- (d) Serves a three-year term as a Board-appointed, non-voting member of the Board of Directors. The dates of appointment will be designated at the time of appointment. This position carries professional responsibility, but no honorarium.

**Section 13. Webmaster**

- (a) Performs all activities required to create and maintain the Association website, including the MWERA Journal, as directed by the Board of Directors (such as creating and modifying pages, uploading documents, ensuring security, working with the website host, and any other activities required for maintenance of the website).
- (b) Serves a maximum three-year term as a Board-appointed Officer (but not a member of the Board of Directors) with an annual review of performance. The dates of appointment will be designated at the time of appointment. This position may carry with it an honorarium.

**Article VIII.**

**Committees**

**Section 1. General Categories**

- (a) Permanent Standing Committees shall be the Program Committee, the Nominating Committee, the Awards Committee, the Tellers Committee, the Editorial Board, and the Membership Committee.

- (b) Other Standing Committees may be established by the Board of Directors, the Association Council, or by the general membership, by mail vote or at a business meeting.
- (c) Subcommittees and their Chair may be appointed by any committee Chair.
- (d) Ad hoc committees may be established by the President, the Board of Directors, and the Association Council.
- (e) Except for the Permanent Standing Committees, other committees shall be discontinued by the constituting body or by the Board of Directors as soon as their mission is completed.

## Section 2. General Characteristics

- (a) In general, the President shall appoint the committee Chair or Co-Chair, except as restricted by these Bylaws. Any member in good standing may be appointed as Chair or committee member.
- (b) Each committee shall have at least three members.
- (c) Any member in good standing may request membership and shall be granted membership on any committee, except the Nominating and the Tellers Committees, and the Editorial Board.

## Section 3. Program Committee

- (a) The Program Committee shall include Division Chairs and Co-Chairs representing the following areas:

Division A – Administration, Organization, and Leadership

Division B – Curriculum Studies

Division C – Learning and Instruction

Division D – Measurement and Research Methodology

Division E – Counseling and Human Development

Division F – History and Historiography

Division G – Social Context of Education

Division H – Research, Evaluation and Assessment in Schools

Division I – Education in the Professions

Division J – Postsecondary Education

Division K – Teaching and Teacher Education

Division L - Educational Policy and Politics

Division names shall be updated to reflect AERA Divisions. Additions or deletions of divisions will be made through the bylaw amendment process.

- (b) Division Chairs and other members of the Program Committee shall be appointed by the Vice President, who shall serve as Program Committee Chair. The President-Elect may serve as Program Co-Chair. Division Chairs may serve as Division Co-Chairs in the following year.
- (c) The Program Committee shall arrange for the content and make local arrangements for the annual convention. The Vice President, as Program Chair, shall have all responsibility for the Convention, including arranging for speakers and making decisions about papers to be presented. The Coordinator of Local Arrangements, who is appointed by the Vice President, shall primarily have responsibility for local arrangements.
- (d) A blind, peer review of papers and symposia shall be organized by Division Chairs, under the direction of the Program Committee Chair, utilizing volunteers who have agreed to serve as peer-reviewers.

## Section 4. Nominating Committee

- (a) The Nominating Committee shall consist of the President, the President-Elect, and the Immediate Past President, with the President as Chair.

- (b) The Nominating Committee shall present to the Board of Directors, the Association Council, and the General Membership Business Meeting a slate of members who are willing and able to serve as Officers (Directors and Councilors) of the Association.

**Section 5. Awards Committee**

- (a) The Awards Committee shall be chaired by the Immediate Past President and shall include the President-Elect.
- (b) The Awards Committee shall be responsible for all awards presented at the Annual Convention.

**Section 6. Tellers Committee**

- (a) The Tellers Committee shall be comprised of three members, appointed by the President, including the Secretary as Chair.
- (b) The Tellers Committee shall be responsible for developing and disseminating ballots, and determining the results of all elections and issues on the ballot.

**Section 7. Editorial Board**

- (a) The Editorial Board shall be chaired by the Editor (or member(s) of the Editorial Team). One member shall be the Immediate Past President, another shall be appointed by the President, and the remainder shall be appointed by the Editor or Editorial Team, with approval from the Board of Directors.
- (b) The Editorial Board shall be responsible for the development of all professional publications of the Association.

**Section 8. Membership Committee**

- (a) The Membership Committee shall consist of Association Councilors from each U.S. State and Canadian Province represented on the Council, and such other persons as the President may appoint. This Committee shall be chaired by the Member-at-Large.
- (b) The Membership Committee shall be responsible for all developmental and public relations efforts with potential members.

**Article IX.**

**Finances and Association Records**

**Section 1.**

- (a) All membership dues and assessments must be recommended by the Board of Directors and approved by the Association Council.
- (b) Life Membership dues shall be set at ten times the existing Regular dues for members. Membership dues for students shall be set at approximately 50 percent of the Regular dues.
- (c) The Association Council shall have authority to establish fees for any of the Association's conferences, workshops, publications, and services. The Board of Directors will collect these fees in the amount specified in the appropriate budget.

**Section 2.** The Association Council shall provide for an operating budget.

Section 3. The Board of Directors, under authority delegated by the Association Council, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contact or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 4. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law; checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Executive Director and countersigned by the President of the Association.

Section 5. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or device compatible with its nonprofit purposes.

Section 7. The Association shall keep at its principal office:

- (a) Minutes of all formal meetings of the Board of Directors, the Association Council, the General Membership, and all Standing Committees; indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, the names of those present, and the proceedings thereof.
- (b) Adequate and correct financial records; including accounts of its properties and business transactions; and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (c) A record of its members, indicating their name, institutional affiliation address, and payment of annual dues.
- (d) A copy of the Association's Articles of Incorporation and these Bylaws as amended to date, which shall be available to any member, of the Association upon request.
- (e) A set of the major publications from the last seven years.

Section 8. Every Director shall have the right at any reasonable time to inspect and copy any Association records and documents; to inspect the physical properties of the Association; and shall have such other rights to inspect the records and properties of this Association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 9. The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this State or to the members of this Association within the time-limits set by law.

## **Article X.**

### **Meetings and Business**

Section 1. The Board of Directors shall set the time and place of all meetings of the Association. There must be at least one regular meeting of the Board of Directors, and another of the Association Council each year at the time of the Annual Convention.

Section 2. The President may call special meetings of the Board or Council at other times; and must call one upon a petition of a majority of the Board of Council members. Such meetings may be held by telephone conference.

Section 3. On petition of ten percent of the voting members, the Board of Directors must call an Extraordinary Business Meeting to be held within 90 days of the date of the petition.

Section 4. Special meetings of the Association Council or Extraordinary Business Meetings of the Association require a 90-day notice. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine; and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

Section 5. Except for sufficient reason, there shall be at least one convention of the Association each year. At least one session of each convention shall be set aside to conduct a general business meeting for the Association membership.

Section 6. Ten percent of general membership shall constitute a quorum at a General or Extraordinary Membership meeting. Half the members of the Association council shall constitute its quorum. The quorum for the Board of Directors and other Association Committees shall be seventy percent.

Section 7. Meetings of the Association and its committees shall be governed by the current edition of *Robert's Rules of Order*, except as amended by these Bylaws.

Section 8. Whenever any notice of a meeting is required to be given to any Director of this Association under the provisions of the Articles of Incorporation, or these Bylaws, or the law of this State, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Notice for the meeting of the Board of Directors, the Association Council, and the General Membership at the Annual Convention shall be published in the Convention Program.

Section 9.

- (a) Except as otherwise provided under the Articles of Incorporation, these Bylaws, or State law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.
- (b) Every action or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall constitute the act of the Board of Directors; unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

## **Article XI.**

### **IRC 501(c)(3) Tax Exemption Provisions**

Section 1.

- (a) No substantial part of the activities of this Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Association shall not participate in, or intervene in (including the publishing or distribution of statements), and political campaign on behalf of, or in opposition to, any candidate for public office.
- (b) Notwithstanding any other provisions of these Bylaws, this Association shall not carry on any activities not permitted to be carried on i) by an Association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or ii) by an Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. No part of the net earnings of this Association shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons; except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes of this Association.

Section 3. Upon the dissolution of this Association, its assets remaining after payment, or provision of payment, of all debts and liabilities of this Association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this State.

## **Article XII.**

### **Amendments and Revisions**

Section 1. Amendments to these Bylaws shall be made in either of the following ways:

- (a) The Council may draw up proposals and submit them, with any arguments it chooses, to the membership for ratification.
- (b) Any member may submit to the Council, in writing, and signed by its sponsors, a proposed amendment or amendments. The Council shall then submit the proposed amendment with any arguments and recommendations to the members of the Association for ratification.

Section 2. The Secretary shall present any proposed changes to these Bylaws along with any explanation and recommendations from the council at the convention. The amendments shall then be voted on at the same time and using the same method as officers and councilors are elected. To pass, an amendment must receive either fifty percent of the ballots cast in the election of fifty-five percent of those voting on the issue.

Section 3. An amendment to these Bylaws becomes effective upon acceptance, unless otherwise specified on the ballot.

Section 4.

- (a) If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Association, the provisions of the Articles of Incorporation shall govern. If there is any conflict between the provisions of these Bylaws and any other Association policy, the provisions in the Bylaws shall govern.
- (b) Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
- (c) All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this Association filed with an office of this State and used to establish the legal existence of this Association.
- (d) All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.