

College Book Art Association

Constitution and Bylaws

Mission Statement

The College Book Art Association supports and promotes academic book art education by fostering the development of its practice, teaching, scholarship and criticism.

CBAA Constitution

Article I – The name of the organization

The name of this organization shall be the College Book Art Association.

Article II – Affiliation with other groups

The association may affiliate with other professional organizations, as its board and membership choose.

Article III – Purpose, aims, functions of the organization

The College Book Art Association is a non-profit organization fundamentally committed to the teaching of book art at the college and university level, while supporting such education at all levels, concerned with both the practice and the analysis of the medium. It welcomes as members everyone involved in such teaching and all others who have similar goals and interests. The association aims to engage in a continuing reappraisal of the nature and meaning of the teaching of book art. The association shall from time to time engage in other charitable activities as determined by the Board of Directors to be appropriate.

This association has been formed under Public Law for educational, charitable, scientific, and literary purposes. The sole purpose of the association is to perform 501(c)(3) exempt educational and charitable activities. No substantial part of the activities of the association shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the association shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. The association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable purposes described in its Articles of Incorporation.

Article IV – Membership requirements and limitations

Section 1. Membership in the association shall be extended to all persons interested in book art education or in the furtherance of these arts. For purposes of this constitution the geographical area covered by the organization shall include but is not limited to all residents of North America. Categories of membership are defined in the bylaws.

Section 2. Dues. Members of the association shall be required to pay annual dues, in an amount and on or before a date set by the board, as a condition of membership.

Article V – Directors

Section 1. Number and Term of Office. The Board of Directors of the association shall consist of not fewer than seven (7) and not more than twenty-one (21) members elected for two (2) year terms at staggered intervals. Each director shall hold office until the successor has been elected and has qualified. No member may hold more than four (4) successive full terms as a director without time off the board equal to a two (2) year term.

Section 2. Selection of Directors. The directors of the association shall be invited to membership on the board by vote of the current board. The initial board, formed at the establishment of the association, will select additional directors as needed, and establish the overlapping service terms of current and future directors. The board may then vote new board members to the board annually up to the maximum number allowed. The Nominating Committee shall solicit names of prospective board members, interview them, and determine the next slate of nominees to present to the whole board for their individual consideration and vote.

Section 3. Removal of Directors. Any director may be removed at any time by a two-thirds vote of the Board of Directors by mail or electronic ballot. All such cases shall be conducted with due process, such process being initiated by a petition to the board demonstrating good cause and containing the signatures of not less than ten (10) percent of the total membership or thirty (30) percent of the Board. A committee consisting of

an individual chosen by the director in question, a board member designated by the board, and a representative from the general membership agreeable to both parties shall conduct the investigation. This committee shall make its recommendation to the board with regard to putting the question of removal before the Board. Should the board decide to terminate proceedings, a report to the membership regarding reasons for termination will be made by the Secretary.

A director shall be deemed to have resigned upon failure to attend three (3) consecutive meetings of the board without adequate explanations to the President.

Section 4. Vacancies. In the event of a vacancy occurring on the Board of Directors, such vacancy shall be filled by a vote of the majority of directors then in office.

Section 5. Regular Meetings of Directors. Regular meetings of the Board of Directors shall be held at such place or places and on such days and at such hours as the board may by resolution appoint, quarterly, via conference call, electronic conferencing, or in person. All board members are expected to attend the annual and quarterly meetings of the association.

Section 6. Special Meetings of Directors. Special meetings of the Board of Directors may be called at any time by the chairperson or by a majority of the members of the Board of Directors. Written notice thereof shall be given by the secretary to each member of the board by first class mail and email, not less than fifteen (15) days prior to such meeting and such notice shall be sent to the address designated by the board member for such purpose or, if no designation has been made, to the last known address of the board member as shown in the record of members.

Section 7. Quorum. Except as otherwise provided by law or these by-laws, the majority of the duly elected and qualified members of the board shall constitute a quorum at any meeting of the Board of Directors, and a majority of the directors present at such meeting shall decide any question that may come before the meeting. Proceedings from meetings which fail to meet a quorum will be considered advisory only.

Section 8. Attendance at Meetings. The meetings of the Board of Directors and its committees shall be open to attendance by any member of the association. However, participation in such meetings by non-board members or non-committee members is at the discretion of the chair. Non-board attendees are non-voting. The board may designate certain meetings or portions of meetings to be closed, in consideration of personnel matters or other sensitive issues.

Section 9. Board Fund. All board members are expected to contribute to the annual board fund and/or other funds. The amount will not be specified nor published, but it is important for board members to make an annual financial contribution to the board during their tenures. Student members are welcome to make contributions but are not required to do so.

Article VI – Officers

Section 1. Officers Enumerated. The officers of the association shall consist of a President, Executive Vice President, Vice President for Programming, Vice President for Membership, Secretary, and Treasurer. The officers report to the board, are members of it, and are subject to its direction. Nominations for offices will be made by the Nominating Committee and elections held in a manner directed in the bylaws. One person may hold two or more offices, except those of President and Secretary, and President and Treasurer.

Section 2. Other Officers. The board may elect or appoint such other officers from members of the association, as it shall deem necessary, who shall hold their offices for such terms and shall have such powers and perform such duties in the management of the property and affairs of the association as shall be prescribed from time to time by the Board of Directors in the bylaws.

Section 3. Terms of Office. The President and Executive Vice President and all other officers shall serve terms of two (2) years. Officers may be re-elected to a second consecutive two (2) year term. If a board member who has served three (3) terms is elected President for their final 2-year board term, at the end of that 2-year term the board may elect that President to an additional two-year term. Officers shall be elected by the directors in advance of the annual meeting as described in the Policies and Procedures or by other means agreed upon by consensus. All officers shall hold office until their respective successors are elected and qualified. Terms shall begin and end in January.

Section 4. Vacancies. In the event of a vacancy occurring in an office, such vacancy shall be filled until the next election cycle by a vote of the majority of directors then in office.

Section 5. The President. The President shall have the general powers and duties of supervision and management which usually pertain to such offices, shall preside at meetings of the Board of Directors and the membership, and shall perform such other duties as may be properly required by the board.

Section 6. The Executive Vice President. The Executive Vice President shall assist the President, and during the absence or disability of the President, shall exercise the power and discharge all of the duties of that office until the President's return or the successor be chosen. The Executive Vice President shall also serve as chair of the steering committee and oversee the activities of the Vice Presidents for Programming and Membership, receiving their reports directly. Ordinarily, the Executive Vice President will become the President when that term ends, but it is not necessarily a requisite of the position.

Section 7. Vice President for Programming. The Vice President for Programming shall schedule meetings and events, and coordinate organization promotion and publicity of events. This Vice President shall chair the Meetings and Programs Committee and receive reports from the Publications Committee.

Section 8. Vice President for Membership. The Vice President for Membership shall coordinate membership promotion, work with the Treasurer and the web administrator to maintain current data on all members, and chair the Nominations and Membership Committee. This Vice President shall receive reports from the Communications Committee.

Section 9. The Secretary. The Secretary shall issue notices of all meetings of the membership and of the directors where notices of such meetings are required by law or the bylaws. The Secretary shall keep the minutes of the meetings of members and of the Board of Directors and all committees. The Secretary shall sign such instruments as require the signature and shall perform such other duties as usually pertain to the office or as are properly required by the Board of Directors.

Section 10. The Treasurer. The Treasurer shall have the care and custody of the funds and securities of the association and shall have general supervision of the books on account. The Treasurer shall keep a continuing record of all monies received and disbursed. The Treasurer shall report to the Board of Directors at each meeting a current balance sheet and a statement of operations for the period since the last previous meeting. The board may employ suitable professional assistance to handle the routine financial transactions of the association.

Article VII – Removal

Section 1. Removal from Office. Any officer may be removed with cause following procedures in the bylaws and a regular or special meeting of the Board of Directors. An officer shall be deemed to have resigned upon failure to attend three (3) consecutive meetings of the Executive Committee, in the absence of credible explanation.

Section 2. Removal from Membership. Any member may be removed from membership following procedures in the bylaws. All such cases shall be conducted with due process.

Article VIII – Meetings

Section 1. The organization shall hold annual meetings. Officers will hold organizational meetings as necessary. Board of Directors meetings will occur quarterly. Robert's Rules of Order (10th Revised Edition or newer) shall govern all meetings.

Section 2. Annual National Meeting. Every year, the membership shall convene in person at such time of year and such place as the Board of Directors shall direct to exchange information and have discussions deemed appropriate to the goals of the association. Every two (2) years, the association will convene in person for a conference, held concurrently with the annual meeting, and at which appropriate presentations, discussions, exhibitions, demonstrations, and other events deemed appropriate to the goals of the association shall take place.

Section 3. Annual Business Meeting. The annual business meeting of the members of the association, for the rendering to the membership of the directors' annual report required by law and for the transaction of such other business as may properly come before the meeting, shall be held during the annual national meeting at such time and place as the Board of Directors shall direct. The annual business meeting shall be placed at a

prominent time on the schedule of the annual national meeting for maximum attendance by attending members. One of the Board of Directors' quarterly meetings shall take place at the annual meeting.

Section 4. Special Meetings. Special meetings of the members, except where otherwise provided by law or these bylaws, may be called at any time by the Board of Directors and shall be called by the Secretary at the request in writing of members as described in the bylaws. Special meetings may be held at any location.

Article IX – Committees

Section 1. Committees Enumerated. The Board of Directors shall elect from its number an executive committee. The chairperson shall appoint, with the approval of the board, the heads of all other committees, except where otherwise directed by the bylaws. Other committees shall include, but not be limited to, the Nominating and Membership Committee, Executive Committee, Steering Committee, Communications Committee, Publications Committee, and the Meetings and Programs Committee. Members of the committees shall be appointed from the membership by the committee chairperson. The term of office for all committee members is two years except where otherwise indicated in the bylaws. Two-thirds (2/3) of the membership of any committee shall constitute a quorum from the transaction of business, and the vote of a majority of the members present at any meeting, if a quorum be present, shall be the act of any such committee. The chairperson or a representative of each and every committee is required to submit an annual report at the annual business meeting.

Section 2. Executive Committee. The Executive Committee shall consist of the officers of the association and three members from the current board, including, if possible, one student member. The committee shall have all the authority of the board during periods when the board is not meeting, provided that it not take any action inconsistent with previous action of the board, submit to members any action requiring membership action, make additions to or deletions from the bylaws, remove or indemnify directors or officers, fill any vacancy in the Board of Directors, and carry out other appropriate board business. The Executive Committee meetings shall be called by the President.

Section 3. Nominating and Membership Committee. The Nominating and Membership Committee, appointed by the Executive Committee, shall consist of one former chairperson when possible, the Vice President for Membership as chairperson, and one member not a director, together with no more than two such other members, whether or not directors. The committee shall create lists of nominees from members for officers, directors, committee chairs and members, and perform other duties as necessary for the organization. The committee shall also develop means to encourage, increase, and maintain membership.

Section 4. Steering Committee. The Steering Committee shall have the Executive Vice President of the board as its chairperson and shall consist of five members who will solicit new ideas, recommendations and suggestions to further the aims of the association and the profession. The committee shall function as a research and development group responsible for suggesting long range planning to the board.

Section 5. Communications Committee. The Communications Committee shall have a director as its chairperson and shall be responsible for all communications with and between the members. The committee shall have responsibility for the content of the association's newsletter, website, listserv, and other instruments of communication.

Section 6. Publications Committee. The Publications Committee shall have a director as its chairperson and shall consist of five members at least two of which shall be directors and two non-directors and one of which is a former editor of the journal when possible. The Publications Committee shall have responsibility for the design and production of the association's journal (at such time as the board decides to publish one), newsletter, and other documents, except for those overseen by the Communications Committee, as directed by the board.

Section 7. Meetings and Programs Committee. The Meetings and Programs Committee shall have a director as its chairperson and recommend the annual national meeting program chairperson to the board as well as oversee the planning and production of the annual national meeting and the biannual national conference. The committee shall also advise the board on suitable locations and hosts for future meetings, recommend conference activities, and other programming suitable to the association and its goals.

Section 8. Other Committees. The Board of Directors may prescribe the powers and fix the responsibilities and membership of any other committees and may dispense with any such committee at any time. Members of any such committees may be directors or non-directors, as decided by the board.

Article X — Finances

Section 1. Finances. Except as otherwise permitted herein, the funds of the association shall be deposited in its name with such bank or banks, trust companies or trust company, as the Board of Directors may, from time to time, designate. Funds shall be subject to withdrawal by such officers or agents of the corporation as may, from time to time, be designated by the Board of Directors.

Section 2. Fiscal Year. The fiscal year of the association shall be from January 1 to December 31 of each year.

Section 3. Budget. The annual budget shall be drawn up by the Treasurer with advice from the Executive Board, approved by a majority of the membership at the Annual Business Meeting, and maintained by the Treasurer on a continuing basis.

Article XI — Amendments

Section 1. Amendments by Members. This constitution and bylaws may be supplemented, amended, altered or repealed in whole or in part by a majority of the vote cast by members entitled to vote in a ballot and procedure prescribed in the bylaws.

Section 2. Additions by Directors. The board may adopt supplemental and additional provision not in conflict with any provisions of existing bylaws but may not amend or repeal any article previously adopted or approved by the members; provided, however, that any such supplemental or additional provisions so adopted by the board shall be presented to the members, for ratification or rejection, at the first annual or special meeting of the members following the adoption thereof by the board. The board may propose amendments to the members at any annual meeting, including repeal or amendment of existing articles.

Article XII — Miscellaneous

Section 1. Investments. To the extent permitted by law, the association may invest its funds in such investments, including real and personal property of every kind and description, as the Board of Directors shall, from time to time, authorize.

Section 2. Beneficiaries. No person selected by the Board of Directors, or an authorized committee of the board, as a proper recipient of benefactions of this association in pursuance of its legal objectives and purposes shall be deemed disqualified because of being a member of the association.

Section 3. Compensation and Expenses. No director or member shall receive any compensation for services rendered to this association as such director or member, but the Board of Directors shall have the right to authorize the payment of reasonable compensation to any person, whether or not such person be a director, member or otherwise, for services actually rendered, including travel expenses, in the accomplishment of the objects and purposes of the corporation. This shall include the ability to employ and remunerate such persons as an executive director or executive secretary, accountant, and journal editor. Further,

- a. A voting member of the board who receives compensation, directly or indirectly, from the association for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the association for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- d. All voting members of the board or any committee with board delegated powers shall follow the conflict of interest policy set forth in this document. Any compensation arrangements must be approved in advance of paying such compensation. All compensation arrangements must be documented in writing, including the terms, date, and individual votes of such arrangements. Compensation arrangements will be approved based on information about that compensation based on similarly situated tax-exempt organizations for similar services. Information on which compensation is based must be recorded in writing.

Section 4. Dissolution. Upon dissolution of the association, all remaining assets belonging to the association will be used exclusively for exempt purposes.

Article XIII – Conflict of Interest

Section 1. Conflict of Interest. Members of the Board of Directors and officers of the association must conduct their personal and professional affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities. A director or officer shall disclose as a matter of record any personal, financial, or professional interest in the outcome of a matter at the meeting at which such matter is discussed. No director or officer of the association shall be interested, directly or indirectly, in any contract relating to the operations conducted by the association, not in any contract for furnishing supplies thereto, unless authorized by a two-thirds (2/3) vote of the Board of Directors excluding the vote of any such interested persons.

Section 2. Interested Person. Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 3. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the association has a transaction or arrangement.
- b. A compensation arrangement with the association or with any entity or individual with which the Association has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under subsequent sections, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 4. Duty to Disclose In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 5. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 6. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the association best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 7. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article XIII — Adoption

This constitution and bylaws were adopted by acclamation at the first annual meeting of the organization on January, 12, 2008.

CBAA Bylaws

1. Charter

Section 1. Charter. The College Book Art Association is chartered as a non-profit organization in the state of Arizona. Incorporation was granted on April 8, 2008 by and is on file at the Arizona Corporation Commission, Phoenix, Arizona.

2. Membership

Section 1. Membership in the organization shall be extended to all persons interested in book art education or in the furtherance of these arts. For purposes of these Bylaws, the geographical area covered by the association shall include but is not limited to all residents of North America.

Section 2. Regular Membership. Persons shall be admitted as members on application to the duly authorized membership representative of the association and upon payment of dues.

Section 3. Student Membership. Persons shall be admitted as student members on application to the duly authorized membership representative of the association, including proof of current and ongoing student status at an accredited college or university, and upon payment of dues.

Section 4. Institutional Membership. Institutions, including partnerships, associations, corporations, and educational and other not-for-profit corporations, their divisions and departments, shall be eligible for institutional membership.

Section 5. Honorary and Life Membership. Honorary membership may be conferred on members and nonmembers as an indication of the association's recognition of and esteem for such person's contributions to the field. Life Membership may be conferred on members as recognition of and esteem for such person's outstanding personal contribution to the association. Honorary and life members shall enjoy all privileges of membership without obligation for dues. Proposals for Honorary or Life Membership shall be originated by or through members of the Board of Directors and must be approved by a two-thirds (2/3) vote of the board.

Section 6. Founding Membership. Founding members of the association may choose to contribute \$150 annual dues for the first three years to achieve Founding Member status. The rights, benefits, and obligations of Founding Member status will be defined by the board.

Section 7. Other Memberships. Other membership categories, including sustaining, patron, and institutional, may be established by the board. These memberships shall carry fees substantially above that of regular membership at levels determined by the board and shall have the privileges of regular members.

Section 8. Ownership of Corporate Property. The association shall not be operated for profit and its entire properties, assets and facilities shall be devoted to the purposes for which it is organized, as set forth in its certificate of incorporation, as the same may from time to time be amended. No member, director, officer, employee or volunteer shall have any right to or any share or interest in any of the property or assets of the association and no member, director, officer, employee or volunteer shall be liable for any of the debts, liabilities or obligations of the association, in the absence of fraud or bad faith.

Section 9. Withdrawal. Any member, at any time, may voluntarily withdraw from the association without further obligation by stating such intention in writing to the association. Dues are not refundable upon withdrawal.

Section 10. List of Members. The association shall at all times keep a current list of the names, addresses, and email addresses of all members. This list shall be available to all members on the association website.

3. Dues

Section 1. Dues. Annual membership categories are listed below.

Regular membership

Student membership
Institutional membership
Founding membership

Dues for membership shall be established and published by the board. The board may establish additional membership categories and dues rates. The board may change dues rates by majority vote at any of its quarterly meetings.

4. Duties of Officers

Section 1. President. The President shall have the general powers and duties of supervision and management which usually pertain to such offices and shall be the chief executive officer of the association. The President shall preside at meetings of the Board of Directors and the membership, and shall maintain regular communication with other officers and the membership. The President shall be empowered to act, speak for, or otherwise represent the association nationally and internationally, including at meetings of allied organizations, between meetings of the board within the boundaries of policies and purposes established by the board and as set forth in the bylaws. Further, the President shall ensure that the association is operating in conformity with the standards set forth in the Constitution and Bylaws.

Section 2. The Executive Vice President. The Executive Vice President shall assist the President, and during the absence or disability of the President, shall exercise the power and discharge all of the duties of that office until the President's return or the successor be chosen. The Executive Vice President shall also serve as Chair of the Steering Committee and oversee the activities of the Vice Presidents for Programming and Membership, receiving their reports directly. Ordinarily, the Executive Vice President will become the President when that term ends, but it is not necessarily a requisite of the position.

Section 3. Vice President for Programming. The Vice President for Programming shall schedule meetings and events, and coordinate organization promotion and publicity of events. This Vice President shall chair the Meetings and Programs Committee and receive reports from the Publications Committee.

Section 4. Vice President for Membership. The Vice President for Membership shall coordinate membership promotion, work with the Treasurer and the web administrator to maintain current data on all members, and chair the Nominations and Membership Committee. This Vice President shall receive reports from the Communications Committee.

Section 5. Secretary. The Secretary shall issue notices of all meetings of the membership and of the directors where notices of such meetings are required by law or the bylaws. The Secretary shall keep the minutes of the meetings of members and of the Board of Directors and all committees, gathering committee minutes from the chairs. The Secretary shall sign such instruments of the organization as require the signature and shall perform such other duties as usually pertain to the office or as are properly required by the Board of Directors. The Secretary shall correspond when necessary with other organizations on behalf of the association.

Section 6. Treasurer. The Treasurer shall have the care and custody of the funds and securities of the association and shall have general supervision of the books on account. The Treasurer shall collect dues, keep a record of all monies received and disbursed. The Treasurer shall act as the financial officer of the association, signing bills, notices, receipts, acceptances, endorsements, checks, releases, and other documents as necessary. The Treasurer shall report to the Board of Directors at each meeting a current balance sheet and a statement of operations for the period since the last previous meeting, and maintain the budget on a continuing basis. At the expiration of the term of office or in the event that the Treasurer ceases for any other reason to hold the office of Treasurer, a final report must be submitted which may be audited and approved by an auditor selected by the Board of Directors. The board may employ suitable professional assistance to handle the routine financial transactions of the association. Under board direction, the Treasurer may arrange fundraising opportunities for the association and solicit additional funding if needed.

5. Election and Removal

Section 1. Election of Officers. The officers of the association shall consist of a President, Executive Vice President, Vice President for Programming, Vice President for Membership, Secretary, and Treasurer. The President and Executive Vice President and all other officers shall serve terms of two (2) years. Officers may be re-elected to a second consecutive two (2) year term. If a board member who has served three (3) terms is elected President for their final 2-year board term, at the end of that 2-year term the board may elect that President to an additional two-year term. Officers shall be elected by the by the Directors prior to the annual meeting and confirmed by the membership at the annual meeting.

Section 2. Removal of Officers. Any officer may be removed at any time with cause by the affirmative vote of a majority of the duly elected and qualified directors at any duly called regular or special meeting of the Board of Directors. An officer shall be deemed to have resigned upon failure to attend three (3) consecutive meetings of the Executive Committee, in the absence of credible explanation.

Section 3. Removal of Directors and Board members. Any director may be removed at any time by a majority vote of the general membership by mail ballot. All such cases shall be conducted with due process, such process being initiated by a petition to the board containing the signatures of not less than two (2) per cent of the total membership. A committee consisting of an individual chosen by the director in question, a board member designated by the board, and a representative from the general membership agreeable to both parties shall conduct the investigation. This committee shall make its recommendation to the board with regard to putting the question of removal before the general membership. Should the board decide to terminate proceedings, a petition containing the signatures of not less than ten (10) per cent of the general membership shall mandate a ballot on the removal. A director shall be deemed to have resigned upon failure to attend three (3) consecutive meetings of the board, in the absence of credible explanation.

Section 4. Removal from Membership. Any member may be removed at any time by a majority vote of the general membership by mail ballot. All such cases shall be conducted with due process, such process being initiated by a petition to the board containing the signatures of not less than ten (10) per cent of the total membership. A committee consisting of an individual chosen by the member in question, a board member designated by the President and a representative from the general membership agreeable to both parties shall conduct the investigation. This committee shall make its recommendation to the board with regard to putting the issue before the general membership. Should the board decide to terminate proceedings, a petition containing the signatures of not less than ten (10) per cent of the general membership shall mandate a ballot on the removal.

Section 5. Vacancies. In the event of a vacancy occurring in an office, such vacancy shall be filled until the next election cycle by a vote of the majority of directors then in office. In the event of a vacancy occurring on the Board of Directors, such vacancy shall be filled by a vote of the majority of directors then in office.

6. Executive Committee

Section 1. The Executive Committee shall consist of the association officers (President, Executive Vice President, Vice President for Programming, Vice President for Membership, Secretary, and Treasurer) and three members from the current board, including, if possible, one student member.

Section 2. The Executive Committee shall conduct the usual business of the association upon the advice of the Board of Directors. This shall include siting and scheduling of any biannual conference or annual meeting of the organization; the expenditure of monies over \$500.00; any action pertinent to the charitable, non-profit, or legal status of the organization; any appointment by the President of a member to act on behalf of the organization in conducting business, which shall be construed to mean the commitment of the organization to the payment of bills or the fulfillment of contracts; and other actions deemed necessary for the business and good of the association. The Executive Committee shall keep a record of its activities.

Section 3. The Executive Committee shall meet during the annual national meeting prior to the annual business meeting.

7. Board of Directors

Section 1. The Board of Directors of the association shall consist of not fewer than seven (7) and not more than twenty-one (21) members elected for two (2) year terms at staggered intervals, which may include student members invited to membership by vote of the current board. Student members may serve shorter terms. The board shall offer advice and direction to the activities of the Association; their approval may be sought at any time deemed necessary by the President. The officers of the association report to the board, are members of it, and are subject to its direction.

Section 2. The Board of Directors shall meet quarterly via conference call, electronic conferencing, or in person and may be solicited via electronic mail as necessary. All directors are expected to attend the annual meeting of the association.

Section 3. The Board of Directors is authorized to adopt such transitional measures as may be appropriate with respect to terms of service of an officer of the association, a director, or a member of any committee of the association; any nominations, elections or appointments thereto, and any other matter, as may be caused or necessitated by the amendment of these bylaws. Any action not specified in the constitution is reserved to the board, that is, the board is not restricted solely to the duties and actions prescribed.

8. Meetings

Section 1. The association shall hold annual meetings as described below. Attendance at organization meetings is required of all officers. Association and board meeting agendas will be drawn up and published, as those bodies deem appropriate. Meetings of the Board of Directors and the Executive Committee may be held via conference call, electronic conferencing, or in person. Robert's Rules of Order (10th Revised Edition or newer) shall govern all meetings.

Section 2. Annual Business Meeting. The annual business meeting of the members of the association, for the rendering to the membership of the directors' annual report required by law and for the transaction of such other business as may properly come before the meeting, shall be held during the annual national meeting at such time and place as the Board of Directors shall direct. In years of the biannual conference meeting, the annual business meeting shall be placed at a prominent time on that schedule for maximum attendance by participating members. In intervening years, the annual business meeting shall be part of the annual meeting and may be held via conference call or teleconferencing with the Board of Directors, the officers, and any member desiring to participate in attendance. Annual business meeting agendas will be drawn up and published no later than two weeks prior to meetings. Members wishing to place items on the annual business meeting agenda must contact the secretary at least one month before the meeting. A roll in the form of signatures of those present shall be taken by the Secretary and kept as part of the association's records.

Section 3. Notice of Annual Business Meeting. Written notice of the annual business meeting of the members including the time, date and place of said meeting shall be given to the membership at least ninety (90) days prior to the meeting. Such notice shall be forwarded to the address or email address designated by the member for that purpose, or, if none is designated, to the member's last known address as shown on the record of members.

Section 4. Annual National Meeting. Every year, the membership shall convene in person at such time of year and such place as the Board of Directors shall direct to exchange information and have discussions deemed appropriate to the goals of the association. Attendance may be in person and/or may be arranged via teleconferencing or other long distance methods at the discretion of the board. Every two (2) years, the association will convene in person for a conference, held concurrently with the annual meeting, at which appropriate presentations, discussions, exhibitions, demonstrations, and other events deemed appropriate to the goals of the association shall take place.

Section 5. Notice of Annual Meeting. Written notice of the annual meeting of the members including the time, date and place of said meeting shall be given to the membership at least ninety (90) days prior to the meeting. Such notice shall be forwarded to the address or email address designated by the member for that purpose, or, if none is designated, to the member's last known address as shown on the record of members.

Section 6. Special Meetings. Special meetings of the members, except where otherwise provided by law or these bylaws, may be called at any time by the Board of Directors and shall be called by the Secretary at the request in writing of members entitled to cast ten 10% of the total members entitled to cast votes at such a meeting. Such written request shall specify the date and month of the proposed special meeting which date shall not be fewer than sixty (60) nor more than ninety (90) days from the date of such written request. Special meetings may be held at any location.

Section 5. Notice of Special Meetings. Notice of each special meeting of the members shall be given by first class mail, postage prepaid, not fewer than thirty (30) days before the meeting. Such notice shall be mailed to the address designated by the member for that purpose, or, if not designated, to the member's last known address as shown on the record of members. The notice shall state the time, date and place of the meeting, the purpose or purposes for which the meeting is called, and shall indicate the person or persons calling the meeting. Matters not identified in the notice of the meeting may be considered at the meeting but not acted upon.

Section 6. Quorum. A quorum at any meeting shall consist of the presence in person or by proxy of those members of the association entitled to cast at least thirty (30) per cent of the votes that could be cast at such meeting, if all those entitled to vote were present thereat. Proceedings from meetings which fail to meet a quorum will be considered advisory only.

Section 7. Proxies. Members may appoint another person to act for him by proxy. Every proxy must be signed and dated by the member or by the member's attorney-in-fact. Every proxy shall be revocable at will and in no case valid for over eleven (11) months from its date.

Section 8. Qualification of Voters. Each member shall be entitled to one vote at those times when members' votes are required.

Section 9. Voting. Voting, except as otherwise provided by law, need not be by ballot.

9. Committees

Section 1. Committees. The Board of Directors shall elect from its number an executive committee. The chairperson shall appoint, with the approval of the board, the heads of all other committees, except where otherwise directed by the bylaws. Other committees shall include, but not be limited to, the Nominating and Membership Committee, Executive Committee, Steering Committee, Communications Committee, Publications Committee, Meetings and Programs Committee, Awards Committee, and the Development Committee. Members of the committees shall be appointed from the membership by the committee chairperson. It is the duty of the committee chair to evaluate, and recharge their committee each year at the annual meeting. The expected term of office for all committee members is two years except where otherwise indicated in the bylaws, or as determined by the committee chair at the time of the annual reforming of the committee based on the evaluation, the needs and the charge of the committee. Two-thirds (2/3) of the membership of any committee shall constitute a quorum from the transaction of business, and the vote of a majority of the members present at any meeting, if a quorum be present, shall be the act of any such committee. The chairperson or a representative of each and every committee is required to submit an annual report at the annual business meeting.

Section 2. Executive Committee. The Executive Committee shall consist of the officers of the association and three members from the current board, including, if possible, one student member. The committee shall have all the authority of the board during periods when the board is not meeting, provided that the committee may not take any action inconsistent with previous action of the board, submit to members any action requiring membership action, make additions to or deletions from the bylaws, or remove or indemnify directors or officers, or fill any vacancy in the Board of Directors, or fix the compensation of the directors for serving on the Executive Committee.

Section 3. Nominating and Membership Committee. The Nominating and Membership Committee, appointed by the Executive Committee, shall consist of one former chairperson when possible, the Vice President for Membership as chairperson, and one member not a director, together with no more than two such other members, whether or not directors. The committee shall request from the membership by mail, email, or by publication in the newsletter, recommendations for nominations. They shall then select the required number of nominees. This preliminary slate shall be composed immediately following the October quarterly board meeting and published together with biographies and personal statements of the nominees. The membership may then make additional recommendations for directors to the nominating committee within thirty (30) days of the publication of the slate. The committee shall make up to four (4) additional nominations at the request of at least two (2) percent of the membership for any single nominee in descending numerical order above the minimum needed. The committee shall also develop means to encourage, increase, and maintain membership.

Section 4. Steering Committee. The Steering Committee shall have the Executive Vice President as its chairperson and shall consist of five members who will solicit new ideas, recommendations and suggestions to further the aims of the association and the profession. The committee will function as a research and development group responsible for suggesting long range planning to the board.

Section 5. Communications Committee. The Communications Committee shall be responsible for all communications with and between the members. The committee shall have responsibility for the content of the association's newsletter, website, listserv, and other instruments of communication.

Section 6. Publications Committee. The Publications Committee shall have a director as its chairperson and shall consist of five members at least two of which shall be directors and two non-directors and one of which is a former editor of the journal when possible. The committee shall have responsibility for the association's journal and all other publications, including electronic, except for those overseen by the Communications Committee. This committee shall report all discussions and activities to the Vice President for Programming.

Section 7. Meetings and Programs Committee. The Meetings and Programs Committee shall consist of at least four (4) members one of whom may be a past meeting chairperson, and, when possible, where one is a future meeting chairperson. The committee chairperson will be the Vice President for Programming. The committee shall seek out and advise the board on suitable locations and hosts for future meetings, recommend conference activities, and other programming suitable to the association and its goals. The committee shall develop and revise guidelines for annual meetings and biannual conferences, supplying same to prospective meeting hosts. The committee shall work with meeting hosts to plan the program of activities and presentations.

Section 8. Awards Committee. The Awards Committee is responsible for all awards that are given by the association. The committee solicits and receives nominations for awards and selects awardees.

Section 9. Development Committee. The Development Committee is responsible for overseeing and advising on the organization's fund-raising activities. Its main duties are to set policies, priorities, and goals for fund-raising programs for the current year. Develop plans for fund-raising campaigns. Review the ongoing performance of each campaign. Identify and rate all major prospects for support.

Section 10. Other Committees. The Board of Directors may prescribe the powers and fix the responsibilities and membership of any other committees and may dispense with any such committee at any time. Members of any such committees may be directors or non-directors, as decided by the board.

10. Financial Procedures

Section 1. Finances. Except as otherwise permitted herein, the funds of the association shall be deposited in its name with such bank or banks, trust companies or trust company, as the Board of Directors may, from time to time, designate. Funds shall be subject to withdrawal by such officers or agents of the association as may, from time to time, be designated by the Board of Directors. The Treasurer shall act as the financial officer of the association, signing bills, notices, receipts, acceptances, endorsements, checks, releases, and other documents as necessary.

Section 2. Fiscal Year. The fiscal year of the association shall be from January 1 to December 31 of each year.

Section 3. Budget. The annual budget of the association will be published at or before the annual meeting for approval by the membership. The current budget and all past budgets shall be available to any member upon request to the Treasurer.

Section 4. Indemnification. The association may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate was a director, officer, employee or agent of the association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

11. Amendments and Changes

Section 1. Amendments by Members. The constitution and bylaws may be supplemented, amended, altered or repealed in whole or in part by a majority of the vote cast by members entitled to vote in a mail or electronic ballot sent to all members. The amendment shall have been previously discussed by a quorum at any annual meeting of the members or at any other meeting of members where such proposed action has been incorporated into the notice of the meeting. A summary of the discussion and of the proposed change shall accompany the ballot.

Section 2. Additions by Directors. The board may adopt supplemental and additional provisions not in conflict with any provisions of existing bylaws but may not amend or repeal any bylaw provision previously adopted or approved by the members; provided, however, that any such supplemental or additional provisions so

adopted by the board shall be presented to the members, for ratification or rejection, at the first annual or special meeting of the members following the adoption thereof. The board may propose amendments to the members at any annual meeting, including repeal or amendment of existing provisions.

12. Ratification (requirements for adopting this constitution)

Upon review and approval by legal authority, this constitution and its bylaws shall be adopted by a vote of those interested parties attending the Jan. 12-14, 2006, Alabama meeting and the June 2-3, 2006, Nevada meeting and others invited to the ratification vote by the original Steering Committee. A positive vote of a majority of those interested parties shall be deemed ratification.

14. Compensation

Compensation and Expenses. No director or member shall receive any compensation for services rendered to this association as such director or member, but the Board of Directors shall have the right to authorize the payment of reasonable compensation to any person, whether or not such person be a director, member or otherwise, for services actually rendered, including travel expenses, in the accomplishment of the objects and purposes of the corporation. This shall include the ability to employ and remunerate such persons as an executive director or executive secretary, accountant, and journal editor. Further,

a. A voting member of the board who receives compensation, directly or indirectly, from the association for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the association for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

d. All voting members of the board or any committee with board delegated powers shall follow the conflict of interest policy set forth in this document. Any compensation arrangements must be approved in advance of paying such compensation. All compensation arrangements must be documented in writing, including the terms, date, and individual votes of such arrangements. Compensation arrangements will be approved based on information about that compensation based on similarly situated tax-exempt organizations for similar services. Information on which compensation is based must be recorded in writing.

15. Conflict of Interest.

Members of the Board of Directors and officers of the association must conduct their personal and professional affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities. A director or officer shall disclose as a matter of record any personal, financial, or professional interest in the outcome of a matter at the meeting at which such matter is discussed. No director or officer of the association shall be interested, directly or indirectly, in any contract relating to the operations conducted by the association, not in any contract for furnishing supplies thereto, unless authorized by a two-thirds (2/3) vote of the Board of Directors excluding the vote of any such interested persons.

Revised by Bob Blesse 12/01/2013