



# INDIANA ASSOCIATION FOR ADULT AND CONTINUING EDUCATION, INC.

## **Bylaws**

### ***ARTICLE I -- NAME***

The name of this association shall be the Indiana Association for Adult and Continuing Education, Inc. (IAACE), hereinafter referred to as the Association.

### ***ARTICLE II – LOCATION AND AGENT***

The principal and on-going office and agent shall be located at a site that meets or exceeds minimum criteria established by the Board of Directors.

### ***ARTICLE III -- PURPOSE***

The purpose of the Association shall be to provide leadership for the advancement of the education of adults in the life-long learning process by unifying the profession to (1) advocate for the field of adult and continuing education, (2) develop human resources, (3) encourage and implement research, (4) communicate with the public and members, (5) offer other member services, and otherwise further adult education. Additionally, the Indiana Association for Adult and Continuing Education, Inc. is organized exclusively for educational purposes including, for such purposes, the making of distributions to organizations under section 501 (c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue law). No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in ARTICLE III, Paragraph 1. This corporation may inform the public by educational methods on a subject of public interest and concern even though the organization may advocate a particular viewpoint. In addition, it may seek changes in law through legislation to reflect that viewpoint. However, the corporation shall not rate candidates for public office or participate, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxes under section 501 (c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law). Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization, or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501 (c)(4) of the Internal Revenue Code of 1954, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or

organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

## ***ARTICLE IV -- MEMBERSHIP***

### **SECTION I - MEMBERSHIP**

Membership is open to all individuals concerned with the education of adults.

### **SECTION II - KINDS OF MEMBERSHIP**

The association shall have five (5) categories of membership: individual professional, individual support staff, students, senior citizen (65+), and honorary life. Special membership categories entitling members to specific rights and privileges which do not include the right to vote or hold office may be established by the Board of Directors.

### **SECTION III - MEMBERSHIP YEAR**

The membership year shall begin the month the membership dues are paid. All payments are final and will not be refunded or canceled without a vote/approval by the Board of Directors.

### **SECTION IV - VOTES**

Each member of the Association shall be entitled to one (1) vote either in person at the annual meeting or electronically outside of the annual meeting on each matter submitted to the vote of the members.

## ***ARTICLE V -- OFFICERS***

### **SECTION I - POSITIONS**

The officers of the Association shall be President, President-elect, Secretary, Treasurer, and past-President. All officers shall be active members in good standing of the IAACE.

### **SECTION II - ELECTION AND TERMS OF OFFICE**

The President-elect shall be elected to serve three (3) years; a term of one (1) year as President-elect; a term of one (1) year as President; and a term of one (1) year as past-President. The office of Secretary shall be elected for a term of two (2) years. The office of Treasurer shall be elected for a term of two (2) years. The Secretary and the Treasurer shall not serve more than two consecutive terms in the same office. The Secretary and Treasurer shall be elected in alternating years.

### **SECTION III - POWERS AND DUTIES OF THE PRESIDENT**

The President shall serve as the principal officer of the Association and its representative to the public; preside at all meetings of the Association and of the Board of Directors; act as the AAACE/IAACE/COABE/ILA Coordinator or may appoint these duties to a paid Executive Director. The President shall be responsible for the job description and duties of a paid Executive Director position; be an ex-officio member of all committees of the Association; make all appointments except as otherwise provided in these bylaws; vote in the case of a tie; and be responsible for the agenda for the annual meeting. The President shall supervise the Executive Director position and instruct all duties of the Executive Director with input from the Board of Directors. The President shall serve as a Board member of Indiana Literacy Association (ILA) and will appoint a current IAACE board member to also serve on the ILA board.

## **SECTION IV - POWERS AND DUTIES OF THE PRESIDENT-ELECT**

The President-Elect shall automatically succeed to the presidency in the event of a vacancy; serve as the presiding officer in the absence of the President or at the President's request at any official meeting of the Association; perform other duties as assigned by the President; preside as Co-chair of the Conference Committee with the Executive Director. President -Elect shall serve as a Board member of ILA.

## **SECTION V - POWERS AND DUTIES OF THE TREASURER**

The Treasurer shall receive and be responsible for the proper disbursement of all Association funds; make an annual financial report to the Board which will also be included in the Association's annual report; be responsible for the accounting of the dues and all other income of the Association; keep the Board of Directors informed of the financial status of the Association; be responsible for the preparation of an annual budget to be submitted to the Board of Directors for approval; perform other duties as assigned by the President of the Board of Directors.

## **SECTION VI - POWERS AND DUTIES OF THE SECRETARY**

The Secretary shall be responsible for: the distribution of the previous meeting's minutes at each meeting; making corrections in the minutes as directed by the President; the recording each meeting's minutes. In the absence of the Executive Director the secretary shall be responsible for notifying all board members in a timely fashion of the date, time, place, and agenda of each board meeting as prescribed by the President.

## ***ARTICLE VI – BOARD OF DIRECTORS***

### **SECTION I - COMPOSITION**

The Board shall consist of thirteen (13) members: five (5) elected officers, seven (7) additional voting directors elected from the membership. All directors shall be active members in good standing of the Association. Members of the Board shall represent the membership in the setting of policies and guidelines for the Association. All directors shall complete a conflict of interest prior to taking office July 1.

### **SECTION II - ELECTION AND TERM OF OFFICE**

Beyond the charter year, each board member who is not an officer, shall be elected for a term of two (2) years by the active membership, three (3) directors to be elected during odd-numbered years and four (4) directors to be elected during even-numbered years. The Director appointed by the Board of Directors of the Indiana Literacy Association shall be appointed during odd-numbered years. Directors shall not serve more than two (2) consecutive terms as director. Officers and board members shall take office July 1 but may be required to attend a transitional board meeting with the outgoing Board between the date of the election and the day they take office.

## **SECTION III - MEETING OF THE BOARD OF DIRECTORS**

A. The Board of Directors shall meet no fewer than six (6) times per year, (July, September, November, January, March, May,) for business meetings with agendas to be set and distributed in advance by the President, accounting for all standing committees, board members, and individual members' concerns.

1. A quorum shall consist of seven (7) voting members of the Board of Directors.
2. An affirmative vote of a simple majority of those present who choose to vote shall be required to transact business or as otherwise stipulated in these bylaws.
3. The Board of Directors shall have full power to adopt its own rules of procedure subject to these bylaws.

B. Additional specific topic meetings of the Board of Directors may be held to deal with issues of concern to the membership. The dates and locations of these meetings shall be convenient to the membership concerned.

C. Additional meetings of business or specific interests may be called by the President.

## **SECTION IV - POWER AND DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors shall develop and bring policy recommendations before the membership for its vote wherever the bylaws specifically require such consideration and action by the membership; implement the policies either as adopted by the membership or as developed by the Board; fill vacancies according to these bylaws; print an annual report of the Association and make it available to the membership; monitor and audit officers' performance to determine that the business of the Association is being carried out in accordance with the Association's policies, objectives, and plans, and that satisfactory results are obtained; interpret and carry forward the policies of the Association and cooperate with the national organization; receive and authorize expenditures of any funds which are deemed requisite and necessary for the operation and maintenance of the Association.

## **Section V - Limitations**

The Board of Directors shall be limited to two (2) representatives from any one (1) program, organization, institution, or entity. If more than two members of a program, organization, institution, or entity are slated for election, then the top two individuals receiving the highest number of votes can be seated as a member of the Board of Directors.

## **ARTICLE VII – MEMBERSHIP MEETINGS**

There shall be at least one (1) annual meeting of the general membership of the Association prior to July 1. The agenda of the annual meeting shall be prepared by the President in accordance with Article V, Section III, of these bylaws.

## **ARTICLE VIII -- COMMITTEES**

Recognition of standing committees shall be the direct responsibility of the Board. Standing committees shall have automatic access to agendas of all meetings of the Board of Directors. The leadership and membership of standing committees shall not be limited to the Board of Directors. There shall be two categories of standing committees.

A. Operational committees shall include but not be limited to conference planning; membership services; communications; advocacy; nominations; audit; literacy (ILA) and awards.

B. Special interests task force.

## ***ARTICLE IX – NOMINATION AND ELECTION PROCEDURES***

### **SECTION I - NOMINATION AND ELECTION COMMITTEE**

The Nomination and Election Committee shall be composed of at least three (3) members in good standing of the Association. The Committee shall be appointed by the President with the approval of the Board of Directors at least four (4) months prior to the annual meeting. A simple majority of the members of this Committee will constitute a quorum. Members of the Committee are ineligible for nomination to the Board of Directors or any office during their tenure with this Committee.

### **SECTION II - DUTIES OF THE NOMINATION AND ELECTION COMMITTEE**

The Nomination and Election Committee shall conduct the annual election of the Board of Directors and officers.

A. At least ninety (90) days prior to the annual meeting, the Committee shall send a nominating form to all active individual and institutional members along with a list of all individual active members. Nominating forms shall be returned to the Committee within fifteen (15) days of the date mailed. It is the responsibility of the Nomination and Election Committee to verify the willingness and eligibility of the candidates to serve. At least forty-five (45) days prior to the annual meeting, the Committee shall select a slate of candidates to appear on the ballot. The slate shall consist of at least two (2) candidates for Board of Directors not to be fewer than the number of openings plus one (1).

B. The Nomination and Election Committee shall prepare a ballot with a slate of candidates, a brief description of each candidate, and a space for write-in candidates. At least thirty (30) days prior to the annual meeting, the ballots shall be sent electronically or mailed first-class to the active membership. Ballots returned within fifteen (15) days of the date sent electronically or mailed shall be counted. It is the responsibility of the Nomination and Election Committee to verify the validity of the ballots.

C. Candidates receiving a plurality of the votes cast shall be elected. The Nomination and Election Committee or designated staff or officer shall announce the results of the election to the candidates after the validity of the ballots have been verified and to the membership at the annual meeting or after the validity of the ballots have been verified.

## ***ARTICLE X – FINANCE***

### **SECTION I - FISCAL YEAR**

The fiscal year of the Association is July 1 through June 30.

### **SECTION II - BUDGET**

The annual budget recommendation of the Association shall be prepared by the Treasurer, reviewed by the board of directors, and shall be submitted to the membership for approval at the annual meeting.

### **SECTION III - DUES**

Annual dues shall be established by the Board of Directors. All membership benefits begin with the payment of dues.

## ***ARTICLE XI – VACANCY PROCEDURES***

Officers and members of the Board of Directors may be replaced at any point in the membership year: A. If an officer or Director, after written notification, does not function as prescribed in the bylaws or fails to fulfill a duly-assigned or accepted responsibility, the Board may declare the position vacant upon a two thirds (2/3) majority vote of all board members. B. In the event of vacancy in the office of the President, the President-elect shall succeed to the office to fulfill the unexpired term. C. In the interim between elections, a vacancy in any other position on the Board of Directors shall be filled by an appointment of the remaining members of the Board. The appointment shall be made within thirty (30) days after the vacancy occurs, and the appointee shall serve the unexpired term.

## ***ARTICLE XII -- AMENDMENTS***

### **SECTION I**

These bylaws may be amended by a two-thirds (2/3) vote of the members voting at the annual meeting or by electronic voting as prescribed by the Board of Directors. Proposed amendments must be published and distributed by the Board of Directors to the member at least thirty (30) days prior to the vote.

### **SECTION II**

Bylaw revisions shall be initiated by the Board of Directors or by the petition of one-sixth (1/6) of the membership as recorded at the time of the previous annual meeting. Petitioned revisions must be submitted to the Board of Directors at least sixty (60) days prior to the vote. An amendment can be voted upon via the return of the ballot cards or at the annual meeting.

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