

The Council for Community and Economic Research By-Laws

Article I - Name and Objectives

Section 1: The name of this organization shall be known as The Council for Community and Economic Research (hereafter 'the Council'), a nonprofit organization promoting excellence in research for community and economic development. Its objectives shall be 1) to promote and raise ethical and professional standards among those with research tasks; 2) to improve the quality of research; and 3) to provide services for its members.

Section 2: The Council shall be a nonprofit organization.

Section 3: The Council shall not consider or act upon partisan political, religious or other matters unrelated to the objectives of the organization.

Article II – Membership

Section 1: Persons with research tasks shall be eligible for regular voting membership in the Council. Eligible voting members are those members as defined in this article and with current membership. Eligible persons shall be deemed members upon acceptance of their application and valid payment of their appropriate dues.

Section 2: Each member shall pay annual dues, as set by the Board of Directors. Annual is determined by the joining date (last day of month of joining when application payment of dues has been received). Membership privileges begin with receipt of application and valid payment. Renewals and anniversaries will be determined from this same month and day, including renewals received up to 90 days past that date. Any privileges of members are not extended during delinquent periods between an anniversary date and payment of current dues, nor shall privileges be restored retroactively.

Section 3: A report of all membership resignations and/or cancellations shall be tendered to the Board of Directors annually.

Section 4: A member may be expelled for cause by a two-thirds vote of the Board of Directors. Any member under consideration for expulsion shall be given advance notice of such proceedings and shall be given the opportunity to present written or oral defense for the consideration of the Board.

Section 5: The Council members in good standing may be granted retirement status if, and for so long as, they are gainfully employed in research responsibilities less than 50% of the time. Members on retirement status shall enjoy all the rights and privileges of membership. Dues for members on retirement status shall be established annually by the Board, and shall not exceed 50% of the dues for non-retired members.

Section 6: The Board of Directors may confer Honorary Lifetime Memberships in the Council for extraordinary and outstanding contributions to the organization. No more than two such memberships may be awarded in any two-year period.

Article III- Directors and Officers

Section 1: The government of the organization, the direction of its work, and the control of its property shall be vested in the Board of Directors.

Section 2: The Board of Directors shall consist of twelve elected directors, officers and the immediate past chair of the organization. Directors elected as officers shall resign their

directorships, but shall remain on the Board by virtue of being an elected officer of the organization.

Section 3: Four directors shall be elected by the general membership of the organization for three-year terms at each annual meeting. Their term shall begin on July 1 following (or within 60 days of the annual meeting, whichever comes first).

Section 4: The elective officers of this Council shall be a Chair of the Board, a Chair-Elect, Vice Chair, and Secretary-Treasurer. Only current or past Directors are eligible for these offices. The immediate past Chair shall serve as a "non-elected" officer.

Section 5: Elective officers shall serve for a term of one year, and shall take office on July 1 or within 60 days of the annual business meeting whichever comes first. Elective officers shall hold office for one year from the beginning of their term or until June 30, whichever coincides with the beginning of the next term of officers.

Section 6: The duties of the officers shall be those attached to their offices in common practice.

Section 7: The elective officers and the immediate past Chair shall constitute the Executive Committee and shall act for the Board of Directors during intervals between meetings. Its actions shall be reported to the Board at the Board's next meeting. At his or her discretion, the Chair may appoint a Senior Advisor to serve on the Executive Committee as a "non-elected" officer. Only a Past-Chair is eligible to serve as a Senior Advisor.

Section 8: The Board of Directors shall report annually to the organization about its work and the financial condition of the organization.

Section 9: A simple majority of the combined number of directors, elective officers, and non-elected officers shall constitute a quorum of the Board of Directors. Board voting privileges are extended to "non-elected" officer(s). Board meetings may be conducted via electronic conferencing. If so, those attending a Board meeting via electronic conferencing will be considered "present" and eligible for participation and voting through a consensus of those so attending.

Section 10: Whenever any question arises which the Chair considers should be put to a vote of the Board and deems it inexpedient to call a special meeting for such purpose, the Chair may, unless otherwise required by these By-Laws, submit such matter to the Board in writing or via electronic distribution for vote, and the question thus presented shall be determined according to a majority of the votes received in writing or with electronic signature within two weeks after such submission. The resulting vote shall be of a quorum of Board members and reported to the full Board within thirty days.

Article IV – Elections

Section 1: Prior to the annual meeting, and sufficiently in advance to permit announcement in the official news bulletin of the organization, the Chair shall name a Nominating Committee to nominate candidates for the organization's elective offices and directorships.

Section 2: The Nominating Committee shall consist of a Nominating Committee Chair, who shall be a past Chair of the Council Board of Directors, and three other members of the organization. At least one member of the Nominating Committee (excluding the Chair) shall be a past officer not presently holding office.

Section 3: The Nominating Committee shall select its nominees from the voting membership of the organization.

Section 4: On or before the last day of the annual meeting, the Nominating Committee shall submit to those members present a slate of candidates for directorships and elective officers as required by these By- Laws. Other nominations may be made from the floor at the time the Nominating Committee presents its report. A majority of the votes cast shall elect.

Section 5: Prior to the Annual Meeting, the Nominating Committee shall submit to the Board of Directors a slate of candidates for directorships and elective offices for consideration and discussion. The board shall make a recommendation at the Annual membership meeting on whether the membership should accept the slate as proposed by the Nominating Committee.

Section 6. Nominations for any elected officers or Board members of the Council may be made by the membership with one member nominating and a second member seconding the nomination to contest a Board recommendation(s) for the slate of candidates. Voting may be by voice vote, a show of hands or secret ballot as determined by the Chair. Challenges to the rulings of the Chair will be affirmed or rejected by a voice vote of the membership present. Determination as to if the challenge carries, will be decided by the Chair. If that ruling is challenged by two members, a simple show of hands of members present with the majority will determine the fate of the Chair's determination.

Section 7. A majority of votes cast at the Annual meeting for directorships and elective offices shall elect.

Article V – Vacancies

Section 1: In the event of a vacancy on the Board, the Chair, subject to the approval of the Board, shall appoint an active voting member of the organization to serve as director until the next annual meeting, at which meeting the unexpired term shall be filled by regular election, in accordance with the provisions contained in these By-Laws.

Section 2: If the office of Chair becomes vacant, the Chair-Elect shall serve as Chair until the next regularly scheduled election of officers.

If the office of Chair becomes vacant when there is a vacancy in the office of Chair-Elect, the Board of Directors shall appoint an active member of the organization who qualifies under the provisions of Article III, Section 4, to serve as Chair until the next regularly-scheduled election of officers.

Section 3: If the office of Chair-Elect becomes vacant, it may either a) remain vacant until the next regularly scheduled election of officers, or b) be filled by appointment of the Chair with ratification by the Board of Directors.

Section 4: A vacancy in any office other than Chair or Chair-Elect shall be filled for the balance of the term thereof by appointment of the Chair with ratification by the Board.

Article VI – Meetings

Section 1: The annual meeting of the organization shall be at such time and place as shall be determined by the Board of Directors. The Chair shall be authorized to convene the Board of Directors via teleconference by notifying all Board members with at least 14 days notice.

Section 2: Special membership meetings may be called by a majority of the Board of Directors or shall be called for a specified purpose upon the written request of at least 10% of the voting membership. Special membership meetings shall be held at the time and place determined by the Board of Directors.

Section 3: Representation in all meetings shall be by personal attendance. Representation in a teleconference shall be affirmed by consensus of all participating conferees that each Board member is correctly identified and designated as "present."

Section 4: A resolution offered at any general membership meeting must be in writing, and no member shall read or offer for action any communication, report, nomination or resolution without first making a general statement of the subject thereof, unless it has previously received the approval of the Board of Directors.

Section 5: Except when otherwise indicated in these By-Laws, Robert's Rules of Order shall govern democratic parliamentary procedures in meetings, organization, and communications of this Council.

Article VII – Committees

Section 1: The Chair, with the approval of the Board of Directors, shall appoint such committees as the work of the organization or these By-Laws require.

Section 2: The Chair, with the approval of the Board of Directors, shall appoint an Audit Committee to be chaired by the Secretary-Treasurer. The Committee should include at least one member with related finance or accounting experience.

Article VIII - Disbursements and Audits

Section 1: Disbursements of the funds of the organization shall be made in accordance with the budget and such special appropriations as shall be made by the Board of Directors. All disbursements shall be by check, the signature(s) for which shall be provided by the Executive Director as prescribed in the annual budget.

Section 2: The fiscal and audit year of the organization shall be from January 1 through December 31.

Section 3: The Chair, upon approval of the Executive Committee, may have an audit review conducted, at the expense of the organization, within sixty days following their election.

Section 4: In the event of the imminent dissolution and/or surrendering of the corporate charter of the organization, and upon the most prompt possible settlement of all active accounts, the Chair shall have all accounts and financial records audited by a certified public accountant. The report of this audit and additional Chair's report shall be transmitted to all Board members with notification of the dissolution.

Further, the Executive Committee shall be empowered to meet and to submit to the Board of Directors a plan or plans for the distribution of all remaining funds, provided:

- a. Cash received by any member for dues reimbursement shall not exceed effective membership dues for one year.
- b. No member, officer or otherwise, shall receive any of these funds (other than dues reimbursement) except such payments which Board practices and resolutions normally authorize for expenses incurred on behalf of the organization.
- c. No profit-making organization shall receive any of these funds, excepting payments for services duly rendered and necessary for the prompt and efficient dissolution of the organization.
- d. Disbursements of these remaining funds shall not be in conflict with any law, regulation, or statute of any governmental body having jurisdiction.

- e. A reserve of distributed funds may be held for a reasonable period to insure liabilities are satisfied. No funds are to be retained after this period expires.
- f. Final plans for the disbursement of remaining funds of the organization, consistent with the articles of incorporation, must be ratified by the Board of Directors.

Article IX – Indemnification

Section 1: Indemnification - The Council may, by resolution of the Board of Directors, provide for indemnification by the organization of any and all current or former officers, directors, employees and agents against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors, employees or agents of The Council, except in relation to matters in which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty, and to such matters as settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 2: Indemnification Procedure - A resolution of indemnification as identified in Section 1, Article IX of these By-Laws, may be approved in the following manner:

- a. By a majority vote of a quorum of members of the Board of Directors who are not parties to such action, suit or proceeding; or
- b. By independent legal counsel in a written opinion, if so directed by a majority vote of a quorum of members of the Board of Directors who are not parties to such action, suit or proceeding; or
- c. By a vote of the membership in accordance with the provisions of these Bylaws.

Section 3: Advances - Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by The Council in advance or the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by The Council as authorized in Section 1.

Section 4: Merger and Consolidation - For the purposes of this Article IX, references to The Council include all constituent corporations absorbed in a consolidation or merger as well as a director, officer, employee or agent of such a constituent corporation as they would if they had served The Council in the same capacity.

Section 5: Insurance - The Council may purchase or maintain insurance on behalf of any person who is or was a director, officer, employee or agent of The Council, or who is or was serving at the request of The Council as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by their status as such in respect to The Council, whether or not The Council would have the power to indemnify them against such liability under the provisions of this Article.

Section 6: Bonding - The Chair and any other officer, or employee, or any other person entrusted with the handling of funds or property of the organization shall, at the request of the Board of Directors, be bonded in such amount as the Board of Directors may deem necessary, the expense of such bond or bonds to be paid by The Council

Article X Amendments

Section 1: These By-Laws may be amended by either:

- a. A two-thirds affirmative vote of the voting members present at any duly-constituted business meeting of the organization, provided such proposed amendments have been presented for consideration to all members at least twenty days prior to such meeting; or
- b. A three-fourths affirmative vote of the voting members present at any regularly scheduled annual meeting, provided that:
 - 1. The proposed amendment shall be presented in writing to the presiding officer;
 - 2. The proposed amendment shall then be approved for submission as a resolution by the Board of Directors; and
 - 3. At least fifteen percent of the current voting membership of the organization is present at the meeting.

Amendments Submitted.