

October 2009

BY-LAWS
OF EASTERN EVALUATION
RESEARCH SOCIETY

ARTICLE I

NAME OF THE SOCIETY

The name of this SOCIETY is the Eastern Evaluation Research Society. Its principal office will be located at the legal residence or business location of the current President of the Board of Directors.

ARTICLE II

PURPOSE OF THE SOCIETY

The purposes of this SOCIETY are to promote:

- (a) the growth of the evaluation profession through information sharing and educational activities;
- (b) innovative and appropriate evaluation methodologies; and
- (c) high quality evaluation through fostering research, developing and improving professional competencies, and disseminating and utilizing results.

ARTICLE III

MEMBERSHIP

Section 1. Eligibility. Any individual interested in the purposes of the SOCIETY shall be eligible for membership. Members are defined as those who have completed an application form and paid the currently stipulated membership dues.

Section 2. Application. An individual desiring to join this SOCIETY may ask for consideration by completing a written application to the Membership Chair.

Section 3. Resignation, Suspension, or Removal. Any member may resign by submitting a written resignation to the Membership Chair. A resignation shall become

effective immediately and without acknowledgement or refund of members dues.

Any member may be suspended from membership automatically for non-payment of dues for two calendar years. Any member whose removal *or* suspension is proposed by the Board of Directors shall be given an opportunity to be heard prior to removal or suspension.

Section 4. Dues. The annual membership dues shall be determined by the Board of Directors.

Section 5. Grants and Gifts. The SOCIETY, through the Board of Directors, shall accept gifts and grants of a general nature or for specific purposes. However, such acceptance shall be free of any restriction which would limit the SOCIETY in carrying out its function and objectives.

ARTICLE IV

MEETINGS OF THE GENERAL MEMBERSHIP

Section 1. Time and Place of General Membership Meetings. The purpose of General Membership Meetings is to provide members with information about the activities and status of the SOCIETY. Meetings of the general membership shall be held at any convenient place as designated by the Board of Directors. At the Board of Directors' discretion, general membership meetings may be incorporated into SOCIETY conference programs. The Board of Directors may call additional general membership meetings as needed.

Section 2. Notice of General Membership Meetings. Meeting notifications (at least thirty days in advance) shall be made through conference announcements, the EERS Newsletter, or the EERS Website.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number of Board Members. The affairs of the SOCIETY shall be governed by a Board of Directors consisting of the President, the President-Elect, the immediate Past-President, the Secretary, the Treasurer, and a minimum of six (6) other Board Members at Large.

Section 2. Governing Powers and Duties. The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of affairs of this SOCIETY.

The duties of the Board of Directors shall include:

- (a) Carrying out any necessary business of the SOCIETY.
- (b) Determining the substance and membership of the Standing and Special Committees of the SOCIETY. The Board of Directors will monitor the activities of all Committees and provide periodic reports on their activities to the general membership.
- (c) Authorizing the affiliation with any organizations appropriate to the purposes of the SOCIETY.

Section 3. Terms of Office.

(a) The President, President-Elect, and the Past-President will serve one year in their respective offices. The President-Elect will automatically succeed to the Presidency and the President will automatically succeed to the office of Past-President. The term of office generally shall be from conference to conference (or from mid-May of each year to mid-May of the following year in years in which there is no conference). The President, President-elect, and Past-President may serve a second consecutive term upon the recommendation of the Nominations Committee and the approval of the Board of Directors.

(b) The Secretary, the Treasurer, and the Board Members at Large will serve two-year terms. The Board Members at Large hold office until their successors have been elected. The procedure for election of the Secretary, the Treasurer, and the Board Members at Large shall be as set forth in Article VI, Section 2.

Section 4. Vacancies. Vacancies in the Board of Directors for any reason shall be filled in the following manner.

(a) If the President does not serve out a full term for any reason, the President-Elect will immediately succeed to the Presidency for the remainder of the unexpired term as well as for his or her own term as President. If the office of Past President becomes vacant, it will remain vacant until the current President succeeds to it. If the office of President-Elect becomes vacant, a President-Elect shall be elected by the Board of Directors from the current Board Members at Large at its next Board Meeting.

(b) If the offices of President and President-Elect become vacant at the same time, a new President and President-Elect will be elected by the Board of Directors from the current Board Members at Large at its next Board Meeting.

(c) If the office of Secretary or Treasurer becomes vacant, or the number of Board Members at Large drops below six (6), the Board of Directors will elect a member of the SOCIETY to serve as Secretary, Treasurer, or Board Member at Large.

Section 5. Duties of the Board Members at Large. Board Members at Large are expected to attend all SOCIETY Board of Directors meetings. At a minimum, Board Members at Large shall attend two Board of Directors meetings per year. At least one of these two meetings shall be other than the December or Conference Board of Directors meetings.

Section 6. Removal of Board Members. At any meeting duly called of the Board of Directors any one or more of the Board Members may be removed with cause by a vote of a super-quorum of the Board of Directors. A successor Board Member may then and there be elected to fill the vacancy thus created, in accordance with the procedures set forth in Article V, Section 4.

Section 7. Compensation. Compensation shall not be paid to Board Members for their services in their capacity as Board Members, or for any other services related to the SOCIETY. However, Board Members may be reimbursed for actual expenses incurred by them in the performance of their duties, as approved by a majority of the Board of Directors.

Section 8. Regular Board of Director Meetings. The Board of Directors shall meet at least semi-annually. Meetings of the Board of Directors shall be open to the SOCIETY's membership. Notices of meetings of the Board of Directors will be announced through the EERS Newsletter or the EERS Website.

Section 9. Emergency Board of Director Meetings. Special meetings of the Board of Directors may be called by the President or by at least four other Board Members on three (3) days' notice stating time, place, and purpose of the meeting. Notification to each Board Member may be made by mail, telephone, facsimile, or electronic mail.

Section 10. Quorum. The SOCIETY By-Laws mandate five (5) officers and a minimum of six (6) Board Members at Large for a total of at least eleven (11) Board of Directors members. The board size on which the determination of a quorum is based is the number of Board of Directors members required by the SOCIETY By-Laws. Six Board of Directors members shall constitute a quorum for official business requiring a simple majority vote. Nine Board of Directors members shall constitute a super-quorum for modifying the By-laws or removing a Board member. If, at any meeting of the Board of Directors, there are six or less Board of Directors members in attendance, actions may be discussed and carried forward for action at the next Board of Directors meeting.

ARTICLE VI

OFFICERS

Section 1. Designations and Qualifications. The principal officers of the SOCIETY

shall be a President, a President-Elect, a Past-President, a Secretary, and a Treasurer. All elected officers must be members of the SOCIETY.

Section 2. Election and Terms of Officers.

(a) Annually, the President shall appoint a Nominations Committee to propose a slate of nominees for President-Elect and other offices as terms expire, and for Board Members at Large positions as current Board Members at Large express a desire to step down from the Board of Directors. The Nominations Committee shall be appointed at the ERRS Board Meeting that is held at the end of the annual EERS Conference (or shortly thereafter), will prepare a slate of nominees by September 15, and report the slate at a Board of Directors meeting before December 31 of each year. Additional nominations may be made by current Board Members at the same Board of Directors Meeting at which the Nominations Committee presents its slate of nominees. If there is only one nominee for a given office, the election for that office will occur during the Board Meeting. If there are two or more nominations for an office, or for a Board Member at Large position, election will be by regular mail or electronic ballot to all Board Members.

(b) Elections for SOCIETY officers must be completed by April 1. Board Members will be instructed to return the election ballot to the Secretary postmarked or hand-delivered no later than April 1 of each year. The Secretary will be responsible for counting and verifying the ballots and reporting the results to the Board of Directors.

(c) The candidate for each office or Board Member at Large position receiving the largest number of votes will be considered elected. In the case of a tied vote, the office or at large position will be filled by a random drawing or a flip of a coin at the next Board of Directors meeting.

Section 3. Duties of the President. The President shall be the chief executive officer of the SOCIETY and shall preside at all board or general membership meetings, serve as Chairperson of the Board of Directors, appoint chairs of all standing or special committees, and have general responsibility for the conduct of the affairs of the SOCIETY. The President is an ex-officio member of all committees of the SOCIETY.

Section 4. Duties of the President-Elect. In the absence or disability of the President, the President-Elect shall perform the duties and exercise the powers of the President. The President-Elect shall also perform such other duties as may be assigned by the President, such as being Chairperson of the Conference Planning Committee.

Section 5. Duties of the Secretary. The Secretary shall keep minutes of Board of Directors and General Membership meetings and maintain copies of minutes of past meetings. The Secretary shall also keep copies of financial reports and other official correspondence, such as SOCIETY newsletters. The Secretary shall assist the President in sending Board of

Directors meeting notifications and will distribute ballots for SOCIETY elections and tabulate results.

Section 6. Duties of the Treasurer. The Treasurer shall be in charge of the SOCIETY's funds, deposit SOCIETY receipts, including annual membership and conference registration fees, collect annual dues from members, account for the receipt and expenditure of all monies, and keep the other officers informed of the financial condition of the SOCIETY upon request. The Treasurer shall make disbursements and shall prepare an annual financial statement for review by the Board of Directors. Upon authorization by the Board of Directors, the Treasurer may deposit funds of the SOCIETY in insured financial institutions to earn interest payments.

Section 7. Duties of the Past-President. The Past-President shall serve as general advisor on the affairs of the SOCIETY to the President, President-Elect, and Board of Directors. The Past-President will serve as a member of the Nominations Committee.

ARTICLE VII

FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the SOCIETY shall begin on the first day of July of each year or on another date as determined by the Board of Directors.

Section 2. Books and Accounts. Books and accounts of the SOCIETY shall be kept by the Treasurer of the SOCIETY.

Section 3. Execution of Society Documents. With prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the SOCIETY by the either President or the Treasurer. All checks shall be executed on behalf of the SOCIETY by the Treasurer.

Section 4. Indemnity. Each officer or Board Member of the SOCIETY shall be indemnified by the SOCIETY against expenses reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been an officer or Board Member of the SOCIETY. The premium on such coverage shall be paid by the SOCIETY.

ARTICLE VIII

STANDING AND SPECIAL COMMITTEES

Standing Committees may include (but are not limited to), Nominations, Membership, Communications (including publications), and Conference Planning. Special committees, may be formed for fixed periods of time for specific purposes as deemed necessary and appropriate by the President in consultation with the Board of Directors.

Section 1. Nominations Committee. The President shall appoint a Nominations Committee to propose a slate of nominees for President-Elect and other offices as terms expire. The Nominations Committee shall prepare a slate for election by September 15 and report the slate at a Board of Directors meeting by December 31 of each year. The Nominations Committee may recommend the re-election of the current President for a second consecutive term.

Section 2. Membership Chair and Committee. The Membership Chair shall be responsible for maintaining an up-to-date membership roll in a computerized database. The Membership Committee shall be responsible for membership recruitment, membership lists, recording resignations, removals, or suspensions, and publication of SOCIETY brochures.

ARTICLE IX

AMENDMENTS

Amendments may be proposed by the Board of Directors or by petition to the Board of Directors by fifteen percent (15%) of the membership of the SOCIETY.