

1 **By-laws of the Holmes Partnership®**

2 Adopted by the Membership of the Holmes Group

3 January 20, 1987

4 Amended by the Membership of the Holmes Partnership®

5 October 29, 2009

6
7 ***PREAMBLE***

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9 Reflecting on society many centuries ago, Aristotle noted that “All who have meditated on
10 the art of governing mankind have been convinced that the fate of empires depends on the
11 education of youth.” Reflecting on society late in the 1980s, U.S. Secretary of Education
12 Terrel Bell and a growing number of government, business, and foundation leaders saw their
13 *Nation at Risk* because too many of its youth were not learning at levels necessary to sustain
14 the nation’s economy or society or to compete internationally.

15
16 Judith Taack Lanier and a small group of education deans responded to this challenge by
17 proposing an agenda to improve schools and teaching. The Ford Foundation’s Edward
18 Meade, long concerned about the quality of public education, turned to the nation’s leading
19 research universities to organize themselves to address the needs of teachers and school-
20 based educators. Along with the U.S. Department of Education and the Ford Foundation, the
21 Carnegie, Johnson, *New York Times*, Rockefeller, and Reader’s Digest/De Witt Wallace
22 Foundations funded this group of educators from higher education in the early 1980s to try to
23 change the situation. The group of educators called themselves the “Holmes Group” after a
24 19th century Harvard education leader who had devoted his professional life to changing the
25 way teachers were prepared.

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27 Against many obstacles and with great difficulty, the 100 institutions that joined the nascent
28 The Holmes Group worked on the agenda they made public in 1986 in *Tomorrow’s Teachers*,
29 an agenda that committed them to quality research and professional education for teachers.
30 Their first step focused on building allies with practicing professionals in schools. Learning
31 from one another through shared experiences, they developed principles they shared for

32 research and professional education and described them in *Tomorrow's Schools* (1990).
33 Subsequently, members of The Holmes Group developed goals for *Tomorrow's Schools of*
34 *Education* (1996).

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36 Continuing the evolution of its goals, The Holmes Group determined that the next phase
37 should be focused on building alliances and coalitions that would better support the goals of
38 preparing and serving the adult professionals responsible for educating the nation's youth.
39 Thus, The Holmes Partnership® was established in 1996 with the intent to form *powerful,*
40 *enduring alliances* with those practitioners and policy makers that cared about trustworthy
41 knowledge and practice in educating the young, and the *strong, collaborative relationships*
42 with other professionals involved in the endeavor. The Holmes Partnership® is steadfast in
43 commitment to collaborative work that enhances the quality of schooling and the academic
44 preparation of teachers. As local and national contexts have changed, partnerships have
45 developed, new research has been conducted, and the structures and mission of the
46 organization have changed. In August of 2004, the Board of Directors unanimously
47 approved the following mission statement:

48 "The Holmes Partnership® transforms teaching and learning through the creation,
49 development, and expansion of institutions of higher education/ school / community
50 partnerships to serve the public good."

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52 In an effort to maintain the integrity and credibility of The Holmes Partnership® name and
53 its programs, in 2008 both The Holmes Partnership, Inc.® and the Holmes Scholars®
54 program, a subsidiary of The Holmes Partnership®, obtained registered trademark status. As
55 such, only dues paying members of The Holmes Partnership® will be authorized to use
56 above referenced entities in publications, application or theory.

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The Holmes Partnership By-laws

ARTICLE I - NAME AND PRINCIPAL OFFICE

Section 1. Name of the Corporation. The name of the Corporation shall be The Holmes Partnership®, hereinafter sometimes designated as the Corporation.

Section 2. Principal Office. The principal office of the Corporation shall be in the state of the host institution. The Corporation may also have other offices and may move its principal office to such other place or places as the Board of Directors hereafter called Board may from time to time designate by written resolution, upon a majority vote of those voting members of the Board present.

ARTICLE II - OBJECTS AND PURPOSES

Section 1. The Holmes Partnership® is a nonprofit corporation that transforms teaching and learning through the creation, development, and expansion of institutions of higher education/ school / community partnerships to serve the public good.

Section 2. Consonant with this purpose, the major goals of The Holmes Partnership® are:

Goal 1: High Quality Professional Preparation

Provide exemplary professional preparation and development programs for public school educators. These programs must demonstrate rigor, innovation, and attention to the needs, and build on the strengths of, diverse children and youth. Their design, content, and delivery must reflect research and best practice.

Goal 2: Simultaneous Renewal

Engage in the simultaneous renewal of public K-12 schools and the education of beginning and experienced educators by establishing strong partnerships of institutions of higher education, schools, and professional organizations and associations.

Goal 3: Equity, Diversity, and Cultural Competence

Actively work on equity, diversity, and cultural competence in the programs of K-12 schools, higher education, and the education profession by recruiting, preparing, and sustaining faculty and students who reflect and deeply understand the implications of the rich diversity of cultural perspectives in this country and

our global community.

Goal 4: Scholarly Inquiry and Programs of Research

Conduct and disseminate educational research and engage in other scholarly activities that advance knowledge, improve teaching and learning for all children and youth, inform the preparation and development of educators, and influence educational policy and practice.

Goal 5: School and Institutions of Higher Education-Based Faculty Development

Provide high quality doctoral programs for the future education professoriate and for advanced professional development of school-based educators. Redesign the work of both institutions of higher education and school faculty to enable accomplishment of The Holmes Partnership goals--better preparing educators in improving learning for children and youth. Promote conditions that recognize and reward education professionals who better serve the needs of all learners.

Goal 6: Policy Initiation

Engage in policy analysis and development related to public schools and the preparation of educators. Advocate policies that improve teaching and learning for all students, promote school improvement, and enhance the preparation and continuing professional development of all educators.

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81 **ARTICLE III - MEMBERSHIP**

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83 **Section 1. Regular Membership.** The members of the Corporation shall be of three kinds:

84 **A. Local Partner Members** [hereinafter referred to as Partnership members]

85 representing institutions of higher education in partnership with schools,
86 professional teacher associations and unions, and such other organizations and
87 agencies as deemed appropriate by the local or regional partnership, and meet the
88 qualifications for membership as established by the Board.

89 **B. National Partner Members** [hereinafter referred to as Partner Members]

90 representing professional organizations, associations, agencies, or other not-for-
91 profit educational enterprises whose primary purpose is the improvement of the
92 education of teachers and administrators, and that meet the qualifications for
93 membership as established by the Board.

94 **C. Linking Members** represent national or regional associations and entities that

95 endorse the Holmes Partnership's vision and goals and that seek to contribute to
96 implement such goals in a collaborative manner that does not lead to a national
97 partner membership. Such entities shall be eligible for linking membership in
98 accordance with procedures and qualifications approved by the Board but are not
99 eligible to serve on the Board.

100 **Section 2. Voting Members.** Each regular member as determined in Article III, Section 1
101 shall designate to the Board annually in writing one representative to serve as the Partnership
102 Representative/Partner Representative. Only Partnership and Partner Representatives (or a
103 duly authorized substitute from the regular member) shall be entitled to vote on every issue
104 considered by the membership at any annual or special meeting, or by electronic or written
105 ballot. Hereinafter in these By-laws, the term Representative refers to the voting
106 Representative of a Partnership/Partner.

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108 ***ARTICLE IV - REGIONS***

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110 The Corporation shall maintain a reasonable distribution of five geographical regions of its
111 regular members and such other regions, and internal consortia as determined by the Board.

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113 ***ARTICLE V - MEETINGS OF MEMBERS***

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115 **Section 1. Annual Meeting.** At least one meeting of members shall be held each year at such
116 time as the Board shall determine. The business portion of the meeting shall be conducted in
117 accordance with *Robert's Rules of Order*.

118 **Section 2. Special Meetings.** Special meetings of members may be called at any time by the
119 President, the Chair of the Board, or by a majority of the members of the Board, or by a
120 petition duly presented to the Board and signed by the Partnership/Partner Representatives of
121 twenty percent (20%) of the regular members.

122 **Section 3. Place of Meetings.** Meetings of members shall be held at such place as may be
123 stated in the notice of the meeting.

124 **Section 4. Notice.** Written notice of the time and place of annual and special meetings shall
125 be given to each member at least thirty (30) days prior to the day fixed for the meeting.

126 Notice of special meetings shall state the purpose or purposes of the meeting and only issues
127 directly related to those purposes shall be on the agenda.

128 **Section 5. Voting Rights.** Voting rights of the regular members shall be exclusively vested
129 in their Partnership/Partner Representatives. Linking Members do not vote.

130 **Section 6. Quorum.** The Partnership/Partner representatives of twenty-five percent (25%) of
131 the voting members of the Corporation present in person at any meeting of members shall
132 constitute a quorum. At any meeting of members, the vote of a majority of those
133 Partnership/Partner Representatives [or their designates] present shall govern with respect to
134 all matters of business except the amendment of the By-laws, as described in Article X of
135 these By-laws. The presence of a majority of the voting members of the Board in office shall
136 constitute a quorum at all meetings of the Board, and the acts of the majority of those voting
137 directors in attendance at a meeting at which a proper quorum is present shall be the act of
138 the Board.

139 **Section 7. Majority Vote.** At all times unless otherwise so designated, a majority vote is 51%
140 or more of those present and/or voting who are eligible to vote.

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142 ***ARTICLE VI - BOARD OF DIRECTORS***

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144 **Section 1. Responsibilities of the Board.** A Board of Directors shall manage the activities
145 and affairs of the Corporation. The Board shall concern itself primarily with the formulation
146 of strategic planning and policies to guide the Corporation and to determine the primary
147 focus of the Corporation's initiatives and programs. The Board shall encourage the
148 formation and continuation of collaborative relationships with groups that support the goals
149 of the Corporation. It shall be the general policy of the Board to appoint, and, as appropriate,
150 to lead committees, direct task forces, and engage work teams to accomplish specific tasks
151 and to assist in the accomplishment of major Corporation initiatives and programs.

152 Accordingly, each member of the Board shall be expected to provide meaningful service to
153 one of the seven Vice-Presidential committees (see Article VII, C.2).

154 In addition to such other powers and duties as the Board may have under the laws of the state
155 in which the home office is located it shall have the power, on behalf of the Corporation, to

156 borrow money and purchase, sell, mortgage, lease away or otherwise dispose of real estate
157 and employ staff and shall be indemnified from actions taken within the scope of their duties.

158 **Section 2. Membership of the Board.** The Board of Directors shall be selected from regular
159 member Partnerships and Partners and shall consist of twelve voting officers of the
160 corporation, one Partnership Member from each of the regions, five Partnership at-large
161 Members, one Holmes Scholar, one representative of the National Association of Holmes
162 Scholars Alumni, and Members representing Partners. The Board shall not exceed 35 voting
163 members. Election and/or appointment of all Board members are governed by Article VI,
164 Section 2, Paragraph F.

165 **A. Officers.** Officers of the Board (and, per Article VII, the Officers of the
166 Corporation) shall be a President of the Corporation, the Chair and the Vice-Chair of
167 the Board, the Secretary, the Treasurer, and the Vice Presidents for

- 168 • Equity and Urban Initiatives
- 169 • Holmes Scholars®
- 170 • Partner Relations and Coordination
- 171 • Partnership, Recruitment, Development, and Support
- 172 • Programming
- 173 • Publications, Communication, and Public Relations
- 174 • Research

175 **B. Region Members.** Each of the five regions shall elect one Partnership region
176 member to serve as a Director of the Board.

177 **C. At-Large Members.** Five directors shall be elected at-large from the Partnership
178 Members.

179 **D. Partner Members.** Each Partner shall have one member on the Board to be
180 designated by the Partner. In the event the Corporation has more than six Partners,
181 membership on the Board shall rotate annually among Partners, using procedures to
182 be determined by the Board. Other Partners become ex-officio, non-voting members
183 of the Board.

184 **E. Representation of Members.** The Board shall develop an election plan to ensure
185 that staggered terms and term limits are enabled and all categories of members are
186 represented on the Board (e.g., deans, higher education faculty, school central office

187 administrators, principals, teachers, and professional organizations' representatives)
188 at all times.

189 **F. Membership Requirement.** The five voting Directors representing Partnerships
190 must be nominated by the Nominating Committee. Officers of the Corporation and
191 other members of the Board shall, where appropriate, be elected by a majority vote of
192 the Board. Partner representatives on the Board are to be accepted per the following.

193 **Section 3. Election and Terms of Officers of the Board and Corporation.**

194 **A. Term.** All officers and members of the Corporation and Board, excepting
195 Partners, may serve up to two staggered three-year terms unless or approved by the
196 Board and in accordance with these By-laws.

197 **B. Elections for Board Positions.** The Nominating Committee shall coordinate
198 and be reasonable for timely elections.

199 **1. Regions.** Regions shall conduct elections for region positions using
200 guidelines established by the Board under Article VI, Section 2, Paragraph B.

201 **2. At-Large Members.** Elections shall also be held for positions for at-large
202 members from partnerships by a procedure established by the Board under
203 Article VI, Section 2, Paragraph C.

204 **3. Partners.** Directors representing Partners will be the respective chief
205 executive officer of the Partner organization or his/her designee. Partner
206 Directors will serve continuously at the discretion of the Partner.

207 **4. Start of Term.** Terms of office begin pursuant to the election plan by the
208 Board under Article VI-Board of Directors, Section 2.E.

209 **Section 4. Vacancies, Members of the Board.**

210 **A. Region and At-Large Members.** Vacancies that occur when a director is no
211 longer able to serve or is no longer a representative of a member shall be filled on an
212 interim basis by a majority vote of the remaining directors such vacancies governed
213 under Article VII, Section 3. Each person so elected shall hold office until a
214 successor is elected.

215 **B. Partner Members.** Vacancies that occur when a Partner director is no longer
216 able to serve shall be filled by the respective Partner with due notice to the chair of
217 the Board.

218 **Section 5. Organizational Meeting.** The Board shall meet each year for the purpose of
219 organization, election of officers, appointment of the Nominating Committee, and the
220 transaction of such other business as may properly be brought before the meeting.

221 **Section 6. Regular Meetings.** Regular meetings of the Board shall be held at such times as
222 shall be established by resolution of the Board.

223 **Section 7. Special Meetings.** Special meetings of the Board may be called by the
224 Chairperson of the Board, a majority of the Executive Committee, or upon the written request
225 of at least one-third (1/3) of the voting members of the Board.

226 **Section 8. Place of Meetings.** Meetings of the Board shall be held at such place as the Chair
227 of the Board may from time to time designate.

228 **Section 9. Notice.** Written notice of every meeting of the Board shall be given to each
229 member of the Board and to all members of the Corporation at least five (5) days prior to the
230 date of the meeting. Notice of special meetings shall state the purposes of the meeting.

231 **Section 10. Unanimous Consent.** If all the voting members of the Board shall individually
232 or collectively consent in writing to any action taken by the Corporation, such action shall be
233 a valid corporate action as though it had been authorized at a meeting of the Board.

234 **Section 11. Remuneration.** The voting directors shall not be entitled to any remuneration
235 whatsoever, except for a reasonable reimbursement of expenses incurred in the performance
236 of their duties as established by the Board.

237 **Section 12. Publication of the Corporation's Work Progress.** The Board shall publish an
238 annual program and certified financial report, an annual membership list, the minutes of the
239 annual business meeting, meetings of the Board and any special meetings, and shall issue an
240 annual statement to the membership of progress toward the goals of The Holmes Partnership.

241 **ARTICLE VII – OFFICERS**

242 **Section 1. Officers and Duties.**

243 **A. Officers.** The Board may, from time to time, appoint other officers or assistant
244 officers who do not serve on the Board, but may attend Board meetings in ex officio
245 status.

246 **B. Authority of Officers.** All officers and assistant officers, as between themselves
247 and the Corporation, shall have such authority and perform such duties in the
248 management of the property and affairs of the Corporation, including the appointment

249 and employment of staff and committees as necessary to dispatch the duties of the
250 President and Vice-Presidents as may be provided in these By-laws and as may be
251 determined by resolution by a majority of the voting members of the Board.

252 **C. Duties of Officers**

253 **1. President of the Corporation.** The President of the Corporation shall
254 provide active executive management of the Corporation for the purpose of
255 implementing the policies of the Board. The President shall be responsible for
256 the giving of all notices of all meetings of the members and of the Board in
257 accordance with the By-laws. He or she shall render to the Chairperson of the
258 Board and the Board, at each Board meeting, an accounting of all his or her
259 financial transactions and participate with the Treasurer in reporting the
260 financial condition of the Corporation to the Board. The President shall also
261 issue a work progress and financial report to members at each annual meeting.
262 The President provides oversight of the work of the Vice Presidents and
263 Committees and may, on the advice of the Board Chair and the Executive
264 Committee, remove any Vice President or Committee Chair who is not
265 performing his or her duties. The President shall be elected by a majority
266 vote of the voting members of the Board under procedures determined by the
267 Board.

268 **2. Vice-Presidents.** Each Vice-President shall pursue areas of work appropriate
269 to the respective office through and with the concurrence and support of the
270 President. Upon approval of the Board of Directors, any Vice-President office
271 may choose to have a designated Co-VP when the work to be performed
272 merits having a second person. Any Vice-President candidate who is
273 nominated and who wishes to have a Co-VP must identify that person in
274 advance so both are elected at the same time. The tasks of Vice-President(s)
275 are:
276 a. provide a formal, written, annual report to the Board at each spring Board
277 meeting reviewing and projecting the state of work for the respective
278 responsibilities;

- 279 b. recommend committees and task forces and lead, oversee, or coordinate
- 280 their work as necessary.
- 281 c. provide informal, interim reports at each regular Board meeting
- 282 d. contribute to the support necessary to execute duties as assigned and assist
- 283 the Board and the President in seeking additional support as appropriate for
- 284 the work of the respective office;
- 285 e. coordinate and integrate activities with those of other Vice Presidents as
- 286 appropriate;
- 287 f. represent the President and the Corporation at various national meetings as
- 288 deemed appropriate by the President;
- 289 g. execute other duties as assigned by the President;
- 290 h. and, in all matters, be accountable to the President and to the Board.

291 The Vice President for Equity and Urban Initiatives shall ensure that the Corporation
292 meets its equity and urban education goals and objectives, and provide leadership for
293 activities, priorities, and positions related to equity and urban education.

294 The Vice President for Holmes Scholars shall ensure that Partnerships have consistent
295 operations, structures, and appropriate resources for Holmes Scholars, and assist in
296 coordinating and providing leadership for Holmes Scholars® and National
297 Association of Holmes Scholars Alumni programs.

298 The Vice President for Partner Relations shall oversee the development, maintenance,
299 coordination, and expansion of productive relationships with Partners, other national
300 organizations, and linking partners to advance the mission of the Holmes Partnership.

301 The Vice President for Partnership Recruitment, Development, and Support shall
302 maintain contact with Partnership members; help plan and facilitate support services
303 within and between regions, and coordinate Partnership recruitment, preparation for
304 membership, and orientation.

305 The Vice President for Programming shall, with the assistance of the Chair of the
306 Annual Conference Program Committee, oversee the planning and implementation of
307 the Holmes Partnership Annual Conference, and shall provide leadership in planning
308 and implementing other programming pursuant to the goals of the organization.

309 The Vice President for Publications, Dissemination, and Public Relations shall
310 oversee all internal (for members) and external (for the public) communications about
311 the work of the Holmes Partnership via such means as web pages, newsletters, e-mail
312 lists, occasional papers, or other published scholarly work of the Holmes Partnership.
313 The Vice President for Research shall provide leadership that frames, promotes,
314 facilitates, and coordinates the research agenda of The Holmes Partnership; keep
315 members informed of research findings and opportunities; and provide support for
316 Partnership research initiatives.

317 **D. Other Officers of the Board of Directors**

318 **1. Chairperson of the Board.** The Chairperson of the Board shall call meetings
319 of the Board, preside at all meetings of the representatives of the members and at
320 all meetings of the Board, participate with the President in the development of the
321 annual budget, and shall, in general, perform all duties incident to the office of
322 Chairperson of the Board and such other duties as may be assigned by the Board.

323 **2. Vice Chairperson of the Board.** The Vice Chairperson of the Board
324 representing Partner Members shall (a) work with the Vice-Presidents for Partner
325 Relations on issues of collaboration among the K-12 sector, higher education, and
326 Partners; (b) assist, as requested by the Vice-Presidents in conducting work
327 related to their responsibilities; and (c) oversee special projects or initiatives as
328 assigned by the President and/or the Chair of the Board. The Vice-Chairperson of
329 the Board shall also perform such duties as may be assigned by the Board or by
330 the Chairperson of the Board and may chair committees. The Vice-Chairperson
331 shall preside at all meetings in the absence of the Chairperson of the Board.

332 **3. Secretary.** The Secretary shall record the Minutes of all meetings of
333 members, the Board of Directors, and the Executive Committee. The Secretary
334 shall collaborate with the President, the Chairperson of the Board and the Vice
335 President for Publications, Communications and Public Relations to ensure timely
336 communication to the Membership. The Secretary shall, in general, perform such
337 other duties as are incident to the office of Secretary and as may be assigned to
338 him or her by the Board, Chair of the Board, or by the President.

339 **4. Treasurer.** The Treasurer shall serve as the chief financial officer of the
340 Corporation. He or she shall oversee the collection, deposit, and records of all
341 funds and the preparation of financial statements in collaboration with the
342 President of the Corporation. The Treasurer shall, in general, perform such other
343 duties as are incident to the office of the Treasurer and as may be assigned to him
344 or her by the President, Board of Directors or by the Chairperson of the Board

345 **Section 2. Vacancies, Officers of the Corporation and Board**

346 Vacancies occur when an Officer of the Board as designated in Article VI, Section 2,
347 Paragraph A, is no longer able to serve and shall be filled immediately by majority vote of
348 the Board for the remaining term of the position.

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350 ***ARTICLE VIII – COMMITTEES***

351

352 **Section 1. Standing Committees of the Board**

353 **A. Executive Committee.**

354 **1. Composition and Terms of the Executive Committee.** The Executive
355 Committee shall include the President, Chairperson of the Board, the Vice-
356 Chairperson of the Board, the Secretary and the Treasurer, and two members
357 elected by the Board. All shall serve for three-year terms.

358 **2. Meetings, Role, and Function of the Executive Committee.** The Executive
359 Committee shall convene on a regular basis to serve as an interim governing
360 body between meetings of the Board. It shall exercise the authority of the Board
361 in the management of the business of the Corporation and shall report its
362 meetings and actions to the Board. Functions of the Executive Committee shall
363 include the management and administrative matters of the Corporation and the
364 Executive Committee shall consider issues of consequence to the Corporation
365 and shall advise the Board on such matters. The Executive Committee shall also
366 participate in planning agendas for the Annual Meeting of the members and
367 meetings of the Board and shall ensure effective and periodic communication
368 with the members.

369 **B. The Nominating Committee.** The Board shall, by resolution passed by a
370 majority of the voting members of the Board, annually designate and name three
371 or more persons representing regular members to constitute a Nominating
372 Committee. The Nominating Committee shall solicit nominations from the regular
373 members, nominate and post a slate for the seven Vice Presidents, five regional
374 representatives, and At-Large candidates for election to the Board and shall notify
375 the Secretary of the names of such candidates by a date specified by the Board and
376 announced to the members of the Corporation. The Nominating Committee will
377 coordinate the election of candidates from and by each region in accord with
378 Article VI, Section 2, Paragraph B, and may also be assigned, by resolution of the
379 Board, the duty of selecting nominees to fill vacancies on the Board, Officers of
380 the Corporation and members of committees.

381 **C. The Leadership Development Committee** shall have the responsibility for
382 planning and implementing strategies for the identification, recruitment and
383 development of future leaders of the Corporation and of the Partnerships; shall
384 organize leadership development opportunities; shall work with the Vice President
385 for Equity and Urban Initiatives, the Nominating Committee, and others to recruit
386 and prepare new Board members; and shall promote teacher leadership and other
387 leadership networks as appropriate. The chair of the committee is appointed by the
388 Board.

389 **D. The By-laws and Governance Committee.** The Board shall, by resolution
390 passed by a majority of the voting members of the Board annually at its
391 organizational meeting, designate and name three or more persons representing
392 regular members to constitute the By-laws and Governance Committee (By-laws
393 Committee). The By-laws Committee shall review the Corporation's By-laws from
394 time to time to ensure that they reflect the goals and work of the Corporation. The
395 By-laws Committee shall also work with the President and the Executive Committee
396 regarding issues of governance of the Corporation. The chair of the committee is
397 appointed by the Board; other officers of the Committee are selected by the
398 members of the Committee.

399 **Section 2. Participation.** All members duly appointed by the Board are expected to attend
400 regularly scheduled meetings of the Board's standing Committees. The Board reserves the
401 right to replace individuals who fail to attend such meetings.

402 **Section 3. Additional Committees of the Corporation.** The Board may at any time and by
403 resolution passed by the whole Board, designate and name three or more persons to
404 constitute a committee or task force to carry out whatever functions are cited in the said
405 resolution or such other duties as may be assigned to it by the Board or by the Chairperson of
406 the Board.

407 **ARTICLE IX – FINANCIAL OPERATIONS**

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409 **Section 1. Operating and Fiscal Year.** The operating, fiscal and dues year of the
410 Corporation shall be the same as that of the host institution.

411 **Section 2. Revenues.** The primary source of operating revenues will be the dues contributed
412 by regular members. In addition, the Corporation may secure supplemental operating,
413 research, and other special funds from external sources.

414 **Section 3. Dues and Fees.** All assessments, fees and charges and the time for payment
415 thereof and method of collection shall be such as the Board may from time to time establish.
416 Failure to pay any such assessments, dues, fees and charges within sixty (60) days after their
417 due date may result in cancellation of membership.

418 **Section 4. Expenditures.** Expenditures of the Corporation shall be determined and
419 controlled by an annual budget. The President, in consultation with the Chairperson of the
420 Board and the Treasurer, shall prepare a proposed budget to submit to the Board for approval
421 and authorization. The approval by the Board constitutes an appropriation of funds for the
422 purposes designated therein and authorization to the President to cause such funds to be
423 expended. The President shall report such expenditures on a regular basis to the Treasurer
424 and the Treasurer shall participate with the President in incurring such expenditures as
425 appropriate.

426 **Section 5. Records.** The President shall cause the books and records, and records of
427 financial operations of the Corporation to be maintained at Corporation headquarters. The
428 President, together with the Secretary, is authorized to affix the seal of the Corporation to all

429 documents. All records shall be available upon reasonable request for inspection by the
430 members of the Board.

431 **Section 6. Audit.** An annual audit of the accounts of the Corporation shall be undertaken by
432 the President. The Chairperson of the Board shall appoint an Auditing Committee to consist
433 of the Treasurer and two other members to (1) retain an independent auditing firm; (2)
434 oversee and review the audit conducted by the auditing firm; and (3) report the results of the
435 audit. The audit report shall be presented by the Treasurer to the membership each year.

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437 ***ARTICLE X - AMENDMENTS***

438

439 These By-laws can be approved, amended, or repealed by the affirmative vote of the
440 Partnership/Partner Representatives of two-thirds (2/3) of the members of the Corporation
441 voting on the motion to approve, amend, or repeal. Written notice of the proposal to
442 approve, amend, or repeal shall be mailed to every Partnership/Partner Representative of a
443 member at least thirty (30) days before the action is taken.

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445 ***ARTICLE XI - DISSOLUTION***

446

447 **Section 1. Dissolution of the Corporation.** The Corporation may be dissolved only with the
448 assent in writing by Partnership/Partner representatives of its members entitled to cast two-
449 thirds (2/3) of its membership vote. Written notice of the proposal to dissolve, setting forth
450 the reasons therefore and the disposition to be made of the assets (which shall be consistent
451 with ARTICLE XI, Section 2 hereof) shall be mailed to every member at least ninety (90)
452 days in advance of any action taken.

453 **Section 2. Disposition of Assets Upon Dissolution.** Upon dissolution of the Corporation,
454 the assets shall be dedicated to an appropriate nonprofit organization devoted to the purposes
455 similar to those to which they were required to be devoted by the Corporation. In no event
456 shall assets or funds of the Corporation inure to the benefit of any private member or
457 individual.

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