

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 June 15, 2006

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.

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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 university / school / community partnerships to serve the
50 public good."

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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 university / 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 universities, 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 University-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 university 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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74 **ARTICLE III - MEMBERSHIP**

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

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

78 representing institutions of higher education in partnership with schools,

79 professional teacher associations and unions, and such other organizations and

80 agencies as deemed appropriate by the local or regional partnership, and meet the

81 qualifications for membership as established by the Board.

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

83 representing professional organizations, associations, agencies, or other not-for-

84 profit educational enterprises whose primary purpose is the improvement of the

85 education of teachers and administrators, and that meet the qualifications for

86 membership as established by the Board.

87 **C. Linking Members** represent national or regional associations and entities that
88 endorse the Holmes Partnership’s vision and goals and that seek to contribute to
89 implement such goals in a collaborative manner that does not lead to a national
90 partner membership. Such entities shall be eligible for linking membership in
91 accordance with procedures and qualifications approved by the Board but are not
92 eligible to serve on the Board.

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

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101 ***ARTICLE IV - REGIONS***

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103 The Corporation shall maintain geographical regions of its regular members and such other
104 regions, and internal consortia as determined by the Board.

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106 ***ARTICLE V - MEETINGS OF MEMBERS***

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

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

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

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

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

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

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

132 **Section 7. Majority Vote.** At all times unless otherwise so designated, a majority vote is
133 50% or more of those present and/or voting who are eligible to vote.

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135 ***ARTICLE VI - BOARD OF DIRECTORS***

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

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

147 In addition to such other powers and duties as the Board may have under the laws of the state
148 in which the home office is located it shall have the power, on behalf of the Corporation, to
149 borrow money and purchase, sell, mortgage, lease away or otherwise dispose of real estate
150 and employ staff and shall be indemnified from actions taken within the scope of their duties.

151 **Section 2. Membership of the Board.** The Board of Directors shall be selected from
152 regular member Partnerships and Partners and shall consist of twelve voting officers of the
153 corporation, one Partnership Member from each of the regions, five Partnership at-large
154 Members, one Holmes Scholar, one representative of the Holmes Scholars Alumni
155 Association, and Members representing Partners. The Board shall not exceed 35 voting
156 members. Election and/or appointment of all Board members are governed by Article VI,
157 Section 2, Paragraph F.

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

- 161 • Equity and Urban Initiatives
- 162 • Holmes Scholars
- 163 • Partner Relations and Coordination
- 164 • Partnership, Recruitment, Development, and Support
- 165 • Programming
- 166 • Publications, Communication, and Public Relations
- 167 • Research

168 **B. Region Members.** Each region shall elect one Partnership region member to
169 serve as a Director of the Board.

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

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

177 **E. Representation of Members.** The Board shall develop an election plan to ensure
178 that staggered terms and term limits are enabled and all categories of members are
179 represented on the Board (e.g., deans, higher education faculty, school central office
180 administrators, principals, teachers, and professional organizations' representatives)
181 at all times.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

227 **Section 11. Remuneration.** The voting directors shall not be entitled to any remuneration
228 whatsoever, except for a reasonable reimbursement of expenses incurred in the performance
229 of their duties.

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

234 **ARTICLE VII – OFFICERS**

235 **Section 1. Officers and Duties.**

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

239 **B. Authority of Officers.** All officers and assistant officers, as between themselves
240 and the Corporation, shall have such authority and perform such duties in the
241 management of the property and affairs of the Corporation, including the appointment
242 and employment of staff and committees as necessary to dispatch the duties of the
243 President and Vice-Presidents as may be provided in these By-laws and as may be
244 determined by resolution by a majority of the voting members of the Board.

245 **C. Duties of Officers**

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

261 **2. Vice-Presidents.** Each Vice-President shall pursue areas of work appropriate
262 to the respective office through and with the concurrence and support of the
263 President and shall:

264 a. provide a formal, written, annual report to the Board at each spring Board
265 meeting reviewing and projecting the state of work for the respective
266 responsibilities;

267 b. recommend committees and task forces and lead, oversee, or coordinate
268 their work as necessary.

269 c. provide informal, interim reports at each regular Board meeting

- 270 d. contribute to the support necessary to execute duties as assigned and assist
271 the Board and the President in seeking additional support as appropriate for
272 the work of the respective office;
- 273 e. coordinate and integrate activities with those of other Vice Presidents as
274 appropriate;
- 275 f. represent the President and the Corporation at various national meetings as
276 deemed appropriate by the President;
- 277 g. execute other duties as assigned by the President;
- 278 h. and, in all matters, be accountable to the President and to the Board.

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

282 The Vice President for Holmes Scholars shall ensure that Partnerships have consistent
283 operations, structures, and appropriate resources for Holmes Scholars, and assist in
284 coordinating and providing leadership for Holmes Scholars and National Alumni
285 Holmes Scholars Association programs. The Vice President for Partner Relations shall
286 oversee the development, maintenance, coordination, and expansion of productive
287 relationships with Partners, other national organizations, and linking partners to
288 advance the mission of the Holmes Partnership.

289 The Vice President for Partnership Recruitment, Development, and Support shall
290 maintain contact with Partnership members; help plan and facilitate support services
291 within and between regions, and coordinate Partnership recruitment, preparation for
292 membership, and orientation.

293 The Vice President for Programming shall, with the assistance of the Chair of the
294 Annual Conference Program Committee, oversee the planning and implementation of
295 the Holmes Partnership Annual Conference, and shall provide leadership in planning
296 and implementing other programming pursuant to the goals of the organization

297 The Vice President for Publications, Dissemination, and Public Relations shall
298 oversee all internal (for members) and external (for the public) communications about
299 the work of the Holmes Partnership via such means as web pages, newsletters, e-mail
300 lists, occasional papers, or other published scholarly work of the Holmes Partnership.

301 The Vice President for Research shall provide leadership that frames, promotes,
302 facilitates, and coordinates the research agenda of The Holmes Partnership; keep
303 members informed of research findings and opportunities; and provide support for
304 Partnership research initiatives.

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

306 **1. Chairperson of the Board.** The Chairperson of the Board shall call meetings
307 of the Board, preside at all meetings of the representatives of the members and at
308 all meetings of the Board, participate with the President in the development of the
309 annual budget, and shall, in general, perform all duties incident to the office of
310 Chairperson of the Board and such other duties as may be assigned by the Board.

311 **2. Vice Chairperson of the Board.** The Vice Chairperson of the Board
312 representing Partner Members shall (a) work with the Vice-Presidents for Partner
313 Relations on issues of collaboration among the K-12 sector, higher education, and
314 Partners; (b) assist, as requested by the Vice-Presidents in conducting work
315 related to their responsibilities; and (c) oversee special projects or initiatives as
316 assigned by the President and/or the Chair of the Board. The Vice-Chairperson of
317 the Board shall also perform such duties as may be assigned by the Board or by
318 the Chairperson of the Board and may chair committees. The Vice-Chairperson
319 shall preside at all meetings in the absence of the Chairperson of the Board.

320 **3. Secretary.** The Secretary shall record the Minutes of all meetings of
321 members, the Board of Directors, and the Executive Committee. The Secretary
322 shall collaborate with the President, the Chairperson of the Board and the Vice
323 President for Publications, Communications and Public Relations to ensure timely
324 communication to the Membership. The Secretary shall, in general, perform such
325 other duties as are incident to the office of Secretary and as may be assigned to
326 him or her by the Board, Chair of the Board, or by the President.

327 **4. Treasurer.** The Treasurer shall serve as the chief financial officer of the
328 Corporation. He or she shall oversee the collection, deposit, and records of all
329 funds and the preparation of financial statements in collaboration with the
330 President of the Corporation. The Treasurer shall, in general, perform such other

331 duties as are incident to the office of the Treasurer and as may be assigned to him
332 or her by the President, Board of Directors or by the Chairperson of the Board

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

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

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338 **ARTICLE VIII – COMMITTEES**

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

341 **A. Executive Committee.**

342 **1. Composition and Terms of the Executive Committee.** The Executive
343 Committee shall include the President, Chairperson of the Board, the Vice-
344 Chairperson of the Board, the Secretary and the Treasurer, and two members
345 elected by the Board. All shall serve for three-year terms.

346 **2. Meetings, Role, and Function of the Executive Committee.** The Executive
347 Committee shall convene on a regular basis to serve as an interim governing
348 body between meetings of the Board. It shall exercise the authority of the Board
349 in the management of the business of the Corporation and shall report its
350 meetings and actions to the Board. Functions of the Executive Committee shall
351 include the management and administrative matters of the Corporation and the
352 Executive Committee shall consider issues of consequence to the Corporation
353 and shall advise the Board on such matters. The Executive Committee shall also
354 participate in planning agendas for the Annual Meeting of the members and
355 meetings of the Board and shall ensure effective and periodic communication
356 with the members.

357 **B. The Nominating Committee.** The Board shall, by resolution passed by a
358 majority of the voting members of the Board, annually designate and name three
359 or more persons representing regular members to constitute a Nominating
360 Committee. The Nominating Committee shall solicit nominations from the regular
361 members, nominate and post a slate for the seven Vice Presidents, regional

362 representatives, and large candidates for election to the Board and shall notify the
363 Secretary of the names of such candidates by a date specified by the Board and
364 announced to the members of the Corporation. The Nominating Committee will
365 coordinate the election of candidates from and by each region in accord with
366 Article VI, Section 2, Paragraph B, and may also be assigned, by resolution of the
367 Board, the duty of selecting nominees to fill vacancies on the Board, Officers of
368 the Corporation and members of committees.

369 **C. The Leadership Development Committee** shall have the responsibility for
370 planning and implementing strategies for the identification, recruitment and
371 development of future leaders of the Corporation and of the Partnerships; shall
372 organize leadership development opportunities; shall work with the Vice President
373 for Equity and Urban Initiatives, the Nominating Committee, and others to recruit
374 and prepare new Board members; and shall promote teacher leadership and other
375 leadership networks as appropriate. The chair of the committee is appointed by the
376 Board.

377 **D. The By-laws and Governance Committee.** The Board shall, by resolution
378 passed by a majority of the voting members of the Board annually at its
379 organizational meeting, designate and name three or more persons representing
380 regular members to constitute the By-laws and Governance Committee (By-laws
381 Committee). The By-laws Committee shall review the Corporation's By-laws from
382 time to time to ensure that they reflect the goals and work of the Corporation. The
383 By-laws Committee shall also work with the President and the Executive Committee
384 regarding issues of governance of the Corporation. The chair of the committee is
385 appointed by the Board; other officers of the Committee are selected by the
386 members of the Committee.

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

390 **Section 3. Additional Committees of the Corporation.** The Board may at any time and by
391 resolution passed by the whole Board, designate and name three or more persons to
392 constitute a committee or task force to carry out whatever functions are cited in the said

393 resolution or such other duties as may be assigned to it by the Board or by the Chairperson of
394 the Board.

395 **ARTICLE IX – FINANCIAL OPERATIONS**

396

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

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

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

406 **Section 4. Expenditures.** Expenditures of the Corporation shall be determined and
407 controlled by an annual budget. The President, in consultation with the Chairperson of the
408 Board and the Treasurer, shall prepare a proposed budget to submit to the Board for approval
409 and authorization. The approval by the Board constitutes an appropriation of funds for the
410 purposes designated therein and authorization to the President to cause such funds to be
411 expended. The President shall report such expenditures on a regular basis to the Treasurer
412 and the Treasurer shall participate with the President in incurring such expenditures as
413 appropriate.

414 **Section 5. Records.** The President shall cause the books and records, and records of
415 financial operations of the Corporation to be maintained at Corporation headquarters. The
416 President, together with the Secretary, is authorized to affix the seal of the Corporation to all
417 documents. All records shall be available upon reasonable request for inspection by the
418 members of the Board.

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

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425 **ARTICLE X - AMENDMENTS**

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

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433 **ARTICLE XI - DISSOLUTION**

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

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

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