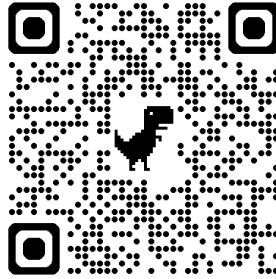




INDIANA ASSOCIATION FOR ADULT AND CONTINUING EDUCATION, INC.

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ARTICLE I -- NAME

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

ARTICLE II – LOCATION AND AGENT

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

ARTICLE III -- PURPOSE

The purpose of the Association shall be to provide leadership for the advancement of the education of adults in the life-long learning process by unifying the profession to (1) advocate for the field of adult and continuing education, (2) develop human resources, (3) encourage and implement research, (4) communicate with the public and members, (5) offer other member services, and otherwise further adult education. Additionally, the Indiana Association for Adult and Continuing Education, Inc. is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations under section 501 (c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue law). No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes outlined in ARTICLE III, Paragraph 1. This corporation may inform the public by educational methods on a subject of public interest and concern, even though the organization may advocate a particular viewpoint. In addition, it may seek changes in law through legislation to reflect that viewpoint. However, the corporation shall not rate candidates for public office or participate or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxes under section 501 (c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision



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of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law). Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization, or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501 (c)(4) of the Internal Revenue Code of 1954, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV -- MEMBERSHIP

SECTION I - MEMBERSHIP

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

SECTION II - KINDS OF MEMBERSHIP

The association may have the following categories of membership: individual professionals, individual support staff, students, adult education retirees, community partners, honorary life, and organizational. The Board of Directors may establish special membership categories.

SECTION III - MEMBERSHIP YEAR

The membership year shall begin the month the membership dues are paid. All payments are final and will only be refunded or canceled with a vote/approval by the Board of Directors.

SECTION IV - VOTES

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

ARTICLE V -- OFFICERS

SECTION I - POSITIONS

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

SECTION II - ELECTION AND TERMS OF OFFICE

The President-elect shall be elected to serve three (3) years: a term of one (1) year as President-elect, a term of one (1) year as President; and a term of one (1) year as



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past-President. Secretary's office shall be elected for two (2) years. The office of Treasurer shall be elected for two (2) years. The Secretary and the Treasurer shall serve up to two consecutive terms in the same office. The Secretary and Treasurer shall be elected in alternating years.

SECTION III - POWERS AND DUTIES OF THE PRESIDENT

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

SECTION IV - POWERS AND DUTIES OF THE PRESIDENT-ELECT

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

SECTION V - POWERS AND DUTIES OF THE TREASURER

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

SECTION VI - POWERS AND DUTIES OF THE SECRETARY

The Secretary shall be responsible for distributing the previous meeting's minutes at each meeting, making corrections in the minutes as directed by the President, and recording each meeting's minutes. In the absence of the Executive Director, the secretary shall promptly notify



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all board members of the date, time, place, and agenda of each board meeting as the President prescribes.

ARTICLE VI – BOARD OF DIRECTORS

SECTION I - COMPOSITION

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

SECTION II - ELECTION AND TERM OF OFFICE

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

SECTION III - MEETING OF THE BOARD OF DIRECTORS

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

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

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

C. The President may call additional meetings of business or specific interests.



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SECTION IV - POWER AND DUTIES OF THE BOARD OF DIRECTORS

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

Section V - Limitations

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

ARTICLE VII – MEMBERSHIP MEETINGS

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

ARTICLE VIII -- COMMITTEES

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

- A. Operational committees shall include but not be limited to advocacy, professional development, and collaboration. Sub-committees within these committees may operate as working groups or task forces, including but not limited to conference planning, membership services, communications, nominations, audit;) and awards.
- B. Special interests task force.

ARTICLE IX – NOMINATION AND ELECTION PROCEDURES

SECTION I - NOMINATION AND ELECTION COMMITTEE

The Nomination and Election Committee shall comprise at least three (3) members in good standing of the Association. The President shall appoint the Committee with the approval of the Board of Directors at least four (4) months before the annual meeting. A simple majority of the



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members of this Committee will constitute a quorum. Members of the Committee are ineligible for nomination to the Board of Directors or any office during their tenure with this Committee.

SECTION II - DUTIES OF THE NOMINATION AND ELECTION COMMITTEE

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

- A. At least ninety (90) days prior to the annual meeting, the Committee shall send a nominating/application form to all active individual and institutional members along with a list of all individual active members. Nominating/application forms shall be returned to the Committee within fifteen (15) days of the date mailed. The Nomination and Election Committee is responsible for verifying the willingness and eligibility of the candidates to serve. At least forty-five (45) days prior to the annual meeting, the Committee shall select a slate of candidates to appear on the ballot. The slate shall consist of at least two (2) candidates for the Board of Directors, not to be fewer than the number of openings plus one (1).
- B. The Nomination and Election Committee shall prepare a ballot with a slate of candidates, a brief description of each candidate, and a space for write-in candidates. At least thirty (30) days prior to the annual meeting, the ballots shall be sent electronically or mailed first-class to the active membership. Ballots returned within fifteen (15) days of the date sent electronically or mailed shall be counted. It is the responsibility of the Nomination and Election Committee to verify the validity of the ballots.
- C. Candidates receiving a plurality of the votes cast shall be elected. The Nomination and Election Committee or designated staff or officer shall announce the election results to the candidates after the validity of the ballots has been verified and to the membership at the annual meeting or after the validity of the ballots has been verified.

ARTICLE X – FINANCE

SECTION I - FISCAL YEAR

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

SECTION II - BUDGET

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

SECTION III - DUES

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



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ARTICLE XI – VACANCY PROCEDURES

Officers and members of the Board of Directors may be replaced at any point in the membership year: A. If an officer or Director, after written notification, does not function as prescribed in the bylaws or fails to fulfill a duly-assigned or accepted responsibility, the Board may declare the position vacant upon a two-thirds (2/3) majority vote of all board members.

B. In the event of a vacancy in the office of the President, the President-elect shall succeed to the office to fulfill the unexpired term.

C. In the interim between elections, a vacancy in any other position on the Board of Directors shall be filled by an appointment of the remaining members of the Board. The appointment shall be made within thirty (30) days after the vacancy occurs, and the appointee shall serve the unexpired term.

ARTICLE XII -- AMENDMENTS

SECTION I

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

SECTION II

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

Revise May, 3, 2024