

ARTICLE I: NAME

The name of this Association is Atlanta-area Evaluation Association (AaEA).

ARTICLE II: PURPOSE

Section 1: The purpose of this Association is to:

- (a) Promote scientific and educational purposes, as those terms are used in Section 501(c) 3 of the Internal Revenue Code, in connection with the science and practice of evaluation in both the public and private sections of society.
- (b) Improve the quality of evaluation in the **Atlanta area** by promoting professional evaluation practices and stimulating new evaluation ideas and opportunities.
- (c) Enhance the professional life of evaluators in the Atlanta area by providing networking opportunities among evaluators and providing a forum for cross-fertilization of evaluation ideas among various professions, settings, and content areas.
- (d) Add credibility and visibility to the evaluation field by bringing students into the evaluation field and mentoring their professional development.
- (e) Strengthen the national American Evaluation Association (AEA) through membership recruitment and facilitation of AEA activities.

Section 2: The Association is a not-for-profit organization organized for charitable and educational purposes. No board members, officer, agent or employee shall at any time receive or be entitled to receive any compensation or pecuniary profit from the operation of the Association or upon its liquidation or dissolution, except for reasonable compensation for services actually rendered to the Association in effecting one or more of its objectives or purposes, or as a direct or indirect beneficiary of its said nonprofit purposes.

Section 3: AaEA, in the recruitment of members, does not knowingly discriminate against any individual on the basis of race, color, ethnicity, sex, sexual orientation, religion, creed, national origin, socioeconomic status, age, disability, veteran status, or any other basis prohibited by state or local law.

ARTICLE III: MEMBERSHIP

Section 1. **Eligibility.** Any individual interested in the purposes of the Association shall be eligible for membership. Members are defined as those who have paid currently stipulated membership dues and have received acknowledgement of membership from the Association. Dues must be paid annually to retain membership privileges.

Section 2. **Rights.** All members have the right to vote for officers and on other official matters of the Association, to hold office if duly elected, to participate in the standing committees, and to receive notifications pertaining to the official business of the Association. **Notification can include, but is not limited to, electronic notifications and/or postings on the AaEA website.**

Section 3. **Dues.** The annual dues and assessments shall be determined by the Council. Student members will receive a discounted membership rate. **“Students” are defined by AaEA as any person formally enrolled in an accredited institution of higher learning.**

ARTICLE IV: MEETING OF MEMBERS

Section 1. **Time and Place of Meetings.** Meetings of the membership shall be held at any suitable place convenient to the membership as may be designated by the Council. The Council shall decide upon dates and times for the Association’s meetings. At least one annual business meeting shall be held within each year. The Council may call special business meetings by properly notifying the members.

Section 2. **Notice of Meetings.** At least ten (10) days in advance thereof the Council shall notify each member of any general business membership business meeting. **Notification can include, but is not limited to, electronic notifications and/or postings on the AaEA website.**

Section 3: **Annual Meeting.** An annual meeting shall be held each year for the purpose of electing officers, reviewing the annual financial report, and amending the bylaws if proposed. **The Annual Meeting and any other official business of AaEA can take place as an in-person meeting or as a virtual electronic meeting through email and the AaEA website.**

Section 4: **Quorum.** Those members present at an in-person business meeting or **who participate in a virtual electronic format** shall constitute a quorum.

Section 5: **Voting.** Each member present at any in-person meeting **or participating in a virtual electronic format** shall have one vote. **In an electronic format, members must include a personal email address to verify their identity and participation.**

ARTICLE V: GOVERNING BODY

Section 1. **Members and Qualifications.** The affairs of the Association shall be governed by a Council, which shall serve as the board of directors, and consist of a President, a President Elect, a Secretary, and a Treasurer.

After the founding year, the past year's president will also serve as an officer of the council. The Chairs of the following standing committees: **Communications, Finance, Membership, Programming/Professional Development, New Evaluators Liaison** will also serve as members of the Council.

Section 2. **Governing Powers and Duties.** The Council shall have all the powers and duties necessary or appropriate for the administration of affairs of this Association and may do all such acts and things as are not by law or by the Articles of the Association or by these by-laws directed to be exercised and done by members.

These duties of the Council include:

- (a) Carrying out any necessary business of the Association between the general meetings.
- (b) Determining the substance and membership of the Standing Committees and task forces of the Association. The Council will monitor the activities of all Committees and task forces and provide for periodic reports on their activities to the membership.

Section 3. **Election and Term of Office.** Each position of the Council is a one year term. The offices of President, President Elect, Secretary, and Treasurer are elected by the membership. The procedure for election of the Officers shall be set forth in Article VI, Section 2. The procedure for election of the Committee Chairs and the New Evaluator Liaison shall be set forth in Article VIII. The term of office generally shall begin on January 1st following the election. Council members, whether Officers or Committee Chairs, may serve no more than two consecutive terms in the same position.

Section 4. **Vacancies.** In any position of the Council members becomes vacant, the Council will appoint a member of the Association to serve on Council until the next general election

Section 5. **Voting.** **All members of the Council (or their proxies)** present at an in-person meeting **or participating in a virtual electronic format** will have one vote each.

Section 6. **Removal of Council Members.** Council members, whether Officers or Committee Chairs, may be removed for nonperformance, at the discretion of a majority of the Council members, including if the member fails to attend three consecutive Council meetings or fails to complete significant tasks or meet deadlines. To remove a Council member for cause, a motion must be made and circulated to the Council in **writing or electronically** thirty (30) days prior to a vote for removal. During this thirty-day period,

the Council member in question has the right to respond in writing to the removal motion. A confidential ballot vote of eligible voting members shall be taken. The Council member in question does not vote on his or her own removal. A two-thirds vote by the voting members of the Council is necessary to remove the member in question. Upon removal of a Council member, the position will be filled in accordance with the provisions stated in Article V, Section 4.

Section 7: **Compensation.** Compensation shall not be paid to Council members for their services in their capacity as Council members, not pursuant to any other contractual arrangements. However, Council members may be reimbursed for actual expenses incurred by them in the performance of their duties, as approved by a majority of the Council.

Section 8. **Meetings.** The Council shall meet at least quarterly, with meetings being notified as specified in Article IV, Section 2. Special meeting of the Council may be called by the President or by a quorum of Council members, in writing **or electronically** on three (3) days notice, if practical, to each Council member, which notice shall state the time, place and purposed of the meeting. All meetings of he Council shall be open to the membership expect for those times when the Council will discuss matters involving personal privacy.

Section 9. **Parliamentary Authority.** The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Association may adopt.

Section 10. At all meetings of the Council, **two-thirds of the current Council members** shall constitute a quorum for the transition of business.

ARTICLE VI. OFFICERS

Section 1. **Designation of Qualifications.** The principal Officers of the Association shall be the same as Article V, Section 3.

Section 2. **Election of Officers.**

(a) Yearly, the Nominating Committee, elected by the Council from among the members of the Association, will secure at least one nomination for each of the appropriate offices described in Section 3 below, through consultation with members and will, with an authorization of the Council, submit the slate of nominees to the membership for vote. The distribution of the slate to the members will occur at least 30 days **prior to the election**. Additional nominations

may be presented by the membership for inclusion in the election provided they are received by the Nominating Committee at least one week prior to the **election**.

- (b) Election will be by written or electronic ballot, voting may take place at an in-person meeting, by mail, or **in a virtual electronic format** in accordance with Article IV, Section 5. The Secretary will in turn be responsible for verifying the ballots, protecting the security of the ballots, obtaining independent corroboration of the ballot counts, and reporting the results to the Council and to the memberships.
- (c) The candidate for each office receiving the largest number of votes will be considered elected. In the case of a tie, the Council will vote for the officer from the tied candidates.

Section 3: **Duties of the Officers**

- (a) **President.** The President shall act as the chief executive officer of the Association and shall have all the general powers and duties which are usually vested in the office of the President of an Association, including: preside at all business meetings, serve as Chair of the Council, appoint all task forces, and have general responsibility for the conduct of the affairs of the Association. The President will serve as liaison to the **Program/Professional Development Committee**.
- (b) **Present-Elect.** The President-Elect will assist the President in conducting the business of the Association and preside in the President's absence. The President-Elect will also serve as the liaison to the Communications Committee. The President-Elect is assumed to succeed the president.
- (c) **Secretary.** The Secretary shall keep minutes of the Council meetings and other meetings as requested by the President. The Secretary, or designee, shall keep a file of the proceedings of general membership business meetings, Council meetings, and **electronic correspondence**, as well as copies of the financial reports and official publications of the Association, and shall supervise the issuance to all membership of all notifications pertaining to the official business of the Association. The Secretary shall also handle other correspondence. The Secretary shall serve as a liaison to the Membership Committee.
- (d) **Treasurer.** The Treasurer shall hold the Association's funds, collect the annual dues from the members, prepare the yearly budget for consideration and approval by the Finance Committee, account for the receipt and expenditure of all monies, and keep other Officers informed of the financial condition of the Association upon their request. The Treasurer shall make disbursements, shall provide for periodic examinations of financials reports by an auditing firm or a Certified Public Accountant, and shall prepare an annual financial statement for publication to all members. Upon authorization by the Finance Committee, the Treasurer may deposit funds of the

Association in insured financial institutions to earn interest payments. The Treasurer shall serve as a liaison to the Finance Committee.
(e) Past-President. The Past President shall advise the President and President Elect. The Past President will verify elections and serve as the liaison to the Nominating Committee and task forces created by the Council.

Section 4. **Additional Officers.** Committee Chairs of the five Standing Committees and the New Evaluators Liaison will also serve as officers. The Past Presidents will verify elections and serve as the liaison to the Nominating Committee and task forces created by the Council.

ARTICLE VII: FISCAL MANAGEMENT

Section 1: **Fiscal Year.** The fiscal year of the Association shall begin on January 1st.

Section 2. **Books and Accounts.** Books and Accounts of the Association shall be kept under the direction of the Treasurer, with oversight by the Financial Committee.

Section 3. **Execution of Association Documents.** With prior authorization of the Council, all notes and contracts shall be executed on behalf of the Association by the President, and all the checks shall be executed on behalf of the Association by the Treasurer.

Section 4. **Reimbursement of Expenses.** Requests for reimbursements of AaEA-related expenses must be submitted within 60 days of the date of the receipt for said expenses. Any requests not received by the Treasurer within 60 days will be denied reimbursement. All requests for reimbursements must be approved by the Treasurer and paid within 30 days of receiving the request and associated receipt.

Section 5. **Disbursement of Assets and Dissolution.** No member, director, or officer of the Association, nor any private person shall be entitled to share in the distribution of any of the Association's assets upon dissolution of the Association or winding up of its affairs. Upon such dissolution or winding up of affairs, after making provisions for the payment of all the liabilities of the association, all the remaining assets of the Association shall be distributed for substantially similar uses and purposes to the American Evaluation Association, or as determined by the Council, any other organization which would then qualify for exemption under the provision of section 501(c) 3 of the U.S. Internal Revenue Service code as now stated or as it may be hereafter amended.

ARTICLE VIII. COMMITTEES

- Section 1. **Standing Committees.** Standing committees include: Communications, **Program/Professional Development**, Finance, and Membership.
- (a) **Communications Committee.** This Committee is focused on internal and external communication among evaluators in the Atlanta area and beyond. This includes websites, newsletter, marketing materials, and e-mail exchanges.
 - (b) **Program/Professional Development Committee.** This Committee helps identify topics, venues, and formats for all AaEA events. This Committee selects program topics, organizes event, determines ways to support and stimulate the development of practicing evaluators. This Committee promotes learning and sharing experience among all evaluators, both new and established, in conjunction with other committees. This New Evaluator's Group is also part of this Committee.
 - (c) **Finance Committee.** This committee oversees the financial affairs and solvency of the Association. This Committee also oversees structural issues for the AaEA such as by-laws, related to the legal and tax-exempt status of the organization.
 - (d) **Membership Committee.** The Committee focuses on the mechanism, advantages, fee structure, and data base for the Association membership. It promotes and facilitates the process for membership.
- Section 2. **Task Forces.** Task forces may be formed for fixed periods of time for specific purposes as deemed necessary and appropriate for the Council.
- Section 3. **Membership and Chair Election for Standing Committee.** Membership on Committees shall be voluntary self-selection. Each Committee will have a Chair and Co-Chair who may substitute for the Chair, with full membership and voting rights, as appropriate. The New Evaluator's Group will also have a Chair and Co-Chair (liaison). Chairs and Co-Chairs of each standing committees will be selected annually by simple majority vote of the members of the respective committees. Members of the committee, and the general membership should receive at least ten (10) days notice that an election will held either at a designated in-person meeting or **electronic communication**. Voting may be done by voice or **electronic** vote.
- Section 4. **Task Force Chairs.** Chairs of task forces shall be appointed by the President of the Association, and will serve for the term of the task force. Members of the task force may be volunteers or appointed by the President or Chair.
- Section 5. **Nominating Committee.** A Nominating Committee will be formed prior to annual election for the purposes of soliciting nominations from among the general memberships and developing a slate of candidates with at least

one nominee for each office. The Nominating Committee will also serve to organize the election process. The Nominating Committee will be selected by vote by the Council from among members of the Association. However, the current President cannot serve on this Committee.

ARTICLE IX. RATIFICATION

These bylaws shall be **ratified** by an affirmative vote of two-thirds of the ballots cast.

ARTICLE X. AMENDMENTS

Amendments. These bylaws may be amended either in-person at any regular meeting of the Association **or by electronic vote** by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing either at the previous regular meeting **or through electronic communication at least ten (10) days prior to the actual vote.**

Approved December 6, 2000
Amended December 21, 2001
Amended January, 2004
Amended June, 2009