

Bylaws of the Mathematical Association of America (Incorporated)

APPROVED BY THE MEMBERSHIP

January 7, 2017

Article I---Name and Purpose

1. This organization shall be known as The Mathematical Association of America (Incorporated). It is referred to herein as the “Association.”
2. The Association is organized as a not-for-profit corporation under the Illinois Not-for-Profit Corporation Act (the “Act”) for purposes set forth in the Association’s Articles of Incorporation. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, or a corporation formed under the Act, as the same may be amended or supplemented.
3. The mission of the Association is to advance the mathematical sciences, especially at the collegiate level, by supporting effective mathematical education at all levels, supporting research and scholarship, providing professional development, influencing public policy, and promoting public appreciation and understanding of mathematics. The Association pursues its mission by holding meetings, publishing materials, and sponsoring programs.

Article II---Membership

1. The Association shall have members with qualifications and rights as set forth below. Membership is open to individuals who, and organizations that, support the mission of the Association. Membership in the Association is not transferable or assignable without the Board of Directors’ approval. (See Article V, and hereafter referred to as the “Board.”)
2. The Board shall determine categories of individual and organizational memberships and the privileges thereof. The Board shall, in addition, establish dues for each category of membership.
3. There are three categories of membership:
 - (a) Regular Member: individual, full-voting members, with one or several sub-categories determined by the Board, with dues and levels of benefits determined by the Board.
 - (b) Associate Member: individual, non-voting members, with one or several sub-categories determined by the Board, with dues and levels of benefits determined by the Board.
 - (c) Institutional Member: a class of non-individual, non-voting memberships associated with academic departments, libraries, colleges, or universities;

corporations; foundations; and other such entities determined by the Board, with dues and levels of benefits determined by the Board.

Regular members and any additional classes of membership granted the right to vote may be referred to collectively herein as the "Voting Members."

4. A member in default of dues shall be dropped from membership after due notice. Termination of membership shall not negate any financial obligations incurred before termination.

5. There shall be no discrimination as to race, color, religion, national origin, gender, sexual orientation, age, or disability for membership in the Association.

Article III---Sections

1. To advance the objectives of the Association on a local level, Sections of the Association have been established in the United States, Canada and their possessions based upon non-overlapping geographical areas. Additional Sections outside of the United States and Canada may be established by the Board.

2. The membership of a Section shall consist of all members of the Association whose mailing address is within the geographic boundaries of the Section, unless a member has requested and has been granted reassignment to another Section by the Secretary of the Association. In any case, a member may belong to no more than one Section.

3. Each Section shall adopt a set of Bylaws that, along with any subsequent changes, must be approved by the Board. Section Bylaws must delineate the geographic area covered by that Section, and specify that Section members must be members of the Association, and that Section officers must be Voting Members.

4. Any group of Voting Members may petition the Board to revise the geographic boundaries of Sections. Such petitions should include statements of support or dissent from the affected Sections. If the revision is approved by the Board, each of the Sections affected must prepare its own set of Bylaws to be approved by the Board.

5. The Board shall establish and appoint the membership of an advisory Committee on Sections to support and coordinate activities of the Sections and advise the Board on all matters related to Sections.

6. Each Section shall file reports with whatever frequency and regarding whatever subject matter as required by the Board.

7. The Association shall not be responsible for the expenses of a Section except as authorized by the Board. Sections may only generate revenue by means authorized by the Board.

Article IV---Officers

1. The Officers, all of whom must be Voting Members of the Association, shall be a President, a President-Elect (only during a year immediately prior to the expiration of a President's term), a Past President (only during a year immediately following the expiration of a President's term), a Vice President, a Treasurer, a Secretary, an Associate Secretary, the Chair of the Committee on Sections, the Chair of the Congress, and the Officer-at-Large.
2. The President is the chief elected officer of the Association and shall preside at all meetings of the Board and all annual, regular, and special business meetings of the Association's membership. The President shall have the usual duties pertaining to the office and assume other duties as may from time to time be assigned by the Board.
3. If the President is temporarily or permanently unable to perform the duties pertaining to the office, the Vice President (or in his or her absence the Treasurer, or in the Treasurer's absence the Secretary) shall have and exercise the powers of the President. The President may from time to time assign other duties to the Vice President.
4. The Treasurer has oversight of the financial affairs of the Association and responsibility for the Association's financial assets, and shall chair the Budget Committee. (*See Section X.2.*)
5. The Secretary shall have the usual duties pertaining to the office, including the custody of the records of the Association and of its Corporate Seal; the keeping of minutes of the meetings of the Board and of the annual, regular, and special business meetings and special meetings of the membership; and the giving of due notice of all regular and special meetings of the Association and of the Board.
6. The Associate Secretary is responsible for the scientific program at, and for the general planning of, the annual scientific meetings of the Association.
7. The Chair of the Committee on Sections is responsible for the oversight of this advisory committee, which ensures that the Sections are operating within the guidelines established by the Act, the Articles of Incorporation, these Bylaws, and the directives of the Board.
8. The Chair of the Congress shall preside at all meetings of the Congress (*See Article VI.*). The Chair will be responsible for setting the agenda for each meeting of the Congress, and communicating that agenda to all members of the Congress in advance of said meeting.
9. The Officer-at-Large will have such duties as are assigned by the President.

Article V---Board of Directors

1. There shall be a Board of Directors (herein called "the Board") that has oversight responsibility for all the activities of the Association. The Board sets the policies, and gives direction to activities, of the Association. The Board receives reports from the Officers, committees, and senior staff, and may request any information needed to carry out its oversight responsibilities. To exercise its fiduciary responsibility, the Board shall receive and act upon reports from the Treasurer, the Budget Committee, and the advisory Audit Committee.

2. All members of the Board shall serve *ex officio* and shall at all times be composed of the individuals then serving as the Officers of the Association.

3. The Voting Members' right to elect members to the Board shall be limited to the President-elect (who subsequently becomes the President and then the Past-President in accordance with Section VIII.1) and the Vice-President; the other members of the Board are elected by the Board (*See* Section VIII.3.b) or by the Congress (*See* Sections VI.1 and VI.2).

4. The Board shall hold a meeting each year preceding the annual business meeting of the members of the Association. Other meetings of the Board may be called by the President. An action required or permitted to be taken at a meeting of the Board may be taken without a meeting. For any such action, there shall be a specific time allocated for discussion followed by a specified period of time for voting. If, during the discussion period, two or more Directors request that the action be referred to a meeting of the Board, then it will be brought before the Board for consideration at its next meeting.

Consent under this Section has the same force and effect as a vote of the Board of Directors taken at a meeting.

5. At all meetings of the Board, a quorum shall consist of 50 percent of the membership of the Board then in office, including at least one Officer elected by the Congress.

6. Notice of all meetings of the Board shall be given by the Secretary to each member of the Board at least fifteen (15) days prior to the date set unless the purpose of the meeting is the removal of a Director, in which case the Secretary must provide at least twenty-one (21) days' prior notice. Exception to the requirement of fifteen (15) days' notice may be made if the President decides that compelling business requires an emergency meeting. Any Director may waive notice of any meeting before, at, or after such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, except a meeting called for the purpose of removing a Director must specify that the purpose, or one of the purposes, of the meeting is removal of the Director.

7. A petition from at least three hundred Voting Members of the Association can be used to force an advisory referendum vote of the entire Voting Membership on an impending

matter before the Board. The taking of a referendum shall act as a stay upon Board action until the votes have been canvassed.

Article VI---The Congress

1. There shall be a Congress to serve as a conduit for communication between the Board, the Sections, and other constituencies. The Congress will approve strategic goals and priorities; advise the Board on amendments to Association bylaws; elect the Chair of the Committee on Sections to a three-year term with a limit of two consecutive full terms; elect at-large members of the Congress; recommend to the Board programmatic and social policies for the Association; and elect one of its members as the Officer-at-Large member of the Board to a two-year term; this person may not serve two or more consecutive terms.
2. The Congress shall elect a Chair to a two-year term; this person may not serve two or more consecutive terms.
3. To be eligible to be elected Chair, a candidate must have at least one year remaining on his or her term on the Congress. The Chair's term on the Congress may be extended an additional year if required to complete his or her term as Chair.
4. The Congress shall elect a Recorder to a two-year term; this person may not serve two or more consecutive terms. The Recorder will be responsible for recording the minutes and actions of the each meeting of the Congress and communicating those minutes and actions to all of the members of the Congress and to the Secretary of the Association.
5. To be eligible to be elected Recorder, a candidate must have at least one year remaining on his or her term on the Congress. The Recorder's term on the Congress may be extended an additional year if required to complete his or her term as Recorder.
6. The Congress shall meet at least once each year at an annual scientific meeting of the Association.
7. Members of the Congress shall be
 - (a) The Section Representatives (*See* Section VIII.2.),
 - (b) The Council Chairs (*See* Section VII.2.),
 - (c) The Board, and
 - (d) Members-at-large with the number and constituencies as determined by the Congress (*See* Section VIII.14(d)).
8. In anticipation of missing a Congress meeting, a Section Representative may appoint a past Section Representative of that Section, and a Congress member-at-large may appoint a past Congress member-at-large for that constituency as a substitute for that meeting. The Congress member shall notify the Recorder and the Secretary of the impending

absence and give the name of the substitute, who then has full voting rights at the meeting.

9. The Congress may create such offices of the Congress as it deems appropriate, such as Vice-Chair, with terms determined by the Congress, and elect members of the Congress to hold such offices.
10. The Congress may recommend to the Committee on Committees and Councils (*See* Article VII.) that the Board appoint certain committees and may recommend charges and members for those committees.

Article VII--Committees and Councils

1. The Board may establish committees that exercise the authority of the Board in the management of the Association (“Board Committees”) and those committees that may not (“Advisory Committees”), give them their charges, and appoint their membership. The Board may also dissolve or combine committees.

2. To coordinate and support the work of the Association, the Board shall establish Councils in specified areas. Each committee, with the exception of the Audit Committee, which reports directly to the Board (*See* Section X.4.), shall be assigned to a Council. The Board will appoint the chair of each Council for 4-year terms; these chairs may not serve two or more consecutive terms.

3. Each Council shall

- (a) Support and assist the committees in the Council in advancing the goals of the Association and, to the extent appropriate, coordinate their activities;
- (b) Request an annual report from each of the committees in the Council, and submit a summary report to the Congress and to the Board;
- (c) Advise the Board on motions or recommendations coming from committees in the Council;
- (d) Recommend policies or programs in the area of the Council that lie beyond the scope of the charge to any constituent committee;
- (e) Oversee the committee structure within the Council, and make recommendations to the Board for the creation or dissolution of committees.

4. The Board shall act as an Executive Council for the oversight of the committees assigned to it.

5. There shall be an advisory Committee on Committees and Councils (CCC) assigned to the Executive Council. It shall include the following members: the President, the Past President or President-Elect, the Secretary, the Executive Director, and the Council Chairs.

6. The CCC shall oversee the committee and council structure. It shall make recommendations to the Board on charges to councils, standing committees and

subcommittees, and on the creation or dissolution of councils and committees. It shall advise the Board on appointments to councils and committees except where the procedure for filling of a vacancy is prescribed elsewhere in the Bylaws. Subject to approval by the Board, it shall nominate candidates for members-at-large of the Congress and Chair of the Committee on Sections, to be elected by the Congress. CCC shall recommend candidates for council chairs, to be appointed by the Board.

7. The Budget Committee shall be assigned to the Executive Council. (*See Article X.2.*)

Article VIII---Elections and Terms of Office

1. Every two years, the Voting Members of the Association shall elect from its ranks a President-Elect for a term of one year and a Vice President for a term of two years. The President-Elect shall become President for a two-year term at the expiration of the one-year term as President-Elect and shall become Past-President for a one-year term at the expiration of the term as President.

2. Every three years, the Voting Members in each Section shall elect a Section Representative who will serve for a term of three years on the Congress beginning July 1. A Section Representative must be a member of the Section from which he or she was elected, and shall be considered to have ended his or her term as Section Representative of the Section if he or she terminates membership in that Section. These elections are to be staggered so that approximately one-third of the Section Representatives are elected each year.

3. The Board shall at appropriate times elect persons to fill the following positions:

- (a) Editors of the Association's journals as specified by the Board.
- (b) Secretary, Treasurer, and Associate Secretary for four-year terms with a limit of two consecutive full terms.
- (c) Council chairs, and
- (d) Two members of the Audit Committee, elected in alternate years, each for a two-year term. (*See Section X.4.*)

4. The term of every officer and member of the Board (except as provided in Sections VIII.2 and VIII.3) shall begin on February 1 and terminate on January 31. All officers and members of the Board shall remain in office until their respective successors have been duly elected or appointed.

5. The President shall be ineligible for reelection. The Vice President, the Editors, the Section Representatives, and the Congress members-at-large shall be eligible for reelection only after an interim equal to their respective terms of office except that Section Representatives and Congress members-at-large appointed to fill an unexpired term of less than a year and a half shall be eligible for reelection for a term of three years.

6. The Board shall have authority to fill vacancies until such time as the regular

appointment or election process can be employed. This authority extends to officers, Board members, editors, the Executive Director, and any other position requiring election or Board approval. As soon as possible, however, following procedures described below, a replacement shall be elected. For officers listed in Section VIII.3.b, the term of the newly elected officer shall begin immediately; the first year of the replacement's full term shall begin on the following February 1. For replacement editors, the term shall begin on appointment and continue as determined by the Board, which may create a position of Interim Editor as needed.

7. There shall be an advisory Nominating Committee chaired by the immediate past president with four additional members appointed by the Board from nominees selected by the Congress for a term of four years. Two members shall be appointed every two years. Members of the Nominating Committee may not serve consecutive terms.

8. The Nominating Committee shall nominate at least two candidates for President-Elect and Vice President to be submitted to the Voting Membership; and candidates for Chair of the Congress, to be submitted to the Congress.

9. Voting by the membership, as required by Section VIII.1, may be conducted using safeguarded electronic voting. A quorum shall consist of at least 100 members voting. Each Voting Member of the Association may vote for as many candidates for each office as he or she desires. For President-Elect and Vice President, the Nominating Committee shall declare elected the person having received the most votes and been determined by the Nominating Committee to be willing and able to serve. Ties will be broken using a random process.

10. For elections by the Congress, additional nominations may be made from the floor. Nominations from the floor must be supported by a signed statement from the person nominated verifying that he or she is willing to serve if elected.

11. In cases where a new Secretary, Treasurer, or Associate Secretary is to be elected, there shall be a search committee appointed by and reporting to the Board. In cases where an incumbent Secretary, Treasurer, or Associate Secretary is eligible for re-election, the President shall determine whether the incumbent will be the sole nominee presented to the Board or a search committee should be formed. If a search committee is to be formed, the Board, in consultation with the Nominating Committee, shall appoint the committee. The committee shall recommend one or more nominees for election by the Board.

12. For each editor to be elected by the Board, there shall be a search committee appointed by and reporting to the Board.

13. Persons elected to office by the Board, by the Congress, by the general membership, or by the membership of a constituency within the Association may be removed from office by a three-fourths (3/4) vote of the membership of the Board or of the relevant constituency, with or without cause, if deemed to be in the best interest of the

Association. A vote of the Board for removal of the Executive Director is an authorization for the President to take the steps necessary for that removal.

14. The Congress shall at appropriate times elect persons to fill the following positions:
 - (a) The Chair and Recorder of the Congress,
 - (b) The Officer-at-Large,
 - (c) The Chair of the Committee on Sections for a three year-term, with a limit of two consecutive full terms, and
 - (d) Congress members-at-large elected annually for three-year terms, making a full complement of Congress members-at-large. Members-at-large shall be subject to the same reelection rules as Section Representatives, including a staggering of their terms.

Article IX---Administration

1. There shall be an Executive Director who shall be a paid employee of the Association. The Executive Director shall have administrative responsibility for the Association, shall be in charge of the facilities and staff of the Association, shall carry out such other duties as may be assigned by the Board, and is empowered to employ persons to discharge these duties. Besides these management duties, the Executive Director shall, together with the officers, provide leadership to the Association in furthering its mission. The Executive Director shall, together with the President, represent the Association to outside groups and individuals. The Executive Director shall be responsible for providing the legal and Board-mandated oversight of Sections and shall provide resources to the Sections as directed by the Board.
2. The Executive Director shall be responsible to the Board and shall attend meetings of the Board and the Congress, except when they meet in executive session, but shall not be an ex-officio member of these bodies. The Executive Director shall be an ex-officio voting member of the Committee on Committees and Councils.
3. The Executive Director shall be selected by the Board under terms and conditions of employment fixed by the Board.
4. The Association shall, to the extent deemed reasonable by the Board and allowed by law, indemnify any member or former member of the Association staff, the Board, the Congress, and any other committee or editorial board of the Association against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such member in connection with the defense of any action, suit, or proceeding involving their services in such capacities. To the extent required by the Association's Articles of Incorporation or applicable law, the Association shall indemnify such individuals. The indemnification and payment or reimbursement of expenses provided in these Bylaws shall not be deemed exclusive of or limit in any way other rights to which any person seeking indemnification or payment or reimbursement of expenses may be or may become entitled under any bylaw, resolution, insurance,

agreement or otherwise. To the fullest extent permitted by the Act and the Internal Revenue Code, the personal liability of any member or former member of the Association employees and staff, the Board, the Congress, and any other committee or editorial board of the Association is hereby eliminated. The Association may purchase and maintain insurance on behalf of such a member to provide for indemnifying him or her against such liabilities.

Article X---Financial Administration

1. The Board has ultimate responsibility for the deposit, investment, and disbursement of all funds.
2. There shall be a Budget Committee, composed of Board members. This committee shall be chaired by the Treasurer and shall also include the Chair of the Congress and at least one additional Board member. The Budget Committee is responsible for presenting an annual budget to the Board for approval.
3. The accounts of the Association shall be audited annually by a certified public accountant (the auditor). There shall be an advisory Audit Committee with at least two members that reports to the Board. Each year, the Board shall elect one member of the Congress, not on the Budget Committee, nor in the last year of service on the Congress, to a two-year term on the Audit Committee, that person to be Chair in the second year of service on the Committee. One additional person may be appointed by the Board. This person need not be a member of the Board, or of the Congress, or of the Association. The Audit Committee shall be responsible for recommending to the Board who shall be engaged as the auditor, receiving the auditor's report, and making recommendations to the Board based on the auditor's report.
5. The Board shall have the responsibility of drawing up the schedule of membership dues and subscription rates. This schedule may provide different rates for certain subsets of the membership, as designated by the Board.

Article XI---Business Meetings of the Membership

1. There shall be an annual business meeting of the Association members at such time and place within or without Illinois as the Board may direct by resolution. Special meetings of the Association's membership may be called from time to time by the Board, the President of the Association, or at the written demand of at least 25% of the Voting Members. The President may fix the time and any place, either within or without the State of Illinois, as the place for holding any meeting called by a person or persons authorized to call special meetings.
2. Notice of any annual, regular, or special membership meeting of the Association shall be given by the Secretary to each member of the Association in direct communication by U.S. mail or by electronic mail at least thirty (30) days prior to the date set for each

meeting and include the place, day, and hour of the meeting. For special meetings, the notice must also include the purpose or purposes for which the special meeting is called.

3. At all business meetings of the Association a quorum shall consist of fifty (50) Voting Members.

4. An item can be formally acted upon at an annual, regular, or special business meeting of the Association only if: (1) it has been proposed by the Board, or (2) it has been submitted by a Voting Member to the Secretary thirty (30) days in advance of the meeting.

Article XII---Parliamentary Authority

The rules contained in the latest 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 the Act, the Association's Articles of Incorporation, these bylaws or any special rules of order the Association's Board may adopt.

Article XIII---Amendments

1. Amendments to the Articles of Incorporation may be made by the Board, after consultation with the Congress; the right of Voting Members to vote on such amendments is expressly denied in accordance with the requirements of the Act.
2. In accordance with the Act, amendments to the bylaws shall be made on the recommendation of the Board and with the approval of the Voting Membership. The Board will decide whether voting shall be at an annual or a special meeting of the Voting Membership, or by mail or safeguarded electronic ballot. Voting by mail or electronic ballot shall be subject to the same quorum and notice requirements as a meeting held in person. In either case, the Voting Membership must have thirty (30) days' notice to consider the proposed amendment before voting begins. Approval by the Voting Membership requires an affirmative vote by two-thirds (2/3) of the Voting Members present at any meeting or casting votes by mail or electronic ballot.

Article XIV---Dissolution of the Association

The duration of the Association shall be perpetual, except that it may be dissolved in the manner provided by the Act.

