

NATIONAL ASSOCIATION FOR ETHNIC STUDIES
BYLAWS

ARTICLE I – NAME AND MISSION

Section 1 – Name: The name of the organization shall be the **National Association for Ethnic Studies, Inc.**, also known as NAES or NAES, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Wisconsin.

Section 2 – Mission: The mission of the National Association for Ethnic Studies (NAES) is to encourage activities and scholarship in the field of Ethnic Studies. In promoting social justice and equality, NAES serves as a forum for promoting Ethnic Studies research and scholarship, curriculum design, conferences, and assistance to Ethnic Studies programs to develop civic minded and culturally informed communities and people.

Section 3 – Purpose: Said organization, the National Association for Ethnic Studies, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II – MEMBERSHIP

Section 1 – Eligibility for membership: Application for NAES membership shall be open to any person or institution in the U.S. and abroad supporting the mission and purposes of NAES. Membership is granted upon completion and receipt of a membership application and annual dues. The board reserves the right to review and revoke membership.

Section 2 – Member categories: NAES membership categories include individual, institution, student, retiree, patron, and lifetime.

Section 3 – Annual dues: The amount required for annual dues shall vary depending upon member category. Individual dues are based upon a sliding-fee scale based on annual income. Separate fee rates will apply to institutions, student and retirees, and patron and lifetime membership levels. Continued membership is contingent upon being up-to-date on membership dues. Membership fees shall be set by the Board of Directors.

Section 4 – Membership benefits: Membership benefits are set by the Board of Directors and subject to change.

Section 5 – Rights of members: Each individual member shall be eligible to vote in association elections.

Section 6 – Non-voting membership: The Board of Directors shall have the authority to establish and define non-voting categories of membership.

ARTICLE III - MEETINGS

Section 1 – Annual meetings: An annual business meeting of the members shall take place once a year. At the business meeting, the members shall receive reports on the activities of the association and help determine the direction of the association for the coming year. In addition, elections for the executive board shall be held during the business meeting. The annual business meeting is open to all members.

Section 2 – Special meetings: Special meetings may be called by the President, the Executive Committee, or a majority of Board of Directors.

Section 3 – Notice of meetings: Printed or electronic notice of each meeting shall be given to each voting member not less than two weeks prior to the meeting.

Section 4 – Quorum: To have a quorum at any properly announced meeting, more than 10% of the membership must be present.

Section 5 – Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Electronic voting is accepted in case of emergency.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Board role, size, and compensation: The Board of Directors (Board) is responsible for the overall policy and direction of the NAES. The Board shall consist of a maximum of nineteen (19) members and a minimum of thirteen (13), including two elected student representatives. One (1) position on the board and Executive Committee may be reserved for the immediate past president as an ex-officio member. Fifty-one percent of the Board membership shall constitute a quorum. The Board receives no compensation other than reasonable reimbursements.

Elections to the Board of Directors typically take place annually and as needed at the annual conference as board member terms expire.

With 19 slated board seats, one position is reserved for an immediate past president in good standing as determined by the Board. The Board of Directors, upon recommendation from the Executive Committee, may appoint 2 persons. Thereby, two slated board seats are reserved for appointment by the Board upon recommendation of the Executive Committee. Those persons will be appointed to one four-year term. Appointed terms are not renewable. However, after the completion of the appointed term, said members can be a candidate for election for one additional four-year term.

Thereby, there are at least 15 seats available to persons interested in board candidacy for open appointment or election as circumstances allow.

The Executive Committee can recommend Advisory Board members, whose appointment is subject to majority vote of the Board of Directors or the Executive Committee when the board is not in session. Advisory Board members are non-voting positions, whose primary role is to increase NAES recognition or provide other organizational benefit. Advisory Board members are thus not subject to the attendance requirements applicable to the Board of Directors. Advisory Board members serve an indefinite term at the discretion of the Board of Directors. Nominations for such appointments can be made by anyone including self-nomination.

An Advisory Board Chair is nominated by the president and approved by the Board of Directors. The Advisory Board Chair serves no specific term, serving at the discretion of the president.

Section 2 – Terms: All Board members shall serve staggered four (4) year terms, except for the elected graduate student representatives who shall serve single two (2) year terms. Board members may only serve two (2) consecutive terms of four (4) years each. However, at the discretion of the Board, upon recommendation by the Executive Committee, under certain circumstances, a board member who is not eligible to remain on the board may do so for one (1) additional term beyond the allotted two (2) terms. This discretion must be approved by a majority of the Board. All members shall assume office at the close of the annual conference.

The President can recommend one-year Board appointments, subject to majority vote by the Board. One-year appointments would be eligible for no more than 2 re-appointments (maximum of 3 years).

Section 3 – Meetings and notice: The Board shall meet at least two (2) times annually. Board meetings shall be open to all members of the NAES and other interested parties, the sole exception being those meetings in which personnel action is being discussed. An official Board meeting requires two weeks advance notice.

Section 4 – Board election: Members of the Board shall be chosen by nomination, including self - nomination. The nomination will be voted on by the membership electronically on a secure site at least one (1) month prior to the annual conference and will be kept on record in hard copy form in the national office. Board members shall be elected by a simple majority.

Nomination of Board Officers (Executive Committee members) must come from the Board membership and shall be elected by the membership at large at the conference's annual business meeting. Executive officers shall serve a term of four (4) years and may serve one (1) additional consecutive term, upon successful re-election. However, at the discretion of the Board, an executive officer who is not eligible to remain on the executive committee, due to term limits, may do so for one (1) additional year where it is proposed by the Executive Committee and receives a majority vote by the Board.

Should an elected Board Member seek and win election to an Executive Committee position, once elected, the individual need not run for re-election during the tenure of their service as a member of the Executive Committee. Thus, it follows, that while serving on the Executive Committee, one does not need to get re-elected to the board while serving the term(s) of their board officer position.

Upon completion of the term(s) of the executive committee position, that individual can run for election to the Board as a regular member; however, that person will need to be a candidate for election.

The Executive officers (President, Vice President, Secretary, Treasurer) constitute the executive committee.

NAES values the opinions and electoral decisions of its membership base. We also acknowledge the significance of voter turnout in determining outcomes of elections and the direction and leadership of NAES. Hence, given election voter turnout that is less than 30% of the membership base for that given year, the Executive Committee can recommend to the Board to forego the election outcomes in the interests of NAES. Should the Executive Committee and the Board choose to exercise this action, the Executive Committee will recommend, with approval by a majority of the Board, the appointment of the necessary number of individuals to the Board constituency to be in good standing and in compliance with the Bylaws. These appointments can only be bestowed for one-year terms. Terms are renewable upon recommendation of the Executive Committee and approval by a majority vote of the Board.

Qualifications of Board Members

NAES continually seeks board members who have a willingness and a desire to advance NAES and the discipline and related fields of Ethnic Studies by giving of their influence and resources in support of NAES.

Board Members must be:

- thoroughly familiar with the mission and vision of NAES
- capable of materially advancing NAES
- influential
- willing to support NAES to the limit of their financial resources
- willing and anxious to provide leadership to ongoing development programs and to any and all campaigns by assisting in identification, cultivation, and solicitation of prospective donors, grants, and other outlets for financial revenue.
- willing to assume the responsibility for overseeing the legal and fiduciary responsibilities of NAES
- able and willing to commit the necessary time to attend and help lead board and committee meetings.

The Board of Directors shall be composed of individuals who have demonstrated significant achievements in education, the professions and/or public service. They must have the requisite intelligence, education and experience to make a significant contribution to the deliberations of the Board of Directors. In addition, the membership of the Board of

Directors should bring a broad range of experiences to the Board. The overall ability and experience of individual Board candidates should determine their suitability.

The following attributes should be considered as desirable in any candidate for the Board of Directors:

- *Experience.* A Board candidate must have extensive experience in business, education, the professions and/or public service. An ideal Board candidate may have had experience in more than one of these areas. A candidate should have sufficient applicable experience to understand fully the legal and other responsibilities of an independent director of a national non-profit organization.
- *Business.* The Board candidate has experience and a background in marketing, finance, fundraising, and/or operations.
- *Education.* The Board candidate has held a significant position at a prominent educational institution, such as university or college and ideally with administrative experience. Generally, it is desirable that a Board candidate should hold an advanced terminal degree from a respected college or university. These educational criteria are not meant to exclude an exceptional candidate who does not meet these educational criteria.
- *Public Service.* The Board candidate has ideally held one or more elected or appointed positions in a prominent nonprofit organization or academic association.
- *International Experience.* International experience (such as living and working outside of the United States) will in many cases be considered a significant positive characteristic in a Board candidate's profile. Understanding of the language and culture of non-English speaking countries is also important.
- *Personal.* The Board candidate should be of the highest moral and ethical character. The candidate must exhibit independence, objectivity and be capable of serving as a representative of NAES. He or she should have demonstrated a personal commitment to areas aligned with the NAES public interest commitments, such as education, the environment and welfare of the communities in which we seek to influence.
- *Individual Characteristics.* The Board candidate should have the personal qualities to be able to make a substantial active contribution to Board deliberations. These qualities include intelligence, self-assuredness, a high ethical standard, inter-personal skills, independence, courage, a willingness to ask the difficult question, communication skills and commitment. In considering candidates for election to the Board of Directors, the Board is also encouraged to help identify individuals who can be constantly striving to achieve the diversity of the communities in which NAES flourishes.
- *Availability.* The Board candidate must be willing to commit, as well as have, sufficient time available to discharge the duties of Board membership. Generally, therefore, the candidate should not have more than three other non-profit board memberships.
- *Compatibility.* The Board candidate should be able to develop a good working relationship with other Board members and contribute to the Board's working relationship with the national office and the Executive Committee.

Section 5 – Quorum: A quorum must be attended by at least fifty-one percent (51%) of Board members for business transactions to take place and motions to pass.

Section 6 – Maintain accountability and control of all NAES property.

Section 7 – Approve contractual agreements by Board or Executive Committee.

ARTICLE V – DUTIES OF EXECUTIVE OFFICERS & SPECIAL CIRCUMSTANCES

Section 1 – Officers and Duties: There shall be four offices of the Board, consisting of a president, vice president, secretary, and treasurer. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer. The president is responsible for the overall supervision, direction and control of NAES. The President's duties include, but are not limited to:

- Serve as the principal representative for the NAES in its relations with other constituents
- Call and preside over Board and general membership meetings
- Decide all questions of order
- Offer consideration for all motions regularly made
- Assign Board duties
- Prepare bi-annual reports
- Update the Board and NAES on state of the organization
- Provide leadership
- Oversee all NAES legal and fiscal matters

The Vice-President shall assist the President in all NAES matters and will perform the duties of the President, if absent. In addition, the Vice President's duties include, but are not limited to:

- In consultation with the President, oversee the Executive Committee
- Work with Board to plan, develop, and enforce policies and objectives of the organization
- Create public awareness initiatives and ensure that the organization is visible to the community
- Chair all meetings in the absence of the President
- Serve as a member of Conference Committee

The Secretary shall serve as the bridge between the President, committees and officers, and Executive Director. The Secretary will coordinate communication between Board members and keep all meeting records.

The Secretary is responsible for the annual conduction of elections and presentation of election results at the annual Board meeting held during the annual conference. This responsibility includes conducting NAES's annual election process, which is carried out in accordance with the policies and requirements of NAES Bylaws. Each year, the Secretary announces the elections schedule, solicits recommendations of candidates, nominates slates of candidates for these offices, receives and counts the ballots, and notifies the candidates and the membership of the election results. If the Secretary is a candidate for

re-election, the Executive Committee (excluding the Secretary) is responsible for overseeing the fair election process for that position.

The Secretary's duties include, but are not limited to:

- Coordinate record-keeping during transitions between old and new Boards
- Take minutes at all Board meetings
- Distribute the minutes to all Board members within three (3) weeks of each Board meeting
- Work with the Executive Director, who maintains all membership records, to assist with access to the membership list
- Notify Board of all meetings
- In consultation with the President, prepare and distribute copies of minutes and the agenda to Board members
- Assure that corporate records are maintained
- Maintain all liability insurance records

The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget and make financial information available to Board members and the public. The Treasurer's duties include, but are not limited to:

- Maintain and reconcile all bank accounts, including monies set aside for specific purposes (e.g., awards)
- Select financial institutions, oversee payments, and present viable investment options
- In consultation with the President and Executive Director, develop the annual operational budget as well as compare the actual revenues and expenses incurred against the budget
- Provide financial oversight, including keeping abreast of who has access to the organization's funds, and any outstanding bills or debts owed, as well as develop systems for keeping cash flow manageable
- In consultation with the President and Executive Director, oversee the development and observation of the organization's financial policies
- If requested, prepare and submit financials to an independent auditing firm
- Prepare and present monthly financial reports to the Executive Committee and 6-month/Year-end financial reports to the Board, including providing information of key financial events, trends, concerns, and assessment of fiscal health.
- In consultation with the President, compile and submit yearly tax forms
- Serve as Chair of the Finance Committee
- Member of the Awards Committee

Section 2 – Vacancies: When a vacancy on the Board or the Executive Committee occurs prior to the annual meeting, the Board must appoint individuals to serve the remaining term of the said vacancy within 45 days. The Executive Committee is responsible for soliciting nominations for the Board. If neither occurs within 45 days, the vacancy automatically becomes an open seat for election with the general membership at the next election.

Section 3 – Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. A Board member shall be terminated from the Board due to dereliction of duties, and/or excessive absences, which is defined as more than two (2) consecutive absences from Board meetings in one (1) year. A Board member may be removed for other reasons by a supermajority vote of the remaining Board members (greater than 75%).

Resignation/Vacancy of Office of Members of the Executive Committee – Should a vacancy in the office of President occur, the Vice President automatically assumes the position of President and shall complete the term of office. He or she, should they choose, then can be a candidate for that office for two full consecutive terms after the completion of the term of office of the vacated or resigned immediate past president.

Should a vacancy in the office of Vice President, Secretary and/or Treasurer occur, the Executive Committee will recommend individuals to assume the term of office remaining for that position. The person recommended for appointment to the position requires a majority vote of the Board.

Section 4 – Special meetings: Special meetings of the Board shall be called upon the request of the President, or one-third of the Board. Notices of special meetings shall be sent out by the secretary to each Board member at least two weeks in advance.

ARTICLE VI – EXECUTIVE DIRECTOR

The national office of the National Association for Ethnic Studies, is managed by an Executive Director. The Executive Director is appointed by a majority (greater than 50%) vote of the Board, upon nomination by the Executive Committee. The Executive Director serves at the pleasure of the Board.

Removal of the Executive Director may occur upon recommendation of a majority of the Executive Committee (with approval of a majority of the Board). The Executive Director may also be removed by a super-majority (75% or greater) of the Board.

Duties of the Executive Director include the responsibility to ensure the effective organization and operation of the national office. The Executive Director is responsible for maintaining the custody of records of NAES in a secure location at all times, including electronic data and documents.

The Executive Director is expected to execute tasks and assignments as directed by any member of the Executive Committee in a timely manner.

The Executive Director has the responsibility of maintaining effective and timely communication with members and contacts. This includes timely responsiveness to voicemails and calls received at the national office, emails received through the national office email account, among other duties.

The Executive Director is responsible for ensuring timely payment of national office expenses and expenditures, as well as timely deposit of any funds acquired by the national office on behalf of NAES as authorized by the Treasurer.

The Executive Director is required to prepare and present a written report on the status of the national office to the Executive Committee on an annual basis at the annual conference Board meeting.

The Executive Director has the authority to act on behalf of Executive Committee members where appropriate. As circumstances deem necessary, this authority includes, but is not limited to being authorized to sign NAES financial documents and other official documents as a representative of NAES, the Board and the Executive Committee. Any such action taken by the Executive Director requires immediate written notification of the President within 24 hours of executing such actions.

The Executive Director has the responsibility to maintain an active presence in the national office of at least twenty hours per week. Upon illness or other events where the Executive Director temporarily cannot fulfill the duties described above, the Executive Director is required to notify a member of the Executive Committee in writing describing the extent to which he or she will remain unable to fulfill those duties.

ARTICLE VII – COMMITTEES

Section 1 – Committee formation: Committees are formed based upon the strategic plan and needs of the organization. The president nominates all committee chairs, subject to the ratification of the Board. The Board may create ad-hoc committees as needed.

Section 2 – Executive Committee: The four officers serve as the members of the Executive Committee, which is subject to the direction and control of the full Board. The Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, but if changes are made to Bylaws or Articles of Incorporation, it must seek electronic approval by the full Board.

Section 3 – Finance Committee: The treasurer is the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the NAES are public information and shall be made available to the membership, Board members and the public. The Finance Committee is responsible for organizing a NAES audit every five years.

Section 4 – Conference Committee: Coordinates all Conference activities. The Conference Committee develops bids for the annual conference and proposes to the Board locale and hotel sites for the National Conference. The Committee also develops plenary sessions for each upcoming conference that address relevant local and national issues. In consultation

with the Board, the Committee also oversees the development of the annual conference theme and call for papers. Conference Committee is to organize the process for feedback on conference paper submissions from the Board. The Committee must develop a Conference budget that is to be approved by the Finance Committee and the Executive Board.

Section 5 – Fundraising & Membership Committee: This Committee consists of two components: Fundraising and Memberships. The Fundraising component is responsible for planning, coordinating, and implementing all fundraising activities in support of the mission of NAES. Duties and responsibilities include, but are not limited to developing strategies for fundraising, identifying and maintaining lists of potential sponsors/donors, annually soliciting sponsors for specific events/activities (e.g., conference), overseeing all interaction with donors/sponsors. In addition, the Membership component will work closely with the Executive Director to oversee membership, prepare the annual membership renewal drive, and verify that the membership list is kept updated. They are also responsible for developing a membership marketing plan and the recruitment of new members.

Section 6 – Awards Committee: This Committee oversees the organization's awards. Responsibilities include the distribution of information, selection of recipients and the awards presentations at the Annual Conference. Review annually the awards selection process and make modifications as appropriate. The Treasurer is a member of the committee and will consult with them regarding the financial status of the monies set aside for the two awards. The Graduate Student Representative will also be a member of this committee.

Section 7 – Publications/Public Relations Committee: This Committee consists of two components: Publications and Public Relations. The Public Relations component is responsible for NAES publicity in all aspects of media and prepares, coordinates, maintains, and disseminates all information regarding NAES. PR includes print, electronic, and social media designed to increase scholarly and public knowledge of NAES and ethnic studies. They will also be responsible for the "Ethnic Reporter" and determine its publication schedule. The Publications component will oversee all aspects the *Ethnic Studies Review*. Publications will determine editorial board activities and oversee the production of the journal. The editors, in conjunction with an advisory board, are responsible for ensuring the highest academic standards for publications.

Section 8 – For each of the above named standing committees, Chairs and Co-Chairs of said committees are responsible for hosting bi-monthly (every other month) meetings. Committees can meet electronically or in person or by whatever means necessary. Chairs who fail to convene two consecutive bi-monthly meetings can be removed with cause from their Chairperson role by the Executive Committee. Should this action occur, the Executive Committee, will recommend, upon approval of a majority of the Board a new Chair of the committee in question.

ARTICLE VIII – JOURNAL

Section 1 – Ethnic Studies Review is the flagship journal of NAES. The journal is managed by an editorial board, elected by the Board of Directors. Each member of the Editorial Board serves 3-year terms, subject to renewal.

ARTICLE IX – DISSOLUTION

Section 1 – Dissolution: Upon the dissolution of the National Association for Ethnic Studies Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE X – AMENDMENTS

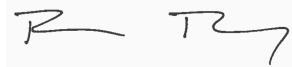
Section 1 – Amendments: These Bylaws shall constitute the officially recognized procedures governing NAES and may be amended when necessary by two-thirds majority of the Board. Proposed Amendments shall be circulated to the membership at least two weeks prior to the annual meeting. Amendments must be approved by two-thirds (2/3) of the members present and voting at the annual business meeting. In case of an emergency the Executive Committee can make changes to the Bylaws prior to the annual meeting but they must receive a two-thirds Board vote and the change must be brought to the annual business meeting for a two-thirds vote.

CERTIFICATION

These bylaws were approved on:

October 21, 2017

President's Signature:



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- Amended October 21, 2017
 - Amended October 20, 2017
 - Amended March 2017
 - Amended October 2015
 - Amended August 2012
 - Amended February 2011
 - Amended March 2000
 - Amended March 1998
 - Amended March 1995
 - Amended March 1992
 - Amended March 1991
 - 28th of February 1985