

BYLAWS
OF
MINNESOTA EVALUATION ASSOCIATION

ARTICLE I
NAME OF ORGANIZATION

The Name of this organization is The Minnesota Evaluation Association. Hereinafter it shall be known as MNEA.

ARTICLE II
PURPOSE

This organization is exclusively organized for charitable, educational, and scientific purposes.

The Mission of Minnesota Evaluation Association (MNEA) is to promote and improve the theory, practice, understanding and use of evaluation and its contribution to the community. The purpose of this organization is to:

1. Promote evaluation as an integral component of human services, education, health, criminal justice, and other fields.
2. Promote the understanding, use and benefit of evaluation results in organizational planning and program improvement.
3. Provide a regional, interdisciplinary forum for professional development, networking and exchange of ideas related to evaluation and local evaluation issues.
4. Promote dialogue among evaluation stakeholders (evaluators, funders, consumers) about the benefits of evaluation research.
5. Promote diversity and equity as essential for excellence in evaluation principle and practice

ARTICLE III
MEMBERSHIP

Section 1. The membership of MNEA shall consist of individuals who make an annual financial contribution to the support of MNEA and who are interested in issues related to evaluation. Membership shall be voluntary.

Section 2. All members in good standing (dues paid for the current fiscal year) are eligible to vote on issues relating to the business of the MNEA organization.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Place of Meetings. Meetings of the MNEA membership shall be held at a suitable place designated by the Board of Directors.

Section 2. Annual Meetings. The annual meeting of MNEA shall be held in the fourth quarter of the fiscal year. The Board of Directors or its Executive Committee shall set the specific date for the annual meeting no later than September 15th.

Section 3. Special Meetings. Special meetings of the membership may be called by the President of the Board of Directors, or shall be called by the President as directed by a resolution adopted by the Boards of Directors, or upon a written request signed by at least twenty percent (20%) of the MNEA members in good standing. The notice of any special meeting shall state the time, the place, and the purpose of such meeting. No business shall be transacted at the special meeting except as stipulated in the notice.

Section 4. Presiding Officer. The President of the Board of MNEA shall be the presiding officer of all meetings of the membership. In the absence of the President, the Past President shall preside. In the absence of both persons, the Board members may elect a President Pro Tem for that one meeting.

Section 5. Notice of Meetings. It shall be the duty of the MNEA Secretary to disseminate a notice of each annual, regular or special meeting stating the purpose thereof, as well as the time and place where the meeting is to be held. The notice shall be sent to each member at the latest email address appearing on the membership records at the MNEA. Electronic mail is the preferred form of communication. The notices of annual and regular meetings shall be sent so as to be received at least fifteen (15) calendar days, but not more than forty-five (45) days prior to such meeting. Notice of special meetings shall be sent at least five (5) working days prior to such meeting.

Section 6. Voting. Each MNEA member in good standing shall be entitled to cast one vote on each question. The vote of the majority of the membership shall decide any questions brought before the membership, unless the question is one upon which, by law, or by these by-laws, a different vote is required, in which case such express provisions shall govern and control. No voting by proxy shall be permitted.

Section 7. Member's List For Voting Purposes. After fixing a record date for notice of voting, the MNEA Board of Directors shall direct the Communication Chair to prepare an alphabetical list of the names and addresses of all members who are entitled to notice and to vote. Said list shall be available for inspection by MNEA members in good standing, beginning two working days after the voting notice is given at the website of MNEA or at a reasonable place identified by the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number and Qualifications. The Board of Directors of MNEA shall be composed of up to eleven (11) members, (referred to as Directors hereafter). The members shall be individuals who are members of MNEA, are broadly representative of community interests, or possess applicable professional experience, or who have an expressed concern for the general purposes of MNEA. The MNEA Board of Directors shall consist of up to eleven elected positions: a President, a Past President, a President Elect, a Treasurer, a Member at Large, a Program Chair, a Communications Chair, a Secretary and up to two Board-appointed Student Representatives.

Section 2. Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for the overall direction of MNEA. They may engage in such acts and do such things as are not prohibited by a law or these by-laws.

Section 3. Election and Term of Office. The Board of Directors shall be elected by MNEA members in good standing for a term of three years. Election shall be so arranged that approximately one-third of the total number of Directors are elected each year. Directors shall be allowed to stand for election for a maximum of two consecutive three-year terms. The Directors shall hold office until their successors have been elected and qualified. Unless elected to fill a vacancy, the term of office of a Director shall commence on January 1.

Section 4. Student Representative. There will be a student representative on the MNEA Board of Directors who is appointed for a one year term. Students who are interested in participating will be invited to submit their name or will be recommended by a member of MNEA. The Board of Directors will select the student representative if there is more than one recommendation.

Section 5. Vacancies. Vacancies in the MNEA Board of Directors caused by any reason other than the removal of a Director by a vote of the membership shall be filled by a vote of the majority of the remaining Directors. Each person so elected shall be a Director for the remainder of the term of office of the individual replaced.

Section 6. Removal of Directors. At any annual or duly called special meeting, any one or more of the Directors may be removed without cause by a vote of the majority of the MNEA Board of Directors. A successive Director may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed shall be given at least thirty (30) days notice of the intent to take such action and given an opportunity to be heard at this meeting.

Section 7. Compensation. No compensation shall be paid to Directors serving on the MNEA Board for their services. Directors may be reimbursed for actual expenses incurred by them in the performance of special duties. Directors may also receive an honorarium for presenting at a MNEA conference or workshop.

Section 8. Regular Meetings. Regular meetings of the MNEA Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. The Board of Directors shall meet at least four (4) times each year, approximately quarterly.

Section 9. Special Meetings. Special meetings of the MNEA Board of Directors may be called by the President of the Board upon at least five (5) working days notice to each Director. This notice shall be given personally or by mail, telephone or email. The notice shall state the place, time and the purpose of the meeting. The Secretary of MNEA in like manner and in like notice shall call a special meeting upon the written request of at least three Directors. No additional business shall be conducted other than the business that is stated in the notice.

Section 10. Quorum. At all meetings of the MNEA Board of Directors, forty percent (40%) of the Directors of record shall constitute a quorum for the transaction of all authorized business. The acts of the majority of the Directors present at a meeting at which a quorum exists shall be the acts of the Board of Directors except where a larger number is required by law or these by-laws.

Section 11. Proxies. No voting by proxy shall be permitted in the meetings of the Board of Directors of MNEA.

Section 12. Robert's Rules of Order will be the authority for all questions and procedures at any meetings of MNEA.

ARTICLE VI

OFFICERS

Section 1. Designation. The Board of Directors of MNEA shall be a President, a Past President, a President Elect, a Treasurer, a Member at Large, up to two Program Chairs, a Communications Chair, a Secretary and up to two Student Representatives. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. The MNEA Directors of the Board are elected annually by members in good standing and, unless sooner removed by the Board, the Directors shall serve for a term of three years, or until their successors are elected. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint such temporary or acting Directors as may be necessary during the temporary absence or disability of the regular Directors.

Section 3. President. The MNEA President shall be the principal officer of the organization. Subject to the direction and control of the Board, the President shall see that the resolutions and directives of the Board are carried into effect, and, in general, shall discharge all duties incident to the office of President and as prescribed by the Board. The President shall

preside at all meetings of the Board of Directors, and at all meetings of the membership, except in those instances in which the authority to execute is expressly delegated to another Director or agent of the organization. The President may execute organizational contracts and other documents in writing that may be required or authorized by the Board of Directors. The President will represent MNEA and be the liaison to the American Evaluation Association. At the discretion of the Board, the President shall appoint members to standing committees, establish and appoint members to other committees. The President will be a voting ex-officio member of all Board committees except the Nominating Committee. This is a three-year position elected by the membership (serving first as President Elect, advancing to President, and completing the term as Past President).

Section 4. President Elect It will be the duty of the MNEA President Elect to act in the absence or disability of the President and to perform such duties as may be assigned to him or her by the President. The President Elect will also oversee outreach efforts to new and prospective members and coordinate board election voting processes. This is a three-year position elected by the membership (serving first as President Elect, advancing to President, and completing the term as Past President).

Section 5. Past President. The MNEA Past President will serve on the Board to provide continuity and advice to the current President in addition to chairing the Nominating Committee and coordinating the nominations process. This is a three-year position elected by the membership (serving first as President Elect, advancing to President, and completing the term as Past President).

Section 6. Secretary. The Secretary of MNEA shall be responsible for keeping the organization's records. He or she shall keep (or cause to be kept) the minutes of all meetings of the Board of Directors, and of the membership. The Secretary shall give or cause to be given all notices of the meetings of the Board of Directors and other notices required by law or by these by-laws. The Secretary shall be responsible for the keeping of all books, correspondence, committee minutes and papers relating to the business of MNEA, except those of the Treasurer and the Membership Chair. This is a three-year position elected by the membership.

Section 7. Treasurer. The Treasurer shall be responsible for preparation of the proposed annual budget and shall keep (or cause to be kept) financial records belonging to MNEA. The Treasurer will present to the membership and to the Board of Directors at their respective annual meetings a report of the finances of MNEA and will make such other reports to the Board of Directors as required. The Treasurer may establish a Finance Committee and will be the Chair of that committee. This is a three-year position elected by the membership.

Section 8. Member at Large. The Member at Large will represent the perspectives of members of MNEA and accept responsibilities as assigned by the Board of Directors. This is a three-year position elected by the membership.

Section 9. Program Chair(s). The Program Chair(s) will be responsible for coordinating the Program Committee, arranging for speakers at meetings of MNEA and coordinating with other organizations that are providing training on evaluation. This is a three-year position elected by the membership.

Section 10. Communications Chair. The Communications Chair will be responsible for establishing and maintaining (or cause to be maintained) the MNEA website, overseeing and maintaining membership records, and maintaining an electronic mailing distribution list. This is a three-year position elected by the membership.

Section 11. Student Representative(s). The Student Representative(s) will be responsible for sharing the perspective of students, identifying issues that are relevant to evaluation students and being a communication link between MNEA and students. Student Representative(s) are selected by the Board of Directors and serves a one-year term.

Section 12. Any officer of MNEA, in addition to powers conferred on him or her by these by-laws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Authority. The MNEA Board of Directors may act by and through such committees as specified in resolutions adopted by the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be Directors.

Section 2. Executive Committee. The Board of Directors may delegate an Executive Committee to handle business of MNEA. The Executive Committee would consist of the President, Communications Chair, Secretary and Treasurer.

Section 3. Standing Committees. The MNEA Board of Directors may, by resolution passed by a majority of the Board as a whole, designate one or more standing committees. A majority of the members of these committees must be Directors or members of MNEA. The Chairs of the standing committees shall be members of the Board of Directors. Any committee so established shall have and may exercise such power as provided in the resolution that established the committee. Dissolution of any such standing committee shall be accomplished by a resolution of a majority of the Board as a whole. In general the types of standing committees may include, but not be restricted to Communications, Finance, and Program.

Section 4. Ad Hoc and Other Committees. Other committee(s) may be established by the President of the MNEA Board of Directors or by a motion passed in an appropriately

constituted meeting of the Board of Directors. In general, the types of ad hoc committees may include, but not be restricted to Personnel and Nominations. Non-members of the Board of Directors may serve on other committees, but shall be in a minority to the numbers of Directors on such committees.

Section 5. Meetings. Meetings of the MNEA individual committees may be held at such time and place as may be determined by a majority of the committee, by the President, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

ARTICLE VIII FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of MNEA shall begin on the first day of January in each year and end on December 31 of that same calendar year.

Section 2. Books and Accounts. Books and accounts of MNEA shall be kept under the direction of the Treasurer of MNEA.

Section 3. Execution of MNEA's Documents. The Board of Directors may authorize any Director to enter into any contract on behalf of MNEA. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these by-laws.

Section 4. Loans. No loans shall be contracted on behalf of MNEA nor evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority shall be general or confined to specific instances.

Section 5. Deposits. All funds of MNEA not otherwise employed shall be regularly deposited to the credit of MNEA in such bank or banks or other depositories as the Board of Directors may designate.

Section 6. Conflict of Interest. The MNEA Board shall not enter into any contract or transaction with (a) one or more of MNEA members, (b) a member of a related organization or (c) an organization in or of which a member of MNEA is a director, officer or legal representative, or in some other way has a material financial interest unless:

- 1) That interest is disclosed or known to the Board of Directors,
- 2) The Board approves, authorizes or ratifies the action in good faith,
- 3) The approval is by a majority of Board of Directors (not counting the interested Director),

4) At a meeting where a quorum is present (not counting the interested Director).

The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

Section 7. Checks, Drafts, Etc. All checks, drafts and other orders for payment of funds will be signed by persons the MNEA Board of Directors designates in its approved financial policies.

Section 8. Indemnity. MNEA shall indemnify and hold harmless any Director, Board Member, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Director, Board Member, Officer, or employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. MNEA shall have the power to purchase or procure insurance for such purposes.

Section 9. Examination by Directors. Every Director of the MNEA Board shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of MNEA and make extracts or copies there from.

ARTICLE IX EXECUTIVE DIRECTOR

Section 1. Designation. The MNEA Board of Directors may select and employ an Executive Director.

Section 2. Duties. The Executive Director shall be the chief executive officer of the MNEA organization. As such, the chief executive officer shall be responsible for providing professional advice and assistance to the Board of Directors and shall administer the work delegated to the staff; shall hire and release staff members; and shall have such other powers to perform other duties as may be assigned by the Board of Directors.

Section 3. Other Staff. The MNEA Executive Director may hire and discharge such employed staff as may be necessary to support the organization. The employed staff shall report directly to and be accountable to the Executive Director or his or her designates.

Section 4. Checks, Drafts, Petty Cash Fund. The MNEA Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment of funds for MNEA. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

ARTICLE X
MISCELLANEOUS

Section 1. Amendments. Both the Board of Directors and MNEA members in good standing shall have the power to amend these bylaws. Subject to restrictions imposed by statute, the Board may amend the articles and bylaws by adopting a resolution setting forth the amendment and providing written notice of the proposed amendments at least 15 calendar days prior to calling for a vote from the MNEA membership. Passage of such an amendment shall require a majority of votes cast by MNEA members in good standing.