

# Bylaws of Washington Evaluators

(A District of Columbia nonprofit corporation)

## ARTICLE I NAME

The name of this Association is the *Washington Evaluators*.

## 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) of the Internal Revenue Code, in connection with the science and practice of evaluation in both the public and private sectors of society; and

(b) Provide a regional, interdisciplinary forum for professional development, networking, and exchange of practical, methodological and theoretical knowledge in the field of evaluation.

**Section 2.** The Association is a not-for-profit organization focused exclusively on charitable and educational purposes. No Board member, officer, agent or employee shall at any time receive or be entitled to receive any compensation or financial profit from the operation of the Association or upon its liquidation or dissolution, except for reasonable compensation for services 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.

## ARTICLE III MEMBERS

**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 the currently stipulated membership dues. Dues must be paid annually to retain membership. The period of membership is one year from the day that dues are paid. Any member whose dues are not paid within one month after the due date shall be considered dropped from membership. A one month grace period is allowed for renewal, during which time membership will still be active. The dues structure includes a discounted rate for full-time students. The Board may vote to recognize extraordinary contributions to the Association by waiving membership fees for a period of time it feels is consistent with the contributions to the Association.

**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, and to receive all notifications pertaining to the official business of the Association.

**Section 3. Dues.** The annual membership dues and assessments shall be determined by the Board.

#### **ARTICLE IV MEETINGS 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 Board. The Board shall decide upon dates and times for the Association's meetings. At least one annual business meeting shall be held within each year. The Board may call special business meetings by properly notifying the members.

**Section 2. Notice of Meetings.** At least seven (7) days in advance thereof the Board shall notify each member of any business meeting. Notification of the annual meeting shall be electronically mailed at least thirty (30) days in advance.

**Section 3. Annual Meeting.** An annual meeting shall be held each year for the purpose of notifying the members about the election of officers, appointment of committee chairs, review of the annual financial report, and amendments the Bylaws if proposed.

**Section 4. Quorum.** Those members present at the business meetings of the membership shall constitute a quorum.

**Section 5. Voting.** Each member present at any meeting where a vote of the membership is necessary shall have one vote. Members may also submit votes electronically or in writing if they are unable to be present. Written votes must have the member's signature and electronic votes must have a personal identification. The Chair of the Membership Committee, his/her designee, or the Association Secretary will certify that votes are only counted if submitted by a member as defined in Article III Section 1.

#### **ARTICLE V DIRECTORS**

**Section 1. Number and Qualifications.** The affairs of the Association shall be governed by an eight member Board consisting of a President, President-Elect, Past President, Secretary, Treasurer, Chair of the Program Committee, Chair of the Communications Committee, and Chair of the Membership Committee. All Board members must be members of the Association.

**Section 2. Governing Powers and Duties.** The Board 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 this Constitution directed to be exercised and done by members. The duties of the Board shall include:

- (a) Carrying out any necessary business of the Association between the general meetings.
- (b) Determining the substance and membership of Standing Committees and Task Forces/Working Groups of the Association. The Board will monitor the activities of all Committees and provide for periodic reports on their activities to the membership.

(c) Authorizing any matters to be submitted to a vote of the general membership of the Association including election of officers. The Board will receive and consider petitions from the membership for matters to be submitted to a vote of the general membership of the Association; any such petition signed by fifteen (15) percent of the current membership makes submission of the issue to the membership mandatory upon the Board.

(d) Authorizing, adopting and publishing any rules and codes for the Association not specifically at variance with the By-Laws of the Association, or the laws of the United States of America and the District of Columbia.

**Section 3. *Election and Term of Office.*** Each elected position on the Board except the President-elect, President, and Past-president will be elected to a two-year term. The President-elect shall be elected to a one-year term, and shall automatically assume the position of President for one year, followed by one-year as Past-president. The President, Secretary, and Treasurer are elected by the membership. The remaining positions are nominated by the President and chosen by the Board from applications submitted by Association members. The procedure for election of officers shall be as set forth in Article VI, Section 2. The term of office for non-elected Board positions shall be one-year, from January 1 to December 31, unless appointed by the President to fill a vacancy. Board members may only serve in one Board position at a time. A Board member elected to a different Board position must vacate their current position before assuming the new position. Vacancies will be filled as specified in Article V, Section 4.

**Section 4. *Vacancies.*** If any position of the Board members becomes vacant, the President will appoint, with approval of a majority of the Board, a member of the Association to serve in the position on the Board until the term of office for the position assumed is concluded and filled by appointment or election, as appropriate. If the position of Past-president is vacated, a successor will not be appointed to complete the term.

**Section 5. *Removal of Board Members.*** At any Board meeting duly called, one or more of the Board members may be removed with cause by a vote of four members of the Board. A successor Board member may be appointed at any time by the remaining Board members to fill the vacancy thus created.

**Section 6. *Compensation.*** Compensation shall not be paid to Board members for their services in their capacity as Board members or pursuant to any other contractual arrangements. However, Board members may be reimbursed for actual expenses incurred by them in the performance of their duties. Expenses greater than \$50 shall only be reimbursed by the Treasurer when approved by a majority of the Board.

**Section 7. *Meetings.*** The Board shall meet at least quarterly. Special meetings of the Board may be called by the President or by at least three other Board members, in writing, including by email, with three (3) days' notice, if practical, to each Board member, which notice shall state the time, place, and purpose of the meeting. All meetings of the Board shall be open to the membership except the Board may, at its discretion and with notice to members, meet in closed

meetings to discuss internal Board management procedures, contractual matters, or matters involving personal privacy.

**Section 8. *Quorum.*** At all meetings of the Board, a simple majority of the Board members shall constitute a quorum for the transaction of business including voting.

## **ARTICLE VI OFFICERS**

**Section 1. *Designations and Qualifications.*** The principal officers of the Association shall be a President, a President-Elect, a Secretary, and a Treasurer.

**Section 2. *Election of Officers.***

(a) Election will be by written or electronic ballot, unless there is one and only one nomination for each vacant Board position. In that case, a vote may be taken by voice acclamation at a meeting of the membership as described in Article IV. Voting may take place at the annual meeting, by mail, or by electronic means in accordance with Article IV, Section 2. The Secretary, in consultation with the Membership Committee Chair, will 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 Board and to the membership.

(b) The candidate for each office receiving the largest number of votes will be considered elected. In the case of tie, the Board will select the officer from the tied candidates.

(c) The President-elect is assumed to succeed the President. The position of President will not appear on the ballot, unless the President-elect will not succeed the past President.

(d) Elections will be scheduled as follows: Summer-nomination, October-meeting to “slate” election, December-election, January – term begins for new officers. The schedule may be modified by the Board if it facilitates a new slate of officers taking office as of January 1.

**Section 3. *Duties of 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 Board, ensure appointment by the Board of members for all committees and task forces/working groups, and have general responsibility for the conduct of the affairs of the Association. The President will provide support and liaison to all standing committees and is an ex-officio member of all committees and task forces of the Association.

(b) *President-Elect.* The President-Elect will assist the President in conducting the business of the Association and preside in the President’s absence. Unless another designee is named by the Board, the President-Elect will represent the Association on the Local Affiliates Collaborative Steering Committee.

(c) *Secretary.* The Secretary shall keep minutes of Board meetings and other meetings as requested by the President. The Secretary shall keep a file of the proceedings at business and Board meetings, as well as copies of the financial reports and official publications of the Association, and shall supervise the issuance to the membership of all notifications pertaining to the official business of the Association. The Secretary shall also verify elections and handle other correspondence as needed, unless the current Secretary is running for re-election, in which case the current President-Elect shall verify elections instead.

(d) *Treasurer.* The Treasurer shall hold the Association's funds, manage the collection of annual dues from the members, prepare the yearly budget for consideration and approval by the Board, account for the receipt and expenditure of all monies, and keep the other officers informed of the financial condition of the Association upon their request. The Treasurer shall make disbursements, shall provide for periodic examinations of financial reports by the Board, shall prepare an annual financial statement for publication to all members, and shall submit any reports necessary for the Association to maintain good standing as a nonprofit entity with the District of Columbia and the U.S. Government. Upon authorization by the Board, the Treasurer may deposit funds of the Association in insured financial institutions to earn interest payments.

(e) *Past-president.* The Past President shall serve as an advisor to the Board, and participate in Association activities as determined by the Board and agreed to by the incumbent.

## **ARTICLE VII FISCAL MANAGEMENT**

**Section 1.** *Fiscal Year.* The fiscal year of the Association shall begin on the first day of January of each year.

**Section 2.** *Books and Accounts.* Books and Accounts of the Association shall be kept under the direction of the Treasurer. The Treasurer shall be the official signatory on these accounts. The President shall also have the power of signature. The transfer of signatory responsibility shall occur within one month of the assumption of office by new officers.

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

**Section 4.** *Disbursement of assets at dissolution.* No member, director, or officer of the association, or 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 provision for the payment of all the liabilities of the association, all of the remaining assets of the association shall be distributed for substantially similar uses and purposes to any organization which would then qualify for exemption under the provision of section 501(c)(3) or (6) of the U.S. Internal Revenue Service code as now stated or as it may be hereafter amended.

## ARTICLE VIII COMMITTEES

**Section 1.** The Association is a Voluntary Organization of Professional Evaluators (VOPE), as defined in 2015 by the International Organization for Cooperation in Evaluation. As such, the activities of the Association are managed by an all-volunteer Board of Directors and supported by all volunteer Standing Committees and Task Forces/Working Groups comprised of volunteer Association members.

**Section 2. *Membership Committee.*** A Membership Committee shall recruit members; conduct activities to retain existing members; verify dues-paying members; maintain the membership data base; make available a members-only membership directory; and provide periodic reports to the Board and membership on these activities.

**Section 3. *Program Committee.*** A Program Committee shall plan activities that encourage member interaction, networking, and professional development; identify and negotiate for appropriate locations for meetings of the Board and membership; and facilitate cooperative programmatic activities with Association partners, potential partners; and other organizations and individuals.

**Section 4. *Communications Committee.*** A Communications Committee shall maintain communications with/among members; edit, write, and distribute newsletters or other publications; and coordinate other communications, such as job postings, RFP's, etc. The Chair of the Communications Committee may delegate leadership responsibilities to Committee members following consultation with the Board. The Board will support the activities of the Communications Committee by making arrangements to monitor the Association's email box and distribute information of interest to members via appropriate communication vehicles.

**Section 5. *Task Forces/Working Groups.*** Task Forces and/or Working Groups may be formed for fixed periods of time for specific purposes as deemed necessary and appropriate by the Board. The President or his designee shall be responsible for forming and overseeing the activities of Association Task Forces/Working Groups. Task Forces/Working Groups shall provide regular updates to the Board and membership on progress towards achieving their specific purposes.

## ARTICLE IV AMENDMENTS

**Section 1. *Amendments.*** These By-Laws may be amended by written affirmation of two-thirds (2/3) of the members voting on the proposed change. Amendments may be proposed by the Board or by petition to the Board by fifteen percent (15%) of the membership of the Association and they will be submitted to the entire membership for vote no later than the next general election. Such amendment, if passed, will become effective the January 1st following affirmation.