

**BYLAWS
OF THE
AMERICAN INSTITUTE OF PARLIAMENTARIANS
EDUCATIONAL FOUNDATION**

ARTICLE I - Name

Section 1. Name.

The name of the corporation shall be The American Institute of Parliamentarians Educational Foundation, hereafter referred to as AIPEF.

Section 2. Purpose.

The purpose of the AIPEF shall be to develop and manage funds and to disburse such funds in the best interests of parliamentary educational activities.

Section 3. State of Incorporation

AIPEF shall be incorporated under the laws of the State of Illinois.

Section 4. Fiscal Year.

The fiscal year of the AIPEF shall begin on the first day of January and end at midnight on the last day of December.

ARTICLE II – Members

Section 1. Membership.

The AIPEF shall have no members.

ARTICLE III – Board of Trustees

Section 1. Elected Trustees.

The affairs of the AIPEF shall be managed, controlled, and conducted by, and under the supervision of the board of trustees, subject to the provisions of these bylaws.

- A. **Composition.** The board of trustees shall have the number of elected members, no less than five (5), and no more than nine (9), as designated by resolution of the board of trustees from time to time.
- B. **Term of Service, and Election.** Trustees shall be elected for staggered three -year terms, or until their successor(s) are elected. No trustee shall serve more than three consecutive terms. At the annual meeting of the board of trustees, or at a special meeting, the trustees of the AIPEF shall select a person to recommend to the AIP board of directors as a new trustee to replace each trustee whose term has expired, and each new trustee shall serve for a full term, or such other period as prescribed by the trustees at the time of such election, or until their successor is elected.
- C. **Reporting:** The secretary shall report all recommendations of the board of trustees regarding new trustees to the board of directors of the American Institute of Parliamentarians (AIP) by written communication to the President and secretary of AIP.

- D. Any member recommended for a trustee seat shall take office upon election by the AIP board of directors.
- E. The officers of AIPEF shall be as follows:
The chair and secretary shall be elected on even calendar years; the vice chair and treasurer shall be elected on uneven calendar years.
- F. Duties.
1. Chair. The chair shall preside at all meetings of the board of trustees of AIPEF and shall be responsible for implementation of policies established by the board of trustees. The chair shall perform the duties incident to the office of chief executive officer of the corporation and such other duties as the board of trustees may prescribe.
 2. Vice Chair. The vice chair shall assist the chair and assume the duties of the chair in the absence of that officer. The vice chair shall perform the duties usual to such position and such other duties as the board of trustees or chair may prescribe.
 3. Secretary. The secretary shall be the custodian of all papers, books, and records of the AIPEF other than books of account and financial records. The secretary shall prepare the minutes of all meetings of the board of trustees. The secretary shall authenticate records of the AIPEF as necessary. The secretary shall perform the duties usual to such position and such other duties as the board of trustees or chair may prescribe.
 4. Treasurer. The treasurer shall prepare and maintain correct and complete records of financial accounts showing accurately the financial condition of AIPEF. The treasurer shall furnish, whenever requested by the board of trustees or the chair, a statement of the financial condition of the AIPEF and shall perform the duties usual to such position and such other duties as the board of trustees or chair may prescribe. All notes, securities, and other assets coming into the possession of AIPEF shall be received, accounted for, and placed in safekeeping as the board of trustees may from time to time prescribe. Copies of all deposits and withdrawals shall be sent to the chair. The treasurer shall make all records available when requested by auditors, the AIP board, or AIPEF trustees.
 5. Other members. Other members of the board of trustees shall conduct such duties as the board of trustees or chair may prescribe.

Section 2. Non-elected Trustees.

The president of the American Institute of Parliamentarians shall serve as a non-elected trustee who will serve as liaison between AIP and AIPEF. Each new AIP president shall automatically be an ex officio member of the board of trustees, with full rights, but not counted as a member for the purposes of the quorum, for the tenure of their presidency. The president may designate an AIP vice president to serve in their place.

Section 3. Quorum and Voting.

A majority of the trustees in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the board of trustees. The acts of the trustees present at a meeting at which a quorum is present shall be the acts of the board of trustees.

Section 4. Vacancies.

Any vacancy on the board of trustees shall be filled by the remaining members of the board of trustees subject to approval by the AIP Board of Directors and shall be for the remainder of the term to which elected. Such action shall be reported to the AIP Board of Directors through the AIP President.

Section 5. Removal from office.

An officer or trustee may be removed from office by a majority vote of the current members of the board of trustees, with or without cause at any properly called meeting. Any trustee of AIPEF shall be subject to removal from that position at any time by a two-thirds vote of the entire membership of the board of directors of AIP. This shall be effective upon notification to the chair of the board of trustees of this action. If the chair is the trustee removed, notification shall be to the vice chair.

ARTICLE IV – Meetings

Section 1. Regular Meetings.

- A. The board of trustees may hold regular meetings as fixed by these bylaws or by resolution of the board of trustees for the purpose of transacting such business as properly may come before the AIPEF's Board of Trustees.
- B. The board of trustees shall meet at least twice per calendar year.
- C. Such regular meetings of the board of trustees should have at least fourteen (14) days written notice.
- D. Notice of any meeting may be waived by a trustee by signing a waiver of notice before or after the time of said meeting and such waiver shall be deemed equivalent to the giving of said notice.
- E. Attendance of a trustee at a meeting for which the trustee did not receive notice as prescribed in these bylaws shall constitute a waiver of notice unless said attendance was for the express purpose of objecting to the holding of said meeting.

Section 2. Annual Meeting.

The board of trustees shall convene the AIPEF annual meeting during the month of July or August.

- A. Election of officers, recommendation of trustees and annual reports shall be scheduled at the annual meeting as well as any other necessary business.

Section 3. Special Meetings.

- A. Call. The board of trustees may hold special meetings for any lawful purpose, upon not less than five (5) days notice, upon call by the Chair, or not less than two (2) members of the board of trustees.
- B. A special meeting shall be held at such date, time and place as specified in the call of the meeting. The call of the meeting shall include the purpose of the meeting. Business to be conducted at the meeting shall include the purpose for which it is called and may include any other business as may properly come before a regular meeting of the board of trustees.
- C. Notice. Oral or written notice of the date, time and place of each special meeting of the board of trustees shall be communicated, delivered, or mailed by the secretary of the board of trustees, or by the person or persons calling the meeting, to each member of the

board of trustees so that such notice is effective at least five (5) days before the date of the meeting. Oral notice shall be effective when communicated. Written notice shall be effective at the earliest of the following times:

1. When received;
2. Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the AIPEF; or
3. On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Section 3. Method of Participation in Meetings.

The board of trustees or a committee thereof, may (a) permit a trustee or a committee member to participate in a meeting by or (b) conduct a meeting through the use of any means of communication including but not limited to telephone and video conferencing, by which all trustees or committee members participating may simultaneously hear each other during the meeting. A trustee or a committee member participating in a meeting by such means shall be considered present in person at the meeting. Actions taken by a majority of the trustees at such a meeting, provided a quorum is participating, shall be valid actions of the AIPEF without further requirements.

Section 4. Action Without Meetings by Written Consent.

Any action required or permitted to be taken at any meeting of the board of trustees, or any committee thereof, may be taken without a meeting if a written consent describing such actions is approved in writing by each trustee or committee member and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. The consent shall be evidenced by one or more identical written approvals each bearing the approval in writing of one or more of the trustees or committee members. Actions taken by written consent shall be effective when the last trustee or committee member approves the consent unless the consent specifies a prior or subsequent effective date. A consent approved in writing as described in this section shall have the same effect as a unanimous vote, may be stated as such in any document, and shall be a valid action of the AIPEF.

ARTICLE V – Committees

Section 1. Committees.

- A. The board of trustees may establish committees to accomplish the goals and conduct the programs of the AIPEF. Such committees shall have such responsibilities and powers as the board of trustees shall specify.
- B. Members of committees may be appointed by the board of trustees or the AIPEF chair.
- C. Members of such committees may, but need not, be members of the board of trustees.
- D. A committee appointed by the board of trustees may be discharged by a majority vote of the board of trustees, with or without cause.

ARTICLE VI – Corporation Assets and Earnings

Section 1. The AIPEF shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to

the judgment of the board of trustees. The fund shall be managed according to the financial policies as established by the board of trustees.

Section 2. Distributions shall be made according to AIPEF financial policies.

Section 3. Audit.

An audit of AIPEF's books and finances will be conducted annually by auditors appointed by AIPEF. Appointed auditors shall not be trustees. The AIPEF Treasurer shall cooperate in making all records available to the auditors. A professional audit by an outside firm of accountants may be ordered by majority vote of the trustees.

ARTICLE VII – Indemnification

The AIPEF Board of Trustees may authorize the AIPEF to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against, a present, or former trustee, officer, member or employee of the AIPEF in any action brought by a third party against such person to impose a liability or penalty on such person for an act alleged to have been committed by such person while acting as a trustee, officer, member or employee, or by AIPEF, or by both, whether or not the AIPEF is joined as a party defendant; provided, the board of trustees determined in its sole discretion that such trustee, officer, member or employee was acting in good faith within, or within what that person reasonably believes, to be in the best interest of the AIPEF. Payments authorized hereunder may include amounts paid and expenses incurred in settling any such action or threatened action, including reasonable attorney fees and costs of suit. The term “person” where used herein shall include the estate, personal representative, heirs, legatees or devisees of such person.

ARTICLE VIII – Dissolution

Upon dissolution of this organization, after paying or adequately providing for the debts and obligations of the AIP Education Foundation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which has established its tax exempt statue under section 501(C) 3 of the Internal Revenue Code in accordance to the current regulations, and to the extent possible, which has similar purposes to the AIPEF.

ARTICLE IX – Parliamentary Authority

The rules contained in the current edition of *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern proceedings of the AIPEF in all cases in which they are applicable and in which they are not inconsistent with applicable statutes, the current bylaws, or the special rules of order the AIPEF may adopt.

ARTICLE X - Amendments

These bylaws may be amended by a two-thirds vote at any AIPEF board of trustees meeting, providing adequate notice has been given at the previous meeting, or notice has been provided in writing at least 15 days prior to the vote.

All proposed amendments to the AIPEF Bylaws shall be reported to the AIP Board of Directors through the AIP President within ten days of the approval by the AIPEF board of trustees. The

proposed amended bylaws will be effective on the date which is the earlier of the date of notification from AIP to the AIPEF that there is no objection to the proposed amendments, or, sixty days after approval by the AIPEF board of trustees unless the AIP Board of Directors rejects any proposed amendment prior to the effective date by a two-thirds vote of the entire membership of the AIP Board of Directors.

ARTICLE XI - Policies

The Board of Trustees may establish additional rules and policies, relating to the management, operation, and administrative procedures.

Bylaws History

1. October 31, 2002 – Incorporated pursuant to The General Not For Profit Corporation Act of 1986 of Illinois.
2. December 1, 2002 – Bylaws Adopted.
3. July 18, 2012 - Amended bylaws adopted by two-thirds vote by AIPEF Board of Trustees.
4. August 25, 2012 - Effective date of amended bylaws.
5. July 19, 2013 - Bylaws adopted July 18, 2012 reviewed by Henry Arkin, and confirmed statutes compliant.