

Arizona Evaluation Network Bylaws

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ARTICLE I. NAME AND PURPOSE

Section 1.01 Name

The name of this Corporation shall be Arizona Evaluation Network, hereinafter sometimes referred to as AZENet. It shall be incorporated under the laws of the State of Arizona. The principal office of this Corporation shall be 2002 N. Forbes Blvd, Ste 108, Tucson, AZ, 85745. AZENet may have such other additional offices as the Board of Directors may determine or as the affairs of the Corporation may require.

Section 1.02 Purpose

This organization is not organized for profit or organized for an activity ordinarily carried on for profit. This organization is primarily supported by membership dues and other revenue from activities substantially related to its exempt purpose. As such, no part of any net revenue will benefit any private shareholder, individual, Board member or member. The purpose of the organization is to:

- (a) Provide a statewide interdisciplinary forum for professional development, advocacy, networking, and exchange of theoretical, methodological, and practical knowledge in the field of evaluation.
- (b) Provide and disseminate information about continuing education and professional development opportunities.
- (c) Provide opportunities to share and exchange evaluation information and to jointly problem solve with colleagues.
- (d) Provide a forum for networking.
- (e) Conduct and/or facilitate training events, workshops, conferences, symposia, seminars, etc. In program evaluation.
- (f) Advocate for quality program evaluation.
- (g) Serve as a community resource on issues of high quality program evaluation.

Section 1.03 Non-Discrimination Policy

Pursuant to Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973 and the Age Discrimination Act of 1975, AZENet recruits members and board members, without discrimination on the basis of age, gender, sexual orientation, disability, ethnic identity, religion or creed.

ARTICLE II. MEMBERSHIP

Section 2.01 Eligibility

Any individual interested in the mission and purposes of this Corporation shall be eligible for membership.

Section 2.02 Definition

Members are defined as individuals who have completed an application form and paid the membership dues. The membership year shall be the standard calendar year with payment of membership dues made by January 1st.

Section 2.03 Voting

All members shall have the right to vote for officers and official matters of the Corporation defined in the by-laws.

Section 2.04 Notification

Members shall be entitled to the Corporation's website, timely notice of all general membership meetings and events, attendance at Board of Directors meetings, and reports of the activities of the Board of Directors.

Section 2.05 Section 5: Dues

The Board of Directors shall determine annual membership dues. Dues for students shall be discounted.

Section 2.06 Delinquency

Any member of the Corporation who shall be delinquent in dues for a period of ninety (90) days from the time dues are payable shall be notified of such delinquency and suspended. If payment of dues is not made within the next thirty (30) days, the delinquent member shall be removed from membership, unless such removal is waived by affirmative action of the Board of Directors.

Section 2.07 Refunds

Unless authorized by the Board of Directors, no dues shall be refunded to any member whose membership terminates for any reason.

Section 2.08 Honorary membership

Honorary membership in the Corporation may from time to time be conferred upon any person by majority vote of the Board of Directors. Honorary members shall not be entitled to vote on matters before the Board nor be deemed as a member of the Board for purposes of obtaining quorums.

ARTICLE III. BOARD OF DIRECTORS

Section 3.01 Powers and Duties of the Board

The Board of Directors shall manage the business, property, and affairs of the Corporation, and may exercise and delegate any and all of the powers of the organization as it sees fit, subject only to restrictions imposed by statute, the organization Articles of Incorporation, and these Bylaws. The Board of Directors shall establish corporate and administrative policies; authorize operational goals and objectives; emphasize overall corporate planning; authorize agreements and contracts; adopt the budget; approve cabinet appointments; authorize meetings; review cabinet reports; and determine action to be taken. Board members shall actively participate in community outreach, gift solicitation, and event planning. The affairs of the Corporation shall be managed by the Board of Directors.

Section 3.02 Number of Directors and Compensation

The Board shall have up to 12, but not fewer than 9 members. Members of the Board shall serve without compensation but may be reimbursed for actual expenses incurred in the performance of their duties.

Section 3.03 Term

Directors shall be limited to serving not more than two (2) successive terms in the same position. Elected officers shall be limited to uninterrupted Board membership of three (2) two-year terms, unless such term limits are waived by affirmative action of the Board of Directors. Directors may be re-nominated for service on the board following a one-year absence from the board. Lifetime service to the organization is limited to eight years.

Section 3.04 Elections

All officers, except those that serve ex-officio or those filling vacancies shall be considered elected when votes cast by members via ballot are tabulated and a plurality is determined. Appointed cabinet members shall be considered appointed upon a majority vote of the Board of Directors.

The Nominating Committee shall solicit the members for nominations for the open board positions. The Nominating Committee shall review nominations and select candidates for office. The Committee will present the slate of candidates to the Board at least two months prior to the annual meeting. The recommended slate will be distributed to the membership at least one month prior to the Annual Meeting. Nominations may be made to the Nominating Committee by any member of the Corporation at any time prior to the election. Each member shall have one vote. Newly-elected Officers shall take office at the close of the Annual Meeting of the year they are elected. If a candidate for any office is a member of the Executive Committee, the candidate shall not engage in discussion regarding the election or nominations with other committee members. The election shall be conducted at the annual meeting and include ballots

cast electronically or in-person. Tabulation of returned ballots shall be supervised by the Chair of the Nominating Committee and include the Vice President of Administration.

Section 3.05 Quorum

For the purposes of conducting business, the presence of 50% plus one of the voting Board members shall constitute a quorum.

Section 3.06 Meetings

The Board of Directors shall hold at least four meetings per year, one of which shall occur following the annual meeting of the Corporation. All meetings, with the exception of the meeting following the annual conference may be conducted by conference telephone call or by other electronic/real-time devices so long as all members participating can hear each other at the same time.

Section 3.07 Notice of Meetings

Written notice stating the place, date and hour of any regular meeting of the Board of Directors shall be delivered personally, electronically, or by mail to each Director with a minimum of ten (10) days notice.

Section 3.08 Special Meetings

Special meetings of the Board of Directors may be called by the President/CEO or a majority of the Board members. The person authorized to call special meetings of the Board may fix anyplace within the state of Arizona as the place for holding any special meeting of the Board. Board of Directors and members may participate in the special meetings by conference telephone call or by other electronic/real-time devices.

Notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto by written notice. Notice may be delivered to each Director at his/her address shown by the records of the Corporation by any of the following methods:

- (a) E-mail,
- (b) Telephone, or
- (c) Delivered personally.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage prepaid. The business to be transacted at and the purpose of the special meeting of the Board of Directors shall be specified in the notice of such meeting. No other business may be transacted at the special meeting.

Section 3.09 Electronic Meetings

Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 3.10 Minutes

Minutes shall be taken at all Executive Board meetings and distributed to all Board members. General members may request copies of minutes from the Vice President of Administration.

Section 3.11 Resignations, Termination and Absences

Members of the Board of Directors may be removed from office for failure to discharge the responsibilities of the office and/or for malfeasance. Absence from three (3) consecutive board meetings within one board year, without excuse, is equivalent to resignation from the Board. Confirmation of such absences and subsequent removal shall be given to the President/CEO, in writing, by the Vice President of Administration. Any Board member may be removed by a 2/3 majority vote of the Board of Directors whenever, in the Board's judgment, the best interests of the Corporation would be served. Notice of removal shall be given in writing to the President/CEO, by the Vice President of Administration, not more than 10 days subsequent to such action.

Section 3.12 Vacancies

Vacancies occurring on the Board of Directors may be filled at any time by appointment of the President with approval of two-thirds vote of the Board of Directors. The appointment will be for the unexpired term of the position. Fulfillment of appointed partial terms shall not count toward a director's term; appointed directors may serve additional full terms subject to term limitations addressed in Section 3. If the presidency is vacated, the President Elect shall assume duties of the President/CEO for the duration of the term.

ARTICLE IV. OFFICERS

Section 4.01 General

The Officers of this Corporation shall be President/CEO, President Elect, Past President, Vice President of Administration, Vice President of Budget and Finance; Communication Chair, Membership Recruitment Chair, Resource Development Chair, Professional Development Chair, and Regional Cluster Chairs. Each Officer of this Corporation shall be a member of the Board of Directors.

Section 4.02 Eligibility

Membership on the Board of Directors shall be open to all individual members in good standing.

Section 4.03 Representation

Members of the Board of Directors shall represent all contingents of the membership population, including diverse disciplines, geographic and ethnic diversity.

Section 4.04 Election and Terms of Office

All appointed officers shall be appointed for a one (1) year term with no more than two (2) consecutive one-year terms in the same office. No one person may hold more than one office at the same time. The candidates must be members in good standing of the organization to be eligible. Elected Officers will be recommended by the Nominating Committee and voted on by all members in attendance at the Annual Meeting. Appointed Officers will be recommended by the Nominating Committee and voted on by the full Board of Directors.

Section 4.05 Resignation and Removal

Whenever, in the judgment of the Board of Directors, the best interests of the organization will be served, any officer may be removed from office by the affirmative vote of two-thirds of the Board of Directors. Any officer may resign at any time by delivering a written resignation to the President or the Vice President of Administration.

Section 4.06 Vacancies

In the event a vacancy occurs in any Officer's position, it shall be filled in the following manner until the next annual election:

- (d) President - The President Elect shall assume the office.
- (e) In case of vacancy in the office of both President and President Elect, the duties of the Office of President shall be performed by the Vice President of Administration, until replacements are elected by the Board.
- (f) The Board of Directors shall elect replacements for all other vacancies.

Section 4.07 Duties and Responsibilities of Elected Officers

The President/CEO shall be responsible for:

- (g) Presiding at meetings of the Executive Board and meetings of the general membership;
- (h) Acting as the local affiliate contact for the American Evaluation Association;
- (i) Being co-signatory on financial documents for the Corporation;
- (j) Administering organizational business and carrying out policy;
- (k) Authorizing entrance into any contract, deed, or conveyance;
- (l) Notifying members of their election to the Executive Board; and,
- (m) Representing, or designing another to represent the Corporation before the public.

The President Elect shall be responsible for:

- (a) Planning the Annual Meeting;
- (b) Coordinating with regional groups for including Annual Meeting in existing programming;
- (c) Chairing the strategic planning committee and reporting on its activities;
- (d) Formatting all meetings of the general membership, and developing and promoting options for meeting formats;
- (e) Assuming the duties of President/CEO in their absence, resignation or incapacity;
- (f) Bylaws compliance and amendments.

The Immediate Past President shall be responsible for:

- (a) Providing advice and consultation to the Executive Board;
- (b) Chairing the Nominating Committee.

The Vice President of Administration shall be responsible for:

- (a) Custodianship of all documents, communications, and other papers relating to the business of the Corporation;
- (b) Taking and maintaining accurate minutes of meetings of the Board and distributing minutes to Board members;
- (c) Keeping and updating member records with the assistance of the Vice President for Membership; and
- (d) Conducting the election process.

The Vice President for Budget and Finance shall be responsible for:

- (a) Collecting all program registration fees and membership dues;
- (b) Handling and maintaining financial documents and bank accounts;
- (c) Serving as co-signatory on financial documents for the Corporation;
- (d) Filing financial statements and paying taxes of the Corporation;
- (e) Sending invoices and paying all authorized bills;
- (f) Authorizing the expenditure of Corporate funds; and
- (g) Producing a monthly report to the Board of Directors.

Section 4.08 Duties and Responsibilities of Appointed Cabinet Members

The Membership Recruitment Chair shall be responsible for:

- (h) Recruitment of new members;
- (i) Maintenance of membership and other mailing lists;
- (j) Updates to electronic the membership Directory;
- (k) Assists the Vice President of Administration in keeping and updating member records; and
- (l) Appoint and chair a committee as necessary.

The External Communications Chair shall be responsible for

- (a) Publication and distribution of the newsletter;
- (b) Marketing and publicity including managing social media accounts;
- (c) Announcements to the membership; and
- (d) Appoint and chair a committee as necessary.

The Resource Development Chair shall be responsible for

- (a) Solicitation of funds in the name of the Corporation;
- (b) Development of a five-year plan for the development of major financial resources;
- (c) Securing scholarships for student members; and
- (d) Appoint and chair a committee as necessary.

The Professional Development Chair shall be responsible for

- (a) Professional development opportunities for the membership;
- (b) Planning annual and/or semi-annual conference; and
- (c) Appoint and chair a committee as necessary.

The Local Affiliate Collaborative Representative shall be responsible for

- (a) Building communication among the affiliates and between the affiliates and the American Evaluation Association;

The Regional Cluster Chairpersons shall be responsible for

- (a) Planning and implementing local activities within their region;
- (b) Planning no less than four (4) events in a twelve (12) month period; and
- (c) Appoint and chair a committee as necessary.

ARTICLE V. COMMITTEES

Section 5.01 Committee formation

The board may create committees as needed. The President appoints all committee chairs from the membership of the Board. The President may appoint limited term task forces at any time with approval by the Board of Directors; standing and longer-term committees shall be created with the affirmation of majority vote of the board.

Section 5.02 Conference Planning Committee

The Professional Development chair shall chair the conference planning committee. The committee shall plan annual and/or semi-annual conferences.

Section 5.03 Strategic Planning Committee

The Strategic Planning Committee shall be chaired by the President Elect of the board and consist of not less than five (5) members. The Committee shall monitor the implementation of the strategic plan.

Section 5.04 Nominating Committee

The nominating committee shall be chaired by the past president and consist of not less than two (2) members. Members of the nominating committee are not eligible for officer positions. The President Elect shall serve as an ex officio member of this committee. The committee shall be responsible for selecting a slate of directors and officers or consideration by the full board on an annual basis. The Nominating Committee shall solicit nominations from the general membership and certify qualifications of candidates for the elected positions. A slate of nominee candidates that are members of the Corporation and are willing to serve if elected shall be submitted to the Board of Directors for approval prior to election.

ARTICLE VI. OFFICERS AND ELECTIONS

Section 6.01 Officers of the Board of Directors

Officers of the Board of Directors shall include Immediate Past President, President/CEO, President Elect, Vice President of Administration, Vice President for Budget and Finance, and the cabinet members provided for in Article V. The Board of Directors may elect or appoint such other cabinet members, as it may deem necessary. Such cabinet members have the authority and may perform the duties prescribed by the Board of Directors.

Section 6.02 Terms

The Immediate Past President, President/CEO, and President Elect shall serve one year terms, resulting in a three-year commitment as the positions are held consecutively beginning with the President Elect. The Vice President of Administration shall serve a two-year term. The Vice President of Budget and Finance shall serve a two-year plus one-month term to facilitate the transition for office when a newly elected person assumes the duties of the position. All other appointed or elected cabinet members shall serve two-year terms.

Section 6.03 Removal

Any officer or cabinet member may be removed by a two-thirds (2/3) vote of the Board of Directors after a grievance procedure has been exhausted, or whenever in the Board's judgment, the best interests of the Corporation would be served. The Vice President of Administration shall give notice of removal in writing to the officer not more than ten (10) days subsequent to such action.

ARTICLE VII. GENERAL MEETINGS

Section 7.01 General

Meetings of the general membership shall be held a minimum of once per year to conduct the business of the Corporation. The meeting shall be held at the date, time, and location designated by the Board of Directors.

Section 7.02 Agenda

The agenda for the business portion of the annual meeting or any other business meeting shall be the responsibility of the President/CEO, in consultation with the Vice President of Administration.

Section 7.03 Notification

Members will be notified at least thirty (30) days prior to the date of the Annual Meeting.

ARTICLE VIII. FISCAL MANAGEMENT

Section 8.01 Annual Report

The Corporation shall submit an Annual Report detailing the business transactions for the fiscal year. The Annual Report shall include a review of the Corporation's financial records in accordance with generally accepted accounting principles and shall be conducted by someone who is not a member of the Corporation.

Section 8.02 Fiscal Year

The fiscal year of the organization shall be the calendar year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors should corporate practice subsequently dictate.

Section 8.03 Signatory Authority

All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the organization shall be signed by such Officers or agents of the Corporation and in such a manner or shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the Vice President for Budget and Finance and countersigned by the President/CEO. In no event shall the payee and signor be the same person. Any single expenditure exceeding the sum of \$5,000 must first be approved by the Board of Directors.

Section 8.04 Records

Books of accounts of the Corporation shall be kept under the direction of the Vice President of Budget and Finance on a consistent basis and in accordance with Generally Accepted Accounting Principles.

ARTICLE IX. AMENDMENTS

Section 9.01 Procedure

Amendments, alterations and repeals to these by-laws will be initiated by the Board of Directors and ratified by a 51% majority of votes cast by the membership of the Corporation. Proposed changes to these by-laws shall be submitted to the Board of Directors for review prior to distribution to the membership. The President Elect shall be responsible for the preparation and dissemination of the ballot and tabulating the results. Changes to the bylaws shall become effective immediately upon adoption.

ARTICLE X. INDEMNITY

Subject to the further provisions hereof, the Corporation shall indemnify any and all of its current and former Board of Directors, officers, and other agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlements or compromise, which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of their duties as Board of Directors, officers and other agents, whether or not any settlement or compromise is approved by a court.

Indemnification shall be made by the Corporation whether the legal action brought or threatened is by or in the right of the Corporation or by any other person. Whenever any existing or former

Board of Director, officer, or other agent shall report to the President/CEO of the organization that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlements or compromise in a legal action brought or threatened against him or her on account of any action or omission alleged to have been committed by him or her while acting within the scope of their duties as a member of the Board of Directors, officers or other agent of the Corporation, the Board of Directors shall at its next regular meeting or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action such person acted, failed to act or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action.

If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action indemnification shall be automatically extended as specified herein; provided that the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action. The Corporation may purchase insurance for such indemnification.

ARTICLE XI. WAIVER OF NOTICE

Meetings held and actions taken without notice as provided in these bylaws shall be valid if each Board Member entitled to notice (i) attends the meeting without protesting lack of notice either before or when such meeting convenes; or (ii) signs a written waiver of notice or written consent to holding the meeting or an approval of the minutes of the meeting, either before or after the meeting; and (iii) such written consents or approvals are filed with the records or the meeting.

ARTICLE XII. DISSOLUTION

Upon the dissolution the organization, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the organization in such manner, or to such organizations created and operating exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under section 501(c) (6) of the Internal Revenue Code of 1986 (or the corresponding provisions of an future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or such organizations, as the Court shall determine, which are created or operate exclusively for such purposes.

ARTICLE XIII. CORPORATE SEAL

The Seal of the Corporation shall be the letters AZ in a three-quarter green circle with the letters ENet directly below.