

# Baltimore Area Evaluators Bylaws

Draft February 1, 2025

## **ARTICLE I: NAME**

The name of this corporation is the Baltimore Area Evaluators Association, hereafter referred to as the Association.

## **ARTICLE II: PURPOSES**

Section 1. **Purposes.** The purposes of this Association are to:

(a) Improve evaluation theory, practice, and methods; increase evaluation use; promote evaluation as a profession; and support the contribution of evaluation to the generation of theory and knowledge about effective human action.

(b) Engage in a diversity of activities and enter into, perform, and carry out contracts of any kind necessary or convenient to, or incidental to, the accomplishment of any one or more of the nonprofit purposes of the Association.

Section 2. **Non-Profit Character.** The Association is an affiliate of the American Evaluation Association, which is a not-for-profit organization organized exclusively for charitable and educational purposes. Executive Committee member, officer, agent, or employee shall not at any time receive or be entitled to receive any compensation or pecuniary profit from the operation of the Association or upon its liquidation or dissolution, except for reasonable compensation for services actually rendered to the Association in effecting one or more of its objectives or purposes, or as a direct or indirect beneficiary of its said non-profit purposes.

## **ARTICLE III: MEMBERSHIP**

Section 1. **Eligibility.** Any individual interested in the purposes of the Association shall be eligible for membership. Members are defined as those who have completed an application form, received acknowledgment of membership from the Association, and paid the currently stipulated membership dues. The period of membership begins the month when a member pays their dues and ends at the end of the same month of the following year.

Section 2. **Rights.** All members shall have the right to vote for officers and on other official matters of the Association defined in the By-Laws, to hold office if duly elected, to receive all

notifications and access pertaining to the official business of the Association including membership publications, events and other resources.

Section 3. **Dues.** The annual membership dues and assessments shall be determined by the Executive Committee. Changes in membership dues will be assessed annually by the Executive Committee.

## **ARTICLE IV: MEETINGS OF MEMBERS**

Section 1. **Place and Time of Meetings.** Meetings of the membership shall be held at any suitable place convenient to the membership as may be designated by the Executive Committee. The Executive Committee shall decide upon dates and times for the Association's meetings. At least one annual business meeting shall be held within each year. The Executive Committee may call special business meetings by properly notifying the members.

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

Section 3. **Annual Letter to Membership Format.** At the end of each Board year, the Executive Committee shall prepare and distribute an Annual Letter to the Membership summarizing the Association's key activities, progress, and priorities. The letter will include a message from the President, a financial summary from the Treasurer, membership data, committee updates, any Bylaws amendments, and a preview of the year ahead. It will be shared with all members and posted on the BAE website to promote transparency and reflect the Association's ongoing commitment to its mission.

Section 4. **Quorum.** Those members present at the business meetings of the membership shall constitute the 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. Only advisory votes shall be permitted on any business raised at the Annual Meeting. Should any proposal be made that would be binding in any way on the Association, an advisory vote shall be taken and then results forwarded to the Executive Committee for further action.

## **ARTICLE V: GOVERNANCE STRUCTURE**

Section 1. **Diversity.** It is the policy of the Baltimore American Evaluation Association to actively seek diversity on the Board and all committees through attention to the following criteria:

- Gender balance
- Representation from a historically marginalized community
- Disciplinary heterogeneity
- Practitioner/academic balance
- Geographic heterogeneity
- Heterogeneity of areas of application

Section 2. **Executive Committee.** The President, Vice-President, Secretary, Treasurer, and Chair of the Program Committee shall be elected by the membership and shall constitute the Executive Committee to govern the business of the Association. All Board members must be members of the Association.

Section 3. **Governing Powers and Duties.** The Executive Committee shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Association and may perform all such acts and things as are not directed to be exercised and done by members by the law or by these By-Laws. Executive Committee members are expected to be present at all Association events. The duties of the Executive Committee shall include:

- (a) Carrying out any necessary business of the Association between the general meetings
- (b) Approving a budget for each year
- (c) Establishing and overseeing the operation of the committees of the Association. Including the authorizing, adopting, and publishing of 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.
- (d) Authorizing any matters to be submitted to a vote of the general membership of the Association including election of officers. The Executive Committee 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.
- (e) Maintaining records and official documents of the association.

Section 4. **Election, Appointment, and Terms of the Office.** Terms of office shall begin July 1 after election and end June 30. Each elected position on the Board except the President will be elected to a two-year term. The President shall be elected to a three-year term.

Section 5. **Vacancies.** If any position of the Executive Committee becomes vacant, the President will appoint, with the approval of a majority of the Executive Committee, a member of the Association to serve in the position on the Executive Committee until the term of office for the position on the Executive Committee until the term of office for the position assumed is concluded and filled by appointment or election, as appropriate.

Section 6. **Compensation.** Compensation shall not be paid to the Executive Committee members for their services in their capacity as Executive Committee members, or pursuant to any other contractual arrangements. However, Executive Committee 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 Committee. Whenever possible prior approval by the Executive Committee is needed for expenses greater than \$50.

Section 7. **Meetings.** The Executive Committee shall meet at least quarterly and more when necessary. Meetings can be in person or via conference call. Special meetings of the Executive Committee may be called by the President or at least two other Committee members, on at least one (1) week notice, if practical, to each Executive Committee member stating the time, place, and purpose of the meeting. Executive Committee meetings are primarily intended for Board officers, committee chairs, and designated staff to conduct the business of the Association. Meetings may be opened to the broader membership at the discretion of the Executive Committee. When needed, the Executive Committee may hold closed sessions to address internal governance matters, contractual issues, or topics involving personal privacy, with notice provided as appropriate.

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

Section 9. **Parliamentary Procedure.** Meetings of the Executive Committee and the members will normally be conducted using informal, but businesslike procedures. At any time a procedural conflict arises, the provisions of the most recent edition of Robert's Rules of Order shall be used to resolve the conflict.

## **ARTICLE VI: OFFICERS**

### **Section 1. Election and Terms of Office.**

(a) Each year, a **Nominating Committee** of three individuals, including at least one current officer, shall be appointed by the President to identify and secure nominations for each vacant

position. The Nominating Committee, with the approval of the Executive Committee, shall present the slate of nominees to the membership for a vote.

(b) The Nominating Committee shall solicit nominations from members **at least 30 days prior** to the annual meeting and ensure that candidates reflect the diversity and expertise of the Association's membership. Additional nominations may be made from the floor at the annual meeting, provided the nominee has agreed to serve.

(c) Elections shall be conducted via written or electronic ballot. If there is only one nominee per vacant position, the election may proceed by acclamation. The candidate receiving the most votes for each position shall be elected. In the event of a tie, the Executive Committee shall select the officer from the tied candidates by majority vote.

(d) Terms of office shall begin on **July 1** following the election and end on **June 30** of the applicable term. The **President shall serve a three-year term**, while all other elected positions shall serve two-year terms.

Section 2. **President.** The President shall be the **chief executive officer** of the Association and shall preside at all business meetings, and have general powers and duties which are usually vested in the office of the president of an Association. The President presides over all Executive Committee and membership meetings, ensures effective governance, and maintains alignment with BAE's mission and strategic goals. The President is responsible for overseeing the **policy implementation process**, driving the vision for the Association, and ensuring progress on the strategic plan. Additionally, the President manages the **Association's election process**, leads fundraising efforts, and works with the Treasurer to ensure the financial health of the organization.

Section 3. **Vice-President.** The Vice President serves as a general advisor on the affairs of BAE and supports the President in carrying out leadership responsibilities. In the absence of the President, the Vice President assumes the President's duties. The Vice President represents BAE at **Local Affiliate Collaborative (LAC) meetings**, ensuring that the Association remains connected to the broader evaluation community. Additionally, the Vice President is responsible for **managing the Association's website**, including updating event materials, resources, and organizational content. This role also oversees **systems management**, including database organization, data security, and document storage. The Vice President assists in fundraising efforts and is responsible for verifying election results.

Section 4. **Treasurer.** The Treasurer is responsible for overseeing **BAE's financial management**, ensuring compliance with nonprofit regulations, and maintaining transparency in financial reporting. This role involves tracking all financial transactions, preparing and

presenting **financial updates at each Executive Committee meeting**, and transferring funds from PayPal to the BAE bank account monthly. The Treasurer prepares the **annual financial statement**, which is presented at the May Board meeting and published by June. Additionally, the Treasurer ensures that the Association's bank accounts remain active, sends donor acknowledgment letters, and submits required compliance reports to maintain nonprofit status at both the **state level (Maryland, April) and federal level (U.S. Government, November)**. The Treasurer is also responsible for maintaining and updating the **Treasurer's Manual**, which outlines financial procedures and protocols.

Section 5. **Secretary**. The Secretary is responsible for **maintaining organizational records, managing correspondence, and ensuring clear communication** within the Executive Committee and with members. This role includes monitoring and responding to emails sent to the **BAE email account**, taking minutes at all **Executive Committee and membership meetings**, and maintaining an up-to-date **membership roll**. Additionally, the Secretary is responsible for sending **welcome emails to new members** and renewal reminders to existing members to ensure continuous engagement and retention.

Section 6. **Chair of the Program Committee**. The Program Chair is responsible for **developing, coordinating, and executing** all BAE educational, networking, and social events. This includes leading the **Program Committee** in identifying relevant topics, securing speakers, and organizing **event logistics** such as scheduling, venue arrangements, and participant communication. The Program Chair works closely with the Communications Chair to **promote events and drive attendance**. This role also involves collecting **event feedback, analyzing participation data**, and sharing key insights with the Board to inform future programming.

Section 7. **Communications Officer**. The Communications Chair is responsible for managing **BAE's external communications, public relations, and social media presence** to enhance visibility and engagement. This includes developing and implementing an **annual communications strategy** in collaboration with the Executive Committee, managing social media accounts on **Facebook, Twitter, LinkedIn, and other platforms**, and ensuring that event details and announcements are effectively distributed. The Communications Chair oversees the creation of **digital promotional materials, newsletters, and announcements**, ensuring that messaging aligns with the Association's goals. This role also involves tracking **social media engagement metrics** and maintaining an up-to-date **BAE mailing list** to ensure accurate communication with members.

Section 8. **Vacancies**. If any position on the Executive Committee becomes vacant before the completion of its term, the **President shall appoint** a replacement, subject to approval by a

majority vote of the Executive Committee. The appointed individual shall serve until the next election cycle, at which point the position will be filled per the regular election process.

## **ARTICLE VII: FISCAL MANAGEMENT**

Section 1. **Fiscal Year.** Unless otherwise specified, the fiscal year of the Association shall begin on the first day of July of every year.

Section 2. **Books and Accounts.** Books and accounts of the Association shall be kept under the direction of the Treasurer of the Association. 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. **Executive of Association Documents.** With the prior authorization of the Executive Committee, all notes and contracts shall be executed on behalf of the Association by either the President or the Treasurer.

Section 4. **Financial Signatories.** For all bank accounts established for the Association, there must be at least two signatories, the Treasurer, and at least one other elected Executive Committee member.

Section 5. **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 Executive Committee and supported by all volunteer Standing Committees and Working Groups comprised of volunteer Association members.

Section 2. **Committees and Working Groups.** Committees and Working groups may be formed as new business of the Association demands permanently or for fixed periods of time for specific purposes as deemed necessary and appropriate by the Executive Committee. The President or their designee shall be responsible for forming and overseeing the activities of Association Committees and Working Groups. Committees and Working Groups shall provide regular updates to the Executive Committee and membership on progress toward achieving their specific purposes.

#### **ARTICLE IV: AMENDMENTS**

These Bylaws may be amended by a vote of the Executive Committee in accordance with established quorum rules. Any amendments approved by the Board will be shared with the full membership in the Annual Letter at the end of the Board year.