



midwest political science association

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MPSA By-Laws

Adopted 4/19/1996; Amended 12/18/1998; 4/10/2003; 4/5/2014; Proposed 9/22/2020

ARTICLE I. General

1. Name. The name of this organization shall be the Midwest Political Science Association.

2. Incorporation. The Midwest Political Science Association is organized as a nonprofit corporation under the laws of the state of Illinois.

3. Statement of Purpose. The purposes of the Association shall be to promote the professional study and teaching of Political Science, to facilitate communications between those engaged in such study, and to develop standards for and encourage research in theoretical and practical political problems.

4. Limitations. The Association will not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3), and it will not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Section (4) of this Article shall not be construed to prohibit timely and appropriate action by the Association to ensure for its members the freedoms of inquiry, expression, and association essential to the pursuit of its goals.

5. Dissolution. In the event of dissolution of the Association, the Council shall, after paying or making provision for payment and discharge of all liabilities of the Association, distribute all assets of the Association exclusively for charitable, scientific, literary, and educational purposes. These assets shall be distributed to such organization(s), operated exclusively for these purposes and qualifying as exempt organization(s) under Section 501 (c)(3) of the Internal Revenue Code, as the Council shall determine. If the Council does not take such action, then the remaining property or assets shall be distributed to nonprofit charitable, scientific, literary, or educational organization(s) having power to engage in activities similar to those of the Association.

ARTICLE II. Membership

1. General. Anyone sharing the purposes of the Association may become a member by making application to the Executive Director, meeting the requirements of the membership classification to which the person aspires, and paying the dues appropriate for that classification.

2. Classifications of Membership. The Council shall have the power to establish eligibility requirements, create, alter, or eliminate classifications of membership and to establish the dues for each membership class.

a. Individual. Membership shall be classified as Professional, Graduate Student, Family, or Retired. In determining dues and fees, the Council shall assess Student, Family, and Retired memberships at a lower rate than Professional members.

b. Institutional. Institutional members may not vote or hold elected office. Institutional membership shall carry the highest fee assessment.

c. Affiliate. The Council may also establish Affiliate Memberships. These members shall have the same rights and privileges as Members, except that they may not vote or hold elected office.

ARTICLE III. Meeting of Members

1. Annual Business Meeting. There shall be an annual conference of the Association arranged and conducted consistent with its professional scholarly purposes. An Annual Business Meeting of the membership shall be held in conjunction with this Annual Conference or as a Special Business Meeting.

2. Special Meetings. Special Business Meetings may be called by the President or by the Council upon 30 days' notice to the membership of the date and time of the meeting and its agenda.

3. Quorum. A quorum shall be 50 members or 1% of the membership, whichever is greater. All decisions shall be by majority vote of those present unless specifically provided for in these Bylaws.

4. Voting. Voting at any Annual or Special Business Meeting may be by oral or written ballot. Proxy voting is not permitted. Voting in elections and on all other matters not occurring at in Annual Business Meeting may be conducted by mail, email, or any other means of electronic communication.

5. Election of the Council. The members of the Association elect the Council members as specified in Article VII of these Bylaws. Elections take place pursuant to procedures approved by the Council.

ARTICLE IV. Council

1. Duties of the Council. The Council shall have charge of the general activities of the Association, arrange for the annual meeting, create committees with appropriate powers, receive gifts and bequests, authorize the expenditure of money, and provide for auditing the accounts of the Association.

2. Number and Composition. The following Elected and Appointed Officers shall constitute the Council.

a. Elected Council Members. There are twenty-one (21) Elected Members of the Council, which includes: (i) The President-Elect serves one year in that role, followed by a year as President and then a year as Immediate Past President; (ii) three Vice Presidents, who serve staggered three-year terms; (iii) a Treasurer, who serves a three-year term, (iv) fifteen (15)

Councilors, who serve staggered three-year terms. Every Council Member must be a member in good standing of the Association.

b. Ex Officio Council Members. The Executive Director, the Chairperson(s) of the Program Committee and the Editor(s) of the Association's journal(s) serve as *ex officio* non-voting members of the Council. The President shall appoint the Program Committee Chairperson(s) for a term of one year, commencing with the conclusion of the prior annual meeting and concluding with the annual business meeting of the following year. The Editor(s) of the Association's journal(s) shall be appointed by the Council upon the recommendation of a committee appointed by the President. The term of the Editor(s) will be set by the Council at the time of appointment.

3. Term Limits. Except in the case of elections by the Council to fill vacancies for unexpired terms, each Member of the Council shall be elected for a term of three years, with the terms staggered so that roughly one-third of the Council will expire at the close of each Annual Business Meeting. Newly elected Members of the Council take office immediately after the election. No person may serve more than two consecutive full terms on the Council.

4. Vacancies

a. Resignations. A Member of the Council may resign upon written notice to the President and Executive Director, effective immediately or at any later stated date.

b. Removal from Office. At a Special Meeting called for this purpose, the members may direct that a vote of the membership as described in Article III Section 4 be held to remove any Council Member. The number of votes cast in this balloting must equal or exceed the quorum required for a Special Meeting, and a majority of the votes cast is required to remove the Council Member.

c. Code of Conduct and Conflict of Interest. All Council members agree to adhere to the code of conduct which includes the conflict of interest statement. All Council Members must annually sign the conflict of interest statement. A Council Member who fails to sign the conflict of interest statement by the date required is considered to have resigned, and the position becomes immediately vacant.

5. Filling Interim Vacancies on the Council

a. President. In the event that death, resignation, or inability to perform the duties of the office prevents the President from completing a term in office, the President-Elect immediately succeeds to the office. Such succession leaves the office of President-Elect vacant; it must be filled by the procedure described in the Section 5b.

b. President-Elect. In the event that the President-Elect succeeds to the office of President due to vacancy in the office of President, or in the event that death, resignation, or inability to perform the duties of the office prevents the President-Elect from completing a term in office, the office must be filled by the procedure described in this section. (1) If the vacancy occurs after the annual election has been completed, the term of the President-Elect begins immediately and is extended to include the following year. (2) If the vacancy occurs before the annual election, the Nominating Committee nominates a candidate to serve as President-Elect until the conclusion of the following Annual Business Meeting. The nominee assumes office upon an affirmative vote of the Council. (3) Immediately following annual election, in addition

to the selection of a President-Elect, a President shall be selected as provided for in these Bylaws.

c. Members of the Council; Other Officers. In the event of death, resignation, or inability to complete the term of any other officer or a member of the Council, the Council may, with the advice of the Nominating Committee, fill the vacancy for the balance of the term which has become vacant.

ARTICLE V. Meetings of the Council

1. Notice. No notice is required for regular Council meetings. The notice of any Special Meeting must identify any and all matters that may properly be included in its agenda.

2. Quorum. A majority of the Council, which must include the President or one of the Vice Presidents, shall constitute a quorum.

3. Frequency. The Council must have at least two regular meetings each year, one to coincide with the Annual Business Meeting of the Association, and one or more on a schedule set by the Council. The President or the Executive Committee of the Association may call special meetings of Council.

4. Remote Meetings. A regular or special meeting of the Council does not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion which permits all members to hear (or participate by TTY or similar device) one another simultaneously.

5. Action without a Meeting by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Council may be taken without a meeting if all of the members of the Council consent in writing to the specific action and the written consents are included in the minutes or filed with the corporate records reflecting the actions taken. Action taken under this section is effective when the last Council member signs (including by electronic means) the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

6. Proxy Voting. The vote of a Council member at a meeting is counted only if that Council member is present either in person or participating electronically. Proxy voting is not permitted.

ARTICLE VI. Duties of Officers

1. President. The President of the Association shall preside at all business meetings of the Association and of the Council and shall perform other such duties as the nature of the office requires. If the President is absent, presidential duties shall devolve to the Immediate Past President.

2. President-Elect and Immediate Past President. The President-Elect and Immediate Past President, along with the President, shall appoint all committees of the Association.

3. Vice Presidents. The Vice-Presidents all serve on the Finance Committee.

4. Executive Director. The Executive Director shall be the chief administrative officer of the Association, responsible for its day-to-day operation. The Council shall select and set the term for the Executive Director. The Council may delegate to the Executive Director such powers to act for and bind the Association, including making payments, incurring obligations, and entering into contracts and other agreements. The Executive Director shall also select and hire such staff members of the Association as the Executive Director deems necessary and advisable. The Executive Committee in consultation with the Council shall conduct a yearly evaluation of the Executive Director.

5. Treasurer. The Treasurer assists the Chief Financial Officer (Executive Director) in the financial affairs of the Association and serves as the alternate signatory on financial instruments owned by the Association. The Treasurer also chairs the Finance Committee.

6. Secretary. The Executive Director, who serves as the Secretary, shall keep or cause to be kept a record of the proceedings of all meetings of the Association and the Board, and shall be responsible for ensuring that the books and records of the Association are preserved.

ARTICLE VII. Nominations and Elections for the Council

1. Nominations.

a. Nominations Committee. Following its appointment, the Nominations Committee (see Article VIII, Section 4) shall forward nominations for any vacancies of the elected officers of the Council, with such nominations to be reported to the members of the Association no less than two weeks prior to the election.

b. Nominations by Petition. Additional nominations may be made by filing a nominating petition with the Executive Director at least seven (7) days prior to the business meeting. The petition must contain the signatures of no fewer than fifty (50) members of the Association.

2. Elections. All elections shall be by a majority of those Association members present and voting in the Annual Business Meeting. However, should a nominee with the most votes receive less than a majority of the votes cast, the names of the two (2) nominees for each office who receive the largest number of votes shall be presented by mail or electronic ballot to the entire membership. Voting will close after 30 days, and the candidate who receives a simple majority of the mail or electronic ballots, in each case, shall be declared elected and take office immediately thereafter.

ARTICLE VIII. Committees

1. General. The Council may establish any ad hoc committees as may be convenient for the conduct of the Association's affairs. The term, membership, method of appointment, and duties or responsibilities of each committee must be specified by the Council. However, the Executive Committee may only be composed of members as described in the Bylaws.

2. Executive Committee. The Executive Committee shall have all the powers of the Council in matters delegated to it and in emergencies arising between meetings of the Council. The Council may delegate any of its powers to the Executive Committee except powers relating

to the nomination or appointment of Officers or Council members. The President of the Association shall chair the Executive Committee. The Executive Committee shall meet at such times and places as designated by the President and is expressly authorized to meet by conference telephone or similar arrangement. The Executive Committee is constituted by the President, President-Elect, Immediate Past President, and Executive Director (*ex officio*). A quorum of the Executive Committee is three members.

3. Finance Committee. This Committee includes the three Vice-Presidents and the Executive Director (*ex officio*), and it is chaired by the Treasurer. Annually, the Committee will evaluate the current investment policy and its performance and determine if it still meets the needs of the Association. This committee will also work with the Executive Director in preparing the Association's budget, reviewing expenditures and the financial health of the Association.

4. Nominations Committee. The President shall appoint a Committee on Nominations, consisting of five (5) members of the Association, no later than September 1 of each year. The Chairperson of the Committee shall circularize all members of the Association to solicit their preferences for the positions to be filled. The Committee shall be guided in its recommendations by the responses received.

5. Conference Program Committee. The President shall appoint the Chair(s) of the Annual Conference of the Association. The Committee will include the Section Heads who are appointed by the Chair(s) to help select papers and organize sessions for the conference.

ARTICLE IX. The Journal(s) of the Association

1. Journal Publication. The Council is empowered to arrange for the publication of journal(s), and to promulgate general policies in regard to its publication.

2. Journal Editor(s). The Editor(s) shall be appointed by the Council at least six months before the end of the term of the incumbent editor. Should an Editor be unable to serve through the term of office, the same principles and procedures in Article IV, Section 2(b) shall be followed insofar as possible in selecting a successor.

3. Editorial Board. Subject to the approval of the Council, the Editor(s) shall appoint an Editorial Board, and such additional persons as the Editor(s) may deem desirable. They shall serve at the pleasure of the Editor(s).

ARTICLE X: INDEMNIFICATION

1. Indemnification. Any present or former director, officer, or committee member of the Association, or other such person or persons so designated by the discretion of Council or by the President, or the legal representative of such person, shall be indemnified by the Association against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any threatened, pending, or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, or investigatory action to which any such person or his/her legal representative, may be made a party by reason of being or having been such a director, officer, committee member, or having served the Association.

2. Relationship to Other Rights. The right of indemnification provided in this Article

shall be in addition to any rights to which any person may otherwise be entitled.

3. Extent of Indemnification. Irrespective of the provisions of this Article, the Council may, at any time and from time to time, approve the indemnification of Officers, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

4. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Association (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless the recipient is entitled to indemnification.

5. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Association's liabilities and obligations under this Article and insurance protecting the Association's Directors or Officers, or other persons. In addition, all persons who are responsible for the disbursement of funds shall be held as covered under a blanket Employee Dishonesty policy at limits approved by the Council.

ARTICLE XI. Amendments to the Bylaws

1. Amendments Submitted by the Council. Amendments to these Bylaws may be proposed by a majority vote of the Council.

2. Amendments Submitted by Petition. Members may propose changes with a petition signed by ten percent (10%) of the number of members of the Association as of the record date.

3. Voting. The Council must put all proposed amendments to the vote of the members at either the Annual Business Meeting or by mail or electronic ballot. For mail or electronic balloting, voting will close after 30 days. A two-thirds majority of the ballots cast shall be required for adoption. Amendments shall become effective immediately after approval.