

**BYLAWS OF THE  
MICHIGAN EDUCATIONAL RESEARCH ASSOCIATION INC.**

**ARTICLE I  
OFFICES**

- 1.01 *Principal Office.* The principal office of the corporation shall be at such place within the state of Michigan as the Board of Directors may determine from time to time.

**ARTICLE II  
MEMBERS**

- 2.01a *Eligibility for Membership.* To be eligible for membership in the corporation, an individual must have an interest in educational research, assessment and/or evaluation.
- 2.01b *Effective Date and Term of Membership:* Membership in the corporation shall be annual, from January 1<sup>st</sup> through December 31<sup>st</sup>. Dues paid between January 1<sup>st</sup> and September 1<sup>st</sup> establish membership for the current calendar year. Dues paid after September 1<sup>st</sup> establish membership for the next calendar year.
- 2.02 *Membership Dues.* The Board of Directors shall establish the annual dues for membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the Board of Directors.
- 2.03 *Termination of Membership.* Membership may be terminated by the Board of Directors on the occurrence of any of the following events:
- (a) Failure to pay dues within 90 days after written notice of payment due.
  - (b) Failure to satisfy the requirements of section 2.01a of this article.
- 2.04 *Annual Meeting.* The annual meeting of the members shall be held between October 15 and December 15 at a time and place established by the Board. The Board shall communicate to the members of record, not later than September 15<sup>th</sup>, the date, time and location of the annual meeting. At each annual meeting, results of the election of directors shall be announced and any other business shall be transacted that may come before the meeting.
- 2.05 *Special Meetings.* Special meetings of the members may be called by the Board of Directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 10 percent of the members of record.
- 2.06 *Place of Meetings.* All membership meetings shall be held at the corporation's principal office or at any other place determined by the Board of Directors and stated in the notice of the meeting.
- 2.07 *Notice of Meetings.* Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor

more than 60 days before the date of the meeting. Notice shall be given either personally, by mail or by e-mail to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the corporation. Alternatively, notice may be published in the corporation's newsletter, provided that the newsletter is published at least semiannually and is mailed to the members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.

- 2.08 *Record Dates.* The Board of Directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.
- 2.09 *List of Members.* The secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.
- 2.10 *Quorum.* Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represented twenty percent (20%) of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.
- 2.11 *Proxies.* A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of the calendar year in which the proxy is executed, unless a date certain (within the calendar year) or other expiration is provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.
- 2.12 *Voting.* Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election.
- 2.13 *Meeting by Telephone or Similar Equipment.* A member may, at their own expense, participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can

hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

### **ARTICLE III BOARD**

- 3.01a *General Powers.* The business, property, and affairs of the corporation shall be managed by the Board of Directors
- 3.01b *Specific Powers.* In addition to the general powers and duties of the Board as defined elsewhere in this article, or in these bylaws, the Board shall:
1. arrange for the preparation, review, approval and publication of such materials as it deems necessary to carry out the purposes of the Association.
  2. appointment members of MERA Inc. to serve as representatives to outside committees and groups as the need arises.
- 3.02 *Number.* There shall not be less than seven (7) nor more than thirteen (13) directors on the Board as shall be fixed from time to time by the Board of Directors.
- 3.03a *Qualification.* Candidates for election to the Board of Directors shall be members in good standing at the time of their nomination.
- 3.03b *Election.* Elections for vacant or expiring seats on the Board of Directors shall be held by mail-in ballot as established by the Board and announced at the annual membership meeting in accordance with Article II Section 2.04.
- 3.03c *Tenure.* A director shall hold office for three (3) years beginning with the next meeting of the Board of Directors following their election and qualification and until the director's successor is elected and qualified, or until the director's death, resignation, or removal. The terms of the Board members shall be staggered so that approximately 1/3<sup>rd</sup> of the Board members are elected in any given year.
- 3.04 *Resignation.* A director may resign at any time by providing written notice to the corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 3.06 of the bylaws.
- 3.05 *Removal.* Any director may be removed with or without cause by a majority vote of members entitled to vote at an election of directors.
- 3.06 *Board Vacancies.* A vacancy on the Board may be filled with a qualified member selected by a majority the remaining directors of the Board, though less than a quorum of the Board of Directors, unless filled by proper action of the members. Each member so selected shall be a director for a term of office continuing until the next election of

directors by the members, at which time they may stand for election to finish out the 3-year term of the director whose position they were selected to replace.

- 3.07 *Annual Meeting.* An annual meeting of the Board shall be held immediately following the annual membership meeting as specified in Article II Section 2.04. If the annual meeting is not held at that time, the Board shall cause the meeting to be held as soon thereafter as is convenient.
- 3.08 *Regular Meetings.* Regular meetings of the Board shall be held at the time and place as determined by a Board resolution without notice other than the resolution. If such a regular meeting of the Board is cancelled or rescheduled, notice of cancellation or postponement shall be given to the Board by e-mail or phone as soon as possible before the meeting. Members will be notified of the Board meeting schedule by e-mail and/or by posting the meeting schedule on the MERA Inc. website, if one is in operation.
- 3.09 *Special Meetings.* Special meetings of the Board may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any allowed manner at least three days before the meeting. The place of the special meeting shall not be outside of the State of Michigan unless agreed to by ALL directors and the starting time of the special meeting shall not be outside the hours of 8 AM to 7 PM, unless agreed to by ALL directors.
- 3.10 *Statement of Purpose.* Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice for that meeting.
- 3.11 *Waiver of Notice.* The attendance of a director at a Board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
- 3.12a *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
- 3.12b *Meeting by E-mail.* If Board action is required between regular meetings of the Board and it is not practicable to call a special meeting of the Board, a decision may be arrived at via e-mail if, and only if,
1. ALL e-mail correspondence related to the issue to be decided is sent and replied to ALL directors, and ONLY to directors;

2. the e-mail originating the need for the decision and describing the issue to be decided is originated by the president, or by the secretary at the request of any two directors;
  3. the originating e-mail and all subsequent e-mail bears a subject line identifying MERA and the issue;
  4. the e-mail correspondence regarding the issue does not contain any other discussion;
  5. a concluding e-mail containing the exact language of an (amended) motion regarding the resolution of the issue is sent to ALL directors by the president or the secretary and,
  6. directors vote for or against the motion, or abstain, by replying to ALL directors, passage or defeat of the motion being established according to Section 3.13 of this article.
- 3.13 *Quorum.* A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of directors present at a meeting of the Board where a quorum is present shall constitute authorized actions of the Board.
- 3.14 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to Board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

## **ARTICLE IV COMMITTEES**

- 4.01 *General Powers.* The Board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The Board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board shall serve at the pleasure of the Board.

A committee designated by the Board may exercise any powers of the Board in managing the corporation's business and affairs, to the extent provided by resolution of the Board. However, no committee shall have the power to:

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;

- (c) amend the bylaws of the corporation;
  - (d) fill vacancies on the Board;
  - (e) fix compensation of the directors for serving on the Board or on a committee.
  - (f) recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets;
  - (g) recommend to the members a dissolution of the corporation or a revocation of a dissolution; or
  - (h) terminate memberships.
- 4.02 *Meetings.* Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provide in article III for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.
- 4.03 *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.
- 4.04 *Standing Committees.* The Board shall maintain standing committees as follows:
- (a) Audit Committee. The audit committee shall consist of at least two Board members and one MERA INC. member who is not a member of the Board. The Treasurer shall not be a member of the audit committee. The audit committee shall conduct an annual review of the financial records of the organization for the year ended December 31<sup>st</sup>, between January 1<sup>st</sup> and February 15<sup>th</sup> and report its findings to the Board at its next regular meeting.
  - (b) Nominations Committee. The nominations committee shall consist of at least two Board members and one MERA INC. member who is not a member of the Board. The nominations committee shall develop and present a slate of nominees for election as directors to the Board by August 15<sup>th</sup> of each year. Members of the nominations committee shall not place themselves in nomination.
- 4.05 The Board may also establish such internal committees as it deems appropriate to assist in the planning and operation of conferences or other activities, such as membership, and said committees may include non-Board members. The Board shall approve the appointment of the members and moderators thereof, and all such committees shall have at least one Board member as a member of the committee, who shall serve as chair or co-chair.

## ARTICLE V OFFICERS

- 5.01 *Number.* The corporation shall have four officers consisting of a President, Vice-President, Secretary and Treasurer. The officers shall be elected by the Board, from among the elected directors, and shall remain voting members of the Board.
- 5.02 *Term of Office.* The officers shall be elected by the Board at the annual Board meeting (Art. III, Sec. 3.07). Each officer shall hold office until the next annual Board meeting and until a successor is appointed and qualified. An officer may resign their office at any time by providing written notice to the Board. Notice of resignation is effective on receipt or at a later time designated in the notice. There is no limitation of the number of consecutive or total terms that a director may serve in any particular office.
- 5.03 *Removal.* An officer appointed by the Board may be removed with or without cause by vote of a majority of the Board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights. Removal from office has no effect on the person's status as a director.
- 5.04 *Vacancies.* Vacancies shall be filled by the Board as stipulated in Sec. 5.01 and 5.02 of this article. Directors appointed to fill vacant offices shall serve out the term until the next annual Board meeting.
- 5.05 *President.* The president shall be the chairperson of the Board and shall preside at all regular or special meetings of the Board and the membership. The president shall be the chief executive officer of the corporation and shall have the authority over the general control and management of the business and affairs of the corporation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the president or the Board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. The president shall represent the corporation in matters of importance to it. This is subject, however, to the president's right and the right of the Board to delegate any specific power to any other officer of the corporation.
- 5.06 *Vice-President.* The vice-president shall have the power to perform duties that may be assigned by the president or the Board. If the president is absent or is unable to perform his or her duties, the vice-president shall perform the president's duties until the Board directs otherwise. The vice-president shall perform all duties incident to the office.
- 5.07 *Secretary.* The secretary shall:
- (a) keep minutes of Board meetings;
  - (b) be responsible for providing notice to each member or director as required by law, the articles of incorporation, or these bylaws;

- (c) be the custodian of corporate records;
- (d) keep a register of the names and addresses of each member, officer and director;
- (e) receive and answer correspondence on behalf of the corporation;
- (f) receive the report of the Nominating Committee and any nominating petitions from the membership, cause same to be published, and provide for a ballot to be sent to all members not less than forty-five (45) days prior to the annual meeting, and, upon return of the ballots, shall count them and report the results to the Board prior to the start of the annual meeting; and
- (g) perform all duties incident to the office and other duties assigned by the president or the Board.

5.08 *Treasurer.* The treasurer shall:

- (a) have charge and custody over corporate funds and securities;
- (b) keep accurate books and records of corporate receipts and disbursements;
- (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the Board;
- (d) render payment for bills and encumbrances of the corporation as approved by the Board and/or upon receipt of an authorized invoice signed by the president or other officer designated by the Board;
- (e) prepare statements of financial condition for Board and annual meetings;
- (f) make the financial books and records of the corporation available to the president or Board upon request and to the Audit Committee as needed to complete their work;
- (g) complete all required corporate filings; and
- (h) perform all duties incident to the office and other duties assigned by the president or the Board.

## **ARTICLE VI CORPORATE DOCUMENT PROCEDURE**

All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or by these bylaws.

## **ARTICLE VI INDEMNIFICATION**

7.01 *Nonderivative Actions.* Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil,

criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

- 7.02 *Derivative Actions.* Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation, or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstance of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.
- 7.03 *Expenses of Successful Defense.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

- 7.04 *Contract Right; Limitation on Indemnity.* The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person with authorization of the Board.
- 7.05 *Determination That Indemnification is Proper.* Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstance because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. Such determination shall be made in any of the following ways:
- (a) By a majority vote of a quorum of the Board consisting of directors who were not parties to such action, suit, or proceeding.
  - (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
  - (c) By independent legal counsel in a written opinion.
  - (d) By the members.
- 7.06 *Proportionate Indemnity.* If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fins, or amounts paid in settlement for which the person is entitle to be indemnified.
- 7.07 *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need but be secured.
- 7.08 *Nonexclusivity of Rights.* The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

- 7.09 *Indemnification of Employees and Agents of the Corporation.* The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification of expenses of directors and officers of the corporation.
- 7.10 *Former Directors and Officers.* The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.
- 7.11 *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.
- 7.12 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

## **ARTICLE VIII COMPENSATION**

When authorized by the Board, a person shall be reasonably compensated for services rendered to the corporation as an employee, agent or independent contractor, except as prohibited by these bylaws. In particular, directors and officers shall not be compensated for their services to the corporation as directors or officers.

## **ARTICLE IX FISCAL YEAR**

The fiscal year of the corporation shall end on December 31.

## **ARTICLE X AMENDMENTS**

At any time up to 45 days before the annual meeting, the Board may propose amendments to the articles of incorporation and/or bylaws of the corporation.

Likewise, any member may, any time up to 45 days before the annual meeting, propose amendments to the articles of incorporation and/or bylaws of the corporation by delivering a written statement of such proposed changes to the Secretary of the corporation, in person or by mail delivered to the regular address of the corporation

At the time of notice of the annual meeting, notice of any known proposed amendments shall be included. Not later than 30 days prior to the annual meeting the Secretary shall provide to the members exact statements of any proposed amendments showing existing language proposed to be deleted and new language proposed to be added.

The Board may recommend for or against amendments proposed by members, or remain silent on the issue.

A quorum of members for the purpose of voting on proposed changes to the articles of incorporation or bylaws of the corporation shall be 50% + 1 of the members of record present in person or by properly executed proxies. If a quorum is present, then a 66% +1 majority of those members voting in the election shall be required for passage of a proposed amendment.

## **ARTICLE XI DISSOLUTION**

A motion to dissolve the corporation may be brought before the annual meeting of the members only if the intent to bring such motion is announced at least 45 days prior to the date of the meeting. The motion, having been made, seconded and debated, shall require a majority of 60% of the members of record entitled to vote in order to pass, regardless of the number of members present, whether in person or by proxy.