

INSTITUTE BYLAWS

The Gordon Institute for Music Learning

Revised March 19, 2017

ARTICLE 1

NAMES AND OFFICES

1.01 Names and Offices

The Gordon Institute for Music Learning (hereafter referred to as “GIML”) is a corporation under the general not for profit corporation act of the Commonwealth of Pennsylvania, State Corporation Entity ID No 986162. The registered office shall be maintained in Pennsylvania. The Corporation (hereafter referred to as “Institute”) may have such other offices, either within or without the State of Pennsylvania, as the Board of Directors may designate or as the affairs of the Institute may require.

GIML consists of a Parent Organization administered by a Board of Directors (hereafter referred to as the “Board”) and Chapters (state, regional, or international).

ARTICLE II

PURPOSE

2.01 Mission Statement

The purpose of GIML is to advance music understanding through audiation. We believe in the musical potential of each individual. We support an interactive community with opportunities for musical and professional development.

2.02 The Work of GIML

GIML has, at its core, the following tasks:

(A) Promoting Audiation Skills. To develop audiation skills in persons of all ages.

(B) Educating Teachers, Parents, Administrators, and Others. To educate and instruct individuals, both professionals and laypersons, about Gordon’s Music Learning Theory and the instructional approaches that have been developed that are consistent with that theory.

(C) Certifying of Instructors in Gordon’s Music Learning Theory. To provide a certification process recognizing qualified individuals as capable and accurate communicators of Gordon’s Music Learning Theory and its applications in educational environments.

(D) Generating Publications. To oversee, promote, and encourage research, writing and publication of theoretical and instructional materials related to Gordon's Music Learning Theory.

ARTICLE III

MEMBERSHIP

3.01 Populations served by GIML

GIML will work with a wide range of music educators and any others interested in music development through audiation.

GIML has a special concern for reaching persons from backgrounds and socioeconomic groups that do not traditionally have access to such resources, so that the theory and methods researched by its activities will be relevant to all populations.

3.02 Area served by GIML

GIML will interact with music education communities locally, in states, in regions, nationally, and internationally.

3.03 Members

(A) Definition of a Member. A member is defined as one who believes in Music Learning Theory and its practical application in any aspect of music education, and supports the mission of the Institute. Any person or organization interested in the mission and work purposes of the Institute shall be eligible for membership. To be a member, one must pay annual dues to the organization as determined by the Board on an annual basis. No membership dues or fees shall be raised within the year for which they have been paid.

(B) Benefits of Membership. Those who choose to become members of the Institute receive the following benefits: (a) One (1) copy of any and all GIML publications for the membership year, (b) discounts at GIML workshops, conferences, and other events, (c) GIML membership directory, (d) other items the Board deems appropriate to its mission.

(C) Categories of Membership. Categories of membership and rights and benefits pertaining thereto (including the right to vote any limitations or denial of same) shall be determined based on the dues structure established by the Board of the Institute.

3.04 Rights of Membership

All individuals holding membership in the Institute shall have the right to stand for election to office, attend meetings of the Institute, and through their chapter representatives participate in elections of the Board, with the exception of the office of President-elect. Members directly elect the President-elect. Members may have such other rights and benefits of membership as the Board may determine.

Members are encouraged to join Chapters near their places of employment or residence. In the case where no Chapter exists, members are entitled to membership in a primary

Chapter of their choosing as part of their annual dues. Persons wishing to join additional chapters may do so by paying the fee stipulated in the dues schedule of those chapters.

3.05 Meetings of the Membership

Generally, meetings of the membership will take place at the International GIML Conference or, in years in which there is no a conference, be hosted by the individual Chapters.

(A) Annual meeting. The annual meeting of members shall be held at the International GIML Conference, at a time and place designated by the Board, or by the Board of each Chapter in non-conference years.

(B) Special meeting. The President, Board, or the Board of a Chapter may call special meetings of the membership.

(C) Notice. Written notice stating the place, day, and hour of the meeting of members shall be delivered not less than twenty (20) days before the date of the meeting.

(D) Other meetings. The Parent Organization encourages members of various chapters to work together to hold conferences and workshops at places and times to be determined by the respective conference planning committees. The Parent Organization also encourages chapters to work together to pursue projects with regional interests.

(E) Attendance. All meetings of the membership shall be open to any member of the Institute. When a member of one Chapter attends a meeting of another Chapter as a visitor, the visiting member may not vote at such meetings.

3.06 Quorum of Membership

For meetings of the membership at the International GIML Conference, quorum consists of the majority of the members attending the meeting. For meetings held at the chapter level, each chapter will set a quorum and stipulate that quorum in its by-laws. In the absence of a quorum at a meeting of a chapter, any action taken at a meeting shall be recommendatory only, but may become valid action if subsequently confirmed by a majority vote, in conformity with the quorum requirements, by an email ballot of the membership entitled to vote.

3.07 Termination or Denial of Membership

Membership shall terminate automatically without the necessity of any action by the Board whenever any member fails to pay dues when said dues are due and payable or when in its sole and absolute discretion the Board determines that any member appears to have acted in violation of the Articles of Incorporation and the Bylaws.

ARTICLE IV
GOVERNANCE

4.01 Board of Directors

(A) Composition of Board. The Board shall consist of the following: Members of the Executive Committee, who are the Officers of the Institute (President, Immediate Past-President, President-elect, Secretary, Treasurer), the President or Representative from each active chapter, and Commission Chairs. The same person may hold any two offices. The Executive Director serves as an ex-officio member of the Board. If there is not a GIML faculty member on the Board, the President should invite a faculty member to join the meetings as an ex-officio member.

All members of the Board shall be persons familiar with and committed to the purposes of the Institute as stated herein, and committed as well to work dependably, according to specified agreements which may change from time to time, to further these purposes.

(B) Duties. The Board of Directors as a whole is responsible for the Institute on the broad scale. The officers take the detailed responsibility, and, with independent contractors as necessary, carry out the directives of the Board. The work of the officers shall be overseen and reviewed by the President.

The Institute and the Board shall have and shall exercise all powers of a not for profit corporation under the laws of the Commonwealth of Pennsylvania, including but not limited to the power to:

- (i) employ auditors,
- (ii) delegate powers and duties to its officers and employees, and provide for the business and conduct of annual and special meetings,
- (iii) establish, oversee, and establish chapters,
- (iv) establish, oversee, and establish committees and other bodies for various purposes,
- (v) remove any officer by unanimous vote of the Board,
- (vi) recommend to the membership the adoption, revision, amendment, and repeal of bylaws of the Institute, and
- (vii) oversee the Executive Director.

(C) Board Meetings.

(i) Schedule of meetings. The Board will meet twice per year. One meeting will be held in the spring and one meeting will be held in the fall. Additional regular or emergency meetings may be called by the President or any five members of the Board.

(a) Fall Biannual Meeting. This meeting will provide for progress reports of the various working groups of the Board.

(b) Spring Biannual Meeting. This meeting shall provide for the following necessary matters of governance:

(i) The adoption of a preliminary fiscal year budget

(ii) Review of the performance of Executive Director, and (re-)election of officers and Board Members

(iii) Such other business as may properly come before it.

(c) Additional Regular and Emergency Meetings. Meetings additional to the Biannual Meetings may be called, on a regular or emergency basis, at the request of the President or any five members of the Board. Notice of emergency meetings shall be given at least 5 days prior to the meeting, by written notice delivered by email to each Board member.

When an emergency meeting is called, every reasonable effort should be made to contact all members of the Board and to choose a time that will maximize participation. Unless waived by unanimous consent of the Board, a quorum is required to constitute a legitimate meeting. A full report of such emergency proceedings shall be made in writing to all board members within 3 to 5 days of the meeting. Any board member can raise questions about such proceeding at the next regular meeting.

(ii) Notification and participation. Meetings of the Board shall be held upon written or email notice made not less than twenty (20) days before the date of the meeting. Meetings shall be at the call of the President or any five members of the Board. All Board meetings shall be open to any member of the Institute. At the personal expense of a member so requesting it, or, if the Board the Institute's budget permits, at the Institute's expense, any one (1) or more of the members of the Board or any committee may participate in any meeting of the Board or any committee by means of a conference telephone call or other technology that allows for all meeting participants to hear and be heard. Board members participating by means of telecommunications media shall be deemed to have been present at such meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a unanimous written consent to such action is signed, either in hard copy or electronically, by all members of the Board, as the case may be, and such written consent is filed with the minutes of its proceedings. Each member of the Board may sign a separate copy of the unanimous written consent document. If there is any dissent, the decision or action shall not be taken and can be considered at the next Board meeting.

(iii) Agenda. The President, in consultation with the Executive Committee, shall prepare the agenda for any meeting and distribute it by email at least one week before the meeting. The agenda shall be reviewed at the start of each meeting, and adopted or revised by agreement of the Board.

(iv) Minutes. The Secretary shall keep minutes of each Board meeting. Minutes shall be distributed no later than 15 days following each meeting. The minutes shall contain the time, date, place, and purpose of the meeting, a list of those present and absent, and a concise, accurate summary of the business transacted. At the beginning of each meeting, the minutes from the previous meeting shall be reviewed for corrections, approval, and to verify that called-for actions have been taken.

(v) Decision-making processes. Except as provided otherwise in these bylaws, all decisions and actions may be settled by a simple majority vote of those present, although it is expected and desirable that discussion will in most cases lead to a general agreement among those present.

(a) Quorum. Unless otherwise required by these bylaws or by specific resolution of the Board, a majority of the number of Board members shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority is present at any meeting, a majority of those present may adjourn the meeting without further notice.

(b) Absence. Absence of any Board member from any meeting connotes agreement to abide by the decision of those present.

(c) Consensus decisions. A few extraordinary decisions and actions will require a full consensus of all those present. Consensus in this case consists of the full agreement by vote of all present, with the provision that a person or persons who are not in agreement may abstain and allow the decision to carry on the basis of the agreement of others. This abstention to allow action despite difference of opinion shall be noted in detail in the minutes (name of abstainer, reasons for abstention, reason for willingness to allow the consensus to stand). If such person/s in disagreement are not willing to abstain in this manner, the decision or action shall not be taken.

Those decisions and actions so governed include:

(i) Dismissal of the President against his/her will.

(ii) Any substantive changes in the statement of the purpose of the Institute as stated in these bylaws or in official papers filed with government agencies.

(iii) Any amendment to the bylaws affecting decisions by consensus.

(D) Removal of Officers or Board Members. Board members and officers may be removed from their position only when they clearly have failed to fulfill their responsibilities. Except in the case of President, as otherwise provided for in these bylaws, removal requires a two-thirds majority decision by the Executive Board. If contested, the decision may be brought once before the Board for reconsideration any time within one year from the date of the original decision. Specific grounds for removal include:

(i) Absence without due cause from two meetings. Due cause includes illness or other pressing necessity. The absentee Board member shall provide clear and timely notice to the Executive Director and the President.

(ii) Failure to perform duties accepted by agreement with the Board. (Such duties must be stated in writing into the approved minutes of a meeting.)

(E) Vacancies. Any vacancies on the Board may be filled by agreement of a two-thirds majority of those present.

4.02 Commissions

(A) Commission names. The Commissions include the Development Commission, the Education Commission, the Membership Commission, and the Publications Commission.

(i) Development Commission. The Development Commission is responsible for long range strategic planning, growth and expansion of the Institute, and developing action plans for realization of the goals set forth in the strategic plan. The Chair of this commission serves as conference committee chair for the International Conference on Music Learning Theory.

(ii) Education Commission. The Education Commission oversees Professional Development Levels Courses (PDLC) including granting of PDLC completion certificates, Faculty Certification, organizes faculty development, provides a list of possible resources for Chapter-sponsored workshops, and manages the dissemination, collection, and distribution of applicant material for board review for awarding of the Carol Gordon Professional Development Scholarship.

(iii) Membership Commission. The Membership Commission promotes and retains membership and oversees monthly publication of the eBlast.

(iv) Publications Commission. The Publications Commission oversees the call for article submissions, peer review process, editing, layout, and biannual publication of *Audea*, and oversees all other GIML publications, including the website, with regard to content.

(B) Commission meetings. Each Commission will meet twice-per-year. One meeting will be held in the spring and one meeting will be held in the fall.

(C) Commission Chair responsibilities. Commission Chairs shall be responsible for overseeing and directing the work of his/her respective Commission, including the calling of meetings as necessary and reporting activities of his/her Commission to the Board. They shall prepare and distribute to all members of the Board prior to each meeting, and whenever else required, a summary of all recommendations emanating from his/her Commission. In addition, they must attend all meetings of the Board or send a proxy in his/her place.

(C) Commission recorder. A “recorder” appointed by each Commission Chair will keep minutes of each Commission meeting. Minutes of each Commission meeting shall be

distributed to members of that Commission and to the Executive Director who will maintain copies of those minutes.

4.03 Standing Committees

All actions and decisions of all committees are subject to the review of the entire Board.

(A) Standing committee names and duties. Standing committees include the following:

(i) Finance Committee. The Finance Committee is responsible for assisting the Board in maintaining member confidence and support in the fiscal state of the organization. The main goal of the finance committee is to work to ensure that the organization is in good financial health, that the assets are protected, and that resources are used appropriately.

(a) Presiding Officer. The presiding officer of the Finance Committee is the Treasurer.

(b) Members. The members of the Finance Committee are the President, President-elect, Executive Director (ex-officio), and one additional member of the Executive Board or a member at large with expertise in financial matters who is appointed by the President and is approved by the Board.

(c) Functions. The Finance Committee, in conjunction with the Executive Director, performs the following functions:

(i) obtains all financial reports from US Chapters and their respective Treasurers; International Chapters do not submit financial reports,

(ii) reviews financial reports for completeness and accuracy,

(iii) recommends investment strategies,

(iv) reviews current fiscal year budget to assure compliance, and

(v) prepares the annual budget and present it to the Board for consideration.

(ii) Nominating Committee. The Nominating Committee is responsible for identifying qualified nominees for the elected leadership of the Institute. The members of the committee, therefore, have a tremendous influence on the future of the Institute and should themselves be selected carefully.

(a) Presiding Officer. The presiding officer of the Nominating Committee is the Immediate Past-president.

(b) Members. Members of the Nominating Committee are appointed by the Board and need a broad acquaintance with the membership as well as an understanding of the Institute's purpose and functions. Members of the committee may be nominees without resigning from the committee. If

committee members are themselves nominated, they should excuse themselves while their nomination is considered and return to vote.

(c) Functions.

(i) The Nominating Committee must present at least one nominee to the Board for each office to be filled; in addition, the Committee must present at least one nominee for the position of Chair of each commission and for each open position on the commissions. The Board will elect from the slate of nominees, with the exception of the Office of President-elect. The Board will approve a slate of no more than two nominees for the President-elect from the suggestions of the Nominating Committee. Then that slate will be presented to the GIML membership for a general election. International chapters will receive the number of votes for which they have paid dues to the Institute and will vote in the election of the President-elect according to their Chapter Bylaws. The President-elect will be the person who receives the most votes in that general election.

(ii) The Nominating Committee must examine carefully the qualifications of each suggested nominee and match jobs to individual's strengths.

(iii) The Nominating Committee is responsible for checking the membership status of each nominee to be sure that each nominee is a GIML member.

(iv) The Nominating Committee must get consent of nominees before placing their names in nomination. If a nominee withdraws before the election is held, the committee meets and presents the name of another candidate.

(iii) Executive Committee. The Executive Committee shall consist of the Officers of the Institute and shall be responsible for overseeing and managing the Institute. The Executive Committee is responsible to the Board.

(a) Presiding officer. The presiding officer of the Executive Committee is the President of the Institute.

(b) Members. Members of the Executive Committee are the President, Immediate Past-president, President-elect, Secretary, and Treasurer. The Executive Director serves ex-officio.

(c) Functions.

(i) *Financial.* The Executive Committee is responsible for making sure that all financial responsibilities and obligations of the Institute are met, including the securing of funds for its work and the budgeting and disbursement of those funds for the purposes for which the Institute was established.

(ii) Legal. The Executive Committee is responsible for making sure that all activities of the Institute are pursued solely for the purposes for which it was incorporated, as stated in these bylaws and other official papers; and that all actions and policies of the Institute are in accord with relevant federal, state, and local laws.

(iii) Fiduciary. The Executive Committee is responsible for making sure that all the affairs of the Institute are organized and conducted in keeping with the public trust and with its own stated purposes.

(iv) Personnel. Should the Officers find it necessary to hire employees rather than use independent contractors to carry out its mission, the Executive Committee is responsible for making sure that fair and equitable policies will be established and maintained in all dealings with such personnel that may be hired by the Institute. The Executive Committee shall directly supervise the work of the Executive Director.

(iv) Ad hoc committees. Ad hoc committees can be established by the President, Executive Board, or upon recommendation of the Commissions with Executive Board approval, to undertake specific assignments. They will report to the Board, which will receive and act on their reports and recommend appropriate action. When an ad hoc committee is proposed, there should be a specific charge, deadline for completion and recommendation for members of the committee.

4.04 Officers

(A) President. The President is the principal executive officer of the Institute and is subject to the control of the Board. The President shall in general supervise all of the business of the Institute. In this capacity, (s)he is responsible to see that the Institute operates at all times in keeping with the faith placed in it by the membership. (S)he shall also ensure that the activities of the Institute are carried out in keeping with its stated purpose, and that this purpose is pursued in order to further the good of all, and not for any gain or interest. The President serves as the public face of the Institute. The President also shall perform, or ensure the performance of, other specific responsibilities: act as presiding officer at all meetings of Members of the Institute, the Board, and the Executive Committee; call special meetings of the Executive Committee or Board; sign, with the Treasurer or any other proper officer of the Institute authorized by the Board, deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or the Bylaws to some other officer or agent of the Institute or shall be required by law to be otherwise signed or executed; as a member of of the Finance Committee, help to determine whether staff and other financial resources are available to support proposed activities of the Committees and Commissions before those recommendations reach the Board for approval; perform all acts and duties usually required of an executive to insure that all orders and resolutions of the Board are carried out; appoint committees and act as ex-officio member of all committees, and render an annual report at the annual meeting of Members; and in general perform all duties incident to the office of President as well as such other duties as may be prescribed from time to time by the Board.

(B) President-elect. The President-elect, in the absence or disability of the President, in consultation with and/or under the supervision of the President, shall, at the discretion and review of the Board, assume any and all of those specific duties listed above. In addition, in the absence of the President or in the event of his/her death, inability, or refusal to act, the President-elect shall perform the general fiduciary responsibility of the President. The President-elect is responsible for recording tasks and overseeing completion of assigned responsibilities by Board members. As a member of of the Finance Committee, (s)he helps to determine whether staff and other financial resources are available to support proposed activities of the Committees and Commissions before those recommendations reach the Board for approval. In addition, (s)he performs such other duties as from time to time may be assigned to her/him by the President or by the Board. At the end of his/her 3-year term, the President-elect shall assume the office of President.

(C) Immediate Past-President. The Immediate Past-President shall serve as an advisor to the President and shall be responsible for keeping records of terms of office and rotation of Board members, and, as presiding officer of the Nominations Committee, shall be responsible for nominating officers, commissions chairs, and commission members. (S)he also will oversee the general election of the President-elect, which must be completed no later than 30 days following the approval of the slate of candidates by the Board.

(D) Secretary. The Secretary shall record and maintain minutes of all meetings of the Board and Executive Committee, including on-line meetings, and Institute business managed via e-mail in which (s)he was included or copied. In carrying out his/her duties, the secretary shall perform the following:

- (i) complete a roll of attendance at each meeting of the Board and Executive Committee,
- (ii) prepare a draft of the minutes of Board and Executive Committee meetings and furnish copies to members of the Board and Executive Committee, as appropriate, for review in a timely manner (1-2 weeks),
- (iii) submit minutes for approval at the next Board or Executive Committee meeting,
- (iv) distribute approved copies of the minutes to all Board and Executive Committee members and the historian for archival,
- (v) maintain the full record and index of minutes of the Board and Executive Committee, in electronic and print formats, for the length of his/her term and convey the complete set to the new Secretary upon the end of term, and
- (vi) perform such other duties as may be prescribed by the President or the Board.

(E) Treasurer. The Treasurer shall supervise the keeping of the financial records and dealings of the Institute in books belonging to the Institute and deliver such books to his/her successor. The Treasurer may have the assistance of an accountant or auditor, who shall be employed by the Institute as a Common Expense. (S)he shall prepare and distribute to all of the members of the Board prior to each meeting, and whenever else required, a summary of the financial transactions and condition of the Institute from the preceding year. In addition, the Treasurer shall work with the Executive Director to perform the following:

- (i) manage the care and custody of all funds, securities, and investments of the Institute;
- (ii) working with the Executive Director, perform all duties incident to the office of Treasurer including preparation of the annual budget, Fiscal Year End and other reports, filing of IRS documents including Corporate Tax Returns, Forms 1099 and 1096, and such others as necessary under the law;
- (iii) attend all meetings of the Board and Executive Committee;
- (iv) preside over the work of the Finance Committee; and
- (v) perform such other duties as may from time to time be assigned to her/him by the President or the Board.

4.05 Elections and Terms of Office

Other than for the office of President-elect, the Board elects officers and Board members from the slate of nominations provided to them by the Nominations Committee. The term of office for officers and Board members shall be three years (one-third of the current number of Board members shall be up for replacement or re-election each year). Initially, one-third of the

members shall be elected for one year, one-third for two years and one-third for three years, the term designated by lot). Officers shall be elected by a simple majority decision; term of office shall be 3 years. The Immediate Past-president will oversee the general election of the President-elect, which must be completed no later than 30 days following the approval of the slate of candidates by the Board.

4.06 Compensation

Officers of the Institute may be paid for their work at the discretion of the Board. If an officer is paid, (s)he shall relinquish his/her voting eligibility on the Board.

4.07 Additional Boards

(A) Advisory Board. Members of the Advisory Board will include well known experts in public service, both practitioners and scholars, and representatives from various organizations that support public service. The Advisory Board has no regular financial or meeting commitments. They may attend Board meetings at their own discretion or at the request of the Executive Committee, but they are not voting members. The Advisory Board was created to serve as an extension of the Board of Directors. Members of the Advisory Board will provide services to the Board of Directors upon request, provided such requests are reasonable in nature. Services provided by the Advisors shall include, but are not limited to, the following: legal advice, non-profit corporation advice; advice on specific areas (e.g. public relations), fund raising, and time management techniques. Positions on the Advisory Board shall be appointed by the President subject to approval of the Board of Directors. Recommendations for appointment to the Advisory Board may be made by any member of the Board of Directors or by members of the Honorary or Advisory Boards.

(B) Honorary Board. Members of the Honorary Board are prominent persons who believe in Music Learning Theory, and who consequently accept the invitation of the Board of Directors to support the mission of GIML. Being a member of the Honorary Board does not preclude the possibility of being a member of the Board of Directors.

ARTICLE V

EXECUTIVE DIRECTOR

5.01 Duties

The Executive Director shall be responsible for directing the day-to-day operations of the Institute. The Executive Director is the chief staff person of the Board and manages all of the business of the Institute, facilitating the work of the Board, the committees, and the commissions. The Executive Director reports to and is evaluated by the Board. In managing the affairs of the Institute, the Executive Director shall perform the following duties:

(A) maintain a business office for the Institute and perform such duties as assigned by the Board.

(B) manage all Accounts Receivables for the Institute including
(i) issue receipts for moneys and other properties received by the Institute,

- (ii) deposit of all moneys of the Institute in such banks or other depositories as shall be selected by the Board,
- (iii) manage all Accounts Payable for the Institute,
- (iv) disburse funds as ordered by the Board, taking proper vouchers for such disbursements,
- (v) pay all accounts payable for the Institute, and
- (vi) supervise financial record keeping of each Chapter.

(C) serve as an ex-officio member of the Board, Executive Committee, and Finance Committee.

(D) maintain membership records for the Institute.

(E) maintain professional development level records (including participant rosters, site plans, site final reports) for the Institute.

5.02 Terms of Employment

The Executive Director is appointed by contract to a three-year term and is evaluated annually by the Board and provided written feedback. At the end of the three-year term, the Board will determine whether to issue another three-year contract. If the Executive Director fails to fulfill the terms of the contract, the Board may vote to terminate the contract.

ARTICLE VI

CHAPTERS

6.01 Chapter formation

Proposed chapters may be formed by any interested group of 12 or more persons in a geographic area. The proposed chapter will be assigned a mentor chapter. After functioning as a proposed chapter for two years with 12 dues paying members, the proposed chapter shall become an official chapter. Chapters in the United States will use The Parent Organization Tax ID number and will follow the same fiscal year as The Parent Organization.

6.02 Chapter governance

Each proposed chapter will write a mission statement and bylaws and elect officers. Chapter Bylaws can be more stringent than The Parent Organization Bylaws but must not be in conflict with The Parent Organization Bylaws. When such a discrepancy occurs, The Parent Organization Bylaws will govern.

6.03 Chapter reporting

Within 30 days of the close of the fiscal year, each US chapter will submit annual financial reports to the Treasurer and the Executive Director of the Institute using forms distributed by The Parent Organization. International Chapters will have no financial connection to The Parent Organization.

6.04 Chapter Disolution

If chapter membership falls below 12 persons for two consecutive years, that chapter will be dissolved by action of the Board.

ARTICLE VII

INDEMNIFICATION

7.01 Indemnification

The Institute may, by special resolution of the Board, undertake to indemnify Board members, past or present, for expenses reasonably incurred in relation to defense of any action to which they are made parties by their position in the Institute. However, this commitment to indemnification shall not apply in relation to matters as to which they shall be adjudged in such actions liable for negligence or misconduct in performance of duty.

ARTICLE VIII

CONFLICT OF INTEREST

8.01 Conflict of interest

All Board members must sign a Conflict of Interest Disclosure Form. No Board member shall remain in service if it can be shown clearly that (s)he stands to receive substantial private gain from the activities of the Institute. Further, the Institute, its Board, officers and staff are all required to make a dependable commitment to pursue only those actions that are for the specific purposes for which this Institute is established, and that adhere fully to the law and are consistent with the trust which the public had placed in this undertaking.

ARTICLE IX

FISCAL MANAGEMENT

9.01 Fiscal Year

The fiscal year of the Institute and its U.S. chapters shall begin on the first day of July and end on the 30th day of June.

9.02 Financial Review

The accounts of the Treasurer shall be reviewed by the Finance Committee at the end of each fiscal year and at such other times as are deemed by the Board to be expedient or necessary.

9.03 Financial Reports.

A report based on such audit or review shall be made to the Board by the Treasurer at least once annually and transmitted by the Executive Director to the members of the Board. Additional

financial reports shall be made available to the members of the Board in such form and at such times as shall be required by resolution of the Board at the Annual Meeting for the coming fiscal year.

9.05 Power to Execute Financial Transactions.

The President of the Institute or his/her designate, with guidance as may be offered by the Board, shall have the power to authorize expenditures and income transactions and the establishment of accounts.

The Executive Director and Treasurer of the Institute or their designate shall have the power to sign checks and carry out other day-to-day financial business of the Institute.

ARTICLE X

POLICY AND FORMAL RESOLUTIONS

10.01 Policy and formal Resolutions

The Board in its entirety may pass at its discretion any policy statements or formal resolutions that shall aid in the carrying out its business responsibilities or in the fulfillment of the stated purposes of the Institute. Any member of the Board may propose such statements or resolutions. Once passed by the Board, the secretary shall place the statement or resolution in the minutes. The President or his/her designate is responsible for ensuring compliance or notification relative to such actions of the Board.

ARTICLE XI

AMENDMENT TO OR REVISION OF THE BYLAWS

11.01 Bylaws revisions and amendments

Any member of the Board, voting or nonvoting, may propose amendments to or revisions to these Bylaws. A two-thirds majority is required to adopt such amendments or revisions, except in the case of those provisions requiring or involving consensus defined herein, in which case a consensus decision is required. The Executive Director shall add amendments and revisions so proposed and adopted to the official record, and minutes to that effect shall be distributed in the manner described elsewhere in these Bylaws.