



Bylaws for the International Society for
Quantitative Ethnography

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Article I. Management

The management of the corporation shall be vested in a Board of Directors which shall exercise general supervision over the affairs of the Society, subject to the provisions of these By-Laws. In the management and control of the property, business, and affairs of the corporation, the Board of Directors is hereby vested with all the powers possessed by the corporation itself, so far as this designation of authority is not inconsistent with the laws of the State of Wisconsin, with the Articles of Incorporation, with these By-Laws, or with any duties, obligation or restrictions imposed on the operation, management, property, business and affairs of corporations qualifying as tax-exempt organizations under Section 501 (c)(3) of the Internal Revenue code of 1986, as amended, and related provisions.

Article II. Directors

Section II.01 Number of Directors

The Board of Directors shall consist of five (5) voting individuals elected by the members for staggered terms of four years each.

Section II.02 Compensation

Except as otherwise provided in these By-laws, the Board will prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Society.

Section II.03 Removal

- (a) Any director may be removed with approval of more than sixty-six percent (66%) of the directors then in office.
 - (i) *Removal of a director shall be effective when the vote is concluded unless the notice specifies a later time.*
- (b) Any director may resign by giving written notice, whether by email or email or other electronic format, to the President or to the Board of Directors.

- (i) *The resignation of a director shall be effective when written notice is given unless the notice specifies a later time.*
- (c) If the office of a Director or agent becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the Directors may by vote of a majority of a quorum choose a successor or successors who shall hold office until the next scheduled election.

Section II.04 Election

(a) Nominations

- (i) *Once every other year, the Board of Directors shall solicit nominations of Members to serve on the Board of Directors.*
 - 1) The time of the election will be set by the Board of Directors, but must be held within 24 months of the previous election unless the Board of Directors stipulates otherwise.
- (ii) *Such solicitations will be sent to all Members by mail or email or other electronic format.*
- (iii) *Each Member may nominate no more than two Members for each vacancy to be filled.*
- (iv) *The nominating committee will select from among those nominated to create a slate.*
- (v) *The Board of Directors may at its discretion nominate up to one additional person for each vacancy.*

(b) Balloting

- (i) *The names of Members nominated shall be placed on an election ballot, which shall be mailed or emailed to all Members or sent by other electronic format.*
- (ii) *Each Member can cast as many votes for candidates as there are vacancies.*
- (iii) *Thirty days after the distribution of the election ballot, the election shall be closed, and the ballots counted.*

(iv) In case of ties, the President shall cast the deciding ballot.

(c) Vacancies

(i) In the case of resignation, recall, or death of a member of the Board of Directors, the resulting special vacancy shall be filled in conformity with Section 2.03 above, at the time of the next scheduled election. People elected to fill special vacancies shall only serve the unfilled term of office of that vacancy.

Article III. Meetings of directors

Section III.01 Types of meetings

- (a) Annual Meetings. The annual meeting of the directors shall be held at a time and place to be selected by the Board, and notice of said annual meeting shall be given not less than twenty (20) days prior thereto in writing.
- (b) Other Meetings. The Board of Directors shall determine the frequency and dates of other meetings.

 - (i) Other meetings of the Board may be called at any time by the President in, or upon the written request of at least three (3) members of the Board.*
 - (ii) Five (5) days' notice shall be given prior to the meeting of the Board unless the requirement for such notice is agreed to by mail, email, or other electronic format by 66% of the members of the Board.*

Section III.02 Voting

- (a) No proxy votes shall be allowed, and all matters submitted to vote shall be deemed adopted upon the majority vote of the directors present at the meeting or voting.
- (b) Members of the board may attend Board meetings online or by telephone in order to cast their votes.

- (c) Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present, as defined below, shall be regarded as the act of the Board of Directors unless a greater number shall be required by law or by these By-laws.
- (d) Except as otherwise provided in these Bylaws or in the Articles of Incorporation of the Society, a quorum shall be necessary for the conduct of the transaction of business of the Board of Directors. A quorum is defined as being a majority of the voting members of the Board of Directors.

Section III.03 Action without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of these By-laws may be taken without a meeting, if:

- (a) All voting members of the Board of Directors shall individually or collectively consent in writing to such action; or
- (b) A majority of voting members of the Board of Directors shall individually or collectively consent in writing to such action; AND no voting member of the Board of Directors objects in writing to such action within seven (7) days from the date such action is initially proposed and received in writing by the voting members of the Board of Directors.
- (c) For purposes of Article III Section III.03(b), sending of an email by any voting member of the Board of Directors to all voting members of the Board of Directors shall constitute proposing an action and receiving said proposal in writing by all voting members of the Board of Directors.
- (d) Such written consent or consents shall be filed with the Minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section III.04 Waiver of Notice or of Meetings

- (a) Whenever any notice whatever is required to be given by these By-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to such notice.
- (b) Attendance at a meeting shall of itself constitute waiver of notice and waiver of any and all objections to the place or time of the meeting, or the manner in which it has been called or convened except when such attendance is solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of business.

Section III.05 Conduct of Meetings

- (a) Meetings of the Board of Directors shall be presided over by the President or, in his or her absence, by an acting Chairperson chosen by the President or a majority of the directors present at the meeting if the President has not selected an acting Chairperson.
- (b) The Secretary of the Society shall act as secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Article IV. Officers

The officers of the Society shall be the President of the Board of Directors (the "President"), the Secretary, the Treasurer, and up to three Vice Presidents. An officer position can be filled by co-officers, and a single person can fill more than one officer position.

Section IV.01 President

The President shall be elected by the members of the Board of Directors to serve a term of two years.

- (a) In the case of a tie, the current President will cast the deciding vote.
- (b) The President may not serve more than two consecutive terms except by unanimous vote of the Board of Directors.
- (c) The President shall preside at meetings of the Board of Directors and at meetings of the Members.
- (d) The President shall perform all the duties commonly incident to his or her office and shall perform such other duties as the Board of Directors shall designate, which shall include, but not be limited to:
 - (i) *the appointment of standing and special committees, and the chairpersons thereof, and*
 - (ii) *serve as a voting member upon all such committees.*

Section IV.02 Secretary

The Secretary shall be elected by the members of the Board of Directors to serve a term of two years.

- (a) The Secretary may not serve more than two consecutive terms except by unanimous vote of the Board of Directors.
- (b) The Secretary shall keep accurate minutes of all meetings of the Board of Directors, shall perform all the duties commonly incident to his or her office, and shall perform such other duties and have such other powers as the Board of Directors shall designate.
- (c) In his or her absence at any meeting, an Assistant Secretary or a Secretary pro tempore shall perform his or her duties thereat.
- (d) The Secretary, an Assistant Secretary, and any Secretary pro tempore shall be sworn to the faithful discharge of his or her duties.

Section IV.03 Treasurer

The Treasurer shall be elected by the members of the Board of Directors to serve a term of two years.

- (a) The Treasurer may not serve more than two consecutive terms except by unanimous vote of the Board of Directors.
- (b) Unless otherwise determined by the Board of Directors, the Treasurer shall:
 - (i) *have custody of the corporate funds,*
 - (ii) *shall keep adequate and correct accounts of the corporation's properties and business transactions,*
 - (iii) *shall disburse such funds of the corporation as may be directed by the Board of Directors,*
 - (iv) *shall maintain an account of all transactions and the financial condition of the corporation, and*
 - (v) *in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law or by these By-laws, or which may be prescribed to him or her from time to time by the Board of Directors.*
- (c) The Treasurer shall keep accurate books of account of the Society's transactions which shall be the property of the Society, and, together with all its property in his or her possession, shall be subject at all times to the inspection and control of the Board of Directors.
- (d) At the expiration of his or her term of office, the Treasurer shall turn over to his or her successor all monies and property of the Society.
- (e) The Treasurer shall submit to the Board of Directors an annual fiscal report as soon as is feasible after the close of the fiscal year; provided, however, in no event shall such report be submitted later than sixty (60) days after the close of such fiscal year.

Section IV.04 Vice Presidents

Vice Presidents shall be elected by the members of the Board of Directors to serve a term of two years.

- (a) Vice Presidents may not serve more than two consecutive terms except by unanimous vote of the Board of Directors.

- (b) Except as specifically limited by the Board of Directors, any Vice President, as designated by the Board, shall perform the duties and have the powers of the President during the absence or disability of the President.
- (c) Vice Presidents shall also perform such other duties and have such other powers, as the Board of Directors shall designate.

Article V. Membership

Section V.01 Individual members

- (a) Any individual may become a Member of the Society if sponsored in writing by two current members.
- (b) An alternate method of becoming a member of the Society is also provided: anyone awarded a Ph.D. (in any field), or who submits evidence of having made a scientific contribution to, the field of quantitative ethnography, may apply for membership by writing to the President, who will, at his or her sole discretion, decide whether to grant membership.

Section V.02 Scientific journals

- (a) A scientific journal in a field of quantitative ethnography may apply for journal affiliation by writing to the President.
- (b) Such affiliation must be approved by the Board of Directors for a term of four years, renewable without limit.

Section V.03 Scientific conferences

- (a) A scientific conference in a field of quantitative ethnography may apply for conference affiliation by writing to the President.
- (b) Such affiliation must be approved by the Board of Directors for a term of two years, renewable without limit.

Section V.04 Other organizations

- (a) An organization may apply for organizational affiliation by writing to the President.
- (b) Such affiliation must be approved by the Board of Directors for a term of four years, renewable without limit.

Section V.05 Membership lists

- (a) The Secretary of the Board of Directors will maintain an electronic list of current Members and their contact information.
- (b) The purposes for such a list are:
 - (i) *communicating with Members, and*
 - (ii) *any other purposes that the Board of Directors decides will advance the mission of the Society;*
 - (iii) *except that the Board shall not be permitted to sell such list or any portion of it to a third party without the consent of the Members whose information is being shared.*

Section V.06 Transfer of membership

- (a) A Member may not transfer or confer its membership to another person or entity without requesting such transfer by writing to the President.
- (b) Permission to transfer membership can only be granted by the Board of Directors.

Section V.07 Removal of members

- (a) The Board of Directors may expel a Member from the Society if the Member behaves in a manner that the Board determines to be injurious or prejudicial to the objects or interests of the Society.
- (b) Regardless of the expulsion date, no refund of membership fees paid will be granted.

(c) Process for removal

- (i) *The Secretary shall notify in writing the Member(s) concerned at least 14 days before consideration of the expulsion.*
- (ii) *The notification shall include the reasons for the consideration and advice as to the rights of the Member pursuant to this clause.*
- (iii) *The Member concerned shall be given a full and fair opportunity to present their case before any resolution is made to terminate or suspend membership.*
- (iv) *The Member shall not have the right to appeal a decision of the Board of Directors that terminates their membership.*

Section V.08 Acceptance of bylaws

In becoming an individual Member or affiliated entity, individuals or entities agree to be bound by the provisions of these By-laws.

Article VI. Meetings of mentors

Section VI.01 Meetings of the Members shall be held at times and places and under rules determined by the Board of Directors.

Section VI.02 The Agenda for a Meeting of Members shall be determined by the Board of Directors.

Section VI.03 Members will be notified by mail, email, or electronic communication at least twenty (20) days in advance of such meeting.

Section VI.04 The purpose of such meetings shall be:

- (a) to inform Members of policies, decisions, or other issues related to the business of the Society, and
- (b) to solicit feedback on such issues from the membership.

Section VI.05 Voting

- (a) As provided in the articles, Members have no voting rights or any other rights or powers in the Society other than those delegated by the Board of Directors in these By-laws.
- (b) If the Board of Directors choose, they may put questions of import to the Society to a vote of the Members.
 - (i) *Unless the Board of Directors deem otherwise, only individual Members of the corporation may vote at the annual meeting of the Members.*
 - (ii) *The Board of Directors will set the terms of such voting, including but not limited to requirements for quorum, processes for voting, and passage of motions.*

Article VII. **Committees**

Section VII.01 Nominating Committee

- (a) The President, with the approval of the Board of Directors, shall appoint a Nominating Committee.
- (b) The Nominating Committee shall present a slate of nominated Officers of the Society and a slate of nominated Members to the Board of Directors to be voted upon by the incumbent Board of Directors at its annual meeting.

Section VII.02 Other Committees

- (a) The Society shall have such other committees as may from time to time be designated by the Board of Directors, each of which, to the extent authorized by the Board of Directors, shall carry out its duties and report its conclusions to the Board of Directors.
- (b) No committee shall be empowered to supersede the authority of the Board of Directors.

(c) The President shall have the authority to include on any such committees additional persons who are not members of the Board of Directors.

(i) *The term of office of any such committee members shall continue at the pleasure of the President.*

Article VIII. Publications

The Society, either itself or through its affiliate journals, shall publish such programs, abstracts of scientific papers, and lists of membership, or other documents as the Board of Directors shall authorize. The Board of Directors may at its discretion undertake the editing, or publishing, or both, of scientific journals.

Article IX. Dues

Section IX.01 The annual dues of Membership shall be determined by the Board of Directors.

Section IX.02 Failure to pay dues

(a) A Member failing to pay dues for two consecutive years shall be considered to have resigned, but may be reinstated any time in the three years following, upon payment of all back dues.

(b) A Member failing to pay dues for five years may be reinstated only by satisfying the requirements for the election of new members prescribed in Article V above.

Article X. Amendments

Section X.01 Proposal of amendments

(a) All amendments to these By-laws must be proposed by the Board of Directors.

Section X.02 Approval of proposed amendments to election or removal of Directors

- (a) Once approved by the Board of Directors, amendments to these By-laws regarding the election or removal of Directors shall be submitted to the Members by mail, email, or electronic communication with recommendations of the majority of the Board of Directors, together with a statement of the basis of the recommendations.
- (b) Such amendments shall be adopted either by affirmative vote of a simple majority of Members present and voting on the proposed amendment at a Meeting of Members, or by a simple majority of all Members in a vote by mail, email or other electronic means.

Section X.03 Approval of other amendments

- (a) Once approved by the Board of Directors, amendments to these By-laws not regarding the election or removal of Directors shall be adopted by a vote of 66% of the Board of Directors.

Article XI. Conflict of Interest

Section XI.01 Pecuniary interests

- (a) A Member of the Society or of the Board of Directors who has any direct or indirect pecuniary interest in a contract, or a proposed contract with the Society, must:
 - (i) *disclose the nature and extent of his or her interest to the President as soon as he or she becomes aware of his or her interest and*
 - (ii) *shall not take part in any decision by the Society with respect to that contract.*

Section XI.02 Other interests

- (a) A Member of the Society or of the Board of Directors who has a duty to another person or organization such that they cannot do justice to the actual or potentially adverse interests of that party and the Society must:
 - (i) *disclose the nature and extent of his or her interest to the President as soon as he or she becomes aware of his or her interest and*
 - (ii) *shall not take part in any decision by the Society with respect to that organization or individual.*

Article XII. Conflict Resolution

Section XII.01 Right to appeal

- (a) Any member or Director aggrieved by a decision of the Society has a right of appeal to an Appeals Committee.

Section XII.02 Appeals process

- (a) The Board of Directors shall appoint an Appeals Committee on an ad hoc basis as necessary consisting of three Members with no conflict of interest in the case.
- (b) Members of an Appeals Committee will be appointed by the President in all cases including appeals of decisions of the Board of Directors meeting as a board, unless:
 - (i) *the President is the aggrieved party, or*
 - (ii) *a decision of the President not subject to approval by the Board of Directors is being appealed.*
- (c) The Appeals Committee shall hear the dispute within 10 days of its establishment and will deliver its decision within 7 days of the completion of its hearing.

Section XII.03 Resolution of appeals

- (a) The decision of the Appeals Committee shall be final.
- (b) In exercising its powers of adjudication, the Appeals Committee will follow the Statutes of the State of Wisconsin and the Laws of the United States of America, as well the rules of natural justice where such are not in conflict with State and National laws.

Section XII.04 Legal disputes

All legal disputes involving Members in their interactions with the Society will be adjudicated in the State of Wisconsin.