



THE NATIONAL ASSOCIATION *of* ELECTION OFFICIALS

**BYLAWS OF THE ELECTION CENTER
DBA
THE NATIONAL ASSOCIATION OF
ELECTION OFFICIALS**

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**ARTICLE 1
OFFICES**

ARTICLE 1 SECTION 1. PRINCIPAL OFFICE

As a Virginia corporation domiciled in the State of Texas, the principal office of the corporation is located at 21946 Royal Montreal Drive, Suite 100, Katy, TX 77450. The corporation may also have offices at other places as designated by the Board of Directors.

**ARTICLE 2
NONPROFIT OBJECTIVES**

ARTICLE 2 SECTION 1. IRC SECTION 501(c)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

The specific objectives and purposes of this corporation shall be to promote and support continuous improvement in the administration of elections and voter registration through research, professional education, conferences, networking and consulting. Its members are government employees and others in the election community whose profession it is to serve in some capacity of voter registration and/or elections administration.

**ARTICLE 3
DIRECTORS**

ARTICLE 3 SECTION 1. NUMBER

The corporation shall have a minimum of 5 but not to exceed 11 members of the board. They shall be known as the Board of Directors.

Directors shall have the power to expand or reduce the Board of Directors provided that the **vote is unanimous of all current Board members.**

ARTICLE 3 SECTION 2. QUALIFICATIONS

Directors shall be at least 18 years of age and have an interest in the election process. The composition of the Board of Directors shall strive to embody and have the appropriate balance of diversity and gender, as well as, collectively representing the north, east, south and west regions and jurisdictions of various sizes.

ARTICLE 3 SECTION 3. POWERS

Subject to the provisions of the laws of the incorporating state and/or the domiciled state and any limitations in the Articles of Incorporation and these Bylaws the activities and affairs of this corporation shall be conducted

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and all corporate powers shall be exercised by or under the direction of the Board of Directors. In the event that the laws of the incorporating state and the domiciled state are in conflict, the laws of the incorporating state shall prevail.

ARTICLE 3 SECTION 4. DUTIES OF DIRECTORS

It shall be the duty of the directors to:

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of all officers and agents of the corporation;
- Meet at such times and places as required by these Bylaws;
- Register their residence addresses with the Secretary of the corporation, and notices of meetings mailed or electronically transmitted to them at such addresses shall be valid notices thereof.

ARTICLE 3 SECTION 5. TERM OF OFFICE

Each director shall hold office until he/she tenders their resignation or until his/her successor is qualified and elected. The Board shall assign each of the positions a specific Board Member number (position one, two, etc.), with odd numbered positions ending service December 31st of odd numbered years and even numbered positions ending service on December 31st of even numbered years.

The Board may grant an extension of any Board members' terms to meet the best operations of the Election Center.

ARTICLE 3 SECTION 6. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties or attending meetings.

ARTICLE 3 SECTION 7. MEETINGS

Meetings shall be held as designated by the board and these Bylaws. This may include by any form of physical or electronic means.

The annual meeting of the Board of Directors shall be held in the first quarter of each calendar year on a date, time and manner as determined by the Chair.

Additional meetings of the Board of Directors may be called by the Chair of the Board, Vice Chair, or by a majority of the directors currently serving.

Notice for any meeting of the board shall be given by any electronic means at least three (3) days in advance and shall state the place or manner of meeting, date, time and the proposed agenda.

Emergency meetings may be declared by the Chair or Vice Chair without the three (3) day notice and shall state the place or manner of meeting, date, time and proposed agenda.

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Meetings of the Board of Directors shall be presided over by the Chair, or in his/ her absence the Vice-Chair or in his/ her absence, by a Chair chosen by a majority of the directors present at the meeting.

Minutes shall be kept and recorded for all meetings and actions of the board.

Meetings shall be governed by the most current edition of *Robert's Rules of Order* insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

ARTICLE 3 SECTION 8. QUORUM AND PROXY VOTE.

Quorum:

- A quorum shall consist of a majority of the appointed members of the Board of Directors. No business shall be considered by the board at any meeting at which the required quorum is not present and the only action taken is the Chair shall immediately declare the meeting to be adjourned.

Proxy Vote:

- Proxy vote designations may be submitted in writing to the Chair up to the day of the meeting.
- Designation must include the member selected to cast an absent member's proxy vote.
- Proxy voting shall only be allowed for general business matters.
- Proxy voting shall not be allowed for Executive Session matters.

ARTICLE 3 SECTION 9. MAJORITY ACTION AS BOARD ACTION

Every act or decision made by a **majority of the directors present** at any meeting held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage of different voting rules for approval.

Removal of a member of the Board shall require an **unanimous vote** of the remaining board not just a majority of those present and voting.

ARTICLE 3 SECTION 10. FILLING VACANCIES

Vacancies on the Board of Directors shall exist upon the death, resignation, removal of any director, or by decision of the Board to expand the number of Board members.

Vacancies on the board are elected by the current Board of Directors. A person elected to fill a vacancy on the board shall complete the term of the position vacated or created. Directors shall be elected by a process determined by the current Board of Directors. Voting for the election of directors shall be by **unanimous vote** of the board.

ARTICLE 3 SECTION 11 REMOVAL FROM BOARD

Any Director may be removed from office, with cause, by an **unanimous vote** of the remaining Board of Directors, after written notification of 30 days of intent to remove and detailing the reasons for the removal, provided that the Director shall have the right to submit any removal to binding arbitration as presided over by any qualified member of the American Arbitration Association.

Any Board member will automatically be removed from the Board of Directors for three (3) unexcused consecutive absences from Board meetings. Excused absences are granted by the Chair or Vice Chair.

**ARTICLE 4
OFFICERS AND EXECUTIVE LEADERSHIP**

ARTICLE 4 SECTION 1. OFFICERS

The officers of the corporation shall be a Chair, Vice-Chair, Recording Secretary and Treasurer. Any Board Member may serve as an officer. Officers shall be elected by the **majority vote of the Directors present**, at the Annual meeting each year and serve for one calendar year or until his/her successor is elected or named.

The Executive Leadership will serve as Corporate Secretary for efficiency of operations but has no authority as a Board Member, unless the Board determines otherwise.

ARTICLE 4 SECTION 2. DUTIES OF THE CHAIR OF THE BOARD

The Chair shall:

- Preside over all meetings of the Board of Directors and at all meetings of the members.
- Shall execute any actions authorized by the Board of Directors.
- Shall appoint the Chair of any Standing or Ad Hoc committee.

The Chair may delegate any of these duties needed to another Board member he/she may deem necessary to carry out the business of the corporation.

ARTICLE 4 SECTION 3. DUTIES OF VICE CHAIR

The Vice-Chair shall:

- Preside over meetings of the Board of Directors or at any meeting of the members, in the Chair's absence.
- Perform other duties as appropriate in the Chair's absence.
- Assist the Chair, as requested by the Chair.

ARTICLE 4 SECTION 4. DUTIES OF RECORDING SECRETARY

The Recording Secretary shall:

- Record and distribute minutes of all meetings of the Board of Directors.
- Ensure, with the assistance of the Executive Leadership, that all meeting minutes are properly filed.
- Ensure, with the assistance of the Executive Leadership, that all committee meeting minutes are properly filed.
- Perform other duties as requested by the Chair.

ARTICLE 4 SECTION 5. DUTIES OF TREASURER

The Treasurer shall:

- Ensure, with the assistance of the Executive Leadership, that policies and procedures are in place so that all records and financial information is kept in accordance with accepted accounting practices of any non profit corporation.
- Perform other duties as requested by the Chair.

ARTICLE 4 SECTION 6. EXECUTIVE LEADERSHIP

The Board of Directors may hire a person or persons in position(s) of Executive Leadership who shall act as officer(s) of the Corporation. The Board may empower the Executive Leadership with any and all powers necessary to manage and run the day-to-day affairs of the corporation. The Executive Leadership shall have exclusive authority to employ or terminate any staff and/or contracts as approved in the budget.

The Board of Directors may delegate executive authority to the Executive Leadership, or the Chair of the Board may designate the Executive Leadership to handle matters previously assigned to one or more officers of the corporation.

**ARTICLE 5
COMMITTEES**

ARTICLE 5 SECTION 1. STANDING BOARD COMMITTEES

The Board of Directors may designate and name any standing committee consisting of any number of board members necessary to function and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation as provided by law. The board may at any time revoke or modify any Committee.

Each Board Committee shall be chaired by a member of the Board of Directors. Each Board committee shall meet as needed and keep summarized notes.

ARTICLE 5 SECTION 2. AD HOC COMMITTEES

The Board may establish or disband other working committees as needed. The Chair shall appoint current members and other professionals deemed necessary to act in an advisory capacity to the board.

Members of the Board of Directors are *ex officio* members of all committees, task forces, councils, or similar subgroups of The Election Center.

**ARTICLE 6
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

ARTICLE 6 SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

ARTICLE 6 SECTION 2. CHECKS, NOTES AND DEPOSITS

Except as otherwise specifically determined by authorization of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Chair or his/her designated agent.

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust or investment companies, or other depositories as recommended by the Executive Leadership and approved by the Board of Directors.

ARTICLE 6 SECTION 3. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

**ARTICLE 7
CORPORATE RECORDS, REPORTS AND SEAL**

ARTICLE 7 SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- All records of the corporation shall be maintained in both a physical and electronic means.
- All records shall be held in redundancy.
- Minutes of all meetings of the Board of Directors and committees of the board.
- All accounting records as needed to comply with acceptable accounting principles and practices.
- A record of its members indicating all pertinent information of each member.
- A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

ARTICLE 7 SECTION 2. CORPORATE SEAL

The Board of Directors' corporate seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE 7 SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the right to inspect all the corporation's records and documents. Any inspection under the provisions of this Article may be made by any Board member or by a third party as determined by the Board. The right to inspection shall include the right to copy.

ARTICLE 7 SECTION 4. CORPORATE REPORTING

The board shall cause any mandatory reporting to be prepared and delivered to the incorporating state's office of corporate filings.

**ARTICLE 8
MISCELLANEOUS**

ARTICLE 8 SECTION 1. LIMITATIONS ON ACTIVITIES

This corporation shall not perform any activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 8 SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall be inured to the benefit of or be distributable to its members, directors, officers, or any private person or persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered.

ARTICLE 8 SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation shall be distributed per the most current Section 501(c)(3) of the Internal Revenue Code, any applicable state law or court order.

**ARTICLE 9
AMENDMENT OF BYLAWS**

ARTICLE 9 SECTION 1. AMENDMENTS

The Board of Directors of this corporation may at any time adopt, amend or repeal the Bylaws of this corporation by a **2/3rd vote of current Board members**.

Any proposed change to the Bylaws must be submitted in writing to the Chair in adequate time to place on agenda for discussion at the next board meeting. Any proposed Bylaw change requires two (2) readings before approval.

**ARTICLE 10
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of the incorporating state and used to establish the legal existence of this corporation.

ADOPTION OF BYLAWS

We as members of the Board of Directors of this corporation, hereby repeal any and all previous sets of Bylaws and further adopt the foregoing Bylaws, as the Bylaws of this corporation as of this:

First Reading; January 14, 2023

Second Reading & Approval: February 17, 2023