

Bylaws of the Mathematical Association of America (Incorporated)

Approved October 2023

Article I---Name and Purpose

1. This organization shall be known as The Mathematical Association of America (Incorporated). It is referred to herein as the “Association.”
2. The Association is organized as a not-for-profit corporation under the Illinois Not-for-Profit Corporation Act (the “Act”) for purposes set forth in the Association’s Articles of Incorporation. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulators thereunder, or a corporation formed under the Act, as the same may be amended or supplemented.
3. The mission of the MAA is to advance the understanding of mathematics and its impact on our world. The MAA supports the mission and core values through outreach, programs, meetings, competitions, and publications, as well as national committees and regional sections.

Article II---Membership

1. The Association shall have members with qualifications and rights as set forth below. Membership is open to individuals who, and organizations that, support the mission of the Association. Membership in the Association is not transferable or assignable without the Board of Directors’ approval. (*See* Article V, and hereafter referred to as the “Board.”)
2. The Board shall determine categories of individual and organizational memberships and the privileges thereof. The Board shall, in addition, establish dues for each category of membership.
3. Members granted the right to vote may be referred to collectively herein as the “Voting Members.”
4. A member in default of dues shall be dropped from membership after due notice. Termination of membership shall not negate any financial obligations incurred before termination.
5. There shall be no discrimination for membership in, or employment by, the Association in accordance with current Federal Guidelines and any additional policies established by the Association.

Article III---Sections

1. To advance the objectives of the Association on a local level, Sections of the Association have been established in the United States, Canada and their possessions based upon non-overlapping geographical areas. Additional Sections outside of the United States and Canada may be established by the Board.
2. The membership of a Section shall consist of all members of the Association whose mailing address is within the geographic boundaries of the Section, unless a member has requested

and has been granted reassignment to another Section by the Secretary of the Association. In any case, a member may belong to no more than one Section.

3. Each Section shall adopt a set of Bylaws that, along with any subsequent changes, must be approved by the Board. Section Bylaws must delineate the geographic area covered by that Section and specify that Section members must be members of the Association, and that Section officers must be Voting Members.
4. Any group of Voting Members may petition the Board to revise the geographic boundaries of Sections. Such petitions should include statements of support or dissent from the affected Sections. If the revision is approved by the Board, each of the Sections affected must prepare its own set of Bylaws to be approved by the Board.
5. The Board shall establish and appoint the membership of an advisory Council on Sections to support and coordinate activities of the Sections and advise the Board on all matters related to Sections.
6. Each Section shall file reports with frequency and content as determined by the Board.
7. The Association shall not be responsible for the expenses of a Section except as authorized by the Board. Sections may only generate revenue by means authorized by the Board.

Article IV---Officers

1. The Officers, all of whom must be Voting Members of the Association, shall be a President, a President-Elect (only during a year immediately prior to the expiration of a President's term), a Past President (only during a year immediately following the expiration of a President's term), a Vice President, a Treasurer, a Secretary, an Associate Secretary, the Chair of the Council on Sections, Chair of the Congress, Chair-Elect of the Congress (only during a year immediately prior to the expiration of the Chair's term), and a Past Chair of Congress (only during a year immediately following the expiration of a Chair's term).
2. The President is the chief elected officer of the Association and shall preside at all meetings of the Board and all annual, regular, and special business meetings of the Association's membership. The President shall be the public face of the organization and undertake activities, in alignment with the strategic plan, that support and enhance the Association's mission, vision, and values.
3. The President-Elect and the Past-President will have such duties as assigned by the President. The President is

7. The Associate Secretary is responsible for the scientific program at, and for the general planning of, the annual scientific meetings of the Association.
8. The Chair of the Council on Sections is responsible for the oversight of this advisory council and its committees, which ensure that the Sections are operating within the guidelines established by the Act, the Articles of Incorporation, these Bylaws, and the directives of the Board.
9. The Chair of the Congress shall preside at all meetings of the Congress (*See* Article VI.). The Chair will be responsible for setting the agenda for each meeting of the Congress, and communicating that agenda to all members of the Congress in advance of said meeting. The Chair will be responsible for communicating the minutes and actions of the Congress to the Board and Secretary of the Association.
10. The Chair-Elect and Past Chair of Congress will have such duties as assigned by the President in consultation with the Chair of the Congress.

Article V---Board of Directors

1. There shall be a Board of Directors (herein called "the Board") that has oversight responsibility for all the activities of the Association. The Board sets the policies and gives direction to activities of the Association. The Board receives reports from the Officers, committees, and senior staff, and may request any information needed to carry out its oversight responsibilities. To exercise its fiduciary responsibility, the Board shall receive and act upon reports from the Treasurer, the Budget Committee, and the advisory Audit Committee.
2. The Board shall consist of between nine (9) and eleven (11) members, inclusive. The Officers of the Association fill nine of these positions, *ex officio*. The remaining one to two Board Members-at-Large may be elected at the Board's discretion to serve the needs of the Association. Additional board members can be elected by a 2/3rds vote of the existing board members, one at a time, according to policies and procedures determined.
3. The Voting Members' right to elect members to the Board shall be limited to the President-elect (who subsequently becomes the President and then the Past-President in accordance with Section VIII.1) and the Vice-President; the other members of the Board are elected by the Board (*See* Section VIII.3.b) or by the Congress (*See* Sections VI.1 and VI.2).
4. The Board shall hold a meeting each year preceding the annual business meeting of the members of the Association. Other meetings of the Board may be called by the President. An action required or permitted to be taken at a meeting of the Board may be taken without a meeting. For any such action, there shall be a specific time allocated for discussion followed by a specified period of time for voting. If, during the discussion period, two or more Directors request that the action be referred to a meeting of the Board, then it will be brought before the Board for consideration at its next meeting.

Consent under this Section has the same force and effect as a vote of the Board of Directors taken at a meeting.

5. At all meetings of the Board, a quorum shall consist of 50 percent of the membership of the Board then in office, including at least one Officer elected by the Congress.

6. Notice of all meetings of the Board shall be given by the Secretary to each member of the Board at least fifteen (15) days prior to the date set unless the purpose of the meeting is the removal of a Director, in which case the Secretary must provide at least twenty-one (21)

1. The Board may establish committees that exercise the authority of the Board in the management of the Association (“Board Committees”) and those committees that may not (“Advisory Committees”), give them their charges, and appoint their membership. The Board may also dissolve or combine committees.
2. To coordinate and support the work of the Association, the Board shall establish Councils in specified areas. Each committee shall be assigned to a Council or to the Board. The Board will appoint the chair of each Council (except the Council on Sections, see Section VI.1) for 4-year terms; these chairs may not serve two or more consecutive terms.
3. Each Council shall
 - a. Support and assist the committees in the Council in advancing the goals of the Association and, to the extent appropriate, coordinate their activities in alignment with the Association’s strategic plan;
 - b. Request an annual report from each of the committees in the Council, and submit a summary report to the Congress and to the Board;
 - c. Advise the Board on motions or recommendations coming from committees in the Council;
 - d. Recommend policies or programs in the area of the Council that lie beyond the scope of the charge to any constituent committee;
 - e. Oversee the committee structure within the Council and make recommendations to the Board for the creation or dissolution of committees.
4. The Board shall act as an Executive Council for the oversight of the committees assigned to it.
5. There shall be an advisory Committee on Committees and Councils (CCC) assigned to the

considered to have ended their term as Section

determine whether the incumbent will be the sole nominee presented to the Board or a search committee should be formed. If a search committee is to be formed, the Board, in consultation with the Nominating Committee, shall appoint the committee. The committee shall recommend one or more nominees for election by the Board.

12. For each editor to be elected by the Board, there shall be a search committee appointed by and reporting to the Board.
13. Persons elected to office by the Board, by the Congress, by the general membership, or by the membership of a constituency within the Association may be removed from office by a three-fourths (3/4) vote of the membership of the Board or of the relevant constituency, with or without cause, if deemed to be in the best interest of the Association. A vote of the Board for removal of the Executive Director is an authorization for the President to take the steps necessary for that removal.
14. The Congress shall at appropriate times elect persons to fill the following positions:
 - a.

incurred by such member in connection with the defense of any action, suit, or proceeding involving their services in such capacities. To the extent required by the Association's Articles of Incorporation or applicable law, the Association shall indemnify such individuals. The indemnification and payment or reimbursement of expenses provided in these Bylaws shall not be deemed exclusive of or limit in any way other rights to which any person seeking indemnification or payment or reimbursement of expenses may be or may become entitled under any bylaw, resolution, insurance, agreement or otherwise. To the fullest extent permitted by the Act and the Internal Revenue Code, the personal liability of any member or former member of the Association employees and staff, the Board, the Congress, and any other committee or editorial board of the Association is hereby eliminated. The Association may purchase and maintain insurance on behalf of such a member to provide for indemnifying him or her against such liabilities.

Article X---Financial Administration

1. The Board has ultimate responsibility for the deposit, investment, and disbursement of all funds.
2. There shall be a Budget Committee, composed of Board members. This committee shall be chaired by the Treasurer and shall also include the Chair of the Congress and at least one additional Board member. The Budget Committee is responsible for presenting an annual budget to the Board for approval.
3. The accounts of the Association shall be audited annually by a certified public accountant (the auditor). There shall be an advisory Audit Committee with at least two members that reports to the Board. Every other year, the Board shall elect one member of the Congress, not on the Budget Committee, nor in the last year of service on the Congress, to a four-year term on the Audit Committee, that person to be Chair in the third and fourth year of service on the Committee. One additional person may be appointed by the Board. This person need not be a member of the Board, or of the Congress, or of the Association. The Audit Committee shall be responsible for recommending to the Board who shall be engaged as the auditor, receiving the auditor's report, and making recommendations to the Board based on the auditor's report.
4. The Board shall have the responsibility of drawing up the schedule of membership dues and subscription rates. This schedule may provide different rates for certain subsets of the membership, as designated by the Board.

mail or by electronic mail at least thirty (30) days prior to the date set for each meeting and include the place, day, and hour of the meeting. For special meetings, the notice must also include the purpose or purposes for which the special meeting is called.

3. At all business meetings of the Association a quorum shall consist of fifty (50) Voting Members.
4. An item can be formally acted upon at an annual, regular, or special business meeting of the Association only if: (1) it has been proposed by the Board, or (2) it has been submitted by a Voting Member to the Secretary thirty (30) days in advance of the meeting.

Article XII---Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Act, the Association's Articles of Incorporation, these bylaws or any special rules of order the Association's Board may adopt.

Article XIII---Amendments

1. Amendments to the Articles of Incorporation may be made by the Board, after consultation with the Congress; the right of Voting Members to vote on such amendments is expressly denied in accordance with the requirements of the Act.
2. In accordance with the Act, amendments to the bylaws shall be made on the recommendation of the Board and with the approval of the Voting Membership. The Board will decide whether voting shall be at an annual or a special meeting of the Voting Membership, or by mail or safeguarded electronic ballot. Voting by mail or electronic ballot shall be subject to the same quorum and notice requirements as a meeting held in person. In either case, the Voting Membership must have thirty (30) days' notice to consider the proposed amendment before voting begins. Approval by the Voting Membership requires an affirmative vote by two-thirds (2/3) of the Voting Members present at any meeting or casting votes by mail or electronic ballot.

Article XIV---Dissolution of the Association

The duration of the Association shall be perpetual, except that it may be dissolved in the manner provided by the Act.