

Chapter Bylaws

2021

Article 1 – Fulbright Association Mission – Chapter Affiliation and Governing Documents - Purposes

1.1 *Fulbright Association Mission* . The Fulbright Association’s mission is to continue and extend the Fulbright Program tradition of education, advocacy, and service.

1.2 *Chapter Affiliation and Governing Documents*. A Chapter shall be a chapter of the Fulbright Association, Inc. (the “Fulbright Association”), shall be known as and identified as such, and shall conduct Chapter activities in accordance with the Chapter Affiliation Agreement entered into between the Chapter and the Fulbright Association, these Bylaws and the Chapter Handbook. In addition to these Chapter Bylaws, the Chapter shall be bound by and shall comply with the terms of the Bylaws of the Fulbright Association, including the conflict-of-interest provisions of such Bylaws, to the extent such Bylaws are not inconsistent with the terms of these Chapter Bylaws and the Chapter Handbook. The Chapter shall communicate with and seek the approval of the Fulbright Association’s National Office (the “National Office”) for actions requiring approval of the Fulbright Association or the National Office as provided in these Chapter Bylaws.

1.3 *Purposes*. The purposes of the Chapter are the same as the Fulbright Association, including but not limited to:

- Support and promote the mission, purposes and programs of the Fulbright Association and strengthen and increase international educational and cultural exchanges among nations.
- Assist in arranging hospitality and other services for foreign participants in the Fulbright Program and other international educational and cultural exchanges in the United States and host institutions.
- Collect, receive, and disburse funds for the achievement of any of these purposes.
- Arrange meetings of Fulbright alumni in the area of the Chapter, and generally perform any services that will encourage and expand international educational and cultural exchanges among nations.

Article 2 – Chapter Membership, Meetings, and Events

2.1 *Membership Criteria and Authority*. All Chapter members must be members of the Fulbright Association and can be a member of only one chapter. The Fulbright Association retains the authority to establish membership criteria in addition to the requirements contained in this article. Membership types include individual and institutional memberships, with special individual memberships for Friends of Fulbright, young professionals, seniors, lifetime members, and newly returned Fulbrighters.

2.2 *Member Dues and Fees*. Fulbright Association members shall pay dues to the Fulbright Association and not to the Chapter, but Chapter members may pay program fees or other charges to the Chapter as prescribed by its Board of Directors from time to time.

2.3 *Suspension of Membership - Duration.* If a member fails to meet an obligation or make a payment due to the Chapter or to the Fulbright Association, the Chapter or the Fulbright Association shall suspend the member's membership privileges. Suspension shall continue until such obligations are met or all sums due are paid, whereupon such privileges may be reinstated.

2.4 *Termination of Membership – Reason and Notice – Opportunity to Contest.* A member may be terminated for an adequate, documented reason by a two- thirds vote of the Board of Directors of the Chapter. Failure to pay required fees or assessments is presumed to be an adequate, documented reason for termination and does not require advance written notice to the member. A member proposed for termination for any other reason shall be given advance written notice of the reason for the proposed termination and the opportunity to contest the proposed termination in writing or in person before the Board of Directors of the Chapter, and shall be given final written notice of the decision of the Board of Directors of the Chapter.

2.5 *Obligations Not Relieved.* Withdrawal, suspension, or termination of a member shall not relieve the member of any obligations previously existing, which shall continue to be due and owing to the Chapter or the Fulbright Association.

2.6 *Annual and Special Chapter Meetings – Call and Notice.* A Chapter shall hold a Chapter business meeting annually at a date, time, and place determined by the President. The President or three members may call other special meetings of the Chapter members. The Chapter shall provide notice of all meetings, specifying the business to be conducted, to Chapter members at least thirty days in advance of any meeting. Some Chapter meetings may be held virtually.

2.7 *Voting and Quorum Requirements.* A member in good standing of the Fulbright Association may be a voting member of only one Chapter. A quorum shall consist of those Chapter members present unless otherwise provided by law. A majority of votes carries any action, except where provided otherwise by law or by these Bylaws. Proxy, email, and mail voting is permitted, unless otherwise provided by law.

2.8 *Sponsorship of Events.* A Chapter shall hold at least two and preferably more events annually. Some of these events may be held virtually.

Article 3 – Board of Directors Composition – Qualifications, Nominations, and Elections - Duties

3.1 *Board Composition – Qualifications and Removal.* The Board of Directors shall be composed of at least three and no more than fifteen members elected by the members for three-year terms beginning June 1 and ending May 31. Extensions may be permitted with the approval of the National Office. All directors must be members in good standing of the Fulbright Association. A Director's unexcused absence at three consecutive meetings of a Board of Directors constitutes abandonment of office and is grounds for removal of the Director from the Board of Directors.

3.2 *Nominations for the Board of Directors and President.* The Board of Directors shall open nominations for membership on the Board and for President to the entire Chapter membership

and shall call for nominations from April 1 to 30 of each year. Approval of changes to these dates may be requested from the National Office. Candidates may self-nominate or be nominated by other Chapter members.

3.3 Elections for the Board of Directors and President. Elections shall be held within from May 1 to 31 of each year. The election balloting period must be open for at least fourteen days. Ballots must be sent out no later than May 15. The newly elected Directors and President shall be installed on June 1. Approval of changes to these dates may be requested from the National Office. The form of ballot, when approved by the Chapter's Board of Directors, shall be transmitted electronically to all members of the Chapter in good standing, unless a member requests a paper ballot by mail. A ballot shall be valid only if it bears the signature or name of a member of the Chapter in good standing and is received, electronically or by mail, by the Chapter on or before the date specified in the form of the ballot, or is presented at the Chapter's annual business meeting. The National Office shall conduct the election, unless otherwise requested by the Chapter.

3.4 Filling of Board Vacancies. At its discretion, the Board of Directors by a two-thirds vote may fill a Director vacancy on the Board, until the next membership meeting. Each replacement candidate shall be voted on individually by name. The Board secretary shall tally and record the vote to fill a vacancy in the minutes of the meeting. A vote that is not recorded shall be considered invalid and nonbinding.

3.5 Resignation or Removal of Directors. A Director may resign from the Board of Directors at any time by giving written notice to the President or the Board of Directors, which resignation shall take effect upon receipt or on the date and at the time specified in the notice. A Director may be removed for an adequate, documented reason by a two-thirds vote of the Board of Directors, with the Director being considered for removal not participating in the vote.

3.6 Board Duties. The Board of Directors shall supervise and direct the policies and programs of the Chapter. The Chapter and Board Officers shall provide the day-to-day oversight of the activities and programs of the Chapter.

3.7 Board Meetings – Call and Notice – Quorum and Voting. The President shall call regular meetings of the Board of Directors, and may call special meetings of the Board of Directors. Meetings may be held virtually or by conference call. Notice of a meeting of the Board, specifying the business to be conducted, shall be provided to Directors at least ten days in advance of a regular meeting and two days in advance of a special meeting. A majority of Directors shall constitute a quorum. Mail, email, and proxy voting is permitted. A majority of votes shall carry any action, except where provided otherwise by law or by these Bylaws.

Article 4 – Chapter and Board Offices – Elections - Duties

4.1 Chapter and Board Officers - Elections. The Officers shall be: President, Vice President, Secretary, Treasurer, or Secretary/Treasurer, and other Officers which the Chapter Board of Directors deems necessary. The President of the Chapter shall be elected by members of the Chapter. The other Officers shall be elected by the Board of Directors for terms beginning on June 1 and ending on May 31. Exceptions to this procedure must be granted by the National

Office. The Past President may serve on the Board of Directors as an exofficio, nonvoting member for a one-year term. The Chapter Secretary shall report to the National Office all names of the elected Officers and Board of Directors within fifteen days of an election.

4.2. *Terms of Office.* The President and Board Officers shall serve two-year terms and may be reelected once for a second two-year term. In circumstances of reelecting the President or Board Officers for a third or subsequent two-year term, Chapters should consult the National Office of the Fulbright Association for guidance.

4.3 *Filling of Board Vacancies.* If a vacancy occurs due to the resignation or removal of any Officer, the Board of Directors may fill the Officer's position by a two-thirds vote for the unexpired portion of the term of office. Candidates filling vacancies are selected and voted upon by the Board of Directors.

4.4 *Resignation or Removal of Directors.* An Officer may resign at any time by giving written notice to the President or to the Board of Directors. Any such resignation shall take effect upon receipt or on the date and at the time specified in the notice. Any elected Officer may be removed for an adequate, documented reason by a two-thirds vote of the Board of Directors, with the Officer being considered for removal not participating in the vote.

4.5 *Officer Duties - Executive Committee of Officers.* The elected Officers shall perform those duties that are usual to their positions and assigned to them by the Board of Directors. The Board may appoint an Executive Committee, which shall consist of the elected Officers of the Chapter and Board. If so appointed, the Executive Committee shall be responsible for managing the Chapter when the Board is not in session. The President shall appoint individuals to serve on all other standing or ad hoc committees, as approved by the Board of Directors.

4.6 *Officer Duties – Employees or Outside Consultants.* The President, as the chief elected Officer of the Chapter, shall preside at meetings of the Board, the Executive Committee, and the membership, and shall be an ex-officio member of all committees. The Vice President shall act in place of the President when the President is not available. The Secretary shall be the recording officer, with responsibility for meeting minutes, notices, and announcements. The Treasurer shall be the financial officer, with responsibility for oversight of revenues, expenditures, bank accounts, and preparing and presenting financial reports of the Chapter. The President with the Board's approval, may engage employees or outside consultants as necessary.

Article 5 –Tax, Financial, Liability, and Indemnification Matters

5.1 *Chapter as Subordinate Organization of Fulbright Association.* The Chapter confirms and acknowledges that, as a chapter of the Fulbright Association, it is not a separate legal entity but is an integral part and subordinate organization of the Fulbright Association, which is a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code, as amended ("Section 501(c)(3)"). As such, the Chapter confirms that it will at all times observe the requirements of Section 501(c)(3), and that it will engage in no activity which might endanger such tax status, and that it will file all tax and other reports required in connection therewith, including, without limitation, 990-N e-postcards or their successor forms.

Federal tax exemption is not the same as state tax exemption. The chapter must apply and separately maintain state sales tax exemptions on their own.

5.2 Calendar Year as Fiscal Year of Chapter. The fiscal year of the Chapter shall be the calendar year (January 1 – December 31).

5.3 Chapter Liability for Actions and Activities. The Chapter acknowledges and confirms that it shall be responsible for its own actions and program activities, that the Fulbright Association is in no way responsible or liable for the actions and omissions of the Chapter or its Directors, Officers, or members, and that the Chapter has no authority to act for the Fulbright Association in any matter or for any reason.

5.4 National Office Liability Insurance Coverages. The National Office may purchase and maintain liability insurance on behalf of any person who is or was a Director, Officer or other “volunteer” (as and to the extent defined in Section 29-406.90 of the District of Columbia Nonprofit Corporation Law of 2010, as amended) or who was serving at the request of the Chapter as a Director, Officer employee or agent of another legal entity, against any liability asserted against such person and incurred by such person in such capacity, or arising out of such person’s status as such.

5.5 Chapter Liability Insurance Coverages. A Chapter may purchase and maintain liability insurance for events and activities it sponsors.

5.6 Indemnification. Directors, Officers, and other authorized employees or agents of a Chapter may be indemnified by the Chapter against claims for liability arising in connection with their positions on behalf of the Chapter to the full extent permitted by law.

Article VI - Amendments to Bylaws

Amendments to these Bylaws may be made at any meeting of the Board of Directors by a two-thirds vote, where notice of the proposed amendments was provided to the members of the Board of Directors at least thirty days in advance of the meeting. The Board of Directors of the Fulbright Association through the National Office must first approve all amendments to the Bylaws of the Chapter.

Revised and updated by the Chapter Development Subcommittee and staff May 18, 2021.

Approved by the Board of Directors July 16, 2021.