

## **BYLAWS**

### **National Council on Measurement in Education, Inc.**

(As Amended in 1969, 1972, 1973, 1975, 1977, 1990, 2007)

#### ARTICLE I

##### Name and Purpose

Section 1. The name of this organization shall be the National Council on Measurement in Education, Inc.

Section 2. The organization is incorporated under the laws of the District of Columbia pursuant to the Articles of Incorporation filed in 1960.

Section 3. The organization is incorporated exclusively for scientific, educational, literary, and charitable purposes. Its mission is to advance the science and practice of measurement in education.

#### ARTICLE II

##### Membership

Section 1. The Council shall include Active, Associate, Emeritus, and Student categories of membership.

Section 2. An Active member shall be a person actively engaged in the field of educational or psychological measurement, who desires to promote the purpose of the Council, and who pays dues as prescribed in these Bylaws. An Active member shall be entitled to vote and hold elective office.

Section 3. An Associate member shall be any person interested in promoting the purpose of the Council and paying dues as prescribed in these Bylaws. An Associate member shall not have the right to vote or hold elective office.

Section 4. An Emeritus member shall be any person who has been an active member of the Council for at least 10 years, is at least 60 years of age, is no longer employed on a full-time basis, and who pays dues as prescribed in these Bylaws. An Emeritus member shall be entitled to vote and hold elective office.

Section 5. A Student member shall be any graduate student in the field of educational or psychological measurement who is endorsed by an Active or Emeritus member, who is interested in promoting the purposes of the Council, who is not employed full-time, and who pays dues as prescribed by these Bylaws. This category of membership, for any one individual, is limited to four years. A Student member shall not have the right to vote or hold elective office.

#### ARTICLE III

##### Officers

Section 1. The Officers of the Council shall be a President and a Vice President.

Section 2. The term of office for the President and the Vice President shall be one year.

Section 3. The Vice President of the Council shall be elected by written ballot (print or electronic) sent to the Active and Emeritus members; the Vice-President shall succeed automatically to office of President.

## ARTICLE IV

### Board of Directors

Section 1. The legal representative of the Council shall be the Board of Directors, which shall be empowered to have, hold, and administer all the property, funds, and affairs of the Council pursuant to its Articles of Incorporation.

Section 2. The Board of Directors shall consist of at least nine persons. It shall include the President, the Vice President, and the Immediate Past President of the Council. In addition, it shall include at least six other persons elected by written (print or electronic) ballots sent to the Active and Emeritus members.

Section 3. The Board of Directors shall hold at least one meeting annually and may hold additional meetings on reasonable notice upon the call of the President or upon the written request to the President of any three Directors.

Section 4. A majority of the Board of Directors shall constitute a quorum unless herein otherwise provided.

Section 5. The Board of Directors' Executive Committee shall consist of the President, Vice President, and the Immediate Past President. The Executive committee shall have full power to act for the Board of Directors between meetings of the Board except as herein otherwise provided.

Section 6. The Board of Directors, by resolution adopted by a majority of the Directors in office, may appoint or employ persons who, to the extent provided in said resolution, shall have and exercise the authority of the Board.

Section 7. Directors normally shall be elected for three-year terms. In a special situation, an election for a Director may, at the discretion of the Board of Directors, be held to fill a term that is less than three years.

Section 8. No Director shall serve for more than two consecutive terms, and thereafter, such Director shall be ineligible for a period of two years for re-election to the Board of Directors.

Section 9. Director vacancies may be filled until the next succeeding election by the vote of the remaining Directors.

## ARTICLE V

### Elections

Section 1. On or before June 1 of each year, the President shall appoint a Nominating Committee of not less than three Active and/or Emeritus members. The Nominating Committee shall nominate at least two eligible members for the office of Vice President and for each additional vacancy on the Board of Directors.

Each year only one of the two positions for the Board of Directors will be elected from the membership at-large. The second position will be designated as restricted (on a rotating basis) to NCME members who, at the time of their nomination, are employed in (a) a local educational agency; (b) a state or federal educational agency or organization; or c) a testing organization. The designated group is excluded from consideration from the at-large position in that same year. The resulting configuration would be for three-year election cycles.

The nominating committee, having first ascertained the availability of each nominee, shall report its nomination to the President by August 1.

Section 2. The Executive Director shall be responsible for the tabulation of votes. The Election Committee will certify the results. In the case of a tie, the election will be determined by lot and witnessed by at least two members of the Election Committee.

## ARTICLE VI

### Indemnification

The Council may indemnify any Director or Officer, former Director or Officer, or any agent or employee of the Council against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which the Director or Officer is made party by reason of being or having been such Director or Officer.

## ARTICLE VII

### Finances

Section 1. The Board of Directors shall have power to allocate the funds of the Council for carrying out the purposes of the Council.

Section 2. Dues of all categories of members shall be established by the Board of Directors. Dues of Student members and of Emeritus members shall be fifty percent of Active member dues.

Section 3. All receipts and disbursements shall be made only through accounts authorized by the Board of Directors.

Section 4. All persons entrusted with financial transactions for the Council will be bonded, with premiums on the fidelity bonds paid by the Council.

Section 5. The financial records of the Council shall be audited by a Certified Public Accountant appointed by the President with approval of the Board of Directors. Results of annual audit will be forwarded to the Board of Directors.

## ARTICLE VIII

### Publications

One of the principal means by which the Council accomplishes its purposes is through publications. The Council therefore shall engage in the preparation, production, distribution, and financing of such occasional and regular publications as the Board of Directors shall determine.

## ARTICLE IX

### Parliamentary Authority

The rules contained in Robert's Rule of Order, Revised shall govern the conduct of the meetings of the Board of Directors and of the meetings of the membership. The rules may be suspended by an affirmative vote of two-thirds of the members eligible to vote at a meeting of the Board of Directors or at a meeting of the membership at large.

## ARTICLE X

### Amendments

Section 1. Amendments to the Articles of Incorporation or these Bylaws may be initiated in either of the following ways:

- (a) The Board of Directors may formulate amendments and submit them, with any arguments it chooses, to the Active and Emeritus members of the Council for action by ballot.
- (b) Any one percent of the Active and Emeritus members, as sponsors, may submit to the Board of Directors a proposed amendment or amendments in writing signed by the sponsors. The Board of Directors shall then submit the proposed amendment(s), with any arguments advanced by its sponsors, with the Board's arguments and recommendation for or against, to the Active and Emeritus members of the Council for action by ballot.

Section 2. The text of the proposed amendment(s), with explanations and arguments, a ballot, and a request for a written (printed or electronic) vote, shall be sent to the Active and Emeritus members of the Council. At least 45 days must elapse between the date on which the proposal is sent to the members and the date on which the vote is counted.

Section 3. An affirmative vote by two-thirds of the members returning ballots within 45 days shall be sufficient for acceptance of an amendment. The Executive Director shall count the ballots. The Election Committee shall certify the results. The results of the vote shall be reported to the membership.

Section 4. An amendment to the Bylaws becomes effective upon acceptance unless otherwise specified on the ballot. Amendments to the Articles of Incorporation shall be effective upon the issuance of a Certificate of Amendment to the Article of Incorporation from the Recorder of Deeds.