

## **OCAIR BYLAWS**

(As approved by the OCAIR membership on June 9, 2015)

### **Article I – Name**

The name of this organization shall be the Overseas Chinese Association for Institutional Research (hereinafter referred to as OCAIR).

### **Article II – Purpose**

**Section 1.** The Association is organized and shall be operated exclusively for nonprofit educational purposes and shall not engage in any activity which is not permitted by an organization exempt from taxation under Section 501(a) and described in Section 501(c)(3) of the Internal Revenue Code. No substantial part of its activities shall be for carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any political entities.

**Section 2.** Pursuant to these purposes, the Association is to provide a virtual forum for planning, coordinating, or conducting activities, which promote scholarly work among its members. The Association will serve as a means to identify information and research needs and promote the use of research results on regional, state and local levels.

**Section 3.** To fulfill its purpose and meet its goals, the Association will endeavor:

- (a) to promote institutional research, planning and assessment in post-secondary education as professional activities.
- (b) to identify and articulate issues affecting institutional research, planning and assessment at post-secondary institutions.
- (d) to exchange information, methods, reports, and findings among colleges and universities.
- (e) to provide a virtual forum in which Association members may discuss issues of interest and seek mutual support for institutional research, planning and assessment.
- (f) to facilitate communication and exchange of information among Association members and other interest groups on current trends and practices in institutional research, planning and assessment.
- (g) to promote professional development of those involved in institutional research, planning and assessment.
- (h) to coordinate its activities with related interest groups and associations to maximize resources.
- (i) to promote cooperation and communication between various agencies, organizations and associations on matters of mutual concern in institutional research, planning and assessment.

## **Article III – Membership**

**Section 1.** Membership in OCAIR is voluntary and shall be open, but not limited to, individuals who are Chinese by origin and are interested in institutional research, planning, and assessment for postsecondary institutions inside or outside of the United States.

**Section 2.** Membership in OCAIR as well as election or appointment to any office or committee shall not be based upon race, ethnicity, color, geographic origin, age, disability, sex, gender identity, sexual orientation, religion, political beliefs, or marital status.

**Section 3.** All members must maintain current and accurate contact information in the OCAIR membership database to remain in good standing. Loss of good standing may result in the temporary loss of the rights of membership.

**Section 4.** In the absence of a membership fee, membership shall include all persons who register on the OCAIR website and are currently in good standing.

**Section 5.** All members in good standing have the following rights:

- (a) to participate in the OCAIR Annual Meeting,
- (b) to nominate and elect members of the Steering Committee,
- (c) to run for election to and serve on the Steering Committee,
- (d) to volunteer for and be appointed to committees,
- (e) to volunteer for and be appointed to fill vacant Steering Committee and non-voting staff positions,
- (f) to resign from an office, position, committee, or from the organization itself,
- (g) to propose and vote on proposed revisions of and amendments to the bylaws,
- (h) to participate in the activities of OCAIR,
- (i) to access the members-only section of OCAIR's website,
- (j) to communicate through the OCAIR listserv,
- (k) to receive official notices from the Steering Committee,
- (l) to receive copies of the bylaws, rules, minutes, newsletters, and other official records of OCAIR, and
- (m) to exercise any other rights or privileges given to the members by the bylaws or by the standing rules of OCAIR.

## **Article V – Steering Committee**

**Section 1.** The governing board of OCAIR is the Steering Committee. The Steering Committee is composed of six members, including the Chair, Chair-Elect, Immediate Past Chair, Treasurer, Coordinator, and Member-at-Large.

**Section 2.** The Chair-Elect and Member-at-Large of the Steering Committee shall be elected by and from the membership of the Association. The Treasurer and Coordinator shall be appointed by the Chair.

**Section 3.** The Chair-Elect shall hold office for one year as Chair-Elect, one year as Chair, and one year as Immediate Past Chair. The terms of office for the Coordinator and Member-at-Large shall be one year or until their successors take office. The term of office for the treasurer shall be three years or until their successor takes office.

**Section 4.** The elected and appointed officers shall take office at the conclusion of the OCAIR Annual Meeting and leave office at the conclusion of the next OCAIR Annual Meeting.

**Section 5.** Any officers may be dismissed from the office due to any inappropriate behavior which is denounced by a three-fourth majority vote of the participating voting membership provided that a notice of the proposed action shall be given to the entire membership at least a week in advance.

**Section 6.** All Steering Committee members and members of committees with Steering Committee delegated powers must comply with the OCAIR Conflict of Interest Policy.

**Section 7.** The powers and duties of the Steering Committee shall include:

- (a) appointing volunteer staff (e.g., project manager, assistant treasurers, webmasters) to assist with the daily operations of the organization,
- (b) adopting, modifying, and rescinding the policies and standing rules of the organization,
- (c) conducting elections and other voting,
- (d) approving the annual budget,
- (e) setting and collecting membership fees,
- (f) approving the acceptance and expenditure of funds,
- (g) maintaining a website and listserv,
- (h) planning and hosting in-person and virtual events including the OCAIR Annual Meeting,
- (i) producing newsletters and other official communications,
- (j) establishing and dissolving advisory committees,
- (k) appointing members to advisory committees,

- (l) complying with IRS tax-exempt regulations and filing requirements,
- (m) maintaining the membership rolls, minutes, and official records of the organization, and
- (n) exercising any other powers not prohibited by the bylaws, policies, or standing rules for the advancement of OCAIR.

**Section 8.** The duties of Steering Committee officers and volunteer staff shall be as described in the bylaws, the parliamentary authority, and the Standing Rules.

## **Article VI – Elections**

**Section 1.** The Chair-elect and Member-at-Large shall be elected annually by the membership of the Association. The Treasurer and Coordinator shall be appointed. All services to the association shall be voluntary. Every member is eligible for being nominated and elected as an officer.

**Section 2.** In the event of a vacancy in the office of the Chair, the Chair-elect shall become Chair and serve the un-expired term. If there are vacancies both in the office of Chair and Chair-elect, the Coordinator shall become Chair and serve the un-expired term. If there is a vacancy in all three offices, the Immediate Past-President shall appoint one member of the Association to serve as Chair for the un-expired term.

**Section 3.** Election of OCAIR officers shall be conducted by electronic ballot at least 4 weeks before the OCAIR Annual Meeting according to the Standing Rules. The result of the election shall be announced at least 2 weeks before the OCAIR Annual Meeting.

**Section 4.** The Chair-elect candidate who receives the most votes cast for Chair-elect shall be the Chair-elect. The Member-at-Large candidate who receives the most votes cast for Member-at-Large shall be the Member-at-Large.

**Section 5.** In the event of a tie for a specific position, a majority vote of the Steering Committee shall determine a winner between the tied candidates.

## **Article VII – Meetings**

**Section 1.** The OCAIR Annual Meeting shall be held at the AIR Annual Forum. In the event that there is no AIR Annual Forum in a particular year, the Steering Committee Chair shall notify the membership by email of the time and place of the OCAIR Annual Meeting at least thirty (30) days prior to such a meeting.

**Section 2.** The order of business for the OCAIR Annual Meeting and Steering Committee meetings shall be as described in the standing rules.

**Section 3.** Steering Committee meetings shall be called by the Chair, provided a notice of the date, time and location for such a meeting is sent to the committee members by email at least seven (7) days prior to such a meeting. No notice shall be required if all members of the Steering Committee are present.

**Section 4.** The Steering Committee may hold meetings in-person, by telephone, or by other electronic means according to the parliamentary authority and the standing rules.

## **Article VIII – Committees**

The Steering Committee may establish and dissolve committees as needed to assist the Steering Committee in its governance of OCAIR.

## **Article IX – Quorum and Informal Action**

**Section 1.** At all committee meetings, including the Steering Committee, the presence of at least a majority of voting members shall be necessary and sufficient to constitute a quorum for the transaction of business.

**Section 2.** At the OCAIR Annual Meeting, the number of members necessary and sufficient to constitute a quorum for the transaction of business shall be five (5) and must include at least one current member of the Steering Committee.

**Section 3.** All actions requiring the approval of the OCAIR membership must be conducted by electronic ballot according to the standing rules. Voting must remain open for at least fourteen (14) days or as specified in the standing rules.

**Section 4.** Any action that may be authorized or taken at a meeting of the Steering Committee may be authorized without a meeting upon the written approval of all voting members of the Steering Committee according to the standing rules.

## **Article X – Parliamentary Authority**

The current edition of the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern the organization in all cases to which it is applicable and is not inconsistent with the bylaws, policies, standing rules, and special rules of order of the organization.

## **Article XI – Amendments**

**Section 1.** Amendments to the bylaws may be initiated by any of the following means:

- (a) through action originating in the Steering Committee and approved by a majority vote of the Steering Committee,
- (b) through a petition submitted by any member in good standing of OCAIR and approved by a majority of the Steering Committee, or
- (c) through a petition signed by twenty (20) or more members in good standing of OCAIR and filed with the Immediate Past Chair.

**Section 2.** The Immediate Past Chair will post an annual call for amendment proposals at the beginning of October.

**Section 3.** Voting on proposed amendments to the bylaws shall take place online as part of the annual election process or in a special vote.

**Section 4.** The voting shall be conducted according to the following procedure:

- The Steering Committee shall be responsible for publishing any properly initiated proposed amendment at least seven (7) days before opening the vote on proposed amendments and at least twenty-one (21) days before closing the vote on the proposed amendments.
- Proposed amendments and revisions shall be circulated for discussion and comment to the general membership through e-mail by the Coordinator and posted on the OCAIR website.
- Proposed amendments and revisions shall be voted and approved by a majority of the members who participate in the voting. Online voting shall remain open for at least fourteen (14) days.

**Section 5.** Amendments to the bylaws shall become effective upon approval.

## **Article XII – Dissolution**

**Section 1.** Although it is intended that the term for which it is to exist is perpetual, OCAIR may be dissolved with the authorization of the Steering Committee given at a special meeting called for that purpose and with subsequent approval by a majority vote of the voting members.

**Section 2.** In the event of dissolution, the Steering Committee shall distribute all remaining assets of OCAIR—after payment in full of all its debts, obligations, and necessary final expenses—to one or more organizations with the same or similar purposes that qualify for exempt status under section 501(c)(3) of the Internal Revenue Code.