

**BYLAWS OF  
THE INTERNATIONAL ADULT AND CONTINUING EDUCATION  
HALL OF FAME**

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AS APPROVED BY THE BOARD OF DIRECTORS

SEPTEMBER 9, 2008

**ARTICLE I: GENERAL**

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**SECTION 1:** The International Adult and Continuing Education Hall of Fame is a nonprofit corporation, organized under the laws of the State of Oklahoma. The name by which it shall be known and by which it shall conduct its affairs is: International Adult and Continuing Education Hall of Fame, Inc.

**SECTION 2:** The objects and purposes of the Hall of Fame are as set forth in its Articles of Incorporation. The Hall of Fame shall encourage an appreciation and love for the heritage of adult and continuing education, shall revere the memory of those who have contributed to that heritage; shall honor and commemorate living citizens who have distinguished themselves in educational service and scholarship; and shall have power to own needed real and personal property incident to its other purposes.

**SECTION 3:** The offices, archives, and principal office of the Hall shall be at a location determined by the Board of Directors. If it is necessary for the Hall to be relocated from time to time, the Board

of Directors will be responsible for oversight and assuring the continuation of unified integrity of the Hall.

**SECTION 4:** The Hall of Fame shall establish by construction, purchase, or designation a Hall of Fame facility, portrait gallery, and electronic presence, which shall house the symbols of accolade and serve as a depository of biographical and necrological information, portraits, other archives and exhibits to perpetuate the heritage of adult and continuing education.

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## **ARTICLE II: MEMBERSHIP**

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**SECTION 1:** The qualifications for induction into the Hall of Fame shall be established by the Board of Directors.

**SECTION 2:** All members of the Hall of Fame are eligible to serve on the Board of Directors.

**SECTION 3:** Fees for processing nominations and for induction into the Hall of Fame shall be determined by the Board of Directors.

**SECTION 4:** An annual induction ceremony will be held in accordance with the conference of an affiliated adult, continuing or higher education organization or at a site designated by the Board of Directors.

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## **ARTICLE III: MEETINGS**

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**SECTION 1:** For all board meetings, a quorum shall consist of those individuals present or participating in a duly called meeting.

**SECTION 2:** The annual meeting of the Board of Directors shall be held in conjunction with one of its induction ceremonies; the Chair shall set the actual meeting date and time and give proper advance notice thereof to the membership.

**SECTION 3:** Special meetings of the Board shall be convened upon the call of the Chair for the transaction of such and only such business as specified in the notice of the special meeting, except by unanimous consent of all the members present or participating.

**SECTION 4:** Upon a majority vote of those members present, any regular or special meeting of the Board may be recessed to a subsequent time and place.

**SECTION 5:** Notice of all meetings of the Board shall be mailed or e-mailed by the Secretary or a designee to all Board members not less than 21 days prior for regular meetings and 10 days for special meetings.

#### **ARTICLE IV: DIRECTORS**

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**SECTION 1:** Except as provided in Article V, Sections 1 and 2, the Board of Directors shall be no less than 11 nor more than 21 members. The Board shall be the governing body of the Hall of Fame.

**SECTION 2:** The Board of Directors shall formulate rules and regulations, not in conflict with these Bylaws, it deems necessary for the proper conduct of the affairs of the Hall of Fame.

**SECTION 3:** Members of the Board of Directors shall be elected for a three-year term from among those nominated by Hall of Fame members. Up to three Directors may be selected from non-Hall of Fame members. Those elected can serve no more than two consecutive terms. However, this does not preclude election to additional terms after a break in service.

**SECTION 4:** A Director filling out another individual's unexpired term is eligible for election to two additional consecutive terms.

**SECTION 5:** Each year the Chair shall appoint a minimum of a three-person nominating committee from among the Board of Directors at least three months prior to the September election of Board members for the following calendar year. This committee shall determine a slate of candidates to fill Board membership vacancies. These candidates shall be considered for election by September 30 and new Board members will take office January 1. Board member terms are calculated on a calendar year basis.

**SECTION 6:** Special meetings of the Board of Directors may be called by the Chair of the Hall and/or will be called upon the written request of any five members of the Board.

**SECTION 7:** Notice of all meetings of the Board shall be mailed or e-mailed by the Secretary or a designee to all Board members not less than 21 days prior for regular meetings and 10 days for special meetings.

**SECTION 8:** No member of the Board of Directors shall receive compensation for services as a director. To remain a member in good standing, directors must participate in one meeting each year.

**SECTION 9:** Vacancies on the Board of Directors shall be filled by the Chair for the remainder of the vacated term, with the approval of the Executive Committee, from the membership of the Hall of Fame.

**SECTION 10:** The Chief Executive Officer of the sponsoring organization, or his/her designee, serving as Executive Director of the Board (e.g. The University of Oklahoma, College of Continuing Education) will serve as a board member.

**SECTION 11:** The original founding executive committee members for the IACE Hall of Fame<sup>1</sup> are honorary lifetime members of the Board of Directors.

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<sup>1</sup> *John Holden, Monroe Neff, John Snider, Betty Ward, and Thurman White*

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## **ARTICLE V: OFFICERS**

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**SECTION 1:** The officers of the Hall shall be a Chair, a Chair-elect, a Past-Chair, and a Treasurer. The official representative of the sponsoring organization will also serve as an officer and Executive Director and provide secretarial services.

**SECTION 2:** The Chair, the Chair-elect, and the Past-Chair shall each serve for a term of one (1) year or until a successor shall be elected. A nominating committee of a minimum of three (3) directors, to be appointed by the Chair, will present the nominees for officers. Candidates for office shall serve a minimum of one year on the Board for eligibility.

**SECTION 3:** The Chair-elect must be elected from the membership of the Board of Directors. Election as Chair-elect shall carry with it a three-year term on the Board from the time of election (1 as Chair-elect, 1 as Chair and 1 as Past-Chair).

**SECTION 4:** The Chair may appoint one or more Assistant Secretaries and Assistant Treasurers in consultation with the Executive Director and the Treasurer, who by virtue of holding such office do not become a member of the Board of Directors.

**SECTION 5:** The Chair shall preside at all meetings of the Hall and shall appoint all committees except the Executive Committee. Selection of the Executive Committee is hereinafter provided.

**SECTION 6:** The Chair-elect shall perform the duties of the Chair in the event of the Chair's absence or disability.

**SECTION 7:** The Executive Director shall be responsible for overseeing the gathering of minutes, the financial accounts and other appropriate information pertaining to all meetings of the membership, Board of Directors, and Executive Committee.

**SECTION 8:** The Treasurer shall be the chief financial officer of the Hall of Fame. The Treasurer, in consultation with the Executive Director, shall present the annual budget and review of the Hall's financial accounts. The Executive Director, in consultation with the Treasurer, shall be responsible for the deposit of all monies, securities, and other valuable effects in the name of and to the credit of the Hall in depositories designated by the directors, and shall make full and accurate accounts to the directors of all the transactions and of the financial condition of the Hall, as requested by the directors. Additionally, the Treasurer shall serve as a member of the committees dealing with the

Hall's development and fund raising. At the pleasure of the Board, there shall be an independent audit made for the Board of Directors of the fiscal affairs of the Hall.

**SECTION 9:** Pro tempore officers shall be appointed by the Chair with concurrence of the Executive Committee.

**SECTION 10:** The Executive Committee shall have the authority to contract for any needed services.

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## **ARTICLE VI: ELECTION TO THE HALL OF FAME**

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**SECTION 1:** The members of the Hall have the responsibility for the election of inductees into the Hall of Fame and for the collection and preservation of all information incidental thereto. To be eligible for induction into the Hall of Fame, a person must be eminently distinguished in the profession, shall have brought honor or distinction, and shall have contributed to the heritage of adult and continuing education.

**SECTION 2:** At a regular meeting of the Board of Directors, or at a specially called meeting if necessary, the Board shall elect honorees for induction into the Hall of Fame from among nominees presented in a manner to be determined by the Board; provided, however, the procedure for nomination or election shall not be changed or modified by the board within sixty days of the meeting when the election for induction is made. Election should be by written (electronic or mail) ballot, or voice vote if it is a telephone conference call meeting. Any nominee receiving less than two-thirds of the ballots cast shall be ineligible for induction and may not again be considered by the Board until the following year.

**SECTION 3:** The time, place, manner, and character of the induction ceremonies shall be determined by the Board of Directors.

**SECTION 4:** When an individual has been duly elected to the Hall of Fame, has accepted said membership, and has committed to be present at the Induction Ceremony, that person shall, nevertheless, be inducted should he or she die or become incapacitated prior to the ceremony.

## **ARTICLE VII: COMMITTEES**

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**SECTION 1:** There shall be an Executive Committee composed of the officers of the Hall, the immediate past Chair, and three other members of the Board of Directors appointed by the Chair with concurrence of the other officers. The Chair may, at his or her discretion, appoint one or more committee chair as ex-officio, non-voting members of the Executive Committee.

**SECTION 2:** The Executive Committee shall meet at least two times during the year at the direction of the Chair. It shall advise and counsel the Chair in the discharge of his or her responsibilities; it shall determine routine matters of policy not inconsistent with previous action of the Board of Directors, and shall supervise the affairs of the Hall between meetings of the Board.

**SECTION 3:** The Chair, with the approval of the Board of Directors, shall appoint other standing or special committees for the work of the Hall.

**SECTION 4:** Executive Committee meetings may be held in congregate or by telephone conference call.

## ARTICLE VIII: AMENDMENTS

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**SECTION 1:** These Bylaws may be amended at any meeting of the membership of the Hall by a two-thirds vote of the members present, provided notice of the proposed amendment, containing its exact language, has been given in writing (electronically or mail) to each member of the Hall at least thirty days before the meeting.

**SECTION 2:** The Bylaws also may be amended by the Board of Directors. A minimum of two-thirds of all directors must vote in favor of the amendment for its adoption. Directors not present at the meeting may be polled electronically (fax, email) or by telephone or mail, if necessary. The text of the proposed changes must be mailed to the directors at least two weeks in advance of the meeting at which the voting will take place.