

BYLAWS
OF
ASSOCIATION FOR INSTITUTIONAL RESEARCH
IN THE UPPER MIDWEST (AIRUM)

Adopted by resolution of the board on February 25, 2022

ARTICLE I
MEMBERSHIP

Section 1. Membership to be non-voting. Members, if any, shall meet the qualifications established by resolution of the Board of Directors, and pay dues, if any, according to a schedule established by the Board. Members shall have any and all rights and privileges set by resolution of the Board of Directors, except that no voting rights in the corporation may be provided to members.

Section 2. Annual meeting. Since the corporation has no voting members, it is not required to have an annual meeting, but it may hold an annual or anniversary meeting of the corporation at which the Board of Directors shall meet and conduct business as set out in these bylaws.

Section 3. Membership year and dues. The Board of Directors shall have the right to determine the dues or other payments to be made by the members of this corporation. The membership year for the members of this corporation shall be the same as the fiscal year of this corporation.

Section 4. Members' Privileges. Members shall be entitled to receive the level of information about the organization's purposes and activities that the Board of Directors determines is appropriate to provide. Members shall also have the right to vote on matters expressly submitted or delegated by the Board of Directors to the members for binding or advisory decisions. Members shall also have any additional rights and privileges as determined by the Board of Directors.

ARTICLE II
BOARD OF DIRECTORS aka STEERING COMMITTEE

Section 1. Appointment or election. The number of members of the Board of Directors of this corporation shall be no fewer than 3 persons nor greater than 11. Within that range, the exact number of members of the Board of Directors shall be determined by the Board of Directors. New members of the Board of Directors are determined by vote of the existing Board members, which will attempt to maintain a balance of geographical and institutional representation.

Section 2. Ex-Officio and Honorary Directors. The Board of Directors may elect one or more ex-officio or honorary directors of this corporation who shall serve in an advisory role to the Board of Directors. Any such election shall be for such term and based on such criteria as the Board of

Directors deems appropriate. All ex-officio and honorary directors shall be non-voting directors of this corporation. The Executive Director of the corporation, if any, shall be an ex-officio member of the Board of Directors.

Section 3. Terms. Except as otherwise provided in these bylaws, each director of this corporation shall be elected to serve for a term of 3 years. A director shall hold office for the term for which they were elected and until the end of the meeting at which their successor has been elected and until such successor has qualified, or until the director's prior death, resignation or removal. Service of consecutive terms shall be limited to 2 terms. The Board of Directors will attempt to maintain a balance of geographical and institutional representation among the directors, and stagger terms so that approximately 1/3 of the directors' terms are up each year.

Section 4. Removal and vacancies. Any director may at any time be removed with or without cause by the Board of Directors. Any director may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. Any vacancy occurring because of the death, resignation or removal of a director shall be filled by the Board of Directors.

ARTICLE III MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual/Anniversary Meeting. The annual meeting of the Board of Directors for the purpose of electing directors and officers and transacting any other business properly brought before the meeting shall be held each year at a time and place designated by the Board of Directors.

Section 2. Regular meetings. Regular meetings of the Board of Directors may be held at a time and place as determined by resolution of the Board. After the time and place of regular meetings has been established, no notice of regular meetings needs to be given. Meetings may be held elsewhere, or at alternative times, if the notice of the meeting clearly provides so. Notice of any change in the place or time of holding any regular meeting, or of any adjournment of a regular meeting to reconvene at a different place, shall be given in accordance with Section 4 of this Article, to all directors who were absent at the time such action to schedule the meeting was taken.

Section 3. Other meetings. Other meetings of the Board of Directors outside of the Regular meeting schedule may be held at a time and place announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon the written request of two or more members of the Board of Directors. The business transacted at all other meetings of directors shall be confined to the subject(s) stated in the notice, unless all directors of the corporation are present at the meeting and consent to the transaction of other business. Anyone entitled to call a meeting of the Board of Directors may make a written request to the President to call the meeting. The President shall give notice of the meeting in accordance with Section 3 of this Article, setting the time, place and purpose, to be held between 2 and 30 days of the request. If the President fails to give notice of the

meeting within 7 days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner provided by Section 3 of this Article.

Section 4. Notice of Meetings; Waiver of Notice. Notice of each meeting of the Board of Directors for which written notice is required shall be given personally, or by mail, telephone, or other mode of electronic communication consented to by the Director (for example, email or fax), and except as otherwise noted in these Bylaws, shall state the time, place and purpose of the meeting. Unless otherwise stated in these Bylaws, required notice shall be given no less than 2 nor more than 30 days before the meeting, excluding the day of the meeting, to each director at their address according to the last available records of this corporation. Any Director may waive notice of a meeting of the Board before, at or after the meeting, orally, in writing or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and they do not participate in the meeting.

Section 4. Quorum. The presence of a majority of the members of the Board of Directors shall constitute a quorum. If a quorum is present when a duly called meeting is convened, the directors present may continue to transact business until adjournment, even though directors leaving the meeting result in a number less than otherwise required for a quorum. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting at which there is quorum shall be sufficient to transact any business unless a greater number of votes is required by law or these Bylaws. A director shall not appoint a proxy for themselves or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

Section 5. Meetings solely by means of "remote" communications and/or participation by "remote" communication. A director or committee member may participate in a meeting by any means of communication through which they, other persons participating by that means, and everyone physically present at the meeting may simultaneously hear each other during the meeting. A conference among directors or committee members, even if one or more individuals is participating by electronic means, is a meeting of the directors or a committee if notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 6. Written action (action without meeting). Any action permitted to be taken at a meeting of the directors may be taken by written action signed, or consented to by authenticated electronic communication, by all of the directors entitled to vote on the action. Upon signature of the last required Director, immediate notice of the action and effective date shall be made to all Directors.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of this corporation include a President, a Secretary, and a Treasurer. This corporation may also have other officers as the Board of Directors may determine. Officers shall be selected by the Board of Directors to serve for a term of one year, and until their respective successors are elected and have qualified. Any officer may be removed at any time by the Board of Directors with or without cause. Officers who are compensated to serve in such capacity shall serve in accordance with the terms of their compensation agreements. Any officer may resign at any time by giving written notice to the President or the Secretary and shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. Any vacancy occurring in office shall be filled by the Board of Directors. The same person may hold more than one office at the same time.

Section 2. President. The President shall preside at all meetings of the Board of Directors, which shall be responsible for the general supervision, direction and management of the affairs of this corporation. The President shall have general active management of the business of the corporation; see that orders and resolutions of the board are carried into effect; may execute on behalf of the corporation all contracts, deeds, conveyances or other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this corporation; maintain records of and, when necessary, certify proceedings of the board; and perform other duties as may be assigned to them from time to time by the Board of Directors.

Section 3. Secretary. The Secretary shall keep the corporation's records and minutes, be the custodian of the records, documents and papers of this corporation, fulfill the usual duties required by such office, and perform such other duties and exercise such other powers as may be assigned to them from time to time by the Board of Directors.

Section 4. Treasurer. The Treasurer shall keep accurate financial records for the corporation and is responsible for safeguarding the assets of this corporation. They shall present a report of this corporation's financial transactions and status to the Board of Directors no less than annually, and shall from time to time make such other reports to the President and the Board of Directors as those parties shall direct or require. The Treasurer shall perform such other duties as may be assigned to them from time to time by the Board of Directors.

ARTICLE V COMMITTEES

Section 1. Authority. The Board of Directors may act through committees as authorized in resolutions adopted by a majority of the members of the Board of Directors. Each committee shall have such duties and responsibilities specifically granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members need not be Directors. No committee shall have the authority to take any of the following actions:

- (a) Amend or repeal the Articles of Incorporation or Bylaws of this corporation;

- (b) Elect, appoint, or remove any member of the Board of Directors or any officer of this corporation;
- (c) Adopt or approve a plan of merger or consolidation with another corporation;
- (d) Authorize the sale, lease, exchange, mortgage or other disposition of all or substantially all of the assets of this corporation;
- (e) Authorize the voluntary dissolution of the corporation or revoke voluntary dissolution proceedings; or
- (f) Amend or repeal any resolution of the Board of Directors that by its terms provides that it shall not be amended, altered, or repealed by any committee of this corporation.

Section 2. Meetings and Voting. Meetings of each committee shall be called and held in the same manner required for meetings of Board of Directors.

ARTICLE VI CONFLICT OF INTEREST/INDEMNIFICATION

Section 1. Director conflicts of interest. This corporation shall not enter into any contract or transaction with (a) one or more of its directors, officers, or a member of the immediate family of its director or officer, (b) a director or officer of a related organization, or a member of the immediate family of a director or officer of a related organization (within the meaning of *Minnesota Statutes*, section 317A.011, subd. 18), or (c) an organization in or of which the corporation's director or officer, or member of the immediate family of its director or officer, is a director, officer, legal representative or has a material financial interest; unless the material facts of the contract or transaction and the interests of the director(s) or officer(s) are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (not counting any vote that the interested director or officer might otherwise have, and not counting the interested director or officer in determining the presence of a quorum.) Failure to comply with this Section shall not automatically invalidate any contract or transaction to which this corporation is a party.

Section 2. Conflicts of interest: definitions. For purposes of the prior section, “immediate family” encompasses the following individuals: spouses, domestic-partners, parents, children, children’s spouses or children’s domestic-partners, siblings, or spouses or domestic-partners of siblings, aunts, uncles, first cousins, step-parents and step-children of a Responsible Person. “Domestic-partner” is used with respect to those designated as the intended life partner of an individual, regardless of whether such relationship is defined by or otherwise recognized by any governmental authority. Per the Minnesota Nonprofit Corporation Act, a “material financial interest” includes, but is not limited to, an individual's relationship to an organization in which they have rights, whether or not yet vested, for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization. For purposes of the prior section “material financial interest” does not include fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee, or agent of the corporation, even though the first director is also receiving compensation from the corporation.

Section 3. Conflict of interest policy. The Board of Directors shall adopt and annually review a conflict of interest policy. At a minimum, such policy shall require all individuals subject to the policy to certify annually that they agree to abide by it, and they shall provide on at least an annual basis to the Secretary of this corporation an annual disclosure of any existing or potential conflicts of interest, as defined in the policy.

Section 4. Insurance. This corporation may, to the full extent permitted by applicable law, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or member of a committee of this corporation against any liability asserted against such person and incurred by such person in that capacity.

Section 5. Indemnification. To the full extent permitted by any applicable law, and subject to the procedures and limitations noted in *Minnesota Statutes Chapter 317A* and in the following, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the person's current or former status as:

- (a) a director, officer, employee or member of a committee of this corporation, or
- (b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation, is or was serving the other corporation at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other corporation

against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Advances of expenses incurred which are payable shall not be made prior to a final determination in a proceeding, unless the advances are paid from insurance policies held by the corporation.

ARTICLE VIII MISCELLANEOUS

Section 1. Fiscal year. The fiscal year of the corporation shall be from January 1st to December 31st.

Section 2. Amendment. These bylaws may be amended by a two-thirds vote of the Board of Directors. Proper notice of the proposed amendment or repeal must precede a Board meeting at which the amendment will be considered and must include the substance of the proposed amendment.

Section 3. Finances. Unless approved in advance by the membership, the Board of the corporation shall not:

- (a) pay a member, officer, or other individual an ongoing salary;
- (b) enter into a contract for services without the approval of 2/3rds of the Board;
- (c) take on any indebtedness to a banking or loaning institution;
- (d) apply for or receive any line of credit;
- (e) complete a fiscal year without balancing all accounts;
- (f) complete a fiscal year and leave a balance less than \$1,000.

Section 4. Geographic Coverage. AIRUM is a regional organization defined by the states of Iowa, Minnesota, North Dakota, South Dakota, Wisconsin, and the upper peninsula of Michigan. These states will be the territory commonly served by AIRUM but membership may be extended to individuals outside of this region.

Section 4. Code of Conduct. All directors and members are required to conduct themselves in accordance with the Association of Institutional Research (AIR) Code of Ethics:
<http://www.airweb.org/AboutUs/LeadershipAndGovernance/Pages/CodeofEthics.aspx>.

Section 5. Dissolution. In the event of dissolution, the residual assets of the Association will be turned over to the Association for Institutional Research (AIR). If AIR is no longer in existence, all assets of the Association shall be distributed only to an organization or organizations with the same or similar purposes.