

Bylaws of The Religious Education Association

Adopted May 22, 1975; Revised 11/27/1979, 5/24/1985, 10/28/1988, 11/6/1990, 11/3/1991, 11/11/1992, 10/18/1993, 11/9/1994, 11/3/1995, 11/23/1997

ARTICLE I NAME, PURPOSE, PLACE

- Section 1. The Name of the corporation shall be "The Religious Education Association."
- Section 2. The purpose of this Association shall be to promote religious and moral education.
- Section 3. The business of the corporation shall be conducted from such place or places as its directors shall from time to time decide. As a corporation not for pecuniary profit under the laws of the State of Illinois, the registered agent shall be a resident of that state.

ARTICLE II MEMBERSHIP

- Section 1. The membership of the Association shall consist of all persons or organizations who have paid the annual dues.
- Section 2. There shall be three classes of membership. 1) An individual member shall be one who is professionally engaged in, or interested in, the work of religious and moral education, and who has paid the annual dues. 2) A contributing individual member shall be one who has elected to pay an amount above the annual dues, as specified by the Board of Directors. 3) A corporate member shall be an organization electing to secure benefits of membership for individuals in the organization.
- Section 3. A written application for membership and its acceptance by the Board of Directors shall constitute an agreement to continue such membership and to pay annual dues unless written notice is given by the member to discontinue membership or the dues shall become four months overdue. Membership may be resumed on payment of annual dues.
- Section 4. Annual dues shall be payable to the Association at its office. The membership year and annual dues for the various classes of membership shall be set by the Board of Directors.
- Section 5. In elections, and when an official vote of the Association membership is otherwise required, the voting shall be done by each individual member and up to five individuals designated by each corporate member.
- Section 6. Each individual member shall be entitled to receive one subscription to the Journal of the Association, and each corporate member shall be entitled to receive up to five subscriptions to the Journal. Subscriptions to the Journal will also be available to persons and organizations who are not members.

ARTICLE III MANAGEMENT AND CONTROL

- Section 1. The members of the Association shall meet annually at the call of the Board of Directors and shall have authority to amend the Bylaws, elect Board members, and to transact such business as may properly come before them. The annual meeting shall be held at such times and at such places as the Board may decide, due notice being given to the members not less than three days nor more than forty days in advance of the meeting by special announcement.
- Section 2. Special meetings may be called by the President, or in absentia by the Vice President, or by a majority of the Board of Directors, or upon written request of 75 members of the Association. Business transacted at all special meetings shall be confined to the object stated in the call.
- Section 3. Twenty-five members present in person shall constitute a quorum for the transaction of business at any regular or special meeting of the Association.
- Section 4. At the discretion of the Board, Board members may be elected at an annual meeting or by a mail ballot distributed to all individual and corporate members. Officers of the Association and Board are elected by the Board.
- Section 5. Board members shall be nominated in advance by the Nominating Committee, shall be elected at an annual meeting of the Association or by mail ballot, and shall hold that position until their successors are elected. Additional nominations may, however, be made from the floor of an annual meeting or by mail.

Section 6. An Advisory Council may be appointed by the Board of Directors for the purpose of advising the Association regarding fund-raising, financial management, and other matters. The President may convene annual meeting(s) of Council members, as appropriate.

ARTICLE IV BOARD OF DIRECTORS

- Section 1. The management of all affairs, property, and business of the Association shall be vested in a Board of Directors who shall consist of the elected officers and Board members.
- a. The Board shall oversee the policies of the Association.
 - b. In addition to the power and authorities conferred expressly upon it by these Bylaws, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members.
 - c. The Board shall consist of a maximum of 21 members, to include the elected officers of the Association, the immediate past president, chairpersons of standing and ad hoc committees, other members of the Association, and designated ex officio, non-voting members. These ex officio members will include, but not be limited to, the following: the Editor of the journal, RELIGIOUS EDUCATION, the Executive Administrator of the Association, and the President of the Association of Professors and Researchers in Religious Education.
- Section 2. Board members will be actively involved in various REA responsibilities and activities, including membership on a standing committee.
- Section 3. The term of office of all Board members shall be three years with the possibility of reelection to one successive term and that the Board be divided into three classes for the purpose of rotation. A person is not eligible to be reelected for at least one year after serving a maximum term.
- a. A person elected to an office of the Board begins a new term, renewable as officer.
 - b. Vacancies among the officers or the Board members may be filled by the Board of Directors for any part of the term where such memberships on the Board may be vacant. A person elected to fill a vacancy may, at the conclusion of that term, be elected in his/her own right for a three-year (renewable) term.
- Section 4. No dividend shall be paid and no part of the income of the Association shall be distributed to its members, directors or officers; provided, however, that the Association may pay compensation in a reasonable amount to members, officers or directors for authorized services rendered and for authorized expenses incurred on behalf of the Association.
- Section 5. Meetings of the Board of Directors shall be called by the President/Chairperson of the Board, or at the written request of seven members of the Board, four times a year (in person or via electronic means), by mailing to each director, at least three weeks prior to the date of such meeting.
- Section 6. A quorum shall consist of at least two officers and those Board members present at any given meeting. On matters that require decisions between Board meetings, a vote of the Board may be taken by correspondence (mail, fax). In this case, a quorum consists of a majority of the total number of Board members.
- Section 7. The Steering Committee of the Board of Directors shall exercise such powers and duties as are conferred upon it by the Board.
- a. The Steering Committee shall be composed of the officers of the Association: President/Board Chair, President-elect, Immediate Past President, Vice-President, Recording Secretary, and Treasurer. In addition, the Steering Committee shall include, as ex officio members, the Appointed Officers: the Executive Administrator and the Editor. The total membership shall be eight. A quorum shall consist of a majority of the Steering Committee.
 - b. It shall coordinate the work of the Board and its Committees, and it shall act and speak on behalf of the Board on matters that require decision in the interim between Board meetings.

ARTICLE V ELECTED OFFICERS

- Section 1. The officers of the Association shall be a President, who shall chair the Board of Directors and Steering Committee meetings, President-Elect, Immediate Past President, Vice-President, a Recording Secretary, and Treasurer.

- Section 2. The President, serving for two years, shall preside at the annual and special meetings of the Association. In case of the absence of the President, the President-elect or vice President will preside. The President shall preside at Board meetings and Steering Committee meetings. In his/her absence, the same procedure shall be followed. The President shall be an ex officio member of all committees of the Board. At the end of the specified term, the President becomes the Immediate Past President.
- Section 3. The Recording Secretary, serving for three years, shall keep a full and accurate report of the proceedings of the meetings of the Association and of all the meetings of the Board of Directors and Steering Committee. In the absence of the Recording Secretary, a pro-tempore secretary shall be appointed by the presiding officer.
- Section 4. The Treasurer, serving for three years, shall receive and hold, invest, or expend, under the direction of the Board of Directors and of the Steering Committee, all money paid to the Association; shall keep an exact account of receipts and expenditures, with vouchers for the latter; and shall render the accounts for the fiscal year to the Board of Directors. The Treasurer shall give such bond for the faithful discharge of those duties as may be required by the Board of Directors.
- Section 5. The vice President, serving for three years, shall, in the absence of the President, chair meetings and shall be a liaison to various faith traditions.
- Section 6. The President-elect, serving for one year, shall work with the President in all decision-making functions and shall act as a liaison between the President and conference planning committee(s). The President-elect shall become the President at the end of the current President's term or upon a leave of absence or resignation of the current President.
- Section 7. The Immediate Past President, serving for one year shall advise the President and act as liaison between the President and the Endowment Committee.

Article VI APPOINTED OFFICERS

- Section 1. An Executive Administrator may be appointed by the Board of Directors for such time and at such salary as the Board may decide. The Executive Administrator is responsible for administering the affairs of the Association under the guidance of the Board, and shall have direct charge of the Association's office and shall perform all duties incident to that function or properly required of him/her by the Board of Directors.
- a. The Executive Administrator shall serve as ex officio member of the Board of Directors, Steering Committee, and all Board committees.
 - b. The search for an Executive Administrator shall be conducted by a committee appointed by the Steering Committee of the Board. The search committee shall report its recommendation to the Board of Directors who will appoint the Executive Administrator.
 - c. In the event of an unforeseen vacancy in the position of Executive Administrator, the Steering Committee may appoint an Interim Executive Administrator until the full search process can be conducted.
- Section 2. The Editor of RELIGIOUS EDUCATION, the journal of the Association, shall be appointed by the Board of Directors.
- a. The Editor shall serve as an ex officio member of the Board of Directors and Editorial Committee of the Board.
 - b. The search for Editor shall be conducted by a committee appointed by the Steering Committee in consultation with the Chair of the Editorial Committee of the Board. The search committee shall report its recommendation to the Board of Directors who will appoint the Editor.
 - c. In the event of an unforeseen vacancy in the position of Editor, the Steering Committee, in consultation with the Editorial Committee, may appoint an Interim Editor until the full search process can be conducted.

ARTICLE VII COMMITTEES

- Section 1. For the maintenance and continuity of the work of the Association and for the promotion of its work of investigation, there may be the following standing committees, which shall report to the Association at its general meeting, and in the interim between meetings shall be responsible to the Board of Directors or the Steering Committee of the board of Directors:

- a. Program. This Program Committee shall be responsible for the initiation and development of the programs of the Association, including convention plans, and such other matters as may properly be referred to it by the Board of Directors.
- b. Publications. The Publications Committee shall serve in an advisory capacity in connection with the publications of the Association, making recommendations in matters of policy regarding these publications.
- c. Research. The Research Committee shall promote research in religious education.
- d. Membership and Promotion. The Membership and Promotion Committee shall be responsible for the promotion, recruitment, and maintenance of the membership of the Association.
- e. Nominating. The Nominating Committee will nominate board members and present them for Board approval and submission to the Association membership for election. It will nominate officers and present them for election by the Board. It will carry out any other duties specified by the Board or Steering Committee related to elections or appointments of positions in the Association.
- f. Finance. The Finance Committee shall be chaired by the Treasurer. It shall be responsible for the financial affairs of the Association, shall submit an annual budget to the Board for approval, and shall monitor the implementation of the approved budget.
- g. Endowment. The Endowment Committee shall advise the Board on matters relating to the structure and functions of the Committee, obtaining money for the Endowment Fund, managing the assets of the Fund, and using the income from the Fund; and shall plan, implement, and evaluate fund-raising activities which have been approved by the Board in order to increase the Fund; and shall plan, implement, and evaluate Fund-management activities which have been approved by the Board. Membership on the Committee will consist of the President (or President's delegate), Treasurer, Executive Administrator (ex officio), a Chair (appointed by the President), the Immediate Past President, other REA Board members who have interests or expertise related to the Committee's work, and other REA members who have expertise related to the Committee's work.

- Section 2. The Board of Directors may appoint such other committees of the Association as it may deem best in carrying out the purpose of the Association.
- Section 3. The Chairpersons of all standing committees shall be appointed by the President/Board Chairperson in consultation with the Steering Committee.
- Section 4. Chairpersons shall be expected to act until their successors are appointed and have assumed their duties.

ARTICLE VIII AMENDMENT OR ALTERATION OF BYLAWS

- Section 1. These Bylaws may be modified, amended, or altered by a two-thirds majority vote at any annual or special meeting of the Association, if the legal notice of such meeting in advance contains a statement of the proposed alteration, amendment, or repeal.

ARTICLE IX IN EVENT OF DISSOLUTION

- Section 1. In the event of the dissolution of the Association, the net assets after payment of debts shall be transferred to one or more not-for-profit, tax-exempt organizations engaged in activities substantially similar to those of the dissolving corporation and located in the state where the main business office is located.