

# American Modeling Teachers Association Constitution and Bylaws

EIN: 54-2179316

Constitution Adopted August 2005; Updated February 2019

Bylaws Adopted August 2005; Updated July 2019

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## Constitution

### Article I. Name

1. The name of this organization shall be “American Modeling Teachers Association” (hereafter referred to as AMTA). AMTA is incorporated under the laws of the State of Washington.

### Article II. Mission Statement

The mission of the American Modeling Teachers Association is to promote the modeling method of instruction, support and provide modeling instruction training for educators, and support collaboration among its members.

### Article III. Membership

1. Levels of membership shall include: Regular members, Associate members, Emeritus members, and Sustaining members.
2. The privileges of voting and of holding an elected office shall be limited to Regular and Emeritus members.
3. Each level of membership is defined in the By-laws.

### Article IV. Annual Meeting

1. The Annual Meeting of the AMTA shall be the first meeting of the general membership each calendar year and will usually be held during the summer.

### Article V. Executive Board

1. The AMTA shall be governed by its Board of Directors that shall be made up of the elected members of the Executive Board who are the Vice President, President-Elect, President, the living Past President of most recent incumbency, the Secretary, the Treasurer, and three elected Members-at-Large.
  - a. At the inception of the AMTA the Executive Board will consist of the Founding Directors who will also hold the positions of President, Secretary and Treasurer and any such other office as deemed necessary by the Executive Board. The Founding Directors will continue to hold these offices until after the first member-wide elections at which time the new officers will assume their offices as outlined in Article VI. The Founding Directors may appoint members to the positions of Vice President, President-Elect and the three Members-at-Large to serve until the first member-wide elections.
  - b. The Founding Directors are defined as the three Directors listed in the Articles of Incorporation filed with the Secretary of State for the State of Washington during July, 2005.
  - c. The Founding Directors will continue to be voting members of the Executive Board for a period of not less than five years from the date of incorporation or until the end of their term as a legally elected officer, whichever occurs later.

## Article V. Executive Board (cont.)

2. The Executive Board shall exercise all powers necessary to carry out the affairs of the AMTA, but may not alter corporate or governance policies adopted by vote of the membership. The power to make financial decisions for the AMTA shall be vested in the Executive Board exclusively, except that the Board may delegate to the Treasurer, the Executive Officer, or others authority to make financial decisions needed to carry out their duties effectively.
3. The Executive Board shall determine the dates and locations of its regular meetings.
4. A quorum of the Executive Board shall be one-half of the voting members of the Board.
5. Special meetings of the Executive Board shall be announced in writing or email to its members with at least four weeks advance notice. The reason for the meeting must be set forth in the announcement. Such special meetings may be called by the President or by a majority of members of the Executive Board eligible to vote. The notification requirement may be waived in emergency situations where advance notification is not possible or practical.
6. The Secretary, with the concurrence of the President, the Treasurer, or the Executive Officer, may conduct ballots of the Executive Board by methods specified in the By-laws on matters requiring action before the next meeting. Written information providing a rationale for the proposed action must reach members of the Executive Board at least seven days prior to the deadline for the vote. Approval requires a positive vote of at least two-thirds of the members of the Executive Board eligible to vote.

## Article VI. Officers of the Corporation

1. For corporate purposes the Officers of the Corporation shall be the President, the President-Elect, the Vice President, the Secretary, the Treasurer, the Executive Officer, and such other corporate officers as the Executive Board shall determine.

## Article VII. Committees

1. There shall be a Candidate Selection Committee (CSC) whose responsibility shall include the selection of candidates for election to the positions of Vice President, Members-at-Large, and in alternate years, Secretary or Treasurer of the AMTA, and such other duties as may be assigned by the Executive Board. The CSC will be chaired by the Past President and include the President-Elect and one Member-at-Large.
2. There shall be an Award Selection Committee (ASC) whose responsibility shall include the selection of award candidates for the three awards – The Jane Jackson Award for Notable Service to Modeling Instruction; The David Hestenes Award for Exceptional Contributions to Modeling Instruction; The Malcolm Wells

Leadership Award. The ASC will be chaired by the Vice-President and include the Secretary and one Member-at-Large (not the Member-at-Large on the CSC).

3. The Executive Board shall have the power to create additional task forces or committees as needed, establish the charge for the task forces or committee, establish the membership of the task forces or committee, determine to whom the task forces or committee reports, and set the termination date of the task forces or committee.

#### Article VIII. Elections

1. Candidates for an elected office may be self-nominated or nominated by another Regular or Emeritus member of AMTA to the Candidate Selection Committee (CSC).
2. The chair of the CSC will contact each nominee for a position to collect their information for review by the CSC. All nominees shall have indicated their willingness to serve, if elected, and those nominees for the presidential track position will have indicated willingness to serve, if elected, for the full four year term, from the Vice-President position, to the Past-President. From those nominated, the CSC will select two candidates for the Vice-President, Treasurer, and Secretary positions and three candidates for a Member-at-Large position.
3. Election of the Vice President, Secretary, Treasurer, and Members-at-Large of the Executive Board will be conducted by ballot of the voting members of the AMTA during the spring of each year. The person elected as Vice President will serve successive one-year terms as Vice President, President-Elect, President, and Past President. The Secretary and Treasurer will be elected in alternate years in recognition of their two-year terms. One Member-at-Large will be elected each year in a three-year cycle in correspondence with their three-year terms.
4. In case of a tie vote for any position, the Executive Board, by ballot, shall elect from among the candidates who share the tie vote; the candidate receiving the largest number of votes from the Executive Board members shall be elected.
5. Results will be announced by the President, or their designee, posted in the next AMTA newsletter, and on the AMTA public website as soon as possible after the election.

#### Article IX. Affiliated Organization

1. Any organization made up of five or more Regular or Emeritus members of the AMTA and concerned with the educational, cultural, or historical aspects of modeling pedagogy may, on petition to the Executive Board through the Secretary, be recognized by the Executive Board as an Affiliated Organization.

#### Article X. Dues

1. Dues and privileges for Regular, Associate, Emeritus, and Sustaining members shall be determined by the Executive Board.

## Article XI. Nondiscrimination

1. The AMTA shall not discriminate on the basis of race, religion, color, national origin, gender, sexual orientation, age, or disability.

## Article XII. By-Laws

1. The Executive Board may adopt, alter, or amend the By-Laws of the AMTA in ways not inconsistent with the Constitution by an affirmative vote of two-thirds of those members of the Executive Board who are eligible to vote, at a meeting held no less than four months after the changes are initially proposed and announced in writing to the Executive Board.

## Article XIII. Amendments

1. A petition to amend the Constitution may be initiated by the Executive Board or by a petition signed by at least 10% of Regular and Emeritus members and submitted to the President. If the proposed amendment is approved by the Executive Board, if practical, it shall be submitted to the AMTA Regular and Emeritus member for approval.
2. If a proposed amendment is not approved by the Executive Board, then those who submitted the proposal will be notified by the President.
3. At least two-thirds (2/3) of the votes cast must be affirmative to adopt the amendment(s).
4. The Secretary shall distribute the outcome of the vote regarding the amendment(s) to the AMTA members within one month following the conclusion of the vote.
5. Amendments to the Constitution, after adoption by the Executive Board, shall become effective upon approval and an updated Constitution will be posted on the AMTA website.

## Article XIV. Nonprofit Organization

1. Notwithstanding any other provision of this Constitution, the AMTA shall not carry on any activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or (b) by any association contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.
2. The AMTA shall continue forever unless a two-thirds majority of the members voting in a ballot conducted in such a manner as the Executive Board may prescribe shall vote to dissolve the AMTA. A proposal to dissolve the AMTA may be submitted for vote by the Executive Board. In the event that the AMTA is dissolved, the Executive Board, after fulfillment of all obligations of the AMTA, shall dispose of all assets of the AMTA exclusively for the purposes of the AMTA to such charitable, educational, or scientific organization or organizations as shall

at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, except that in the case of funds granted by an agency stipulated otherwise, disposition shall be made in accordance with the provisions contained in the pertinent grant documents.

## Bylaws

### ARTICLE I. MEMBERSHIP

#### 1. Levels of membership

- a. Regular Members: Individuals who have successfully completed a modeling instruction program that is recognized and has been sanctioned by the Executive Board.
- b. Associate Members: Individuals who have an interest in modeling pedagogy, but who do not otherwise qualify for Regular membership. Support services may not be provided to Associate members in all cases and only when ample resources are available. Associate members are not eligible for election to the Executive Board.
- c. Emeritus Members: Individuals who qualify as Regular members, have reached the age of 60 years, and who have retired from regular gainful employment.
- d. Sustaining Members: Corporations and institutions that wish to further the work of AMTA and whose admission is recognized as promoting the objectives of AMTA.
- e. The Executive Board is empowered to grant membership to individuals as appropriate.

#### 2. Application and Approval Process

- a. Regular and Associate: The Executive Officer shall receive applications for Regular and Associate membership and shall admit to membership those eligible whose applications are found to be in order.
- b. Emeritus: The Executive Officer shall receive applications for transfer from regular to Emeritus membership and shall approve such transfer upon receipt of evidence that the conditions for emeritus membership have been met.
- c. Sustaining: Admission to Sustaining membership shall be by a majority vote of the Executive Board or by action of the Executive Officer.

### ARTICLE II. EXECUTIVE BOARD

1. Terms: Elected Officers shall hold office starting on July 1st after their election and continue until the following June 30th. The President, Past President, President Elect, and Vice President shall serve one-year terms.

2. Past President: The Past President shall have duties determined by the Executive Board and shall chair the Candidate Selection Committee (CSC).
3. President: The President shall preside at meetings of the Executive Board and shall have duties associated with the presidential office as determined by the Executive Board.
4. President-Elect: The President-Elect shall have duties determined by the Executive Board and shall chair the Annual Conference Planning Committee.
5. Vice President: The Vice President shall have duties determined by the Executive Board and shall chair the Award Selection Committee (ASC).
6. Secretary and Treasurer: The Secretary and the Treasurer shall serve two-year terms and be elected in alternate years. Neither shall serve more than three consecutive terms. The Secretary and the Treasurer shall have the duties ordinarily associated with their offices and other such duties as determined by the Executive Board.
7. Members-at-Large (MAL): The Members-at-Large are representatives of the regular and emeritus membership. Members-at-Large shall serve three-year terms. One Member-at-Large shall be elected each year unless vacancies in this office require more to be elected. Vacancies shall be filled at the first election after the vacancy occurs by election of a person to complete the unexpired term. The candidates for election to fill vacancies will be supplied by the Candidate Selection Committee. Members-at-Large shall not serve consecutive terms except when a person has been elected to complete a term associated with a vacancy. One MAL will chair the Membership Committee; One will serve on the ASC; One will serve on the Candidate Selection Committee.
8. The Executive Board shall have the power to appoint (hire and fire) the Executive Officer.
9. The Secretary, when conducting ballots of the Executive Board, may distribute the ballots by mail, fax, email, or the AMTA website, or by contacting Board Members directly by phone.
10. Vacancies:
  - a. When vacancies in the elected positions in the presidential chain occur the officer in the position that would next fill the vacated position will vacate their current office and assume the higher vacated position and serve the remainder

of the current term, as well as the term they would normally have served in that position. In the event that the Vice-President position is vacated the Executive Board will fill the vacancy for the remainder of the current term.

- b. A vacancy in the office of Secretary or Treasurer shall be filled to complete the term by appointment of the Executive Board.
- c. A vacancy in the office of the current Past President shall be filled by the living Past President of most recent incumbency who is willing and able to serve.
- d. When vacancies occur on committees established by the Executive Board, the unexpired terms shall be filled by appointment of the President.
- e. In the event that three or more vacancies occur on the Executive Board, the remaining Board members may, at their discretion, call for a special election to fill the vacant positions until the end of the current terms.

### ARTICLE III. COMMITTEES

- 1. There will be a Candidate Selection Committee (CSC) and an Award Selection Committee (ASC) whose responsibilities and composition are established in the AMTA Constitution.
- 2. The President has the authority to appoint one-year temporary committees as needed, or as may be requested by the Executive Board.

### ARTICLE IV. ANNUAL REPORT

- 1. The AMTA budget and the final financial report for the preceding year shall be published annually on the AMTA member website.

### ARTICLE V. AFFILIATED ORGANIZATIONS

- 1. There shall be no geographic restrictions of affiliated organization membership or location.
- 2. Affiliated organizations shall submit an annual report to the Executive Officer and to the Secretary prior to September 1 of each year. The annual report will include the names and addresses of officers and a description of the past year's activities and future plans.
- 3. Affiliated organizations may have meeting announcements and news published in any journals, newsletters and websites of AMTA.
- 4. Persons who are not members of AMTA may be members of affiliated organizations.
- 5. Organizations may lose the affiliated organization status by a vote of the Executive

Board or by the request of the organization. Dismissal is automatic if organizations fail to submit an annual report for two consecutive years.

6. Meetings of affiliated organizations must be open to any member of AMTA.

#### **ARTICLE VI. Executive Board Members' Responsibilities and Code of Conduct**

1. Every elected member of the Executive Board is expected to:

- a. Attend meetings on a regular basis.
- b. Prepare for meetings by reviewing the materials provided and bringing them to the meeting.
- c. Conduct oneself in a conversational, non-confrontational manner at meetings.
- d. Maintain confidentiality of Executive Board and committee work unless otherwise authorized and until minutes are approved and distributed publicly.
- e. Support and comply with AMTA's constitution, bylaws, and policies for conducting official business.
- f. Be available to serve on committees or task forces as an active and involved participant.
- g. Refrain from behavior that creates factions and limits free and open discussion.
- h. Refrain from investigating or discussing the Executive Officer's performance with staff members or stakeholders without Executive Board authorization.
- i. Disclose one's involvement with other organizations, businesses or individuals where such a relationship might be viewed as a conflict of interest (see Conflict of Interest Policy).

#### **ARTICLE VII. Alleged Violations of Executive Board Members**

1. An allegation of an Executive Board Member's violation of any of their responsibilities may be submitted in writing to any elected Executive Board Member or AMTA staff member.
2. Upon receipt of an allegation, the recipient will submit this to a Violations and Misconduct Panel, which includes the Executive Officer, the President, the President-Elect, and the Past-President. If any of these members are the subject of the allegation, the report will not be submitted to that person and that person will not serve on the Panel during the investigation of the allegation.
3. The Panel will:
  - a. Meet to discuss the allegation and possible resolutions.
  - b. Design and execute a plan that ensures the allegation is handled professionally, confidentially, and completely.
  - c. Communicate with the Executive Board Member who is the subject of the allegation, and provide opportunity for that person to respond to the

allegation if it is deemed to have merit.

- d. Communicate with the person who initiated the allegation and provide information regarding resolution of the allegation.
4. The Panel will report the nature of the allegation and the outcome to the Executive Board at the following meeting. In some cases, the names of individuals may be kept confidential from the Executive Board; confidentiality is the preferred style.
5. If the Panel finds that a violation has occurred, a record of that violation will be retained in confidence by the Executive Officer or the President. If future allegations arise against the same Executive Board member, records of earlier violations will be considered.
6. In the event that the Panel calls for removal of an individual from their elected position as a consequence of a violation, the individual may resign. If the individual chooses not to resign, the Panel will make a motion to the Executive Board. Removal requires an affirmative two-thirds vote of the entire Executive Board, excluding the member who has been found to have committed a violation.

#### ARTICLE VIII. AMENDMENTS

1. The Executive Board may adopt, alter, or amend these Bylaws as provided in Article XII of the Constitution.