BYLAWS

of the

Association of Mathematics Teacher Educators

Article I – Name, Purposes, and Location

Section 1. Name. The name of this non-profit association shall be Association of Mathematics Teacher Educators, hereinafter referred to as AMTE.

Section 2. Purposes and Governing Law. AMTE is organized as a nonprofit benefit corporation under the Michigan Nonprofit Corporation Act (the "Nonprofit Law") and exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code for the purposes set forth in the Articles of Incorporation of AMTE ("Articles of Incorporation").

Section 3. Location. The principal office of AMTE shall be located within or outside the State of Michigan, at such place as AMTE's Board of Directors may designate or as the business of AMTE may require. AMTE may maintain additional offices at such other places as the Board of Directors may designate. AMTE shall continuously maintain within the State of Michigan a registered agent as may be designated by the Board of Directors.

Article II – Membership

Section 1. Membership. AMTE shall have at least the below categories of membership. The Board of Directors may, in its discretion, create other categories as it deems necessary.

A. Regular Members. Regular Membership shall be open to all individuals who are interested in and support the purposes of AMTE. A person shall become a Regular Member in good standing upon receipt of a completed application and designated dues. Regular Members shall be eligible to vote, hold office, and serve on the Board of Directors.

B. Institutional Members. Institutional Membership shall be open to all organizations that are interested in and support the purposes of AMTE. An organization shall become an Institutional Member in good standing upon receipt of a completed application and designated dues. Institutional Members shall not be eligible to vote or serve on the Board of Directors.

C. Student Members. Student Membership shall be open to all individuals who are interested in and support the purposes of AMTE, who have not received a doctorate, and are currently enrolled in a college or university. Student Members shall be eligible to vote and serve on the Board of Directors.

D. Emeritus Members. Emeritus Membership shall be open to all retired individuals who are interested in and support the purposes of AMTE. Emeritus Members shall be eligible to vote and serve on the Board of Directors.

Section 2. Application for Membership. Eligibility requirements for membership shall be established by AMTE's Board of Directors ("Board") and set forth in the policies, procedures, or other rules of AMTE.

Section 3. Membership Dues, Fees, and Assessments. Membership dues and any fees or assessments shall be fixed in such amount as shall be determined from time to time by the Board. Any member who fails to pay their dues within three (3) months of such due date shall be deemed to have resigned from membership until such time all owed payments to AMTE are made.

Section 4. Resignation and Removal. Any member may resign by filing a written resignation with the Executive Director or Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

The Board may suspend or terminate from AMTE a member if, in good faith and according to fair and reasonable procedures, it is determined that the member's conduct, act, or omission violates the purpose, mission, and/or values of AMTE, the Articles of Incorporation, these Bylaws, the Code of Conduct, or AMTE's policies and procedures, or otherwise is prejudicial to the welfare or reputation of AMTE and/or constitutes good and sufficient cause for discipline under this Section. In all instances, the member being considered for suspension or termination will be afforded the opportunity to respond, either orally or in writing, and such response will be meaningfully considered by the Board prior to the member's suspension or termination.

Section 5. Meetings of the Members.

A. Annual Meeting. An annual meeting of the members shall be held once a year at a date, time, and location set by the Board. Notice of an annual meeting shall be provided to all voting members no fewer than ten (10) nor more than sixty (60) days prior to the date of the Annual Meeting. Notice may be provided in writing, orally or by any other method permissible by law.

B. Special Meetings. Special Meetings of AMTE membership may be called by the Board at any time, or shall be called by the President of AMTE upon receipt of a written request by at least twenty percent (20%) of the members eligible to vote. A written notice of the date, time, location, and the business to be transacted at the Special Meeting shall be sent via electronic communication to voting members not less than fifteen (15) days before the date of the meeting.

C. Quorum. Unless a greater proportion is required by law, these Bylaws, or the Articles of Incorporation, those members present in person or by proxy shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings unless a member present requests the presiding officer check for a quorum and fewer than twenty-five percent (25%) of the number of members initially present remain at the meeting.

D. Voting. Unless otherwise specifically required by law or these Bylaws, a majority vote of the voting membership at which a quorum is present shall constitute a decision of the membership.

E. Participation Through Remote Communications. At the discretion of the Board, members may participate in the Annual Meeting, or any other membership meeting, by means of conference telephone or by other means by which all members participating are able to simultaneously hear each other and be heard during the meeting, and such participation shall constitute presence in person at the meeting.

Article III – Affiliations

Section 1. Affiliation with Other Organizations. AMTE may affiliate with other organizations, subject to the approval of a majority of the Board.

Section 2. Subordinate Affiliation. State and/or regional organizations may become affiliates of AMTE, subject to the approval of a majority of the Board.

Article IV – Board of Directors

Section 1. Authority and Duties. The governing body of AMTE shall be the Board. The Board shall supervise, control, and direct the affairs of AMTE; shall determine its policies; shall uphold its fiduciary responsibilities; and shall be responsible for the interpretation of these Bylaws. The Board may adopt such rules and regulations for the conduct of its business as may be deemed advisable, and appoint such agents as may be considered necessary. The Board may create and dissolve such committees and task forces as it deems necessary and may delegate to them any of its powers, subject to the Board's power to review and revise committee and task force decisions.

Section 2. Number and Composition. The Board shall consist of at least the President, President-Elect or Immediate Past President, Secretary, Treasurer, and three (3) Directors-at-Large) who serve as voting members of the Board. The Executive Director and the Vice-Presidents of the divisions for Membership; Professional Learning; Publications; Advocacy, Equity, and Research; and Communications and Outreach shall serve as *ex officio*, nonvoting members of the Board.

Section 3. Election.

A. Nominations and Election Committee. The Nominations and Election Committee shall solicit the names of members in good standing to serve as candidates for members of the Board and shall prepare a slate of nominees for positions on the Board.

B. Nominations. Any eligible member in good standing may be nominated to serve as a member of the Board of Directors. Any member may nominate themselves by notifying the Chairperson of the Nominations and Election Committee. An eligible member in good standing may be suggested for nomination by another member of AMTE.

C. Elections. Elections shall be held annually and conducted pursuant to the policies and procedures adopted by the Board from time to time.

Section 4. Terms of Office. The terms of office for the elected officers of AMTE and Directors-at-Large shall be three (3) years, except for President-Elect and Immediate Past President who shall serve one-year terms, and the President, who shall serve a two-year term. The Immediate Past President will serve in the first year of the President's term and the President-Elect shall serve in the second year of the President's term. Elected officers of AMTE and the Directors-at-Large shall assume office at the end of the annual meeting at which their election is announced. Officers or the Directors-at-Large may serve only one (1) term in a specific office.

The President-Elect shall begin their term of office in even-numbered years. The Secretary and Treasurer shall be elected every three (3) years. One (1) Director-at-Large shall be elected each year.

Section 5. Resignation and Removal. Except as otherwise required by law, a member of the Board may resign from the Board at any time by giving notice in writing to the President. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

One or more members of the Board may be removed by a vote of the members provided that notice of the meeting at which the removal is to be considered shall state the purposes, or one of the purposes, of the meeting is removal of such member of the Board.

The membership may remove from the Board a member of the Board if, in good faith and according to fair and reasonable procedures, it is determined that the Board member's conduct, act, or omission violates the purpose, mission, and/or values of AMTE, the Articles of Incorporation, these Bylaws, the Code of Conduct, or AMTE's policies and procedures, or otherwise is prejudicial to the welfare or reputation of AMTE and/or constitutes good and sufficient cause for discipline under this Section. In all instances, the Board member being considered for removal will be afforded the opportunity to respond, either orally or in writing, and such response will be meaningfully considered by the membership prior to the Board member's removal.

Section 6. Vacancies. When a vacancy on the Board occurs, the remaining members of the Board shall designate an individual to fill the position for the remainder of the term of office for all Board members other than the President.

Section 7. Meetings of the Board.

A. Regular Meetings. Regular meetings of the Board shall be held at the call of the President, but in no event less than once per year. Notice of all such meetings shall include the date, time, location and business to be conducted at the meeting, and shall be given to each Director not less than ten (10) days before the date of the meeting.

B. Special Meetings. Special Meetings of the Board may be called by the President or at the request of the majority of the Board. Notice of any Special Meeting of the Board shall be given to each Director at least three (3) days prior to the meeting date and shall include the date, time, location, and business to be conducted at the meeting.

C. Action Without a Meeting, Prior Notice or Vote. Unless otherwise provided by the Articles or these Bylaws, action required or permitted to be taken pursuant to authorization voted at a meeting of the Board or a Committee thereof may be taken without a meeting if, before or after the action, all members of the Board or of the Committee consent to the action in writing. The written consents shall be filed with the minutes of the proceedings of the Board or Committee. The consent has the same effect as a vote of the Board or Committee for all purposes.

D. Conference Virtual Meetings. A member of the Board of Directors may, with the approval of the presiding officer, attend any meeting of the Board of Directors virtually, so long as all members of the Board of Directors participating in the meeting can hear one another. All such members shall be deemed to be present in person at such meeting.

E. Voting. Each voting member shall have one vote. Unless a greater majority is specifically required by the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the voting members present at a meeting of the Board at which a quorum is present and voting shall be the act of the Board.

F. Quorum. A majority of the voting members present at a meeting of the Board shall constitute a quorum for the transaction of business. Should a majority of the Board no longer be present at a meeting, the quorum will cease to exist.

Article V – Officers

Section 1. Officers. The officers of AMTE shall be the President, President-Elect or Immediate Past President, Secretary, and Treasurer.

Section 2. President. The President shall ensure that the affairs of the AMTE are conducted in accordance with the Bylaws, and policies of the AMTE; shall be the presiding officer at the annual business meeting, Board of Directors meetings and any special meetings; shall call special meetings; shall coordinate the activities of standing committees; and shall provide leadership for the attainment of the goals of the AMTE.

Section 3. President-Elect. The President-Elect shall serve as assistant to the President and assume the office of President in the year following their election. The President-Elect, with the consent of the Board, shall assume the Presidency during their term of office upon the incapacity or unavailability of the President.

Section 4. Immediate Past President. The Immediate Past President shall serve as a resource person to the President during the year following the Immediate Past President's term of office as President of AMTE. The Immediate Past President, with the consent of the Board, shall reassume the Presidency during the year following their term as President upon the incapacity or unavailability of the President.

Section 5. Secretary. The Secretary shall record and maintain a file of the minutes of official meetings of AMTE and the Board and shall be responsible for the correspondence of the AMTE.

Section 6. Treasurer. The Treasurer shall ensure that all revenues and expenditures of AMTE be in conformity with the Bylaws, and policies of the AMTE; shall transact the financial affairs of AMTE upon recommendation of the Board of Directors; and shall present financial reports at the meetings of the Board of Directors and present an annual financial report at AMTE's annual business meeting.

Article VI – Committees

Section 1. Standing Committees. The President, based on discussion and approval from the Board, shall appoint standing committees of the AMTE and standing committee chairpersons, referred to as Associate Vice Presidents. All such appointed committees and Associate Vice Presidents shall be listed in the Roles & Responsibilities document. The Nominations and Election Committee shall be a standing committee of the AMTE.

Section 2. Special Committees and Task Forces. Special committees and Task Forces of the AMTE and their chairpersons shall be appointed by the President with the approval of the Board of Directors on an as-needed basis.

Article VII – Employees and Agents

Section 1. Executive Director. The Executive Director of AMTE shall be selected by the Board and perform such duties assigned by the President or the Board. The Executive Director shall maintain a current and accurate membership list, oversee and approve updates to the website and online management system. The term of office, authority, and responsibilities of the Executive Director shall be determined by contract with the Board.

Section 2. Other Employees. The Board may choose to appoint other agents or employees who shall serve at the pleasure of and be overseen by the Executive Director, unless it delegates such authority to the President and/or to others. Such agents or employees shall have such authority and perform such duties as may be required of them to carry out the affairs of AMTE.

Article VIII – Referendum

Section 1. Applicability. All formal actions taken by the Board of Directors shall be subject to a referendum of the membership.

Section 2. Reconsideration. Upon presentation to the Board of Directors of a petition bearing the signatures of a minimum of 10% of the voting members, the Board of Directors shall, at a meeting called within a reasonable time, reconsider its formal action as specified by the petitioners. A membership list can be provided to active members upon written request to the Executive Director.

Section 3. Referendum. If, after reconsideration, the Board of Directors reaffirms its action, that action shall be subject to a ballot of the membership within 30 days of the reconsideration. If a majority of the regular members of AMTE who vote reject the Board of Directors action, the action shall become null and void.

Article IX - Miscellaneous

Section 1. Fiscal Year. The fiscal year of AMTE shall be the calendar year unless such other period shall be fixed by the Board.

Section 2. Contracts and Other Documents. The Board may authorize the President or Executive Director to enter into contracts or to execute and deliver other documents and instruments on the AMTE's behalf. Such authority also may be invested in other officers or agents of the AMTE from time to time.

Section 3. Checks, Loans, Drafts, Etc. All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of the AMTE, shall be signed/approved by such officer or officers, or agent or agents, of the AMTE and in such manner as shall be from time to time determined by the Board. In the absence of such determination, such instruments shall be signed/approved by the President or Executive Director, except that disbursements over a specific amount, to be set from time to time, must be approved in advance by the Board and dual signatures/approvals may be required by the Board.

Section 4. Deposits. All funds of the AMTE shall be deposited to the credit of the AMTE in such banks, trust companies, or other depositories as the Board may from time to time select.

Section 5. Books and Records. The AMTE shall maintain at its principal office: (a) correct and complete books and records of account, (b) minutes of the proceedings of the Board of Directors, any Committees, and any designated bodies of the Board, (c) the names and addresses of its current Directors and officers, (d) the AMTE's current Articles of Incorporation, Bylaws, and Board-approved policies, (e) the most recent report filed with the State of Michigan, and (f) all documents required to be maintained by organizations exempt from Federal income tax under Internal Revenue Code Section 501(c)(3) (or the corresponding section of any future Federal tax code). All books and records of the AMTE may be subject to inspection as required by law.

Section 6. Parliamentary Procedure. Roberts' Rules of Order Newly Revised shall prevail at all AMTE meetings, except as provided for in the Bylaws.

Section 7. Loans to Directors and Officers. No loans shall be made by the AMTE to its Directors or Officers.

Section 8. Indemnification and Insurance.

A. Indemnification. Subject to the other provisions of this Article, the AMTE shall indemnify any Director or officer of the AMTE who was or is a party or was threatened to be made a party to any action, suit or proceeding (whether civil, criminal, administrative, or investigative, and whether formal or informal), other than an action by or in the right of the AMTE, where such person is a party because he or she is or was a Director or officer of the AMTE. The AMTE shall indemnify such person against expenses, including actual attorney fees, judgments, penalties, fines, and amounts paid in settlement which were incurred by such person in connection with the action, suit, or proceeding. Such indemnification is contingent upon such person acting in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstance and in a manner the person reasonably believes to be in the best interests of the AMTE, and further provided such person has given prompt notice of the matter to the AMTE and has given it the opportunity to provide legal counsel and to participate in resolution of the matter. With respect to a criminal action or proceeding, the person must have had no reasonable cause to believe such person's conduct was unlawful. Unless ordered by a court, any indemnification permitted under this Article shall be made only after the Board of Directors determines that the indemnification is proper under the circumstances because the person to be indemnified has met the applicable standard of conduct and evaluates the reasonableness of the expenses and of the amounts paid in settlement. This determination and evaluation shall be made by a majority vote of the Directors who are not parties or threatened to be made parties to the action, suit, or proceeding. However, no indemnification shall be provided to any Director or officer of the AMTE for or in connection with (a) the receipt of a financial benefit to which the person is not entitled; (b) any matter in which the person has been found liable to the AMTE; or (c) a knowing violation of law.

B. Changes in Michigan Law. If there is any change of the Michigan statutory provisions applicable to the AMTE relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions.

C. Insurance. The Board may authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a Director, officer, employee, or agent of the Corporation or out of acts taken in such capacity, whether or not the AMTE would have the power to indemnify the person against that liability under law.

Section 9. Prohibitions and Limitations. No part of the net earnings of the AMTE shall inure to the benefit of, or be distributable to its Directors, officers, employees, or other private persons, except that the AMTE shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. Notwithstanding any other provision of these Bylaws, the AMTE shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

Section 10. Member Access to Policies. All policies and documents referred to in these bylaws shall be available and accessible for members on the AMTE website. At minimum, the webpage where these bylaws are posted shall also contain a concise list of links to all policies and documents referred to in these bylaws.

Article X – Amendments

Section 1. Amendments.

A. Any member(s) may submit proposed amendments to the Board of Directors by the 120th day prior to the next Annual Business Meeting.

B. The Board of Directors shall present all proposed amendments to the membership by the 45th day prior to the next Annual Business Meeting.

C. The Board of Directors shall present for discussion at the Annual Business Meeting all proposed amendments to the Bylaws. An amendment may also be presented at Annual Business Meeting by any member in good standing.

D. An amendment presented by a member and endorsed at the annual meeting by 20% of the members in good standing present at the meeting shall be considered at that meeting.

E. If approved by the Board of Directors and a majority of the Regular Members present at the Annual Meeting, an amendment shall take effect immediately unless otherwise specified in the amendment proposal.

F. Amendments not approved by the Board of Directors that receive a majority vote of the Regular Members present at the Annual Meeting shall be submitted to the membership for ratification by ballot within 60 days of the Annual Business Meeting and shall take effect when approved by 60% of those Regular Members in good standing who vote.