

BYLAWS OF THE MARYLAND ASSOCIATION OF INSTITUTIONAL
RESEARCH (MDAIR) ASSOCIATION



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Mission Statement

Maryland Association for Institutional Research (MdAIR) Mission

The Maryland Association for Institutional Research (MDAIR) is a member-driven organization devoted to promoting excellence in the field of institutional research at all institutions of higher learning in Maryland. MDAIR focuses on facilitating the professional development of our members by promoting best practices and ensuring integrity in institutional research.

Values

We support the diversity of our members and welcome individuals with different backgrounds, experiences, and skills. We respect the variety of roles played by postsecondary educational institutions in our state. We are committed to the open exchange of ideas.

Core Functions

Central to the fulfillment of our mission are the following core functions:

1. Provide high quality, relevant, and timely professional development opportunities for members at all career levels.
2. Assist members in developing a strong professional network with their colleagues in Maryland and across the higher education research community.
3. Promote the role of institutional research in improving the performance of colleges and universities in Maryland.
4. Inform members on national trends in institutional research and higher education in general.

Bylaws of the Maryland Association of Institutional Research (MdAIR) Association Inc.¹

ARTICLE I – NAME AND PURPOSE

The name and purposes of the Association are set forth in the Articles of Incorporation.

ARTICLE II – MEMBERSHIP AND VOTING

Section 1

Membership shall be open to any person engaged in institutional research, planning, evaluation, assessment, and/or policy analysis in postsecondary education or any person who has professional interest in these activities.

Section 2

Membership will be divided into two categories: full and emeritus.

Section 3

Full members are those individuals who pay for a year's membership a benefit of which is attendance at the Fall Conference. Individuals who choose not to attend the Fall Conference, but who pay a reduced amount determined by the Board of Directors are also considered full members.

Section 4

The status of emeritus membership may be granted to those deemed eligible by the Membership Committee. Emeritus status is considered as full membership in the Association. Emeritus members are not required to pay annual membership dues.

Section 5

Membership is valid for one year, from September 1 through August 31. Annual term is subject to adjustment by the Board.

Section 6

All members of the Association shall have full voting privileges on Association business. Voting is extended to any person who has been an active, dues-paying member within two years of the voting period, unless their membership has been terminated.

¹ Revised Fall 2020, effective starting January 1, 2021

Section 7

A roster of current members of the Association shall be maintained by the Membership Coordinator and made publicly available to the membership.

Section 8

The eligibility of a member to vote and their other privileges and interests in the Association shall cease upon the termination or within two years of the expiration of their membership.

ARTICLE III – BOARD OF DIRECTORS

The business and affairs of the Association shall be governed by a Board of Directors. The Board consists of two groups: Officers and Representatives.

Section 1 – Composition of the Board of Directors

The Board of Directors shall be composed of:

1. The officers designated in Article IV;
2. The Segmental Representatives designated in Article VI;
3. The At-Large Representative designated in Article VI;
4. The Past-President designated in Article V.
5. Officers: President, Past President, President-Elect, Treasurer, Secretary, and Membership Coordinator, as described in Article IV

Section 2 – Board of Directors Responsibilities

The Board of Directors shall:

1. Meet on a regular basis (in person or electronically) to conduct the general affairs of the Association;
2. Formulate Association policies and procedures consistent with the Articles of Incorporation and bylaws;
3. Assist in planning and administering the Fall Conference and other professional development events and activities;
4. Set the amount and timing of membership dues and other charges as appropriate;
5. Function as a budget committee;
6. Promote the benefits of membership and support and conduct efforts to recruit new or lapsed members into the Association;
7. Resolve disputes in election count discrepancies between the Past-President and President;
8. Fill vacancies, unless otherwise provided for in the Articles of Incorporation or bylaws, and
9. The term for any Board member officially begins January 1, unless they are an interim appointment. Terms of appointments end December 31 of their final term year.

Section 3 – Contract and Signing Authority

All checks, notes, acceptances, and orders for payment of money valued over five-hundred dollars (\$500) shall be signed by any two of the President, President-Elect, or Treasurer, or other agents of the Association designated by the Board of Directors. All contracts, leases and deeds of any kind shall be signed by the President, President-elect or any other agent of the Association designated by the Board of Directors.

Section 4 – Compensation

Members of the Board of Directors or any Association committee shall not be compensated but may be eligible for reasonable reimbursements.

ARTICLE IV – OFFICERS AND DUTIES

Section 1 – Officers

The officers of the Association shall consist of a President, a President-Elect, a Treasurer, a Secretary, and a Membership Coordinator.

Section 2 – President

The President shall:

1. Chair the Board of Directors and preside at the business meetings of the Association;
2. Appoint committee members on an ad hoc basis to benefit the Association unless membership is specified in these bylaws;
3. Work with the Board of Directors in formulating policy consistent with the Articles of Incorporation and bylaws and expediting the implementation of such policies;
4. Have general responsibility for promoting membership in the Association;
5. Plan and administer the Fall Conference and annual business meeting with the assistance of the Board of Directors;
6. Assist in the planning and administration of other professional development events and activities, or oversee the actions of his/her designee;
7. Announce at Fall Conference the upcoming year's Board of Director members;
8. Communicate to membership at the Fall Conference the individual(s) for whom emeritus status was granted;
9. Count the ballots for election of officers and segmental and at-large representatives, and work with the Past-President to resolve any discrepancies between their separate counts;
10. With the Past-President, count the ballots on proposed Articles of Incorporation and/or bylaws amendments, and determine approval status;
11. Perform any other duties necessary to assist the Association in achieving its stated purposes;

12. Serve as the public representative of MdAIR and liaison to other organizations as necessary; and
13. Serve in this capacity for a term of one year and will become Past-President following this term; he/she may not succeed him/herself.

Section 3 – *President-Elect*

The President-Elect shall:

1. Plan and administer professional development events and activities as directed by the Board of Directors, with the assistance of the Board of Directors;
2. Assist the President in other duties as the need arises;
3. Assume the duties of the President in the event that person cannot complete his/her term;
4. Assume the duties of the President in the event that person cannot attend a Board of Directors meeting;
5. Oversee the administration of the Association’s website, including determining content; and
6. Serve in this capacity for a term of one year and will become President following this term; he/she may not succeed him/herself.

Section 4 – *Treasurer*

The Treasurer shall:

1. Assemble an annual budget incorporating projections of revenues and expenses;
2. Collect membership dues;
3. Collect registration fees for professional development events and activities;
4. Provide for the payment of duly authorized expenses of the Association;
5. Prepare periodic financial statements for the Board of Directors’ regular meetings or upon request;
6. Provide complete financial reports for the annual business meeting;
7. Ensure that the association complies with all reporting requirements under local, state, and federal laws;
8. Perform any other duties as assigned by members of the Board of Directors;
9. Prepare the federal and State tax documents for review and approval by the Board of Directors; and
10. Serve in this capacity for a term of two years; he/she may succeed him/herself.

Section 5 – *Secretary*

The Secretary shall:

1. Keep the minutes of the annual business meeting and of the meetings of the Board of Directors;

2. Archive, maintain, and update as necessary, the Association's historical documents;
3. Ensure that published documents pertaining to the administration of the Association are up to date with any changes necessitated by actions of the Board of Directors or membership balloting;
4. Prepare and make available notices, minutes, and other items of interest to the Association membership;
5. Conduct referenda on proposed amendments to the Articles of Incorporation and/or bylaws amendments as called for in Article VII in the Articles of Incorporation and Article XII, Sections 1 or 2 in the bylaws, as applicable; and
6. Serve in this capacity for a term of two years; he/she may succeed him/herself.

Section 6 – *Membership Coordinator*

The Membership Coordinator shall:

1. Plan and conduct outreach and recruitment activities for the purpose of increasing the Association membership;
2. Coordinate with the Treasurer to ensure that the official status of each Association contact is correct and up to date;
3. Maintain and make available to Association members a current list of the membership of the Association;
4. Maintain the Association listserv;
5. Ensure access to all Association web resources for Association members;
6. In coordination with the Secretary, make publicly available the notices, minutes, and other items of interest to the Association membership;
7. Distribute proposed amendments to the Articles of Incorporation and/or Bylaws amendments as called for in Article VII in the Articles of Incorporation and Article XII, Sections 1 and 2 in the Bylaws, as applicable;
8. Communicate to the Association membership the results of referenda on proposed amendments to the Articles of Incorporation and/or bylaws;
9. Maintain the appearance of, and ensure the accuracy of the content on, the Association website;
10. In coordination with the treasurer, act as liaison between the website domain host and the Board of Directors
11. Chair the Membership Committee,
12. Facilitate the process for determining the eligibility of recipients for Emeritus Membership status; and
13. Serve in this capacity for a term of two years; he/she may succeed him/herself.

Section 7 - *Past-President*

The Past-President shall:

1. Participate in Board of Directors meetings and matters to benefit the Association, including, as necessary, service on ad hoc committees;
2. Call for and receive nominations for the next year's officers and Segmental and At-Large Representatives from the membership;
3. Obtain permission from each nominee to place his/her name on the ballot;
4. Disseminate or direct his/her designee to disseminate ballots for officers and Segmental and At-Large Representatives;
5. Receive the ballots for election of officers and Segmental and At-Large Representatives;
6. Count the ballots for election of officers and Segmental and At-Large Representatives and work with the Secretary to resolve any discrepancies between their separate counts;
7. In case of a tie in the election of officers, Segmental, or At-Large Representatives, conduct a run-off election between the candidates affected;
8. Notify the Board of Directors and the candidates of the election results;
9. With the Secretary, count the ballots on proposed Board of Directors and/or bylaws amendments and determine approval status;
10. Assist in planning and administering the Fall Conference and other professional development events and activities;
11. Chair the Awards Committee; and
12. Serve in this capacity for a term of one year; he/she may not succeed him/herself.

Section 8 – Vacancies

The Board of Directors shall have the authority to fill an officer vacancy by appointing an Association member to fill an unexpired term.

1. If the President resigns or is unable to complete his or her term, the President-Elect completes the year as President and is also the President the following year.
2. If the President-Elect resigns or is unable to complete his or her term, the person appointed to finish the term of President-Elect will serve until the following annual business meeting at which time a President will be elected as well as a President-Elect.
3. If the Treasurer or Secretary resigns or is unable to complete his or her term, a person will be appointed to fulfill the remainder of the term.
4. If the Membership Coordinator role is vacant the Membership Committee will absorb the Membership Coordinator duties.
5. A member appointed to fill a vacancy is eligible to run for election for the same position for the next full term.

ARTICLE V – REPRESENTATIVES

Section 1 – Segmental Representatives

1. There shall be one (1) Segmental Representative from each of the following institution type representing postsecondary education:
 - a. Maryland public community colleges (elected to serve in odd years).
 - b. Maryland public comprehensive four-year/public research-based doctoral granting; (elected to serve in even years).
 - c. private or independent colleges (to include for-profit degree-granting institutions with a campus in Maryland) (elected to serve in odd years).
2. Segmental Representatives for each segment shall be elected by the Association membership within the respective segment to represent that segment as a member of the Board of Directors.

Section 2 – At-Large Representative

There shall be one (1) Representative elected by the total Association membership as a member of the Board of Directors. This can include members who work for an institution or organization not represented in the segmental representative categories above (elected to serve in even years).

Section 3 – Duties

Each At-Large and Segmental Representative will represent his/her respective group as a member of the Board of Directors. In addition, each At-Large Representative and Segmental Representative shall:

1. Participate in Board of Directors meetings and matters to benefit the Association, including, as necessary, service on ad hoc committees;
2. Share with their constituents pertinent Board of Directors' actions and other matters regarding the Association;
3. Share with the Board of Directors, their constituents' opinions on pertinent Board of Directors actions and issues and other matters regarding the Association;
4. Promote Association membership to appropriate individuals in organizations that fall within their segment; and
5. Serve for a term of two years; At-Large and Segmental Representatives may succeed themselves.

Section 4 – Vacancies

The Board of Directors shall have the authority to fill a Segmental or At-Large Representative vacancy by appointing an Association member from that segment to fill an unexpired term. The person appointed to the unexpired term shall be eligible to succeed him/herself and to serve a full term as provided in the bylaws.

During the period that an office remains vacant, The President shall 1) delegate the duties of the vacant office among existing membership or 2) form an ad hoc committee of existing membership to fulfil the duties of the vacant office.

ARTICLE VI – ELECTIONS

Section 1 – Nomination of Candidates for Office

1. The Past-President shall call for nominations from the membership at least forty-five (45) days before the next annual business meeting, which is typically held during the Fall conference, referring to or providing the roster of members eligible to hold office.
2. Each member shall have the right to nominate:
 - a. Candidates for the office of President-Elect;
 - b. Candidates for the office of Treasurer (even-numbered years);
 - c. Candidates for the office of Secretary (odd-numbered years);
 - d. Candidates for the office of Membership Coordinator (even-numbered years);
 - e. Candidates for any Segmental Representative office;
 - I. Public community college and private/independent college representatives (odd-numbered years);
 - II. Public comprehensive/research-based and at-large segmental representatives (even-numbered years);
 - f. Candidates for the office of At-Large Representative.
3. Nominations shall be returned to the Past-President by at least thirty (30) days prior to the next annual business meeting.
4. The Past-President shall obtain permission from each nominee to place his/her name on the ballot.
5. The ballot for all elected offices must have at least one candidate. There is no limit to the number of candidates on the ballot for any office.
6. A member can appear on the ballot as a nominee for only one position.

Section 2 – Election of Candidates for Office

1. The Past-President or his/her designee shall disseminate ballots to the membership by at least fifteen (15) days prior to the next annual business meeting.
2. Each member shall be entitled to one vote for each officer position on the ballot, one vote for a candidate for his/her appropriate Segmental Representative, and one vote for the At-Large Segmental Representative candidate.
3. The member shall exercise the right to vote by returning his or her ballot to the Past-President or his/her designee by at least fifteen (15) days prior to the next annual business meeting.

4. If electronic balloting is utilized, the recipient of the electronic voting shall provide the ballots in written or electronic form to the Past-President and President.
5. The Past-President and President shall count the ballots separately. Any discrepancies in the count shall be resolved between the two enumerators. If they cannot resolve the discrepancy, the Board of Directors will decide the issue.
6. In case of a tie, a run-off election between the candidates tied shall be conducted by the Past-President prior to the annual business meeting. A majority vote of the Board of Directors shall resolve tie votes in the election of candidates if unresolved by the anticipated beginning of a term, handling this similarly to vacancies. If a tie remains unresolved, the past president will determine the election.
7. The Past-President shall notify the Board of Directors and the candidates of the election results.
8. At the annual business meeting, the President shall announce the upcoming year's Board of Directors who received a majority of votes cast or is continuing.
9. All newly elected officers shall assume office at the beginning of the calendar year following their election (January 1).
10. Voting is extended to any person who has been an active, dues-paying member within two years of the voting period.

Section 3 – *Resignations and Removal from Office*

1. An officer may resign only by submitting a written resignation to the President (or Secretary or to the other Directors, if the resigning officer is the President).
2. Should an elected officer, representative, or committee member fail to fulfill her/his responsibilities as defined in the Articles of Incorporation or in the bylaws, that person may be removed from office by vote of the Board of Directors. Prior to such a vote, the person who is the object of the vote shall be notified in writing of the Board of Directors' intention to take such a vote.
3. In addition, immediate notice must be given to the membership prior to such a vote. The person who is the object of the vote has a right to respond in writing within fourteen (14) days of receipt of the written notice. The Board of Directors may take its vote upon receipt of the response or fourteen (14) days after the notice was delivered to the person who is the object of the vote.
4. Immediately prior to the vote, members of the Board of Directors shall discuss all relevant information related to the vote. If 75% of the Board of Directors votes in favor of removal, the person who is the object of the vote is immediately removed from office. The person who was removed should be immediately notified of that fact in writing and the membership

should be immediately informed. The vacancy shall be expeditiously filled in a manner consistent with Article IV, Section 7 and Article VI, Section 4.

ARTICLE VII – MEETINGS

Section 1 – *Fall Conference and Business Meeting*

The Fall Conference of the Association shall be held each year at a site and date determined by the Board of Directors. The annual business meeting shall be held in conjunction with the Fall Conference.

Section 2 – *Regular Board Meetings*

Regular meetings of the board shall be held at least quarterly and may be scheduled more often by the President.

Section 3 – *Special Meetings*

Special meetings of the Board shall be held at any time and at any place when called by the President or by at least three members of the Board Directors. Special business meetings of the membership shall be held at any time and place when called by at least two-thirds of the Board of Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

Section 4 – *Notice of Meetings*

Notice of the annual business meeting shall be in writing and delivered to the membership at least ten (10) days and no more than thirty (30) days before the day of the meeting. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least forty-eight (48) hours prior to the meeting time. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.

Section 5 – *Rules for Conducting Annual Business Meeting*

The annual business meeting will be conducted according to Roberts' Rules of Order.

Section 6 – *Quorum*

A quorum at any business meeting of the Association shall consist of a majority of dues-paying members. A quorum at any officially called and announced meeting of the Board of Directors shall consist of sixty percent (60%) of the Board of Directors members.

Section 7 – *Other Professional Development Events and Activities*

The Association shall hold professional development events and activities as appropriate to serve the needs of the membership at sites and dates determined by the Board of Directors.

Section 8 – Action without Board of Directors Meeting

Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

ARTICLE VIII – COMMITTEES

Section 1 - Generally

The President may appoint ad hoc committees as deemed necessary for the welfare of the Association. Appointment to positions and committees is restricted to members of the Association.

Section 2 - Membership Committee

The Membership Committee shall be composed of:

1. The Membership Coordinator; and
2. Other members appointed by the Past-President.

The Membership Committee shall:

1. Support the Membership Coordinator by completing duties as assigned
2. Maintain membership records, listserv, and website.
3. Promote membership in MdAIR among institutions not currently active.
4. Jointly with Governance & Finance pursue the identification of an appropriate organization management platform.

Section 3 – Awards Committee

The Awards Committee shall be composed of:

1. Members of the Board of Directors; and
2. Other members appointed by the Past-President.

In reference to the Awards described in Section XII, the Awards Committee shall:

1. Determine the eligibility of candidates for emeritus membership status and determine approval of such status for all eligible candidates;
2. Determine the recipient(s) of the Best Presentation Award at the Annual Fall Conference;
3. Determine the recipient(s) of the Research Award when available;
4. Determine the recipient(s) of the Marilyn Brown Distinguished Service Award, if necessary;
5. Determine the qualifications, eligibility, and recipient(s) of other Association awards; and
6. Exclude a member of the Awards Committee from the deliberation and decision for any award for which that member is a candidate.

ARTICLE IX – LIMITATION OF LIABILITY

To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Association shall be personally liable to the Association or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986) or the corresponding provisions of any future federal tax code). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

ARTICLE X – AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BYLAWS

The bylaws may be amended in two ways: 1) either at a business meeting or 2) electronically during the year between annual business meetings. The Articles of Incorporation may only be amended at a business meeting.

Section 1 – Amendments of the Articles of Incorporation and/or bylaws at a business meeting

1. Proposed amendments to the Articles of Incorporation and/or bylaws: a) may be submitted to any member of the Board of Directors by a member of the Association in writing (either on paper or via electronic transmission) at least sixty (60) days prior to a business meeting or b) may originate through actions in the Board of Directors.
2. Proposed amendments shall be distributed by the Membership Coordinator to the membership at least thirty (30) days prior to a business meeting.
3. Approved amendments to the Articles of Incorporation or bylaws conforming with this Article shall become effective at the end of the business meeting at which they are approved by two-thirds of the members present.
4. Approved amendments to the Articles of Incorporation shall be submitted to the State within thirty (30) days following the business meeting.

Section 2 – Amendments of the bylaws during the year between annual business meetings.

1. Proposed amendments to the bylaws: a) may be submitted to any member of the Board of Directors by a member of this Association in writing (either on paper or via electronic transmission); or b) may originate through actions in the Board of Directors.
2. Proposed amendments shall be distributed to the membership by the Membership Coordinator in writing (either on paper or via electronic transmission).

3. Members shall have the opportunity to vote on the proposed amendments via electronic transmission and will have a minimum of fourteen (14) days to cast their vote.
4. The President or his/her designee shall receive the electronic voting. If a designee, he/she shall provide the ballots on the proposed amendments in written or electronic form to the President and Past-President who shall count them to determine approval status.
5. Proposed amendments require a quorum of one-half the current membership; a three-quarters majority approval of those voting is required for approval of the proposed amendments.
6. Proposed amendments to the bylaws conforming to this Article shall become effective immediately upon certification of election results by the President and Past-President.
7. The Membership Coordinator will communicate the results of the bylaws amendment referendum to the membership.

ARTICLE XI – AWARDS AND EMERITUS MEMBERSHIP

Section 1 – Awards

The Awards Committee may bestow awards to exemplary Association members. The Awards Committee is responsible for developing criteria and documenting an objective selection process for each award. No current member of the Board may receive an award while they are actively serving. Such awards include, but are not limited to:

1. *Best Presentation Award* – This award is bestowed annually to the member(s) for the best presentation at the Fall Conference. The Awards Committee determines the most deserving recipient after the Fall Conference. This award pays for the registration of one individual at the next Association for Institutional Research (AIR) annual Forum. The recipient is obligated to repeat the presentation at the AIR Forum. The Best Presentation Award shall not be awarded to the current Past-President as defined in Article V.
2. *Research Award* – Research award(s) may be offered and bestowed by the Awards Committee dependent on the availability of funds and receipt of applications meeting award requirements. The award helps support a current Association member's research that contributes to knowledge of institutional research or postsecondary education and should relate to Maryland higher education. The Awards Committee determines the recipient from a pool of applicants. The recipient must write a research paper and present it at the Fall Conference within eighteen (18) months of receipt of the award. The Research Award shall not be awarded to the current Past-President as defined in Article V.

3. *Marilyn Brown Distinguished Service Award* – This distinguished service award is bestowed upon an Association member for recognition of outstanding service to the field of institutional research in general and to the Association in particular. The award, named in honor of Marilyn Brown, one of the founding members of the Association, is bestowed by the Awards Committee whenever appropriate to recognize members who have demonstrated a long and exemplary service to the organization. The Marilyn Brown Distinguished Service Award shall not be given to a current member of the Board of Directors or Awards Committee.

Section 2 – Emeritus Membership

Emeritus membership is awarded by the Awards Committee to members who have served the MdAIR community with distinction.

To be eligible for emeritus membership, the member must:

1. Have terminated regular employment through retirement (continuation or resumption of employment on a part-time or non-continuing basis following retirement shall not affect eligibility for emeritus membership status), and
2. Have been an active member of the Association for a minimum of 15 years (not required to be continuous). And Emeritus shall have joined MdAIR a minimum of 15 years prior to retirement and be an active member upon retirement.
3. Emeritus members shall receive all rights and privileges afforded full members.
4. Emeritus membership shall be awarded for the life of the member but can be terminated if the member notifies the Treasurer in writing or via electronic transmission that he/she wishes to do so.
5. Emeritus members are not required to pay annual membership dues.

Process for Selection:

1. Application for emeritus status may be made to any member of the current Board of Directors by the candidate or by any current Association member.
2. The Awards Committee shall verify with the Membership Coordinator that the person has met all eligibility requirements for emeritus status and may grant emeritus status any candidate that is determined to meet the eligibility requirements.
3. The Past-President shall inform the candidate the Awards Committee findings and decision regarding his/her application for emeritus status.
4. At the Fall Conference the President shall announce to the membership the individual(s) for whom emeritus status was approved.

ARTICLE XII – FISCAL AND INCORPORATION PROVISIONS

Section 1 – *Calendar*

The fiscal year of the Association shall begin on January 1 and end on December 31. Membership year begins September 1 and ends August 31.

Section 2 – *Expenditures of Financial Resources*

The expenditure of the Association’s financial resources shall further the purposes of the Association as specified in Article II of the Articles of Incorporation.

Section 3 – *Conflict of Interest*

Any board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Association for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable the abstention from voting and participation, and whether a quorum was present.

Section 4 – *Inspection and Maintenance of Records*

A copy of the Association’s Articles of Incorporation and bylaws, as amended to date, shall be maintained by the Secretary and shall be posted on the Association’s website, as practicable. A copy of all documents required by law to be open to the public shall be posted on the Association’s website, as practicable. All records of the Association shall be open to inspection by any member upon written request for a purpose reasonably related to the member’s interest as a member.