

AMENDED BYLAWS
of
Arkansas Institutional Research Organization
An Arkansas Nonprofit Corporation
(the “Corporation”)
Adopted November 10, 2021

Article I
Purpose and Powers

1.1 Purpose. The Corporation is organized, and is to be operated, exclusively for educational and charitable purposes in accordance with section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation’s specific purposes, subject to the foregoing, is to: (1) promote excellence in institutional research practice; (2) create a supportive network to provide professional development opportunities and promote the scholarship of institutional research; (3) encourage a culture of ethical data use among faculty, staff and professionals; and (4) facilitate efforts by member institutions and policy-making bodies to improve postsecondary data strategy.

1.2 Powers. The Corporation shall have all the corporate powers granted by the Arkansas Nonprofit Corporation Act of 1993, as amended, subject to the limitations set forth in its Articles of Incorporation, if any. Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, Member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any Director, Officer, Member, or other private person, except that the Corporation 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 and these Bylaws.

Article II
Membership

2.1 Membership Classes and Powers. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the number of classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of Members shall be determined by the Board of Directors. Except as may otherwise be required by law, the Articles of Incorporation, or these Bylaws, any right of Members to vote and any right, title or interest in or to the Corporation, its properties and

franchises, shall cease and divest upon termination of Membership, except that liability of a Member for sums due the Corporation shall survive such termination unless otherwise expressly provided by the Board of Directors.

2.2 Eligibility for Membership.

- (a) **Institutional Membership.** The following will be eligible for Institutional Membership in the Corporation, subject to any additional standards which may be set by the Board of Directors: individuals affiliated with the Arkansas Division of Higher Education or any higher education institution recognized by the Arkansas Higher Education Coordinating Board.
- (b) **Non-Voting Membership.** The following will be eligible for Non-Voting Membership in the Corporation, subject to any additional standards which may be set by the Board of Directors: any person with responsibility or interest related to institutional research at a higher education institution or agency operating in Arkansas that is not the Arkansas Division of Higher Education or any higher education institution recognized by the Arkansas Higher Education Coordinating Board may become a non-voting member of the Corporation.

2.3 Dues.

- (a) **Institutional Membership Dues.** Annual membership dues for Institutional Membership shall be determined by the Board of Directors. A single amount shall cover up to three individuals affiliated with an eligible institution or organization. Additional members may be added at a rate determined by the Board of Directors. The individuals may be changed at any time by notifying the Treasurer. Payment of Institutional Membership dues shall provide membership to those eligible for membership for the duration of the fiscal year when payment was received by the Board of Directors.
- (b) **Non-Voting Membership Dues.** Annual Membership dues for Non-Voting Members shall be determined by the Board of Directors. Payment of Annual Membership dues shall provide membership to those eligible for membership for the duration of the fiscal year when payment was received by the Board of Directors. Payment of Non-Voting Membership dues shall provide membership to those eligible for membership for the duration of the fiscal year when payment was received by the Board of Directors.

2.4 Voting Rights. Except as otherwise provided in these Bylaws, each Institutional Member that is affiliated with the Arkansas Division of Higher Education or a higher education institution recognized by the Arkansas Higher Education Coordinating Board shall be entitled to one vote on each matter which Members have voting rights. No other Members shall have voting rights.

**Article III
Meeting of Members**

3.1 Time and Place of Annual Membership Meeting. The annual meeting of the Members will be held each year at a time and place established by the Board of Directors,

with a minimum of thirty (30) days written notice to all Members.

3.2 Business to be conducted at the Annual Membership Meeting. The following business or reports may be conducted or presented at the Annual Membership Meeting:

- (a) **Election of Directors.** Elections of Directors to serve on the Board of Directors, unless elections are otherwise held by written ballot in accordance with these Bylaws.
- (b) **Financial Report.** The most recent year's activities and financial report will be presented to the membership.
- (c) **Business Plan.** The upcoming year's business plan describing the activities of the Corporation will be presented to the membership.
- (d) **Any Other Matter Requiring Member Approval.** Action by the voting Members on any other matter requiring Member approval or on which the Board requests Member advice or approval may occur, subject to proper notice under Arkansas law.

3.3 Special Meetings of the Members. Special meetings of the Members may be called by the Board of Directors or upon written request/petition of at least one fifth of the voting Members who shall state in writing to the Board of Directors the purpose of such meeting.

3.4 Quorum. Twenty percent (20%) of the number of voting Members then in good standing present in person or by proxy shall constitute a quorum for the transaction of any business. If at any meeting of the Members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

3.5 Proxies. At any meeting of the Members, a Member entitled to vote may do so by proxy. To do so, the Member shall execute a written statement designating its agent as its voting proxy, and the agent shall present the written statement to the Board before being entitled to cast a valid vote.

3.6 Action by Written Ballot. Any action requiring Member approval that may be taken at a meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter and conducts the vote in accordance with Arkansas law.

Article IV Board of Directors

4.1 Number of Directors. The Corporation shall have a Board of Directors consisting of at least four (4). The Board may increase the number of Directors serving on the Board.

4.2 Powers. Except as otherwise provided by law, all corporate powers are exercised by or under the authority of the Board and the affairs of the Corporation are managed under the direction of the Board.

4.3 Terms. All Directors will be elected to serve one-year (1) terms, except for the President-Elect who will serve a two-year (2) term with the first year as President-Elect then a second year as President; provided, however, that the term may be extended until a successor has been elected. The term of a Director elected by the Membership may not be shortened by the Board.

4.4 Nomination and Election of Directors. Each year the President shall appoint a Board Nominating Committee comprised of three Members. Nominations for Directors shall be submitted by members in writing to the Board Nominating Committee not less than thirty (30) days prior to the Annual Membership Meeting. The recommendations of the Board Nominating Committee shall be submitted to the general membership at least ten (10) days prior to the Annual Membership Meeting. Election of Directors shall be conducted in conjunction with the Annual Membership Meeting. Nominations may also be made from the floor at the Annual Membership Meeting. The elections shall be conducted at the Annual Membership Meeting by secret ballot or by any other method allowed under Arkansas law. Only registered members of AIRO attending the annual business meeting will cast ballots for the proposed officers, those selected by a simple majority will take office at the conclusion of the annual meeting.

4.5 Vacancies. The Board of Directors may fill vacancies due to resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws.

- (a) **Unexpected Vacancies.** Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced.
- (b) **Filling Previously Unfilled Positions.** Each Director appointed by the Board between the Annual Meeting of the Membership to add a Director to a previously unfilled Board position shall stand for election for the balance of the term with the next slate of candidates presented to the Membership for election under these Bylaws.

4.6 Board of Directors Meetings.

- (a) **Regular Meetings.** The Board of Directors shall have a minimum of one (1) regular meetings each calendar year at times and places determined by the Board. Regular meetings of the Board may be held without further notice; however the Board President shall use best efforts to send an electronic or written reminder of regular meetings a minimum of ten days before the meeting.
- (b) **Special Meetings.** Special meetings of the Board may be called by the President, by any two members of the Board of Directors, or by 25 percent of the Directors.

A special meeting must be preceded by at least 2 days' notice to each Director of the date, time, and place, but not the purpose, of the meeting.

- (c) **Notice of Board Meetings.** Notice of a regular or special meeting must be given to each Director either personally, by U.S. mail, or e-mail at his or her address as shown by the records of the Corporation. If e-mailed, a notice shall be deemed delivered when an electronic notice of delivery is returned to the sender of the notice. If mailed, a notice shall be deemed delivered at the earliest of (i) five days after deposited in the mail, addressed to the Director, with postage prepaid, (ii) the date shown on the return receipt if sent by registered or certified mail and the receipt is signed by or on behalf of the Director, or (iii) the date received.
- (d) **Special Notice Provisions.** If a purpose of the meeting is to consider (i) an amendment to the Articles of Incorporation, (ii) a plan of merger, (iii) the sale, lease, exchange, or disposition of all or substantially all of the Corporation's property, or (iv) the dissolution of the Corporation, then a notice must be given to each Director at least seven (7) days before the meeting stating the purpose, and the notice must be accompanied by a copy of or summary of the proposed amendment, plan of merger, transaction for the disposition of property, or proposed dissolution.
- (e) **Waiver of Notice.** Any Director may waive notice of any meeting, in accordance with Arkansas law.

4.7 Manner of Acting.

- (a) **Quorum.** A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board.
- (b) **Vote.** The act of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specified in these Bylaws or required by law. Each Director shall have one vote.
- (c) **No Proxy Voting.** Directors may not vote or sign Board resolutions or consents by proxy.
- (d) **Participation.** Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person or by telephonic conference call.

4.8 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such action may be taken by e-mail. Such consent shall have the same effect as a unanimous vote and shall be placed in the minute book by the Secretary.

4.9 Qualifications of Directors. In order to be eligible as a Director on the Board of Directors, the individual must be at least 18 years of age and a representative of a Member in good standing.

4.10 Compensation for Board Service. Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

4.11 Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

Article V Officers

5.1 Officers. The Officers of the AIRO Board of Directors shall consist of a President, a President-Elect, a Secretary, and a Treasurer. Each Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. One person may hold two or more Officer positions, but no Officer may act in more than one capacity where action of two or more Officers is required.

5.2 Term of Office. Each Officer shall serve a one-year term of office. Unless elected to fill a vacancy in an Officer position, each Officer's term of office shall begin upon the adjournment of the Annual Board Meeting at which elected and shall end upon the adjournment of the Annual Board Meeting during which a successor is elected.

5.3 Removal and Resignation. The Board of Directors may remove an Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

5.4 President. The President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

5.5 President-Elect. In the absence of the President, the President-Elect shall perform the duties of the President. When so acting, the President-Elect shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall have such other powers and perform such other duties prescribed for them by the Board of

Directors or the President.

5.6 Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Members, Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary may appoint, with approval of the Board, an Institutional Member to assist in performance of all or part of the duties of the Secretary.

5.7 Treasurer. The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other staff or Officers with responsibility for maintaining the financial records of the Corporation, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the President. The Treasurer may appoint, with approval of the Board a qualified fiscal agent or Institutional Member to assist in performance of all or part of the duties of the Treasurer.

Article VI Additional Appointments

6.1 Webmaster. A webmaster shall be appointed by the president to maintain an organizational website.

6.2 Additional Appointments. Additional appointments may be made by the president as needed.

Article VII Contracts, Loans, Checks, Deposits, and Gifts

7.1 Contracts. The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

7.2 Borrowing. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or may be confined to specific instances.

7.3 Deposits. All funds of the Corporation shall be deposited promptly after receipt to the credit of the Corporation in such financial institutions as the Board of Directors may select by a majority vote.

7.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Corporation.

Article VIII Miscellaneous

8.1 Books and Records. The Corporation shall keep correct books and records of accounts and minutes of the proceedings of the Board of Directors and all committees. Copies of the minutes of the meetings of the Board of Directors shall be regularly distributed to each director. All books and records of the Corporation may be inspected by any director for any proper purpose at any reasonable time.

8.2 Fiscal year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.

Article IX Indemnification and Insurance

9.1 Indemnification. The Corporation may, by a two-thirds vote of the Board of Directors, indemnify every person who is or has been a director or officer of the Corporation and such persons' heirs and legal representatives, if such person is a party or is threatened with being made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that such person is or was a director or officer of the Corporation, against expenses (including attorney's fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonable incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding shall not of itself create a presumption that the person did not act in good faith or in a manner which he or she reasonable believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action, suit, or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful. The foregoing right to indemnification shall be in addition to rights to which any to which such director or officer may be entitled as a matter of law.

9.2 Liability Insurance. The Corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director or officer of the Corporation, insuring the Corporation and such person against any liability asserted against such person and incurred by him or her in any capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of these Bylaws or applicable law.

Article X
Amendments to Bylaws

These Bylaws may be amended by a vote of two-thirds of the members present at annual meeting of the Members, duly called and convened, at which a quorum is present. Any proposed amendment to these Bylaws shall be presented in writing to the Board of Directors at least ten (10) day prior to the scheduled vote.

Article XI
Supersession

These amended by-laws supersede all previous by-laws and governing documents of the corporation.