

**BY-LAWS  
OF  
AMERICAN HUNGARIAN EDUCATORS ASSOCIATION, INC.**

1. **NAME AND PURPOSES:** The name and purposes of the Corporation are set forth in the Articles of Incorporation.

2. **PRINCIPAL OFFICE OF THE CORPORATION:** The Corporation shall have a permanent mailing address which shall be the address of its registered agent in Maryland or at such other Maryland location as shall be approved by the Board of Directors.

3. **LANGUAGES:** The official languages of the Corporation shall be English and Hungarian.

4. **MEMBERS OF THE CORPORATION:** The Members of the Corporation (“Member” or “Members” as the context may require) shall be those individuals who support the mission and purposes of the Corporation and who timely pay the dues established by the Corporation. The Board of Directors of the Corporation (“Board” or “Board of Directors”) shall have the right to deny or terminate the membership of any individual, or to deny a Member access to or participation in the programs or services of the Corporation, based on the standards established by the Board from time to time.

*4.1. Rights of Members:* Subject to Section 4 above, the Members shall have the following rights: (i) to participate in the programs and services of the Corporation, (ii) to elect (A) the Officers of the Corporation (as defined below), (B) the Members at Large (as defined below) of the Board of Directors, and (C) the Membership Development Chair (as defined below), and (iii) to amend the By-Laws of the Corporation, all pursuant to the processes as described in the By-Laws.

*4.2. Annual Meeting of the Members:* The Annual Meeting of the Members of the Corporation shall be held at such date and time as is determined by the Board. Notice shall be in writing and delivered at least ten (10) days in advance of the meeting to all then qualified Members. Written notice of meetings may be delivered to the Members by mail, delivery service or via electronic transmission to their last known addresses (whether physical or an email address, as the case may be) which the Corporation has on record for such Members. Failure of any Member to respond to such notice shall not invalidate the meeting or any action taken at the meeting. Each Member is required to provide the Corporation with an up-to-date physical address and email address for this purpose.

*4.3. Special Meetings of the Members:* Special meetings of the Members of the Corporation may be held at any time or place upon call by the President, or by Directors constituting a majority of the Board, and upon not less than ten (10) days advance written notice. The notice shall state the time and place of the meeting and the purpose or purposes for which the meeting is called. Written notice of a special meeting may be delivered to the Members by mail, delivery service or via electronic transmission to their last known addresses (whether physical or an email address, as the case may be) which the Corporation has on record for such

Members. Failure of any Member to respond to such notice shall not invalidate the meeting or any action taken at the meeting.

*4.4. Dues:* The annual dues, payable at the beginning of the calendar year, shall be set by the Board of Directors. All rights attendant to a Member, as provided in Section 4.1 above, shall be contingent upon the timely payment of dues. If dues are unpaid, the dues shall be considered in arrears, and without further notice, the Member shall be suspended from all membership rights and privileges

*4.5. Voting:* Each then qualified Member shall have one (1) vote. The Members in attendance at a duly called meeting shall constitute a quorum, and except as otherwise may be required by these By-Laws, Maryland law or the Charter of the Corporation, the action of a majority vote of the Members in attendance at a duly called meeting shall be the action of the Members.

## 5. BOARD OF DIRECTORS:

*5.1. Role/Number:* The business and affairs of the Corporation shall be governed by a Board of Directors, which shall be composed of no more than twelve (12) persons and no fewer than seven (7) persons (hereinafter “Directors”), as determined from time to time by the Board of Directors. The Board is currently made up of four classes: (i) the five “Officers of the Corporation” (President, Vice President, Secretary, Treasurer, Immediate Past-President), (ii) the three elected general Board members at large (“Members at Large”), (iii) a Membership Development Chair, and (iv) the three appointed ex-officio members (Editor-in-Chief of AHEA’s e-Journal *Hungarian Cultural Studies*, AHEA’s Webmaster, Nominating Committee Chair) (“Ex-Officio Members”).

*5.2. Powers & Qualifications:* In addition to the powers expressly conferred upon them by these By-Laws, the Board may exercise all of the powers and authority of the Corporation granted under the Charter of the Corporation and under the applicable laws of the State of Maryland. From time to time, the Board may delegate to Officers of the Corporation or to committees such powers and duties as it may see fit, in addition to those specifically provided for in these By-Laws. The Directors serving as such from time to time shall at all times be qualified Members of the Corporation. The Board shall, at all times, be composed of persons dedicated to the mission of the organization, possessing the skills to govern the organization and inclusive of the diversity of the community being served, taking into account race, gender, economic status, age, subject matter expertise.

*5.3. Election/Vacancies:* Every other year, by electronic ballot, the Members shall elect (A) the Officers of the Corporation, (B) the Members at Large, and (C) the Membership Development Chair, by the majority of Members who exercise their voting rights within 10 business days of receiving the ballot. The Ex-Officio Members shall serve and be appointed as described in Section 5.5 hereinbelow. Vacancies for any of the Directors occurring between Annual Meetings may be filled, at the direction of the President, for the balance of the term by a majority vote of the remaining Directors.

*5.4. Membership Development Chair:* The Membership Development Chair shall review and coordinate short- and long-range plans for retaining existing members and to recruit new members of the Corporation. The Membership Development Chair is responsible for the management of all membership data. The Membership Development Chair shall maintain a compliant, ethical and attractive social media presence. The Membership Development Chair regularly updates the Board about incentives and public relations initiatives regarding membership development. The Membership Development Chair may assemble a working committee to delegate such tasks as outreach, social media presence, and events organization.

*5.5. Ex-Officio Members:* The Ex-Officio Members shall be provided with feedback regarding their contributions and may be invited by the President to serve another term, based on an evaluation of their contributions. However, the Board shall have the ultimate authority to appoint any returning or newly-appointed Ex-Officio Member by a two-thirds vote.

**5.5.1. JOURNAL EDITOR-IN-CHIEF:** The Editor-in-Chief (hereinafter the “Editor”) shall be responsible for the overall quality of the intellectual content of the journal and for overseeing the review process to ensure it is thorough, fair, and timely. The Editor is responsible for upholding the mission and scope of the journal and for selecting papers that provide new, original, and important contributions to knowledge. The Editor selects associate editors, editorial board members, reviewers, and any other editorial positions required in developing content for the journal. The Editor serves as Chair of the editorial board and oversees its work. The Editor seeks opportunities to hold an annual editorial board meeting and prepares an annual report for the Board. When the Editor’s term expires, s/he may continue to serve on the editorial board and advise the new Editor.

**5.5.2. WEBMASTER:** The Webmaster shall maintain AHEA websites and servers to meet user needs. The Webmaster is responsible for making sites easy to use, attractive and secure. All outsourcing contracts need to be approved by the Board and signed by the President.

**5.5.3. NOMINATING COMMITTEE CHAIR:** The Nominating Committee Chair shall identify and recruit qualified individuals to be nominated to serve on the Board of Directors, and recommends to the Board candidates for open positions. The Nominating Committee shall consist of three members. In agreement with the President, the Nominating Committee Chair shall invite two AHEA members to join the Nominating Committee. The Nominating Committee Chair shall begin contacting possible candidates six months before the Annual Meeting, presenting its findings to the President two months before such meeting.

*5.6. Members-at-Large:* Members-at-Large shall support the goals and work of AHEA according to their skill sets and talents. Their roles are spelled out in the Standing Rules.

*5.7. Term:* Each elected Director (except the Ex-Officio Members) shall hold office for a term of two (2) years or until a successor is duly elected or until their death, resignation or removal in the manner hereinafter provided. Ex-Officio Members shall serve for a term of four (4) years. No Director shall serve more than two (2) consecutive full terms in the

same position on the Board, except (i) Ex-Officio Members who can serve no more than three four-year terms, and (ii) the Treasurer of the Corporation who can serve more than two (2) consecutive full terms. Persons serving an initial term of less than two (2) years may serve for two (2) additional two-year terms. After serving the maximum time allowed, a person may again serve after being off the Board for one term.

*5.8. Removal:* Any Director may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Directors. A vote for removal may occur at any meeting of the Board convened in compliance with these By-Laws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed; and any such Director will not be deemed a Director for purposes of determining the existence of a quorum at the removal proceedings. Ex-Officio Members may be removed from office, with due cause, at the initiative of the President, and by the vote of the Board at a duly called meeting.

*5.9. Conflict of Interest:* Any member of a Board member's immediate family shall be rendered ineligible for a position as a Director. "Immediate family" for this purpose shall mean the Director's spouse, parents, siblings, children and grandchildren.

*5.10. Resignation:* A Director may resign by submitting a written resignation to the President, or to the other Directors if the resigning Director is the President. Failure of any Director to participate in the activities of the Board as evidenced by the failure to attend at least 3/4 of the meetings of the Board in a 12-month period will be considered an automatic resignation.

*5.11. Compensation:* The Directors of the Corporation shall serve without compensation. Directors may be reimbursed for pre-approved expenses reasonably incurred on behalf of the Corporation if approved in advance by the President or his/her designated authority. Nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Corporation in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy and these By-laws.

#### 5.12. BOARD MEETINGS:

*5.12.1. Regular Board Meetings:* Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President.

*5.12.2. 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 (3) Directors or twenty-five percent (25%) of the Directors, whichever is greater. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

*5.12.3. Notice of Meetings:* Notice of Board meetings shall be in writing and delivered at least ten (10) days in advance of the meeting to all Directors. Notices of special meetings shall state that it is a special meeting being called in writing at least forty-eight (48)

hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of any member to respond to such notice shall not invalidate the meeting or any action taken at the meeting.

*5.12.4. Executive Session:* At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter an executive session in which only voting Directors and other persons invited by the Board may be present. The decision to enter executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes. Executive session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.

*5.12.5. Quorum:* A majority of the Directors shall constitute a quorum for the transaction of business at every meeting.

*5.12.6. Voting:* Each Director shall have one (1) vote. The action of the majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors, unless the concurrence of a greater proportion is required for such action by applicable statute, or as otherwise stated herein or in the Charter of the Corporation.

*5.12.7. Telephone and Electronic Participation:* Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar remote online communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

*5.12.8. Action without Meeting:* Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is given in writing or by electronic transmission by each member of the Board 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 in paper or electronic form with the minutes.

*5.12.9. Location:* The Board of Directors may hold its regular and special meetings at such place within or outside of the State of Maryland as it may from time to time determine.

## 6. OFFICERS OF THE CORPORATION:

6.1. **AUTHORITY AND DUTIES:** The following Officers shall have the authority and responsibility delegated by the Board as follows:

*6.1.1. President:* It shall be the duty of the President to provide executive leadership in the activities of the Corporation. The President shall preside at and conduct all meetings of the Board. In the event of a tie in voting at a Board meeting, the President shall cast

the deciding vote. The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board. The President shall have oversight of all forms of media published related to and concerning the Corporation. The President shall ensure that membership rolls are kept up to date and available to the Board as needed.

*6.1.2. Vice President:* The Vice President shall have the power and perform the duties of the President if the President is unable to do so or is absent. The Vice-President shall also perform other tasks at the request of the President and assist in the performance of the duties of the President. The Vice President shall serve as parliamentarian and assist the President with the organization of AHEA's conferences.

*6.1.3. Immediate Past President:* The Immediate Past President shall assist the Vice President and President as needed to assure continuity of practices.

*6.1.4. Secretary:* The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make minutes available of the previous meeting and distribute them in advance of each meeting; deliver all notices of meetings to those persons entitled to vote at such meeting; and maintain the minutes and a current listing, with contact information, of the Directors. The Secretary will, as necessary, conduct the official correspondence of the Corporation, in consultation with the President. The Secretary shall keep and archive all the records of the Corporation, including the financial statements and reports and be ready to produce them for audit should it be required by State or Federal agencies.

*6.1.5. Treasurer:* The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The Treasurer shall give yearly financial reports to the Board, and shall advise the Board of any significant financial matters that require action by the Board. The Board shall be responsible for inspecting the accounts of the Treasurer, and may, at its discretion, designate a commercial auditing firm to audit these accounts.

**7. COMMITTEES:** The Board of Directors, by resolution adopted by a majority of the Board present at a meeting where there is quorum, may designate one or more committees. Committees may be formed on an ad-hoc basis or may be a standing committee. The Board shall appoint the chair of all committees and approve members appointed to serve on those committees. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Committee minutes must be kept and record the date and meeting agenda, those in attendance and any action taken by the committee minutes must be shared with the Board, and must become part of the corporate record.

*7.1. Authority to Act:* Each committee shall exercise only the authority granted to it by the Board to the extent authorized by the Board. However, a committee may not by itself:

(i) approve action that requires Board approval by law; (ii) fill vacancies on the Board or any of its committees; (iii) amend the Articles of Incorporation; (iv) adopt, amend or repeal the By-Laws; (v) approve a plan of merger, consolidation or dissolution; or transfer of assets of the Corporation; (vi) employ or discharge anyone from employment with the Corporation; (vii) enter into any agreement, contract or obligation on behalf of the Corporation; and (viii) portray themselves as representing the Corporation as a whole publicly.

8. CONFLICT OF INTEREST: The Board shall adopt a conflict of interest policy that covers board members, staff members, and volunteers with significant decision-making authority with respect to the resources of the Corporation.

9. INDEMNIFICATION: The Corporation shall indemnify its directors and officers to the fullest extent permitted by state and federal law including the payment of related legal expenses.

10. INSURANCE: The Board shall have Directors' and Officers' liability insurance, and buy general liability insurance for activities as needed.

11. CORPORATE RECORDS: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep a record of the names and addresses of the Directors as well as its Articles of Incorporation, By-Laws, and Board approved policies.

12. SIGNATURE AUTHORITY: All checks, notes, acceptances, and orders for payment of money shall be signed by any individual(s) authorized by the Board. All contracts, leases and deeds of any kind shall be signed by the President, Vice President or any other agent of the Corporation designated by the Board. Checks of \$1000 or more require two signatures by the Treasurer and the President.

13. FISCAL YEAR: The fiscal year of the Corporation shall be from January 1st to December 31st.

14. AMENDMENTS: Once approved by the Board at a duly called meeting for that purpose, these By-Laws shall be amended by electronic ballot by a majority vote of the Members who exercise their voting rights within 10 business days of receiving the ballot.

15. NON-DISCRIMINATION: The Corporation shall not discriminate against any person on the basis of age (40 and older), marital status, sex, race, color, national origin, citizenship status, ethnicity, in any of its policies, procedures or practices.

16. AFFILIATE ORGANIZATIONS: The Board has the right to develop affiliate relationships with appropriate organizations.

Adopted by the Board this 5th day of May, 2021



\_\_\_\_\_  
President  
May 5, 2021

Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the By-Laws adopted by the Board and the Members.



\_\_\_\_\_  
Secretary  
May 5, 2021

Dated