

Report from the IDEC Governance task force

28 April 2025

Members

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Task Force Charge

In August 2024, Steven Webber (President) charged the Governance Task Force to thoroughly review the organization's bylaws and propose revisions appropriate to the organization's continued success.

Revisions to the bylaws were last approved in May 2011.

Report

The task force met between October 2024 and February 2025 to review best practices, standards, and details of organizational bylaws, as well as revise IDEC's bylaws in the context of recent revisions to IDEC's policy and procedure documents (updated December 2024).

The task force submitted recommendations and questions to the Board of Directors in March 2025. The Board responded in April 2025. After further review, the task force recommends the bylaw changes to be presented to IDEC's members for approval.

The attached documents reflect the recommended changes.



Details of Bylaw Changes

25 April 2025

General / Throughout: Update language for consistency and to reflect evolving operations (e.g., removing references to "facsimile," including electronic conference technology).

Article I (General): Add text to specify the purpose of the organization, based on the Articles of Incorporation.

Article II (Membership): Revise language related to membership categories, dues, and membership requirement; and reset the required quorum for membership meetings.

1. Combines Educator and Retired membership categories
2. Retains Institutional memberships
3. Establishes Board authority to set differing dues for members within different membership categories or subcategories
4. Clarifies that payment of dues is required to access membership benefits
5. Quorum requirements reset to 10% of vote-eligible Educator members.

Article III (Directors): Reduce number of allowable directors (to 15 directors); revise minimum size of Board of Directors (4 officers + at least 3 directors); clarify procedures for resignation or removal of a director; clarify eligibility for Director positions; clarify the quorum for Board business.

1. Revises minimum Board size to 7 (4 officers + 3 directors) (previously 3-25 directors)

2. Establishes the Executive Director as an ex officio member of the Board
3. Clarifies resignation procedures
4. Clarifies that nonpayment of dues shall be understood to be resignation from an officer or director position
5. Establishes new procedure for Board to remove an officer or director
6. Adjusts Nominating Committee composition to be more inclusive of membership
7. Clarifies that members of the Nominating Committee may not be candidates for officer or board positions

Article IV (Officers): Revise language to clarify succession of the presidency; clarify eligibility for Officer positions; clarify responsibilities for various Officers; and establish temporary Special Purpose Roles.

1. Clarifies succession language for the presidency
2. Establishes requirement that officer and director candidates must be Members in Good Standing (dues paid) at the time of nomination and election.
3. Adds requirement that officers and directors may not hold similar positions on national organization boards.
4. Adds officer responsibilities for the Executive Committee and the Finance Committee
5. Creates Special Purpose appointments to support short-term IDEC business operations (1 year terms; requires reporting to the IDEC Board).

Article V (IDEC Committees and Outside Organizations): Revise language to reduce the number of Standing Committees; clarify the composition of ad hoc and member-identified committees; define a quorum for standing and ad hoc committees; and clarify the composition of the Council of Fellows and selection of new Fellows.

1. Reduces the number of standing committees to match current practices
2. Clarifies ad hoc committee appointments (e.g., linking to P&P)
3. Establishes a majority of voting members to be a quorum for standing and ad hoc committees

4. Clarifies that the Council of Fellows includes all designated Fellows, regardless of membership status
5. Removes Board involvement in the selection of new Fellows
6. Removes outdated language about appointment of Directors to outside boards

Article VI (Indemnification of Directors...): No changes.

Article VII (Execution of Documents): Revise language to clarify authority to sign documents.

1. Clarifies that only the President (or their designee or the Board's designee) may sign certain legal documents on behalf of IDEC.

Article VIII (Finances): No changes.

Article IX: Amendments: Revise the quorum for future changes to the bylaws.

1. Quorum requirements reset to 10% of vote-eligible Educator members.

Article X (Miscellaneous): No changes.

Article XI (Dissolution): Add language to guide dissolution of the organization should such an event occur.

1. Specifying that IDEC's assets may only be distributed to a 501(c)(3) organization if IDEC is dissolved as an organization.