

**Public Administration Theory Network**  
A Montana Nonprofit Public Benefit Corporation  
**BYLAWS** as amended: July 1, 2016

Article I.       **NAME**

Section 1.01    **Name.** The name of this Corporation shall be Public Administration Theory Network.

Section 1.02    **Name Change.** The Corporation may, at its pleasure, change its name by vote of a majority of the members. Any such name change shall be done implemented by filing notice of the use of an assumed name by the Corporation or by amendment to the Bylaws of the Corporation and the Articles of Incorporation with the State.

Article II.       **PURPOSES AND POWERS**

Section 2.01    **Purpose.** This Corporation's purpose is to support the advancement of public administration scholarship and practice.

Section 2.02    **Powers.** The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation shall include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 2.03    **Nonprofit Status and Exempt Activities Limitation.**

- (a) *Nonprofit Legal Status.* The Corporation is a Montana nonprofit public benefit organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- (b) *Exempt Activities Limitation.* Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, 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, 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.

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- (c) *Distribution Upon Dissolution.* Upon the dissolution of the organization, and after the terms and conditions of any contractual obligations to which the corporation or its antecedent entity is bound are met, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article III.       **MEMBERSHIP**

Section 3.01       **Qualifications.** Anyone interested in furthering the purpose of the Corporation may be enrolled as a Member, with all rights, privileges, and responsibilities thereof, including the right to attend all meetings of the organization, to participate in its affairs, to receive the publications of the organization, to vote, and to hold office. No person who subscribes to the Corporation's purpose as described in Article II Section 01, and is current on annual dues shall be excluded from membership, segregated, or otherwise discriminated against within the organization.

Section 3.02       **General Membership Meeting.** A General Membership Meeting shall be held on an annual basis in conjunction with the annual conference.

Section 3.03       **Annual Dues.** Annual dues shall be set by the Board from time to time through majority vote during the annual General Membership Meeting, and shall include benefits such as discounted rates for events and publications sponsored by the Corporation.

Article IV.       **ARTICLE IV BOARD OF DIRECTORS**

Section 4.01       **Number of Directors.** The Corporation shall have a Board of Directors consisting of nine (9) Directors.

Section 4.02       **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 with the support of the Members.

Section 4.03       **Terms.** With exception to the 2013/2014 Board being elected to staggered terms, all Directors will be elected to serve three-year terms; provided, however, that the term may be extended until a successor has been elected. Board Terms begin July 1<sup>st</sup> and end June 30<sup>th</sup>. Board Elections shall be held at the annual General Membership Meeting. Subsequent to the 2013 General Membership Meeting, approximately one-third of the Board shall be elected each year.

Section 4.04       **Journal Editor.** The Journal Editor (currently Administrative Theory & Praxis) shall serve as a voting member of the Board for the concurrent term as Editor.

Section 4.05       **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 for the balance of the term, subject to the maximum number of Directors under these Bylaws.

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Section 4.06 **Removal of Directors.** A Director may be removed at any time, with reasonable cause, by the vote of two-thirds of the Directors then in office or a vote of two-thirds of the Members present at the annual General Membership Meeting.

Section 4.07 **Board of Directors Meetings.**

- (a) *Annual Meeting.* An Annual Meeting of the Board of Directors shall be held on or close to July 1, the start of the Corporation's fiscal year.
- (b) *Regular Meetings.* The Board of Directors may meet at the annual conference or by regularly scheduled telephone conference calls periodically during the year.
- (c) *Special Meetings.* Special meetings of the Board may be called by the Chair, or by one-third (three) of the Directors. A special meeting must be preceded by at least two (2) days' notice to each Director and all members of the date, time, and place, but not the purpose, of the meeting.
- (d) *Notice of Board Meetings.* Notice of a regular or special meeting must be given to each Director and all members, either personally or 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.
- (e) *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 and all members 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.
- (f) *Waiver of Notice.* Any Director may waive notice of any meeting, in accordance with Montana law.

Section 4.08 **Manner of Acting.** Where practical, major mission related policy and action decisions (including conference site selection, selection of the Journal Editor, policy/practice changes) shall be made by majority vote of the Members at the annual General Membership Meeting, before being delegated to and carried out by the Board.

- (a) *Quorum.* A majority of the Directors in office (physically or via teleconference) 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 (physically or via teleconference) 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.

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- (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 or electronic conference call.

Section 4.09 **Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if 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 if an electronic copy of the resolution is printed out, signed, and returned to the Secretary by all Directors. Such consent shall have the same effect as a meeting vote and shall be placed in the minute book by the Secretary.

Section 4.10 **Qualifications of Directors.** In order to be eligible as a Director on the Board of Directors, the individual must be 18 years of age and a Member of the Corporation. The Board of Directors shall be comprised of, to the degree possible, diversity of gender, race, and ethnicity, as well as diversity of academic rank and status.

Article V. **BOARD OFFICERS**

Section 5.01 **Officers.** The Officers of the Corporation shall be a Chair, Vice Chair, a Secretary, and a Treasurer, all of whom shall be chosen by, and serve, within the limits of their elected term, at the pleasure of the members. 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. The Board may also appoint additional Vice Chairs and such other Officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine.

Section 5.02 **Election of Officers.** During the Annual Meeting of the Board of Directors, the Board shall elect from within themselves a Board Chair, Vice Chair, and Secretary/Treasurer.

Section 5.03 **Term of Office.** Each Officer shall serve a one-year term of office and may not serve more than six (6) consecutive terms; the equivalent of two terms of office for a Board member. Unless elected to fill a vacancy in an Officer position, each Officer's term of office shall begin upon July 1<sup>st</sup> immediately following the General Membership Meeting.

Section 5.04 **Removal and Resignation.** An Officer may be removed at any time, with reasonable cause, by the vote of two-thirds of the Directors then in office or a vote of two-thirds of the Members present at the annual General Membership Meeting. 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.

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Section 5.05 **Board Chair.** The Board Chair shall work in partnership with Board Members, Officers, and Committee members to carry out Membership decisions and actions. The Board Chair will coordinate the identification of possible committee chairs and a preliminary slate of Members who will serve on committees. Committee members can also be nominated by Members of the Corporation at General Membership Meetings. The Board Chair prepares and manages the agenda for the General Membership Meetings. The Board Chair convenes the Board when necessary for legal or fiscal reasons.

Section 5.06 **Vice Chair.** In the absence or disability of the Board Chair, the Vice Chair designated by the Board of Directors shall perform the duties of the Board Chair. When so acting, the Vice Chair shall have all the powers of and be subject to all the restrictions upon the Board Chair. The Vice Chair shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board Chair. The Vice Chair shall also provide support to the Board Chair as necessary.

Section 5.07 **Secretary.** The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees 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 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 Board Chair. The Secretary may appoint, with approval of the Board (or the Executive Committee), a qualified member/volunteer to assist in performance of all or part of the duties of the Secretary.

Section 5.08 **Treasurer.** The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation and shall have primary responsibility for implementing the fiscal decisions and activities of the organization. The Treasurer shall oversee and keep the Board and membership informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with the Board Chair or Officers with responsibility for maintaining the financial records of the Corporation, the Treasurer shall coordinate 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 Board Chair. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer. The Treasurer will serve on the standing committee Conference Site Hosting Committee (see section 6.05).

Section 5.09 **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.

Article VI. **BOARD COMMITTEES**

Section 6.01 Committees.

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- (a) *Standing and Special Committees.* The committees of the Board shall be standing and special, and each Board committee shall have membership, duties, and powers established in these Bylaws and the Board resolution or charter creating the committee. Standing committees perform continuing functions on behalf of the Board. Special committees perform specific, limited tasks of the Board. In addition to the standing committees established in these Bylaws, the Board may establish standing and special committees by Board action or resolution.
- (b) *Creation of Committees and Appointment of Members.* All Board committees shall be created by the Board of Directors with ratification by Members at the General Membership Meeting. The Board shall appoint all committee members and fill any vacancies. Each committee must include one or more voting Directors.
- (c) *Committee Procedures.* Selection, appointment, duties, and membership terms related to the committee are outlined in the committee description document and can be modified and updated by a majority vote by committee members.

Section 6.02    **Committee Manner of Acting.** The provisions of these Bylaws, which govern meetings, manner of acting, action without meetings, notice, waiver of notice, and quorum and voting requirements of the Board, shall apply to committees of the Board and their members.

Section 6.03    **Nominations Committee.** The Board shall have a Nominations Committee with powers established by the Board, consistent with these Bylaws. The Board shall appoint the Committee Chair. This committee is responsible for soliciting nominations and preparing a procedure and ballot for elections in compliance with the provisions of these Bylaws.

Section 6.04    **Conference Program Committee.** The Board shall have a Conference Program Committee with powers established by the Board, consistent with these Bylaws. The Board annually appoints a conference program chairperson and members to coordinate the development of a program for the conference.

Section 6.05    **Conference Site Hosting Committee.** The Board shall have a Conference Site Hosting Committee with powers established by the Board, consistent with these Bylaws. The Board shall appoint a Committee Chair. This committee handles hospitality, local transportation as necessary, administrative and logistical support, as appropriate, during the conference.

Section 6.06    **Site Selection Committee.** The Board shall have a Site Selection Committee with powers established by the Board, consistent with these Bylaws. The Board shall appoint the Committee Chair. This committee is responsible for soliciting, reviewing and recommending conference host sites for the approval of the Board and membership.

Section 6.07    **Journal Editor Selection Committee.** The Board shall have a Journal Editor Selection Committee with powers established by the Board, consistent with these Bylaws. The Board shall appoint the Committee Chair. This committee is responsible for soliciting, reviewing and recommending proposals for succession of the Editor of Administrative Theory and Praxis to the Membership for approval. Anyone seeking to serve as Journal Editor may not serve as a member of the Journal Editor Selection Committee.

Article VII.    **CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

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Section 7.01 **Contracts and Other Writings.** Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the Chair, or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

Section 7.02 **Checks, Drafts.** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 7.03 **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated Committee of the Board may select.

Section 7.04 **Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

Section 7.05 **Indemnification.**

- (a) *Mandatory Indemnification.* The Corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- (b) *Permissible Indemnification.* The Corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) *Advance for Expenses.* Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (i) a written affirmation from the Director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article, and (ii) an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws.
- (d) *Indemnification of Officers, Agents and Employees.* An officer of the Corporation who is not a Director is entitled to mandatory indemnification under this Article to the same extent as a Director. The Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a Director, consistent with Montana Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

Article VIII. **MISCELLANEOUS**

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Section 8.01 **Books and Records.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the board. As a Montana corporation, the initial records office address will be: c/o Eric Austin, 2-142 Wilson Hall, Department of Political Science, Montana State University, Bozeman, MT, 59717.

Section 8.02 **Fiscal Year.** The Corporation will have a fiscal year that runs from July 1 through June 30.

Section 8.03 **Conflict of Interest.** The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, or member of a Committee with Board-delegated powers.

Section 8.04 **Actions Regarding Membership and Ownership Interests.** The Board shall exercise membership powers and ownership interests, if any, either by Board action in accordance with these Bylaws or by delegation of authority to act for the Corporation to the Board Chair or his or her designees.

Section 8.05 **Amendments.** These Bylaws may be amended, altered, repealed, or restated by a vote of two-thirds of the Directors then in office and ratified by a vote of two-thirds of the Members present at the annual General Membership Meeting.