

**First Ladies Association for Research and Education**  
**Bylaws**  
**Adopted November 5, 2019**  
**Amended August 1, 2023**

**Article I: Name and Purpose**

**Section 1. Name.** The name of this corporation shall be “First Ladies Association for Research and Education” (hereafter, “FLARE” or “the Association”).

**Section 2. Purpose.** The First Ladies Association for Research and Education will be the primary association to encourage interdisciplinary collaboration and outreach among scholars, institutions, first ladies’ staff, biographers, archivists, journalists, and public historians interested in research and education about the lasting legacy of U.S. first ladies. FLARE serves its members through a network to promote and publicize research and education about first ladies. By fostering a diverse and inclusive organization, FLARE facilitates interdisciplinary research and promotes education to the public about the lives, contributions, impact, and legacies of first ladies.

**Section 3. Limitations of Purpose.**

**A.** FLARE is organized exclusively for charitable, educational, and scientific purposes within the meaning of the Internal Revenue Code (IRC) Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

**B.** No part of the net earnings of FLARE shall inure to the benefit of, or be distributable to, its members, directors, officers, employees, or other private persons, except that FLARE shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of IRC Section 501(c)(3) purposes.

**Article II: Membership**

**Section 1. Membership Categories.** FLARE shall have the following individual membership categories: Honorary, Life, Regular, Student, K-12 Teacher, and Retiree. In addition, FLARE shall have the following group membership category: Institution. Any individual or group that meets the qualifications of a membership category specified in Section 1 may be admitted to membership upon paying dues (if assessed for that category) in accordance with policies and procedures established by the Executive Council of the Association.

**A.** Honorary membership is a special designation deemed appropriate by the Executive Council for persons interested in the Association’s purpose who deserve recognition (e.g., living First Ladies).

**B.** Life membership is open to any person other than Honorary or Student members who are interested in the Association’s purpose.

**C.** Regular membership is open to any person interested in the Association’s purpose who does not fit into the categories of Honorary or Student membership.

**D.** Student membership is open to any person interested in the Association’s purpose who is currently an enrolled student and who does not have a diploma or degree.

**E.** K-12 Teacher membership is open to any person interested in the Association's purpose who is a certified K-12 schoolteacher and currently teaching.

**F.** Retiree membership is open to any person interested in the Association's purpose who is retired from their place of full-time employment.

**G.** Institutional membership is open to any public organization, research institution, or institution of education with an interest in the Association's purpose.

## **Section 2. Rights and Responsibilities.**

**A. 1.** An individual member shall have the right to vote and hold elected or appointed office as specifically provided in these Bylaws. All individuals serving in leadership positions including, but not limited to, officers, chairs, or members of any committee shall be required to hold membership in the Association. Student members may not serve as an officer or chair, but may serve as a committee member. Individual members have access to membership lists and contacts, to discounted registration for Association conferences and events, and access to an online journal if and when one is published. Individual members are eligible to hold offices and chair positions.

**2.** Institutional members have a single vote on all Association business, their employees are eligible to hold office, and have access to: journal, membership lists and contacts, and discounted registration.

**3.** Retirees have access to all privileges of individual members.

**4.** Student members have access to all privileges of individual members.

**5.** Honorary members have access to all privileges of individual members.

**6.** Life members have access to all privileges of individual members.

**7.** Regular members have access to all privileges of individual members.

**8.** K-12 Teacher members have access to all privileges of individual members.

**B.** In order to maintain membership status, an individual or group member shall pay annual dues by the renewal date. Dues for each membership category shall be established by the Executive Council. Life members pay a one-time dues and are exempt from annual dues thereafter.

**C.** Privileges and responsibilities of each membership category shall be established by the Executive Council.

## **Article III: Officers**

**Section 1. Officers.** The officers of the Association shall be the President, Vice President, Immediate Past President, Treasurer, and Secretary. President, Vice President, Treasurer, and Secretary shall be elected by plurality vote from the registered membership. Officers shall receive no remuneration for their services, and all terms begin on January 1 of the next calendar year. If the office is being filled through resignation, death, or other extenuating causes, then the new officer shall begin the term immediately upon appointment by the Executive Council (Article IV, Section 1.B.) and then stand for election, if appropriate, during the next round of elections. Officers may serve for a maximum of six consecutive years, after which, said officer must wait one year before being eligible to stand for election as an officer or board member.

## **Section 2. Duties of Officers.**

**A. President.** The President shall preside at all meetings of the Board, the Executive Council, and Association meetings or events as prescribed by the Executive Council. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board. The President shall, after a two-year term, succeed to the office of Immediate Past President. The Immediate Past President shall serve for a term of two years.

**B. Vice President.** The Vice President shall perform the duties of the President during such time as the President is unable or unwilling to perform the same; shall serve as Chair of the Program and Events Committee and ex-officio member of the Nominating Committee; and shall perform such other duties as may be assigned by the President or by the Executive Council. The Vice President shall, after a two-year term, succeed to the office of President.

**C. Immediate Past President.** The Immediate Past President shall advise the Executive Council in the capacity of institutional memory and perform such duties as may be assigned by the President or by the Executive Council. The Immediate Past President shall serve a two-year term.

**D. Secretary.** The Secretary shall perform all duties incidental to the office of Secretary including taking minutes, handling correspondence, and maintaining the board book, and shall perform such other duties as may be assigned by the President or Executive Council. The Secretary shall serve a two-year term with the option of two additional consecutive terms before reaching the maximum consecutive service term of six years.

**E. Treasurer.** The Treasurer shall perform all duties incidental to the office of Treasurer such as collecting dues, writing checks, collecting contributions, and providing regular financial statements, and shall perform such other duties as may be assigned by the President or Executive Council. The Treasurer shall submit records of audits as called for by the President. The Treasurer shall serve a two-year term with the option of two additional consecutive terms before reaching the maximum consecutive service term of six years.

## **Article IV: Standing Committees**

### **Section 1. Executive Council.**

**A. Members.** The Executive Council shall consist of the elected officers of the Association and the Immediate Past President.

**B. Duties.** The Executive Council shall be empowered to: guide the Association in its mission and strategic plan; advise the committee chairs and Board members on best practices; craft policy for approval by the membership; fill any vacancies that occur through resignation, death, or other causes; propose and approve fees for membership and conferences; convene upon the call of the President.

### **Section 2. The Board.**

**A. Members.** The Board shall consist of the elected officers and between three and seven elected at-large members representing the scope of first lady study and practice. Members shall serve three years with the option of a second three-year term, and receive no remuneration for their service. Terms will be staggered such that members' terms will not expire all in the same year. Board members may serve for a maximum of six consecutive years, after which, said board member must wait one year before being eligible to stand for election as an officer or board member. Should a board member not be able to complete a term due to resignation, death, or other extenuating causes, the Executive Council shall fill the vacancy as per Article IV, Section 1.B. in the By-Laws.

**B. Duties.** The Board shall promote the Association as appropriate to lend credibility and visibility to the mission, have fiduciary responsibility, and suggest fundraising opportunities and/or donors.

**Section 3. Standing Committees.** The Executive Council upon the advice of the Board shall create standing committees to fulfill the Association's purpose. Membership and terms of such

committees shall be determined by the Executive Council and members elected by the general membership.

**Section 4. Ad Hoc Committees.** The President may appoint ad hoc committees as appropriate such as nominating and audit to address the Association's business.

**Section 5. Meetings.** The Executive Council shall meet four times a year or by a call from the President. The Board shall meet four times a year or by call of the President. Committees shall meet as needed. Meetings may be in person, through teleconference, telephone, or other electronic means that allows members to actively participate.

## **Article V: Elections**

**Section 1. Procedure.** Officers and board members of FLARE are elected by the membership. FLARE members standing for election must conform to the rights and responsibilities of membership outlined in Article II, Section 2 of the By-Laws. The general procedure includes the work of a nominating committee followed by a vote.

### **Section 2. Nominating Committee.**

As per Article IV, Section 4, The President of FLARE shall appoint an Ad Hoc Nominating Committee, when needed, consisting of three members in good standing and the Vice President as ex-officio. The nominating committee will carry out the following duties:

1. Create a call for nominations and self-nominations within six months of the election.
2. Send call to all members via email and post call on the FLARE website.
3. Allow one month for submissions.
4. Vet submissions for eligibility as per Article II, Section 2 of the By-Laws.
5. Create and present a slate of officer and board candidates to the Board for approval.
6. All offices will have the option for a write-in candidate.

### **Section 3. Voting**

Upon approval of a slate of candidates, FLARE will issue a ballot to the full voting membership in early October. Members will have four weeks to complete and send in an electronic vote. Winners will be determined by plurality voting, and in the case of two at-large board member positions on the ballot, the top two candidates with the most votes will be elected. Election results will be announced in November. Newly elected officers and board members will take office on January 1 of the next calendar year.

## **Article VI: Parliamentary Authority**

The association shall be governed by the rules contained in the most current edition of *Robert's Rules of Order* where applicable.

## **Article VII: Meetings of the Association**

Section 1. FLARE shall meet as an association annually. A business meeting for the membership will be conducted by the Executive Council, and presided over by the President. Voting can take place in person or through electronic means.

### **Article VIII: Dues and Fees**

**Section 1.** The Association's fiscal year will run January 1 to December 31.

**Section 2.** Membership dues and conference/symposia fees shall be determined by the Executive Council as is reasonable for the expenses to be covered by the Association. Membership categories listed in Article II and fees shall be available on the FLARE website (flare-net.org).

### **Article IX: Amendments to Bylaws**

**Section 1. Proposed Amendments.** Proposed amendments to the Bylaws may be offered by or submitted to the Executive Council.

**Section 2. Adoption.** Any amendment would need a two-thirds vote by the members of the Association who cast votes in order to be adopted. Members have four weeks prior to the vote to consider the proposed amendment. All notifications regarding amendments shall be sent to the members via e-mail and described on the Association's website at least four weeks prior to voting. Voting may be conducted in-person at the annual business meeting or via electronic means.

### **Article X: Dissolution of the Organization**

In the event of dissolution, the residual assets of the organization shall be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 [c] [3] and 170 [c] [2] of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose. Specifically, the residual assets shall be turned over to the American University's First Ladies Initiative or to an appropriate not for profit association should American University be unable to accept.

### **Article XI: Limitations of Powers**

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by (a) an organization exempt from Federal income tax under section 501 [c] [3] of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (b) an organization contributions which are deductible under section 170 [c]