

# COMPARATIVE AND INTERNATIONAL EDUCATION SOCIETY

## CONSTITUTION

### ARTICLE I. NAME AND PURPOSE

Section 1. Name. The name of this organization shall be the Comparative and International Education Society, hereinafter identified as the Society.

Section 2. Office. The principal office of the Society shall be known as the Office of Executive Director.

Section 3. Purpose. The Society is organized exclusively for charitable, educational, and scientific purposes, to contribute to an understanding of education through encouragement and promotion of comparative education and related areas of inquiry and activity. Specifically, the Society shall:

- a. Promote teaching and research in comparative and international education in institutions of higher learning in both national and international contexts;
- b. Foster application of comparative theories and research in applied settings;
- c. Facilitate publication and dissemination of comparative, cross-cultural, interdisciplinary, and international studies contributing to interpretation of developments in the field of education in their broad and interrelated political, economic, and social context;
- d. Encourage educational and cultural exchanges; and
- e. Promote and foster understanding of how educational policies and programs can improve social and economic development.

### ARTICLE II. MEMBERSHIP AND AFFILIATION

Section 1. Membership of full status shall be open to:

- a. Teachers of comparative education, foundation subjects in education, and international studies;
- b. Individuals engaged in comparative education, international studies, or related activities in organizations other than institutions of higher learning; and
- c. Individuals serving in professional education or other disciplines, who demonstrate an interest in the promotion of comparative education, international and development studies, and related activities.

Section 2. Membership of student status shall be open to students currently enrolled in a college or university undergraduate or graduate program.

Section 3. Membership of emeritus status shall be open to:

- a. Members age 65 and older;
- b. Members who have held membership in the Society for at least 10 consecutive years; and
- c. Members who are not full-time employees of a professional institution.

Section 4. Institutional affiliation shall be open to:

- a. Institutions of higher education and their subunits;
- b. Professional, governmental, and nongovernmental organizations; and
- c. General and research libraries.

Section 5. Regular and institutional membership fees shall be set annually by the Board of Directors. Membership fees for student, honorary status, emeritus status members shall be half that of regular status members.

Section 6. The membership year begins at the time of application and runs one full calendar year. Thereafter the membership shall continue in force upon acceptance of the membership fee for each succeeding year.

### **ARTICLE III. OFFICERS**

Section 1. Officers. Officers of the Society shall be the President, the President Elect; the Vice President, the- Immediate Past President, ten directors, the Secretary, the Treasurer, the Editor of the Comparative Education Review, and the Historian.

Section 2. Selection and Term.

- a. The Vice President shall be elected for a 1-year term and automatically and successively shall become the President Elect for a 1-year term, the President for a 1-year term and the immediate Past President for a 1-year term. Thereafter, there shall be a period of at least a year before the same member again shall be eligible for election as Vice President or Board of Directors member.
- b. Directors shall be elected each for 3-year terms, 3 annually. After service of a 3- year term, there shall be a break of at least a year before the same member again shall be eligible for election as a Director.
- c. Two Directors shall be students elected from among the student members with staggered terms.
- d. The Secretary shall each be elected by the membership for a 3-year term. Thereafter there shall be a period of at least a year before the same member again shall be eligible for election as Secretary or Board of Directors Member.
- e. The Treasurer shall each be elected by the membership for a 3-year term. Thereafter

there shall be a period of at least a year before the same member again shall be eligible for election as Treasurer or Board of Directors Member.

f. The Editor of the Comparative Education Review shall be appointed by the Board of Directors for a 5-year term and shall be eligible for reappointment.

g. The Historian shall each be elected by the membership for a 3-year term. Thereafter there shall be a period of at least a year before the same member again shall be eligible for election as Historian or Board of Directors Member.

h. Unless otherwise specified, all terms of elected officers begin and end at the annual State of Society Meeting, when the gavel is passed from the outgoing President to the incoming President. Terms of appointed officers shall begin on July 1 and end on June 30.

### Section 3. Vacancies.

a. President. A vacancy in the office of President in the interim between regular elections shall be filled by the President Elect, who shall assume the title and duties of the President for the unexpired term as well as for the immediately following year. In the event of further vacancy, the Immediate Past President shall complete the unexpired term.

b. President Elect: If a vacancy occurs in the office of President Elect that vacancy shall continue until filled at the next regular election, and the President shall immediately appoint a chair of the next Annual Meeting.

c. Vice President. A vacancy in the office of Vice President shall continue until filled at the next regular election.

d. Director. A vacancy in the office of Director shall continue until the unexpired portion of the term is filled at the next regular election. Such election shall be in addition to that for each of the three Directors elected annually for a 3-year term.

e. Other Officers. If such vacancy occurs in any other office (Secretary, Treasurer, Historian, or Comparative Education Review Editor), the President, upon consultation with the Executive Committee, shall promptly appoint a temporary replacement until a regular replacement can be appointed by the Board of Directors in the case of the Comparative Education Review Editor or elected by the membership in the case of the Secretary, Treasurer, or Historian.

### Section 4. The duties of the Officers shall be set forth in the Society's Bylaws.

## **ARTICLE IV. BOARDS AND COMMITTEES**

Section 1. Board of Directors. The Board of Directors shall consist of the President of the Society as Chair, nine Directors, the Vice President, the President- Elect, the Immediate Past President, the Editor of the Comparative Education Review, the Secretary, the Treasurer, and the Historian.

Section 2. The regular members of the Executive Committee shall be the President as Chair, the

Vice President, the President Elect, the Immediate Past President, the Editor of the Comparative Education Review, the Secretary, the Treasurer, and the Historian.

Section 3. The Editorial Staff shall consist of the Editor as Chair, Associate Editors, and Assistant Editors.

Section 4. The Editorial Board shall consist of the Editor and persons selected for their distinction in comparative education or related fields.

Section 5. Standing Committees shall be defined by the Board of Directors. Members shall be appointed by the President in consultation with the Executive Committee.

Section 6. All other committees shall be defined as ad hoc, shall be charged by the President in consultation with the Executive Committee, and shall have a life of one year unless their mandates are renewed.

Section 7. The duties of the Boards and Committees shall be set forth in the Society's Bylaws.

## **ARTICLE V. PUBLICATIONS AND DISSEMINATION**

Section 1. Regular Publications.

- a. The Comparative Education Review shall be the professional journal of the Society.
- b. The CIES Newsletter shall be the general information publication of the Society.

Section 2. Other Publications. Other publications, including newsletters and web sites of committees and SIGs as well as electronic and hard-copy communications under Society auspices, shall be authorized by the Board of Directors on recommendation of the Publications Committee. The Society shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. The Society shall avoid activities prohibited (a) for an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) for an organization, which deducts contributions under section 170(c)(2) of the Internal Revenue Code.

## **ARTICLE VI. ELECTIONS**

Section 1. Frequency. Elections shall be held annually to choose the Vice President and three Directors. In the same election, any other post which has become vacant shall be filled as defined in Article III, Section 3.

Section 2. Nominating Committee. The Nominating Committee shall be appointed from among the members who are not holding office in the Society and who shall have been members for at least one year. The committee shall consist of not less than three members including the Chair.

Section 3. Eligibility to Vote. Only full-status, emeritus status, and student-status members are entitled to vote in an election.

Section 4. Requirement for Election. A candidate receiving a majority of the votes cast shall be elected

provided at least 20% of members voted in the election. If the vote does not reach this requirement, officers shall be elected by a majority vote of the current Board of Directors.

Section 5. In the case of a tie vote the President shall call immediately for subsequent general elections until the tie for the contested position is broken.

Section 6. Installation. Newly elected officers shall be installed by the President during the Meeting on the State of the Society at the Annual Meeting.

## **ARTICLE VII. FINANCES**

Section 1. The Society may maintain bank accounts and raise funds to conduct its matters of business, in accordance with U.S. Federal laws governing 501 (c) (3) organizations.

Section 2. The Society shall have its accounts audited by a certified agency not less than every three years.

Section 3. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Society 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 purpose clause hereof.

Section 4. Upon the dissolution of the Society, assets shall be distributed in one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a 'state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as foresaid Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII. MEETINGS**

Section 1. Annual Meeting. The Annual Meeting shall consist of a professional program and shall include at least one session on the State of the Society.

- a. Time and Place. The time and place of the Annual Meeting shall be approved by the Board of Directors at least one year in advance of that Annual Meeting.
- b. Consultation. At a duly called Meeting on the State of the Society, the members so assembled shall constitute a consultative body to consider policy brought before the Society by the President or other officers, the Board of Directors, or the Executive Committee in keeping with their respective authority and any related procedure specified in this Constitution. Nothing in this Constitution shall be construed to prevent any member in such a Meeting on the State of the Society from raising any other matter of business.
- c. Reports. Formal reports of officers and committee chairs shall be issued to each member of the Board of Directors and Executive Committee member at least 15 days prior to the Annual Meeting. A summary of the program and business deliberations of the Annual Meeting shall be issued to members within four months of such Meeting.

d. Program. Participation in professional development workshops shall not preclude individuals from additional participation in the professional program.

## Section 2. Regional Meetings.

a. Authorization. Regional Meetings of the Society shall be professional meetings authorized by the President in consultation with the Executive Committee from proposals received at least four months in advance of the proposed Regional Meeting.

b. Each Regional Meeting shall have a coordinator who shall ensure that the meeting is conducted in accordance with Society standards and purpose.

c. Transaction of Business. Only business of a regional nature, and which is consistent with policies of the Society, shall be conducted at Regional Meetings under Society auspices.

d. Announcement and Report. The Secretary shall ensure that members receive information on Regional Meetings authorized to be held under Society auspices. Regional Coordinators shall present to the Secretary a summary of activities conducted during the year at least 60 days prior to the next Annual Meeting.

Section 3. Roberts' Rules of Order, Revised shall govern meetings of the Society except as otherwise provided in this Constitution.

## **ARTICLE IX. REGIONAL CHAPTERS**

Section 1. Policy, Procedure, and Regulations. The Board of Directors shall determine policy, procedure, and regulations governing establishment and operation of Regional Chapters, which may be authorized under Society auspices.

Section 2. Petition. The Board of Directors shall consider establishment of a Regional Chapter when at least twenty members petition for and comply with policy, procedures, and regulations governing establishment and operation of such chapter.

Section 3. Finances. A regional Chapter may maintain a bank account and raise funds to conduct its matters of business. It shall be subject to the same accounting responsibilities and standards as the Society.

## **ARTICLE X. ARCHIVES**

Section 1. The Board of Directors shall establish the Archive of the Society, consisting of the Society's official publications and the papers and documents of the members of the Executive Committee as they pertain to the work of the Society.

Section 2. The Board of Directors shall see that an appropriate institution houses the archives of the Society. Section 3. The Historian shall ensure the proper maintenance of the Archive.

## **ARTICLE XI. AMENDMENTS**

This Constitution shall be amended when the following activities have taken place:

- a. A proposal to amend the Constitution is submitted in writing to the Board of Directors at least one week prior to a formal meeting of the Board of Directors;
- b. The Board of Directors votes to endorse the proposal as a provisional amendment;
- c. The provisional amendment is presented at a duly constituted Meeting on the State of Society held during the Annual Meeting unless by unanimous vote the BoD determines that a minor change can go directly to membership for a vote;
- d. A summary of the discussion and preliminary action together with an official ballot for voting on the proposed amendment is sent to the members along with any related recommendation by the Board of Directors; Two-thirds of members responding within three months to a mail or electronic poll vote in favor of the proposed amendment; and
- e. The President makes a formal announcement of the results of the poll to the membership.

## **ARTICLE XII. BYLAWS**

Section 1. The Society shall have the authority to determine rules and regulations which shall be called Bylaws. Bylaws shall be consistent with the content and purpose of the Society's Constitution.

Section 2. A proposal to pass or rescind a Bylaw must be presented in writing at least one week prior to a formal meeting of the Board of Directors, other than at meetings of the Board of Directors at annual CIES conferences.

Section 3. It shall require a two-thirds (2/3) majority vote of a formal quorum of the Board of Directors to pass or rescind a Bylaw.

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## Comparative and International Education Society BYLAWS

### ARTICLE I. GENERAL BYLAW CODE

Section 1. Definition of a Bylaw. A Bylaw shall be defined as any set of rules adopted by the Board of Directors for governing the affairs of the Society. A Bylaw shall be considered a definite part of the Society framework and shall carry the full weight of legal and regulatory power.

Section 2. Creation of Bylaws. Bylaws shall be created and put into effect when legislation is approved by the Board of Directors with a two-thirds (2/3) majority vote of a formal quorum.

### ARTICLE II. MEMBERSHIP RIGHTS AND PRIVILEGES

Section 1. Members of full status shall be entitled to:

- a. Attend the Annual Meeting;
- b. Vote in all elections;
- c. Participate in the Meeting on the State of the Society;
- d. Vote on matters being decided by poll of all members;
- e. Receive regular Society publications;
- f. Be eligible for office in the Society beginning with the second year of membership; and
- g. Enjoy other rights and privileges accorded to all members.

Section 2. Members of student and emeritus status shall be entitled to all the rights and privileges accorded to members of full status. In addition, members of student and emeritus status shall pay annual membership dues and registration fees at meetings of the Society at half the rate established for members of full status.

Section 3. Institutional Affiliates shall be entitled to participate in Society meetings, receive the *Comparative Education Review* and receive the CIES Newsletter.

Section 4. Honorary Fellows shall be exempt from paying conference registration fees.

### ARTICLE III. OFFICER DUTIES

Section 1. The President shall:

- a. Represent the Society in keeping with its purpose;
- b. Serve as Chair of the Board of Directors and as Chair of the Executive Committee;
- c. Within 60 days of assuming office, and after consultation with the Executive Committee, appoint or reappoint the members and chairs of standing committees in accordance with Article V below or any standing committee handbooks that have been approved by the Board.
- d. Appoint, as needed, an individual to serve as Parliamentarian who will offer advice on parliamentary procedure;
- e. Establish ad hoc committees and appoint chairs of these committees;
- f. Serve as ex officio on Committees other than the Nominating Committee;
- g. Preside at the Annual Meeting and give the Presidential Address;
- h. Plan the business agendas and conduct the Meeting on the State of the Society at the Annual Meeting;



- i. In consultation with the Secretary, authorize those regional meetings, which may be held under Society auspices;
- j. Sign or authorize warrants on the Treasurer for disbursements other than those fixed amounts authorized by vote of the Board of Directors or the Executive Committee;
- k. Appoint a minimum of three tellers to tally election ballots and count other votes at the Annual Meeting; and
- l. Perform other duties consistent with the office.

Section 2. The Immediate Past President shall:

- a. Represent the Society in organizations with which the Society is affiliated, consulting with the Executive Committee on significant matters that may require CIES action. In the event that the immediate Past President is unable to carry out this function, the President will appoint another officer or director to represent the Society.
- b. Encourage current and past officers of the Society to contribute relevant materials to the Archive and report annually to the Board of Directors on her/his efforts in this regard.

Section 3. The President Elect shall:

- a. Perform the duties of the President in the absence or incapacity of the President;
- b. Plan the professional conference program associated with the upcoming Annual Meeting; Present a line item budget for the conference program and accompanying activities to the Board of Directors prior to November 1, which, subject to Board approval, will be incorporated into the annual Society budget for the year of the Annual Meeting; and
- c. Perform such other duties on delegation by the President, the Board of directors, or the Executive Committee as shall be mutually agreed upon.

Section 4. The Vice President Shall:

- a. Perform the duties of the President Elect in the absence or incapacity of the President Elect;
- b. Present for approval by the Board of Directors, the theme of the content for the professional program of the Annual Meeting taking place when the person holds the office of President Elect; and
- c. Perform such other duties on delegation by the President, the Board of Directors, or the Executive Committee as shall be mutually agreed upon.

Section 5. The Secretary shall:

- a. Ensure that minutes of the Society's meetings and of its Board of Directors and Executive Committee are taken and, when approved, made available to the Board of Directors, and that they are made part of the Society's records;
- b. Oversee the editing of a triennial newsletter publication known as CIES Perspectives which production and publication shall be coordinated by the OED;
- c. Perform other duties consistent with the office.

Section 6. The Treasurer shall:

- a. Provide oversight of the Society's financial position for the Board of Directors;
- b. Approve expenditures according to guidelines provided by the CIES Financial Policies and Procedures;

- c. Review the annual budget in consultation with the Finance and Investment Committee and Executive Committee and present it to the Board of Directors for approval;
- d. Present an annual report on the Society's financial activity for distribution and presentation to membership at the State of Society meeting;
- e. Review the Society's annual audit;
- f. Serve as Chair of the Society's Finance and Investment Committee;
- g. Perform other duties as specified in the CIES Financial Policies and Procedures and as consistent with the office.

Section 7. The Editor, with advice and assistance of the Editorial Staff and the Editorial Board, shall:

- a. See that the professional journal of the Society is prepared for publication on a quarterly basis unless authorized differently by the Board of Directors.
- b. Remit annually records of the Comparative Education Review to the Society's Archive.

Section 8. The Historian shall:

- a. Serve as advisor to Society officers on matters of historical fact and process and ensure that the historically significant documents and records of the Society are collected by the archives;
- b. Supervise the work of organizing and cataloguing the Society's archival files and records;
- c. Report annually to the Board of Directors, and on special request, about the state of the Society archives;
- d. Supervise the collection of new documents, facilitate research projects, and coordinate communications with other collections related to the archives of the Society; and

#### **ARTICLE IV. DUTIES OF EXECUTIVE DIRECTOR**

Section 1. The Executive Committee shall appoint the Executive Director subject to the Board's approval. The term of each appointment to Executive Director shall not exceed five years, although the incumbent may be reappointed.

Section 2. The Executive Director shall be the chief executive officer of the Society responsible for the business and operations of the organization and shall:

- a. Devise plans and advise on policies for the accomplishment of the Society's objectives, and, upon the approval of the Board, be responsible for their execution and administration;
- b. Facilitate all Executive Committee and Board meetings and operation, membership services, conference and other events management;
- c. Appoint the staff of the OED, including consultants, graduate assistants and temporary staff, within the approved budget of the OED agreement.
- d. Prepare the CIES annual budget for the Treasurer and FIC for submission to and approval by the Board and prepare the annual conference budget for the President-Elect as described in Article III, Section 3;
- e. Maintain CIES accounts, collect all fees and grants, manage funds, pay all bills and discharge obligations, oversee audits, and manage and implement CIES investment policies under the oversight of the FIC;
- f. Assist Committees and SIGs in all aspects of their functions including reports, communications, record keeping, accounting and membership;
- g. Maintain the infrastructure for the Office of the Executive Director (OED) including IT

- systems and records;
- h. Facilitate all internal and external communications for the Society;
- i. Maintain Society records and submit important documents to the CIES archives;
- j. Report to the Board on all programs and procedures including which are considered to contribute to the effectiveness of the Society; and
- k. Perform such other duties as may be described elsewhere in these Bylaws or assigned by the Executive Committee and the Board.

Section 3. The Executive Director shall serve as an ex officio member of the Executive Committee and the Board, without a vote.

Section 4. When a vacancy occurs in the office of the Executive Director, the President shall provide for the discharge of the duties of the office. The Executive Committee may appoint a temporary Executive Director to serve until the position is filled by the usual procedure.

#### **ARTICLE V. DUTIES OF COMMITTEES AND BOARDS**

Section 1. The Board of Directors shall:

- a. Appoint the Executive Director;
- b. Appoint the Editor of the Comparative Education Review;
- c. Appoint the Editorial Staff and the Editorial Board of the CER after receiving nominations from the Editor;
- d. Allocate appropriate resources to the OED, President, the President Elect, the Editorial Office, the Secretary, the Treasurer, the Editor, and the Historian to conduct the operations of the Society;
- e. Permit 10 per cent of the annual budgets allocated to the President and other officers to be expended as needed without approval of the Board of Directors;
- f. Cause the accounts of the Society to be audited not less than once every three years;
- g. Serve, as individuals, and on appropriate standing or ad-hoc committees;
- h. Review and approve nominations for Honorary Fellows;
- i. Review and approve the annual reports presented by each Standing Committee and separately consider adopting any recommendations and proposals submitted;
- j. Accept grants, gifts and endowments for the maintenance and betterment of the Society upon recommendation of the Investment Committee; and
- k. Otherwise manage the affairs of the Society within the framework of general policy and procedure established by this Constitution and the Bylaws and specific decisions voted by the members.

Section 2. The Executive Committee shall:

- a. Administer the routine affairs of the Society;
- b. Make decisions in the interim between the Meetings on the State of the Society on those matters not otherwise covered by this Constitution and the Bylaws;
- c. Serve as an advisory body to the Board of Directors; and
- d. Serve as an advisory body to Society officers.

Section 3. The Editorial Staff shall manage the affairs of the Society's professional journal.

Section 4. The Editorial Board shall advise and otherwise assist the Editor in the performance of duties incident to preparation of issues of the Society's professional journal.

Section 5. Standing Committees shall be limited to the Nominations Committee; the Awards Committee; the New Scholars Committee; the Gender and Education Committee; the Finance and Investment Committee; the Under-represented Racial, Ethnic, and Ability Groups Committee (UREAG); the Publications Committee; the Special Interest Group (SIG) Oversight Committee; and the Committee on Social and Policy Engagement. Unless the Standing Committee is differently specified below or in a board-approved handbook, each Standing Committee shall be composed of 6 members, each of whom will serve a staggered 3-year term, with one-third of the committee membership appointed by the President annually. Each committee shall submit an annual report to the Board of Directors at least two weeks prior to the annual meeting.

- a. The Nominations Committee shall select a slate of candidates as outlined in BYLAWS, ARTICLE VIII. Elections.
- b. The Awards Committee shall select the winners of (1) the George Z. F. Bereday Award for the outstanding article in the CER during the past year, (2) the Gail Kelly Dissertation Award, (3) the Joyce Cain Award for the outstanding article exploring themes related to people of African descent, (4) the recipients of the International Travel Award, (5) the Jackie Kirk Award for Outstanding Book on gender and education and/or education in conflict, and (6) nominate candidates for Honorary Fellowships in a manner consistent with guidelines approved by the Board of Directors.
- c. The New Scholars Committee shall promote scholarship during the early phases of members' career development.
- d. The Gender and Education Committee (GEC) shall advocate for and advance attention to intersecting gender issues in the Society and promote the professional development of CIES members related to gender research, theory, and practice in support of gender diversity, equity, and inclusion in CIES.
- e. The Finance and Investment Committee (FIC) shall be a board sub-committee chaired by the Treasurer and shall consist of three additional Board members and one additional non-Board member. The committee shall be appointed by the President in consultation with the Executive Committee. The committee shall oversee the CIES endowments and general funds consistent with the broad risk and income objectives of the Board of Directors, and will also advise the President, Board and Executive Committee on the Society's overall financial situation and fiscal needs and opportunities.
- f. The Under-represented Racial, Ethnic, and Ability Groups Committee (UREAG) shall conduct activities to increase participation and representation of under-represented groups in CIES.
- g. The Publications Committee shall be a liaison between the Society and the publisher(s) of its publications, especially in regard to contractual and other business matters. It will assess and recommend to the Board of Directors any revisions to CIES contracts with publishers, as needed. This committee may also recommend to the Board of Directors sponsorship of new publications, recommend changes as needed to existing CIES publications, and oversee changes to the Newsletter. This committee is also charged with assessing and making recommendations on proposals for committee and SIG newsletters, web sites, and other media carrying the Society's name. In addition to the six members serving staggered three-year terms, the editor or a representative from the editorial team of each of the three primary CIES publications (the Comparative Education Review, the CIES Perspectives publication, and the CIES book series) will serve in an ex-officio non-voting capacity on the Committee.
- h. The SIG (Special Interest Group) Oversight Committee shall advise the Board of Directors on approval of new petitions for SIGs and on conveying to the Executive Committee and

Board of Directors requests and concerns of SIGs. The committee shall also communicate policy changes and concerns from the Board of Directors to SIGs. The SIG Oversight Committee shall have two Co-Chairs and six regular members. The CIES President appoints a Co-Chair, and elected SIG Officers elect a Co-Chair. Both Co-Chairs serve a one-year term. The SIG Oversight Committee Chairs are responsible for selecting the remaining members of the committee, who should be in service, or have recently served, as a SIG officer. One committee member shall be appointed as Secretary.

- i. The Committee on Social and Policy Engagement shall advise the Board of Directors about positions and actions that CIES should take regarding matters of current relevance to educational equity and justice, the CIES mission, and CIES members, including U.S. legislation and policy. All committee functions, policies, and procedures shall be specified in a committee handbook approved by the Board of Directors.

Section 6. Ad Hoc Committees shall carry out investigations and development activities as charged by the President, and submit, upon completion of their work, their report to the Executive Committee and Board of Directors.

Section 7. Responsibilities of all committees and committee chairs shall commence on the date of their appointment by the President and end at the State of the Society Meeting subsequent to the date of their appointment.

## **ARTICLE VI. SPECIAL INTEREST GROUPS**

Section 1. Special Interest Groups (SIGs) promote new research and mentor educational researchers.

Section 2. Any group of 30 or more active CIES members may petition to establish a SIG.

Section 3. Petitions to establish SIGs are accepted or rejected by the CIES Board of Directors and must be received by April 30.

Section 4. SIGs are formally installed at the State of Society Meeting subsequent to their accepted petitions by the Board of Directors.

Section 5. Each SIG must:

- a. Assess dues of \$10 per member (to be collected by CIES)
- b. Present an annual report to the Board, which shall include a financial report.
- c. Present annual membership administration fees to CIES in an amount of \$150 for SIGS up to 60 members and \$300 for SIGs over 60 members determined by the Board.
- d. Follow the policies and procedures of the SIGS as mandated by the Board of Directors.
- e. Report to the chair of the SIG Committee any requests or concerns it may have relating to its purpose, structure, or relationship to the Society overall.

Section 6. If in good standing, each SIG is allocated one business meeting time slot and one SIG Highlighted Panel at the CIES Annual Meeting. SIGs with at least 60 active members shall be allocated one additional SIG Highlighted Panel.

## **ARTICLE VII. BOARD AND EXECUTIVE MEETINGS**

Section 1. The Executive Committee shall:

- a. Convene before and at the site of the Annual Meeting;
- b. Meet at other convenient times on call of the President or any two of its regular members, provided that notice to convene a meeting is given at least 10 days in advance;
- c. Constitute a quorum for the transaction of business if three members are present.
- d. When convenient, hold its meeting by electronic means, such as by internet, videoconference, or phone conference.
- e. The Executive Committee shall minute its meetings and transmit approved minutes to the Board of Directors upon approval.

Section 2. The Board of Directors shall:

- a. Convene before and after and at the site of the Annual Meeting;
- b. Meet at other convenient times on call of the President or any five of its members, provided that notice to convene a meeting is given at least 10 days in advance;
- c. Constitute a quorum for the transaction of business if at least seven members are present or participate by means of electronic media; and
- d. When convenient, hold its meetings by electronic means, such as by internet, videoconference, or phone conference
- e. On matters that the President determines to be highly time-sensitive, deliberate asynchronously through electronic means and vote electronically. In such instances the 10-day advance notice requirement will be waived. Only the President may present motions for consideration in this manner. The President's notice shall indicate who has seconded the proposed motion and is to be followed by asynchronous deliberation through electronic means lasting at least 24 hours. This process is then to be followed by a period of voting through electronic means also lasting at least 24 hours. To be binding, motions considered in this manner must pass with more than 50% of the full membership of the Board voting in favor. Business transacted in this manner shall be recorded in the minutes of the next regularly convened Board meeting.

## **ARTICLE VIII. ANNUAL MEETINGS**

Section 1. Following approval by the Board of Directors, the President-Elect shall announce the exact time and location of the Annual Meeting at least nine months in advance of that Annual Meeting.

## **ARTICLE IX. ELECTIONS**

Section 1. The Nominating Committee shall:

- a. Seek two candidates for each elective office;
- b. Receive nominations from current members (including its own members);
- c. Prepare the slate for the annual election after obtaining the consent of those included; and
- d. Submit the slate, related brief biographical sketches, and the draft ballot to the Secretary in time for communicating it to all members.

## Section 2. Balloting

- a. The Executive Director shall be responsible for the conduct of elections.
- b. The OED shall disseminate electronic ballots, information about the candidates for elective office as provided by the Nominations Committee, and directions for voting to all current full, student, honorary fellows, and emeritus members using secure and confidential electronic voting software.
- c. Members shall vote by mail, electronically, or by other means as determined by the Board.
- d. The OED will set the schedule for nominations and the elections to be approved by the Board. Elections must conclude at least two weeks in advance of the Annual Meeting.
- e. The OED will determine if the threshold of 20% of members voting (as required in the CIES Constitution Article VI Section 4) has been met by comparing the number of votes cast with the CIES member count as it stood when the elections opened.
- f. The OED will be responsible for the tabulation of ballots through election software and secure confidential procedures which can be audited by the Board.
- g. The OED will inform the Secretary and Nominations Committee of the results immediately on the closing of the election period, and the Chair of the Nominations Committee will inform the President.
- h. Prior to the State of Society meeting, the President shall inform, in confidence, all candidates standing for election of the election results. The President shall announce the names of those elected for specified posts at the Annual Business Meeting of the Annual General Assembly on the State of the Society.

## **ARTICLE X. TERMINATION, RESIGNATION, AND REMOVAL OF MEMBERS OR OFFICERS**

### Section 1. Membership

- a. Failure of a member or affiliate to pay dues for any membership year by the date to be fixed by the OED with the approval of the Executive Committee, automatically terminates membership. At the member's request and payment of dues, anyone whose membership has been automatically terminated for non-payment of dues within a period of one year may be reinstated by the Executive Director without penalty.
- b. If continued membership of any person is believed to be contrary to the interests or purposes of the Society, the Board may terminate membership based on procedures established by the Board.
- c. Any member may resign by filing a written resignation with the Executive Director. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued, or entitle them to a refund of annual dues already paid.

### Section 2. Officers

- a. Any Board member may resign at any time by giving written notice by registered post or email, to the President of the Society. Such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery.
- b. Any Board member or elected representative of a group or committee may be removed from such office, with or without cause, by a vote of, at minimum, two-thirds of the entire current Board members, which voting Board members must be present at any regular or special meeting of the Board called expressly for that purpose in order to constitute that minimum.
- c. The Board also shall have the authority to take other reasonable steps to preserve intact the offices of the Board, and to maintain the continuity of the Society's operation. In the

case of an elected representative of a SIG or committee, the Board will consult with the members of the group or committee before taking action to remove the representative or an action that affects the members of the group.

- d. Any Board member who does not attend at least 3 of the scheduled Board meetings during each year of their term and/or who does not maintain current paid membership in the Society may be asked, at the discretion of the Board, to resign as a director or may be removed as stated above.

## **ARTICLE XI. ENDOWMENTS AND GRANTS**

Section 1. Grants and contracts. In keeping with its objectives, the Society may receive grants and contracts from agencies, institutions, or organizations to help carry out its programs and objectives. Unrestricted and restricted grants and contracts shall be held in financial accounts appropriate to the condition of these awards and their intended use.

Section 2. Gifts and endowments. The Society may receive gifts or endowments where there are special requirements imposed as a condition of acceptance of funds. In such instances, the Finance and Investment Committee (FIC) shall review the conditions of the gift or endowment and recommend to the Board of Directors regarding acceptance and conditions for controlling the funds.

Section 3. Use of funds. The Society shall use funds collected only to accomplish objectives and purposes stated in these Bylaws. No member or group of members shall commit the financial resources of the Society in any manner except as stipulated in these Bylaws

## **ARTICLE XII. BOARD OF DIRECTORS CONFLICT OF INTEREST POLICY AND DISCLOSURE FORM**

Section 1. In their capacity as directors, the members of the Board of Directors (The “Board”) of the Comparative and International Education Society (CIES) must act at all times in the best interests of CIES. The purpose of this policy is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below.

Section 2. Conflict of Interest Policy.

- a. Board members have a fiduciary duty to conduct themselves without conflict to the interests of CIES. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of CIES.
- b. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member’s obligation to CIES and the Board member’s personal, business, professional and other interests.
- c. All conflicts of interest are not necessarily prohibited or harmful to CIES. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board (or CIES Executive Committee) members – with the interested Board member(s) recused from participating in debates and voting on the matter – are required.
- d. All actual and potential conflicts of interest shall be disclosed by Board members to the CIES Executive Committee through the annual disclosure form and/or whenever a potential conflict arises. The disinterested members of the CIES Executive Committee



shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The CIES Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

- e. On an annual basis, all Board members shall be provided a copy of this policy and be required to complete and sign an acknowledgment and disclosure form (posted online [here](#)). All completed forms shall be provided to and reviewed by the CIES Executive Committee, which may ask Board members for additional information as deemed necessary.

## **ARTICLE XIII CONFLICT OF INTEREST FOR AWARDS AND NOMINATIONS COMMITTEES**

Section 1. Introduction. The following policy was adopted by the Comparative and International Education Society (CIES) to guide the handling of conflicts of interest for award committees and nominations committees. This policy applies to all CIES award selection committees, the CIES Nominations committee, all SIG award selection committees, all SIG nominating committees, as well as any other CIES committees that confer awards or nominate individuals for elected positions. The purpose of this policy is to avert to the extent possible biasing circumstances, or the appearance of biasing circumstances, in the selection of CIES awardees and nominees.

### Section 2. Ethical Standards.

- a. *Eligibility*. Members of award selection and nominating committees are not eligible to be candidates for that award or nomination during their terms of service.
- b. *Required Circumstances*. Certain biasing or potentially biasing relationships to an award nominee or a candidate presented to a nominating committee for consideration to be slated on a ballot require committee members to withdraw from service on said selection committees. They include:
  - i. current or former dissertation chair or current or former student of a dissertation chair;
  - ii. family member, spouse, or partner;
  - iii. anyone with whom one has a current business or financial relationship (e.g., business partner, employer, employee);
- c. *Additional Required Circumstances*. Certain biasing or potentially biasing relationships to an award nominee or a candidate presented to a nominating committee for consideration to be slated on a ballot require committee members to recuse themselves from decision-making on said selection committees when concerning:
  - i. research collaborator or co-author who is currently in that relationship or has been within the last five years; or
  - ii. anyone working at the same department/division or having accepted a position at the same department/division.
- d. *Elective Circumstances*. Members of award selection or nominations committees may for other reasons determine that they have conflicts or potential conflicts that require elimination from service and then act on that determination if they believe that service could affect the fairness of the selection process.
- e. Nominees or candidates for award/position should abstain from any interference in any selection process.

### Section 3. Implementation Procedures.

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- a. The conflict of interest standards and implementation procedures for award committee service should be widely publicized and readily accessible to CIES members.
- b. CIES presidents, board members, chairs of SIGs, and others appointing members of award selection and nominations committees should make potential committee members aware of these ethical standards and the implementation procedures.
- c. Those appointing members of award selection and nominations committees should have alternates readily accessible so that substitute appointments can be readily made if any committee member or members need to step down from service.
- d. In the case of SIG and CIES committee awards, selection should be made by a subcommittee so that the SIG or committee chair can select other members of the committee as alternates if a vacancy arises due to a conflict.
- e. Upon completion of the nomination process in the case of awards, or upon completion of the presentation of candidates for consideration to be slated on an election ballot in the case of a nominations committee, committee members must make known whether they can continue service on said selection committee or whether they are in a circumstance that mandates withdrawal from service.
- f. If vacancies occur on award selection or nominations committees due to withdrawal of members from service, those vacancies should be filled promptly by those in a position to fill such vacancies on committees.
- g. Any award selection or nominating committee chair or committee member with questions or ambiguous circumstances or who finds the full implementation disruptive should seek the advice of the Executive Director, who will, where necessary, consult with the President on this policy and its implementation.

## **ARTICLE XIV INDEMNITY OF OFFICERS, COMMITTEES AND STAFF**

### Section 1. Indemnity

The Society shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Society or the Office of the Executive Director against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Society; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

### Section 2. Rights

- a. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Bylaw shall be in addition to and not exclusive of all other rights to which any person may be entitled.
- b. No amendment or repeal of the provisions of this Bylaw which adversely affects the right of an indemnified person under this Bylaw shall apply to such person with respect to those acts or omissions which occurred at any time prior to such

amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

- c. This bylaw constitutes a contract between the Society and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Bylaw which adversely affects the right of an indemnified officer, director, or employee under this Bylaw shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Last Revised: 2/18/23