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Mission Statement and Bylaws

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The POD Network
MISSION STATEMENT

March, 1978

The Professional and Organizational Development Network in Higher Education is an association of individuals committed to the enhancement of higher education through professional development, instructional improvement, and institutional change. The POD Network is founded on the conviction that effective education requires continuing attention to the support, evaluation and recognition of individuals as they grow and change. It focuses attention on teaching and learning as a major purpose of higher education. It is a network of concerned people who work cooperatively to promote professional and organizational development which encourages our institutions to be more humane and effective.

Adopted March 19, 1978

BYLAWS
of
THE PROFESSIONAL AND ORGANIZATIONAL DEVELOPMENT
NETWORK IN HIGHER EDUCATION, INC.

ARTICLE I

Section 1. Name of the Corporation. The name of the corporation is The Professional and Organizational Development Network in Higher Education, Inc. (also referred to as POD Network), a self-governing organization incorporated under the laws of the District of Columbia as recorded and filed on May 16, 1977.

Section 2. Principal Office. The principal office of the POD Network shall be located at such address as the Board of Directors may from time to time determine.

Section 3. Corporation Seal. The corporate seal shall have the name of the POD Network and also have inscribed thereon the words, "Corporate Seal, Washington, D.C." The seal may be changed at the pleasure of the Board of Directors.

ARTICLE II

Section 1. Powers. The activities, affairs and property of the corporation shall be managed, directed, controlled by, and vested in, a Board of Directors (also referred to as the Core Committee).

Section 2. Number of Directors. The number of Directors (also referred to as Core Committee members) shall be 21. Each Director shall hold office until he/she resigns, is removed, or until his/her successor has been elected. Directors need not be residents of Washington, D.C., but they must be members of the corporation.

Section 3. Executive Committee. An Executive Committee, to be composed of six members, shall be elected by and from the Core Committee. Two of these persons will automatically be: the current Executive Director and the immediate past Executive Director. The other four members will be elected. Executive Committee appointments will be for one year.

Section 4. Election of Directors. Directors or Core Committee members are to be elected for three-year terms by a vote of the membership. Election shall be conducted by mail ballot. Those candidates receiving the largest number of votes will be declared elected. In the case of a tie or ties, the Executive Committee shall make the choice. Seven members of the initial Board or Core Committee shall serve a one-year term, seven members a two-year term, and seven members a three-year term. Nominations for the position of Director or Core Committee member will be made by self-nomination from the membership. Directors or Core Committee members must be members of the POD Network. New Core Committee members take office at the annual mid-year meeting by March 31.

Section 5. Regularly Scheduled Meetings. The Board of Directors or Core Committee shall hold an annual meeting at the organization's (POD Network's) annual conference, or at some other place and time as the Board or Core Committee shall previously determine, at which time they will handle such business as may properly come before the Board or Core Committee. There may also be an annual mid-year meeting in March if deemed necessary.

Section 6. Special Meetings. Special meetings of the Core Committee may be called by or at the request of the President (also referred to as the Executive Director) or any group of five Core Committee members.

Section 7. Place and Notice of Meetings. The persons authorized to call special meetings of the Board of Directors or Core Committee may fix any place within or without Washington, D.C. as the place for holding any special meeting

of the Board of Directors or Core Committee called by them. Notice of any special meeting shall be given at least 15 days previously thereto by written notice delivered personally or mailed to each Director or Core Committee member at the last known address at the Director's or Core Committee member's residence or usual place of business. The attendance of a Director or Core Committee member at a meeting shall constitute a waiver of notice of such meeting, except where a Director or Core Committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any special meeting of the Board of Directors or Core Committee need be specified in the notice or waiver of the notice of such meeting.

Section 8. Quorum. A simple majority of the members of the Core Committee fixed by Article II, Section 2, shall constitute a quorum.

Section 9. Manner of Acting. The act of a majority of the Directors or Core Committee members present at a meeting at which a quorum is present shall be the act of the Board of Directors or Core Committee.

Section 10. Action Without a Meeting. Having formally notified all members of the Core Committee of the intended action, any action required or permitted to be taken by the Board of Directors or Core Committee at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors or Core Committee members.

Section 11. Vacancies. Any vacancy in the Board of Directors or Core Committee may be filled by a majority vote of the members of the Board or Core Committee. This action can be taken at a regularly scheduled meeting or by mail ballot.

Section 12. Removal. A Core Committee member may be removed at a meeting called expressly for that purpose or at a regularly scheduled meeting by a 2/3 majority vote, the person given written notification of cause. Core Committee members who miss two consecutive regularly scheduled Core Committee meetings will automatically be removed from the Core Committee. Special exceptions may be made by the Executive Committee.

Section 13. Committees. The Executive Director or the Board of Directors or Core Committee, by resolution adopted by a majority of the Directors or Core Committee members in office, may designate and approve one or more committees of the Board or Core Committee, including an Executive Committee, each of which shall consist of at least one Core Committee member plus additional persons drawn from the general membership if so desired by the Board of Directors or Core Committee. These committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors or Core Committee in the management of the corporation and report to the Executive Director. Other committees not having and exercising the authority of the Board of Directors or Core Committee in the management of the corporation may be designated and appointed by resolution adopted by a majority of the Directors or Core Committee members present at a meeting at which a quorum is present. The Executive Committee shall have authority to act for the full Board or Core Committee on matters requiring decisions between Board or Core Committee meetings.

ARTICLE III

MEMBERS

Section 1. Classes of Members. Membership shall be open to faculty, administrators, students and trustees in institutions of higher learning and

others within higher education or interested in higher education. Classes of membership may be identified by the Board of Directors or Core Committee, with differential membership fees and benefits.

Section 2. Dues. The amount of dues per year shall be established by a simple majority vote of the Core Committee.

Section 3. Voting. (a) All members shall be eligible to vote in the election of Directors or Core Committee members. (b) All members present at a members' meeting shall be able to vote on all matters presented to the members by the Board or Core Committee or by whoever called the special members' meeting. (c) Proxy voting shall not be allowed. (d) Voting by mail shall be allowed.

Section 4. Meeting of Members. Provision shall be made at each annual conference that is held for an open meeting of members in which to review matters of policy and program priorities of the corporation. Annual meetings may also be scheduled in the absence of an annual conference.

Section 5. Notice of Members' Meetings. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten or more than 50 days before the date of the meeting, either personally or by mail, by or at the direction of the Executive Director, or the Treasurer, or the officers or persons calling the meeting, to each member entitled to vote at such meeting at that member's last known address.

Section 6. Quorum at Members' Meetings. A quorum at members' meetings shall consist of 10% of the total membership. For action to be taken at a meeting where a quorum is present, there must be simple majority vote of those present.

ARTICLE IV
OFFICERS

Section 1. Number. The officers of the corporation shall be an Executive Director and a Treasurer, each of whom shall be elected by the Core Committee. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors or Core Committee. An officer may be re-elected one time. Officers must be members of the POD Network and of the Core Committee to be eligible for election.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the Core Committee shall be elected annually at one of the annual meetings of the Board of Directors or Core Committee. The officers will assume responsibilities of office at the close of the annual conference. Each officer shall hold his/her office until his/her successor shall have been duly appointed and shall have qualified or until his/her death or until he/she resigns or shall have been removed in the manner hereinafter provided.

Section 3. Removal of Officers. Any officer or agent elected or appointed may be removed by the Core Committee whenever in their judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Core Committee for the unexpired portion of the term. This action can be taken at a regularly scheduled meeting or by mail ballot.

ARTICLE V
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of October in each year and end on the last day of September in the next year.

ARTICLE VI
WAIVER OF NOTICE

Whenever any notice is required to be given to any Director or Core Committee member of the corporation under the provisions of these Bylaws or under provisions of the Articles of Incorporation or under the provisions of the District of Columbia Nonprofit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VII
LOANS

No loans shall be made by a corporation to its directors or officers. The directors of a corporation who vote for or assent to the making of a loan to a director or officer of the corporation, and any officer or officers participating in the making of such a loan, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

ARTICLE VIII
AMENDMENTS

These Bylaws may be altered, amended, or repealed and/or new Bylaws adopted by the Board of Directors or Core Committee at any annual or special meeting.