



## BYLAWS OF THE ENVIRONMENTAL DESIGN RESEARCH ASSOCIATION

### Article I. Purpose of the Organization

- A. Broad Purpose. The Environmental Design Research Association (EDRA) is an international, interdisciplinary organization whose purpose is to advance and disseminate environmental design research toward improving understanding of the interrelationships between people, their built and natural surroundings. EDRA's goal is to facilitate the creation of environments that are responsive to human needs.

The purpose of the Association shall be to advance the field of environmental design research in both its scientific and applied forms. It shall encourage the highest quality of research related to improving environmental design methods and techniques and increasing understanding of the social and behavioral aspects of relationships between people and environments.

It shall stimulate and support communication among individuals and groups involved in environmental design research through sponsorship of conferences, publication of conference proceedings, a website, and other publications. It shall encourage and coordinate translation and dissemination of environmental design research knowledge to designers, planners and public policy makers through meetings, reports, papers and other media.

- B. Non-profit Corporation. The Association shall be a non-stock, non-profit corporation exclusively and wholly for purposes of education and the promotion of research and its application to the designed environment. It shall be a public organization with public representation on its Board of Directors, relying principally on public contributions, mission-oriented strategic initiatives, and membership dues for financial support.
- C. Tax-exempt Organization. The Association shall be organized exclusively for purposes of education through the promotion and dissemination of environmental design research within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

### Article II. Membership

- A. Eligibility. Persons with a demonstrated interest in the Association and its purposes shall be eligible for membership.
- B. Classes of Membership. Any person (including students) having paid the fees and dues as required by the Bylaws shall be a member in good standing.
- C. Voting Privileges. Members certified by the Executive Director as being current shall have the privilege of voting in elections and at the annual meeting.
- D. Termination of Membership. Any member may resign from the Association at any time by forwarding a letter of resignation to the Executive Director including payment of any



## BYLAWS OF THE ENVIRONMENTAL DESIGN RESEARCH ASSOCIATION

debts owed to the Association. The membership of any member may be terminated by the Board of Directors for non-payment of dues or other indebtedness to the Association for a period of three months past the date on which they or it became due unless satisfactory arrangements for payment have been made with the Board prior to the expiration of said period.

### Article III. Dues and Other Fees

- A. Membership Year. Membership dues are collected on a rolling basis and cover a period of one year starting with the date of renewal. Dues paid after the initial payment date will be retroactive to cover any lapses within a period of 90 days.
- B. Establishment of Dues. The Board of Directors shall have the power to assess a fair and equitable membership fee and other such fees and dues as it shall deem necessary to provide services to the membership. Retired members 65 and older pay the same as the student annual dues.

### Article IV. Board of Directors

- A. Board Members. The management of the affairs of the Association shall be invested in a Board of Directors consisting of nine persons who shall be elected, hold office, and administer the business of the Association as provided herein, as well as a non-voting emeritus member who shall be nominated by membership and selected by the Governance Committee.
- B. Eligibility. The Directors of the Association shall be members in good standing who serve without compensation. One of the Directors shall be a student member of the Association. One of the Directors shall be an emeritus member.
- C. Rotation of Terms. The members of the Board of Directors shall serve three year terms, except the student member, who shall serve for a two year term, and the emeritus member, who shall serve for a one-year term, with rotation providing for the election of at least two new members each year. The newly elected members shall be required to attend the conference Board meeting. As the last official act of the conference Board meeting, the chair (from the previous year) shall preside over a caucus of the continuing members of the Board for the sole purpose of electing new officers of the Board. The official rotation of the members of the Board of Directors shall take place on August 1 following the Annual EDRA Membership Meeting.
- D. Resignation of Board Members. Resignations shall be submitted to the Secretary in writing; the Secretary shall then share the resignation with the Governance Committee. In the event of the resignation or lapse of membership of a director during his or her elected or appointed term, the remaining Directors shall elect, via two-thirds majority vote, a replacement who shall hold office for the remainder of the unexpired term. A Board member who misses more than one in-person meeting per year without



## BYLAWS OF THE ENVIRONMENTAL DESIGN RESEARCH ASSOCIATION

notification or more than two in-person meetings per year with notification shall be considered to have resigned.

- E. Board Quorum. For the purpose of taking action required or authorized herein, a quorum shall consist of two-thirds (that is, six voting members) of the Board of Directors. A simple majority of said quorum shall be binding on any issue before the Board, unless a greater number is specified herein.
1. Voting of the Board may be submitted in writing, verbally, or through electronic means.
- F. Meetings Per Year. The Board of Directors shall meet no less than twice a year (once during the annual Conference) and at intervals that it deems appropriate. The Directors may adopt such rules or procedures as required to handle the internal administration of the Board. One or more members of the Board may participate in a meeting remotely via conference or video calling facility. Participation by such means shall constitute presence in person at the meeting.
- G. Ex-officio Members of the Board. The following persons shall serve as ex-officio members of the Board and may attend meetings but may not make motions nor vote: the Executive Director and the immediate Past Chair of the Board at the conclusion of their service. If the immediate Past Chair of the Board is unable or unwilling to serve in this role, the Board may, at its discretion, appoint another past member of the Board or leave the role vacant.
- H. Powers and Duties. The Board of Directors shall be the governing body of the Association, with duties including, but not limited to, the following enumeration. The Board of Directors:
1. Shall establish the general policy as to the substance and structure of the Annual EDRA Conference. It shall take all administrative actions required to guarantee that the conference shall be held, such as selecting the sponsor, monitoring developments, establishing policy guidelines, providing administrative support.
  2. Shall develop an annual report to the membership on the state of the Association.
  3. Shall establish long-range goals for the Association and establish programmatic priorities in order to achieve those goals.
  4. Shall establish a budget based on the projected income from membership fees and other contributions and authorize the disbursement of funds for expenses incurred in the name of the Association.
  5. Shall conduct an annual meeting and other special meetings of the membership as may be required and develop an agenda to inform the membership of critical issues and to handle Association business.
  6. Shall establish the membership fees, annual dues, and other fees that may be required to handle the expenses of services to the membership.



## BYLAWS OF THE ENVIRONMENTAL DESIGN RESEARCH ASSOCIATION

7. Shall review, interpret and amend the Bylaws as necessary to assure that the purposes of the Association are carried out.
8. Shall perform whatever other duties may be required to assure that the Association functions in such a way to fulfill the purposes as stated herein.
9. Shall propose and carry out programs in support of EDRA's vision and mission and future goals using fiscally responsible means.

- I. Participation. Board members shall participate in a minimum of two-thirds of regular association business, policy and procedural votes per fiscal year.

### Article V. Officers of the Board of Directors

- A. Officers of the Board. The officers of the Association shall be a Chair, Chair Elect, Past Chair, Secretary, Treasurer, and an Officer for Diversity, Such officers shall be elected by the Board of Directors from among its membership.

The Board shall annually elect a Chair Elect, Secretary, Treasurer and an Officer for Diversity. Previous Chair-Elect shall be promoted to Chair. The previous Chair shall take on the duties of the Past Chair/Ex-Officio. Should vacancy occur among any of the officer positions, the Board shall elect a replacement from among the Board membership.

- B. Terms of Office. All terms of officers shall begin on August 1 following their election of officer roles. All officer terms are for one year.
- C. Duties of the Chair. The Chair shall preside at all meetings of the Board of Directors. Except as noted in Article X, the Chair shall appoint committees as she/he deems necessary to carry out the purposes of the Association and shall be an ex-officio member of all such committees, with voting rights thereon. The Chair shall be responsible for calling meetings, arranging agendas for meetings, conducting preparatory work for conferences, and other such matters deemed relevant to the activities of the Association. The Chair is responsible for the overall planning, organization, and coordination of the activities of the Board of Directors and for ensuring the Board engage in both long term planning and policy maintenance work on behalf of the Association. The Chair shall be the primary liaison between the Executive Director and the Board. The Chair will coordinate the Management Firm's Annual performance evaluation. The Chair will serve as the spokesperson for the organization.
- D. Duties of the Chair Elect. The Chair Elect shall understand the responsibilities of the Board Chair and be able to perform those duties in the Chair's absence. The Chair Elect shall chair the Program Committee of the Board and serve on the Finance Committee. In case of a vacancy in the Chair's office the Chair Elect shall assume the Chair's position.



## BYLAWS OF THE ENVIRONMENTAL DESIGN RESEARCH ASSOCIATION

- E. Duties of the Past Chair. The Past Chair chairs the Governance Committee of the Board.
- F. Duties of the Secretary. Secretary shall attend all meetings of the members of the Board of Directors and oversee the maintenance of the official minutes of the Association meetings. The Secretary shall keep safely in his/ her custody or have knowledge of the location of the seal of the corporation and shall have the authority to affix the same to all instruments wherein its use is required. The Secretary shall be responsible for ensuring that the bylaws of the corporation are being followed. The Secretary shall also serve on the Governance Committee.
- G. Duties of the Treasurer. The Treasurer chairs the Finance Committee of the Board. The Treasurer shall oversee the development of the budget for the Association and the proper disbursement of its funds as approved by the Board. The Treasurer in conjunction with the Executive Director coordinates with the external auditor to ensure proper auditing of the Association's financial records. The Treasurer in conjunction with the Executive Director is responsible for oversight of investment policy of the Association's assets. He/she shall prepare statements of the financial state of the Association for meetings of the Board or at any other time upon which such information is required by the Chair.
- H. Duties of Officer for Diversity: The purpose of an Officer of Diversity is to ensure that equity, equality, and equal opportunity is established, maintained and fostered throughout the Organization. The EDRA Officer for Diversity office shall:
- Ensure that all EDRA activities—e.g. annual conference, webinars, meetings—are accessible to all members regardless of abilities, ethnicity gender, and religions.
  - Promote changes to bylaws and procedures to provide greater accessibility, opportunity, and equity
  - Respond to and report any incidents of discrimination
  - Work with the Members and Partners' committee to attract a more diverse membership
  - Coordinate with the Executive Director equity training for volunteers and staff
- I. Board Vacancy. If an officer position falls vacant, the Board shall elect, from its membership, an individual to complete the current term of office.

### **Article VI. Management Firm or Contracted Executive Director**

- A. Purpose. The day to day management responsibilities of EDRA will be met by a contracted executive director or a management firm hired by the board of directors. In the event that a management firm is hired, designee of the management firm shall, upon approval by the Executive Committee, serve as EDRA's Executive Director, responsible to the Board of Directors.



## BYLAWS OF THE ENVIRONMENTAL DESIGN RESEARCH ASSOCIATION

- B. Duties of the Executive Director. The Executive Director shall be responsible for the management and direction of all operations, programs, activities and affairs of EDRA functioning within the framework of the policy aims and programs as generally determined by the Board of Directors. The Executive Director shall oversee the activities of the Management Firm's employees on behalf of the Board of Directors, shall communicate with and assist the members of EDRA as needed, and shall have such other duties as may be assigned by the Board. The Executive Director shall be a non-voting member of the Governance Committee, the Executive Committee and the Board of Directors.

### Article VII. Meetings

- A. Board of Directors. At least one meeting of the Board of Directors shall be held during each fiscal year in conjunction with the Annual EDRA Conference. At least one other in-person meeting of the Board of Directors shall be held each fiscal year. Other special meetings may be called by the Chair at any time upon proper notification of the Board members.
- B. Annual Membership Meeting. The Annual Membership Meeting shall take place no later than the last day of the Conference and at a time and place of convenience to the Association members.
- C. Procedures at the Annual Meeting. The Annual Membership Meeting shall be called to order by the Chair of the Board of Directors.

### Article VIII. Elections

- A. Nominations. Nominations for Board membership shall be handled by the Governance Committee. The Governance Committee shall be charged with validating all nomination petitions and information and shall report to the Board of Directors the list of nominees and a statement of the procedures used. Upon acceptance of its report the Governance Committee shall forward all names of the nominees, and supporting information, to the Executive Director.
- B. Nominations from the Membership. Members of the Association may be nominated for the Board of Directors by petition from the membership at large or by the Governance Committee. Nominations by petition from the membership at large shall be solicited in a timely manner by a call for nominations sent to each member, separately or as part of a regular Association publication. Each nominating petition shall be signed by not less than, nor more than, three members other than the person nominated and shall be accompanied by a statement of acceptance by the person nominated. Nominating petitions should be accompanied by the following information: the name of the candidate; biographical data - i.e., relevant educational and professional experience, present employment, and publications - not to exceed 150 words; and a position





## BYLAWS OF THE ENVIRONMENTAL DESIGN RESEARCH ASSOCIATION

statement relative to EDRA and its activities, not to exceed 250 words. All nominations for all Board positions shall be sent to the Past Chair of the Board.

- C. Nominations from the Governance Committee. The Governance Committee shall have the power to nominate additional candidates as it deems desirable. For each candidate so nominated, the Governance Committee shall obtain a statement of acceptance and the same information required for nomination by petition. These procedures shall not apply to nominations for the Student Member of the Board of Directors.
- D. Student Position Eligibility. To be eligible for a student Board position, the student must have been a member of EDRA for one year. The student nomination must also include a biographical statement and position statement similar to that submitted by those for regular Board positions.
- E. Emeritus Position Eligibility. Although this is a non-voting member, nomination occurs. To be eligible for an emeritus Board position, the emeritus member must be a current senior EDRA member in good standing, have been a member of EDRA for an extended period of time, have served as a mentor to junior EDRA members, have introduced young professionals and students to EDRA, be a strong champion for EDRA, and have national and international visibility for research, outreach and/or service in the area of Environment and Behavior issues. It is also preferable that the emeritus member has served on the EDRA Board or other subcommittees of EDRA. The Emeritus member can serve two successive terms, but after the completion of the second term, that individual will not be eligible for this position for the next three years.
- F. Procedures for Voting. The Executive Director shall prepare a ballot, each having a unique number, and provide or deliver it, accompanied by candidates' biographies and statements, to members of the Association. Completed ballots must be returned by the specified date. Ballots without this identifying information will be disqualified. Completed ballots shall then be tallied under the direction of the Executive Director. Results of the election shall be submitted to the Chair of the Board of Directors. The Chair of the Board shall then notify all candidates of the results and confirm the acceptance of those elected.

### Article IX. Amendment of Bylaws

- A. The Bylaws may be amended by a vote of two-thirds of the Board of Directors at any properly called and constituted meeting.

### Article X. Committees

- A. Standing Committees. There shall be five standing Committees of the Board.
  - 1. Program Committee. The Program Committee oversees policy for the major programmatic functions of the Association. Responsibilities include:

## BYLAWS OF THE ENVIRONMENTAL DESIGN RESEARCH ASSOCIATION

- Oversight of policy relating to EDRA Conferences and oversight of the managers of conference activities.
  - Oversight of mission-oriented programmatic activities.
  - Initiate and guide evaluation of existing and new program.
  - Facilitate discussion about program priorities for the Association.
  - The Chair-Elect chairs the Program Committee.
  - Solicit invitations to host EDRA's Annual Conference
2. *Finance and Fundraising Committee.* The Committee oversees fiscal policies, activities and financial sustainability of the Association including:
- Assisting the Board in understanding the organization's financial condition.
  - Vetting budgets developed by the Treasurer and Executive Director and recommending approval by the Board.
  - Reporting to the Board any financial irregularities, concerns, opportunities.
  - Recommending investment and financial policies to the Board.
  - Overseeing short and long-term investments.
  - Recommending selection of the auditor and work with the auditor.
  - Advising the Executive Director on financial priorities and information systems.
  - The *Finance and Fundraising Committee* is chaired by the Treasurer;
  - Develop and maintain a clear set of fundraising and partnership guidelines in corporation with Members and Partners Committee.
3. *Communications Committee.* The Communications Committee is responsible for:
- Recommending communication policies to the Board including web, newsletter, and research dissemination policies.
  - Ensuring Association records are maintained and archived.
  - Selecting webmasters and newsletter editors.
  - Periodically reviewing the performance of the webmasters and newsletter editors.
  - Overseeing the publishing of EDRA's Annual Conference Proceedings
  - Facilitates and manages official EDRA communications (email, social media, website).
  - Maintains EDRA brand standards and oversees graphic communication materials.
4. *Governance Committee.* The Governance Committee is responsible for the general affairs of the board. Specific tasks include:
- Initiating call for nominations from membership for board elections/service.
  - Preparing recommendations for board membership and composition.
  - Recommending a slate of officers for the board.
  - Conducting orientation sessions for new board members and organize training sessions for the entire board as needed.



## BYLAWS OF THE ENVIRONMENTAL DESIGN RESEARCH ASSOCIATION

- In order to ensure leadership development within the organization as well as preservation of organizational memory, suggesting new, non-board individuals for committee membership.
- Review the vitality, effectiveness and appropriateness of the board's functioning, and making recommendations for change.
- The Governance Committee is chaired by the Past-Chair of the Board.
- The Governance Committee shall include the Board Secretary.
- The Chair of the Governance Committee serves as the Compliance Officer who oversees the whistleblower policy
- Periodically reviewing the Association Bylaws for consistency, currency, and effectiveness.

5. *Members and Partners Committee.* The Committee is responsible for advancing the practitioner-academic connections and fundraising. Specific tasks include:

- Develop and expand partnership base.
- Develop and expand relationships with practitioners, organizations, and associations.
- In partnership with the membership committee, expand membership base.
- Develop income generating EDRA special event series, workshops and other opportunities that address collaboration between design, research, and practice.
- Oversight of policy relating to Knowledge Networks.
- Oversight of policies related to development activities.

### 6. Student Affairs Committee

The Student Representative to the Board chairs the Student Affairs Committee, which oversees all matters pertaining to EDRA Student Members.

Responsibilities include:

- Oversight and implementation of annual conference planning for Nana Kirk Scholarship, Graduate Student Mentoring Workshop, EDRA Student Poster and Paper Awards, and Graduate Student Happy Hour.
- Recruitment and retainment of EDRA student members.
- Collaborate with Membership, Program, Communications, and Recognitions Committees involving EDRA student members.
- Liaisons between EDRA student members and the EDRA Board of Directors.
- Oversight and organization of engagement, dissemination, and networking for EDRA student members involved with environmental design research.

B. Standing Committee Membership. Membership of standing committees must be approved by a majority vote of the Board. Any EDRA member in good standing may be nominated to serve a one-year term on a standing committee. Committee membership may be renewed.



## BYLAWS OF THE ENVIRONMENTAL DESIGN RESEARCH ASSOCIATION

1. Additional Committees. Additional committees may be created or dissolved by a majority vote of the Board.

### **Article XI. General Provisions**

A. All assets or earnings of the Association shall be utilized and invested as the Directors deem advisable for the benefits of the Association and for the advancement and accomplishment of its purposes. This may include compensation to individuals or organizations for services rendered and/or expenses encumbered for the benefit of the Association.

### **Article XII. Dissolution of Association**

A. In the event of dissolution, any assets shall be distributed to an organization (or organizations) which has established appropriate exempt status as an organization described in Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible, or to a state or local government for public purposes. This article, once adopted, may not be amended or repealed.