ARTICLE I–PURPOSES
The Qualitative Research Consultants Association (QRCA) has been formed to meet the objectives set forth in the Certificate of Incorporation.

ARTICLE II–PRINCIPAL OFFICE
The Association may have its principal office or other offices at such places within or without the State of New York as the Board of Directors determines.

ARTICLE III–MEMBERSHIP

Section 1. Eligibility

1. Membership in the Association is open to the following individuals, provided that they are otherwise eligible for membership as denoted in the QRCA Board Policy Manual:

   (a) Professionals, or those in training who design, conduct, analyze or support the conduct and analysis of primary qualitative research and function as research suppliers and/or consultants.

   (b) Individuals who are employed by, or are in graduate studies at, an academic institution and who, themselves, instruct and/or specialize in the conduct and analysis of qualitative research.

   (c) Individuals who have maintained at least seven (7) consecutive years in good standing as a QRCA member.

Section 2. Application

1. Any individual who believes that he/she is eligible for membership under Section 1 above may apply for membership.

2. The Board of Directors will establish eligibility criteria and a process for review and approval of all membership applications and may change the criteria or process in a manner consistent with these Bylaws. A decision regarding eligibility following the process established by the Board will be the final decision of the Board.

Section 3. Members in Good Standing

1. Members in good standing (also called Members of Record) include those:

   (a) Whose application and credentials have been reviewed and approved according to the process established by the Board of Directors; and
(b) Whose dues and other financial obligations are current; and
(c) Who are free from suspension imposed by the Association.

2. Members in good standing shall have the right to vote at any Annual or Special Meeting of all Members of the Association.

Section 4. Termination of Membership

1. Membership may be terminated by the Board of Directors for:
   (a) Non-payment of dues and assessments;
   (b) Infractions of the QRCA Code of Ethics or Bylaws;
   (c) A judgment that membership was initially gained by misrepresentation or by an inadvertent misunderstanding of required qualifications; or
   (d) No longer being eligible for Membership.

2. Prior to termination, a Member shall receive written notification of failure to comply with membership requirements and the Association’s intent to terminate. The Member shall have thirty (30) days from the receipt of this notice to respond and/or comply with membership requirements.

Section 5. Reinstatement of Membership

Terminated Members can petition for reinstatement based upon eligibility for membership as provided in Article III. Members who have been terminated for infractions of the QRCA Code of Ethics or Bylaws are not eligible for membership reinstatement.

ARTICLE IV–DUES AND ASSESSMENTS

Section 1. Annual Dues

1. The Board of Directors will fix the annual dues and payment schedule, and may establish late fees or discounts as it deems appropriate.

2. The Board of Directors at its discretion may from time to time assess the Members with an amount in addition to the annual dues.

ARTICLE V –MEETINGS OF THE MEMBERSHIP

Section 1. Schedule

1. There will be an Annual Meeting of the Membership.

2. Special Meetings may be called by the Board or by ten (10) percent of the Membership.

3. Notice of Meetings must be provided to all Members in good standing by mail or electronically no less than fifteen (15) days prior to the Meeting. The notice must state the purpose for which the meeting is called; date, time and venue of the meeting; and by whom it is called.

Section 2. Quorum

1. Fifteen percent of the Members of Record, represented in person or by proxy, will constitute a quorum at the Annual Meeting and at any Special Meeting.
2. Any corporate action, other than the election of Directors, the amendment of Bylaws, or as required by law or these Bylaws, may be authorized by a majority of the votes cast at a meeting of Members where a quorum is present.

Section 3. Procedures

All meetings of the Association will be conducted according to Robert’s Rules of Order where not inconsistent with these Bylaws.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Function and Responsibilities

1. The Board of Directors will manage the affairs of the Association, set policies and priorities consistent with the Certificate of Incorporation and Bylaws, and adopt, modify, or rescind provisions of the QRCA Policy Documents by two-thirds vote as it deems appropriate for the conduct of its meetings and the management of the Association.

2. The Board of Directors will act as fiduciary trustees for the Association, setting fiscal policies, budgets, and financial controls so as to assure that QRCA financial resources are prudently managed and expended. The Board will make the annual financial statements available to the Membership.

3. The Board of Directors will establish an Executive Committee consisting of the four voting Officers. The duties of the Executive Committee will be to ensure that Board policies and decisions are executed in a timely manner. Between meetings of the Board, the Executive Committee by majority vote may act for the Board of Directors in all matters with all the authority of the Board, except for the following:

   (a) The submission to Members of any action requiring Member approval under applicable law.
   (b) The filling of vacancies in the Board of Directors or any Standing Committee or ad hoc Committee leadership position.
   (c) The amendment or repeal of any resolution of the full Board.
   (d) Changes within any Policy Document.
   (e) Where otherwise provided by law.

4. The Board of Directors or Executive Committee will approve all public statements, oral or written, that purport to officially represent the Association. The Board of Directors may delegate this responsibility to individuals or Committees as it deems appropriate.

Section 2. Composition

The Board of Directors will consist of nine elected Members, including the President, Vice President, Secretary, Treasurer, and five Directors.

Section 3. Meeting Schedule

1. Meetings of the Board of Directors will be held at least four times a year, including one meeting in conjunction with the Annual Meeting. Meetings may be called by a majority of Directors or by the Executive Committee.
2. Special meetings, in addition to the regular meetings of the Board of Directors, may be called upon no less than two (2) days notice, given by mail or electronically, to the Board of Directors.

3. At its discretion, the Board or any Committee of the Board may conduct meetings by conference telephone or other communications means that allows all persons participating in the meeting to communicate with each other at the same time.

4. Actions of the Board taken outside of a regularly scheduled meeting need to be in writing signed by all Directors.

Section 4. Quorum

A majority of the nine voting members of the Board shall constitute a quorum.

Section 5. Nomination Procedures

1. The Board of Directors will establish a Nominating Committee to consist of seven Members. The purpose of the Nominating Committee will be to solicit nominations from the Membership, prepare slates of qualified Officer and Director nominees, coordinate the conduct of the election with the Secretary, and other activities as outlined in the QRCA Board Policy Document.

2. The Nominating Committee will be Chaired by the Vice President and will consist of the Vice President, the President, and one additional Board Member selected by a Board majority. Additionally, four non-Board Members in good standing who have demonstrated leadership and commitment to the successful future of QRCA will be selected by a Board majority to serve. None of those four shall have served on the preceding year’s Nominating Committee.

3. Following the conduct of a Member-based search and election process as described in the QRCA Board Policy Document, the Nominating Committee will prepare a slate of at least one and a half candidates plus a write-in option for each vacant Director position (rounding up for odd numbers of vacancies). The Director slate will be determined by a majority vote of the Nominating Committee. This slate will serve as an Election Ballot that will be distributed to the Membership in the form of a proxy pursuant to Article VI, Section 7 and the provisions of Article X with clear instructions on how to vote.

4. A petition signed by five (5) percent of the Members of Record can add a nominee to the Ballot, provided the petition is presented during the designated nomination time frame and the nominee meets the qualifications required for the Board of Directors.

5. Following the election of Directors, the Nominating Committee will present a recommended slate of Officers to the Board of Directors for their majority approval.

Section 6. Qualifications

Officers and Directors must be Members in good standing, and must be prepared to meet the participation requirements set by the Board prior to the election.

Section 7. Voting

1. The Board of Directors shall call a Special Meeting of the Members for the purpose of electing Directors. Proxy forms shall be sent to the Members and such forms shall list all nominees included on the Election Ballot. A space shall appear on the proxy form to accommodate a write-in candidate for each Director vacancy.
2. The proxy voting materials may be paper and/or electronic as determined by the Board of Directors. The Secretary will be responsible for distributing proxy voting materials and voting instructions to all Members in good standing.

3. Members may vote for or write in one candidate for each Director vacancy.

4. The proxy forms shall designate an Officer of the Association to cast the Member votes pursuant to each Member’s direction. Members may return the voting materials electronically, by facsimile or by mail. Members must return such voting materials by the date specified in the Secretary’s instructions, or their vote will not be counted.

5. The Association shall hold a Special Meeting at which the designated proxy holders shall cast the Member votes.

6. The number of Director vacancies may vary from year to year. The Director candidate receiving the greatest number of votes cast, whether or not constituting a majority of the votes cast, will be elected to fill the first vacant Board seat. The Director candidate receiving the second greatest number of votes cast will be elected to fill the second vacant Board seat. This process continues until all vacant seats are filled. Ties that would result in more candidates being elected to the Board than there are vacancies will be resolved by a run-off election between the tied candidates.

Section 8. Scheduling

Officer and Director elections will be held annually.

Section 9. Term of Office

1. Except in the event of a runoff election, all terms of office will commence no later than four weeks prior to the annual meeting. In the event of a runoff election, the term of the disputed office(s) will commence when those election results are final.

2. Each Director shall serve a two-year term, except in the event the Vice President becomes President by succession and must serve one additional year as a Director to complete his/her term as President. Directors may not serve more than two terms consecutively. After completing two terms, they become ineligible for reelection for the two years that immediately follow.

3. Any Director or Officer may resign from office at any time. Such resignation will be made in writing, and will be effective at the time of its receipt by the Association or at another date fixed in the resignation, whichever is later. Acceptance of the resignation by the Board of Directors will not be required to make it effective.

Section 10. Vacancies

1. In the event of a Board vacancy during a term, the vacancy will be filled based on the preceding election results. The nominee that earned the most votes among those nominees that were not elected to the Board of Directors shall be appointed to fill a vacancy, provided that such nominee is still qualified and willing to serve as a Director.

2. If there are two or more simultaneous vacancies, the position with the longest remaining term shall be considered the first vacancy to fill.

3. In the event there are no remaining unelected Board nominee candidates willing and able to serve, the prior QRCA Nominating Committee will reconvene and recommend at least two nominees to fill
the vacant seat. The existing Board of Directors shall elect, by majority vote, an individual from these nominees to fill and complete the vacated Director term.

4. Any Member so appointed to fill a vacancy will serve the balance of the term of the outgoing Board member. Directors serving partial terms will remain eligible for election to two full consecutive terms immediately following the partial term.

5. If the current Vice President is unable or unwilling to serve as President (by succession), or if the President is unable or unwilling to continue to serve as President, he/she will be deemed not to have met the requirements to remain on the Board of Directors and will be terminated from the Board. In extraordinary circumstances, the Board may allow the individual to complete his/her unexpired term as a Director.

6. A vacancy in the Board of Directors shall be deemed to exist on the occurrence of any of the following:
   (a) The death, resignation or removal of any Director;
   (b) The declaration by the Board of Directors of a vacancy in the office of a Director who has missed three (3) consecutive meetings of the Board of Directors, unless the Board has excused such Director from attendance due to extreme circumstances.

7. In the event of Officer vacancies during a term, the following shall apply:
   (a) President vacancy: The Vice President shall serve the unfinished term as President.
   (b) Vice President vacancy: The Board shall appoint a current Director to serve as interim Vice President for the unfinished term. This Director may or may not be recommended by the Nominating Committee to serve a full term as President or Vice President in the next election.
   (c) Secretary vacancy: The Board shall appoint a current Director to serve as interim Secretary until the next election.
   (d) Treasurer vacancy: The Board shall appoint a current Director to serve as interim Treasurer until the next election.

Section 11. Removal of Directors

Directors may be removed with cause from the Board if two-thirds of all Directors vote in favor of removal at a regular or special Board meeting. Prior to termination, a Director shall receive written notification of the Board’s intent to terminate the Director. The Director shall have thirty (30) days from the receipt of this notice to respond to this notice.

Section 12. Compensation

Directors and Officers shall serve without compensation. Reasonable and necessary expenses, including travel expenses to attend Board and Committee meetings, may be reimbursed in accordance with policy adopted by the Board.

ARTICLE VII – OFFICERS

Section 1. Titles

The Officers of the Association will hold the titles of President, Vice President, Secretary, and Treasurer.
Section 2. Duties of the Officers

The elected Officers perform those duties that are usual to their position and described in the QRCA Board Policy Document. The President is the Chief Executive Officer of the Association and presides over meetings of the Board. The Vice President will assist the President in managing the affairs of the Association. The Treasurer is the Chief Financial Officer with responsibility for oversight of revenues and expenditures and reporting on the financial affairs of the Association to the Board. The Secretary is the Recording Officer of the Association with responsibility for minutes, records and notices.

Section 3. Term of Office

1. The Nominating Committee will prepare a slate of recommended Officers and the Board of Directors will vote to select the Officers, pursuant to the procedure in the QRCA Board Policy document.

2. The term of office for President, Vice President, Treasurer and Secretary is one year.

3. Neither the President nor the Vice President may serve two consecutive terms in the same office, with two exceptions:
   (a) If an Officer is serving a partial term as either President or Vice President as a result of having filled a vacated position, he/she may be nominated for a second consecutive term.
   (b) In special circumstances, so determined by joint agreement of both the Nominating Committee and Board of Directors, the President and Vice President may be nominated for a second consecutive term.

4. After being elected as Vice President for one term, the Vice President will be the nominee for President by succession in the next election, with two exceptions:
   (a) If an Officer is serving a partial term as President as a result of having filled a vacated position, he/she may be nominated for a second consecutive term as President and the Vice President may be nominated for a second consecutive term as Vice President.
   (b) In special circumstances, so determined by joint agreement of both the Nominating Committee and the Board of Directors or by two-thirds vote of all serving Directors, an alternative candidate may be nominated to serve as President.

Section 4. Removal of Officers

Officers may be removed from office with or without cause, if a minimum of two-thirds of all Directors vote in favor of removal. Removing an Officer from office will not affect his/her status as a Director.

Section 5. Bonding

At the discretion of the Board, Officers, Directors, Members, employees or contractors and others entrusted with handling the Association’s funds or property may be required to post a fidelity bond, in such sum as the Board shall determine, the premiums thereof to be paid by the Association.
ARTICLE VIII – COMMITTEES

Section 1. Standing and Ad Hoc Committees

1. The Board of Directors, by a majority vote, will establish Standing and ad hoc Committees as it deems appropriate in order to fulfill the goals of the Association, and may from time to time modify the structure, purposes, and/or objectives of the Committees. Each Standing Committee shall include at least three members of the Board.

2. The Board, considering recommendations from the Committees, will approve Committee Chairs, Co-Chairs or Vice-Chairs or other titles approved by the Board.

ARTICLE IX– VIOLATIONS BY MEMBERS AND COMPLAINTS AGAINST MEMBERS

The Board of Directors may censure, suspend, or expel Members for violations of the QRCA Code of Ethics or Bylaws as delineated in the QRCA Ethics Policy Manual.

ARTICLE X– NOTICE

Whenever notice is required under these Bylaws, notice shall be given not less than ten (10) or more than fifty (50) days before the date of a meeting. Such notice must be written and may be delivered personally or via mail, facsimile, or electronic means. Notice of a meeting shall state the place, date and hour of the meeting, and, unless it is an Annual Meeting, indicate that it is being issued by or at the direction of the person(s) calling the meeting.

ARTICLE XI– DISSOLUTION OF THE ASSOCIATION

Section 1. Dissolution

1. In the event the Association is dissolved, it will be required to pay any outstanding liabilities as of the date of dissolution.

2. After paying or making provision for the payment of all the liabilities of the Corporation, the Board of Directors shall dispose of all the assets of the Corporation in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XII– AMENDMENT AND REPEAL OF BYLAWS

Section 1. Submission

1. Any Member may submit proposed amendments to Bylaws to the Secretary of the Board of Directors at any time in writing. Proposed amendments will be presented to the Membership for approval if:

   (a) Two-thirds of the Board Members in office approve, or

   (b) A petition is signed by ten (10) percent of the Members of Record.
Section 2. Adoption

1. Notice of the proposed amendment will be provided to the Members of Record pursuant to Article X within sixty (60) days of the approval of the Board or petition. The procedure for voting may be by either paper and/or electronic means, as determined by the Board.

2. Members will have no less than three weeks from the date of notice to vote on the proposed amendment. Such votes may be returned electronically, by facsimile, or by mail.

3. Amendment of the Bylaws will be adopted if approved by a plurality of at least sixty (60) percent of the Members of Record voting, provided that at least thirty (30) percent of the total Members of Record submit a vote.

ARTICLE XIII– INTERPRETATION OF THE BYLAWS

Section 1. Authority of Board of Directors

Should any disputes arise concerning interpretation of the Bylaws, the ruling of the Board of Directors will be conclusive and binding.

ARTICLE XIV– QRCA CHAPTERS AND SPECIAL INTEREST GROUPS

The Board of Directors may approve the creation, termination or restructuring of a Chapter or Special Interest Group (SIG) at any meeting, and has the final authority on all matters regarding Chapters and SIGs as delineated in the QRCA Chapter and SIG Policy Manual.

ARTICLE XV– INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification

1. The Association will, to the fullest extent permitted by law and in accordance with the standards and procedures provided for by sections 721 through 726 of the New York Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, or his or her testator or intestate, was a Director, Officer, employee, contractor or agent of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys’ fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

2. The Association shall have the power to purchase and maintain insurance to indemnify the Association for any obligation which it incurs as a result of its indemnification of Directors, Officers, employees, contractors and agents pursuant to Article XV, Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Article XV, Section 1 above.

ARTICLE XVI– CONFLICTS OF INTEREST

Board Members will identify and disclose actual and potential conflicts of interest, and help ensure the avoidance of conflicts of interest where necessary, as described in the QRCA Board Policy Manual.