

TODOS: Mathematics for ALL

BYLAWS

Revised and Approved by the TODOS Board on February 17, 2022

Article I – Name

The name of this organization shall be TODOS: Mathematics for ALL (hereinafter referred to as TODOS).

Article II – Affiliations

TODOS shall be affiliated with the National Council of Teachers of Mathematics (NCTM) and may affiliate with other organizations who support the mission and goals of TODOS.

Article III - Membership

Section 1: Membership

Membership shall be open to anyone interested in advancing the mission and goals of TODOS.

Section 2: Members in Good Standing

Individuals whose dues are current and who uphold TODOS' mission and goals are considered members in good standing.

Section 3: Membership Categories and Dues

Membership categories and dues will be set by the TODOS Board.

Article IV - Board Organization

Section 1: Purpose of the TODOS Board

The TODOS Board, hereafter called the Board, shall implement policy and promote the mission of TODOS.

Section 2: Membership of the Board

The Board shall consist of both elected and appointed members. The elected members, who constitute the Voting Board, are: President, Vice President, President-Elect or Immediate Past-President, and five Directors. The appointed members, who constitute the non-voting members of the Board are: Executive Director, Secretary, Treasurer, Communications Director, NCTM Representative, and Chairs of Standing Committees.

Section 3: Board Meetings and Quorum

- a) The Board shall hold meetings at least quarterly with one face-to-face meeting, when possible. Additional meetings may be called by the President.
- b) Meetings are organized and facilitated by a process determined by the Board on a biannual basis.
- c) A quorum shall consist of a majority of the voting members of the Board.

Section 4: Decision Making

- a) A quorum of voting Board members must be in attendance (face-to-face or electronic) in order for voting decisions to be made. All decisions of the Board shall be by majority vote of the voting members of the Board in attendance.
- b) The Board biannually determines strategic directions and approves projects and initiatives that contribute to meeting those directions.
- c) All members of the Board may participate in discussions before the voting Board makes decisions.

Section 5: Voting Responsibilities of the Elected Board Members

- a) The voting responsibilities of the president are to
 - i) Handle motions.
 - ii) Vote in the event of a tie.
- b) The voting responsibilities of the remaining elected board members are to:
 - i) Offer motions and seconds.
 - ii) Vote on policies, new initiatives, minutes, budget, and motions.

- iii) Set and approve the charge and goals for each committee and task force.

Article V - Board Members

Section 1: Elected Members

- a) The elected members of TODOS are President, Vice President, President-Elect or Immediate Past-President, and five Directors.
- b) A candidate for an elected office must be a TODOS member in good standing for at least one year prior to the close of the nomination period and also for the duration of their term in office.

Section 2: Appointed Members of the Board

- a) Appointed members shall consist of the Executive Director, Secretary, Treasurer, Communications Director, NCTM Representative, and Chairs of Standing Committees.
- b) Appointed members are selected based on recommendations from the general membership, committee members, and Board members. The recommenders shall consider the diverse needs of the organization (e.g., geographical, range of mathematics educators, gender identity) as well as the qualifications of the recommended members.
- c) Appointed members must be members in good standing at the time of appointment and for the duration of their terms in office.

Section 3: Executive Team

- a) The Executive Team consists of the President, Vice President, President-Elect or Immediate Past President, and the Executive Director.
- b) The Executive Team acts in a supportive and advisory capacity to the President in meetings called by the President.
- c) The Executive Team supports the President by providing information, strategies, and opinions when the Board is not meeting and decisions need to be made in a timely fashion.
- d) The Executive Team works with the President to make immediate decisions or solve problems when necessary.

Section 4: Terms of Office

- a) The President serves a two-year term.
- b) The President-Elect serves a one-year term and assumes the office of President in the following year.
- c) The Immediate Past-President serves a one-year term following completion of their term of office as President.
- d) The Vice President serves a three-year term.
- e) The five Directors each serve a three-year term. No more than two Directors shall be elected in a given year.
- f) The appointed members of the Board shall serve a term of two years, which may be renewed.
- g) Terms of office shall begin on May 1 of the year elected/selected and end on April 30 depending on the individual's designated term of office.

Article VI - Duties of Board Members

Section 1: Duties of All Board Members

All Board Members are to:

- a) Promote the mission and work toward implementing the goals of TODOS.
- b) Perform duties as assigned and complete assignments in a timely fashion.
- c) Work with and support the Member Services Chair to recruit members, which includes volunteering to represent or promote TODOS at conferences.
- d) Attend meetings of the Board, as requested by the President.
- e) Recruit members to consider becoming a nominee for elected board positions.
- f) Make recommendations to the President for committee chairs, committee memberships, and other appointed positions.
- g) Uphold the nonprofit status of the organization.
- h) Submit a written request of resignation to the Board, if they are no longer able to perform their duties, or if the Board votes to request their resignation.

Section 2: The President

- a) Votes on motions at a board meeting where there is a tie.
- b) Serves as chief executive officer of the organization and as chair of the Board.
- c) Represents the organization at appropriate forums, or appoints a TODOS representative as a proxy.
- d) Prepares for, sets agendas, and presides at Board meetings and other meetings of the organization.
- e) Works with other members of the Executive Team to make immediate decisions or solve problems when necessary.
- f) Proposes task forces and committees for Voting Board approval, as needed.
- g) Informs candidates for elected office of the election results, followed by an announcement to the general membership of the results.
- h) Appoints members to the Board positions of Secretary, Treasurer, NCTM Representative, Communications Director, and Chairs of Standing Committees.
- i) Appoints Standing Committee members, task force chairs and members, and affiliate representatives.
- j) Appoints members to fill vacancies in elected positions on the Board with the advice and consent of the remaining elected members of the Board.
- k) Leads the selection and board appointment of the Executive Director.
- l) Attends committee meetings and provides support as needed.
- m) Has final signing authority on all TODOS contracts and grant applications.
- n) Prepares an annual report of TODOS affiliate, liaison, and outreach activity for the Board before April 15 and for the Membership before May 1.
- o) Ensures each Director has a unique responsibility during their term of office.
- p) Organizes a New Board Orientation during the month of May.

Section 3: The President-Elect

- a) Votes on and brings forward policy issues that come before the Board.
- b) Assists the President as needed.
- c) Works with other members of the Executive Team to make immediate decisions or solve problems when necessary.
- d) Attends committee and/or task force meetings as assigned by the President and provides support to them as needed.
- e) Is a member of the Fund Development committee.
- f) Is a member of the Special Interest Group (SIG) Executive Committee.
- g) Supports and coordinates the work of appointed affiliate representatives.
- h) Prepares an Annual Report of TODOS to the Board by April 15.
- i) Prepares a list of appointments that reflects the diverse needs of the organization before taking office as President.

Section 4: The Immediate Past-President

- a) Votes on and brings forward policy issues that come before the Board.
- b) Assists the President relative to the transfer of office.
- c) Works with the other members of the Executive Team to make immediate decisions or solve problems when necessary.
- d) Attends committee and/or task force meetings as assigned by the President and provides support as needed.
- e) Is a member of the Fund Development Committee
- f) Is a member of the SIG Executive Committee.
- g) Supports and coordinates the work of appointed affiliate representatives.
- h) Prepares an annual report of TODOS affiliate activity for the Board before April 15.

Section 5: The Vice President

- a) Votes on and brings forward policy issues that come before the Board.

- b) Works with the other members of the Executive Team to make immediate decisions or solve problems when necessary.
- c) Serves as the executive officer of the Board and the organization when the President is unavailable.
- d) Assumes the Presidency should the President be unable to complete the term of office, or upon acceptance of the President's written resignation, and serves for the balance of that person's term of office.
- e) Serves as coordinator among standing committees, task forces, and special projects by regularly reading through committee folders and communicating between groups to ensure alignment.
- f) Prepares an annual report for the Board before April 15 of each year.

Section 6: The Directors

- a) Vote on and bring forward policy issues that come before the Board.
- b) Act as working members of standing committees, task forces, and projects to which they are assigned by the President.
- c) Work with the Partner Conferences Chair if there is a conference near their residency.
- d) Serve as ad-hoc members of the Fund Development Committee to identify potential funders.
- e) Make a concerted effort to work with a TODOS member to nominate a candidate for the Iris M. Carl Equity and Leadership Award and the Iris M. Carl Equity in Teaching Award.
- f) Take leadership on specific tasks that promote TODOS' mission and goals.

Section 7: The Executive Director

- a) Assists in planning and preparing for Board meetings, the Annual TODOS Members meeting, and other events as assigned.
- b) Works with the Executive Team to solve problems when necessary.
- c) Maintains and monitors the organization's Board member list and calendar.
- d) Ensures that the operation of TODOS is effective, efficient, up-to-date, and aligned with the mission and goals of TODOS.

- e) Secures and ensures that all legal documents are archived.
- f) Researches and applies for items such as ISBN, insurance, and copyright.
- g) Oversees printing and distribution of recognition certificates and awards.
- h) Works with the Executive Team, Treasurer, and Finance Committee to acknowledge contributions and support.
- i) Is the primary contact person for TODOS, and as such, provides information about TODOS, and funnels inquiries to the appropriate individual or committee.
- j) Updates membership information and oversees payment of affiliate dues in order to maintain good standing status with NCTM.
- k) Prepares an annual report for the Board before April 15 of each year.
- l) Other duties as discussed and assigned.

Section 8: The Secretary

- a) Keeps, maintains, and updates all records of the organization.
- b) Records the minutes of all meetings and provides summary reports in a timely manner as determined by Board approved procedures.
- c) Organizes minutes and other board materials to be accessible to the Board.
- d) Communicates meeting dates, times, and relevant meeting information to the Board.
- e) Performs other duties as assigned by the President.

Section 9: The Treasurer

- a) Chairs the Finance Committee.
- b) Receives and accounts for all income of the organization and deposits these funds in a bank approved by the Board.
- c) Pays all expenditures listed in the Board-approved budget.

- d) Pays expenditures not in the annual Board-approved budget upon approval and in accordance with written procedure.
- e) Prepares and presents to the Board quarterly updated financial reports.
- f) Prepares an annual report that consists of income and expenses with sources of income and line item expenditures to be submitted at the Annual Business Meeting and Annual TODOS Board Meeting.
- g) Prepares the annual budget with each Standing Committee's input to be presented at a Board meeting.
- h) Submits financial records to the Board when there is a change of Treasurer.
- i) Submits financial records to the Board for an annual internal audit and end-of-term audit.
- j) Oversees the management of the receipts and distribution of funds in compliance with state and federal requirements.
- k) Prepares and submits required state and national financial reports that will serve as the annual report.
- l) Prepares an annual report for the Board before April 15 of each year.

Section 10: The Communications Director

- a. Coordinates marketing communication and communication tools (i.e., website, social media, calendar, Enews) for TODOS events or projects.
- b. Designs and creates TODOS graphics for social media and other publicity materials.
- c. Creates and updates slides to promote TODOS to be included in TODOS presentations for promoting and recruiting purposes.
- d. Prepares an annual report for the Board before April 15 of each year.

Section 11: The NCTM Representative

- a) Maintains current individual membership in NCTM throughout their term of office.
- b) Is the liaison between TODOS and NCTM.

- c) Updates TODOS' leadership information on the NCTM affiliate website in May of each year.
- d) Files an annual report to NCTM for TODOS.
- e) Participates in the NCTM Delegate Assembly process.
- f) Communicates to TODOS Board and committee members all information from NCTM (e.g., Affiliate Newsletter).

Article VII – Committees

Section 1: Standing Committees

- a) The Standing Committees of the Board shall be the following: Advocacy, Awards, Finance, Fund Development, Member Services, Nominations and Elections, Partnership Conferences, Professional Development, and Research and Publications.
- b) Other Standing Committees of the Board shall be established as needed.
- c) Each Standing Committee, with the exception of the Nominations and Elections Committee, will be assigned a Director or Vice-President as a Voting Board liaison to and working member of the committee.
- d) Beyond the specific responsibilities of each committee, committees make recommendations to the Board related to activities and directions for TODOS.

Section 2: Organization of All Committees

- a) The Board shall approve the formation or dissolution of all committees of the organization.
- b) The term of appointment for a committee chair is two years, which may be renewed or shortened by the president.
- c) As non-voting members of the Board, Chairs of Standing Committees attend meetings and contribute to Board discussions. A Chair may be an elected Board member and in that case votes.
- d) The number of members appointed to each committee shall be recommended by the Board.
- e)

- f) Committee members are appointed and must be members in good standing at the time of the appointment and for the duration of their term.
- g) Committee members are invited to serve based on recommendations from the general membership, committee members, and Board members. The recommenders shall consider the diverse needs of the organization (e.g., geographical, range of mathematics educators, gender identity) as well as the qualifications of the recommended members.
- h) Committee members are appointed by the President for 1-3 years, depending upon the function of the committee.

Section 3: General Responsibilities of All Committees

- a) Committee chairs provide the Vice President access to regularly updated committee folders that document the work of the committee.
- b) Each committee will receive a written charge from the Board. The committee will develop yearly goals before August 1 each year that will be reported to the Board in the Annual Report the following year. This report will include:
 - a. A summary of activities and progress related to the previous year's goals
 - b. Related expenditures
 - c. Proposed revisions of goals and activities for the upcoming year
- c) Committees will submit written budget needs for the next fiscal year at a time determined by the Finance Committee.
- d) It is the responsibility of committee chairs to communicate with other committees as needed (e.g., avoiding conflicting dates, working jointly on projects).

Section 4: Specific Responsibilities of Standing Committees

Advocacy Committee

- a) Develops a plan and structures to support educators to advocate for the mission of TODOS to:
 - 1) Create the mechanisms that will encourage and offer opportunities for mathematics educators to be effective advocates;

- 2) Identify resources that support mathematics educators in enhancing their advocacy and communication skills;
 - 3) Create and disseminate opportunities for mathematics educators to participate in learning about advocacy work;
 - 4) Coordinate with the professional development committee through a common committee member;
 - 5) Encourage and support mathematics educators' engagement in advocacy work; and
 - 6) Create talking points about TODOS and about advocacy issues.
- b) Works with the Communications Director to develop a communication plan to inform the public and influence educational policies related to the mission of TODOS.
 - c) Increases TODOS' collaboration with other organizations to take a stance on issues of equity and social justice in mathematics education.
 - d) Uses the TODOS website to inform families and caregivers about educational policies (new and proposed), practices, and opportunities that affect their children's mathematical proficiency.
 - e) Provides talking points or resources for parents to advocate for their children.
 - f) Works with other TODOS Board members and committees to support advocacy goals, in particular, the Professional Development Committee.
 - g) Prepares an annual report for the Board before April 15 of each year.

Awards Committee

- a) Develops awards programs to recognize and honor teachers and contributing members of the organization and members of the community.
- b) Develops awards programs to recognize students from underrepresented groups, in particular, Latina/o students at all levels.
- c) Develops additional awards programs as established by the Board.
- d) Works with the Executive Director to coordinate the Iris M. Carl Equity and Leadership Award and Iris M. Carl Equity in Teaching Award selection committee.
- e) Recommends annually to the Board, which awards to pursue.

- f) Prepares an annual report for the Board before April 15 of each year.

Finance Committee

- a) Researches and recommends an insurance company for bonding and liability insurance in order to cover any financial losses incurred by conference hosting, embezzlement, etc.
- b) Researches and understands the Bank of America Business Account, as well as Memberclicks, structures, and fees, to ensure TODOS is being fiscally responsible.
- c) Develops and modifies the annual budget, as needed.
- d) Conducts an internal audit once a year.
- e) Keeps track of who is in possession of and uses the TODOS credit cards.
- f) Develops procedures for credit card usage and how money is reimbursed.
- g) Ensures that representation from the finance committee is at each board meeting to answer finance questions.
- h) Makes financial recommendations related to investments, insurance, and internal or external audits to the Board.
- i) Prepares an annual report for the Boards before April 15 of each year.

Fund Development Committee

- a) Includes the President-Elect/Immediate Past President as active members of the committee. The President-Elect/Immediate Past President serves as Chair if no chair is found.
- b) Actively seeks funding to support TODOS and TODOS activities, including TODOS Conferences and TODOS Leadership Institutes.
- c) Keeps Sponsorship Guidelines updated, communicates with sponsors, and reports progress to the treasurer and finance committee.
- d) Prepares an annual report for the Board before April 15 of each year.

Member Services Committee

- a) Recruits and retains members.
- b) Maintains accurate membership records.
- c) Manages and maintains the administrative end of the database.

- d) Maintains the Elist.
- e) Provides the Board with information as requested.
- f) Has a member who serves as the Website Coordinator.
- g) Develops, monitors, and implements an ongoing plan to promote TODOS through multiple forms of communication, including social media, in coordination with the Communications Director.
- h) Arranges for and/or manages the exhibit booth and convention displays at designated conferences.
- i) Prepares an annual report for the Board before April 15 of each year.

Nominations and Elections Committee

- a) Members of the committee:
 - 1) Includes the Immediate Past-President, once removed and not on the Board, as a member of the Nominations and Elections Committee.
 - 2) Cannot be members of the Board, except for the Chair of the Committee.
 - 3) Are to remain silent about the names of nominated individuals who were not selected as candidates.
 - 4) Cannot be a candidate in the election.
- b) Calls for nominations, via all communication channels, from the membership for elected positions.
- c) Verifies that nominated candidates are eligible for nomination. Ensures all nominees must submit a complete application packet, as developed by the committee, to be considered for the slate of candidates.
- d) Holds at least one meeting (either face-to-face or electronic) to select and screen potential candidates.
- e) Determines a slate of candidates using Nominations and Elections Committee approved guidelines for elected offices with, at most, two candidates per position, taking into account the diverse needs of the organization (e.g., geographical, range of mathematics educators, gender identity) as well as the qualifications of the recommended members.
- f) When two Directors are being selected, at most four candidates will be on the slate of candidates, and the two candidates receiving the most votes will become the Directors. In the case of a tie, the winner will be determined by a casting of lots by the Nominations and Elections Chair.

- g) Ensures that each candidate completes a candidate statement, which includes a high resolution picture.
- h) Determines a plan for electronic voting and then works with the Website Coordinator to conduct the election by presenting the candidates and linking them to the ballot.
- i) Ensures the recording of the election results.
- j) Informs the President of the election results.
- k) Assists the President to:
 - 1) Notify all candidates of the results to ensure they know the outcome before other members.
 - 2) Send an official letter to all candidates regarding the results.
 - 3) Inform the members of the organization of the election results.
- l) Prepares an annual report for the Board before April 15 of each year.

Partner Conferences Committee

- a) Manages and implements a system to make equitable selections for program presentations at national, regional, and large conferences with an identified TODOS strand.
- b) Works with sponsors of meetings and receptions to make appropriate arrangements, assisted by the Executive Director.
- c) Collaborates with the President to advocate for TODOS speakers/strands at relevant conferences.
- d) Manages and monitors a system to distribute budgeted speaker funds.
- e) Prepares an annual report for the Board before April 15 of each year.

Professional Development Committee

- a) Develops a plan and structures to support professional learning and leadership experiences grounded in equity and social justice for mathematics educators, aligned with the mission of TODOS to:
 - 1) Create and develop experiences for professional learning for mathematics educators and leaders.
 - 2) Disseminate opportunities for mathematics educators to participate in professional development.

- 3) Encourage and support mathematics educators to design and implement equity-focused professional development experiences for their own professional settings.
- 4) Coordinate with the advocacy committee through a common committee member.
- b) Increases TODOS' collaboration with other professional organizations to design and implement equity and social justice professional development in mathematics education.
- c) Uses the TODOS website and other online technologies to engage with members and the general public around professional development activities and resources.
- d) Works with Board members and committees to support professional development goals, in particular, Director of Communications and the Advocacy Committee.
- e) Evaluate the impact of professional development offerings and products.
- f) Prepares an annual report for the Board before April 15 of each year.

Research and Publications Committee

- a) Identifies and disseminates research-based knowledge about the effective teaching and learning of mathematics as it relates to TODOS target populations.
- b) Articulates research concerns from the perspective of mathematics teachers of target population students.
- c) Ensures that all research information disseminated by the organization is current, high quality, and related to TODOS goals.
- d) Works with other TODOS committees and other organizations to promote research in areas that support the TODOS mission and goals.
- e) Coordinates the development of publications, including the following: newsletter, journal, monograph, and electronic news.
- f) Prepares an annual report for the Board before April 15 of each year.

Article VIII – Affiliate Organizations

Section 1: Reciprocity Agreements With Affiliate Organizations

- a) Any organization that supports the mission and goals of TODOS and with whom TODOS supports the organization's mission and goals can initiate a reciprocity agreement between TODOS and the organization.
- b) The presidents of the organization and TODOS sign the reciprocity agreement.
- c) Reciprocity agreements are agreed upon for a term of four years, which may be renewed.
- d) Reciprocity agreements can be revised at any time as voted by the Board. Revisions become effective for all new and renewing agreements from the date of Board approval.

Section 2: Affiliate Organization Representative(s)

- e) Is a member in good standing of both TODOS and the affiliated organization for the duration of the term.
- f) Serves as a liaison to the designated affiliate for a term of two years, which may be renewed.
- g) Communicates affiliate information and related activities to the Communication Director to disseminate to TODOS members, and conveys TODOS information to the affiliate.
- h) Prepares an annual report for the President-Elect/Past-President by April 15 each year, stating progress toward any goals, expenditures, and future plans in accordance with Board procedures.

Article IX - Task Forces

Section 1: Establishment of Task Forces

When there are identified areas that need to be addressed by a subset of the membership, a task force of the organization shall be constituted by the Board.

Section 2: Appointment and Term of Task Force Members

Chairs and members of task forces shall be appointed by the President for a one-year term, unless otherwise specified.

Section 3: Development of Charge, Goals, and Deadlines

The Board shall develop a charge and set goals and deadlines for each task force.

Section 4: Responsibilities of Task Forces

Each task force shall be expected to produce timely reports and actions within the parameters specified by the Board at the time of appointment.

Section 5: Evaluation of Task Forces

The Board shall review each active task force in the organization before the annual business meeting and either renew the task force for another year or dissolve the task force with thanks.

Article X – Special Interest Groups

Section 1: General

- a) Special Interest Groups (SIGs) may be established to facilitate the teaching and learning of mathematics with a particular equity focus.
- b) The Voting Board shall have the authority to determine the requirements for establishing a SIG.
- c) All SIGs are to have their purposes and/or activities in alignment with those of TODOS.
- d) All members of a SIG, with the exception of Student Affiliate SIGs, must also be a TODOS member in good standing. The President, Secretary, and Faculty Adviser of a Student Affiliate SIG must be a TODOS member in good standing. Other members of a Student Affiliate SIG are encouraged to join TODOS.
- e) The Voting Board shall have the authority to determine the requirements for establishing SIGs and for the requirements of membership.
- f) A new SIG must be approved by a majority of Voting Board members.

Section 2: Special Interest Group Executive Committee

- a) The SIG Executive Committee Members will include the following: the President-Elect/Past President, one Director, two additional TODOS members, and the Chair of each SIG (or his/her representative). The Chair of the SIG Executive Committee is to be a voting Board member.
- b) Duties of the SIG Executive Committee
 - 1) Provides general oversight for the operations of SIGs.
 - 2) Takes responsibility for SIG implementation.
 - 3) Makes recommendations to the Board regarding their establishment or dissolution.
 - 4) Recommends policies or procedures for the formation, operation, and dissolution of SIGs for Board review and approval.

Section 3: Dues

All dues associated with the operations of a SIG or dues levied on its membership shall be determined by the SIG.

Section 4: Officers

Each SIG, with the exception of Student Affiliate SIGs, shall have a Chair and a Secretary. The duties of the Chair and Secretary will be outlined in the SIG's Bylaws. Each Student Affiliate SIG shall have a President, Secretary, and Faculty Adviser who are members of TODOS. The duties of the President and Secretary of the Student Affiliate SIG will be outlined in the Student Affiliate SIG's Bylaws.

Section 5: Bylaws

SIGs shall have Bylaws that must be approved by the TODOS Voting Board. SIG Bylaws and activities may not conflict with the Articles of Incorporation or the Bylaws of TODOS.

Section 6: Dissolution

A SIG may be dissolved by the TODOS Voting Board for good and sufficient reasons. Action to dissolve a Special Interest Group shall require a vote of two-thirds of the TODOS Voting Board.

Article XI - Member Meetings

Section 1: Member Meetings

There shall be at least one meeting of the members per year that shall include a business meeting.

Section 2: Additional Meetings

Additional meetings of the organization shall be held at the call of the President.

Section 3: Quorum

The members present at business meetings shall constitute a quorum.

Section 4: Transaction of Business

The business of the organization shall be transacted at the member meetings and at Board meetings.

Article XII – Nominations and Elections

Section 1: Nominations

Any member in good standing may nominate or be nominated to serve as an elected member of the Board, including self-nominations

Section 2: Candidates for Office

- a) A candidate for elected office must be a TODOS member in good standing for at least one year prior to the close of the nomination period.
- b) A candidate for President-Elect must have served at least one year on the Board by the close of the nomination period.

Section 3: The Election Cycle

- a) The President-Elect is elected to a term that begins in an odd-numbered year.
- b) The Directors shall be elected in a rotating pattern so that no more than two Directors are elected in any given year.
- c) The Vice President shall be elected the year that only one director is elected.

- d) All members in good standing on January 15 of the year of voting may vote for all positions.

Article XIII - Amendments to Bylaws

Section 1: Amendment Process

The Board shall be empowered to establish, amend, and rescind the Bylaws by a quorum vote of the Board's voting membership.

Section 2: Submission and Effective Date of Proposed Amendments

All proposed amendments or revisions to the Bylaws shall be presented in writing to the Board. Unless otherwise stated in the resolution, an amendment or revision shall take place immediately after its ratification.

Article XIV - Policy

Section 1: Non-Profit Incorporation Status

TODOS is organized as a non-profit corporation and shall not use funds for the financial benefits of members or other private persons, except that the organization shall be authorized to pay reasonable compensation for services rendered and/or reasonable expenses incurred and to make payments and distributions to further the mission and goals of TODOS. Notwithstanding any other provision of the Bylaws, the organization shall not carry out any activities not permitted:

- a) By an organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or
- b) By an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Revenue Law).

Section 2: Dissolution

If at any time the TODOS organization ceases to carry out the mission and goals, all assets and property held by it, whether in trust or otherwise, shall, after the payment of its liabilities, be paid over to an organization, selected by the final voting Board members of the organization. The selected organization must have similar purposes and have established its tax-exempt status under Section

501(c)(3) of the Internal Revenue Code of 1986 as now enacted (or the corresponding provisions of any future United States Revenue Law), and such assets and property shall be applied exclusively for such charitable, scientific, or educational programs.