

December 2014

BY-LAWS OF QED

I. Name

The name of this organization is QED (Quandaries - Explorations - Decisions). QED may also be referred to as Q.E.D. The name is derived from the Latin QED (*Quad erat demonstrandum*) meaning "which was to be demonstrated."

II. Mission

The mission of QED is to provide a forum for Members to benefit from mutual experience and expertise, and to foster discussion and understanding of issues affecting the world as well as our community. This mission is facilitated through monthly meetings where speakers, selected on the basis of their particular knowledge and positions at important institutions in government, business, education and science, are invited to make presentations. Harmony and fellowship among the members is an important value of our group.

III. Membership

- A. Membership is limited to a total not exceeding 65 Active Members.
- B. Membership shall be balanced among representatives of the professions, business, industry and military.
- C. There shall be two classes of Members:
 - 1. **ACTIVE.** Those who subscribe to the purposes of QED and are active participants in QED.
 - 2. **EMERITUS.** Those who subscribe to the purposes of QED and having served as Active Members, request the Executive Committee to approve their change of status to Emeritus because they are unable to participate actively in QED. Such Members shall have all other rights and privileges possessed by Active Members, except for voting rights.
- D. New Members shall be recruited by all Members whenever a vacancy occurs. A prospective Member shall attend at least two meetings as a guest before being considered for membership. New Members should be recommended in writing by one or more Members to the Executive Committee for consideration.
- E. All candidates shall first be considered by the Executive Committee, which shall evaluate the candidate(s) on; (1) their ability to bring valuable skills and presence to QED, and (2) in regard to the need to maintain a balance among representatives of the professions, business, industry and the military. A ballot for the recommended candidate(s) shall be circulated to the entire membership for a vote. Voting on new Members shall be by secret ballot, and every Active Member

shall have an opportunity to vote for each recommended candidate. No candidate shall be elected to Membership except by the affirmative vote of at least two-thirds of the Active Membership.

- F. Upon election, a new Member shall be formally invited to join by the Chairman.
- G. Members shall be expected to attend meetings. Inability to attend a minimum of five regular meetings within a 12-month period shall be considered grounds for termination of membership. The Executive Committee shall be empowered to enforce this provision.
- H. An Active Member shall be allowed to request a change to Emeritus status by submitting written notice to the Executive Committee.
- I. Any Member shall be allowed to resign at any time by submitting written notice to the Executive Committee.
- J. Members shall be empowered to terminate a Member for just cause by a majority vote of the membership, not merely a majority of a quorum.

IV. Officers and Elections

- A. There shall be four officers elected by the Membership:
 - 1. **CHAIRMAN.** The Chairman shall serve as the Chief Executive Officer and administrator for QED. He shall also serve as Chairman ex officio of the Executive Committee. The Chairman shall be authorized to sign on behalf of QED such documents as are authorized by the Members or the Executive Committee. He shall act as a leader for QED in arranging programs, obtaining speakers, developing projects, and as presiding officer at all meetings.
 - 2. **VICE-CHAIRMAN.** The Vice-Chairman shall serve as an aide to the Chairman and shall be temporarily authorized to act for the Chairman if at any time he is requested to do so.
 - 3. **SECRETARY.** The Secretary shall maintain all files, take all minutes and send copies to members, give advance notice to members regarding all meetings, prepare and disseminate all correspondence and action documents authorized by the Members or the Executive Committee.
 - 4. **TREASURER.** The Treasurer shall collect all dues and assessments, maintain financial records and a bank account and make disbursements approved by the Members.
 - 5. The positions of Secretary and Treasurer may be combined at the discretion of the Executive Committee.

- B. There shall also be elected by the Members, three Members-at-Large to three-year terms, to serve on the Executive Committee, on a rotation basis. Annually the senior Member-at-Large will rotate off the Executive Committee and one new Member-at-large will be elected to fill this vacancy.
- C. The Nominating Committee shall present to the Executive Committee, a slate of qualified and willing candidates for all elective positions at the October Executive Committee meeting each year. If, for any reason, a vacancy occurs between annual elections, the Nominating Committee shall suggest, for approval by the Executive Committee, names to fill all vacancies until the next annual election.
- D. Elections shall take place by voice vote of the members present at the November meeting each year. If there is more than one candidate for any position, the voting shall be by secret ballot.
- E. The QED fiscal year shall begin on the first day of January and newly elected officers shall assume office at this time.
- F. Officers can be elected to succeed themselves.

V. **Standing Committees**

- A. QED shall maintain three standing committees:
 - 1. **EXECUTIVE.** This committee shall be elected by the Membership and shall consist of the Chairman; Vice-Chairman; Secretary; Treasurer (all ex-officio); immediate past Chairman; and three Members-at-Large. The Executive Committee shall serve as a working committee for QED and give full assistance to the Chairman regarding programs, speakers and projects.
 - 2. **NOMINATING.** This committee shall be appointed by the Chairman with the approval of the Executive Committee. If available, this committee shall include; (1) the previous QED Chairman (as Nominating Committee Chair) and (2) the senior Executive Committee At-Large Member (who's terms are both expiring), along with another Active Member who has had prior experience on the Executive Committee. The Nominating Committee should submit annually to the Executive Committee, the names of qualified and willing candidates for Officer and Member-at-Large positions. Following discussions and approval, the slate of Officer and Member-at-Large candidates shall be presented to the Active Membership for a vote.
 - 3. **FINANCIAL REVIEW** This committee shall be appointed by the Chairman with approval of the Executive Committee. This committee shall be made up of at least two Active Members, not currently holding positions on the Executive Committee. The Financial Review Committee shall annually review the financial accounts of QED and report thereon to the Members.

VI. **Meetings**

- A. Monthly meetings shall be held on the second Tuesday of each month.
- B. Meetings shall be from noon to no later than 2:00 p.m.
- C. Special meetings can be called by the Chairman, with the approval of the Executive Committee.
- D. Brief minutes of meetings covering action and information items shall be prepared by the Secretary and disseminated to the membership.
- E. A quorum shall be a majority of the current membership.

VII. **Dues and Assessments**

- A. A single annual dues, which will be paid semi-annually by each Active Member, shall be fixed from time to time by the Members to cover all the expenses of administration, the cost of meeting lunches and bar drinks, the speaker's luncheon, and the Summer and Winter QED parties for Active Members and their spouses or guests. Emeritus Members will normally be assessed the cost of their attending a luncheon meeting or special social event, unless waived by the Executive Committee. Other invited guests of QED, will normally have their costs paid for by their Member sponsors, unless waived by the Executive Committee.
- B. Assessments to cover the expenses of QED projects shall be approved by the Executive Committee.

VIII. **Political Candidates and Issues**

QED shall refrain from endorsing any political candidates, political platforms, or strictly partisan issues.

IX. **Procedures On Motions and Resolutions**

- A. QED periodically takes action on two matters:
 - 1. Non-policy motions
 - 2. Policy resolutions
- B. Non-policy motions relate to routine in-house situations, such as social events, special meetings, recognition of Members, obituaries, bills, assessments, etc. Such non-policy motions shall be made either orally or in writing and shall be approved by a quorum of Members present at a meeting.

- C. Policy resolutions are formulated after due study, consideration of facts, and decision on the best solution and plan for action as provided in these Bylaws. Policy resolutions represent the position of QED as an organization and, as appropriate, may be disseminated outside QED to government officials, friends and the media. Policy resolutions shall be made orally or in writing, and approved by a two-thirds vote of the current membership. In those situations where the resolution is made orally and approved, it shall be reduced to writing and disseminated as QED's official position and sent to the Members for their information.

X. **By-Laws Amendment**

QED By-laws shall be amended by submitting a written proposal to the membership and shall require a two-thirds vote of approval by the membership for adoption.

CERTIFIED CORRECT COPY
WITH ALL APPROVED AMENDMENTS

R. Michael Templeton,
QED Secretary