

**BYLAWS ARTICLE VII**  
**Officers**

**Section 1. Number, Titles and Qualifications**

The officers of the Academy shall be a President, a President-elect, a Vice President, a Vice President-elect, a Secretary-Treasurer, and an Assistant Secretary-Treasurer. As provided in the Association's bylaws, the officers of the Academy shall also serve as the officers of the Association. Only Fellows of the Academy (or Life or Honorary Members who have been Fellows) in good standing may serve as officers. No two (2) offices may be held simultaneously by the same individual. No individual may serve in the same office for more than one term, except that time spent filling a vacancy in an officer position will not be counted against this limitation. No individual may serve simultaneously both as an officer and as one of the sixteen (16) elected directors referred to in Article VI, Section 1 of these bylaws. Any individual who is elected or appointed to an office and an elected directorship with overlapping terms must resign promptly from one of the two positions. The President-elect and the Vice President-elect, at the time of assuming their offices, must each have served at some time for at least one (1) year on the Board of Directors.

**Section 2. Nomination, Election and Tenure**

- (a)
  - (i) The procedure set forth in Article VI, Section 3(a) through 3(c) of these bylaws for the nomination of directors shall also apply to the nomination of candidates for the offices of President-elect and Vice President-elect, and the Nominating Committee established under Article VI, Section 3, shall present to the membership two (2) candidates for each of those offices.
  - (ii) A committee appointed by the President and consisting of three (3) elected directors shall submit to the Board of Directors nominations for the offices of Secretary-Treasurer and Assistant Secretary-Treasurer, as appropriate according to the expiration of the terms of the respective offices.
- (b)
  - (i) The election for the offices of President-elect and Vice President-elect shall be conducted by electronic and/or mail or other written ballot pursuant to Article VII, Section 2(b), of these bylaws. The offices of President and Vice President shall be filled by the President-elect and the Vice President-elect, respectively, succeeding to those offices as set forth in Sections 2(c) (ii) and 2(c) (iv) of this Article.
  - (ii) The offices of Secretary-Treasurer and Assistant Secretary-Treasurer shall be filled by a two-thirds vote of the Board of Directors.
- (c) The terms of office of the officers shall be as follows:
  - (i) The President shall serve a single one (1)-year term commencing with the termination of his or her term as President-elect and terminating at the conclusion of the next annual membership meeting.
  - (ii) The President-elect shall serve a single one (1)-year term commencing at the conclusion of the annual membership meeting next following his or her election to that office and terminating at the conclusion of the next annual membership meeting. Upon termination of the said term as President-elect, the Fellow shall assume the office of President for a term set forth in (i) above.

- (iii) The Vice President shall serve a single one (1)-year term commencing with the termination of his or her term as Vice President-elect and terminating at the conclusion of the next annual membership meeting, except as provided in Section 4(a) of this Article.
- (iv) The Vice President-elect shall serve a single one (1)-year term commencing at the conclusion of the annual membership meeting next following his or her election to that office and terminating at the conclusion of the next annual membership meeting. Upon termination of the said term as Vice President-elect, the Fellow shall assume the office of Vice President for a term set forth in (iii) above.
- (v) The Secretary-Treasurer shall serve a single three (3)-year term commencing at the conclusion of the annual membership meeting next following his or her election to that office and terminating at the conclusion of the third annual membership meeting following that meeting. The Secretary-Treasurer shall not be eligible to be on the ballot in an election for officer or director during their term of office and during any election cycle that occurs in whole or in part during their term of office.
- (vi) The Assistant Secretary-Treasurer shall serve a single three (3)-year term commencing at the conclusion of the annual membership meeting next following his or her election to that office and terminating at the conclusion of the third annual membership meeting following that meeting.

Notwithstanding the foregoing provisions for the terms of office of the officers, all officers shall serve until their successors shall have been duly elected and qualified, except as provided in Section 4 of this Article.

### **Section 3. Powers and Duties**

The powers and duties of the officers of the Academy shall be as follows:

- (a) The President shall be the presiding officer at all meetings of the members of the Academy, shall be an ex-officio member and the presiding officer at all meetings of the Board of Directors and the Executive Committee. Except as provided in the administrative regulations of the Academy, the President shall be a non-voting, ex-officio member of all committees. The President shall perform all duties and exercise all powers which are by law or customary parliamentary practice incident to the office of president, and such other duties and powers as may be determined by the Board of Directors. Upon completion of a term as President, a Fellow, as immediate past President, shall continue to serve as an ex-officio director until the next annual membership meeting, provided that if an immediate past President is also an elected director, he or she shall serve on the Board in the latter capacity.
- (b) The President-elect shall be an ex-officio member of the Board of Directors and shall perform such other duties and exercise such other powers as may be determined by the Board of Directors. The President-elect shall perform the duties and exercise the powers of the President in the event of a vacancy, temporary absence, or inability to act, of the President if the Vice President is unable to meet the requirements for such office as set forth in these bylaws or the administrative regulations of the Academy.

- (c) The Vice President shall be an ex-officio member of the Board of Directors, shall serve as ex-officio member of the Membership Committee, and, if the Vice President meets the requirements under these bylaws and administrative regulations of the Academy for the office of President, shall perform the duties and exercise the powers of the President in the event of the temporary absence, or inability to act, of the President. If the Vice President does not meet such requirements, the President-elect shall perform the duties and exercise the powers of the President in the event of the temporary absence, or inability to act, of the President. The Vice President shall also perform the duties and exercise the powers which are by law or customary parliamentary practice incident to the office of vice president, and such other duties and powers as may be determined by the Board of Directors or the President.
- (d) The Vice President-elect shall be an ex-officio member of the Board of Directors and shall perform such other duties and exercise such other powers as may be determined by the Board of Directors.
- (e) The Secretary-Treasurer shall be an ex-officio member of the Board of Directors and, except as provided in the administrative regulations of the Academy, a non-voting, ex-officio member of all committees, shall keep minutes of all meetings of the Board of Directors and the Executive Committee; shall see that all notices are duly given in accordance with the law and these bylaws; shall be the principal accounting and financial officer of the Academy, and shall be responsible for the maintenance of adequate books of account for the Academy; shall be responsible for the receipt and disbursement of the funds of the Academy; shall supervise the Executive Director in the discharge of his or her duties; shall provide for the maintenance and safe-keeping of archives, including records or other materials relating to the Academy which may have substantial historical value; and shall in general perform all duties and exercise all powers which are by law or customary parliamentary practice incident to the offices of secretary or treasurer, and such other duties and powers as may be determined by the Board of Directors. If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of the duties of that office in such sum and with such surety or sureties as the Board of Directors shall determine. With the approval of the Board of Directors, the cost of any such bond or surety may be paid from the funds of the Academy.
- (f) The Assistant Secretary-Treasurer shall be an ex-officio member of the Board of Directors and shall generally assist the Secretary-Treasurer in the performance of the duties of the Secretary-Treasurer and shall perform such other duties and exercise such powers as may be determined by the Board of Directors, the President, or the Secretary-Treasurer. The Assistant Secretary-Treasurer shall carry out the duties of the Secretary-Treasurer, including voting, when the Secretary-Treasurer is unavailable to fill those duties. If required by the Board of Directors, the Assistant Secretary-Treasurer shall give a bond for the faithful discharge of the duties of that office in such sum and with such surety or sureties as the Board of Directors shall determine. With the approval of the Board of Directors, the cost of any such bond or surety may be paid from the funds of the Academy.

**Section 4.**     **Vacancies**

- (a) In the event of a vacancy in the office of President, the Vice President shall succeed to the office of President and serve as President until the next annual membership meeting, if the Vice President meets the requirements under these bylaws and the administrative regulations of the Academy for the office of President. If the Vice President does not meet the requirements under these bylaws and the administrative regulations of the Academy for the office of President, the President-elect shall carry out the functions of the President until the next annual membership meeting and then for the full term for which he or she would otherwise have served upon the normal expiration of his or her term as President-Elect.
  
- (b) In the event of a vacancy in the office of President-elect, the Vice President shall carry out the functions of the President-elect until the conclusion of the next annual membership meeting if the Vice President meets the requirements under these bylaws and the administrative regulations of the Academy for the office of President-elect, but the Vice President shall not automatically succeed to the office of President. Prior to that meeting, an additional election for the office of President shall be conducted in accordance with the procedure for nomination and election of the President-elect set forth in Section 2 of this Article. If insufficient time is available for the complete Nominating Committee and election procedure, the Board of Directors may authorize expedited action and may, if appropriate, authorize an election as soon as practicable after the annual meeting. If the Vice President does not meet the requirements under these bylaws and the administrative regulations of the Academy for the office of President-elect, the next officer or director in the line of succession to the President under the Academy's administrative regulations and who meets the requirements under these bylaws and the administrative regulations of the Academy for the office of President-elect shall carry out the functions of the President-elect until the next annual membership meeting or a new election for President-elect can be conducted as set forth above, whichever is sooner.
  
- (c) In the event of a vacancy in the office of Vice President, the Board of Directors shall elect a new Vice President to serve until the next annual membership meeting.
  
- (d) In the event of a vacancy in the office of Secretary-Treasurer or Assistant Secretary-Treasurer, the Board of Directors shall elect an interim Secretary-Treasurer or Assistant Secretary-Treasurer to serve for the unexpired portion of the term. Such election may be held at any meeting of the Board and shall be conducted in accordance with the established procedure for the nomination and election of such officers.
  
- (e) The Board of Directors may establish in the administrative regulations of the Academy a line of succession to the office of President that will be implemented in the event of simultaneous vacancies occurring in the offices of President and Vice President.

**Section 5.**    **Removal**

The requirements for removal of officers shall be as provided by applicable Minnesota law and the administrative regulations of the Academy. In any event, an individual who has been removed from an office of the Association shall simultaneously be removed from the equivalent office of the Academy without further notice other than that provided by this section. Likewise, as provided by the Association's bylaws, an individual who has been removed from an office of the Academy shall simultaneously be removed from the equivalent office of the Association without further notice other than that provided by this section.