

BY-LAWS
OF
INTERNATIONAL ASSOCIATION OF SPECIAL EDUCATION, INC.

ARTICLE I
Offices

International Association of Special Education, Inc., referred to herein as “IASE” or “the corporation”, shall maintain in the State of Wisconsin a registered office and a registered agent at such office, and may have other offices within or without the State.

ARTICLE II
Purpose

IASE is organized under Chapter 181 Nonstock Corporations of the Wisconsin Statutes.

The purposes of IASE shall be to:

- a) Promote awareness and understanding of issues and developments related to the education and welfare of individuals with special education needs throughout the world.
- b) Promote the professional exchange between professionals in special education, family members, and individuals in related disciplines worldwide.
- c) Encourage and promote research to advance the field of special education and share that information through official publications on the IASE website.
- d) Promote continuing education in special education.
- e) Work collaboratively with other special education organizations for worldwide promotion of the interests of individuals with special education needs.
- f) Encourage members to become volunteers to share their experiences, knowledge and skills with teachers, parents, students and the community at the Volunteer Service Project sites in developing countries.
- g) To perform any such other legal functions as the Board of Directors may determine by a majority vote.

ARTICLE III
Members

Section III.1 Membership/Individual Membership. IASE Membership shall be open to any interested person. A rolling membership shall be granted upon payment of dues for one year at a time and the member shall receive all the Newsletters, journals for that period of time. All membership dues and fees shall be determined by a vote of the members at the biennial membership meeting.

Section III.1A Membership/Institutional Membership. Any school, educational organization, Ministry of Education, Special Educational Organization, NGOs and Agencies can apply for institutional membership per year. The institutional membership fee entitles the organization to receive all the Newsletters, journals for one year and also entitles four of its members to register for the biennial conference as fully paid members.

Section III.2 Transfer of Membership. Membership in IASE is not transferable or assignable.

Section III.3 Resignation/Termination. Any member may resign by filing a written resignation with the President or Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. Membership shall terminate upon death. No reimbursement of dues will be made upon the resignation or death of any member.

Section III.4 Removal. By a majority vote of members of the Board, membership of any IASE member may be terminated for cause. Termination for cause shall be defined as being found guilty of any criminal charge involving moral turpitude, being involved in illegal acts or abusive language toward other members which the Board of Directors determines, in their sole discretion, to be detrimental to the reputation of IASE. Board of Director's decision will be final in all respects.

Section III.5 Reinstatement. Upon written request, signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of the members of the Board, reinstate such former member to membership upon such terms and conditions as the Board of Directors may deem appropriate.

Section III.6 No Membership Certificates. No membership certificates of IASE shall be required. However, the Board of Directors may issue membership certificates and/or membership ID cards on a needs be basis as determined by the directors.

Section III.7 Zone Designation. The Board of Directors may establish geographical zones or areas as may be deemed necessary.

Section III. 8 Members Not Agents of Corporation. Members are not authorized to act on behalf of the corporation, and do not have the authority to bind the corporation. IASE willnot be held responsible for any act or representation (except by Board of Directors) of its members unless so authorized and approved in writing by majority of Board of Directors.

Section III.9. Privacy statement. IASE does not sell nor barter the membership list.

ARTICLE IV Meeting of Members

Section IV.1 Membership Meetings. The Corporation shall hold membership meetings every-other year at the biennial conference sponsored by the corporation for the purpose of the transaction of such business as may come before the meeting. Notice of these meetings shall be provided to all members through organization publications prior to the meeting date as required by §181.0701 Wis. Stats. Membership meetings shall not be held in the alternate years (non-biennial conference years), except that in the event that the Board of Directors determines that there are any matters which require membership approval, or if an annual membership meeting is requested by 51% of the members, then the Board of Directors shall call for an annual membership meeting, which meeting shall be held at such time and place as designated by the Board of Directors.

Section IV.2 Special Meeting. Special meetings of the general membership may be called by the President upon written request by either a majority of the Board of Directors, or the registered members, pursuant to §181.0702, Wis. Stats.

Section IV.3 Place of Meeting. The President, or a majority of the Board of Directors, may designate any place as the place of the meeting for any meeting or for any special meeting. If no designation is made, the place of meeting shall be the registered office of IASE in the State of Wisconsin.

Section IV.4 Meetings by Electronic Means of Communication. To the extent provided in these bylaws, the members may, in addition to conducting meetings in which each member participates in person, and notwithstanding any place set forth in the notice of the meeting or these bylaws, conduct any regular or special meeting by the use of any available means of communication, including but not limited to telephone conferences, video conferencing, email, fax, or any new transmission developed, provided that one or both of the following conditions is met: 1) all participating members may simultaneously hear each other during the meeting; 2) all communication during the meeting is immediately transmitted to each participating member, and that each participating member is able to immediately send messages to all other participating members. Before the commencement of any business at a meeting at which any members do not participate in person, all participating members shall be informed that a meeting is taking place at which official business may be transacted.

Section IV.5 Notice of Meeting. Written notice or by IASE publication stating the place, date and hour of any meeting of members shall be given to each member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of such meeting. Such notice must be fair and reasonable, consistent with the requirements of §181.0705, Wis. Stats. In case of a special meeting or when required by statute or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the mail addressed to the member at his/her address

Section IV.6 Informal Action by Members. Any action required to be taken at a meeting of the members of IASE, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section IV.7 Quorum and Transaction of Business. Members holding ten percent (10%) of the votes entitled to be cast, present in person, shall be necessary to constitute a quorum at a meeting of the members. Unless otherwise provided by law, when a quorum is present at a meeting, a majority of the votes represented thereat shall decide any question brought before such meeting. Proxy votes will be acceptable for any meetings, using the IASE Proxy Form and asking one of the voting members of the Board as proxy.

In the absence of a quorum, those present may adjourn the meeting from time to time without notice other than by announcement at the meeting until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

ARTICLE V

Board of Directors

Section V.1 General Powers. The affairs of IASE shall be managed by its Board of Directors. The Board of Directors shall also have the responsibility to deal with all unusual situations and for interpretation of the by-laws. The Board of Directors will undertake appropriate disciplinary measures as and when required. The decision of the Board of Directors will be final and binding on all the members.

Section V.2 Number, Tenure and Qualifications. The number of directors shall be eight (8): President, President-Elect, Past President, Secretary, Treasurer, and three (3) members-at-large who shall make up the Board. Directors shall be elected by mail-in ballot for two (2) year terms and until their successors are elected and accept office. No director shall serve more than two (2) consecutive two (2) year terms in the same office. Directors shall all be general members above the age of 18 years, in good standing, with all dues and assessments paid on a current basis. If at any time the President is unable or unwilling to serve on the Board of Directors, the Board of Directors shall elect, or by majority vote of directors nominate a President of IASE.

Section V.3 Initial Set up of Board of Directors. The Initial Directors named in the Articles of Incorporation shall serve as the initial Board of Directors for the Corporation.

Section V.4 Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than provided by these by-laws. The current Board of Directors shall meet with the incoming Board of Directors immediately after the biennial general membership meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section V.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix any place for holding any special meeting of the Board called by them.

Section V.6 Meetings by Electronic Means of Communication. To the extent provided in these bylaws, the Directors may, in addition to conducting meetings in which each Director participates in person, and notwithstanding any place set forth in the notice of the meeting or these bylaws, conduct any regular or special meeting by the use of any available means of communication, including but not limited to telephone conferences, video conferencing, email, fax, or any new transmission developed, provided that one or both of the following conditions is met: 1) all participating Directors may simultaneously hear each other during the meeting; 2) all communication during the meeting is immediately transmitted to each participating Director, and that each participating Director is able to immediately send messages to all other participating members. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

Section V.7 Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereby by written notice and/or by telephone to each director at his/her address/phone number as shown by the records of IASE. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid thereon. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section V.8 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section V.9 Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these by-laws, or the Articles of Incorporation. All the decisions at the meetings of the Board of Directors shall be carried on by simple majority vote. Voting may be carried on by a by saying yes or no or by secret ballot.

Section V.10 Vacancies. The Board of Directors shall fill any vacancies, openings or additional directorships on the Board.

Section V.11 Removal. A majority of the Board of Directors shall have the power to remove any director whenever, in its judgement the best interests of IASE would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any director who is absent from three (3) consecutive meetings of directors at which a quorum is present shall automatically be removed as a director, unless such director shall have received excuse from attendance from the President or a majority of the Board of Directors.

Section V.12 Compensation. Directors shall not receive any compensation for their services.

ARTICLE VI

Officers

Section VI.1 Officers. All officers of IASE must be members of the Board of Directors. The officers of IASE shall be a President, the President-Elect, Past President, a Treasurer, a Secretary, and three (3) members-at-large. Officers whose authority and duties are not prescribed in these by-laws shall have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of the President and the Secretary.

Section VI.2 Election and Term of Office. The officers of IASE shall be elected for two (2) year terms by mail in ballot. The Past President is the chair of the Nominations Committee. The slate is to be printed in the February Newsletter. On line voting at a secure site is recommended if there is more than one candidate for each or any position. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights. Officers shall not receive any compensation for their services.

Section VI.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its sole discretion it is in the best interests of IASE and would be served thereby. But such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section VI.4 Duties of President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these by-laws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these by-laws, he or she shall, in the name of the corporation, serve as ex-officio member of all committees, prepare an annual report for the membership, and oversee activities of the corporation.

Section VI.5 Duties of President-Elect. The President-Elect shall chair and oversee the Conference planning committee for the biennial conference, oversee all activities related to the biennial conference, and assist in all other matters upon request of the President. The President-Elect shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these by-laws, or as may be prescribed by the Board of Directors.

Section VI.6 Duties of Past President. The Past President shall provide continuity for the Board of Directors, chair the nomination committee (appointed by the President to prepare a slate), chair the policy/constitution committee, be on the conference planning committee and assist in all other matters as the President may request.

Section VI.7 Duties of Secretary. The Secretary shall:
a) Certify and keep at the principal office of the corporation the original, or a copy, of these by-laws as amended or otherwise altered to date.
b) Keep an accurate record of all meetings.
Other duties listed in a separate job description document.

Section VI.8 Duties of Treasurer. The Treasurer shall:
a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. All checks written which exceed \$1,500 (fifteen hundred U.S. dollars), all bills of exchange, or other evidences of indebtedness issued in the name of the corporation shall be signed by two authorized officers: the Treasurer and the President. Any one of such officers alone may endorse notes and drafts for collection on account of the corporation through its bankers and endorse notes or checks for deposit with the corporation's bankers for the credit of the corporation. Likewise, such officers may arrange, settle, and balance all accounts between the corporation and its bankers. Other duties listed in a separate job description document.

Section VI.9 Duties of Members-at-Large. The Members at Large shall carry out duties and other matters upon the request of the President. All Members at Large shall submit, of each calendar year, an annual report to the Board of Directors of tasks accomplished during the previous calendar year. They shall:
a) Provide guidance and leadership and serve as a communication link to assigned Leadership Team committees.
b) Take an active role in the organization's activities, including meetings, conferences, and securing members.

ARTICLE VII Committees

Section VII.1 Committees. The President shall appoint all committees and brings them to the Board of Directors for approval.

Section VII. 2 Standing Committees. The Standing Committees of the corporation shall be composed of the Leadership Team:

- a) Conference Steering
- b) Public Relations Committee
- c) Fund Raising Committee
- d) Policy/Constitution Committee
- e) Volunteer Service Committee
- f) The Journal of the International Association of Special Education
- g) International Journal of Special Education (Marg Csapo Online)
- h) National Chairs
- i) Marg Csapo Scholarship
- j) Historian
- k) Grant Writing
- l) Membership
- m) Newsletter

Section VII.3 Other Committees. Other committees not having and exercising the authority of the Board of Directors may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of IASE, and the Directors shall appoint such members and the chair of each of those committees. The administrative Assistant Committee Chair shall be a paid position on a contractual basis. This individual will be screened by a search committee and reviewed by the Board of Directors. Any member thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, is in the best interest of IASE shall be served by such removal which will be reviewed by the Board of Directors.

Section VII.4 Term of Office. Each member of a committee shall continue at the discretion of the Board of Directors of IASE and until her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section VII.5 Chairperson. One member of each committee will be appointed chairperson by a majority vote of the Directors.

Section VII.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section VII.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

Section VIII.1 Contracts. The Board of Directors may, by a majority vote, authorize by resolution any officer or officers, agent or agents of IASE, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of IASE, and such authority may be general or confined to specific instances. The President is the signatory of all contracts approved by the board.

Section VIII. 2 Checks, Drafts, etc. All checks, drafts or other orders for payments are signed by the treasurer except amounts over \$1500.00 US. This will need signatures of the President and the Treasurer.

Section VIII. 3 Credit. The Board shall not borrow money on the credit of the corporation, nor pledge, charge, mortgage, or hypothecate any of its property, real or personal, unless such action has been first approved and authorized by the members at a general meeting.

Section VIII.4 Deposits. All funds of IASE shall be deposited without unnecessary delay to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section VIII.5 Gifts. The Board of Directors may accept on behalf of IASE any contribution, gift, bequest or devise for the general purposes or for any special purpose of IASE.

Section VIII.6 Expenditures. Funds of IASE may be expended for any legal purpose.

ARTICLE IX

Funds

Section IX.1 Books, Records and Funds. IASE shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, his/her agent or attorney, for any proper purpose at any reasonable time.

Section IX.2 The Funds of the IASE. The funds of the IASE will be held in a bank in the name of the corporation which is a member of the Federal Deposit Insurance Corporation.

Section IX.3 Money. Cash can be withdrawn only for the use of the IASE over the signatures of the Treasurer and the President and reported to the Board of Directors. The Volunteer Service Committee Coordinator has the authority to request Up-Front Giving Funds for specific Volunteer Service Projects after completing application form.

Section IX.4 Treasurer. The Treasurer will maintain duplicate copy of the records, one for his files and one for the files of the secretary.

Section IX.5 IRS. The accounts and all necessary tax filings will be CPA prepared every year in accordance with the regulations of the Internal Revenue Service (IRS). Any member of the society is entitled to check the accounts at any time.

Section IX.6 Financial Report/Audits. The Board of Directors is required to issue an annual financial report which will be published in the IASE newsletter. The financial affairs of the corporation shall be independently audited annually by such person or persons as nominated by the Board of Directors. The audit shall be approved by a majority of the Directors.

Section IX.7 Donations. If donations are received for a particular cause, or IASE fund etc., a separate record for it will be maintained.

ARTICLE X

Fiscal Year

The fiscal year of IASE shall be fixed by resolution of the Board of Directors.

ARTICLE XI

Seal

The Board of Directors may provide a common seal for the corporation and may destroy a seal and substantiate a new seal in its place. The seal of the corporation, should the Board decide to have one, shall be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or Treasurer.

ARTICLE XII

Dues

The membership shall establish, by a vote of the membership at the biennial meeting, annual dues for membership in IASE for the next two (2) fiscal years of the corporation. Such dues shall be paid on or before such date as established by the Board and published in the dues notice. Any member who is delinquent in the payment of such dues will be deemed to have voluntarily withdrawn as a member and shall have no further rights as a member. The Board of Directors shall have the right in its reasonable discretion to waive annual dues for specific people who are deemed by the Board to be deserving of such treatment.

ARTICLE XIII

Waiver and Notice

Whenever any notice is required to be given under the provisions of applicable statutes of the State of Wisconsin, or under the provisions of the Articles of Incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Bonding and Indemnification

Section XIV.1 Bond. The Board of Directors, by a majority vote, may require any officer or employee to give bond for the faithful discharge of their respective duties in such sum and with such corporate surety as the Board shall determine. The cost of such bond with surety shall be paid by IASE.

Section XIV.2 Indemnify. IASE may indemnify any director or officer who was or is a party or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director or officer of IASE, against expenses including attorney and expert witness fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if she acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interest of IASE, and with respect to any criminal action or proceeding, had no reasonable cause to believe her conduct was unlawful. Any such indemnification shall be made by IASE only as authorized in the specific case, on a case0bycase basis, upon determination that indemnification of the director or officer is proper in the circumstances because she has met the applicable standards of conduct set forth above. Such determination shall be made a majority vote of the members of the Board of Directors who were not or are not parties to such action, suit or proceeding, IASE may purchase insurance to fund these obligations for indemnification. Any person who volunteers or provides services without compensation on behalf of the IASE shall also be indemnified, pursuant to §181.0670, Wis. Stats.

Section XIV.3 Insurance. IASE shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of IASE against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not IASE would have the power to indemnify him/her against such liability under the provisions of this Article.

ARTICLE XV

Conflict of Interest

Generally, IASE shall not enter into agreements which represent a conflict of interest with directors, officers, or entities which they are associated with, except:

- a) No contract or transaction between IASE and one or more of its directors or officers, or between IASE and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
- b) The material facts as to officer/director relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon. and the contract or transaction is specifically approved in good faith by vote of the members; or
- c) The contract or transaction is fair to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors or a committee which authorizes the contract or transaction.

ARTICLE XVI

Dissolution of Corporation

Section XVI.1 Voluntary Dissolution By Directors. IASE may be dissolved upon a majority vote of its directors, provided that they follow the requirements that are set forth in Wisconsin Statutes.

- a) No debts of the corporation remain unpaid.
- b) Written notice of the election to dissolve the corporation has been given to all directors, not less than three days before the execution of articles of dissolution.

Section XVI.2 Voluntary Dissolution by Written Consent of Members Entitled to Vote.

Voluntary dissolution by written consent of members entitled to vote. Where a corporation has members entitled to vote on dissolution, the dissolution of a corporation may be authorized pursuant to Not for profit corporation act. Dissolution pursuant to the act does not require any vote of the directors of the corporation.

Section XVI.3 Voluntary Dissolution by Vote of Members Entitled to Vote. Voluntary dissolution by vote of members entitled to vote. Where a corporation has members entitled to vote on dissolution, the dissolution of a corporation may be authorized by a vote of members entitled to vote in the following manner:

- a) The board of directors shall adopt a resolution, which may be with or without their recommendation, proposing that the corporation be dissolved voluntarily, and directing that the question of such dissolution be submitted to a vote at a meeting of members entitled to vote on dissolution, if any, which may be either an annual or special meeting.
- b) Written notice stating that the purpose, or one of the purposes, of the meeting is to consider the voluntary dissolution of the corporation, shall be given to each member entitled to vote on dissolution within the time and in the manner provided in this act for the giving of notice of meetings of members. If such meeting be an annual meeting, such purpose may be included in the notice of such annual meeting.
- c) At such meeting a vote of the members entitled to vote on dissolution shall be taken on the resolution to dissolve voluntarily the corporation. The resolution shall be adopted by receiving the affirmative vote of at least two-thirds of the votes present and voted either in person or by proxy, unless any class of members is entitled to vote as a class in respect thereof, in which event the proposed action shall be adopted by receiving the affirmative vote of at least two-thirds of the votes of the class present and voted either in person or by proxy.
- d) The articles of incorporation or the by-laws of any corporation may supersede the two-thirds vote requirement of subsection (c) by specifying any smaller or larger vote requirement not less than majority of the votes which members entitled to vote on dissolution shall vote, either in person or by proxy, at a meeting at which there is a quorum.

Section XVI.4 Distribution of Assets. The process of dissolution of the assets of IASE shall be applied and distributed pursuant to the Wisconsin Statutes:

- a) All liabilities and obligation of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
- b) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
- c) Assets held for a charitable, religious, benevolent, educational or similar use, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted as provided in the not for profit corporate act.
- d) To the extent that the articles of incorporation or by-laws determine the distributive rights of members, or provide for distribution to others, other assets, if any, shall be distributed in accordance with such provisions.
- e) Any remaining assets may be distributed to such societies. Organizations or domestic or foreign corporations, whether for profit or not for profit, as may be specified in a plan of distribution adopted as provided in the not-for-profit corporate act.
- f) Plan of distribution. A plan providing for the distribution of assets, not inconsistent with the provisions of this Act, may be adopted by a corporation in the process of dissolution and shall be adopted by a corporation for the purpose of authorizing any transfer or conveyance of assets for which this act requires a plan of distribution.

ARTICLE XVII

Amendments

The power to ratify, alter, amend or repeal the by-laws adopt new by-laws shall be vested in the membership or by mail or voice vote. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given.

Proposals to change or amend this constitution must be submitted to the chair of the constitution committee in writing and circulated by mail at least 30 days prior to a mail or voice vote. The by-laws may contain any provisions for the regulation and management of the affairs of IASE not inconsistent with law or the Articles of Incorporation. The immutability clause (Article V, Section V.11) cannot be amended.

Adopted July 13, 2002

Amended June 13, 2007

Amended July 12, 2011

Amended June 27, 2017

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