

**BY-LAWS OF THE
INTERNATIONAL EDUCATIONAL DATA MINING SOCIETY**

Approved by the IEDMS Board of Directors, 9 December, 2011

Last Amended by the IEDMS Board of Directors, 25 Mar, 2014

ARTICLE I: NAME AND PURPOSE

1. Name. The name of the corporation is “International Educational Data Mining Society, Incorporated”

2. Object. The object of the corporation is to promote scientific research in the interdisciplinary field of educational data mining.

3. Purpose. This organization is organized exclusively for scientific purposes under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The corporation shall, at all times, be operated in such manner that it does not adversely affect designation and qualification as an exempt organization as said term is referred to in Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, or any provision corresponding thereto from time to time in effect. The corporation shall not be operated for pecuniary gain or profit but shall engage in only lawful acts and activities, in line with Massachusetts law. These By-laws shall be interpreted accordingly.

ARTICLE II: MANAGEMENT

The management of the corporation shall be vested in a Board of Directors which shall exercise general supervision over the affairs of the society, subject to the provisions of these By-Laws. In the management and control of the property, business, and affairs of the corporation, the Board of Directors is hereby vested with all the powers possessed by the corporation itself, so far as this designation of authority is not inconsistent with the laws of the State of Massachusetts, with the Articles of Incorporation, with these By-Laws, or with any duties, obligation or restrictions imposed on the operation, management, property, business and affairs of corporations qualifying as tax-exempt organizations under Section 501 (c)(3) of the Internal Revenue code of 1986, as amended, and related provisions.

ARTICLE III: DIRECTORS

1. The Board of Directors shall consist of six to nine voting individuals elected by the members for staggered terms of six years each, plus non-voting ex-officio members. Elections shall be held every two years for all the Board positions reaching 5 or 6 year term. Members of the Board of Directors may serve an unlimited number of consecutive terms if they are re-elected. Upon request, the directors may serve as a non-voting member of the Board for one additional year following the conclusion of such director's term to provide continuity for incoming directors.

2. The following shall be non-voting ex-officio members of the Board of Directors if not already voting members of the Board:

a. The President of the EDM Society

b. The Treasurer/Clerk of the EDM Society

c. A representative from the Journal of Educational Data Mining, appointed or elected for two

years by the Editor of the Journal.

3. The Board of Directors shall employ and remove such persons as may be necessary to carry out the objectives of the Corporation. Except as otherwise provided in these By-laws, the Board will prescribe the duties of all officers, agents, and employees of the Corporation.

4. No director or officer of the Corporation will receive compensation for their services to the Corporation. Expenses incurred in the service of the Corporation may be reimbursed with approval of the Treasurer/Clerk (or in the case of the Treasurer/Clerk, with approval of the President).

5. Any director or officer of the Corporation may be removed without cause if such removal is approved by at least sixty-six percent (66%) of the directors then in office. Any director may resign by giving written notice to the President or to the Board of Directors. The resignation of a director or officer shall be effective when written notice is given unless the notice specifies a later time.

6. If the office of a Director or agent becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the Directors may by vote of a majority of a quorum choose a successor or successors who shall hold office until the next scheduled election.

ARTICLE IV: ELECTION OF DIRECTORS

1. Once every other year, the EO shall solicit nominations of Members to serve as voting members of the Board of Directors from all of the Members by mail or email or other electronic format. Each Member may nominate no more than two Members for each vacancy to be filled.

2. The Board of Directors will select from among those nominated to create a slate. The Board of Directors may at its discretion nominate up to one additional person for each vacancy. The names shall be placed on an election ballot, which shall be mailed or emailed to all Members or sent by other electronic format. Each Member can cast as many votes for candidates as there are vacancies.

3. The Board of Directors will select an election duration, of no less than fourteen days. This period will begin at the time of the distribution of the election ballot. At the end of this time, the election shall be closed, and the ballots counted. The Member or Members receiving the greatest numbers of votes shall be elected to fill the vacancies on the Board of Directors. In case of ties, the President shall cast the deciding ballot. However, if this result would produce a Board of Directors with no members whose current job affiliation is in one of three regions: North America, Europe, and Rest of World, and there is at least one nominee from that region, then the lowest vote-getting Member who would have been elected will be substituted for the highest vote-getting Member from that region.

4. In the case of resignation, recall, or death of a member of the Board of Directors, the resulting special vacancy shall be filled in conformity with Sections 1, 2, and 3 above, at the time of the next scheduled election. People elected to fill special vacancies shall only serve the unfilled term of office of that vacancy. However, elections to fill special vacancies do not count as a

term, in terms of eligibility for future elections.

ARTICLE V: MEETINGS OF DIRECTORS

1. Annual Meetings. The annual meeting of the directors, at which the officers and directors will be elected, shall be held at the International Conference on Educational Data Mining.

2. Regular and Special Meetings. The Board of Directors shall determine the frequency and dates of its regular meetings. Special meetings of the Board can be held at any time at the International Conference on Educational Data Mining, with agreement of all Board members present at the conference. Special meetings of the Board can also be held at any time, if agreed to by all Board members. Special meetings of the Board can also be called at any time by the President in consultation with the Board of Directors, or upon the written or email request of at least three (3) members of the Board; provided, however, that fifteen (15) days' written or email notice shall be given prior to the meeting of the Board. Board members may attend by phone or electronically.

3. Voting. All matters submitted to vote shall be deemed adopted upon the majority vote of the directors present at the meeting or voting. Proxy votes are permissible, if the proxy is confirmed in writing or email to the President and Treasurer/Clerk, by the Board member appointing the proxy, prior to the meeting. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present, as defined below, shall be regarded as the act of the Board of Directors unless a greater number shall be required by law or by these By-laws.

4. Quorum. Except as otherwise provided in these By-laws or in the Articles of Incorporation of the Corporation, a quorum shall be necessary for the conduct of the transaction of business of the Board of Directors. A quorum is defined as being a majority of the voting members of the Board of Directors.

5. Action without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of these By-laws may be taken without a meeting, if all voting members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

6. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President or, in his or her absence, by an acting Chairperson chosen by the President or a majority of the directors present at the meeting if the President has not selected an acting Chairperson.

7. Attendance. It is expected that all members of the Board of Directors will attend all meetings, either in person or electronically. Any member missing two or more consecutive meetings without written notice will automatically be subject of a vote on removal at the second and subsequent missed meeting(s), according to the rules of Article III.5.

ARTICLE VI: OFFICERS

1. Officer Positions. The officers of the society shall be the President of the Board of Directors (the "President"), and the Treasurer/Clerk.

2. President. The President shall be elected by the members of the Board of Directors to serve a term of two years. The President will assume office one year after election, and will serve as "president-elect" for the year between election and assuming office as President. The President may not serve more than two consecutive terms, and may not be re-elected to office until spending an equal amount of time out of office as he or she spent in office. The President shall preside at meetings of the Board of Directors and at meetings of the Members. The President shall perform all the duties commonly incident to his or her office and shall perform such other duties as the Board of Directors shall designate, which shall include, but not be limited to, the appointment of standing and special committees, and the chairpersons thereof, and serve as a voting member upon all standing and special committees (the Board of Directors is not a standing or special committee).

3. Treasurer/Clerk. Unless otherwise determined by the Board of Directors, the Treasurer/Clerk shall have custody of the corporate funds, shall keep adequate and correct accounts of the corporation's properties and business transactions, shall collect dues from the membership, shall disburse such funds of the corporation as may be directed by the Board of Directors, shall maintain an account of all transactions and the financial condition of the corporation, and in general, perform all duties incident to the office of Treasurer/Clerk and such other duties as may be required by law or by these By-laws, or which may be prescribed to him or her from time to time by the Board of Directors. The Treasurer/Clerk together with the President shall keep accurate books of account of the Corporation's transactions which shall be the property of the Corporation, and, together with all its property in his or her possession, shall be subject at all times to the inspection and control of the Board of Directors. The Treasurer/Clerk along with the President will also maintain a list of the membership of the society. At the expiration of his or her term of office, the Treasurer/Clerk shall turn over to his or her successor all monies and property of the Corporation. The Treasurer/Clerk shall submit to the Board of Directors an annual fiscal report as soon as is feasible after the close of the fiscal year; provided, however, in no event shall such report be submitted later than ninety (90) days after the close of such fiscal year.

4. Only the Treasurer/Clerk or President of the Society may enter into financial arrangements for the Society or make payments on behalf of the Society.

ARTICLE VII: MEMBERSHIP

1. Any individual conducting research or practice in the field of Educational Data Mining, or a student in this area, may become a Member of the society by applying to the society and paying dues to the society. The amount of dues, and the method and time of payment, will be determined by the Board of Directors. All Members joining in this fashion will be checked by the President or his/her designee for eligibility, and the granting of membership will be subject to approval from the Board of Directors.

2. An individual may also become a Member of the Society by explicit invitation from the President, with the consent of the Board of Directors.

3. Memberships last for one year, and may be renewed through paying dues.
4. Any individual's membership may be revoked without cause, by majority vote of the Board of Directors.
5. Any member may resign from the Society by writing or sending email to the administrative address. Membership in the Society is not transferable or assignable.
6. An organization or conference may apply for organizational affiliation as either an "affiliate" or "sister organization" by writing to the President. Such affiliation must be approved by the Board of Directors for a term of four years, renewable without limit.

ARTICLE VIII: MEETINGS OF MEMBERS

1. The Corporation shall organize, sponsor or co-sponsor, the International Conference on Educational Data Mining, at least once per year, at times and places and under rules determined by the Board of Directors.
2. The Board of Directors shall select one or more Conference Chair(s) and one or more Program Chair(s) for the International Conference on Educational Data Mining. Conference Chairs are eligible to nominate candidates for Program Chair(s), but the final selection of Program Chair(s) is the sole responsibility of the Board of Directors. The Organization of the EDM conference will be delegated to the Conference Chair(s), and the selection of the Conference's scientific program will be delegated to the Program Chair(s). The Program Chair(s) are responsible for the program of the conference. The Program Chair(s) do not need approval of any member of the Corporation for decisions regarding the content of the Conference. The Conference and Program Chair(s) can be removed or replaced by the Board of Directors at any time by a 2/3 vote of the Board of Directors. The Program Chair(s) select and form the Program Committee.
3. The location of the International Conference on Educational Data Mining will be selected by the Board of Directors. The President will be responsible for soliciting bids and presenting the bids to the Board of Directors.
4. The format and venue of publication of Conference Proceedings will be selected by the Board of Directors.
5. In addition, an annual business meeting of the Members shall be held in conjunction with one of the Scientific Meetings each year. Only Members of the Corporation may vote at the annual meeting of the Members. All motions relating to the ordinary course of business of the Corporation at the annual meeting shall require a simple majority for passage.

ARTICLE IX: THE JOURNAL OF EDUCATIONAL DATA MINING

1. The Corporation will publish or arrange for publication of the Journal of Educational Data Mining, at least once per year, online.

2. The Journal will be run by an Editor, selected by the Board of Directors. The Journal Editor shall serve a term of four years. The Editor may not serve more than two consecutive terms, and may not be re-elected to the post until spending an equal amount of time out of office as he or she spent in office. Candidates for Editor can only be proposed by the Board of Directors, Associate Editors, and Editorial Board at the time of the election.

3. The Editor will appoint between one and three Associate Editors. The Associate Editors will serve during the current term of the Journal Editor, and can be replaced by the Journal Editor at any time.

4. The Editor will appoint an Editorial Board, who will participate in journal reviewing. The Editorial Board will serve during the current term of the Journal Editor, and can be replaced by the Journal Editor at any time.

5. The Editor is exclusively responsible for the content of the Journal.

ARTICLE X. WWW.EDUCATIONALDATAMINING.ORG

1. The Board of Directors will appoint one or more Web Chair(s), who will maintain www.educationaldatamining.org on behalf of the Corporation.

2. All content on www.educationaldatamining.org will be at the discretion of the Board of Directors.

ARTICLE XI: DUES

1. The annual dues of Membership shall be determined by the Board of Directors.

2. A Member failing to pay dues in a given year shall be considered to have resigned.

ARTICLE XII: AMENDMENTS

1. Amendments to these By-laws may be proposed by majority action of the Board of Directors at a regular or special meeting called by the President, or by the affirmative vote of the majority voting at an annual meeting of the Members on a resolution for amendment of the By-laws introduced from the floor. In the latter case, the proposed amendment of the By-laws must then be considered by the Board of Directors at its next meeting.

2. Every proposed amendment to these By-laws shall be presented to the Board of Directors by the President. The By-laws may then be amended by a vote of more than 66% of the directors then in office.

ARTICLE XIII: FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and shall end on December 31.

ARTICLE XIV: INDEMNIFICATION

To the full extent permitted by law, this Corporation shall indemnify its directors, officers, employees and other persons including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding.

ARTICLE XV: CORPORATE SEAL

The corporate seal of the corporation shall consist of the words "International Educational Data Mining Society Corporate Seal" and may be affixed to any document by writing, typewriting, impression, or other means.

ARTICLE XVI. DISSOLUTION

Upon dissolution of the Society, its assets remaining after payment of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Inasmuch as the Museum of Science, Boston, qualifies as an organization which is exempt under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, assets remaining after payment of all debts and liabilities shall be distributed to that organization for exempt purposes.

ARTICLE XVIII. ADDRESS.

The latest administrative address (also referred to as the official address) of the International Educational Data Mining Society is

International Educational Data Mining Society
% Professor Ryan Baker
Department of Social Science and Policy Studies
Worcester Polytechnic Institute
100 Institute Road
Worcester, MA 01609 USA

The WWW address is <http://www.educationaldatamining.org>

The email address is admin@educationaldatamining.org