CONSTITUTION

ARTICLE I: NAME
The name of the Association shall be the Communication Association of Eurasian Researchers.

ARTICLE II: PURPOSE
Section 1. The Association shall be a nonprofit organization formed and operated exclusively for charitable, religious, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

Section 2. The Association shall operate to facilitate and promote the global study, criticism, research, teaching, scholarship, collaboration, and application of the artistic, humanistic, scientific, theoretical, and interdisciplinary principles of communication in Eurasia.

Section 3. No part of the Association’s net revenues may be used for the private or personal benefit of any individual or group.

Section 4. The Association will engage in lawful acts or activities for which not-for-profit corporations may be organized under Section 48-51-101 of the Tennessee Nonprofit Corporation Act.

ARTICLE III: MEMBERSHIP
Section 1. Membership shall be open, upon application, to any interested person or group of individuals interested in promoting the Association’s purpose, and upon payment of the current annual dues.

Section 2. Membership categories will follow the criteria established in the Bylaws.

Section 3. The members of the Corporation shall have no right, title, or interest whatsoever in the income, property, or assets of the Corporation; nor shall any portion of such income, property, or assets be distributed to any member upon the dissolution of the Corporation unless said member meets the qualifications of Article IX below. Members shall not be personally liable for the debts, liabilities, or obligations of the Corporation and shall not be subjected to any assessments (other than their annual dues).

ARTICLE IV: AFFILIATE ORGANIZATIONS
Section 1. The Association shall recognize organizations which meet the criteria specified in the Bylaws as affiliate organizations.

Section 2. Recognized affiliate organizations shall have such Constitution and Bylaws privileges as outline in the Bylaws.

Section 3. Association recognition of affiliate organizations shall not constitute endorsement of the activities of the affiliate organization nor a financial commitment on the part of the Association.

ARTICLE V: BOARD OF DIRECTORS
Section 1. Initial Board of Directors. The initial Board of Directors will be comprised of the original incorporators of the Association.
Section 2. Additional Board Members. Additional Board Members can be added upon majority vote of the Association’s Board of Directors and will decide their Board status (voting or ex officio non-voting).

ARTICLE VI: OFFICERS
Section 1. Officers. The Officers of this Association shall consist of the President, Vice President, Secretary, Executive Director, and the Immediate Past President.
Section 2. Terms of Office. For the first year of existence, all officer positions will be for one year. After the first year, the terms of office for President, Vice President, and Immediate Past President will be for two years, and the terms of office for the Secretary and the Executive Director will be for three years.
Section 3. Succession.
1. The Vice President shall automatically succeed to the office of the President upon the expiration of the President’s term of office.
2. The Vice President shall succeed the President should the President’s office become vacant through death, resignation, or disability.
Section 4. All Officers will act in accordance with the Officers’ provisions of the Tennessee Nonprofit Corporation Act as stated and amended by the state of Tennessee.

ARTICLE VII: EXECUTIVE COUNCIL
Section 1. Membership. The Membership to the Executive Council of the Association shall be the President, Vice President, Secretary, Executive Director, Immediate Past President, and two At-Large Members.
Section 2. Terms of Office. Newly elected Officers and Council Members shall assume office at the close of the business meeting of the annual convention of the National Communication Association (NCA) with the exception of the Executive Director, who shall take office as provided in the Bylaws.
Section 3. Meetings. The Executive Council shall meet at least once per year.
Section 4. Duties and Responsibilities. The Executive Council shall receive reports, initiate action, grants, or projects or purposes appropriate to the Association, and oversee the long-range planning for the Association. In the period between annual NCA conventions, the Executive Council shall act for the membership of the Association.

ARTICLE VIII: STANDING COMMITTEES, REGIONS, AND REGIONAL COMMITTEES
Section 1. The Constitution will be amended by the end of the Association’s first year by the Board of Directors.
Section 2. The Constitution will be amended after the Association’s first year:

ARTICLE IX: DISSOLUTION
Section 1. Upon dissolution, all of the Association’s remaining assets after payment of all costs and expenses of such dissolution shall be distributed subject to the requirements of Section 617.1406, Tennessee Statutes, and (i) 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, and (ii) to the U.S. Federal Government for a public purpose, or (iii) to a state or local government for a public purpose.
Section 2. Remaining assets shall be distributed to one or more corporations, funds, foundations, or learned societies such as the Board of Directors may select, organized or operated exclusively for charitable, scientific, literary, or educational purposes.

Section 3. No part of the net earnings shall be distributed to the benefit of any private shareholder, member, or individual, and which does not carry on propaganda or participate or intervene in any political campaign.

BYLAWS

ARTICLE I: MEMBERSHIP

Section 1. There shall be four categories of membership: Regular, Young Minds, Associate, and Lifetime.

Section 2. Individual Association membership shall be open, upon application, to any interested person upon payment of the current annual dues. All memberships (e.g. Regular (faculty/scholar), Young Minds (student), etc) are individual and non-transferable memberships. Active individual membership is a requirement for all elected and appointed positions that support and represent the Association.

Section 3. Additional Membership Categories. The Board of Directors and Executive Council jointly can vote on proposal for additional membership categories and rates as situations arise.

ARTICLE II: DUES AND FEES

Section 1. Categories.

1. Dues and fees of the Association shall be established for the following categories:
   a. Regular (Faculty/Scholar) Membership: $20 USD hard currency countries/$10 USD soft currency countries
   b. Young Minds (Student) Membership: $5 USD hard currency countries/$2.50 USD soft currency countries
   c. Association (Practitioner) Membership: $10 USD hard currency countries/$5 USD soft currency countries
   d. Lifetime Membership: $200 USD hard currency countries/$100 USD soft currency countries.

Section 2. Establishment of Rates. The rates for the Association’s first year of existence will be established by the Board of Directors. After the first year, the rates for the dues in each of the membership categories shall be established by two-thirds (2/3) vote of the membership. The rates for the dues will be revisited every three years, unless a special or unforeseen circumstance or event warrant re-visititation earlier than the three year cycle.

Section 3. The Board of Directors and the Executive Council jointly can vote on proposals for additional membership categories and rates as situations arise.

ARTICLE III: NOMINATIONS, ELECTIONS, AND APPOINTMENTS

Section 1. Nominating Committee.

1. Method of Selection.
a. The Nominating Committee shall consist of the Immediate Past President of the Association, as Executive Chair, and two elected, voting-eligible members.
b. All elected, voting-eligible members shall serve for one year.
c. The Executive Committee Chair or designated proxy shall give a report to the membership yearly.

2. Responsibilities.
   a. Nominations for the Slate of Officers within the Committee’s purview may be made by the following methods:
      i. By members of the Nominating Committee.
      ii. Any CAER member in good standing may recommend individual(s) to the Nominating Committee.
      iii. Nominators may submit materials supporting nominees.
   b. The Nominating Committee shall consult with all possible nominees to ensure each individual is aware of the responsibilities of the office to which they are being nominated, and to receive affirmation of nominee acceptance if elected. Nominees must be members in good standing at the time of the nomination.
   c. If there are more than one nominee for an open position that falls within the purview of the Nominating Committee, the Nominating Committee will vote to decide the advancing nominee.

Section 2. Officers to be Elected.
   1. Officers to be elected every two years are the Vice-President and two At Large Members to the Executive Council.
   2. Officers to be elected every three years are the Secretary and the Executive Director.

Section 3. Election.
   1. At least twenty-one (21) days before the annual convention of the NCA, the Nominating Committee’s Executive Chair will present to the Secretary the slate of Nominees.
   2. At least fourteen (14) days before the annual convention of the NCA, the Secretary will make available the slate of nominees to each Association member who is in good standing at the time.
   3. This ballot shall contain the names of the nominees for open offices.
   4. Voting will occur electronically. At least fourteen (14) days before the business meeting of the annual convention of the NCA, the Secretary will issue the ballot to all Association members in good standing. Ballots must be received by the Secretary by the beginning of the business meeting to be considered valid.
   5. The Nominating Committee’s Executive Chair, or designated proxy, is charged to present the nominees to the membership at the business meeting of the annual convention of the NCA.
   6. All electronic ballots received by the Secretary will be verified by the Executive Director at the close of voting.
   7. The terms of office for all elected nominees shall commence at the end of the business meeting of the annual convention of the NCA, and continue for two consecutive years.
Section 4. Officers to be Appointed.
1. The Executive Director shall be appointed by the Board of Directors and the Executive Council.
2. The term of office for the Executive Director shall commence at the end of the business meeting of the annual convention of the NCA, and continue for three consecutive years.

ARTICLE IV: BOARD OF DIRECTORS
Section 1. Per Section 48-58-101 of the Tennessee Nonprofit Corporation Act, as stated and amended by the state of Tennessee, the duties of the Board of Directors shall be, except as provided in Chapters 51-68 or subsection (c) of the Tennessee Nonprofit Corporation Act, all corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of the Board of Directors.

Section 2. Per Section 48-058-105 of the Tennessee Nonprofit Corporation Act, the Board of Directors’ terms may not exceed five years.

Section 3. Per Section 48-58-105 of the Tennessee Nonprofit Corporation Act, the Board of Directors may be elected to succeeding five year terms.

Section 4. The Board of Directors, in conjunction with the Executive Director, and under guidance from the Executive Council, will approve association expenditures over $500 USD.

ARTICLE V: OFFICERS AND ADDITIONAL EXECUTIVE COUNCIL MEMBERS
Section 1. Duties of Officers.
1. The President shall perform the following duties and such other related duties as shall arise: Preside at all business meetings of the Association (if the President is unable to preside, the Vice President will preside instead); Create and distribute the agenda of the business meeting; Appoint and notify all committees except those otherwise provided for; Provide oversight of Standing Committees, Regions, and Regional Committees; Serve as liaison officer between CAER and all other similar or related groups, associations and/or organizations; facilitate the performance of the Constitutional duties of all other officers and committees.

2. The Vice President shall perform the following duties and such other related duties as shall arise: Serve as program coordinator for CAER at conferences and conventions; Assist the President in promoting the activities and interests of the Association as needed or requested.

3. The Secretary shall perform the following duties and other such related duties and activities as shall arise: Ensure that the Association’s members receive notice of meetings and activities of the Association and of the Executive Council, unless the transmission of such notices has been otherwise assigned; Create a periodic Association Newsletter for dissemination via social media; Conduct electronic ballot voting of all nominated officers; Establish a historical Record of CAER; Assist the President and Vice President in promoting the activities and interests of the Association as needed or requested; Take minutes of all official Association business meetings.

4. The Executive Director shall serve perform the following duties and other such related duties as shall arise: Serve as Registered Agent of the Association and
perform all ordinary duties of the Treasurer; Shall furnish a financial report at business meetings (the Executive Director shall incorporate into the report a financial accounting of the Association’s yearly income and expenditures); Establish and maintain the Association’s bank account and will grant access to that account to at least one other Association member in good standing and/or one other Board of Director in good standing for accounting transparency; Have discretionary spending up to $500 USD; Shall appoint a Website Editor; Shall negotiate and sign all contracts on behalf of the Association, subject to the approval of the Board of Directors; will serve as an *ex officio* member of Standing and Regional Committees that pertain to Association finances and funding.

5. The Immediate Past President shall perform duties accepted in consultation with the President and/or Board of Directors as well as other duties specified in the Constitution and/or Bylaws.

6. Additional Members of the Executive Council (At Large Members) shall vote on all matters presented by or the Executive Council; shall perform duties as decided upon by the Officers of the Executive Council.

Section 2. Vacancies. The Executive Council shall have the authority to fill any vacancy, other than the Presidency, created by the death, resignation, or disability of an elected Officer of the Association.

**ARTICLE VI: MEETINGS**

Section 1. Business Meetings. The Association shall hold at least one business meeting per year.

Section 2. Strategic Planning Meeting. Upon the call of the President, the Board of Directors, the Executive Council, and the standing Planning Committee, shall meet for the purpose of strategic planning. No more than 5 years shall elapse between such meetings. The President is responsible for providing a summary report of the meeting to be filed with the Executive Director and to be presented at the subsequent business meeting.

Section 3. Quorum. Those members of the Association present at a regularly scheduled and announced meeting of the Association shall constitute a quorum.

**ARTICLE VII: AFFILIATE ORGANIZATIONS**

Section 1. Affiliate organizations. The Board of Directors and the Executive Council jointly can approve the association of CAER with all other similar or related discipline and disciplinary-related groups, organizations, and associations.

**ARTICLE VIII: STANDING COMMITTEES, REGIONS, AND REGIONAL COMMITTEES**

Section 1. Standing Committees. The Standing Committees and their purposes shall be:

1. Finance Committee, whose purpose shall be to assist the Executive Director with preparing an annual budget, present it to the Board of Directors and the Executive Council for approval; maintain a balanced budget and supervise its use. The Executive Director shall be an *ex officio* Committee member.

2. Nominating Committee, whose purpose shall be to nominate slates of candidates for positions within their purview or candidate(s) for offices that
may be vacant, and perform such duties as prescribed in Article III.

3. Planning Committee, whose purpose shall be to develop long-term objectives and goals for the Association; to consider the internal and external functioning of the Association with specific reference to its organization and effectiveness as they relate to the mission, objectives, and purposes of the Association; to study changes to the field of communication globally and present a report to the membership as necessary.

4. Outreach and Membership Committee, whose purpose shall be to maintain and promote Association memberships and to assist the President with establishing relationships with other groups, associations, and/or organizations.

5. Grants Committee, whose purpose shall be to maintain the Association’s current funding opportunities for Association members and to publicize said list via the Association’s website and social media; to provide assistance to Association members who are pursuing grants; and to assist the Association’s grant activities. The Executive Director shall be an *ex officio* member.

6. Creative Committee, whose purpose shall be to research, plan, and develop ideas for Association revenue enhancement. The Executive Director shall be an *ex officio* member.

7. Social Media Committee, whose purpose shall be to maintain the Association’s social media activities, including the website, Facebook, and YouTube, and to assist with the developing of content from other members to be disseminated through the Association’s social media channels.

8. Young Minds Committee, whose purpose shall be to actively develop student leadership, networking, and outreach activities to enhance their education and/or future careers.

Section 2. Standing Committee Appointment.

1. Standing Committees should consist of at least three members in good standing with the Association.

2. Standing Committee members will be known as “Executive Chair” and “Executive Member.”

3. The Executive Council will appoint the Executive Chairs’ of the Standing Committees who will report to the President.

4. For the first year, all members of the Standing Committees shall be appointed for a term of one year. Beginning with the second year of Association existence, members of the Standing Committees shall be appointed for a term of three years. Member can opt to remain with their Standing Committees or move to other Standing Committees.

Section 3. Reports. Each Standing Committees’ Executive Chair, or its designated proxy, shall present a report to the Membership at business meetings, or upon the request of the President who shall be empowered to request reports of progress during the year.

Section 4. Regions. The Association will be divided into two Regions: Eastern Europe and Central Asia.

Section 5. Regional Committees. The Association will have regional academic, scholarly, and/or disciplinary Regional Committees.

1. The Regional Committee will include, but are not limited to, applied communication, business communication, critical/cultural communication,
digital communication, education, gaming, intercultural communication, journalism/media studies, political communication, public relations, religious communication, rhetorical studies, and strategic communication.

2. Regional Committee members will be known as “Executive Chair” and “Executive Member.” Executive chairs will report to the President.

3. Regional Committee Executive Chairs will be responsible for recruiting additional committee members and ensure these members become Association members in good standing.

4. New Regional Committees may be created if the following conditions are fulfilled: (i) a written request is submitted to the Executive Council supported by a minimum of 3 existing Association members or new members who will become Association members in good standing and (ii) include in the written request an outline of the Regional Committee’s objectives that shall be in accordance with the Association’s mission, purposes, and objectives.

Section 6. Limits of Standing Committee and Regional Committee Membership.

Section 7. Terms of Service for Standing Committee and/or Regional Committee Members. For the first year of the Association’s existence, the term of service will be for one year. Beginning with the second year, terms of service will be for three years.

Section 8. Special Ad Hoc Committees. The President may appoint special ad hoc committees and its members as deemed necessary and desirable to assist in carrying out the Association’s mission or activities for the year. Such appointments will expire (i) upon conclusion of the Committees’ activity/activities, (ii) after one year; or (iii) with the end of the current President’s term in office.

ARTICLE IX: REMOVAL OF MEMBERS

Section 1. The Board of Directors may remove a Board of Director, with or without cause, by majority vote of the remaining voting-eligible Board of Directors.

Section 2. The Board of Directors may remove the Executive Director, with or without cause, by majority vote of the voting-eligible Board of Directors.

Section 3. The Board of Directors may remove the Association’s Officers and other Executive Council members, with or without cause, by majority vote of the voting-eligible Board of Directors.

Section 4. The Executive Council may remove an Association member, with or without cause, by majority vote of the Executive Council members who are in good standing with the Association. Appeals can be made to the Board of Directors, whose majority vote of voting-eligible members will constitute a final decision.

ARTICLE X: PARLIAMENTARY AUTHORITY

Section 1. The American Institute of Parliamentarians Standard Code of Parliamentary Procedure, most recent edition, shall be the parliamentary authority for all matters of procedure not specifically covered in the Constitution and/or Bylaws.

Section 2. Unless noted elsewhere, ex officio means non-voting.

Section 3. Parliamentarian. The President may appoint a parliamentarian to serve at the President’s pleasure.
ARTICLE XII: ADOPTION OF THE CONSTITUTION

Section 1. The Constitution shall be initially adopted by vote of the Board of Directors for its first year of existence.

Section 2. Changes to the Constitution to correlate with the Association's second year of existence will be adopted by two-thirds (2/3) vote of voting-eligible members by the end of the 2016 annual convention of the NCA.

Section 3. Changes to the Constitution after the Association’s second year of existence will be adopted by two-thirds (2/3) vote of voting-eligible members at an appropriate time designated by the Executive Council.

ARTICLE XIII: ADOPTION OF THE BYLAWS

Section 1. The Bylaws may be amended within the Association’s first year by the Board of Directors.

Section 2. Changes to the Bylaws to correlate with the Association’s second year of existence will be adopted by two-thirds (2/3) vote of voting-eligible members by the end of the 2016 annual convention of the NCA.

Section 3. Changes to the Constitution after the Association’s second year of existence will be adopted by two-thirds (2/3) vote of voting-eligible members at an appropriate time designated by the Executive Council.

ENABLING CLAUSES

The President, with the assistance and guidance of the Board of Directors and the Executive Council, shall be responsible for formulating the necessary policies, procedures, and documents needed to facilitation the functioning of this document.

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Drafted: 7 October 2015
Last Updated: 27 October 2015
Approved: 1 November 2015