

**PMA: THE INTERNATIONAL ASSOCIATION FOR THE PHILOSOPHY OF
MATHEMATICS, INC.**

STATUTES AND BYLAWS

ARTICLE I: MISSION

The International Association for the Philosophy of Mathematics, Inc. (hereinafter PMA or the Association) exists for the purpose of promoting and supporting the study of and research in the philosophy of mathematics. It construes this subject broadly and takes it to include the study and investigation of pertinent topics in allied subjects and disciplines. These include parts of the larger study of mathematics, logic, the foundations of mathematics, computer science, cognitive science, the history of mathematics, the history and philosophy of science and philosophy and its history.

It also recognizes that the philosophy of mathematics can profitably be studied and investigated by diverse methods, from vantages afforded by different trainings and from different perspectives.

To facilitate scholarly exchange among the members of this broad and diverse community, the PMA commits itself to plan and sponsor workshops and conferences, to support publications and ongoing scholarly and professional discussions among its members and to gather and disseminate information of general interest to its members. It will also pursue effective means of encouraging the financial support of scholarship in the philosophy of mathematics by individual, institutional and other sources.

ARTICLE II: MEMBERSHIP, PARTICIPATION & GENERAL PROCEDURES FOR ELECTIONS

Section 1: Membership, General Conditions. Persons of any nationality who are interested in the philosophy of mathematics are eligible for membership in the PMA. The timely payment of annual dues will generally qualify one for annual membership in the PMA.

Section 2: Membership, Categories. There shall be four categories of membership: normal, special, institutional and sustaining.

Normal members in a given year shall be those non-special, non-institutional, non-sustaining members from whom the timely payment of Association dues for normal members for that year have been received.

Special members in a given year shall be those from whom the timely payment of Association dues for special members for that year have been received. Persons who may qualify for special membership include student members (graduate or undergraduate students in good standing at a recognized institution of higher learning), emeritus members (persons retired from full-time employment), part-time employees and those who are unemployed.

Institutional members shall include those universities, scientific and scholarly institutions and organizations, foundations and corporate entities who effectively support the Association's mission and who submit timely payment of institutional dues for that year.

Sustaining members shall be those supporters of PMA whose contributions to it are judged by the Board to warrant lifetime membership in it.

The *non-institutional members* of the PMA are stipulated to be its normal, special and sustaining members.

Section 3: Dues. Annual dues or other contributions for the various categories of membership shall be determined by the Board of the Association. The Board shall further be empowered to modify dues in such particular cases as it judges to be compelling.

Section 4: Rights and Privileges of Membership. Non-institutional members of the Association shall be eligible to actively participate in its meetings, its elections and its other functions.

Members shall be given access to the Association's website and other normal member services.

Non-institutional members shall be further entitled to vote in the Association's duly scheduled elections and to participate in its official business meetings. The former will ordinarily be conducted by email. The latter will ordinarily be held at the biennial meetings of the Association.

Non-institutional members shall also be eligible to stand for election to the Association's various committees, to its Board and to its offices.

Members who desire to serve in any of these capacities should give timely notice to the Board that they do. The Board will then consider them in its nominative discussions.

Non-institutional members of the Association who receive the timely, confirmed support of fifteen members of the Association for a given office or committee assignment will ordinarily be included in the list of nominees brought to the Association by the Board for a given election.

Section 5: Services for Non-Members. Resources permitting, non-members who notify the Association will be included in its stream of general communications.

Section 6: General Conduct of Elections. The Association's elections will generally proceed according to the following scheme: (i) general call for nominations issued by the Board or its representative(s), (ii) selection and announcement of official nominees by the Board or its representative(s), (iii) conduction of election, (iv) announcement of results.

ARTICLE III: THE OFFICERS, THE EXECUTIVE AND THE BOARD

Section 1: Officers & Executive. The Officers shall be a President, a Vice-President, a Treasurer and, when the Board deems it appropriate, a President-elect. These Officers shall collectively form the Executive. Individually, they shall also be members of the Board *ex officio*.

Section 2: Responsibilities of the Executive. The Executive shall perform the customary duties of its various offices unless otherwise stated. It shall also have responsibility for the performance of the following specific tasks:

- (i) the official record-keeping of the Association (e.g. the keeping of membership lists and of the official actions of the Association),
- (ii) the timely notification concerning membership dues,
- (iii) the proper deposit and management of Association funds,
- (iv) with the Board's assistance, the maintenance of the Association's tax-exempt status through the keeping of appropriate records and the timely filing, renewal or updating of required documents, and
- (v) the diligent advisement of the Board on matters pertaining to the mission, operation and conduct of the Association

The Executive shall divide its collective duties and responsibilities according to a scheme approved by the Board and consistent with the clear delineation of duties and responsibilities of the Officers.

Section 3: The Board. The Board shall consist of the officers plus five (5) non-institutional members elected by and from the non-institutional membership of the Association at large.

Section 4: Responsibilities of the Board. The Board shall be the responsible agent of the Association, and will have general charge of the affairs of the Association. Its chief function shall be

- (i) to promote the Association, its mission and its support,
- (ii) to encourage and promote membership in the Association, and
- (iii) to formulate and give effect to major policies and decisions of the Association.

Section 5: Terms of Office. The Officers shall be elected by ballot for three year terms. The terms of office of the other five elected members of the Board shall be as follows: two for three year terms, two for two year terms, and one for a one year term.

Incumbent officers may be elected for consecutive terms, but may not serve more than two consecutive terms. Terms shall begin on July 1st and expire on June 30th.

Incumbent Board members may be elected for consecutive terms, but may not serve more than ten consecutive years as Board members.

Vacancies among Officers or other Board positions may and ordinarily will be filled by appointment of the Board.

Section 6: Actions of the Board. Proposals approved by a majority of the Board shall be considered adopted. Voting may be conducted by email or at face-to-face meetings. For face-to-face meetings a quorum shall consist of five of the nine members of the Board. Decisions made by the Board shall go into effect immediately or as agreed upon by the Board.

Section 7: Board Meetings. The Board will hold an annual business meeting to convene on or before June 1st of each year. This meeting may be held either electronically or face-to-face.

Section 8: Notification of Actions & Referenda. Proposals deemed by the Board to be of compelling general interest to members of the association will generally be advertised and circulated electronically among the membership of the Association that has provided a functioning email address prior to official decision by the Board.

Referenda on proposals adopted by the Board shall ordinarily be brought before the Association upon timely petition of twenty signatories with the Secretary of the Association. The Board shall be overruled if and only if a majority of the Association membership vote to overrule.

ARTICLE IV: MEETINGS

The Board shall be empowered to call both business and scholarly meetings of the Association as a whole. They shall choose locations. They shall also appoint Program and Planning Committees to organize and arrange for these meetings.

The Planning Committee will be charged to secure a conference venue well in advance of the meeting to be held. In cooperation with the Program Committee, they will also be responsible for scheduling and arranging facilities for the various events which together make up the larger meeting.

ARTICLE V: COMMITTEES

Nominating Committee. In connection with each regular election of officers or of Board members, the Board shall assemble a Nominating Committee. The Nominating Committee shall consist of seven non-institutional members. Three shall be members of the Association appointed by the Board. Four shall be members of the Association elected by the non-institutional membership as a whole. The Board will identify the candidates for these two positions by soliciting nominations from the non-institutional membership as a whole and choosing those candidates who garner the greatest support.

The Nominating Committee will report to the Board in a timely manner prior to the conduction of each election. The Board will receive their recommendations and arrange for their timely announcement to the membership at large.

The Board will certify the results of all elections and inform the membership of them within ten days of said certification.

Fellowships & Publications Committee. The Board will appoint a Fellowships & Publications Committee consisting of three non-institutional members of the Association. This committee will be charged with (i) identifying and advertising fellowship opportunities for association members, (ii) overseeing all publications of the Association and (iii) overseeing the operation and maintenance of the association's official website(s). The Fellowships & Publications Committee will report and make recommendations to the Board of the Association. The Board will take up these recommendations in a timely manner and will act upon them or refer them to another body as it deems most appropriate.

Governance Committee. The Board shall periodically appoint a Governance Committee to review the statutes and bylaws of the Association and to advise the Board concerning them.

Other Committees. The Board shall be empowered to form any ad hoc committee it deems necessary or helpful for the effective operation of the Association.

ARTICLE VI: AMENDMENT OR REPEAL OF STATUTES AND BYLAWS

Subject to the power of the non-institutional members of the Association to adopt, amend or repeal its Statutes and Bylaws and except as may otherwise be specified under provisions of law, any or all of these Statutes and Bylaws may be altered, amended, or repealed and new Statutes and Bylaws adopted by approval of the Board.

ARTICLE VII: ASSOCIATION INTELLECTUAL PROPERTY

The Philosophy of Mathematics Association, Inc. owns material designated "copyright PMA." Fees will not be charged, products will not be distributed for sale or marketed, and determination of conditions for use of copyright material by others (at no charge) will be made by vote of the Board.

ARTICLE VIII: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1: Execution of Instruments. The Board shall be empowered to authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association.

Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it financially liable for any purpose or in any amount.

Section 2: Checks and Notes. Except as otherwise specifically determined by the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer of the Association.

Section 3: Deposits. All Association funds shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board may select.

Section 4: Gifts. The Board may accept on behalf of the Association any contribution, gift, bequest, or device for the nonprofit purposes of this corporation.

ARTICLE IX: ASSOCIATION RECORDS

Section 1: Minutes of Meetings. Minutes of Board meetings and general members business meetings shall be kept by the Executive.

Section 2: Account Books. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of the Association's assets, liabilities, receipts, disbursements, gains and losses, shall be kept by the Executive.

Section 3: Membership List. A record of the members of the Association, indicating their names and addresses and the class of membership held by each member and the termination date of any membership, shall be kept by the Executive. This membership list shall be made available to the members annually by electronic means.

Section 4: Association Documents. A copy of the Association's Articles of Incorporation and statutes and bylaws as amended to date shall be kept by the Executive. The Executive shall make these open to inspection by the members of the Society by electronic means.

ARTICLE X: IRS 501(C)(3) TAX EXEMPTION PROVISIONS

Section 1: Limitations on Activities. No substantial part of the activities of the Association shall consist in the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code]. The Association will also not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Statutes and Bylaws, the Association will not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2: Prohibition Against Private Inurement. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3: Dissolution & Distribution of Assets. Upon the dissolution of the Association, its assets remaining after payment, or provision for payment, of all its debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE XI: CONFLICTS OF INTEREST

Section 1: Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organizations interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the Board or of some other committee having powers delegated by the Board. This policy is not intended to replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions. (i) Interested Person: Any member of the Board, or member of a committee with powers authorized by the Board, who has a direct or indirect financial interest, as defined below, is an interested person.

(ii) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement,
- b. A compensation arrangement with any entity or individual with which the Association has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3: Disclosure Procedures. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and/or the appropriate committee authorized by the Board concerning the proposed transaction or arrangement.