

THE CONSTITUTION AND BY-LAWS OF THE NATIONAL ASSOCIATION FOR PROFESSIONAL DEVELOPMENT SCHOOLS

ARTICLE I. NAME

The name of the Association shall be the National Association for Professional Development Schools (here and after referred to as the Association) The Association is an eleemosynary corporation registered in the State of South Carolina.

ARTICLE II. PURPOSE

The Association shall serve as a means for validating P-12/higher education partnerships and the processes and work of these collaborative ventures. These purposes are expressed through the vision and mission statements.

The vision of the Association is to serve as an advocate for the educational community that is dedicated to promoting the continuous development of collaborative school/higher education/ community relationships and to create and sustain genuine collaborative partnerships between P-12/higher education through:

- Equal representation of, and access for, all educators invested in improving education;
- The dissemination and exchange of best practice found in P-12/higher education partnerships;
- The diversity of its members, partnerships, and the global society in which we live;
- The complex relationships between P-12 and higher education partners, and the wider diversity inherent in those communities;
- Continuing advocacy centered around the P-12/higher education professional development relationship; and
- Supporting teacher leadership in the P-12/higher education community through an agile and responsive organization.

The mission of the Association is to function as a collaborative unit to support and advocate for continuing partnerships across the P-12/higher education community as a center for the discovery and sharing of knowledge that shapes educator leadership and practice.

The mission of the Association shall be achieved through:

- A leadership structure committed to advocating for association members. The president-elect, president, and immediate past-president posts must represent members of both the P-12 and higher education communities at all times. So, too, must the membership of the Board of Directors;
- A website for the sharing of knowledge to, and by, the membership;
- A periodic newsletter designed as an outlet for the dissemination of best practice/applied research, pertinent news, and announcements;
- A refereed journal to disseminate the best research, curricular models, and successful policies in the Professional Development School community; and

- An annual conference committed to sharing the most effective partnership work across P-12/Higher Education collaboration.

ARTICLE III. MEMBERSHIP

1. Eligibility.

Eligibility for individual membership shall be based on present or past active interest and/or participation in Professional Development Schools.

2. Membership.

Membership shall be any eligible person who is current in payment of their dues. Individual members have rights and privileges for membership, including the right to attend business meetings of the Association, to participate in its affairs, to receive the publications of the Association, and to vote for election of officers. Only members from the P-12/higher education communities may serve as officers of the Association.

3. Dues.

Individual membership dues shall be determined by the Executive Council and are to be paid annually. Any member who is in arrears will be presumed to have resigned from the Association and will be ineligible to participate in the affairs of the Association.

4. Duties and liability.

The Executive Council and members of any committee designated by the Executive Council shall discharge their duties in good faith and with diligence, care, and skill. In discharging duties related to the Association, no member of the Association shall be personally liable for any actions taken or commitments made in good faith by themselves or any other member or by the membership at large. Further, any Executive Council member, Association member, or other individual is enjoined from incurring, in the name of the Association, financial obligations above and beyond those indicated in the official budget, except as authorized to do so by the Executive Council. No member, director, or Executive Council member shall be personally liable for any debts incurred by the Association.

ARTICLE IV. THE EXECUTIVE COUNCIL AND BOARD OF DIRECTORS

1. Composition.

The Executive Council shall consist of nine Association members: the Immediate Past President, President, President-Elect, Secretary, Chief Financial Officer, and committee Chairs. Of these, the President-Elect and Secretary shall be elected by the membership. The five elected members shall appoint a Chair for each of the following committees:

- The Conference Program Committee,
- The Membership Committee, and
- The Policy and Governmental Relations Committee.

In making these appointments, the five elected members of the Executive Council shall address issues of diversity and regional representation. At the discretion of the President, ad hoc committees may be formed. Chairs of ad hoc committees shall not be members of the Executive Council but shall report to a member of the Executive Council as designated by the President.

The Board of Directors shall consist of three members elected by the membership whose term shall be 3 years in length. The current President of the Executive Council shall serve as a fourth and ex-officio member of the Board of Directors. The Board of Directors shall oversee the activities of the Executive Council and the budgetary process of the Association.

2. Terms of Office.

The President-Elect and Secretary shall be elected by the members of the Association. New officers are announced each November and are installed at the end of the general business meeting at the annual conference. The President-Elect position requires a three-year commitment, as that office transitions into the President and Immediate Past President positions in the second and third years. Each year the Association members shall vote for the next President-Elect. The Secretary office is held for a two-year term. The committee Chairs shall be appointed for two-year staggered terms. The person serving as Past President may not serve on the Executive Council in the year following the completion of his/her term. The Secretary and committee Chairs may serve for two consecutive terms.

3. Responsibilities.

The nine member Executive Council shall manage the affairs of the Association. Each member shall have one vote, and the Executive Council together shall be responsible for setting policy and acting on all matters of concern to the Association. The actions of the Executive Council shall represent the interests of the general membership of the Association. The Executive Council shall communicate the official position the Association.

Elected Executive Council Members:

- 1) The Immediate Past President shall serve as advisor to the President.
- 2) The President shall serve for one (1) one-year term, shall preside at Executive Council and business meetings, and shall have general supervision of the affairs of the Association. The President, or a designee, shall express policy of the Association in the organization's official publications.
- 3) The President-Elect shall automatically succeed the President after the completion of the one-year term. In the absence of the President, the President-Elect shall assume the duties of the President.
- 4) The Secretary shall issue notices of Executive Council and business meetings of the Association and keep and publish minutes thereafter.

Appointed Executive Council Members

The Chief Financial Officer (CFO) shall be nominated to Board of Directors via the Executive Council. The Board of Directors has the authority to approve the nomination.

1. The CFO shall have custody of all funds of the Association and shall keep regular books of the account. The CFO shall act as the Association's contact for the U.S. Internal Revenue Service and be responsible for matters pertaining to the

Association's tax status and compliance with U.S. Internal Revenue Service regulations. The CFO shall countersign all investments as required and shall be authorized to collect and disburse all funds of the Association given the authorization of the President. The CFO shall be authorized to make payments of \$2500 or less. Payments in excess of \$2500 shall require the additional written authorization of the Association President. The CFO shall be responsible for presenting an annual budget proposal for the fiscal year that will be presented to the officers at the annual general business meeting. In addition, the Chief Financial Officer shall provide regular budget activity to the members of the Executive Council at the general business meeting of the Association and at each Executive Council meeting. The CFO shall be responsible for receiving funds for membership and conference registration and for keeping all appropriate records. With any change in CFOs, the outgoing CFO shall have 30 days following the annual conference to transfer funds and accounts to the incoming CFO. During that 30-day period, an internal audit shall be required. Additional audits, either internal or external, may be requested at any time by the Executive Council. The Chief Financial Office (CFO) shall be an ex officio non-voting member of the Executive Council.

Committee Chairs:

Each Chair shall recruit other committee members to assist him or her with the work of that committee. Each committee must include members who represent both P-12 and higher education PDS experience.

- 1) The Conference Program Committee shall be responsible for developing the theme and program of the annual conference and shall assist the Executive Council and/or their designee in the planning and managing of that conference. This committee shall coordinate and supervise the conference activities and shall coordinate with the Executive Council. All recommendations shall be subject to approval by the Executive Council.
- 2) The Membership Committee shall be responsible for designing, developing, and implementing strategies for increasing membership. This committee shall be responsible for the creation of recruitment literature, shall vet all nominations for the elected members of the Executive Council in any given year, and shall provide a slate to be voted on by the membership at large.
- 3) The Policy and Governmental Relations Committee shall administer any liaison activities between the Association and those committees of the federal and state governments and other professional organizations that concern the work of the Professional Development School movement.

Ex Officio Non-Voting Members of the Executive Council

2. The Association journal, School-University Partnerships, editor shall be an ex officio non-voting member of the Executive Council.
3. The Association newsletter editor shall be an ex officio non-voting member of the Executive Council.

4. The Chief Financial Office (CFO) shall be an ex officio non-voting member of the Executive Council

4. Resignation and Vacancies.

Any Executive Council member may resign at any time by giving written notice to the President. The resignation shall be effective upon receipt by the President or at a subsequent time as specified in the notice of resignation. Any Executive Council member may be removed for cause by a majority vote of the other members of the Executive Council. Any vacancy in the Executive Council occurring during the year of service may be filled by a President's appointment. The appointee shall serve as an interim Council member to complete the term.

The Executive Council of the Association may freely make contracts, enter into transactions, or otherwise act for and on behalf of the Association, provided that any contract, transaction, or act on behalf of the association shall not violate the by-laws of the association or laws of the State of South Carolina.

6. Compensation.

Executive Council and Board of Directors members shall not receive compensation for their services, but may be reimbursed for expenses.

ARTICLE V: MEETINGS

1. General Business Meeting of Members.

The general business meeting of the Association shall be held at the annual conference. At this meeting, the Executive Council and committee Chairs shall report on business transacted over the prior year as well as plans for future work. The agenda for the meeting shall be announced by advanced written notice. In all cases to which they apply and do not conflict with the provisions of the by-laws, Robert's Rules of Order, most current edition, shall govern business meetings of the Association.

2. Board of Director and Executive Council Meetings.

The President shall schedule a meeting of the current and incoming Executive Council members at the annual conference prior to the general business meeting. In addition, the Executive Council will meet semi-annually with further meetings as determined by the President. The Board of Directors shall meet annually. Such meetings shall be announced by written notice (postmarked or electronically) at least thirty days in advance. At a meeting of the Executive Council, six of the nine members, including the President or President-Elect, must be present to constitute a quorum. At a meeting of the Board of Directors, two of the three members must be present to constitute a quorum. Board of Director and Executive Council Meetings can, at their discretion, be conducted by electronic means.

3. Quorum.

At any duly called (non-Executive Council) meeting, the membership of the Association present shall constitute a quorum. A duly called meeting shall be announced by written notice (postmarked or electronically) at least thirty days in advance.

4. Voting.

At every duly called meeting of members, each member whose dues are current, shall be entitled to one vote. All motions shall be decided by a majority vote. The Chief Financial Officer shall make and certify a complete list of names and contact addresses of those members entitled to vote at membership meetings. This list will be available at meetings for convenient reference and as prima facie evidence as to the members entitled to vote and examine the list.

ARTICLE VI. PROHIBITION AGAINST SHARING IN ASSOCIATION RESOURCES

No Association member, or person connected with the Association, or any other private individual shall receive any net earnings of the Association at any time beyond being reimbursed for expenses that accrue in the work of the Association. Further, no persons shall be entitled to share in the distribution of any assets upon the dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed that should the Association dissolve, after all debts have been satisfied, remaining funds shall be paid over exclusively to a non-profit educational organization such as would then qualify under the provision of the Internal Revenue Code as it now exists or as it may be hereafter amended.

ARTICLE VII. EXEMPT ACTIVITIES

No member of the Association or representative of the Association shall take any action or carry on any activity on behalf of the Association not permitted to be taken or carried on a tax exempt organization under the Internal Revenue Code as it now exists or may hereafter be amended, or by an organization to which contributions are deductible under such Code. No Association money shall be used to lobby any local, state, or federal government agency.

ARTICLE VIII. AMENDMENT

These by-laws may be amended or repealed with the approval by a two-thirds majority of the Association members present at any annual conference business meeting or via an electronic or US mail ballot. Proposed amendments and repeals to the by-laws may be received in writing at the annual business meeting or submitted in writing to a member of the Executive Council or Board of Directors to be considered at their meeting. The association President shall mail (US mail or electronically) the proposed changes to the membership not less than sixty days prior to the next conference business meeting if it is to be considered at that time. Votes taken by mail or electronically will be submitted to the membership and will need to be received no more than 30 days from an electronic submission or 60 days from a mail submission of a ballot.

The Executive Council shall undergo a review of the By-Laws every three years.

By-Laws revisions approved at the annual business meeting of the NAPDS:
13 April 2008
15 March 2009