

# CONSTITUTION/BY-LAWS THE NORTH CAROLINA ASSOCIATION OF ELEMENTARY EDUCATORS

(A Non-Profit Corporation)

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## CONSTITUTION

### ARTICLE I

#### Name, Office, and Purpose

- Section 1. Name. The name of the organization shall be the North Carolina Association of Elementary Educators, hereinafter referred to as the "Association".
- Section 2. Principal Office. The principal office of the Association shall be in North Carolina at the address as designated by the voting members of the Board of Directors.
- Section 3. Purpose. The purpose for which the Association is organized is exclusively educational within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this Association shall not carry on any activities not permitted to be carried on by an Association exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue code of 1986 for the corresponding provision of any future United States Internal Revenue law.

Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court, of the county in which the principal office of the Association is then located, exclusively for such purposes.

### ARTICLE II

#### Mission and Goals

- Section 1. Mission. The mission of the Association shall be to advance elementary education in the state of North Carolina.
- Section 2. Goals. Specifically, the goals of the Association shall be to:
- A. promote professionalism;
  - B. provide opportunities for leadership;
  - C. provide opportunities for networking with other elementary educators;
  - D. serve as a(n) voice/advocate for elementary educators and children;
  - E. provide resources that support elementary educators;
  - F. develop and maintain partnerships for teacher education (e.g., among personnel of state agencies, state and national associations, public and independent schools, and colleges and universities);
  - G. promote awareness of practices based on scientific research; and
  - H. promote rigor in instruction.

### **ARTICLE III**

#### **Membership, Voting, and Dues**

- Section 1. Membership. Membership shall be open to educators and all other persons who are interested in the education of elementary-level children and are committed to the goals and purposes of the Association. Initial membership shall be granted upon receipt of a completed application and receipt of appropriate dues. Upon initial granting of membership, a member shall thereafter continue membership as long as the member complies with this Constitution, the By-Laws, and all rules and regulations of the Association, including timely payment of all dues.
- Section 2. Membership Categories. Two categories of membership shall be offered.
- A. Voting Members. This membership category shall include:
1. current and retired elementary teachers and administrators of North Carolina schools;
  2. central office personnel who support and provide leadership for elementary education in North Carolina;
  3. college/university professors who provide support and leadership for elementary education in North Carolina;
  4. North Carolina Department of Public Instruction personnel who provide support and leadership for elementary education.
- B. Associate Members (non-voting). This membership category shall include all persons interested in the education of elementary-level children not mentioned above.
- Section 3. Voting . Each voting member shall be entitled to one vote on each matter submitted to a vote of the members.
- Section 4. Dues. The voting members of the Board of Directors will determine the amount of dues payable to the Association by its members.
- Section 5. Elections. A slate of candidates shall be presented to the full membership for a vote prior to the Annual Elementary School Conference.

### **ARTICLE IV**

#### **Officers**

- Section 1. Officers. The officers of the Association shall be the President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer and shall comprise the Executive Council.
- Section 2. Term of Office. All officers of the Association shall serve one-year terms in the elected office. No officer, except for the Secretary and Treasurer, may serve more than two terms in the same office.
- Section 3. Duties of the Officers. Specific duties of each officer shall be described in the By-Laws and shall be consistent with powers and duties outlined in this Constitution. The general duties of the Association officers shall be to:
- A. provide leadership for the Association;
  - B. direct the business of the Association;
  - C. guide the establishment of policy for the Association;
  - D. develop the annual budget of the Association;
  - E. employ or contract an Executive Director who shall be responsible for the general management of the Association at such time as financially feasible and deemed to be necessary; and

- F. perform such other duties as may be necessary for the efficient functioning of the Association.

## **ARTICLE V**

### **Board of Directors**

Section 1. General Powers. The governing body of the Association shall be the Board of Directors. Of the members of the Association's Board, Officers, Regional Directors, and At-Large Directors shall have full voting rights; Ex-Officio Members shall not have voting rights. The voting members of the Board of Directors shall establish and implement policies to carry out the purposes and goals of the Association.

Section 2. Composition. The Board of Directors shall consist of officers, Regional Directors, At-Large Directors, and Ex-Officio Members, allocated as described below.

A. Officers:

1. President
2. Immediate Past President
3. President Elect
4. Secretary
5. Treasurer

B. Regional Directors. One Regional Director shall be elected from each of the eight education regions in North Carolina.

C. At-Large Directors. Following the election of the Officers and Regional Directors, the Officers and Regional Directors shall appoint up to six At-Large Directors. At least one At-Large Director must represent each of the following job areas:

1. Teachers
2. Principals
3. Central Office Administrators
4. Professors of Education
5. North Carolina Department of Public Instruction (DPI) Administrators

D. Ex-Officio Members. Individuals performing critical tasks for the Association may be designated as Ex-Officio Members of the Board by majority vote of the Officers, Regional Directors, and At-Large Directors. Should an Executive Director be hired, he/she shall be an Ex-Officio Member of the Board.

Section 3. Voting . Officers, Regional Directors, and At-Large Directors shall have full voting rights. Ex-Officio Members shall not have voting rights.

Section 4. Qualifications. Members of the Board must:

- A. hold individual membership with the Association;
- B. agree with the purposes and goals of the Association;
- C. demonstrate the willingness to actively participate in the leadership and direction of the Association;
- D. In addition to the above named qualifications, Officers and Regional Directors must hold licensure and must have completed at least three years of teaching at the elementary level.

Section 5. Terms of Office. The term of new Board Members shall begin upon certification of election results by the current Board of Directors. The term limits for Board members shall be defined in the Association By-Laws.

Section 6. Duties. Specific duties of each Director shall be described in the By-Laws and shall be consistent with powers and duties outlined in this Constitution. The general duties of the Board of Directors shall be to:

- A. conduct the business of the Association;
- B. assist in the establishment of policy for the Association;
- C. approve the annual budget of the Association;

- D. employ or contract an Executive Director who shall be responsible for the general management of the Association at such time as financially feasible and deemed to be necessary; and
- E. perform such other duties as may be necessary for the efficient functioning of the Association.

Section 7. Meetings. Meetings of the Board shall be called by the President as deemed necessary to conduct the business of the Association in a timely manner, or at the written request of one-third of the voting members of the Board.

Section 8. Quorum. At any official meeting of the Board of Directors, the presence of at least a majority of the voting members shall constitute a quorum to transact business.

Section 9. Voting. A majority vote of the voting members of the Board of Directors shall govern.

Section 10. Executive Council.

- A. Composition. A division of the Board of Directors designated as the Executive Council shall consist of the President, the President-Elect, the Immediate Past President, the Secretary and the Treasurer. Should an Executive Director be hired, he/she shall be an Ex-Officio Member of the Board of Directors without voting rights.
- B. Chairperson. The current President shall serve as Chairperson of the Executive Council.
- C. Responsibility. The Executive Council, subject to the authority of the Board, shall:
  - 1. between meetings of the Board, carry out the business of the Association that requires interim action;
  - 2. annually evaluate the performance of the Executive Director, should one be hired; and
  - 3. perform any other duties delegated to it by the Board.
- D. Meetings.
  - 1. The Executive Council shall convene as necessary between meetings of the Board. Meetings of the Executive Council, upon reasonable notice, may be called by the President, or upon written request of any three members of the Council. At any meeting, three members shall constitute a quorum for the transaction of business. Action taken by the Executive Council shall require a majority vote of those participating, provided such majority shall not be less than three votes.
  - 2. The President may initiate communication with the Executive Council between meetings via electronic means. The members of the Executive Council may participate in any meeting via electronic communication, and such participation shall constitute presence in person at such meeting. The President may request action by the Executive Council by ballot. Action taken by ballot with four members indicating agreement shall constitute a valid action.
- E. Reports. The Executive Council shall make an official report at each meeting of the Board of Directors. Between Board meetings, a memorandum shall be sent to all Board members informing them of any action(s) taken by the Executive Council in the interim period.

## **ARTICLE VI**

### **Executive Staff**

Section 1. Employment. When financially feasible and deemed to be necessary, there shall be an Executive Director whose appointment shall be recommended by the Executive Council and approved by the voting members of the Board of Directors. The Executive Director, at a minimum, shall meet the same requirements as voting members of the Association.

Section 2. Role, Authority, and Duties of Executive Director and Other Staff.

- A. The Executive Director shall be an Ex-officio Member of the Board of Directors without voting rights.
- B. The Executive Director shall manage, supervise and direct the operation of the Association through the authority delegated by the Executive Council, subject to approval by the voting members of the Board of Directors.
- C. Other executive staff and consulting personnel shall report to the Executive Director and shall undertake such duties, responsibilities, and authority as may be delegated by the Executive Council, subject to approval by the voting members of the Board of Directors. The Executive Director is authorized to hire, supervise, and discharge such personnel.

**ARTICLE VII**  
**Committees**

Section 1: The Board of Directors shall establish Standing Committees, as needed to carry out the work of the Association. The President shall appoint the members of the Standing Committees and Chair/Co-Chairs for each Committee, subject to approval by the voting members of the Board of Directors. Each Standing Committee shall exist at the pleasure of the Board and shall be subject to the control of the Board. Except as otherwise provided in Association By-Laws or the Board's policies and procedures, members of each committee also shall be members of the Association.

Section 2: Standing Committees. As determined by the Board of Directors, Standing Committees for the Association may include, but are not limited to, the following:

- A. Membership and Benefits Committee
- B. Election/Nominating Committee
- C. Communications Committee
- D. Conference Committee
- E. Procedures Committee
- F. Finance Committee
- G. Professional Development Committee
- H. Awards Committee

Section 3: Subcommittees. Any Standing Committee may set up sub-committees as needed to accomplish the responsibilities of the parent committee, subject to the approval of the Board of Directors.

Section 4: Other Committees. Other committees may be formed by the Board of Directors as deemed necessary.

Section 5: Work of Committees. Procedures governing the work of committees shall be defined in the Association By-Laws and shall be consistent with the provisions of this Constitution.

**ARTICLE VIII**  
**Compensation**

Section 1. No part of the earnings of the Association shall inure to the benefit of its members, directors, officers, or other 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 exempt purposes of the Association.

## **ARTICLE IX**

### **Indemnification**

- Section 1. To the fullest extent permitted by applicable law, the Association shall indemnify each person who, by reason of being or having been a director, officer or employee of the Association, is named or otherwise becomes or is threatened to be made a party to any action, suit, investigation, or other proceeding, whether civil, criminal, administrative, or otherwise in nature against any and all cost and expenses, including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements, actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding, or any claim or other matter herein, including any settlements thereof or any appeals therein, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being or at any time having been a director, officer or employee of the Association, or by reason of being or at any time having been, at the direction or request of the Association, a director or officer or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan.
- Section 2. By action of the voting members of the Board of Directors, the Association may indemnify any other persons subject to the same terms, conditions, and limitations set forth in Section 1 of this Article.

## **ARTICLE X**

### **Amendments to the Constitution**

- Section 1. Origination of Amendments. Proposals for amendments to the Constitution shall be submitted in writing to the President-Elect and may be initiated by (a) any member of the Board of Directors, (b) the Executive Council, or (c) by a written petition of ten percent or more members of the Association.
- Section 2. Procedure for Consideration. All proposals for amendments shall be submitted to the President-Elect, who, in turn, shall bring the proposals to the Executive Council for their consideration. If a majority of the Executive Council recommends further action on a proposal, that proposal shall be taken to the Board of Directors for a vote. If the Executive Council recommends modification of a proposal, the sponsoring group shall be so notified outlining the proposed revisions. Should the sponsoring group find the revised proposal unacceptable, the original proposal, along with the Executive Council's recommendations, shall be submitted to the Board of Directors for further action. If the majority of the voting members of the Board of Directors recommends the proposed amendment to the Constitution, their recommendation shall be taken to the full membership of the Association for a vote.
- Section 3. Vote on Amendments. The Constitution of the Association may be amended by a ballot election of the voting members. A ballot may be in format(s), such as paper and/or electronic transmission via e-mail, fax, or secure online ballot, as determined by the voting members of the Board of Directors. The voting members of the Board of Directors shall determine the deadline for the return of the ballots. A favorable vote by two-thirds (67%) of the membership is required for passage.

## **ARTICLE XI**

### **Rules of Order**

- Section 1. The business of the North Carolina Association of Elementary Educators shall be governed by the most current edition of Robert's Rules of Order.

## **BY-LAWS**

### **ARTICLE I**

#### **Purpose and Relationship to Constitution**

- Section 1. Purpose. The By-Laws of the North Carolina Association of Elementary Educators expand upon provisions of the Constitution and detail procedures for implementing Constitutional provisions.
- Section 2. Alignment with the Constitution. The By-Laws of the Association shall be consistent with and in compliance with the provisions of the Constitution.

### **ARTICLE II**

#### **Amendments to the By-Laws**

- Section 1. Origination of Amendments. Proposals for amendments to the By-Laws shall be submitted in writing to the President-Elect and may be initiated by (a) any member of the Board of Directors, (b) the Executive Council, or (c) by a written petition of ten percent or more members of the Association.
- Section 2. Procedure for Consideration. All proposals for amendments shall be submitted to the President-Elect for his/her consideration. The Executive Council shall consider for further action proposals recommended by the President-Elect. If a majority of the Executive Council recommends further action on a proposal, that proposal shall be taken to the Board of Directors for a vote. If the majority of the voting members of the Board of Directors recommends the proposed amendment to the Constitution, their recommendation shall be taken to the full membership of the Association for a vote.
- Section 3. Vote on Amendments. The Constitution of the Association may be amended by a ballot election of the voting members. A ballot may be in format(s), such as paper and/or electronic transmission via e-mail, fax, or secure online ballot, as determined by the voting members of the Board of Directors. The voting members of the Board of Directors shall determine the deadline for the return of the ballots. A favorable vote by two-thirds (67%) of the membership is required for passage.

### **ARTICLE III**

#### **Officers**

- Section 1. Duties. The duties of the Officers of the Association, also referred to as the Executive Council, shall be as described below:
- A. President. The duties of the President shall be to:
1. plan, schedule, and chair all meetings of the Board of Directors and the Executive Council;
  2. propose yearly goals and a calendar for Board review;
  3. work with the Executive Council to prepare the annual budget of the Association;
  4. make recommendations to the Executive Council, the Board of Directors, and the Finance Committee regarding the financial direction of the Association;
  5. sign checks and other financial documents requiring two official signatures;
  6. serve as liaison to other educational organizations;

7. serve as official spokesperson for the Association; and
  8. perform other duties as deemed appropriate by the Board of Directors.
- B. President-Elect. The duties of the President-Elect shall be to:
1. chair meetings of the Board of Directors and/or the Executive Council in the absence of the President;
  2. work closely with Regional Directors to facilitate activities and address needs;
  3. serve on Conference Committee;
  4. work closely with the Immediate Past President to revise descriptions of Officer duties as needed; and
  5. perform other duties as deemed appropriate by the Board of Directors.
- C. Immediate Past President. The duties of the Immediate Past President shall be to:
1. work closely with the chair of the Procedures Committee for annual review of Association By-Laws, policies, and procedures;
  2. work closely with Regional Directors to facilitate activities and address needs;
  3. serve on the Election/Nominating Committee;
  4. work closely with the President-Elect to revise descriptions of Officer duties as needed; and
  5. perform other duties as deemed appropriate by the Board of Directors.
- D. Secretary. The duties of the Secretary shall be to:
1. handle routine Association correspondence;
  2. record minutes of all Board meetings and disseminate them to Board Members in a timely manner;
  3. serve on the Communications Committee to ensure that minutes of Board meetings are posted to the Association website and important Association information and news are included in Association publications; and
  4. perform other duties as deemed appropriate by the Board of Directors.
- E. Treasurer. The duties of the Treasurer shall be to:
1. work with the President and Executive Board to prepare the annual budget of the Association;
  2. make recommendations to the Executive Council, the Board of Directors, and the Finance Committee regarding the financial direction of the Association;
  3. prepare and present a Treasurer's Report at each meeting of the Executive Council and the Board of Directors;
  4. submit a copy of the Treasurer's Report to the Finance Committee after each meeting of the Executive Council and the Board of Directors;
  5. work with the Conference Committee to develop and review a budget for the Annual Conference and other meetings sponsored by the Association;
  6. sign checks and other financial documents requiring an official signature; and
  7. perform other duties as deemed appropriate by the Board of Directors.

Section 2. Vacancies. The procedures for filling officer vacancies shall be as follows:

- A. In the event of a vacancy in the office of President, the President-Elect shall succeed immediately to the office to serve for the unexpired term and continue in that office for the next full term.
- B. In the event of a vacancy in the office of President-Elect, the voting members of the Board of Directors shall fill the vacancy within (60) days, by means of a special election, to include all voting members of the Board as of the date that the election is declared. The Immediate Past President shall oversee the special elections.
- C. Should vacancies occur simultaneously in the offices of both President and President-Elect, the voting members of the Board of Directors shall fill the vacancies within sixty (60) days, by means of a special election, to include all voting members of the Board as of the date that the election is declared. The Immediate Past President shall oversee the special elections.

## **ARTICLE IV**

### **Directors**

Section 1. Duties. The duties of the Directors of the Association shall be as described below:

- A. Regional Directors. The duties of each Regional Director shall be to:
  - 1. attend all meetings of the Board of Directors or, if unable to do so, submit a report;
  - 2. prepare and present a report at each meeting of the Board of Directors;
  - 3. act as a liaison between the regional membership and the NCAEE;
  - 4. develop, in conjunction with other Regional Directors and subject to approval by the Board, processes and procedures for establishing and working with a Regional Advisory Council to communicate with Association membership in the region, determine regional needs, implement a plan to address those identified needs, determine regional activities, and develop regional resources;
  - 5. schedule meetings of the Regional Advisory Council at least two times a year;
  - 6. send announcements of regional events to all members of the Board of Directors;
  - 7. submit written information about regional activities to the Chair of the Communications Committee for possible publication in the Association newsletter and/or for posting on the Association website;
  - 8. submit an end-of-year report to the Board of Directors on/before a date specified by the Board;
  - 9. use fiscal responsibility in handling any budget allocation for the region;
  - 10. educate his/her members about vacant Association offices and corresponding job descriptions; and
  - 11. perform other duties as deemed appropriate by the Board of Directors.
  
- B. At-Large Directors. The duties of each category of At-Large Director shall be as follows:
  - 1. Teacher Representative. The duties of the Teacher Representative shall be to:
    - a) represent the teacher perspective as a member of the Board;
    - b) attend all meetings of the Board of Directors or, if unable to do so, submit a report and/or substitute;
    - c) prepare and present a report at each meeting of the Board of Directors;
    - d) facilitate "job-alike" session at the Annual Elementary School Conference, as appropriate;
    - e) serve as the liaison to teacher organizations, at the request of the President; and
    - f) perform other duties as deemed appropriate by the Board of Directors.
  - 2. Principal Representative. The duties of the Principal Representative shall be to:
    - a) represent the principal perspective as a member of the Board;
    - b) attend all meetings of the Board of Directors or, if unable to do so, submit a report and/or substitute;
    - c) prepare and present a report at each meeting of the Board of Directors;
    - d) facilitate "job-alike" session at the Annual Elementary School Conference, as appropriate;
    - e) serve as the liaison to principal organizations, at the request of the President; and
    - f) perform other duties as deemed appropriate by the Board of Directors.
  - 3. Central Office Administrator Representative. The duties of the Central Office Administrator Representative shall be to:
    - a) represent the central office administrator perspective as a member of the Board;
    - b) attend all meetings of the Board of Directors or, if unable to do so, submit a report and/or substitute;
    - c) prepare and present a report at each meeting of the Board of Directors;
    - d) facilitate "job-alike" session at the Annual Elementary School Conference, as appropriate;

- e) serve as the liaison to central office administrator organizations, at the request of the President; and
  - f) perform other duties as deemed appropriate by the Board of Directors.
4. Professor of Education Representative. The duties of the Professor of Education Representative shall be to:
- a) represent the professor of education perspective as a member of the Board;
  - b) attend all meetings of the Board of Directors or, if unable to do so, submit a report and/or substitute;
  - c) prepare and present a report at each meeting of the Board of Directors;
  - d) facilitate “job-alike” session at the Annual Elementary School Conference, as appropriate;
  - e) serve as the liaison to teacher education organizations, at the request of the President; and
  - f) perform other duties as deemed appropriate by the Board of Directors.
5. DPI Administrator Representative. The duties of the DPI Administrator Representative shall be to:
- a) represent the DPI administrator perspective as a member of the Board;
  - b) attend all meetings of the Board of Directors or, if unable to do so, submit a report and/or substitute;
  - c) prepare and present a report at each meeting of the Board of Directors;
  - d) facilitate “job-alike” session at the Annual Elementary School Conference, as appropriate;
  - e) serve as the liaison to DPI, at the request of the President; and
  - f) perform other duties as deemed appropriate by the Board of Directors.
- C. Ex-Officio Members of the Board of Directors. The duties of any Ex-Officio Members of the Board, including an Executive Director should one be hired, shall be defined by the Executive Council at such time as the Ex-Officio Member is designated. When these duties are defined, they shall be proposed as an amendment to the Association By-Laws in the manner proscribed in Article II of these By-Laws.

Section 2. Terms of Office. The term of Board Members shall begin upon certification of election results by the Board of Directors. The term limits for Board members shall be as follows:

- A. Officers. 1 year.
- B. Regional Directors. 3 years
- C. At-Large Directors. 1 year
- D. Ex-Officio Members. term shall be determined by a majority vote of the Executive Council

Section 3. Special Procedures for First Election. For the first election of the Association, the following special procedures apply:

- A. Officers. Both a President and a President-Elect shall be elected.
- B. Regional Directors. The eight Regional Directors shall be elected for staggered terms. Following the certification of the election results by the Executive Council, the terms of each of the Regional Directors shall be determined by the following process:
  - 1. Regional Directors from Regions 1 and 7 shall be elected for one year.
  - 2. Regional Directors from Regions 2, 5, and 8 shall be elected for two years.
  - 3. Regional Directors from Regions 3, 4, and 6 shall be elected for three years.

Section 4. Vacancies. Vacancies on the Board of Directors shall be filled for the remainder of the term by a majority vote of the voting members of the Board.

## **ARTICLE V**

### **Recall of Officers and Directors**

Section 1. Recall by Members.

- A. Individual officers and directors may be recalled by the members for the following reasons: failure to maintain the qualifications of their office, misfeasance, malfeasance, and nonfeasance.
- B. The recall procedure shall be as follows:
  - 1. The recall shall be initiated by a petition signed by a least five (5) percent of the current Association membership that would be eligible to vote for such officer or director.
  - 2. The petition shall be submitted to the President.
  - 3. The President shall verify the signatures and, if sufficient, certify such to the voting members of the Board of Directors and schedule a hearing before the Board.
  - 4. If the President is the accused party, the responsibility of verification shall rest with the Past President.
  - 5. After a due process hearing, an affirmative vote of two-thirds of the members of the Board, excluding the Board member accused, is necessary to recall and thus vacate the position.
  - 6. Any vacancy shall be filled pursuant to the provisions set forth in the Constitution/By-Laws of the Association.

Section 2. Recall by the Board of Directors.

- A. Individual officers and directors may be recalled by the Board for any of the following reasons: Failure to maintain the qualifications of the office, misfeasance, malfeasance, nonfeasance, or two (2) or more absences from Board meetings during their term of office without the President's prior approval.
- B. The recall procedure shall be as follows:
  - 1. The recall shall be initiated by a petition containing the signatures of at least five (5) voting members of the Board of Directors.
  - 2. The petition shall be submitted to the President.
  - 3. The President shall verify the signatures and, if sufficient, certify such petition to the Board.
  - 4. If the President is the accused party, the responsibility of the verification shall rest with the Past President.
  - 5. After a due process hearing, an affirmative vote of two-thirds of the members of the Board, excluding the Board member accused, is necessary to recall and thus vacate the position.
  - 6. Any vacancy shall be filled pursuant to the provisions set forth in the Constitution/By-Laws of the Association.

Section 3. Due Process Procedures. Due process procedures will be established by the Board of Directors.

## **ARTICLE VI** **Committees**

Section 1: The Board of Directors shall establish Standing Committees, as needed to carry out the work of the Association. Chair/Co-Chairs for each Committee shall be appointed by the President, subject to approval by the voting members of the Board of Directors. Each Standing Committee shall exist at the pleasure of the Board and shall be subject to the control of the Board. Except as otherwise provided in these By-Laws or the Board's policies and procedures, members of each committee also shall be members of the Association.

Section 2: Standing Committees. Standing Committees and their major areas of responsibility may include, but are not limited to, the following:

- A. Membership and Benefits Committee. The Membership and Benefits Committee shall be responsible for promoting membership recruitment, retention, and services at the state/local/student levels by networking with other Association committees; defining the benefits of membership; developing means for communicating benefits of membership to current and potential members; identifying and recruiting prospective members; talking directly to educators and students about Association; and maintaining a database of the current membership.
- B. Election/Nominating Committee. The Election/Nominating Committee shall be responsible for developing and implementing the election process; seeking highly qualified candidates who are eligible for election as Officers and as Regional Directors; screening candidates for eligibility, and developing a slate of candidates. Candidates should represent the diversity of the Association membership and possess the skills and experience necessary to meet the Association's current and future needs. After approval by the voting members of the Board of Directors, the Election/Nominating Committee shall present the final slate of candidates to the full membership for a vote. Members of the Election/Nominating Committee are ineligible to run for office, and they must wait at least one year after serving on the committee to seek an elected position.
- C. Communications Committee. The Communications Committee shall be responsible for creating and continuously updating a website for the Association and for developing and distributing an Association newsletter on a schedule as determined by the voting members of the Board. Working closely with other appropriate Standing Committees, this committee shall manage the distribution of other informational materials related to the Association (e.g., handbooks, manuals, brochures, flyers).
- D. Conference Committee. The Conference Committee shall be responsible for assisting the Board with planning and organizing the Annual Elementary School Conference, recommending changes and improvements in the conference format, selecting and/or recommending outstanding speakers, and serving as a resource for local Conference Committee members. In addition, the Conference Committee shall assist with planning and organizing any other statewide or regional conferences, forums, workshops, and/or meetings sponsored by the Association.
  - 1. The Annual Elementary School Conference shall take place during the month of October, unless changed by a vote of a majority of the voting members of the Board of Directors.
  - 2. Officers shall be elected prior to this meeting.
  - 3. The location of the Annual Elementary School Conference shall be determined by the voting members of the Board of Directors.
- E. Procedures Committee. The Procedures Committee shall be responsible for initiating recommendations for changes to Association policies and procedures and for writing and updating the handbooks/manuals in which these policies and procedures are explained. Working closely with other appropriate Standing Committees, this committee shall insure that such publications are made available to interested stakeholders.
- F. Finance Committee. The Finance Committee shall be responsible for overseeing the financial affairs of the Association. The Treasurer shall submit a periodic report to the Finance Committee on a schedule as determined by the voting members of the Board of Directors. After reviewing the Treasurer's report, the Finance Committee shall submit a report to the Board on an annual basis or an alternate schedule as determined by the voting members of the Board.
- G. Professional Development. The Professional Development Committee shall be responsible for initiating recommendations for professional development activities to be offered to Association members. Working closely with the Conference Committee, this committee shall assist with planning and organizing statewide or regional conferences, forums, workshops, and/or meetings sponsored by the Association.
- H. Awards Committee. The Awards Committee shall be responsible for initiating recommendations for awards/recognitions related to the work of the Association. This committee shall define procedures and solicit nominations for possible recipients for these awards/recognitions and shall develop a process for selecting the winners, subject to approval by the voting members of the Board of Directors.

- Section 3: Terms. Standing Committee members shall serve two-year terms. A person may serve two, but no more than two, consecutive two-year terms.
- Section 4: Number of Members. The number of members appointed to each Standing Committee shall be determined by the voting members of the Board of Directors.
- Section 5: Vacancies. Any vacancy on a Standing Committee shall be filled within 60 days through appointment by the President, subject to approval by the Executive Council.
- Section 6: Removal. Any member of a Standing Committee may be removed by a majority vote of the voting members of the Board of Directors whenever, in their judgment, the best interests of the Association shall be served by such removal.
- Section 7: Quorum. A quorum shall consist of at least one-third (1/3) of the current members of the Standing Committee.
- Section 8: Subcommittees. With the approval of the voting members of the Board of Directors, any Standing Committee may set up sub-committees as needed to accomplish the responsibilities of the parent committee.
- Section 9: Reports. The Chair/Co-Chairs of each Standing Committee shall submit to the Board of Directors an annual report that reviews the activities of the committee during the previous 12 months.
- A. The date for submission for each committee's report shall be determined by the voting members of the Board of Directors.
  - B. More frequent reports may be required at the discretion of the voting members of the Board of Directors.
- Section 10: Other Committees. Other committees may be formed by the Board of Directors as deemed necessary.

**By-Laws approved:** September 1, 2005