

2017 NAFEPA BYLAWS

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Article I - Introduction

Section 1: NAFEPA Governance

NAFEPA is governed by officers who are elected by the membership and the Board of Directors. The NAFEPA Board consists of representatives appointed by the State Affiliate Organizations or elected by groups of members in state with no state organization (Member States). Each state with five current members has a representative on the Board, but states with more than 100 members have two representatives. The NAFEPA organization is a 501(C6) and has established bylaws and procedures for effective and productive management.

NAFEPA has a rich history of advocating for federal education programs in support of America's youth. Additionally, NAFEPA provides support for America's educators working hard to maximize the return on investment of federal dollars allocated for education. We invite you to learn more about NAFEPA, and to get involved in our NAFEPA community by participating in our webinars and discussion boards, and attending our conferences.

Section 2: Mission

"Supporting leadership and management of federal education in America's schools."

Section 3: Vision

"To be the trusted leader and resource for Federal Programs that support each student's success."

Section 4: Purposes

1. To enhance the effectiveness of educators by facilitating communications and providing a forum to disseminate pertinent information that encourages members to discuss and take action on matters of common concern.
2. To inform and educate members of NAFEPA concerning the implementation and evaluation of federal and state education programs.
3. To provide members and state affiliates with professional development and aid in the development and dissemination of effective and efficient federal and state education programs.

Article II - Membership

Section 1: Membership

Membership in this Association is open to administrators, specialists, consultants, and others who are associated with the administration and/or implementation of federal and/or state education programs. The official dates for reporting membership numbers by state are January 1 for the Spring Conference and July 1 for the September/October Board of Directors meeting.

Section 2: Publications/Newsletters/Resources

Each member shall be entitled to receive all publications, newsletters, and resources produced or distributed by the Association.

Section 3: Dues

The annual dues shall be determined by the Board of Directors at the September/October meeting.

Section 4: Changes to the Membership Term and Dues

The annual membership year shall be for one year from the date of dues payment. The Board of Directors shall have the power to change the annual membership year and/or dues at the September/October meeting of the Board of Directors. For approving a change, at least two-thirds vote (66.67%) of the members participating in the September/October meeting, voting in the affirmative is required.

Section 5: Honorary and Emeritus Memberships

Honorary Life Membership: Any person who has demonstrated an outstanding contribution to federal education programs and/or NAFEPA shall be eligible for and may be elected by majority vote of the Board of Directors to an honorary life membership. The membership committee, based on nominations from the general membership, shall make a recommendation (no more than two nominees per year) to the Board of Directors. Honorary Life Members shall have all the privileges of Regular Members, but shall be excused from the payment of memberships.

Emeritus Membership: Emeritus membership shall be reserved to persons who are retired from full time employment, have been active in the affairs of NAFEPA and have contributed to the progress of federal education programs. Any person exhibiting these characteristics shall be eligible for and may be elected by majority vote of the Board of Directors. The membership committee shall make a recommendation (no more than two nominees per year) to the Board of Directors. Emeritus Members shall have all the privileges of Regular Members, but shall be excused from the payment of memberships.

Article III – Meetings

Section 1: Annual Meeting of Members

An annual meeting of the regular members shall be held each year at the **Association's** national professional development conference. Among the purposes of this annual meeting shall be the setting of Association policies and any necessary or desirable revisions of these Bylaws. All regular members registered for the conference are eligible to vote. For approving actions, at least fifty-one percent (51%) of the members present at the general meeting voting in the affirmative shall constitute a majority.

Section 2: Notice of Annual Meeting of Members

At least fifteen (15) days prior to the annual meeting of members, notice of the time and place of the meeting shall be sent to all members electronically.

Section 3: Order of Business at Meetings

The order of business at the meetings of the members, the Executive Committee, and the Board of Directors shall be as follows:

- a. Roll call
- b. Approval of Agenda
- c. Reading of minutes of preceding meeting
- d. Report of the President
- e. Financial report by the Treasurer
- f. Reports of the Standing Committees
- g. Transaction of other business
- h. Reports by the Executive Director and any consultants and/or agents
- i. Adjournment

Provided that, in the absence of any objections, the presiding officer may vary the order of business at his/her discretion. For approving actions, at least fifty-one percent (51%) of the members present at the meeting voting in the affirmative shall constitute a majority.

Section 4: Special Conference Call Meetings of Members

Special meetings of the members may be called at any time by the President or when requested by a minimum of 25% of the members of the Board of Directors.

Section 5: Notice of Special Meetings of Members

At least fifteen (15) days prior to any special meeting of members, written notice of the time, place and purpose of such meeting, shall be sent to all members electronically.

Section 6: Regular Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held at least six times each year at such time and place as the Board shall determine including through conference calls. In the absence of meetings conducted face to face or via conference calls, approval of agenda items can be done via email voting.

Section 7: Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called at any time by the President or when requested by a minimum of 10% of the members of the Board. Written notice of time, place and purpose of a special meeting shall be sent to each member of the Board of Directors.

Section 8: Regular Meetings of the Executive Committee

Regular meetings of the Executive Committee shall be held at least six times each year at such a time and place as the Committee shall determine, including through conference calls. In the absence of meetings conducted face to face or via conference calls, approval of agenda items can be done via email voting.

Section 9: Special Meetings of the Executive Committee

Special meetings of the Executive Committee may be called by the President or two members of the Committee at any time.

Article IV - Quorum and Rules of Order

Section 1: Quorum of Members

The presence of at least 20 members shall constitute a quorum **at the Association's annual** meeting.

Section 2: Quorum of the Board of Directors

Fifty-one percent (51%) of the voting Board of Directors shall constitute a quorum.

Section 3: Quorum of the Executive Committee
Fifty-one percent (51%) of the Executive Committee shall constitute a quorum.

Section 4: Rules
Robert's Rules of Order shall govern the conduct of all meetings of any part of the Association.

Article V - Voting, Elections, and Proxies

Section 1: Entitlement to Vote

Each regular member of this Association in attendance at the annual meeting shall be entitled to vote on each subject properly submitted to a vote by the general membership. Each regular member of this Association shall be entitled to vote via an electronic ballot at a special meeting called for the general membership on each subject properly submitted to a vote by the general membership.

Section 2: Elections

Elections for the President, Vice President, and Secretary shall be every even year, starting in 2014, and each office will be for a two-year term. The election will be held after the annual meeting of members and certified prior to the office becoming vacant. The Standing Committee on Nominations and Elections shall present at the annual meeting a slate of officers from among the regular members in good standing. Additional nominations of regular members in good standing may be made by any regular member at the meeting. Each candidate shall be afforded an opportunity to address the members present.

Subsequently, each regular member shall have one vote to be cast by an electronic ballot. The NAFEPA Executive Director will be responsible to track the votes cast. The voting will commence no later than thirty days after the conclusion of the annual meeting and will be open for fourteen days.

The Standing Committee on Nominations and Elections shall each year establish the procedures, rules, and timelines for all elections consistent with these Bylaws.

Article VI —Officers

Section 1: President

The President shall be the Chief Executive Officer of the Association. The President, or his/her designee, shall preside over all meetings of the Executive Committee, the Board of Directors, and the annual meeting of the members. He/she shall handle the general and active management of the business of the Association and shall see that all orders and resolutions of the Executive Committee, the Board of Directors, and those made at the annual meeting of the members are carried into effect. He/she shall be a voting member of the Executive Committee and the Board of Directors, is an ex officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president of an association. If he/she is unable or unwilling to complete the term, he/she will be replaced by the Vice President for the remainder of term.

Section 2: Past President

The immediate Past President shall serve as chair of the Nominations and Elections Committee, as parliamentarian and as a voting member of the Executive Committee. If unable or unwilling to complete the term, the responsibilities shall be carried out by a regular member appointed by the Executive Committee. He/she shall be a voting member of the Executive Committee and the Board of Directors.

Section 3: Vice President

The Vice President shall perform the duties and exercise the powers of the President during his/her absence or disability. He/she shall be a voting member of the Executive Committee and the Board of Directors and serve as Chair of the Conference Committee. If he/she is unable or unwilling to complete

the term, the President shall, with the majority approval of all the other Executive Committee members, appoint a regular member to serve as vice president for the remainder of the term.

Section 4: Secretary

The Secretary shall preserve in the books of the Association true minutes of the proceedings of all meetings. He/she shall be a voting member of the Executive Committee and the Board of Directors. If the Secretary, for any reason, is unable or unwilling to complete the term of office, the President shall, with the majority approval of all other Executive Committee members, appoint a regular member to serve as Secretary for the remainder of the term.

Section 5: Terms and Succession for Officers

All officers shall assume their respective offices immediately following the installation of officers at the September/October meeting.

The terms for all officers of the Executive Committee shall be two years. Each of these officers may serve a maximum of two consecutive terms of two years each in that elected office.

Article VII – Executive Committee and Board of Directors

Section 1: Composition and Powers and Duties of the Executive Committee

The Executive Committee of the Association shall consist of the elected Officers - President, Vice President, Past President, Secretary, plus the appointed Treasurer, and three members of the Board of Directors elected by and from the Board of Directors. The Executive Committee shall have the power to make decisions consistent with the Association's policies and these Bylaws; to employ consultants or agents the Committee deems necessary for transacting the business of the Association; to fix the compensation of such agents; and to remove any such agents. The Executive Committee shall also act as the planning and advisory group of the Association and make recommendations to the Board of Directors on any subject the Executive Committee deems suitable or the Board requests. Members who serve on the Executive Committee shall be exempt from paying the yearly subscription/membership fee while serving in that capacity.

Section 2: Treasurer

The position of Treasurer will be an appointed position based on a recommendation from the Executive Committee and confirmed by the Board of Directors. He/She shall be a voting member of the Executive Committee and the Board of Directors. The Treasurer shall be responsible for all funds and their safe keeping and accounting; assist the President and Executive Committee in preparing the annual budget; see that bills are paid in a timely manner; and make monthly fiscal reports to the Board of Directors. The Treasurer will initiate all required paperwork to ensure NAFEPa meets non-profit and association incorporation status.

The Executive Committee at the September/October meeting will evaluate the performance of the appointed Treasurer on an on-going basis and annually to determine if the agreement is to be extended. The NAFEPa Executive Committee may terminate the agreement with 30 days written notice if the appointed Treasurer does not satisfactorily perform the required duties. The appointed Treasurer and/or NAFEPa may terminate the agreement at any time in the event of unforeseen or unusual circumstances.

Section 3: At Large Members of the Executive Committee

Three members of the Board of Directors shall be elected on odd calendar years, starting in 2015, by a majority of the Board to represent the Board on the Executive Committee. The election will take place within thirty days after the spring conference via electronic ballots, and they will assume their position at the September/October meeting. The three At Large Members of the Executive Committee shall be voting members of the Executive Committee and the Board of Directors, and may be assigned specific responsibilities such as recruitment of new members and affiliated states. If an At Large Member is unable or unwilling to complete the term, the President shall, with the majority approval of all the other

Executive Committee members, appoint a regular member to serve as an At Large Member for the remainder of the term.

The At Large Members can be reelected for a second consecutive two-year term on the Executive Committee, providing that they are still members of the Board of Directors representing their states. A former At Large Member may run for additional At-Large Member terms after a two-year absence from the position.

Section 4: Executive Director

This contracted position will have responsibility for the general operations of the organization. Assistance will be provided in the areas of membership, communications, finance, event planning/organization and other tasks which the contractor and NAFEPA agree on.

Section 5: Composition and Powers and Duties of the Board of Directors

The Board of Directors of the Association shall consist of the Executive Committee, one representative of each State having a minimum of 5 current NAFEPA memberships, and two representatives of states that have 100 or more NAFEPA members. Official state membership counts are based on January 1 and July 1 totals.

The State representatives shall be appointed or elected at the discretion of each "State Affiliate Organization" or by the members of the state known as "Member States", but they must be regular members of NAFEPA. Each State representative to the NAFEPA Board of Directors has a primary responsibility for membership support and outreach, and to increase membership in NAFEPA. **In the event a state's membership should fall below 5 current members, the representative will be given six months to reach the membership threshold of 5 current members.** During this period the State representative will work with the Executive Director and the Membership Committee to explore ways to increase membership numbers, and they shall continue to be an active and voting member of the NAFEPA Board during the six month period. If after the six month period the state still has less than the required five members, the state would no longer have a representative on the Board.

States qualifying for two Board members need to maintain the 100 members for two consecutive official reporting dates before the second member is added. The notification of the name of the 2nd Board member should then be reported to the President and Executive Director within 30 days. Once a state has two members, in the event their membership falls below 100 at one of the official reporting dates, they will be given a six month extension until the next reporting date to increase their numbers to the minimum 100 member requirement.

The Executive Committee shall communicate to the State Affiliate Organization any issues of concern relative to the participation level of its State Affiliate representative if a representative selected by the state does not participate in the Board responsibilities. In the absence of a State Affiliate Organization, the Executive Committee may appoint a temporary representative to serve the Member State until either a State Affiliate Organization is formed or the 5+ members choose a replacement.

Board representatives from Member States that do not have a State Affiliate Organization must submit an annual report to the Executive Committee outlining the steps that have taken place to form a State Affiliate Organization and/or increase membership. This report is due annually by June 30th.

The President of each State Affiliate Organization must submit in writing by June 15th the name of their NAFEPA Board Representative to serve on the NAFEPA Board. Member States must annually submit by June 15th a document approved by a simple majority of the current members designating who will serve as their Representative.

NAFEPA Board members invited to attend the September/October meeting must have a minimum of 5 NAFEPA members as of July 1st. NAFEPA Board members invited to attend the Spring Board dinner must have a minimum of 5 NAFEPA members as of January 1st.

Section 6: Chair of Executive Committee and the Board of Directors

The chair of the Executive Committee and the Board of Directors shall be the President of the Association.

Section 7: Power to Appoint and Remove Agents and Officers

The Executive Committee shall have the power to appoint any agents as the Committee deems necessary for transactions of the business of the Association and to remove, by a two-thirds vote of the entire Executive Committee, any such agent when in the judgment of the Executive Committee, such an action will serve the best interests of the Association.

Section 8: Power to remove Executive Committee Members

Power to remove Executive Committee members resides in the Board of Directors, which may do so by a two-thirds vote of the entire Board when the Board sees such action to be in the interests of the Association.

Section 9: Ad Hoc and Standing Committees

The Executive Committee shall have the power to form ad hoc committees. The Board of Directors by two-thirds approval (66.67%) may form either ad hoc or standing committees as needed to carry out the business of the Committee and/or Board. The Standing Committees of the Board may include the following: Archives, Awards, Bylaws, Communication, Conference, Federal Education Policy Impact, Finance and Audit, Nominations and Elections, Policy Manual, Scholarship, and Membership. Regular members in good standing may serve on any committee and shall be appointed by the President.

The Vice President shall serve as the chair of the Conference Committee. The President shall appoint chairs of the other committees with the advice and majority consent of the other Executive Committee members. Each committee chair must annually submit to the Executive Committee, prior to the September/October meeting, their committee plan and budget for the coming year.

Section 10: Duties of Standing Committees

Archives Committee: The Archives Committee shall collect and provide for the maintenance of archival material for NAFEPA and provide a written/pictorial report at the end of each two-year term. The Archives Committee will oversee a process for maintaining the history of NAFEPA, including but not limited to electronic copies of all signed/dated contracts and documents, and election results.

Awards Committee: The Awards Committee shall oversee the selection of award recipients for each year. The responsibility includes but is not limited to the notification of the awards process to all state affiliates and the recommendation and approval of award recipients by the Board of Directors.

Bylaws Committee: The Bylaws Committee has the responsibility to distribute a copy of the Bylaws to each member or post the **Bylaws on the Association's Web page and periodically review NAFEPA's Bylaws** to determine if any items need to be added, deleted, or revised. Following approval by the Board of Directors, all changes, additions, and deletions shall be in full force and effect pending final approval at the annual meeting of members. The chair of the Bylaws Committee shall present all Bylaws issues for final consideration by the members at the annual NAFEPA meeting.

Communication Committee: The Communication Committee shall assist in the communication of Federal Education Programs information to the full board and membership via the webpage, newsletters, email updates and webinars. It will also review the effectiveness of current methods used to disseminate the information and explore other means to determine the most effective means of reaching all members.

Conference Committee: The Conference Committee shall plan the various activities of the annual conference for the Association. This responsibility includes, but is not limited to, developing the schedule of activities and obtaining speakers and sponsors.

Federal Education Policy Impact Committee: The Federal Education Policy Impact Committee shall keep the Association informed of Congressional matters as they relate to federal educational issues, and prepare a summary report for the Board of Directors.

Finance and Audit: The Finance and Audit committee **shall coordinate the Board's financial oversight** responsibilities by recommending policy to the Board, interpreting it for the Board, and monitoring its implementation. The committee also provides Board oversight of the organization's **financial audit**.

Nominations and Elections Committee: The Standing Committee on Nominations and Elections shall present at the annual meeting of the election year a slate of officers among the regular members in good standing. The Committee shall establish election procedures, rules, and timelines for all elections consistent with these Bylaws. This Committee shall be chaired by the Past President.

Policy Manual Committee: The Policy Manual Committee shall be responsible for annually submitting all updates to the Executive Committee in order for there to exist a clear and transparent process for the management of the organization. The manual is a companion document to the NAFEPA Bylaws and should be modified as Bylaws are revised.

Scholarship Committee: The Scholarship Committee shall develop, organize, and implement the annual scholarship competition and issue scholarships sponsored by NAFEPA.

Membership Committee: The Membership Committee shall develop and recommend a plan of action to the Board of Directors for increasing regular and state memberships in the Association.

Section 11: Transfer of Committee Materials

It shall be the responsibility of each standing committee chair to submit to the Archives Committee Chair by September 1st an annual summary of their committee work along with copies of documents produced. A copy of this report will also be provided to each incoming committee chair prior to the September/October meeting

Section 12: Communication of Committee Recommendations and Actions

It shall be the responsibility of each standing committee chair to report to the Executive Committee any prospective recommendations from their committee that could impact the associations organizational structure, mission, purpose and NAFEPA budget. The Executive Committee shall have the responsibility to review these recommendations to ensure that they are consistent with the Association's Policies and Bylaws before bringing the final version to the NAFEPA Board of Directors for information or a vote.

Article VIII – Execution of Instruments

Section 1: Checks and orders for payment of money

All checks, drafts, and orders for payment of money shall be signed in the name of the Association by the treasurer or other officers or agents as the Board shall designate for that purpose, and whoever is designated as a signer must be bonded.

Section 2: Use of NAFEPA Credit Card

The only authorized users of the NAFEPA credit card for Association business are the current President, Vice President, Treasurer and Executive Director. All transactions will be reported in the Financial Report given at the monthly Board of Directors meeting. The Finance and Audit Committee would be charged with designing a procedure for control and review of credit card transactions and incorporating them into the Policy Manual.

Section 3: Fiscal and Planning Years

The Fiscal Year has been determined by the Board of Directors to be January 1 to December 31. The Planning Year is from October 1 to September 30.

Section 4: Contracts and Conveyances

When a contract, conveyance, or other instrument has been authorized without specification of who should execute it, the President, Vice President, Secretary, or Treasurer may take such action in the name of this Association and affix the association seal to the authorized instrument. However, if the **instrument's time period exceeds** two years or results in an expense that exceeds \$25,000, prior approval by the full Executive Committee is required. The Board of Directors shall have power to designate the officers and agents having authority to execute any instrument on behalf of this Association.

Section 5: Conflict of Interest

No board member may vote upon a matter in which he or she has a direct financial interest. No board member may vote upon a matter in which he or she has a business or family relationship with anyone who has a direct financial interest. Immediately upon becoming aware that such a conflict may exist, a board member must disclose the existence of the potential conflict to the remaining board members. If, by a vote of the remaining board members, a conflict of interest is found to exist, the board member with the conflict shall withdraw from further deliberation and refrain from voting on the matter. Each Board member must sign an annual conflict of interest declaration.

Section 6: Code of Ethics, Code of Conduct, Confidentiality Agreement

Detailed descriptions of these three items can be found in the NAFEPA Policy Manual – Section C: Board Organization and Operations.

Article IX – Amendments

Section 1: Proposal

Amendments to these Bylaws and/or Articles of Incorporation may be proposed by any member of the Board of Directors provided five other Board members have communicated with the Bylaws Chair their endorsement of the proposal, or by the Executive Committee, or by any group of fifteen (15) regular members submitting a signed or e-mailed endorsed proposal to the Bylaws Chair. Any proposal duly made shall be reviewed at an up-coming meeting of the Board of Directors. The deadline for proposed additions, deletions or revisions to the existing Bylaws must be submitted to the Bylaws committee chair no later than December 1st.

Section 2: Initial Approval

After the proposed amendment has had a second review at a Board of Directors meeting, a vote by the Board of Directors can be held. If approved by a minimum of two-thirds vote (66.67%) of the Board of Directors present at the meeting, any amendment may, if so stipulated by the Board, be in full force and effect pending final approval at the annual meeting of members.

Section 3 Final Approval

Final approval by a minimum of fifty-one percent (51%) of the regular members voting at the annual meeting shall be required for any amendment to take full, perpetual force and effect.

Article X – Policy Manual

Section 1: Policy Manual

The policy manual is a collection of policies and procedures currently approved by the NAFEPA Board of Directors. These policies and procedures are designed to assist the Board and its members in fulfilling the vision and mission of NAFEPA. It shall be the responsibility of the Executive Committee (with input from

the Board of Directors) to review any suggestions for updating the NAFEPA Policy Manual made annually by the Policy Manual Committee, and to make the updated manual available for viewing by NAFEPA members on the NAFEPA Web page.

Section 2: Approval and Update

The policy manual as a whole or by individual section(s) shall receive a first reading at a Board of Directors meeting and a second reading at a subsequent Board of Directors meeting. At the second reading, the Board shall vote to approve or disapprove the policy manual or individual section(s). Subsequent proposed changes, additions, or deletions shall follow the same procedures. The final annual update of the Policy Manual must be approved by the Spring Conference.

DATED: January 17, 1980
REVISED: April 16, 1985
REVISED: April 18, 1994
REVISED: April 19, 1999
REVISED: March 21, 2005
REVISED: September 29, 2012
REVISED: March 23, 2015

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REVISED: April 28, 1986
REVISED: April 3, 1995
REVISED: April 15, 2002
REVISED: April 14, 2008
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REVISED: April 14, 1997
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REVISED: March 25, 2012
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