

# 2019 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 may have a representative on the Board, but states with more than 100 members may 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 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 and July 1.

### 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 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 Members, but shall be excused from the payment of memberships.

## Article III – Meetings

### Section 1: Annual Meeting of Members

An annual meeting of the NAFEPA membership **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 NAFEPA members registered for the conference are eligible to vote. For approving actions, at least fifty-one percent (51%) of the NAFEPA members present at the annual 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

It shall be the responsibility of the Executive Committee to establish and publish the NAFEPA rules of order in the Officer and Board Handbook. The NAFEPA Rules of Order will include, among other items, the norms to be followed at all meetings of the Association; Board meeting procedures and protocols, including the process for establishing agendas and consent agenda items.

### Article V - Voting, Elections, and Proxies

#### Section 1: Entitlement to Vote

Each 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 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 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 members in good standing. Additional nominations of members in good standing may be made by any member at the meeting. Each candidate shall be afforded an opportunity to address the members present.

Subsequently, each 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 newly elected Officers - President, Vice President and Secretary, will assume their official duty upon taking the oath of office at the September/October Board of Directors meeting. Prior to that time they may participate in Executive Committee meetings as a non-voting member.

Should a sitting member of the Executive Committee be elected to another position on the Executive Committee; thus, creating a vacancy on the Executive Committee, the process for filling the vacancy can begin. The current sitting President shall nominate a current member from the Board of Directors and submit for approval to the Executive Committee. The newly selected member may begin serving in the new role as a non-voting member until the oath of office can be given at the September/October Board of Directors meeting.

If during the process of filling any existing vacancy on the Executive Committee, there is a tie-vote in the selection, and if after two rounds of votes the tie still exists, the Executive Director will cast the tie-breaking vote.

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 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 current sitting President shall, with the majority approval of all the other Executive Committee members, appoint a 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 current sitting President shall, with the majority approval of all other Executive Committee members, appoint a member to serve as Secretary for the remainder of the term.

### Section 5: Terms and Succession for Officers

All officers shall customarily assume their respective offices immediately following the installation of officers at the September/October meeting or upon taking the oath of office.

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 current Board of Directors shall be elected on odd calendar years to represent the Board on the Executive Committee. The election by the Board of Directors will take place within thirty days after the spring conference via electronic ballots. The elected members will assume their position upon taking the oath of office 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 their existing term, the current sitting President shall, with the majority approval of all the other Executive Committee members, appoint a current Board member to serve as an At Large Member for the remainder of the term. The newly appointed At Large Member may immediately assume duty once approved by the Executive Committee and taken the oath of office.

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. States having an official state organization that is similar to NAFEPA including but not limited to officers, board of directors and bylaws, are known as a State Affiliate Organization. States without such an organizational structure are known as Member States.

The State representatives shall be appointed or elected at the discretion of each State Affiliate Organization or by the members from Member States, but the representatives must be 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 membership 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 in order to maintain two representatives.

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 their 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. Every member of the Board of Directors is expected to actively participate in the work of the NAFEPA organization and fulfill the duties of a Board Member as defined in the Officer and Board Handbook. If it is the consensus of the Executive Committee that a Board member has not adequately fulfilled the NAFEPA responsibilities, he/she might not be invited to participate at the NAFEPA Fall Workshop.

Board representatives from Member States that do not have a State Affiliate Organization should 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 30<sup>th</sup>.

The President of each State Affiliate Organization should email the NAFEPA President by July 15<sup>th</sup> the name of their NAFEPA Board Representative to serve on the NAFEPA Board for the coming Planning Year. Member States should email the NAFEPA President by July 15<sup>th</sup> a document approved by a simple majority of the current members designating who will serve as their Representative for the coming Planning Year. Multi-year appointments are allowed and the State Affiliate and Member State organizations should indicate this in the submission.

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 1<sup>st</sup>.

#### 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 Committees and Committees of the Board

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 Committees of the Board as needed to carry out the business of the Committee and/or Board. The Committees of the Board active for the Planning Year may include the following: Awards, Bylaws, Communication, Conference, Finance, Nominations and Elections, Scholarship, and Membership.

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, within a few weeks after the September/October meeting, their committee plan and budget for the coming year.

## Section 10: Duties of Standing Committees

**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.

**Finance:** The Finance 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 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.

**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 memberships in the Association.

## Section 11: Transfer of Committee Materials

It shall be the responsibility of each standing committee chair to submit to the President by September 1<sup>st</sup> 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 NAFEPA Officer and Board Handbook.

### 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 September 1 to August 31.

### 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 Officer and Board Handbook.

## 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) 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 1<sup>st</sup>.

#### 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 members voting at the annual meeting shall be required for any amendment to take full, perpetual force and effect.

### Article X —NAFEPA Officer and Board Handbook

#### Section 1: NAFEPA Officer and Board Handbook

The NAFEPA Officer and Board Handbook is a collection of procedures and articles currently used by the NAFEPA Board of Directors. These procedures are designed to assist the Board 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 Officer and Board Handbook, and to make the updated manual available for viewing by NAFEPA Board members on the NAFEPA Web page.

#### Section 2: Approval and Update

The NAFEPA Officer and Board Handbook as a whole or in section(s) shall be updated as needed due to changes in NAFEPA Bylaws or official practices as directed by the officers or the Board of Directors. Necessary updates will be developed after the spring membership meeting if bylaws changes were approved. Updates will be reviewed by the Board and approved at the Fall Board meeting each year, and put immediately into practice.

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  
REVISED: March 18, 2019

REVISED: April 21, 1982  
REVISED: April 28, 1986  
REVISED: April 3, 1995  
REVISED: April 15, 2002  
REVISED: April 14, 2008  
REVISED: April 15, 2013  
REVISED: March 20, 2017

REVISED: March 21, 1984  
REVISED: April 6, 1992  
REVISED: April 14, 1997  
REVISED: April 2, 2004  
REVISED: March 25, 2012  
REVISED: March 17, 2014  
REVISED: March 19, 2018