

THE BYLAWS OF THE NATIONAL ASSOCIATION FOR PROFESSIONAL DEVELOPMENT SCHOOLS

ARTICLE I. NAME

1.1 Name

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

ARTICLE II. PURPOSE

2.1 Vision Statement

The vision of NAPDS is to be the leading organization for all educators committed to improving student learning and professional practice through partnerships.

2.2 Mission Statement

The mission of NAPDS is to advocate for and support a professional development school model that is committed to: student learning; clinical educator preparation; reciprocal professional development; and shared inquiry.

2.3 Belief Statement

We believe the PDS model, characterized by sustainable, mutually beneficial school-university partnerships, energizes our efforts to establish a pathway for progress.

2.4 Achieving the Mission

The mission of the Association shall be achieved through:

- A leadership structure committed to advocating for association members. The president-elect, president, and immediate past-president posts must represent members of both the P-12 and college/university communities at all times.
- A website and other media for sharing knowledge, pertinent news and announcements with the membership;
- A periodic publication designed as an outlet for the dissemination of best practice/applied research.
- A refereed publication to disseminate the best research, curricular models, and successful policies in the Professional Development School community; and
- An annual conference committed to sharing the most effective partnership work across P- 12/and college/university collaboration as well as other events or conferences sponsored or endorsed by the NAPDS.

ARTICLE III. MEMBERSHIP AND AFFILIATIONS

3.1 Eligibility

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

3.2. Membership

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

Types and levels of membership, including affiliations, may be developed and approved by the Executive Leadership Committee as needed.

3.3 Dues

Membership dues shall be determined by the Executive Leadership Committee and are to be paid annually.

3.4 Duties and liability.

In discharging duties related to the Association, no member of the Association shall be personally liable for any actions taken or commitments made in good faith by themselves or any other member or by the membership at large.

ARTICLE IV. THE ASSOCIATION LEADERSHIP

4.1. Composition.

Individuals who serve as the Association Leadership must be members in good standing with the Association.

The Association's leadership shall consist of the Executive Leadership Committee as well as appointed committee chairs, coordinators and publication editors. The Executive Leadership Committee shall be composed of the elected officers of the Association, including the Immediate Past President, President, President-Elect, Secretary, Treasurer, and the Board of Directors. The Executive Leadership Committee shall have voting privileges on all matters of business of the Association.

The Executive Leadership Committee shall appoint Chair persons for each of the following committees:

- The chair of the Conferences and Programs Committee,
- The chair of the Membership and Elections Committee,
- The chair of the Communications Committee,
- The chair of the Awards Committee,
- The chair of the Policy, Advocacy and External Relations Committee

The Executive Leadership Committee shall also appoint editors for the Association's publications.

In making these appointments, the Executive Leadership Committee shall address issues of diversity, regional representation, and equitable representation of P12/college/university educators.

At the discretion of the President, ad hoc committees may be formed. Chairs of ad hoc committees report to a member of the Association Leadership as designated by the President.

4.2 Terms of Office.

The Association will hold annual elections to fill vacancies on the Executive Leadership Team in a timely manner to allow them to be introduced at the end of the annual Association Business meeting.

President-Elect, Board of Directors, Secretary, and Treasurer

The members of the Association shall elect the President-Elect, Board of Directors, Secretary and Treasurer. New leadership members are installed on the first day of the association's fiscal year.

4.2.1 The President-Elect

This position requires a three-year commitment, as that office transitions into the President and Immediate Past President positions in the second and third years.

4.2.2 Board of Directors

Each Board of Directors term shall be three years in length. Terms will be staggered with balanced representation from P-12/ and college/university. The Past President and the President shall serve as ex-officio members of the Board of Directors.

4.2.3 Secretary

The office of Secretary is held for three years.

4.2.4 Treasurer

The office of Treasurer is held for three years. The Association shall solicit nominations for Treasurer. The three elected board members shall vet the nominations for Treasurer in collaboration with the Membership and Elections Committee and recommend a slate of treasurer candidates for vote by the General Membership.

4.2.5 Committee Chairs

Committee chairs shall serve two-year terms.

4.2.6 Editors

The Editors of all publications shall serve three-year terms.

4.3 Responsibilities.

The Executive Leadership Committee shall manage the affairs of the Association.

Each member of the Executive Leadership Committee shall have one vote, with all non-budgetary motions decided by a majority vote. The Executive Leadership Committee shall be responsible for setting policy and acting on all matters of concern to the Association.

Actions of the Association Leadership shall represent the interests of the general membership of the Association. The Association Leadership shall communicate the official position of the Association.

4.3.1 Association Leadership Members

4.3.1.1 The Immediate Past-President shall serve as the Association's parliamentarian and advisor to the President and shall review and make recommendations for revisions to the ByLaws and orient new members of the Association Leadership.

4.3.1.2 The President shall serve for one (1) one-year term, shall preside at Association Leadership and business meetings, and shall have general supervision of the affairs of the Association. The President, or a designee, shall express policy of the Association in the organization's official publications.

4.3.1.3 The President-Elect shall automatically succeed the President after the completion of a one-year term. In the absence of the President, the President-Elect shall assume the duties of the President.

4.3.1.4 The Board of Directors, or their designees, shall approve the budgeting process and budgets, lead strategic planning, and oversee the compliance of all ByLaws. The Board of Directors is responsible for vetting

all nominees for treasurer. The Board of Directors shall oversee the activities of the Association Leadership and other responsibilities as conferred by the President.

4.3.1.5 The Secretary shall issue notices of Association Leadership and business meetings of the Association and keep and publish minutes thereafter.

4.3.1.6 The Treasurer shall have custody of all funds of the Association and shall keep regular books of the account.

4.3.1.6.1 The Treasurer shall act as the Association's contact for the U.S. Internal Revenue Service and be responsible for matters pertaining to the Association's tax status and compliance with U.S. Internal Revenue Service regulations.

4.3.1.6.2 The Treasurer shall countersign all investments as required and shall be authorized to collect and disburse all funds of the Association given the authorization of the President and the activity is consistent with the Association's approved budget.

4.3.1.6.3 The Treasurer shall be authorized to make payments of \$2500 or less that are consistent with the Association's approved budget. Payments in excess of \$2500 that are consistent with the Association's approved budget shall require the additional written authorization of the Association President.

4.3.1.6.4 Any payments not previously approved in the annual budget must undergo approval by the Executive Leadership Committee by a majority vote.

4.3.1.6.5 The Treasurer will be responsible for presenting an annual financial report at the annual general business meeting. In addition, the Treasurer will provide semi-annual budget activity to the members of the Executive Leadership Committee at the general business meeting of the Association.

4.3.1.6.6 The Treasurer shall be responsible for receiving Association funds and for keeping all appropriate records of the Association. An outgoing Treasurer shall have 30 days to transfer funds and accounts to the incoming Treasurer. During that 30-day period, an internal audit shall be required. Additional audits,

either internal or external, may be requested at any time by the Executive Leadership Committee

4.3.1.6.7 The President-Elect, President, Immediate Past-President, and Treasurer will assume responsibility for developing a proposed budget. The proposed budget shall be approved by the Executive Leadership Committee with a majority vote.

4.3.2 Committee Chairs

Each Chair shall recruit other committee members to assist him or her with the work of that committee. Each committee chair shall provide a roster of members in good standing to the Executive Leadership Committee each year. Each committee must include members who represent both P-12 and college/university PDS experience. All policy and procedural recommendations from committees shall be subject to approval by the Association Leadership.

4.3.2.1 The Conferences and Programs Committee shall be responsible for developing regular initiatives and events. In addition, the Committee chair will be the liaison for all conference activities with the assistance of the Association Leadership and/or its designee. This committee shall coordinate and supervise conference and program activities and shall coordinate with the Association Leadership.

4.3.2.2 The Membership and Elections Committee shall be responsible for designing, developing, and implementing strategies for increasing and maintaining membership. This committee shall be responsible for the creation and implementation of recruitment literature, shall solicit and vet all nominations for the elected members of the Association Leadership, and shall provide a slate to be voted on by the membership at large. The Membership and Elections Chair will collaborate with the Board of Directors on nominees for treasurer.

4.3.2.3 The Policy, Advocacy and External Relations Committee shall administer any liaison activities between the Association and those groups and committees at the federal, state and local levels and other professional organizations that concern the work of the Professional Development School movement.

4.3.2.4 The Communications Committee shall be responsible for developing and monitoring all communications of the Association including email, website, social media, and all other communications the Association Leadership may authorize. The Chair shall work in

cooperation with the Editors of all publications to coordinate publication content and timetables.

4.3.2.5 The Awards Committee shall be responsible for soliciting and selecting settings, groups and/or individuals for special recognition by the Association.

4.4 Resignation and Vacancies.

Any Association Leadership member may resign at any time by giving written notice to the President. The resignation shall be effective upon receipt by the President or at a subsequent time as specified in the notice of resignation. Any Association Leadership member may be removed by a majority vote of the Executive Leadership Committee.

4.4.1 To fill a vacancy on the Executive Leadership Committee with a remaining term of more than one year, the committee shall call for a special election to be held within 90 days of the effective date of the resignation or removal. The Executive Leadership Committee retains the authority to appoint an interim officer until the special election can be held.

4.4.2 To fill a vacancy on the Executive Leadership Committee with a remaining term of less than one year, the president may appoint a member in good standing to fill the position with a majority vote of the Executive Leadership Committee.

4.5 Contracts and Services.

Any contract, transaction, or act on behalf of the association shall be consistent with the Association's approved budget and shall not violate the ByLaws of the association, Articles of Incorporation, or laws of the State of South Carolina. Contracts may be signed by the Treasurer or a member of the Executive Leadership Committee designated by the Board of Directors. Any contracts with a liability of more than \$2,500 will require authorization by a majority of the Executive Leadership Committee.

4.6. Compensation.

Association Leadership members shall not receive compensation for their services but may be reimbursed for expenses.

ARTICLE V: MEETINGS

5.1 General Business Meeting of Members.

The general business meeting of the Association shall be held annually. At this meeting, the Association Leadership shall report on business transacted over the prior year as

well as plans for future work. The agenda for the meeting shall be announced by advanced written notice.

5.2 Voting.

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

5.3 Governance of Meetings

In all cases to which they apply and do not conflict with the provisions of the bylaws, Robert's Rules of Order, most current edition, shall govern business meetings of the Association. At any duly called (non-Association Leadership) meeting, the membership of the Association present shall constitute a quorum. A duly called meeting shall be announced by written notice (postmarked or electronically validated) at least thirty days in advance.

5.4 Association Leadership Meetings.

The President shall schedule a meeting of the current and incoming members of the Executive Leadership Committee prior to the general business meeting. The Executive Leadership Committee will meet semi-annually with further meetings as determined by the President. Meetings shall be announced by written notice (postmarked or electronically validated) at least thirty days in advance. At a meeting of the Association Leadership, a simple majority of the Executive Leadership Committee, including the President or President-Elect, must be present to constitute a quorum. Meetings can, at their discretion, be conducted by electronic means.

ARTICLE VI. PROHIBITION AGAINST SHARING IN ASSOCIATION RESOURCES

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

ARTICLE VII. EXEMPT ACTIVITIES

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

ARTICLE VIII. AMENDMENT

These Bylaws may be amended or repealed providing that written notice is given (postmarked or electronically validated) to all members of the Association not less than 30 (thirty) days prior to the vote. A vote may be taken at a regular business meeting of the Association or via electronic ballot. Amendments will be approved by a simple majority vote of those voting.

The Executive Leadership Committee shall require a review of the Bylaws of the Association every three years or more frequently upon request. The Board of Directors, in collaboration with the immediate past president, shall lead any review of the Bylaws.