

## V2.1 Revisions to Delegate Assembly

Association of Teacher Educators

# Corporate Bylaws

*DATE*



### *Vision and Mission Statements*

**Vision:** ATE promotes advocacy, equity, leadership, and professionalism for teacher educators in all settings and supports quality education for all learners at all levels.

**Mission:** ATE, as an individual membership organization, promotes quality teacher education through both exemplary clinical practice and research.

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### CORPORATE BYLAWS

#### ARTICLE I - PURPOSES

##### Section 1.1 Purposes

The Purposes of the Association of Teacher Educators (herein after “the Association”), as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of the Corporation, shall be:

- A. To provide opportunities for individual professional growth for all persons concerned with teacher education through
  - 1. collaboration and engagement with leaders in the field of education at meetings of the Association;
  - 2. leadership opportunities;
  - 3. preparation of publications and other media;
  - 4. access to publications and other media;
  - 5. personal association with other teacher educators;
  - 6. development of personal and ethical standards.
  
- B. To advocate for quality programs in teacher education by
  - 1. preparing and disseminating ideas, practices and programs;
  - 2. promoting, initiating, and engaging in program development and research;
  - 3. providing leadership through
    - a. issuing position papers
    - b. developing guidelines for excellence in professional preparation,
    - c. helping frame and promote state and national legislation, rules, and regulations;
  - 4. cooperating with other educational agencies, organizations and institutions;

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5. serving as a coordinating vehicle through which related teacher education organizations may
    - a. engage in dialogue
    - b. cooperate in services – publications, administration, and research,
    - c. develop educational policy through collaborative action.
- C. To foster diversity, equity, and inclusion in education by
1. actively engaging teacher educators of color, members of marginalized groups, differently abled persons or any other basis prohibited by law;
  2. supporting the rights and responsibilities of underserved persons in educational institutions and settings;
  3. supporting the recruitment of a diverse teaching force that reflects the diversity in contemporary society;
  4. supporting the development of anti-racism practices, programs, and/or modules within educator preparation programs that will enable current and future educators and school administrators to most efficiently contribute to the society in which they perform professionally.

### **Section 1.2 Governing Instruments**

The Articles of Incorporation and its Bylaws shall govern the Corporation.

### **Section 1.3 Nondiscrimination Policy**

The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

### **Section 1.4 Limitations on Activities**

No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry-on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

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### **ARTICLE II – MEMBERSHIP**

#### **Section 1. General Membership**

Membership in the Association shall be open to all individuals interested in educator preparation. All individual membership classifications are entitled to all privileges of the Association including the right to vote and hold office.

#### **Section 2. Categories and Classification of Membership**

Membership in the Association shall consist of two categories – individual and organizational.

##### **A. Individual Membership Classifications**

Individual Membership in the Association shall be of five classes – regular, life, distinguished, retired, and student.

##### **B. Organizational Membership**

Organizational membership shall consist of those supporters of educator preparation that do not meet the criteria for individual membership (i.e., professional associations, companies & businesses, etc.). These members shall be entitled to all privileges of the Association except the right to vote and hold office.

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### **ARTICLE III – BOARD OF DIRECTORS**

#### **Section 1. Name of Board of Directors**

The Executive Board of Directors shall be known as the Board of Directors.

#### **Section 2. Membership and Representation**

The Board of Directors shall consist of a minimum of three and maximum of 10 elected members plus the President, First Vice President, Second Vice President, Immediate Past President, and the Chief Executive Officer (CEO). The elected members shall be represented as follows: one must be public or private school personnel (preK-12) at the time of the election; two must be college or university personnel working directly in educator preparation at the time of the election; one must be a current or former officer of the Council of Unit Presidents; and the four others shall be elected at large. The CEO shall serve in an ex-officio capacity, without vote.

#### **Section 3. Qualifications**

Any active member who has held an individual membership for three consecutive years and who has served or is serving in the Delegate Assembly, or on a standing committee, commission, or taskforce of the national Association may be nominated for election to the Board of Directors.

#### **Section 4. Election**

The Nominations and Elections Committee shall prepare a slate consisting of a minimum of two qualified candidates for each position to be filled on the Board of Directors. The slate shall be presented to the Delegate Assembly which shall have the right to add additional names for each position to be filled provided materials are submitted by the nominee within two weeks of the nomination. Nominations for the Council of Unit Presidents' representative shall be made by the Council of Unit Presidents and sent to the Nominations and Elections Committee to be duly slated.

The election shall be by electronic or mail ballot of the eligible membership. Candidates receiving the highest number of votes for each position will be declared elected. In the event of a tie vote, a runoff election by electronic or mail ballot shall be conducted.

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### Section 5. Term of Office

The tenure of elected members of the Board of Directors shall be three years. The tenure of the Board of Directors shall commence at the conclusion of the Annual Meeting of the Association of Teacher Educators.

The elected members of the Board of Directors may not serve consecutive terms.

### Section 6. Voting

The elected members of the Board of Directors, the First Vice President, Second Vice President, and the Immediate Past President shall be voting members of the Board of Directors. The President shall vote only in case of a tie vote. The CEO shall be ex-officio, without vote.

### Section 7. Meetings

The Board of Directors shall meet at the request of the President and no less than three times a year. Notification must be received by each member no less than two weeks prior to the meeting.

#### A. Special Called Meetings of the Board

Three members of the Board may call a meeting of the Board of Directors with written, signed notification to be received by each member no less than two weeks prior to the proposed meeting date. Notice of a special meeting of the Board shall be given by service upon each Director in person or by mailing or emailing the same to their address as appears upon the books of the Corporation. Whenever all the Directors shall have waived notice of any meeting either before or after such meeting, such meeting shall be valid for all purposes. A Director who shall be present at any meeting and who shall not have protested, prior to the meeting or at its commencement, the lack of notice to the Director, shall be deemed to have waived notice of such meeting. In any case, any acts or proceedings taken at a directors' meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent Directors' meeting that is legally and validly called. Except as otherwise provided herein, notice of any Directors' meeting or any waiver thereof need not state the purpose of the meeting, and, at any Directors' meeting duly held as provided in these Bylaws, any business within the legal province and authority of the Board may be transacted.

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### Section 8. Procedures

The following proceedings shall instruct the Board of Directors on – Conflict of Interest, Quorum, Action without Meeting, Removal, Resignation, and Participation by Virtual Device.

#### B. Conflict of Interest

1. A conflict of interest arises when a person in a position of authority over the Organization may benefit from a decision the person could make in that capacity, including indirect benefits such as to a family members' business, or other nonprofit organization with which the person is closely associated.

A conflict of interest exists when:

- a. Any director or close relative of a director or the employer of either of the foregoing has an interest in an issue, matter or transaction in which the Association has an interest; or
  - b. When any director or a close relative of a director acts as an agent, representative or spokesperson for any person, business, group or organization, in order to influence the Association on any issue, matter or transaction; or
  - c. When any director serves as the officer or director, or is employed by, a competing organization where information learned through their board service with the Association could be used by that other organization to the competitive disadvantage of the Association.
2. Individuals covered. Persons covered by this policy are the Organization's officers, directors, chief employed executive and chief finance executive.
  3. Facilitation of disclosure. Persons covered by this policy will annually disclose or update to the President on a form provided by the Organization their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.
  4. Procedures to manage conflicts. For each interest disclosed to the President, the President will determine whether to: (a) take no action; (b) assure full disclosure to



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the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse themselves from participation in related discussions or decisions within the Organization; or (d) ask the person to resign from his or her position in the Organization or, if the person refuses to resign, become subject to possible removal in accordance with the Organization's removal procedures. The Organization's chief employed executive and chief finance executive will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the President in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

### C. Quorum

The number required for a quorum of the Board of Directors shall be one-half plus one of the eligible voting members. Any motion and/or recommendation so approved by a majority vote of the Board of Directors, with the President only voting in case of a tie vote shall be an official action of that body.

If there is no quorum for an officially called meeting, those present may make recommendations and or motions. These recommendations and/or motions shall be presented for vote to the entire Board of Directors at a subsequent meeting or by unanimous written consent.

### D. Action without a Meeting

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

### E. Resignation

Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

### F. Virtual Participation

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Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### Section 9. Responsibilities

#### A. The Board of Directors

1. shall formulate the policy of the Association;
2. shall have responsibility for fiscal affairs of the Association;
3. shall employ a Chief Executive Officer (CEO) when a vacancy in that office occurs;
4. shall set the term of office and the conditions of employment of the CEO;
5. shall have the power to approve presidential recommendations of ad hoc committees and commission appointments and dissolutions;

B. When possible, members of the Board of Directors shall be assigned by the President to serve as a Board liaison to a standing committee in such a manner as to have at least one Board of Directors member represent the Board for each standing committee.

C. The members of the Board of Directors shall serve as ex-officio members, without vote, in the Delegate Assembly.

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### ARTICLE IV – OFFICERS

#### Section 1. Officers (Elected and Appointed)

The elected officers of the Association shall be the President, First Vice President, Second Vice President, and Immediate Past President. The Association shall elect a candidate to serve as: Second Vice President (1<sup>st</sup> year); First Vice President (2<sup>nd</sup> year); President (3<sup>rd</sup> year), and Immediate Past President (4<sup>th</sup> year). Two officers, a Treasurer and Secretary, shall be appointed from the members of the Board, not elected.

#### Section 2. Qualifications for Elected Officers

Any active individual member who has been a member of the Board of Directors, may be nominated for the Second Vice President officer position.

#### Section 3. Election

A slate consisting of a minimum of two candidates for the office of Second Vice President shall be prepared by the Nominations and Elections Committee and presented to the Delegate Assembly, which will have the right to add nominations. Additional candidates can be nominated from the floor of the Delegate Assembly if they meet the qualifications for the office as defined in the Corporate Bylaws and Policies and Procedures Manual, provided that application materials are submitted by the candidate to the Nominations and Elections Committee within two weeks following their nomination. Election shall be by electronic or mail ballot of the eligible membership, with the candidate receiving the highest number of votes being declared elected.

#### Section 4. Chief Executive Officer

The Chief Executive Officer (CEO) shall be hired by the Board of Directors. The CEO shall be an ex-officio officer and member of both the Board of Directors and the Delegate Assembly and responsible to both groups.

The CEO shall serve at the will of the Board of Directors with the term of service determined by the Board and outlined in an employment contract. The Board of Directors will be responsible for conducting annual reviews of the CEO's performance.

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### Section 5. Tenure

The tenure of each elected officer shall be for one year. Officers may not serve for more than one term in a position, either consecutively or after a period of time. This does not apply to the appointed offices of Secretary and Treasurer, or to the CEO serving in an ex-officio capacity as an executive officer. The office shall be assumed at the conclusion of the Annual Meeting of the Association of Teacher Educators.

### Section 6. Vacancies

Should the Board of Directors determine that the President is, through illness, death, or for any other reason, unable to fulfill the responsibilities of the President as stated in the Corporate Bylaws, the President shall, at such time as it shall designate, be replaced by the First Vice President.

In case the office of First Vice President should become vacant, the position shall be filled by the Second Vice President, followed by the decision of the Board of Directors to fill the office of Second Vice President through special election of two candidates nominated by the Nominations and Elections Committee and by ballot of the eligible membership.

### Section 7. General Duties of Officers and Executive Committee Members

All elected officers shall serve as voting members of the Board of Directors, except that the President shall vote only in the case of a tie vote.

The Chief Executive Officer (CEO) shall serve as an ex-officio member, without vote, on the Board of Directors and the Delegate Assembly.

#### A. Powers and Duties of the President and Chairperson of the Board (one year term)

The President serves as Chairperson of the Board of Directors and as such leads the Board in setting annual goals for the organization. The President shall facilitate Board discussion(s) and action(s) that address organizational fiscal responsibilities, and the organizations' programs, policies, and services; and as Chairperson manages Board activity, convenes, and presides over official meetings of the Board and the Delegate Assembly.

#### B. Powers and Duties of the Vice Presidents and Immediate Past President

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Each of the Vice Presidents and the Immediate Past President, if any, shall have such powers and shall perform such duties as may from time to time be assigned to such Vice President or Past President by the Board. The roles and responsibilities of the Vice Presidents and Immediate Past President shall be outlined in the Corporation's Policies and Procedures Manual.

### C. Powers and Duties of the Secretary

The Secretary shall certify and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of and shall make or cause to be made the proper entries in, the minutes book of the Corporation and such books and records as the Board may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board. The roles and responsibilities of the Secretary shall be outlined in the Corporation's Policies and Procedures Manual.

### D. Powers and Duties of the Treasurer

The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board. The roles and responsibilities of the Treasurer shall be outlined in the Corporation's Policies and Procedures Manual.

### E. Powers and Duties of the Chief Executive Officer

The Chief Executive Officer (CEO) is responsible for the daily operations of the organization and shall have such other powers and shall perform such other duties as may from time to time be assigned to the CEO by the President and Board. The CEO shall make such reports of the affairs and operations of the Corporation as the President and Board may request. The roles and responsibilities of the CEO shall be outlined in the Corporation's Policies and Procedures Manual.

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### **Section 8. Executive Committee of the Board**

The Executive Committee of the Board shall consist of the elected officers (President, First Vice President, Second Vice President, and Immediate Past President), two appointed officers (Treasurer and Secretary), one Board Member elected by the Board, and the Chief Executive Officer (ex-officio). The Executive Committee shall act in lieu of the full Board of Directors when decisions are necessary between Board meetings. The Executive Committee shall report its activities at the next Board meeting for ratification.

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### ARTICLE V – COMMITTEES AND OTHER WORKING GROUPS

#### Section 1. Executive Committee of the Board of Directors

The Executive Committee of the Board is established to act in lieu of the Board of Directors when decisions are necessary between Board meetings. Any action taken by the Executive Committee should be immediately reported to the Board of Directors.

#### Section 2. Standing Committees

No more than one-third of standing committee members shall be appointed each year by the First Vice President within forty-five days after assuming office.

##### A. Term of Office for Committee Membership

Committee Chairs shall meet annually with the President and the CEO to determine the number of committee members needed to fulfill its responsibilities, including the responsibilities of any identified subcommittees. The number of Subcommittee members shall not exceed fifteen, unless the President obtains Board approval. The process shall include the review of chairs for subcommittees. Appointments to vacant terms of committee members shall be limited to the remaining portion of the unfilled term. For standing committees the terms are staggered -- each member shall be appointed one 3-year term with possibility for renewal for a second 3-year term. Any appointment that extends beyond 6 years for one member shall require approval by the Board.

##### B. Committee Membership

Committee membership will be reviewed each year by the committee chair who will recommend to the Board of Directors removal of a committee member's name from the committee who has not attended two consecutive conferences and who has not been active in committee work for two years. Membership will also be reviewed by the CEO who will remove a committee member's name from the committee who is not a current member of the Association. These deletions will be made within thirty days of the Annual Meeting, and the First Vice President will fill vacant slots.

The Board shall review each committee membership each year to ensure diversity among committee members with regard to region, racial/ethnic origin, primary

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occupational role, and any other factors that would contribute to the effective functioning of the committee.

### C. Vacancies

When a committee or subcommittee chair is vacant, the President, in consultation with the standing committee, shall appoint the chair of the committee. The term of office for chairs is three years, and the chair of the committee shall occupy a three-year term slot in the committee membership, beginning with the first year as committee chair. If the committee chair is a current member of the committee and has not completed a full term as committee member, that position shall be filled as indicated above. The Board of Directors shall implement a system so that hereafter 1/3 of the committee chairs will be appointed each year.

### D. Meetings of Standing Committees

There shall be an annual meeting of the Standing Committee Chairpersons at the annual conference to enhance communications.

### E. Standing Committees to the Board of Directors

Standing Committees to the Board shall at a minimum, meet prior to the Board of Directors meetings with the exception of the Diversity Committee. Each standing committee shall have a Board identified diversity liaison or representative member who also serves on the Standing Diversity Committee. The roles and responsibilities of each Standing Committee and Subcommittee to the Board shall be outlined in the Corporation's Policies and Procedures Manual.

#### 1. Educational Programs and Planning

The Educational Programs and Planning Committee shall address issues related to the Associations' honors and awards, research, educational technology, membership and development, and professional publications. There shall be a Professional Publications Subcommittee. The Committee shall perform other such duties as may from time to time be assigned by the Board.

#### 2. Fiscal Affairs



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The Fiscal Affairs Committee shall focus on fiscal matters related to the organization including budget preparation, investments, endowments, and other fiscal matters. The Committee shall perform other such duties as may from time to time be assigned by the Board.

The Fiscal Affairs Committee shall be composed of the President / Chairperson, First Vice President, Treasurer, Chief Executive Officer (CEO), at least five appointed members of the Association and the Committee Chairperson. The President / Chairperson, First Vice President, Treasurer, and CEO shall serve as ex-officio members, without vote. The Treasurer and the CEO shall report to the Board of Directors quarterly and the Fiscal Affairs Committee semiannually.

### 3. Governance

The Governance Committee shall address issues related to the Corporate Bylaws and matters impacting Authorized State and Affiliate Units. The Committee shall perform other such duties as may from time to time be assigned by the Board.

### 4. Public Affairs

The Public Affairs Committee shall address issues related to Public Relations and Communications, and Government / Legislative Relations. The Committee shall perform other such duties as may from time to time be assigned by the Board.

### 5. Diversity

The Diversity Committee shall meet at a minimum semi-annually. The Committee shall provide guidance to the Board to ensure the Association has a culturally inclusive climate. Membership on the Diversity Committee shall at a minimum consist of each standing committees' diversity representative or liaison. The Committee shall perform other such duties as may from time to time be assigned by the Board.

## F. Other Standing Committees

### 1. Nominations and Elections

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There shall be a Nominations and Elections Committee. The Committee Chair shall coordinate with the CEO each year to prepare for the annual election. The roles and responsibilities of the Nominations and Elections Committee shall be outlined in the Corporation's Policies and Procedures Manual.

### Section 3. Official Action

- A. Official action of all standing committees will be by majority of those members present, provided that at least two weeks prior notice of the meeting has been provided in writing to each member.
- B. Standing committees will present reports and recommendations to the Board of Directors unless otherwise specified in the Corporate Bylaws.

### Section 4. Annual Reports

Each committee chairperson shall file an annual report with the national office within forty-five days of the conclusion of the Annual Meeting of the Association. The annual report of the Fiscal Affairs Committee shall encompass the preceding fiscal year of September 1 through August 31.

### Section 5. Responsibilities

Detailed responsibilities for all Committees shall be outlined in the Corporation's Operational Policies and Procedures Manual.

### Section 6. Ad Hoc Committees, Commissions and Task Forces

The President, with the approval of the Board of Directors, may appoint or dissolve as deemed necessary:

- ad hoc committees (charged with a specific function and dissolved after the completion of charge)
- commissions and/or
- task forces

Commissions may be appointed for a three-year term and may be reappointed. Task force chairs and members may be appointed by the President and serve until completion of the

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task. Members of ad hoc committees, commissions, and task forces shall be current ATE members. Each chairperson shall file an annual report with the National office upon request of the CEO.

### **Section 7. Leadership Foundation for Teacher Education (LFTE)**

The primary purpose of Leadership Foundation for Teacher Education (LFTE) is long-term capital growth to provide resources to the organization support teacher education.

LFTE shall have an Advisory Council. Members of the Advisory Council are appointed to three-year terms by the First Vice President and approved by the Board of Directors. The President and the CEO of the Association serve as ex-officio members of the Advisory Council.

The Advisory Council, in conjunction with the Board of Directors, is responsible to donors, the Association membership, the Delegate Assembly, and the Board of Directors for developing and applying policies for the use of resources available through the Foundation.

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### **ARTICLE VI – DELEGATE ASSEMBLY**

#### **Section 1. Name of the Delegate Assembly**

The delegates shall be known as the Delegate Assembly. The purpose of the Delegate Assembly is to provide member representation, voice and guidance on the policies, programs and services provided by the Association.

#### **Section 2. Membership and Representation**

The Delegate Assembly shall consist of two members from each authorized unit.

Any authorized unit with one hundred or more national regular or life members as of June 30 preceding the Delegate Assembly shall be entitled to two additional delegates.

Each authorized unit shall also be entitled to one alternate for each delegate to the Delegate Assembly. Alternates, when seated, shall meet the qualifications of the delegates.

The President shall serve as chairperson of the Delegate Assembly, with a vote on ties. All other elected officers, the CEO and the members of the Board of Directors shall serve as ex-officio members of the Delegate Assembly, without a vote.

#### **Section 3. Qualifications**

All delegates and alternates to the Delegate Assembly must be members of the national Association at the time of their appointment and during their term in the Delegate Assembly. In addition, they must have served in a leadership capacity in an authorized unit.

#### **Section 4. Election and Tenure**

Each authorized unit shall be responsible for the election or appointment of its delegates each year and is further responsible for immediate notification of such election or appointment to the Chief Executive Officer. Each authorized unit shall be responsible for ensuring that its delegates are demographically representative of the unit's membership.

The term of membership in the Delegate Assembly shall be no more than three years.

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### **Section 5. Voting**

Each present and qualified delegate shall have one vote with the President / Chairperson voting only in case of a tie vote. All ex-officio members serve without vote.

### **Section 6. Meetings**

The Delegate Assembly shall meet during the Annual Meeting.

The Board of Directors shall, as deemed necessary, call a meeting of the Delegate Assembly.

### **Section 7. Responsibilities**

The Delegate Assembly shall make recommendations for consideration of the Board of Directors regarding membership, policy, programs, and services of the Association.

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### ARTICLE VII – UNITS

The Association may recognize two kinds of units: the first, hereinafter called authorized units, are entities that have been duly chartered and recognized according to specific criteria stated in the bylaws. Authorized units shall be described in the Corporate Policies and Procedures Manual.

Other units, hereinafter called affiliated units, also may be recognized by the Association. To be a recognized affiliated unit, the proposed group must meet certain requirements specified in the Corporate Policies and Procedures Manual.

#### Section 1. Authorized Units

##### A. Authorized Units

An authorized unit of the Association may be recommended to the Board for authorization by the Delegate Assembly. An application for authorized units must show that:

1. at least ten persons, in good and regular standing in the Association, desire the proposed state unit. Student memberships may be counted as part of the ten;
2. specific, realistic plans for maintaining and/or increasing membership have been formulated and appropriately linked to the national Associations' strategic plan;
3. the proposed unit structure provides for membership and full participation without regard for disability or diversity;
4. a constitution and/or bylaws has been adopted by vote of at least two-thirds of the membership of the proposed unit, recommended by the Governance Committee, and presented to the Delegate Assembly for comment and to the Board of Directors for approval;
5. officers will be elected; at least one meeting will be held each year; a variety of activities and services benefiting the members and the profession will be planned; a report of such meetings, activities, services and a copy of all unit publications will be shared annually with the Association national office;

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6. the prescribed number of members of the unit will be elected to represent the unit in the Delegate Assembly. The authorized unit, to the extent of its ability, shall help to defray the expenses of such delegates to the officially called meetings of the Delegate Assembly;
7. all elected officers of the board of directors of authorized units shall hold membership in the national Association in order to serve as an officer. The election as an officer of an authorized unit does not automatically convey membership in the national organization;
8. for purposes of communication and dissemination of information, and for the orderly accounting and transmission of funds, authorized units shall adopt a common fiscal year and term of office to begin July 1 and end June 30 of each year and shall make an annual financial report to the national office by as requested by the CEO.

### B. Affiliate Units

An affiliate unit of the Association may be recommended to the Board for authorization by the Delegate Assembly. Application criteria for affiliate units are outlined in the Corporate Policies and Procedures Manual.

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### ARTICLE VIII – SPECIAL INTEREST GROUPS

A group of ten or more members of the Association having a common special interest can be officially recognized by the Association as a Special Interest Group (SIG) by fulfilling the requirements specified in the Corporate Policies and Procedures Manual.

All Special Interest Groups shall file a statement of purpose with the Governance Committee for recommendation to the Board of Directors for a vote. Members of the SIG shall be current Members of the Association. Each chair of a SIG shall file an annual report with the Special Interest Group Coordinator upon request from the National office.

The minimum number of members for a SIG to be formed or continue is ten. A SIG will automatically be dissolved if the membership in the SIG drops below that number.



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### ARTICLE IX – AMENDMENTS

All proposed amendments submitted to the Governance Committee shall be considered by the Governance Committee. Upon recommendation of the Governance Committee, proposed amendments shall be considered by the Board.

The Corporate Bylaws may be amended, provided that notice of the proposed amendment(s) has been given to the eligible membership (regular, life, distinguished, student, and retired) one month in advance, either by

A. majority approval of the Delegate Assembly or

B. approval of two-thirds of the eligible voting membership (regular, life, distinguished, student, and retired) voting by ballot.

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### ARTICLE X – SUNDRY PROVISIONS

#### Section 1. Meetings

The Association shall hold an Annual Meeting at a time and place to be approved by the Board of Directors.

Members may participate in any meeting of members by means of remote communication to the extent the Board of Directors authorizes such participation. Participation by means of remote communication shall be subject to such guidelines and procedures the Board of Directors adopts. Members participating in a members' meeting by means of remote communication shall be deemed present and may vote at such a meeting if the Corporation has implemented reasonable measures to verify that each person participating remotely is a member and provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting, substantially concurrently with such proceedings. The Board of Directors may determine that any meeting of members shall be held solely by means of remote communication.

Meetings of the Delegate Assembly and the Board of Directors shall take place during the Annual Meeting.

#### Section 2. Rules of Order

All business meetings shall be conducted according to the latest edition of *Robert's Rules of Order, Newly Revised* provided that such rules do not conflict with any provision of the Corporate Bylaws.

#### Section 3. Professional Relationships

##### A. By the Association

The Association shall participate in the activities of such educational organizations as shall be approved by the Board of Directors.

##### B. With the Association

Educational organizations may partner with the Association and participate in the activities of the Association. Such affiliation shall require approval by the Board of Directors.

## **V2.1 Revisions to Delegate Assembly**

### **Section 4. Fiscal Year**

The fiscal year shall extend from September 1 through August 31 of the following year.

### **Section 5. Membership**

The period of membership of each person who joins the Association and pays the annual dues shall be twelve calendar months upon receipt of the annual dues.

### **Section 6. Bank Accounts, Checks, Contracts, and Investments**

#### **A. Bank Accounts, Checks and Notes**

The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

#### **B. Contracts**

The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

#### **C. Investments**

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

### **Section 7. Indemnification**

Association shall indemnify its Directors and Officers to the full extent permitted by the Virginia Nonstock Corporation Act now or hereafter in force, and may advance related expenses, upon a determination by the Board or independent legal counsel (who may be regular counsel for Association) made in accordance with applicable statutory standards; and upon authorization by the Board, may indemnify other employees or agents to the same extent.

## **V2.1 Revisions to Delegate Assembly**

### **Construction**

In the case of any conflict between the Articles of Incorporation of the Corporation and these Bylaws, the Articles of Incorporation of the Corporation shall control.

These Bylaws were adopted at a meeting of the Association of Teacher Educators Delegate Assembly on [DATE].