

1 **Association for Equality and Excellence in Education, Inc.**
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3 **ARTICLE I**
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5 Office
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7 **Section 1:** The principle office of this organization, named Association for
8 Equality and Excellence in Education, Inc. hereinafter referred to as Association, shall
9 be located in the City and State of New York.
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11 Parliamentary Authority
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13 **Section 2:** *Robert's Rules of Order, Modern Edition*, shall govern, except where
14 they disagree with these By-Laws.
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16 **ARTICLE II**
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18 Purpose
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20 The purpose of this organization shall be to provide for employees of Federal TRIO
21 Programs in the State of New York and the State of New Jersey and others
22 concerned with providing equal access to education a forum for collegiality,
23 professional development and all other activities that pertain to the interests and
24 well-being of their programs and students.
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26 **ARTICLE III**
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28 Members
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30 **Section 1:** Members shall be of two types:
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- 32 1) Membership
33 2) Honorary Membership
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35 **Section 2:** Membership
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37 a) Membership shall be open to anyone desiring to be a member of this
38 organization who pledges his or her support to the purpose of this organization as
39 stated in Article II.
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41 b) In order to be accepted for Membership, a candidate must have paid the
42 annual dues and otherwise have qualified under the provisions of Article III, Section
43 2a.
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1 c) Each Member shall have a voice, shall be entitled to one vote and shall be
2 eligible to hold office as described in Article Vi, Sections 1,2 and 3.

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4 d) To be eligible to run for any elected position of the Association a candidate
5 must have been a member of the Association for one calendar year immediately
6 preceding the date of nomination.

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8 **Section 3: Honorary Membership**

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10 a) Honorary membership is a lifetime privilege, which is recommended by the
11 Board and conferred by a majority vote of the membership.

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13 b) Each Honorary Member shall have a voice but may not vote and shall be
14 ineligible to hold office.

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16 **Section 4: Membership Fees**

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18 a) Payment of membership fees shall be made by cash, personal check,
19 purchase order, institutional check or money order payable to the Association.

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21 b) Membership fees shall be for twelve (12) months and are due at the annual
22 conference. The term of membership shall begin on the first day of the annual
23 conference and expire on the day prior to the first day of the next annual conference.
24 Fees must be paid in full in order to exercise voting privileges. Membership fees may
25 also be paid at any time subsequent to the annual conference.

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27 **Section 5: Record of Membership**

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29 a) The name and most recent known address of each Member of the
30 Association shall be maintained in the records of the Association at the principal
31 office of the Association and by the Membership Committee Chairperson.

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33 b) The Treasurer shall be charged with certifying membership. The Chair of
34 the Membership Committee shall be charged with verifying that certification.

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36 **Section 6: Termination of Membership**

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38 a) Any member of the Association may resign upon written notice of resignation
39 mailed or delivered to the Secretary of the Corporation. Members may be suspended
40 or expelled by a vote of a majority of the Members present at any general meetings
41 of the Board of Directors called for such a purpose at which a quorum is present, for
42 refusing or failing to comply with the By-Laws or for other such good and sufficient
43 cause. A Member shall be given written notice not less than five days before such a
44 meeting is called by the Directors to consider the suspension or expulsion of such
45 Member. Such notice shall specify the place, date and hour of such meeting, shall state
46 the grounds for the proposed

1 suspension or expulsion and shall advise such Member of his/her right to appear at
2 such meeting and be heard.

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4 **ARTICLE IV**

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6 **Board of Directors**

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8 **Section 1: Composition**

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10 a) The Board of the Association shall be composed of the officers of the
11 Association and a combination of regional representatives and at least nine (9)
12 members at large.

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14 **Section 2: Powers and Responsibilities**

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16 a) The management of the Association shall be vested in the Board of
17 Directors. The Board of Directors shall have control of all the funds, securities and
18 property, real and personal, of the Association, and such other entities as may from
19 time to time established by the Board and shall manage and have general charge of
20 the business affairs and other activities of the Association. Except as limited by law
21 and the Certificate of Incorporation of these By-Laws, the Board of Directors may
22 exercise all such powers and do all such things as may be exercised or done by the
23 Association. The Board cannot rescind or be in conflict with any action taken by the
24 general membership. Each Director shall have the same rights and privileges.

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26 **Section 3: Meetings of the Board**

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28 a) The Board of Directors shall hold its meetings at the principle office of the
29 Association in the city of New York or at such other places within or without the City of
30 New York as the Board may from time to time determine. Regular meetings of the
31 Board of Directors shall be held according to such schedule or on such dates as
32 shall be fixed by the President of the Board of Directors. The President may call
33 special meetings of the Board of Directors at any time.

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35 b) Written notices of the purpose, date, hour and place of regular and special
36 meetings of the Board of Directors shall be mailed, or caused to be mailed, by the
37 Secretary to each Director, addressed to him/her at his/her address as it appears on
38 the records of the Association, no less than five (5) days before said meeting.

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40 **Section 4: Quorums**

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42 a) A quorum shall consist of a majority of the Board of Directors or their proxies.
43 A quorum must be present to conduct official business.
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Section 5: Proxies

a) Any Member of the Board may vote at any Board meeting by proxy. Proxies shall be in writing in a form prescribed by the Board and shall be revocable at the pleasure of the Board Member executing the same in writing or in person. Proxies shall be delivered to the Secretary before the meeting is called to order.

Section 6: Unanimous Consent in Lieu of Meeting

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

Section 7: Qualification and Number of Directors

a) Each Director shall be at least twenty-one (21) years of age, and must have been a member in good standing at least the one (1) year immediately prior to nomination. The number of Directors shall be at least fifteen (15). The number of Directors (a) may, within the limits above specified and without amending these By-Laws, be increased from time to time by the vote of a majority of the entire Board or (b) may be increased or decreased by amendment of these By-Laws as hereinafter provided. No decrease shall shorten the term of any incumbent Director.

Section 8: Terms of Office

a) Each Director elected pursuant to Article IV, Section 2, or appointed to fill a vacancy pursuant to Article IV, Section 9, shall hold office until expiration of the term and until a successor has been elected and qualified. No person who shall serve as Director for any two full consecutive terms in a position shall be eligible for re-election to a third consecutive term as a Director in that same position.

Section 9: Vacancies

a) Vacancies occurring on the Board of Directors as a result of death, incapacity, resignation, disqualification, removal, an increase in the number of Directors or otherwise may be filled by vote of a majority of the Directors then in office or by the members of the Association at any meeting at which a quorum is present.

Section 10: Resignation and Removal

a) Any Director may resign at any time by notice in writing mailed or delivered to the Secretary of the Association. Such resignation shall be effective without acceptance. Any Director may be removed for cause prior to the expiration of his term

1 by vote of the Members, or by vote of the Directors at a meeting called for such
2 purpose provided there is not less than a majority of the entire Membership or the
3 entire Board, as the case may be, present at the meeting at which such action is
4 taken. A Director shall be given written notice not less than five (5) days before such
5 meeting or any meeting of the Members or Directors called to consider the removal of
6 such Director. Such notice shall specify the place, date and hour of such meeting.
7 The membership shall have the right to reinstate any Board member which it feels
8 was unjustly dismissed by the Board of Directors through a majority vote at a general
9 meeting.

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11 **Section 11: Compensation of Directors**

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13 a) Members of the Board of Directors shall not receive any salary or other
14 compensation for service on the Board or on any committee.

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16 **ARTICLE V**

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18 **Meetings of Members**

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20 **Section 1: Annual Meeting**

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22 a) The annual meeting of the Members of the Association shall be held at the
23 time of the annual conference in each year for the purpose of installing the Board of
24 Directors and for the transaction of such other business as may properly come before
25 the meetings.

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27 b) At each annual meeting of the Members, the Directors shall present a report
28 in accordance with Section 519 of the Not-for-Profit Corporation Law, and shall file
29 such report or an abstract thereof to be entered in the minutes of the meeting. The
30 Directors shall also present any such other report or statement as is or may hereafter
31 be required by any federal, state, city, county, or municipal government, department,
32 agency, bureau, or political subdivision thereof.

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34 **Section 2: Special Meetings**

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36 a) Special meetings of the Members of the Association may be called at any
37 time by the President and shall be called by written notice of either one-third (1/3) of
38 the Members of the Association or one-third (1/3) of the Members of the Board of
39 Directors. However, notice of said meeting must be given within twenty-four (24)
40 hours.

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42 **Section 3: Notice of Meetings**

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44 a) Written notice of the date, hour, place and purposes of the annual meeting
and of any special meeting of the Members of the Association shall be mailed or

1 caused to be mailed by the Secretary, or the person or persons calling the meeting, to
2 each Member, addressed to him/her at his/her address as it appears on the records
3 of the Association, not less than ten (10) days or more than fifty (50) days before the
4 day fixed for the meeting. The notice of a special meeting shall indicate that it is being
5 issued by the person or persons (who shall be specified in the notice) calling the
6 meeting. Notice of the meeting need not be given to any member who submits a
7 signed waiver of notice, in person or by proxy, whether before or after the meeting.
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9 b) The attendance of any Member at a meeting, (in person or by proxy), without
10 protesting prior to the conclusion of the meeting the lack of notice of such meeting,
11 shall constitute a waiver of notice to him/her.
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13 **Section 4: Place of Meetings**

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15 a) All meetings of the Members of the Association shall be held at the principal
16 office of the Association in the city of New York or at such other place or places within
17 or without the City of New York as the President may from time to time determine.
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19 **Section 5: Quorums and Adjournments**

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21 a) Except in Special Meetings, the number of Members whose presence shall
22 constitute a quorum for the transaction of business at all meetings of the Members of
23 the Association shall be one-third (1/3) of the entire number of Members but not less
24 than thirty (30) Members.
25

26 b) Irrespective of the established quorum, a meeting may be adjourned to
27 another time or place by majority vote of the Members present. In the event of such
28 adjournment it shall not be necessary to give any notice of the adjourned meeting if
29 the time and place to which the meeting is adjourned is announced at the meeting at
30 which the adjournment is taken. At the adjourned meeting, any business may be
31 transacted that might have been transacted on the original date of the meeting.
32 However, if after the adjournment, the Board fixes a new record date for the adjourned
33 meeting, a notice of the adjourned meeting shall be given to each Member on record
34 entitled to said notice.
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36 **Section 6: Voting**

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38 a) Each Member in good standing shall be entitled to one vote at all meetings
39 of the Members. Except as otherwise provided by law or by these By-Laws, all
40 questions at meetings of the Members shall be decided by the majority vote of the
41 Members present.
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Section 7: Proxies

a) Any Member of the Association entitled to vote may assign his/her proxy to an attending Member. Proxies shall be in writing in a form prescribed by the Board of Directors and shall be revocable at the pleasure of the Member executing the same in writing or in person. Proxies shall be delivered to the Secretary before the meeting.

Section 8: List or Record of Members at Meeting

a) A list or record of Members entitled to vote shall be produced at all meetings of Members.

ARTICLE VI

Officers

Section 1: Composition

a) The officers of the Board of Directors shall consist of the president, president-elect, past president, secretary and treasurer, and may include such other officers as may be determined by the Board of Directors. The same person may hold no two offices. Each officer shall have one vote.

Section 2: Term of Office

a) The term of office shall be one year, July 1 to June 30 inclusive, except for the treasurer and secretary for whom the term shall be two years.

b) The Immediate Past-President, having served his/her full term of office, may also represent the Association at the following September COE Board Meeting, in place of the Association's President-elect.

Section 3: Election Ballot

a) Prior to the annual meeting of the Members of the Association in each year, the Nominations Committee shall prepare a ballot of candidates for election to membership of the Board of Directors. The ballot shall only contain the names of persons who have been either (a) proposed to the Committee for nomination from the membership at least 90 days prior to the annual meeting or (b) selected as the nominees by the Committee. The ballot shall indicate which of the candidates listed are nominees of the Committee. The Members may not elect any person whose name does not appear on the ballot. The ballot shall be sent no less than 60 days prior to the annual meeting to each Member, in accordance with the provisions of Article III, Section 1 hereof.

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ARTICLE VII

Duties of Officers

Section 1: President

a) The President shall be the chief elected officer of the Association, shall preside at all meetings of the Association, shall be chairperson and preside at all meetings of the Board of Directors and the Executive Board. The President shall appoint a Parliamentarian and the chairpersons of all standing committees subject to confirmation by the Board except as otherwise specified in the By-Laws, and shall be an ex-officio member of all standing and ad hoc committees. The president shall submit an annual report prior to the annual meeting of the Association on all matters which may be of interest or concern to the members of the Association, and which have taken place during his/her term of office. The President shall serve as a delegate to the Council for Opportunity in Education.

Section 2: President-Elect

a) The President-Elect shall be appointed by the President to chair the Membership Committee and shall be a member of the Finance Committee. The President-Elect shall perform such duties as are assigned by the President or prescribed by the Executive Board. The President-Elect shall assume the office of President in the event of the death, resignation, prolonged or serious incapacity (greater than 90 days), or expiration of the term of the President. The President-Elect shall perform the duties of the President in the event of the President's absence (less than 90 days). The President-Elect shall serve as a delegate to the Council for Opportunity in Education.

Section 3: Immediate Past-President

a) The Immediate Past-President shall chair the Nominations and Elections Committee. The Immediate Past-President shall serve as a delegate to the Council for Opportunity in Education.

Section 4: Secretary

a) The Secretary shall be responsible for keeping and maintaining the records of the Association and Executive Board; for the mailing of meeting notices and such other communications as provided for in these By-Laws; the Secretary shall perform such other duties as are appropriate to the Secretary's office or as prescribed by the Executive Board.

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Section 5: Treasurer

a) The Treasurer shall be the credentialing agent of the Membership Committee and shall be a member of the Finance Committee. The Treasurer shall represent the Board in, and be responsible for, the receipt and expenditure of funds in accordance with the directives established by the Executive Board. The Treasurer shall maintain appropriate financial records and shall be ready whenever required to give the Executive Board all monies and financial records, and shall give the same to his/her successor upon termination of his/her term of office. The Treasurer shall submit a duly audited annual financial report to the Association prior to the annual meeting. The Treasurer shall be under such bond as determined by the Executive Board.

Section 6: Board Members at Large

a) The Board Members at Large shall assist the officers of the Association in conducting the Association’s business affairs. Each Board Member at Large shall serve on at least one standing committee, special committee, committee or task force. The Board Members at Large shall be divided into three classes. For the purpose of staggering their terms of office all classes shall be as nearly equal in number, as possible, and the terms of each class of Directors shall expire on successive years. Each new class of Directors will be elected for a period of three (3) years by the general membership.

Section 7: Regional Representatives

a) The Regional Representatives shall coordinate and plan all regional activities for the calendar year; establish, coordinate, and arrange a communication network; represent regional concerns at the Board of Directors meetings; follow up directives from the President; convene a meeting of the State at the annual conference; and in general, have such powers and perform such duties as incident to the office of Regional Representative. Each of the Regional Representatives shall be elected for a period of two (2) years.

ARTICLE VIII

Executive Committee

Section 1: Composition

a) The Executive Committee shall consist of the president, president-elect, immediate past-president, secretary and treasurer. Each of these persons shall have voice in the conduct of business and each shall have one vote.

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Section 2: Authority

a) The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the affairs of the Association between meetings of the Board except that the Executive Committee shall have no authority as to (a) the filling of vacancies in the Board of Directors or in any committee, (b) the amendment or repeal of the Constitution and By-Laws or the adoption of a new Constitution and By-Laws, (c) the modification or amendment of the approved Association budget, and (d) the establishment of Association policy.

Section 3: Responsibilities

a) The President of the Association shall act as Chairperson of the Executive Committee, and the Secretary of the Association shall act as Secretary of the Executive Committee. In the absence of President, the President-elect shall serve as Chairperson of any meeting of the Committee. In the absence of the President and the President-Elect, The President of the Board shall designate a member of the Committee to act as Chairperson of any meeting. In the absence of the Secretary, the President or the person acting as Chairperson of any meeting of the Executive Committee shall designate a member of the Executive Committee to act as Secretary of any meeting.

Section 4: Quorum

All members of the Executive Committee, either in person or by phone, shall constitute a quorum for the transaction of business, and the act of a majority of those present at a meeting at which quorum is present shall be the act of such committee.

Section 5: Records

a) The Executive Committee shall keep a record of its acts and proceedings and shall report thereon to the Board of Directors at the next regular Board of Directors meeting.

Section 6: Meetings

a) The President may call a conference of the Executive Committee. Notice of the time, date, place or mode of such conference shall be given at least five (5) days previous thereto, in conformance with other requirements cited in Article IV, Section 3, or by telephone. The participation of all members of the Executive Committee shall constitute a quorum for the transaction of business during any such conference.

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ARTICLE IX

Committees

Section 1: Nominations and Elections

a) The Nominations and Elections Committee shall be responsible for the development and implementation of a process for the selection of candidates for officers of the Association in accordance with the guidelines set down in these By-Laws. The Committee is further charged with conducting the election of Association officers as stipulated in Article VII, Section 3. The Committee shall consist of three members nominated from among the Members by the President and confirmed by the Board of Directors. No member of the Nominations and Elections Committee may serve for two consecutive years. Any member, except the Chair, may become a candidate for any office while a member of this committee.

b) The Nominations and Elections Committee shall poll the membership for the names of possible candidates to be placed in nomination for the positions of president-elect, treasurer, secretary, board members at large and regional representatives and shall place on the ballot candidates from among these nominees pursuant to Articles III and X of these By-Laws. No person nominated and accepted as a candidate shall be placed in nomination a second time during the current election.

c) The Nominations and Elections Committee shall conduct the election of officers by secret ballot either 1) at a duly called meeting of the Association 2) or by mail. In the first instance, a majority vote is required of those eligible members registered and physically present at the meeting during the balloting. In the second instance, a majority vote of those eligible members responding is required. In no case will proxy voting be allowed.

d) The Nominations and Elections Committee shall submit the proposed procedures for carrying out the annual elections to the Board of Directors for its approval.

Section 2: Finance Committee

a) The Finance Committee shall be responsible for developing the annual budget for the Association and submitting the proposed budget to the Board of Directors for approval. The Finance Committee shall also be responsible for maintaining the Financial Affairs manual and for otherwise monitoring all fiscal matters pertinent to the Association's activities. The Treasurer and the President-Elect shall be members of this committee. Three additional persons will be nominated by the President and confirmed by the Board of Directors.

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Section 3: Membership Committee

- a) It shall be the responsibility of the Membership Committee to actively promote membership in the Association and to determine membership status and eligibility for purposes of participation in the Association’s activities.
- b) The Membership Committee shall report the names of eligible voters to the Board of Directors.

Section 4: Other Committees

- a) The President of the Board may create standing committees or special committees of the Association.
- b) The Members of each standing or special committee shall be appointed by the Chairperson of said special committee, unless otherwise defined in these By-Laws. A member and a chairperson of a special committee need not be a Director. Each special committee shall have only the powers and duties specifically delegated to it upon approval by the Board of Directors.

Section 5: Organization and Meetings

- a) In the absence of the chairperson, the committee shall designate a member of the committee to be acting chairperson. A majority of the members of any committee shall constitute a quorum for the transaction of business. Each committee may adopt rules governing the calling and holding of its meetings and the conduct of its affairs. Each committee shall keep a record of its acts and proceedings and shall report such to the President of the Board of Directors.

Section 6: Reports

- a) Each committee and subcommittee shall make an annual written report of its accomplishments, activities, and status, to the Board of Directors at least thirty (30) days prior to the annual meeting, and shall report at any other time as requested to do so by the Board of Directors.

Section 7: Vacancies, Removal, and Alternate Members

- a) Each standing or special committee shall serve at the pleasure of the Association. The Board of Directors shall fill any and all vacancies in any committee and may from time to time, designate one or more Directors as alternate members of any standing or special committee. The appointment of any Director to be a member of a committee may be terminated at any time and any member or alternative member of any committee may be removed, at any time, by the Board of Directors.

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ARTICLE X

Indemnification of Directors and Officers

The Association hereby indemnifies each member of the Board of Directors, as described in Article IV hereof and each of its officers, as described in Article VII hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provisions in these By-Laws, in a manner to the extent permitted by applicable law.

ARTICLE XI

Negotiable Instruments

All checks, promissory notes and other instruments for payment of monies by the Association, including committees and other established units, shall be signed by the Treasurer and such person or persons as may from time to time be designated by the Board of Directors.

ARTICLE XII

Corporate Seal

The Seal of the Association shall be in such form as may from time to time be adopted by the Board of Directors.

ARTICLE XIII

Fiscal Year

The fiscal year of the Association shall begin on July 1 and end June 30.

ARTICLE XIV

Amendments

These By-Laws may be amended, supplemented, or repealed in whole or in part from time to time by a majority of the Members at the time entitled to vote in the election of Directors present at said meeting.