

1                   **ASSOCIATION FOR EQUALITY AND EXCELLENCE IN EDUCATION, INC.**

2  
3                                   **ARTICLE I**

4  
5   Office

6  
7                   **Section 1.** The principal 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.

10  
11   Parliamentary Authority

12  
13                   **Section 2.** *Roberts Rules of Order, Modern Edition*, shall govern, except where  
14 they disagree with these By-Laws.

15  
16                                   **ARTICLE II**

17  
18   Purpose

19  
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 concerned  
22 with providing equal access to education a forum for collegiality, professional  
23 development and all other activities that pertain to the interests and well-being of their  
24 programs and students.

25  
26                                   **ARTICLE III**

27  
28   Members

29  
30                   **Section 1:** Members shall be of two types:

- 31  
32   1) Membership  
33   2) Honorary Membership

34  
35                   **Section 2:** Membership.

36  
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.

40  
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 2a.

43  
44                   c) Each Member shall have a voice, shall be entitled to one vote and shall be  
45 eligible to hold office as described in Article VI, Sections 1, 2 and 3.

1  
2 d) To be eligible to run for any elected position of the Association a candidate  
3 must have been a member of the Association for one calendar year immediately  
4 preceding the date of nomination.

5  
6 **Section 3: Honorary Membership.**

7  
8 a) Honorary membership is a lifetime privilege, which is recommended by the  
9 Board and conferred by a majority vote of the membership.

10  
11 b) Each Honorary Member shall have a voice but may not vote and shall be  
12 ineligible to hold office.

13  
14 **Section 4: Membership Fees**

15  
16 a) Payment of membership fees shall be made by cash, personal check,  
17 purchase order, institutional check or money order payable to the Association.

18  
19 b) Membership fees shall be for twelve (12) months and are due at the annual  
20 conference. The term of membership shall begin on the first day of the annual  
21 conference and expire on the day prior to the first day of the next annual conference.  
22 Fees must be paid in full in order to exercise voting privileges. Membership fees may  
23 also be paid at any time subsequent to the annual conference.

24  
25 **Section 5: Record of Membership.**

26  
27 a) The name and most recent known address of each Member of the Association  
28 shall be maintained in the records of the Association at the principal office of the  
29 Association and by the Membership Committee Chairperson.

30  
31 b) The Treasurer shall be charged with certifying membership. The Chair of the  
32 Membership Committee shall be charged with verifying that certification.

33  
34 **Section 6: Termination of Membership**

35  
36 a) Any Member of the Association may resign upon written notice of resignation  
37 mailed or delivered to the Secretary of the Corporation. Members may be suspended or  
38 expelled by a vote of a majority of the Members present at any general meetings of the  
39 Board of Directors called for such a purpose at which a quorum is present, for refusing  
40 or failing to comply with the By-Laws or for other such good and sufficient cause. A  
41 Member shall be given written notice not less than five days before such a meeting is  
42 called by the Directors to consider the suspension or expulsion of such Member. Such  
43 notice shall specify the place, date and hour of such meeting, shall state the grounds for  
44 the proposed suspension or expulsion and shall advise such Member of his/her right to  
45 appear at such meeting and be heard.

1 **ARTICLE IV**

2 **Board of Directors**

3 **Section 1: Composition.**

4  
5  
6  
7 a) The Board of the Association shall be composed of the officers of the  
8 Association and a combination of regional representatives and at least nine (9)  
9 members at large.

10  
11 **Section 2: Powers and Responsibilities.**

12  
13 a) The management of the Association shall be vested in the Board of Directors.  
14 The Board of Directors shall have control of all the funds, securities and property, real  
15 and personal, of the Association, and such other entities as may from time to time  
16 established by the Board and shall manage and have general charge of the business  
17 affairs and other activities of the Association. Except as limited by law and the  
18 Certificate of Incorporation of these By-Laws, the Board of Directors may exercise all  
19 such powers and do all such things as may be exercised or done by the Association.  
20 The Board cannot rescind or be in conflict with any action taken by the general  
21 membership. Each Director shall have the same rights and privileges.

22  
23 **Section 3: Meetings of the Board.**

24  
25 a) The Board of Directors shall hold its meetings at the principal office of the  
26 Association in the City of New York or at such other places within or without the City of  
27 New York as the Board may from time to time determine. Regular meetings of the  
28 Board of Directors shall be held according to such schedule or on such dates as shall  
29 be fixed by the President of the Board of Directors. The President may call special  
30 meetings of the Board of Directors at any time.

31  
32 b) Written notices of the purpose, date, hour and place of regular and special  
33 meetings of the Board of Directors shall be mailed, or caused to be mailed, by the  
34 Secretary to each Director, addressed to him/her at his/her address as it appears on the  
35 records of the Association, no less than five (5) days before said meeting.

36  
37 **Section 4: Quorums.**

38  
39 a) A quorum shall consist of a majority of the Board of Directors or their proxies.  
40 A quorum must be present to conduct official business.

41  
42 **Section 5: Proxies.**

43  
44 Any Member of the Board may vote at any Board meeting by proxy. Proxies  
45 shall be in writing in a form prescribed by the Board and shall be revocable at the

1 pleasure of the Board Member executing the same in writing or in person. Proxies  
2 shall be delivered to the Secretary before the meeting is called to order.  
3

4 **Section 6: Unanimous Consent in Lieu of Meeting.**  
5

6 a) Any action required or permitted to be taken by the Board or any committee  
7 thereof may be taken without a meeting if 2/3 of the members of the Board or committee  
8 consent in writing to the adoption of a resolution authorizing such action. The resolution  
9 and the written consent thereto by the members of the Board or committee shall be filed  
10 with the minutes or proceedings of the Board or committee.  
11

12 **Section 7: Qualification and Number of Directors.**  
13

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

22 **Section 8: Terms of Office.**  
23

24 a) Each Director elected pursuant to Article IV, Section 2, or appointed to fill a  
25 vacancy pursuant to Article IV, Section 9, shall hold office until expiration of the term  
26 and until a successor has been elected and qualified. No person who shall serve as  
27 Director for any two full consecutive terms in a position shall be eligible for re-election to  
28 a third consecutive term as a Director in that same position.  
29

30 **Section 9: Vacancies.**  
31

32 a) Vacancies occurring on the Board of Directors as a result of death, incapacity,  
33 resignation, disqualification, removal, an increase in the number of Directors or  
34 otherwise may be filled by vote of a majority of the Directors then in office or by the  
35 members of the Association at any meeting at which a quorum is present.  
36

37 **Section 10: Resignation and Removal.**  
38

39 a) Any Director may resign at any time by notice in writing mailed or delivered to  
40 the Secretary of the Association. Such resignation shall be effective without  
41 acceptance. Any Director may be removed for cause prior to the expiration of his term  
42 by vote of the Members, or by vote of the Directors at a meeting called for such purpose  
43 provided there is not less than a majority of the entire Membership or the entire Board,  
44 as the case may be, present at the meeting at which such action is taken. A Director  
45 shall be given written notice not less than five (5) days before such meeting or any

1 meeting of the Members or Directors called to consider the removal of such Director.  
2 Such notice shall specify the place, date and hour of such meeting. The membership  
3 shall have the right to reinstate any Board member which it feels was unjustly dismissed  
4 by the Board of Directors through a majority vote at a general meeting.

5  
6 **Section 11: Compensation of Directors.**

7  
8 a) Members of the Board of Directors shall not receive any salary or other  
9 compensation for service on the Board or on any committee.

10  
11 **ARTICLE V**

12  
13 **Meetings of Members**

14  
15 **Section 1: Annual Meeting.**

16  
17 a) The annual meeting of the Members of the Association shall be held at the  
18 time of the annual conference in each year for the purpose of installing the Board of  
19 Directors and for the transaction of such other business as may properly come before  
20 the meetings.

21  
22 b) At each annual meeting of the Members, the Directors shall present a report in  
23 accordance with Section 519 of the Not-for-Profit Corporation Law, and shall file such  
24 report or an abstract thereof to be entered in the minutes of the meeting. The Directors  
25 shall also present any such other report or statement as is or may hereafter be required  
26 by any federal state, city, county, or municipal government, department, agency,  
27 bureau, or political subdivision thereof.

28  
29 **Section 2: Special Meetings.**

30  
31 a) Special meetings of the Members of the Association may be called at any time  
32 by the President and shall be called by written notice of either one-third (1/3) of the  
33 Members of the Association or one-third (1/3) of the Members of the Board of Directors.  
34 However, notice of said meeting must be given within twenty-four (24) hours.

35  
36 **Section 3: Notice of Meetings.**

37  
38 a) Written notice of the date, hour, place and purposes of the annual meeting and  
39 of any special meeting of the Members of the Association shall be mailed or caused to  
40 be mailed by the Secretary, or the person or persons calling the meeting, to each  
41 Member, addressed to him/her at his/her address as it appears on the records of the  
42 Association, not less than ten (10) days or more than fifty (50) days before the day fixed  
43 for the meeting. The notice of a special meeting shall indicate that it is being issued by  
44 the person or persons (who shall be specified in the notice) calling the meeting. Notice

1 of the meeting need not be given to any member who submits a signed waiver of notice,  
2 in person or by proxy, whether before or after the meeting.

3  
4 b) The attendance of any Member at a meeting, (in person or by proxy), without  
5 protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall  
6 constitute a waiver of notice to him/her.

7  
8 **Section 4: Place of Meetings.**

9  
10 a) All meetings of the Members of the Association shall be held at the principal  
11 office of the Association in the City of New York or at such other place or places within  
12 or without the City of New York as the President may from time to time determine.

13  
14 **Section 5: Quorums and Adjournments.**

15  
16 a) Except in Special Meetings the number of Members whose presence shall  
17 constitute a quorum for the transaction of business at all meetings of the Members of  
18 the Association shall be one-third (1/3) of the entire number of Members but not less  
19 than thirty (30) Members.

20  
21 b) Irrespective of the established quorum, a meeting may be adjourned to  
22 another time or place by majority vote of the Members present. In the event of such  
23 adjournment it shall not be necessary to give any notice of the adjourned meeting if the  
24 time and place to which the meeting is adjourned is announced at the meeting at which  
25 the adjournment is taken. At the adjourned meeting any business may be transacted  
26 that might have been transacted on the original date of the meeting. However, if after  
27 the adjournment, the Board fixes a new record date for the adjourned meeting, a notice  
28 of the adjourned meeting shall be given to each Member on record entitled to notice.

29  
30 **Section 6: Voting.**

31  
32 a) Each member in good standing shall be entitled to one vote at all meetings of  
33 the Members. Except as otherwise provided by law or by these By-Laws, all questions  
34 at meetings of the Members shall be decided by the majority vote of the members  
35 present.

36  
37 **Section 7: Proxies.**

38  
39 a) Any Member of the Association entitled to vote may assign his/her proxy to an  
40 attending Member. Proxies shall be in writing in a form prescribed by the Board of  
41 Directors and shall be revocable at the pleasure of the Member executing the same in  
42 writing or in person. Proxies shall be delivered to the Secretary before the meeting.



1 ex-officio member of all standing and ad hoc committees. The President shall submit  
2 an annual report prior to the annual meeting of the Association on all matters which may  
3 be of interest or concern to the members of the Association, and which have taken  
4 place during his/her term of office. The President shall serve as a delegate to the  
5 Council for Opportunity in Education.

6  
7 **Section 2: President-Elect.**  
8

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

17  
18 **Section 3: Immediate Past-President**  
19

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

23  
24 **Section 4: Secretary**  
25

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

31  
32 **Section 5: Treasurer**  
33

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





1 consecutive years. Any member, except the Chair, may become a candidate for any  
2 office while a member of this committee.

3  
4 b) The Nominations and Elections Committee shall poll the membership for the  
5 names of possible candidates to be placed in nomination for the positions of president-  
6 elect, treasurer, secretary, board members at large and regional representatives and  
7 shall place on the ballot candidates from among these nominees pursuant to Articles III  
8 and X of these By-Laws. No person nominated and accepted as a candidate shall be  
9 placed in nomination a second time during the current election.

10  
11 c) The Nominations and Elections Committee shall conduct the election of officers  
12 by secret ballot either 1) at a duly called meeting of the Association 2) or by mail. In the  
13 first instance, a majority vote is required of those eligible members registered and  
14 physically present at the meeting during the balloting. In the second instance, a majority  
15 vote of those eligible members responding is required. In no case will proxy voting be  
16 allowed.

17  
18 d) The Nominations and Elections Committee shall submit the proposed procedures  
19 for carrying out the annual elections to the Board of Directors for its approval.

20  
21 **Section 2: Finance Committee**

22  
23 a) The Finance Committee shall be responsible for developing the annual budget  
24 for the Association and submitting the proposed budget to the Board of Directors for  
25 approval. The Finance Committee shall also be responsible for maintaining the Financial  
26 Affairs manual and for otherwise monitoring all fiscal matters pertinent to the  
27 Association's activities. The Treasurer and the President-Elect shall be members of this  
28 committee. Three additional persons will be nominated by the President and confirmed  
29 by the Board of Directors.

30  
31 **Section 3: Membership Committee.**

32  
33 a) It shall be the responsibility of the Membership Committee to actively promote  
34 membership in the Association and to determine membership status and eligibility for  
35 purposes of participation in the Association's activities.

36  
37 b) The Membership Committee shall report the names of eligible voters to the  
38 Board of Directors.

39  
40 **Section 4: Other Committees.**

41  
42 a) The President of the Board may create standing committees or special  
43 committees of the Association.

44  
45 b) The Members of each standing or special committee shall be appointed by the  
46 Chairperson of said special committee, unless otherwise defined in these By-Laws. A

1 member and a chairperson of a special committee need not be a Director. Each special  
2 committee shall have only the powers and duties specifically delegated to it upon  
3 approval of the Board of Directors.

4  
5 **Section 5: Organization and Meetings.**

6  
7 a) In the absence of the chairperson, the committee shall designate a member of  
8 the committee to be acting chairperson. A majority of the members of any committee  
9 shall constitute a quorum for the transaction of business. Each committee may adopt  
10 rules governing the calling and holding of its meetings and the conduct of its affairs.  
11 Each committee shall keep a record of its acts and proceedings and shall report such to  
12 the President of the Board of Directors.

13  
14 **Section 6: Reports**

15  
16 a) Each committee and subcommittee shall make an annual written report of its  
17 accomplishments, activities, and status, to the Board of Directors at least thirty (30)  
18 days prior to the annual meeting, and shall report at any other time as requested to do  
19 so by the Board of Directors.

20  
21 **Section 7: Vacancies, Removal, and Alternative Members.**

22  
23 a) Each standing or special committee shall serve at the pleasure of the  
24 Association. The Board of Directors shall fill any and all vacancies in any committee  
25 and may from time-to-time, designate one or more Directors as alternative members of  
26 any standing or special committee. The appointment of any Director to be a member of  
27 a committee may be terminated at any time and any member or alternative member of  
28 any committee may be removed, at any time, by the Board of Directors.

29  
30 **ARTICLE X**

31  
32 **Indemnification of Directors and Officers**

33  
34 The Association hereby indemnifies each member of its Board of Directors, as  
35 described in Article IV hereof and each of its officers, as described in Article VIII hereof,  
36 for the defense of civil or criminal actions or proceedings as hereinafter provided and,  
37 notwithstanding any provisions in these By-Laws, in a manner and to the extent  
38 permitted by applicable law.

39  
40 **ARTICLE XI**

41  
42 **Negotiable Instruments**

43  
44 All checks, promissory notes and other instruments for payment of monies by the  
45 Association, including committees and other established units, shall be signed by the

1 Treasurer and such person or persons as may from time-to-time be designated by the  
2 Board of Directors.

3  
4 **ARTICLE XII**

5  
6 Corporate Seal

7  
8 The Seal of the Association shall be in such form as may from time-to-time be  
9 adopted by the Board d Directors.

10  
11 **ARTICLE XIII**

12  
13 Fiscal Year

14  
15 The fiscal year of the Association shall begin on July 1 and end June 30.

16  
17 **ARTICLE XIV**

18  
19 Amendments

20  
21 These By-Laws may be amended, supplemented, or repealed in whole or in part  
22 from time-to-time by a majority of the Members at the time entitled to vote in the election  
23 of Directors present at said meeting.