



BYLAWS

The National Association for Alternative Certification, Inc.

ARTICLE I NAME

The name of this non-profit corporation is the National Association for Alternative Certification, Incorporated, also known as NAAC. It is hereinafter referred to in these bylaws as NAAC.

ARTICLE II PURPOSE

NAAC is organized and to be operated exclusively for charitable and educational purposes as defined in section 501 (c) (3) of the Internal Revenue Code of 1986 and as more specifically set out in the Articles of Incorporation.

ARTICLE III OFFICES

NAAC will designate a location in which it may be incorporated and where its offices are located. This location may change from time to time as the Board of Directors may determine or as the business of NAAC may require.

ARTICLE IV OPERATING PROCEDURES

The Handbook details standard operating procedures. The operating procedures shall be updated periodically by the Executive Committee to reflect changes that may be necessary for the effective operation of the corporation.

ARTICLE V MEMBERSHIP AND ANNUAL MEETING

Section 1. Membership

1. Membership is open to any individual, institution, or organization that supports the goals of NAAC and pays the dues as set by the Board of Directors.
2. The types of members are:
 - a. Regular/Individual
 - b. Program
 - c. Intern/New Teacher (Student)
 - d. Retiree

- e. State Affiliate
- 3. All members shall have the right to participate in all of the affairs of NAAC.
- 4. Complimentary members are those, which, by their affiliation, have mutual benefit by being included in NAAC communications.
- 5. All member types except Complimentary members have the right to vote.

Section 2. Dues

Dues are valid for one fiscal year. Dues are required of all member categories except Complimentary membership.

Section 3. The Annual Meeting

The annual business meeting of members shall be held at the Annual Conference at such date, time, and place as determined by the Board of Directors. The purposes of the Annual Conference will be to elect Regional Directors; to exchange information; to further organizational objectives; and to transact such other business as may come before the meeting. Notice of the annual business meeting shall be communicated by email at least 30 days in advance of the meeting.

ARTICLE VI BOARD OF DIRECTORS

Section 1. General Powers:

The property, affairs, and business of NAAC shall be managed and controlled by its Board of Directors. The Board of Directors may, by resolution or otherwise, delegate to officers of NAAC and to committees of NAAC such powers and authorities it deems appropriate to conduct the business of NAAC.

Section 2. Number and Term:

1. The membership of the Board of Directors shall consist of an odd-number of voting members.
2. Officers shall be a President, President-elect, Past-president, Secretary and Treasurer.
3. Officers are elected by a vote of the membership and shall be determined by a majority of those votes received.
4. Five Regional Directors are elected by the membership of each of the respective regions. This election takes place at the Annual Conference.
5. One or three more, At-large, voting members may be appointed by the Board of Directors to serve specific purposes on the Board.
6. Terms:
 - a. President, President-Elect, and Past President shall serve one two-year term in a respective office.
 - b. The Secretary, Treasurer, and each Regional Director serve two-year terms and may be elected to serve a consecutive, second, two-year term for a total of no more than four consecutive years.
 - c. At-large members serve for one year, but may be invited to serve a

maximum of two years.

Section 3. Meetings:

The Board of Directors shall determine the time and place for conducting regular meetings of the Board. The Board shall meet face-to-face not fewer than twice annually, with one meeting held at the Annual Conference. Virtual meetings will be held no fewer than bi-monthly. Special meetings of the Board may be called by or at the request of the President who may determine the time and place for the special meeting.

Section 4. Quorum:

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Board members is present at meeting, a majority of the members present may adjourn the meeting.

Section 5. Attendance:

Members of the Board are expected to attend all duly called Board meetings. Board members are also expected to attend the in-person meetings including the Annual Conference. When unable to attend a scheduled meeting, the Board member shall notify the President and the Executive Director in a timely manner.

Section 6. Compensation:

Members of the Board shall not receive compensation for their services to the Board but may be reimbursed for board-approved expenses. Members may be engaged to perform other services, with compensation, for the association as long as the services and compensation have received prior approval by the Board.

Section 7. Informal Action:

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a formal meeting such as by email, providing a majority of Board members agree to this and a majority participates in the decision. Such decisions will be documented by the Executive Director and maintained as required of Board minutes generally.

Section 8. Removal of Board Members:

Any member of the Board of Directors may be removed for cause by vote of the membership or by a three-fourths majority action of the Board. If a Board member misses two consecutive meetings or more than four meetings in a fiscal year, without just cause as approved by the Board, that member shall be removed and another appointed by the Board to fill the remainder of the term.

Section 9. Vacancies:

The Board of Directors at any regular or special meeting may appoint members of NAAC to fill vacancies until the next general election. In the event the President's office is vacated, the President-Elect will complete the term of office.

ARTICLE VII COMMITTEES

Section 1. Executive Committee:

1. The Executive Committee consists of the President, President-Elect, Past President, Secretary, and Treasurer. At-large member(s), or any Board Member may be asked to attend Executive Committee meetings as needed. However, voting at an Executive Committee meeting is limited to the officers.
2. The Executive Committee may exercise the powers of the Board of Directors between the regularly scheduled meetings of the Board of Directors, reporting to the Board of Directors at its succeeding meeting any action taken. A majority of its members shall constitute a quorum for the transaction of business, except in the case of the procedure to remove a board member.
3. Meetings of the Executive Committee may be called by the President or by a majority of the members of the committee.

Section 2. Standing and Ad Hoc Committees:

1. The Board of Directors shall have the authority to create standing and other committees as needed to support the business of NAAC.
2. Standing committees include, but are not limited to the following. Not all standing committees may be activated in any one year.
 - a. Financial Oversight
 - b. Membership
 - c. Marketing
 - d. Public Relations and Partnerships
 - e. State Representatives
 - f. Policy
 - g. Nominations and Elections
 - h. Strategic Planning
 - i. School Staffing
 - j. Publications and Research
 - k. Annual Conference and Education
 - l. New Teacher Award

ARTICLE VIII Elections

1. Officers are elected by the full NAAC membership.
2. Directors representing NAAC's regions are elected as follows:
 - a. In even numbered years (i.e. 2010), Regions 2 and 4 will elect their directors to the board.
 - b. In odd numbered years (i.e. 2011), Regions 1, 3, and 5 will elect their directors to the board. Eligibility: Only current NAAC members may run for

- office, submit nominations, and vote in the annual board elections.
3. Elections will take place prior to the Annual Conference each year and new officers will be introduced at the conference but take responsibility for their role on the first day of the NAAC fiscal year.
 4. Nominations: The opportunity to make a nomination or to self-nominate will be electronically distributed to NAAC Members a minimum of three months prior to the annual membership business meeting. Nominations will be due on a date designated by the Board, but no later than two months prior to the annual business meeting.
 5. Ballot: Once nominations have been received at the NAAC office, the Chair of the Nominations & Elections Committee (the Past-President) will compile the nominations and bring the slate to the Nominations & Elections Committee. A competitive or single-slate ballot may be approved.
 6. Once the slate is approved, the office will conduct elections electronically.
 7. Two weeks will be allowed for voting.
 8. Results will be reported to the Board of Directors and then shared with the Membership.

Article IX Officer Duties

President:

1. The President shall:
 - a. Be the principal officer of NAAC.
 - b. Exercise active management and direction over the affairs of NAAC, its officers, and personnel consistent with policies established by the Board of Directors.
 - c. Appoint Committee Chairs
2. The President may, in co-signature with the NAAC Executive Director and Treasurer, authorize deeds, mortgages, bonds, and so forth, if authorized to do so by the Board of Directors.
3. The President may authorize contracts in co-signature with the NAAC Executive Director.
4. The President shall approve expenditures and/or contracts not already approved the annual budget up to an amount not to exceed \$500, in which case the expenditure must be approved by the Board of Directors.
5. The President may act as a co-signature on any checks requiring a co-signature.
6. The President shall coordinate all activities of committees and be responsible for membership development. The President is an ex-officio member of every committee except the nominating committee.
7. The President has signature authority on NAACs financial accounts.

President-elect:

1. The President-elect acts in the place of, and represents the President when the President is unable to perform his/her duties.
2. The President-Elect shall also be the conference chair for the Annual Conference.
3. The President-elect shall review all contracts pending.

4. The President-elect will serve as the liaison to the membership and marketing committees

Past President:

1. The Past President will:
 - a. Serve as liaison to the Policy Committee
 - b. Review by-laws as needed and the NAAC Handbook annually.
 - c. Chair the Nominations and Elections Committee.

Secretary:

1. The Secretary shall take the minutes of the Executive and Board meetings and forward those to the Executive Director for maintenance.
2. The Secretary shall ensure that the keeping, preparation, and filing of Corporation documents and all other records, including those required by law and/or board policy are annually completed.
3. The Secretary is responsible to ensure that Board meeting minutes, corporate records, and membership are maintained.

Treasurer:

1. The Treasurer shall be the principal financial officer of NAAC.
2. The Treasurer shall coordinate with the Executive Director to develop the proposed budget for each fiscal year and to prepare a financial report for each Board meeting.
3. The Treasurer has signature authority on NAACs financial accounts.
4. The Treasurer may co-sign checks for invoiced debits totaling more than \$500 after receipt of invoices from the Executive Director and may sign and distribute payments for contractors, including the Association Management Company/Executive Director.
5. The Treasurer shall be responsible for the oversight of NAAC's financial records, budget compliance with statutory reporting, tax returns and forms.
6. The Treasurer shall present the annual financial report to the membership and semi-annual budget reports to the Board.
7. In the event of audits or reviews, the Treasurer will present the findings to the Board and to the general membership.

ARTICLE X EXECUTIVE DIRECTOR

Section 1. Leadership and Administration

NAAC shall employ an Executive Director or Association Management Company (AMC) to serve as Executive Director and provide administrative infrastructure to NAAC.

Section 2. Duties

1. The Executive Director/ AMC will conduct the daily operations of NAAC, including:
 - a. Membership

- b. Website
 - c. Communication and information strategies
 - d. Conference planning
 - e. Keep the financial records of the association and assist the Treasurer in preparing financial reports for the Board and annual updates to the membership
 - f. Provide general office management among other duties as determined by written contract.
2. The Executive Director will provide support to the Board of Directors in the following ways:
 - a. Collaborate with the President on forming Board meeting Consent Agendas.
 - b. Conduct annual board training.
 - c. Receive and file the official minutes of the Board and Executive Committee meetings.
 3. The Executive Director will administer the financial affairs of the organization, including paying bills by writing checks or by NAAC Credit Card.
 - a. The Executive Director is authorized to make payments for any purchases or reimbursements that have been pre-approved in the organization budget.
 - b. Items that are not pre-approved in the organization budget and which exceed \$500 must be approved by a vote of the Executive Committee or Board of Directors.
 - c. The Executive Director will represent NAAC and business of NAAC when collaborating with other professional organizations and policy groups.
 - d. The Executive Director reports directly to the President and then to the Board of Directors.

Section 3. Evaluation

The President will conduct an annual evaluation of the Executive Director and will present findings for review by the Board.

Section 4. Contract for Services

The Board will contract and negotiate price for Association Management/Executive Director Services.

ARTICLE XI CONTRACTS AND FINANCIAL TRANSACTIONS

Section 1. Contracts

Contracts exceeding an expected cost of \$500 or greater require Executive Committee or Board approval.

Section 2. Disbursements:

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NAAC, shall be authorized and/or signed in

accordance with the sections above and paid for with NAAC funds. Occasionally the AMC may pay for planned expenses collectively with expenses for other AMC clients in order to take advantage of discounts and savings. Any expenses made on behalf of NAAC by the AMC will be invoiced to NAAC and require approval by the Treasurer or President prior to payment. The AMC may reimburse itself upon receipt of such permission.

Section 3. Deposits:

The Executive Director shall deposit all funds of the association to the credit of NAAC in such banks, trust companies, or other depositories as may be selected by the Board of Directors.

Section 4. Funds:

The President or Executive Director/AMC may accept on behalf of the corporation any contribution, gift, grant, bequest, or devise for the general purposes or for any special purpose of NAAC. Within five days, the Executive Director will notify the Board of Directors of receipt of said gifts or funds.

ARTICLE XII RECORDS

Section 1. What Records Shall be Maintained?

1. NAAC shall keep financial records for durations required by law.
2. Board and Executive Committee minutes shall be maintained in electronic form for perpetuity.
3. Committee Chairs have responsibility for keeping meeting notes, and forwarding those to the NAAC office in a timely manner.

Section 2. Review of Records

A Committee consisting of the Treasurer and two Board members will review the financial records of the association. This review is required every two years. This Committee will make a report to the Board at the June Board meeting.

ARTICLE XIII FISCAL YEAR

The fiscal year of the corporation shall be July 1 through June 30 of every year.

ARTICLE XIV PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for NAAC where they are not inconsistent with the provisions of the Articles of Incorporation or these bylaws.

ARTICLE XV AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds majority of the membership present at the annual business meeting (or by electronic vote of the membership) if at least thirty days written notice (electronic

notice is acceptable) is given of intention to alter, amend, or repeal, or to adopt new bylaws at such meeting. The board of directors may make typographical or grammatical changes without formal approval.

ARTICLE XVI OTHER PROVISIONS

Section 2. Seal: A Corporate seal shall not be required.

This revision is shared by email with the Membership on February 26, 2019 for consideration at the Business meeting to take place during the annual conference on Friday, March 29, 2019. The Executive Committee and the full Board of Directors have reviewed it.

History: Revision approved by vote of the membership at the annual business meeting on March 14, 2014. Previously revised by the Board of Directors on December 16, 2010. Previously revised by the Board of Directors on December 18, 2009. Previously revised by the Board of Directors on June 18, 2009. Previously revised by the Board of Directors on August 6, 2004. Original bylaws accepted by the association members April 14, 1996, prior to incorporation.