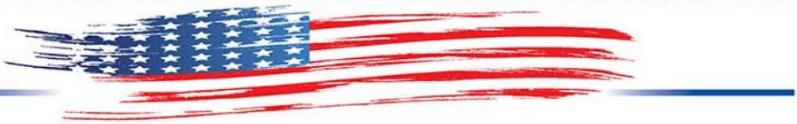




**National Alternative Education Association**

Developing  
Potential  
in All Students



# **BY LAWS**

## **of the**

# **NATIONAL ALTERNATIVE EDUCATION ASSOCIATION (NAEA)**

**Amended and approved November 10, 2021 by the board**

**Amended and approved January 10, 2018**

**Amended January 9, 2018 by Executive Officers for board for review**  
(Alignment of Bylaws *Article IV Sections 2.5 and 4.7* with Annual Election Packet)

**Amended and approved December 6 & 13, 2017**

**Amended November 30, 2017 by Executive Officers for board for review:**  
(Vision; Mission; Article IV; Article V; Article VI; and Article VII).

**Amended October 16, 2016**

**Amended October 3, 2012**

**Amended September 15, 2010**

**Amended December 9, 2009**

**Amended January 30, 2009**

**Amended September 24, 2008**

**Amended May, 3, 2008**

**Amended October 20, 2004**

**Amended July 14, 2003**

**Revised May 15, 2003**

**May 10, 2002 (Incorporated)**

**Vision:** *To engage and empower alternative/non-traditional educators to positively impact students' lives, by providing resources, advocacy, and professional learning.*

**Mission:** *To*  
*\*provide a nationally unified voice of advocacy for students in alternative/non-traditional schools and programs to promote understanding and support from state departments and agencies, school districts, charters, and policy makers.*  
*\*provide international, national, state, and regional opportunities for alternative education professionals and their partners to network, collaborate, and participate in professional learning specific to research and best practices in alternative/non-traditional education.*

## **ARTICLE I - OFFICES**

The principal office of the National Alternative Education Association, Inc. (known as the "Corporation" in the Articles of Incorporation, and hereinafter the "Association") shall be established and maintained as designated in the Articles of Incorporation. The Association may also have offices at such places within or without the state of Florida as the Board of Directors (BOD) may from time to time establish.

## **ARTICLE II - PURPOSE**

**Section 1.** The purposes for which the Association is formed are those set forth in its Articles of Incorporation.

**Section 2.** The Association is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Association is distributable to or inures to the benefit of its directors or officers except to the extent permitted under the Not-for-Profit Corporation Laws of the state of Florida. The Association shall not participate in the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**Section 3.** The Association may lease, and, by gift, devise, or purchase, own and operate real estate for corporate purposes; and the Association may also solicit donations and accept money or personal property in aid of its purposes and to maintain the same.

### **ARTICLE III - MEMBERS**

**Section 1.** Any individual who subscribes to the purposes and basic policies of the Association may become a member of the Association subject only to compliance with the provisions of the Articles of Incorporation and the By Laws.

**Section 2.** Membership will be offered to students and individuals (non-students). Only persons 18 years of age or older may join the Association.

**Section 3.** Only members in good standing with the Association shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

**Section 4.** Membership in the Association is complimentary to persons who attend the Annual Meeting or who join at <http://www.the-naea.org>.

### **ARTICLE IV - OFFICERS**

#### **Section 1. Officers**

**Section 1.1.** The officers of the Association shall consist of a President, President-Elect, a Secretary, a Treasurer, Region Directors and Directors-at-Large.

**Section 1.2.** The terms of office of the Executive Board Officers and Region Directors are established as follows:

President	Two years
President-Elect	Two years
Treasurer	Three years
Secretary	Three years
Region Director 1	Two years
Region Director 2	Two years
Region Director 3	Two years
Region Director 4	Two years
Region Director 5	Two years
Region Director 6	Two years
Region Director 7	Two years
Region Director 8	Two years
Region Director 9	Two years
<i>Director At-large 1</i>	One year
<i>Director At-large 2</i>	One year
Part-time Executive Director	At will of the Executive Board

**Note:** *The original Region 10 was consolidated into other existing region groups. This volunteer board is being increased from 11 to 15 to enable having a broader reach (this does not include the Part-time Executive Director, who serves at the will of the Executive Board). Positions will be filled with the realignment of the regions and/or end of terms.*

**Section 1.3** Officers shall assume their official duties following the adjournment of the Annual Meeting at which they are elected.

**Section 1.4** Office-holding Limitation. No member shall hold more than one office at a time, and no member shall be eligible to serve more than four consecutive years in the same office, with the exception of the Secretary and the Treasurer.

**Section 1.5** Executive Board Officers: (President, President-Elect, Treasurer, and Secretary) must be a current Board of Director (BOD) member in good standing for full term to qualify to run for the aforementioned offices.

**Section 1.6** Past President Position created as a non-voting advisor for 1 year term (expenses to conference and BOD Retreat covered) immediately following last eligible term served in the position.

**Section 1.7** Part-time Executive Director is at the will of the Executive Board, with a yearly review of contract.

## **Section 2. Annual Election of Officers**

**Section 2.1.** The Annual Election of Officers shall be conducted by the Ballot Method.

**Section 2.2.** The Board of Directors shall appoint a Nominating Committee and its Chairperson. The Nominating Committee shall be composed of three Members, including the Chairperson, who will be appointed at a regular meeting of the Board at least 150 days prior to the election.

**Section 2.3.** The Board of Directors shall empower the Nominating Committee to receive nominations and conduct the Annual Election of Officers by the Ballot Method and as provided in the Nominating Committee Charter, the corporation Policy for Elections, and the corporation Procedures for Elections.

**Section 2.4.** Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

**Section 2.5.** The NAEA Region Director is eligible to serve two consecutive 2-year terms with the ability to be elected to an NAEA Executive Board Officer position. The NAEA Region Director, who is now serving on the NAEA Executive Board, cannot be re-elected to any additional NAEA Region or At-Large Director position following the completion of their NAEA Executive Board Officer term as outlined in the NAEA Bylaws, with the exception of the NAEA President-elect. An NAEA Executive Board Officer can only serve on the NAEA Executive Board for one term, as outlined in the NAEA Bylaws. When the NAEA Executive Board Officer's term is finished, the Officer is no longer eligible to serve on the NAEA Board as an Executive Board Officer or Region Director. NAEA strongly encourages this person to serve as an advocate for building capacity at the state, region, or national level.

### **Section 3. Vacancy of Officers**

A vacancy occurring on any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board of Directors, notice of such election having been given.

#### **Section 3.1** *Executive Board Vacancy Process*

Step 1: Ascendancy as follows: President-President-Elect-Treasurer-Secretary-Senior (Longest Tenured) Director (Position offered in order to complete term and vacated position filled by current BOD member).

Step 2: If vacated and not filled through ascendancy, open to any current BOD member. BOD final majority vote required.

#### **Section 3.2** *Impeachment Procedures*

The executive board, by a 2/3 vote, may remove an elected officer or member of the board who has violated the code of ethics, been grossly negligent in the performance of official duties, or is unable to perform official duties. The NAEA Board of Directors, by a 2/3 vote, may request the NAEA Executive Board to initiate impeachment proceedings.

### **Section 4. Duties**

Board of Directors are individuals who have been nominated by the Election Committee, accepted the nomination, and voted on by the present Voting Members in good standing at the Annual Membership meeting. The Membership entrusts the delegates to uphold these bylaws; always acting in the best interest of the members and the organization.

National Alternative Education Association Executive Board and Board of Directors

1. The Executive Board of the National Alternative Education Association (NAEA) will consist of the:
  - a. President -Executive Board Officer
  - b. President-Elect -Executive Board Officer
  - c. Secretary -Executive Board Officer
  - d. Treasurer -Executive Board Officer
2. Only Board of Directors in good standing may be elected to an Executive Board Officer position. To be eligible to run for executive board office, one must be a current Board Director in good standing at the time of application and during the entire projected time of service on the board.
3. An Executive Board Officer may serve in the same Office for two terms. The Treasurer and Secretary may serve in their Office for two year terms with a three term limit to ensure smooth transition of pertinent records (and not have a circumstance when all four Executive Board Officers are ending their NAEA terms at the same time). The Executive Board, with a specific-term limit as noted, so long as that Executive Board Officer is properly (re) elected as follows:

President - Executive Board Officer to fill a two-year term with a one-term limit.  
President-Elect – Executive Board Officer to fill a two-year term with a two-term limit.  
Secretary – Executive Board Officer to fill a three-year term with a two-term limit.  
Treasurer -Executive Board Officer to fill a three-year term with a two-term limit.
4. Officers shall assume their official duties following the adjournment of the Annual Meeting at which they are elected.

### **Description of Offices**

The following is a description of the offices of the Board of Directors for the National Alternative Education Association (NAEA). The descriptions also have a sample of duties for each position.

#### **Section 4.1.**

The President will preside over the NAEA organization, the Director(s), and the membership of the organization:

1. Conduct the business of the NAEA by presiding at all Board of Directors Executive Board Meetings, as well as the Annual Membership meetings, coordinating/organizing the Board of Directors' activities.
2. Act as liaison with all business partners and organizations including state departments of education and other professional organizations as the representative of NAEA.
3. Present all matters to the Board of Directors for discussion and voting.

4. Vote only in the case of a tie in the matters of business except during Board Elections.

**Section 4.2.**

The President-Elect will oversee all publicity of NAEA and Board Members assigned to support the organization's website, Facebook, and Twitter accounts. All announcements are to be made in collaboration with the President or any other named responsible person. The President-Elect will also perform the duties noted below:

1. Assist the President and perform the President's duties in the President's absence. Will serve as President-elect, and upon completion of their term, will serve as President.
2. Vote and provide input on all items presented to the board by the President.
3. Will perform other duties as necessary in support of the NAEA.

**Section 4.3.**

The Secretary is responsible for the organization of all functions that relate to record keeping and correspondence for the Board of Directors, specifically, board meeting minutes, meeting sign in sheets, and all voting results. The Secretary will perform the following additional duties:

1. Submit the prepared meeting minutes to the entire Board for review.
2. Receive and respond to any written correspondence and maintain the official copy of the Charter and bylaws.
3. Vote and provide input on all items presented to the board by the President
4. Perform the role of President in the absence of the President and President-elect or upon resignation or removal of said positions.
5. Will perform other duties as necessary in support of the NAEA.

**Section 4.4.**

The Treasurer of NAEA is the person responsible for overseeing the management and reporting of the association's finances. Duties of the treasurer include:

1. Submit reports on finances at monthly board meetings, as well as at the annual meeting of the membership.
2. With the President and Executive Board of Directors, develop and submit an annual budget for the association.
3. Disburse funds to pay association expenses submitted by invoice or approved request.
4. Oversee the development and observation of the organization's financial policies.

5. Vote and provide input on all items presented to the board by the President.
6. Maintain an association credit card for making purchases within the approved budget.
7. Perform other duties as prescribed to him or her by the President.
8. Submit federal form 990 annually.

**Section 4.5** The Past President of NAEA will serve in an Advisory capacity as needed (one year).

**Section 4.6** The Director-at-Large positions are appointed by the Executive Board for annually. The Director at Large positions were created to instill institutional knowledge on new and potential issues in the field of Alternative Education. These positions may be assigned for specific purposes and specialty areas of expertise benefitting the NAEA Board.

**Section 4.7** All Board of Directors (Executive Board and Region Directors) shall

1. Acknowledge that the NAEA Region Director is eligible to serve two consecutive 2-year terms with the ability to be elected to an NAEA Executive Board Officer position. The NAEA Region Director, who is now serving on the NAEA Executive Board, cannot be re-elected to any additional NAEA Region or At-Large Director position following the completion of their NAEA Executive Board Officer term as outlined in the NAEA Bylaws, with the exception of the NAEA President-elect. An NAEA Executive Board Officer can only serve on the NAEA Executive Board for one term, as outlined in the NAEA Bylaws. When the NAEA Executive Board Officer's term is finished, the Officer is no longer eligible to serve on the NAEA Board as an Executive Board Officer or Region Director. NAEA strongly encourages this person to serve as an advocate for building capacity at the state, region, or national level.
2. Reside in the region in which they lead.
3. Attend and participate in monthly Board Meetings and Annual Meeting of the Membership meetings. Board retreat event will be contingent upon the available budget to enable allocations to be available for potential region meetings.
4. Vote and provide input on all items presented to the board by the President.
5. Participate in and provide support for NAEA activities.
6. Represent and promote NAEA at national conferences and other events.
7. Solicit regional members to serve on committees.
8. Mentor new state associations within region assigned.

9. Act as a leader within assigned region to recruit and retain NAEA members.
10. Serve on other committees and contribute to the work of NAEA as requested or assigned.

## **ARTICLE V – ANNUAL MEMBERSHIP MEETING(S)**

**Section 1.** The President shall announce the date, time and place of the Annual Meeting of the members at least 120 days in advance of the first day of the Annual Meeting.

**Section 2.** Reserved.

**Section 3.** A Quorum is the number of members present at a regular, annual, or special meeting of the members.

**Section 4.** Each member shall be entitled to one vote at each meeting of the members and upon each proposal, matter or motion.

**Section 5.** All proposals, matters, and motions presented at a meeting of the members shall be decided by a majority vote of the members who vote “yes” or “no” at said meeting.

## **ARTICLE VI - BOARD OF DIRECTORS**

**Section 1.** The Board of Directors may consist of the Executive Board Officers, Region Directors, and Directors-at-large of the Association. Each Director shall be at least eighteen years of age. The members of the Board of Directors shall serve until the election and qualification of the successors.

**Section 2.** Duties of the Executive Board Officers and Board of Directors

**Section 2.1.** To transact necessary business in the intervals between meetings of the Association and such other business as may be referred to it by the Association;

**Section 2.2.** To create standing committees;

**Section 2.3.** To approve the plans of work of the standing committees;

**Section 2.4.** To present a report at the regular meetings of the Association;

**Section 2.5.** To appoint an auditor or auditing committee before the annual meeting to audit the Treasurer's accounts as needed; To-present past budget and proposed new year budget at the annual meeting.

**Section 2.6.** To prepare and submit to the Association for approval a budget for the fiscal year; and

**Section 2.7.** To approve routine bills within the limits of the budget.

**Section 3.** Regular meetings of the NAEA Executive Board Officers and the Board of Directors shall be held once a month. A majority of the Board of Directors shall constitute a quorum. Special meetings of the Executive Board Officers and the Board of Directors may be called by the President or by a majority of the members of the Board upon five days written notice. Executive Board Officers may meet separately as determined by the NAEA President.

**Section 3.1.** Each Director shall be entitled to one vote at each meeting of the Directors and upon each proposal, matter or motion.

**Section 3.2.** All proposals, matters or motions presented at the Board of Directors meeting shall be decided by majority vote of the Directors present for said meeting.

**Section 3.3.** The Board of Directors may meet in person or by videoconference or teleconference.

**Section 4.** Removal

Directors shall be automatically removed from office at the end of the third meeting from which the member is absent, unless the Board of Directors, by majority vote of members entitled to vote, declares that one or more of the member's absences are excused.

**ARTICLE VII - COMMITTEES**

**Section 1.** The Executive Board Officers and Board of Directors may create such Standing Committees as it may deem necessary to promote the purposes and carry on the work of the Association. The term of each Chairperson shall be one year and until the election and qualification of a successor.

**Section 2.** The Chairperson of each Standing Committee shall propose a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

**Section 3.** The power to form special committees and appoint their members rests with the Association.

**Section 4.** The President shall be a member ex officio of all Standing Committees except the Nominating Committee.

#### **ARTICLE VIII - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised (10th Edition) shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By Laws and any special rules of order the Association may adopt.

#### **ARTICLE IX - AMENDMENTS**

These By Laws may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors of the Association.

#### **ARTICLE X - SEAL**

The Seal of the Corporation (known also as the "Association") shall be as more particularly shown in the following impression:

#### **ARTICLE XI - BASIC POLICIES**

**Section 1.** The Association shall be noncommercial, nonsectarian, and nonpartisan.

**Section 2.** The name of the Association or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not related to promotion of the purposes of the Association.

**Section 3.** The Association may cooperate with other organizations and agencies concerned with **[child welfare]** but persons representing the Association in such matters shall make no commitment that binds the Association.

---The End ---

Amendment to the Bylaws of the National Alternative Education Association

This amendment to the Bylaws makes the following revisions until a full review of the January 10, 2018 version is completed by October 2022.

The terms of office for Regional Directors, with the exception of Regions 1, 6, and 9, will be three years. Regions 1, 6, and 9 will be elected in October 2022. At that point, all the Regional Director terms will be three years. The full review of the NAEA Bylaws will include revisions to reflect that change.

~~The amendments to the Bylaws in 2020 to allow for the virtual conference and virtual elections are rescinded.~~

This amendment will be posted at the end of the current Bylaws until there is time for a complete review of the Bylaws. At the time of full revision, the change to three-year Regional Director terms will be included in the overall revision, therefore; this amendment will no longer be necessary and rescinded.

Date: November 10, 2021

November Full Board Meeting  
3:30 – 4:30 pm Mountain Time

During this board meeting the motion was made by Tim Morrow, President-Elect, to approve the terms of office for Regions 1, 6, and 9. This motion was seconded by LaToya Brown, Region 8 Director. Motion received unanimous approval by the board.