

LIASCD, INC.

Long Island Association for Supervision and Curriculum Development

CONSTITUTION AND BY-LAWS

(A Not-For-Profit Corporation)

ARTICLE I

OFFICES

The principal office of the Corporation shall be located in the County of Suffolk in the State of New York. The Corporation may also have such offices at such other places within or without the State as the Executive Board may from time to time determine.

ARTICLE II

MEMBERS

1. (a) The persons signing the Certificate of Incorporation as Incorporators shall be the first members of the Corporation, unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Executive Board of the Corporation or by such rules and regulations as may be prescribed by the Executive Board. All such resolutions or rules and regulations relating to members adopted by the Executive Board of the Corporation shall be affixed to the By-Laws of the Corporation, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Executive Board may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

(b) The right or interest of a member shall not terminate except upon the happening of any of the following events – death, resignation, expulsion, dissolution or liquidation of the Corporation.
2. (a) The Annual Meeting of Members of the Corporation shall be held on such date or dates as shall be fixed from time to time by the Executive Board of the Corporation. The first Annual Meeting shall be held on a date within twelve months after the formation of the Corporation. Each successive Annual Meeting shall be held on a date not more than twelve months following the preceding Annual Meeting. Special Meetings of members may be held on such date or dates as may be fixed by the Executive Board of the Corporation from time to time and by the members on such date or dates as shall be permitted by law.

(b) Any Annual or Special Meeting of Members may be held at such place within or without the State as the Executive Board of the Corporation may from time to time fix. In the event the Executive Board shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Corporation.

(c) Annual or Special Meetings of Members may be called by the Executive Board or by any officer of the Corporation instructed to do so by the Executive Board, except to the extent that Executive Board members may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

(d) Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of Executive Board Members and for the transaction of such other business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given either personally, by telephone calls, mail or by email, or posting to the website not less than ten days nor more than 50 days before the date of the meeting, to each member at his address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Executive Board fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. Any notice of meeting to members relating to the election of Executive Board Members, shall set forth any amendments to the By-Laws of the Corporation adopted by the Executive Board, together with a concise statement of the changes made.

(e) At every meeting of members, there shall be available a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefore, any member who has given written notice to the Corporation, which request shall be made at least ten days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

- 3.** At each Annual Meeting of Members, the Executive Board shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.

4. (a) Meetings of the members shall be presided over by the following officers in order of seniority – the President, the President Elect, the Immediate Past President or any active Past President. The Secretary or a designee shall act as Secretary of every meeting. When neither the Secretary nor a designee is available, the President may appoint a Secretary of the meeting.

(b) The order of business at all Executive Board meetings shall be as follows:

- Roll call;
- Reading of the minutes of the preceding meeting;
- Report of standing committees;
- Officers' reports;
- Old business;
- New business.

5. Except as provided by law, the members entitled to cast a majority of the total number of votes entitled to be cast at the meeting, shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote. In the election of Executive Board Members, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be by a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum. Whenever the vote of members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken or signed by all the members entitled to vote.

6. The Executive Board shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than ten days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or if no notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of Executive Board members relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Executive Board for such adjourned meeting.

7. The Executive Board may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Executive Board and may bear the seal of the Corporation or a facsimile thereof.
8. In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Certificate of Incorporation of the Corporation, each certificate evidencing such capital contribution shall conform to the law of the State of Incorporation.

ARTICLE III

PURPOSE

The purpose of this organization shall be to pursue excellence in supervision and instruction and to promote the development of curricula and assessments consistent with quality education for all students.

ARTICLE IV

MEMBERSHIP

1. Any person who is actively engaged in efforts to improve the teaching-learning environment may become a member of the LIASCD. Members shall be entitled to vote, hold office, attend and participate in meetings and receive publications of the Association. Membership records will be maintained in a data base available to organizations whose co-sponsorships have been approved by a majority vote of the Executive Board. Any person in full retirement from the field of education or related field interested in and identified with the purposes of LIASCD is eligible for membership.
2. At the annual summer meeting, the Executive Board shall determine the amount of dues (if any) to be required for membership. The resolution regarding qualifications for membership shall be posted annually on the Association's website.
3. Any person may be elected to honorary life membership by vote of the Executive Board. Honorary life members shall be considered active members and shall be exempt from payment of dues. Past Presidents of the organization shall be considered honorary life members. At the annual summer meeting, the active past presidents will be named as voting members of the Executive Board. The number of past presidents named will not exceed the number of elected Board Members.

ARTICLE V

AFFILIATION

The LIASCD (formerly Long Island Association for Supervision and Curriculum Development) shall be affiliated with the NYASCD (formerly the New York State Association for Supervision and Curriculum Development) and the ASCD (formerly the Association for Supervision and Curriculum Development). Requests for co-sponsorships (NADCO/BOCES/Colleges/Universities) for conferences and/or for position papers will be considered on a case by case basis by the Executive Board. A majority vote of the Executive Board will be required following consideration. Participation and/or sponsorship will be considered at the annual summer meeting.

ARTICLE VI

EXECUTIVE BOARD

1. The Corporation shall be managed by the Executive Board. Each Board member will have demonstrated commitment to the Association and be an individual who has served his/her district(s) with distinction. The initial Executive Board shall consist of at least 13 persons. Thereafter, the number of Executive Board members constituting the entire Board shall be no less than thirteen. Subject to the foregoing, the number of Board members may be fixed from time to time by action of the members. The number of Board members may be increased or decreased by action of the members. No decrease shall shorten the term of any Board member then in office.
2. The first Executive Board members shall consist of those persons elected by the members and named as the initial Executive Board in the Certificate of Incorporation of the Corporation, and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting of Members, the membership shall elect Board members to hold office until the next Annual Meeting. Each Board member shall hold office until the expiration of the term for which he/she was elected, and until his/her successor has been duly elected and qualified, or until his/her prior resignation or removal as hereinafter provided.
3. (a) Any or all of the members of the Executive Board may be removed with or without cause by vote of the members of the Corporation. The Executive Board may remove any Executive Board Member thereof for cause only.

(b) A Board member may resign at any time by giving written notice to the Executive Board or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Executive Board or such officer. Acceptance of such resignation shall not be necessary to make it effective.

4. The governance of the Association shall be vested in an Executive Board composed of the President, President Elect, Vice President, Secretary, Treasurer, Historian, Directors (6) and the Immediate Past President. Active Past Presidents may serve on the Executive Board and are eligible to vote. The list of "Active Past Presidents" shall be established at the Board's summer meeting. At no time shall the number of "Active Past Presidents" exceed the number of duly elected Board members.
5. Newly-created Executive Board member positions or vacancies on the Executive Board may be filled by a vote of majority of the membership. Vacancies occurring by reason of the removal of a Board member without cause or resignation shall be filled by a vote of the Executive Board. A Board member elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his/her predecessor.
6. (a) A regular summer meeting of the Executive Board members shall be held following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Executive Board at its annual summer Board meeting.

(b) A calendar of regular meetings of the Executive Board and of the general membership shall be established at the annual summer meeting. Special meetings may be called by or at the direction of the President, the President Elect or by a majority of the Board members then in office.

(c) Written, oral, or electronic notice of the time and place shall be given for special meetings of the Executive Board in sufficient time for the convenient assembly. The notice of any meeting need not specify the purpose of such meeting.
7. Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Executive Board shall constitute a quorum. At any meeting held to remove one or more Board members, a quorum shall consist of a majority of the Board members present at such meeting. Whenever a vacancy on the Executive Board shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Executive Board excluding the vacancy. A majority of the Board members present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extend provided by law and these By-Laws, the act of the Executive Board shall be by a majority of the Board members present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the Board members entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Executive Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Executive Board.

8. The President of the Executive Board shall preside at all meetings of the Executive Board. If there be no President or in his/her absence, the President Elect shall preside and, if there be no President Elect or in his/her absence, the Immediate Past President or any Active Past President shall preside.
9. The Executive Board may designate from their membership, an executive committee and other standing committees. Such committees shall have such authority as the Executive Board may delegate, except to the extent prohibited by law. In addition, the Executive Board may establish special committees for any lawful purpose, which may have such powers as the Executive Board may lawfully delegate.

ARTICLE VII

EXECUTIVE BOARD GOVERNANCE

1. Each officer shall hold office until the Annual Meeting of the Association, and until his/her successor has been duly elected and qualified.
2.
 - (a) The President shall be the chief executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Executive Board.
 - (b) During the absence or disability of the President of the Corporation, the President Elect shall have all the powers and functions of the President. All elected Board members shall perform such duties as may be prescribed by the Executive Board from time to time. These duties shall be outlined in the Addendum: Roles and Responsibilities of Executive Board Members.
 - (c) The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Executive Board may from time to time determine. The Treasurer shall, when duly authorized by the Executive Board, sign and execute all contracts in the name of the Corporation when counter-signed by the President; he/she may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Executive Board and counter-signed by the President.
 - (d) The Secretary shall keep the minutes of the Executive Board and the minutes of the members.
 - (e) The Historian shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Executive Board. He/she shall serve all notices for the Corporation which shall have been authorized by the Executive Board and shall have charge of all books and records of the Corporation.

(f) All Roles and Responsibilities of the Executive Board Members will be delineated in Addendum #1: Roles and Responsibilities of Executive Board Members.

ARTICLE VIII

ASSETS

1. An external audit of the financial accounts of the Association shall be the responsibility of the outgoing President, due no later than ninety (90) days after the close of each fiscal year. No member of the Executive Board shall participate in the audit. Results of the annual audit must be presented to the Executive Board prior to the fall conference and must be shared with the general membership at the annual fall conference.
2. No part of the net income, revenue and grants of the Association shall inure to the benefit of any member, officer, or any private individual (except that reasonable compensation may be paid for services rendered in connection with one or more of its purposes), and no member, officer, or any private individual shall be entitled to share in the distribution of any part of the assets of the Association on its dissolution or liquidation determined by a majority vote of the Executive Board.
3. Proposals for insurance for the day of each major event and/or for the protection of the Executive Board members will be sought annually. RFP's (Request for Proposals) will be presented to and acted upon by the Executive Board at its annual summer meeting.
4. All contributions, sponsorships and/or donations to LIASCD must be presented to the Board for approval. A majority vote of the Board will be needed prior to a deposit of any such funds.

ARTICLE IX

MISCELLANEA

1. The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Executive Board, or any committee appointed by the Executive Board. A list or record containing the names and contact information of all members will be kept electronically by the Secretary.
2. The corporate seal shall be in such form as the Executive Board shall from time to time prescribe.
3. The fiscal year of the Corporation shall be fixed as July 1 to June 30.
4. (a) All By-Laws of the Corporation shall be subject to alteration or repeal, and new by-laws may be made, by a majority vote of the members entitled to vote in the election of Executive Board members, at the annual spring meeting of the members called for such purpose.

(b) The Executive Board shall have the power to make, alter or repeal, from time to time, By-Laws of the Corporation, except that the Board may not amend or repeal any by-law in which control thereof is vested exclusively in the members. If any by-law regulating an impending election of Board members is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of Board members, the by-law so made, amended or repealed, together with a concise statement of the changes made.

5. Amendments

The Constitution may be amended in the following manner: The proposed amendment(s) may be submitted to the Executive Board by any member of the Association; presented to the membership in writing; discussed at a general membership meeting; acted upon by the membership and approved by a majority of the votes cast. Once approved by the membership, the Executive Board must ratify any changes.

6. Robert's Rules of Order shall prevail during all general and committee meetings of this Association, provided there is no conflict with the Constitution or its by-laws. This Historian is charged with the responsibility to ensure adherence to Robert's Rules, the Constitution and the Roles and Responsibilities of each Executive Board Member. The Roles and Responsibilities of each Executive Board Member will be delineated annually in the document: Roles and Responsibilities of Executive Board Members, Addendum # 1.

**Adopted February 2013
Reviewed August 2020**

RECEIPT OF SECRETARY OF STATE