

Following are the final draft bylaws for the NH affiliate, approved by the Board on November 18, 2008, to be ratified by vote of the membership in May 2009.

BYLAWS OF THE NEW HAMPSHIRE STAFF DEVELOPMENT COUNCIL

ARTICLE I: Name and Affiliation

Section 1.1 **Name**: This organization shall be known as New Hampshire Staff Development Council, hereinafter NHSDC.

Section 1.2 **Affiliation**: NHSDC is an affiliate of the National Staff Development Council, Inc., hereinafter NSDC. NHSDC will abide by standards held by NSDC and agrees to comply with regulations set forth by NSDC regarding affiliate organizations. NHSDC reserves the right to disaffiliate by vote of the membership should the purposes and standards of NSDC diverge from the purposes and goals stated in the NHSDC Bylaws.

Section 1.3 **Status**: NHSDC is a not-for profit organization registered with the State of New Hampshire.

ARTICLE II: Purpose

Section 2.1 **Purpose**: The purpose of the NHSDC is to ensure success for all learners by providing leadership and support for quality professional learning. Our mission is *Every New Hampshire Educator experiencing effective professional learning every day for achievement by every child.*

ARTICLE III: Membership in the Council

Section 3.1 **Membership**: The membership categories shall be individual and organizational, as follows:

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- a) Any educator interested in the improvement of professional learning shall be eligible for individual membership. Individual members shall have all rights and privileges of membership.
- b) Any organization (public or private) that has an interest in the improvement of professional learning shall be eligible for organizational membership. Organizational members shall have all rights and privileges of membership.

Section 3.2 **Membership Year:** The membership year shall be July 1 through June 30.

Section 3.3 **Dues:** The Board of Directors shall set dues annually. Changes in annual dues shall become effective on July 1.

Section 3.4 **Rights, Limitations, and Restrictions of Members:** Each member of NHSDC agrees to abide by these bylaws. Any member who fails to comply with the requirements of the bylaws shall forfeit his or her membership and any and all rights and interest in NHSDC, if the Board of Directors so determines by majority vote.

ARTICLE IV: Meetings of the Membership

Section 4.1 **Annual Business Meeting and Other Meetings.** NHSDC shall hold an annual meeting of the membership and such other meetings as will promote its purposes. The annual meeting shall be scheduled by the Board and, when practical, coincide with an annual event/conference.

Section 4.2 **Procedure for Calling Special Membership Meetings:** Special meetings of the NHSDC membership may be called by the Board of Directors, by the President, or by one-third of the members of NHSDC, provided the membership is given at least two weeks notice that states the time, place, and purpose of the meeting.

Section 4.3 **Voting and Quorum:** At any meeting of the membership, each member shall be entitled to one (1) vote. Twenty percent (20%) of the membership shall constitute a quorum for the transaction of business at any annual or special meeting.

ARTICLE V: Directors

Section 5.1 **Board of Directors:** The Board of Directors shall manage and administer the business of NHSDC.

Section 5.2 **Number of Directors.** The Board of Directors shall consist of a minimum of seven (7) members and no more than 17 members with balanced representation from the membership.

Section 5.3 **Qualifications of Directors:** Directors of NHSDC must be members of NHSDC and NSDC whose expertise will forward the NHSDC purpose. Directorships shall not be denied to any person on the basis of race, creed, gender, religion or national origin.

Section 5.4 **Duties of Individual Directors:**

- Actively serve in the achievement of the NHSDC mission, vision, and goals.
- Establish policies for NHSDC.
- Promote and support membership and council services.
- Attend Board of Directors meetings.
- Serve on strategic, standing or other action committees.
- Review and approve the annual budget.
- Approve conference/workshop/institute/seminar/academy sites and dates.

Section 5.5 **Delegation of a Person to Exercise Powers:** The Board of Directors may delegate a member to exercise some or all of the powers that would otherwise be exercised by the Board of Directors.

Section 5.6 **Conflict of Interest:** A conflict of interest arises when a Director or someone close to him or her could personally benefit by a decision of the organization.

Conflicts of interest will be addressed as follows:

- a) Any possible conflict of interest on the part of any member of the Board of Directors shall be disclosed to the Board and made a matter of record in meeting

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minutes, when that person accepts a Board position, or when the conflict arises, whichever occurs first.

- b) In addition, at such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, and withdraw from the matter for so long as the matter shall continue under discussion. Alternatively, after answering any questions that might be asked of him or her, the Director may be asked to withdraw from the meeting.
- c) Should the matter that involves a conflict of interest be brought to a vote, any affected Director with a conflict of interest to the transaction shall not vote on the matter.

Section 5.7 **Nominations**: The Board will appoint a nominating committee that consists of 3-5 members with representation from the Board and members at large. The role of a Nominating Committee shall be to ensure that there is adequate and balanced representation of the membership on the Board. The nominating committee shall send a call for Nominations to all members at least three months before each election, allowing at least thirty days for a response period. Members may self-nominate or nominate other members to serve on the Board. The nominating committee shall prepare a ballot of candidates for open Board positions that will be voted upon by the membership.

Section 5.8 **Election**: The membership of NHSDC shall elect candidates to serve on the Board of Directors. An election to fill Board vacancies shall be scheduled annually near the time of the annual meeting (for electronic voting), and/or at the annual meeting.

Section 5.9 **Term**: Directors shall be elected for a three-year term and may be re-elected for additional terms. Newly elected members of the Board of Directors shall assume their duties on the first day of July following their election.

Section 5.10 **Vacancies**: The Board of Directors may fill any vacancy on the Board through appointment until the vacancy is filled at the next scheduled election. The person elected will serve the remainder of the original term.

Section 5.11 **Resignation or Removal**: Any Director may resign by submitting his/her written resignation to the President of the Board.

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A Director may only be removed from office for cause. Cause shall be defined as any of the following:

- a) Not performing duties as defined by these Bylaws,
- b) Excessive absence from Board meetings as determined by the board, or
- c) Conduct detrimental to the interests of the organization.

Removal shall be determined by a majority vote of the remaining members of the Board of Directors at a regular or special meeting whereby the issue is noted on the agenda, and both sides of any issue are heard.

ARTICLE VI: Meetings of the Board of Directors

Section 6.1 **Regular Board Meetings:** The Board of Directors shall hold regular meetings for the purpose of transacting such business as may be brought before the Board. Regular Board Meetings are open to any member of the organization.

Section 6.2 **Special Board Meetings:** Special Board meetings or electronic meetings may be called from time to time to transact urgent business. Special meetings may or may not be closed to the general membership.

Section 6.3 **Attendance at Meetings.** Members of the Board of Directors are expected to commit to attendance at all Board meetings and when they are not able to attend, shall notify the President, or President Elect of the Board.

Section 6.4 **Board Voting and Quorum:** The action of the majority of the Directors present at a Board meeting shall be the decision of the Board of Directors. Special and on-line Board meeting decisions require the action of the full Board of Directors.

ARTICLE VII: Officers

Section 7.1 **Officers:** Officers of the Board of Directors shall be President, President Elect, Secretary, Treasurer, and Immediate Past President.

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Section 7.2 **Terms:** All officers shall serve a two year term, except the President Elect and Immediate Past President who serve for one year. As executive officer terms will overlap with Board Membership terms, an officer shall remain a member of the Board for the length of his/her term of executive office without being re-elected.

Section 7.3 **Election of Officers:** Officers are elected by the Board of Directors from the membership of the Board. Officers will be nominated and elected at the first Board Meeting following the annual meeting or whenever a vacancy occurs.

ARTICLE VIII: Roles and Responsibilities of Officers

Section 8.1 **President:** The President shall preside at all membership and Board meetings, ensure that all provisions of the Bylaws are fulfilled by appropriate officers and committee chairpersons, serve as the representative for any business involving an external agency.

Section 8.2 **President Elect:** The President Elect shall preside in the absence of the President. The President Elect shall assume the office of the President at the end of the President's term, or if this office is vacated before the expiration of the term. In the case of the President vacating the office before the end of his/her term, the President Elect shall complete the un-expired term and then succeed as President.

Section 8.3 **Secretary:** The Secretary shall keep records and minutes of all membership and Board meetings, be responsible for correspondence, and perform other duties as specified by the President or the Board.

Section 8.4 **Treasurer:** The Treasurer shall keep a record of membership, receive and deposit monies, keep an accurate and current record of all receipts and expenditures, make reports at the annual meeting and Board meetings, and file all reports required by law.

Section 8.5 **Immediate Past President:** The Immediate Past President shall assist and support the President and the Board.

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Section 8.6 **Executive Committee:** Officers of the Board shall constitute the Executive Committee. The role of the Executive Committee is to determine Board meeting agendas. It may conduct the business of the Board between regular Board meetings, or in emergencies.

ARTICLE IX: Committees of the Board

Section 9.1 **Appointment Powers:** The Board of Directors may conduct its work through committees. Committees shall act as advisors to the Board of Directors, which retains its governing authority.

Section 9.2 **Committees:** Committees may be created or dissolved by the Board of Directors at any time. It is expected that all Board Members will participate in committee work and report the work of the committee back to the Board.

ARTICLE X: Other Provisions

Section 10.1 **Fiscal Year:** The fiscal year of NHSDC shall be July 1 through June 30.

Section 10.2 **Amendments:** Any member of NHSDC may propose amendments to the bylaws by submitting the proposed changes to the President at least sixty (60) days prior to the annual meeting. The membership will be notified of proposed changes at least thirty (30) days prior to the annual meeting. A decision to amend the bylaws will be made by a majority of members present at the annual meeting.

Section 10.2 **Non-discrimination:** The members, officers, Board, committee members, employees, and persons served by NHSDC shall be selected entirely on a non-discriminatory basis with respect to age, gender, race, religion, national origin, or sexual orientation.

Section 10.3 **Governance:** All business shall be conducted in an open and orderly manner consistent with these Bylaws and any special rules of order NHSDC may adopt.

Section 10.4 **Dissolution of the organization:** If at any time the NHSDC shall cease to carry

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out its mission, all assets held by the Council shall, after the payment of all liabilities, be paid over to an organization in New Hampshire that has similar purposes, or to the National Staff Development Council. The designated organization shall be endorsed by a majority vote of the Board of Directors.

Section 10.5 **Evaluation of the Organization:** The membership will evaluate the effectiveness of the organization on a regular basis.

Section 10.6 **Review of the Bylaws:** The bylaws will be reviewed for relevance at least once every 5 years.

APPROVED BY THE BOARD FOR PRESENTATION TO THE MEMBERSHIP

on this ____18th____ day of ____ November _____, 2008.

Deborah S. Roody, President 2007-09

Helene Bickford, Co-President Elect (2008-09)

Laura Thomas, Co-President Elect (2008-09)

Lori Langlois, Treasurer (2007-09)

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Kathi Custer, Secretary (2008-09)

APPROVED BY THE MEMBERSHIP OF NHSDC on

_____, 2009

by a (unanimous) vote in the Annual Meeting, (place)