

## **ASCD's Constitution**

### **Constitution/Bylaws of ASCD**

Adopted 2010 (Effective January 26, 2010)

#### **Preamble**

We believe society's need for broad, informed civic participation demands a high-quality, self-renewing system of education for all. In order to sustain a productive and diverse international community of educators to meet that need, ASCD has organized and adopted this Constitution.

#### **Article I: Name**

The name of this organization shall be ASCD.

#### **Article II: Statement of Purpose and Objectives**

The purpose of ASCD shall be to promote excellence and equity in education for the success of all learners. Objectives and activities of the organization shall be dedicated to improving learning, teaching, and leadership. This statement of both purpose and objectives is in addition to, not in lieu of, the purposes and objectives stated in the Articles of Incorporation and neither restricts nor limits the general powers of ASCD.

All activities shall be conducted in a manner consistent with the requirements of the Internal Revenue Code and regulations relating to organizations described in Section 501(c)(3) of the Code, as now or hereafter amended.

#### **Article III: Membership**

Section 1.

There shall be two categories of membership: individual and institutional.

Section 2.

Any person who wishes to support the purpose of ASCD and to share in its work shall be eligible for membership and may become an individual member by paying the required annual fees. An individual member shall be entitled to vote, to hold offices for which eligible, to participate in affairs of ASCD, and to receive benefits as provided for the fees paid. An organization may become an institutional member on payment of the annual fees. Such institutional members shall be entitled to receive the benefits as provided for the fees paid.

Section 3.

The subtypes of membership (within the categories described in Section 1 above) in ASCD and the annual fees shall be determined by the Board of Directors. Benefits of ASCD will be distributed in accordance with the policy on memberships as determined by the Board of Directors.

Section 4.

The period of membership shall be 12 calendar months from the date the membership is processed.

## **Article IV: Officers**

### Section 1.

The officers of ASCD shall be a President (who shall be the retiring President-Elect), an Immediate Past President (who shall be the retiring President), a President-Elect, and an Executive Director.

### Section 2.

The President, Immediate Past President, and President-Elect shall serve for a single term of one year in each position.

### Section 3.

The President shall chair the Board of Directors and the Leadership Council.

### Section 4.

The Executive Director shall be appointed by the Board of Directors and serve at the Board's pleasure. The Executive Director shall be the Executive Officer, Treasurer, and Secretary of ASCD. As Executive Officer, the Executive Director shall (1) prepare the annual financial report and the annual budget under the supervision of the Board of Directors; (2) maintain a current policy statement handbook; and (3) make contracts. As Treasurer, the Executive Director shall (1) have custody of ASCD funds and see that they are deposited in banks approved by the President; and (2) have custody of the books of ASCD, ensuring that they contain a full and accurate account of all monies received and disbursed, as well as other required records. As Secretary of ASCD and the Board of Directors, the Executive Director shall (1) prepare and maintain custody of minutes of meetings of these groups; and (2) perform other duties as designated by the Board of Directors. The Executive Director shall serve without voting power.

### Section 5.

The Board of Directors may remove any ASCD officer at any time with or without cause. Election or appointment of an officer shall not of itself create contract rights.

## **Article V: Board of Directors**

### Section 1.

The Board of Directors shall be composed of the President, President-Elect, and Immediate Past President; six members (elected at large by the general membership), who shall each serve a term of three years; six members (elected by and from the Leadership Council), who shall each serve a term of three years; and up to three members (appointed by the Board of Directors), who shall each serve a term of three years to ensure diversity.

### Section 2.

The Board of Directors is responsible for ensuring that ASCD's policies, programs, and services are implemented consistent with ASCD's values and beliefs and is empowered to (1) approve ASCD's Strategic Plan; (2) establish external and internal reviews to improve ASCD's effectiveness; (3) adopt, revise, and monitor the implementation of policies; (4) fulfill ASCD's fiduciary responsibilities; (5) allocate ASCD's resources; (6) take action in response to Leadership Council recommendations; (7) align resources to the Strategic Plan and approve budget to accomplish the plan; (8) employ and annually review the performance of

the Executive Director; (9) establish working groups to accomplish the work of the Board; (10) fill vacancies until the next election of the Board members elected by the general membership; (11) review and take action on recommendations for the constitutional review process; (12) review and approve applications for affiliate status and ASCD partnerships and alliances; and (13) examine, on a regular basis, its own performance and invest in Board development.

### Section 3.

The elected officers, all of whom are members of the Board of Directors, together with the Executive Director, shall constitute an Executive Committee. The Executive Director shall serve as a nonvoting member of the Executive Committee. The Executive Committee shall assume the duties of the Board of Directors in the intervals between meetings of the Board.

## **Article VI: Leadership Council**

### Section 1.

The Leadership Council shall be composed of members who each serve a three-year term and shall include (1) two representatives from each affiliate; (2) one additional representative for every 5,000 ASCD members living within each affiliate's geographic boundaries on the basis of paid membership as of January 1; (3) 12 members-at-large elected by the general membership; (4) 6 members-at-large appointed by the Leadership Council for diversity; (5) the Board of Directors; and (6) the Executive Director, who shall serve as a nonvoting member.

### Section 2.

The Leadership Council is responsible for strengthening ASCD's policies, programs, and services consistent with ASCD's values and beliefs and is empowered to (1) create and adopt ASCD positions; (2) develop action plans to lead and support constituencies in advancing adopted positions; (3) review the effectiveness of the actions on the adopted positions; (4) elect six members to the Board of Directors; (5) appoint members-at-large to the Leadership Council as needed to ensure diversity; (6) contribute to the development of and provide feedback to the Board of Directors on ASCD's Strategic Plan, policies, and programs; (7) establish working groups to accomplish the work of the Leadership Council; and (8) examine, on a regular basis, its own performance and identify areas for Leadership Council development.

## **Article VII: Amendments to the Constitution/Bylaws**

These Constitution/Bylaws may be amended by using a ballot transmitted by mail or by such other means as may be authorized by the Board of Directors, and any such amendment shall require the affirmative vote of two-thirds of the individual members who reply, provided that notice of the proposed amendment has been circulated to the membership at least three months prior to the voting.

## **Article VIII: Assets on Liquidation**

No part of the net income, revenue, and grants of ASCD shall inure to any member, officer, or private individual (except that reasonable compensation may be paid for services rendered in connection with one or more of ASCD's purposes), and no member, officer, or private individual shall be entitled to share in the distribution of any part of the assets of ASCD on its dissolution or liquidation. In the event of such dissolution or liquidation, the assets of ASCD, after payment of debts and obligations, shall be transferred to an organization with federal tax exemptions for

charitable and educational uses and purposes similar to those of ASCD, which exempt organization shall be designated by the final Board of Directors of ASCD.

### **Article IX: Fiscal Year**

The fiscal year shall begin on September 1 and continue through August 31 of the succeeding year.

### **Article X: Meetings**

#### Section 1.

ASCD shall schedule an annual conference and other meetings essential to ASCD. At each annual conference there shall be an annual meeting. At this meeting there will be reports, the opportunity to hear from individuals or groups, and the transaction of any other business that the Board of Directors or the Leadership Council wishes to refer to the members in attendance.

#### Section 2.

Except as otherwise provided by the Virginia Nonstock Corporation Act (the “Virginia Code”), ASCD shall give members 10–60 days’ advance written notice of the date, time, and place of all meetings.

#### Section 3.

The Board of Directors shall fix in advance the record date for meetings, elections, or actions that may require a determination of members. These dates may not be fixed more than 70 days in advance.

#### Section 4.

At least 10 days before each meeting of members, the Secretary of ASCD shall make a complete list of the members and their addresses. For a period of 10 days prior to the meeting, this list shall be subject to inspection by any member during usual business hours. The list shall also be produced and kept open for inspection during any meeting of members.

### **Article XI: Elections**

#### Section 1.

All persons elected to the Board of Directors shall have held membership in ASCD at least three years prior to their election. All persons elected to the Leadership Council shall have held membership in ASCD for at least two years prior to their election.

#### Section 2.

ASCD shall conduct separate elections using a ballot transmitted by mail or by such other means as may be authorized by the Board of Directors to (1) all individual members, who elect the President-Elect, Board of Directors members-at-large, and Leadership Council members-at-large; and (2) members of the Leadership Council, who elect additional Board of Directors members. The elections shall be conducted as follows: (1) the Nominations Committee, consisting of at least 12 ASCD members appointed by the Board of Directors, submits a ballot containing nominees for each office to be filled; (2) ballots shall be transmitted within the first week of September with instructions to return them postmarked not later than October 15; (3) ballots shall be counted by representatives of an outside audit firm; and (4) nominees receiving

the highest number of votes shall be declared elected.

### Section 3.

The terms of officers, members of the Board of Directors, and the at-large members of the Leadership Council shall begin either (1) at the close of the ASCD Annual Conference or (2) on April 15 of each year, whichever is earlier.

## **Article XII: Quorum**

One hundred individual members of ASCD shall constitute a quorum for the annual meeting of members. Two-thirds of the members of the Board of Directors shall constitute a quorum of that body. A majority of the members of the Leadership Council and the Executive Committee shall constitute a quorum for those bodies.

## **Article XIII: Corporate Records**

### Section 1.

ASCD shall keep as permanent records (1) Articles of Incorporation and all amendments; (2) ASCD bylaws and all amendments; (3) records of all members; (4) minutes of all meetings of the members and of the Board of Directors for the past three years; (5) records of all actions taken by the members or Board of Directors without a meeting for the past three years; (6) records of all actions taken by a committee of the Board of Directors on behalf of ASCD; (7) all written communications to members within the past three years; and (8) the most recent annual report delivered to the commission under §13.1-936 of the Virginia Code.

### Section 2.

Subject to certain requirements and limitations set forth in §13.1-933 of the Virginia Code, members are entitled to inspect and copy certain books and records of ASCD. Members must request to do so in writing at least five business days in advance, stating their purpose and specifying the records desired. A proper purpose must include assurance that the request is being made in good faith and that any nonpublic information will be held in strict confidence. Members may view and copy records at ASCD's principal office or at a reasonable location specified by ASCD during regular business hours.

## **Article XIV: Affiliation**

### Section 1.

Affiliation with ASCD is available to a state or province, a group of states or provinces, or a country or group of countries for the purposes of promoting ASCD as defined in Article II—Statement of Purpose and Objectives. The Board of Directors shall act on applications for affiliation from all groups. A group requesting affiliation must have purposes, membership requirements, and an ongoing program consistent with that of ASCD. The Board of Directors shall determine the criteria by which a group is deemed to meet the definition of affiliation and the minimum criteria to continue affiliation. Affiliates are expected to carry out their activities in a manner consistent with the policies and objectives of ASCD and the provisions of the Constitution. An affiliate failing to do so may be disaffiliated by a two-thirds vote of the full membership of the Board of Directors.

### Section 2.

No group that is a geographical part of an affiliate may become an affiliate of ASCD.

### Section 3.

ASCD may establish and maintain liaisons with affiliated and nonaffiliated groups whose purposes are consistent with those of ASCD.

#### **Article XV: Working Groups**

Working groups of ASCD shall be appointed and specifically charged in writing with their responsibilities. The charge shall be consistent with the purpose of ASCD. The Board of Directors and Leadership Council shall provide direction and assistance for the activities of working groups they establish.

#### **Article XVI: Expenditures**

The funds of ASCD shall be disbursed in accordance with annual budgets as approved by the Board of Directors. The Executive Director shall receive and disburse the funds of ASCD and make an annual accounting to the Board of Directors, which shall be responsible for proper auditing of accounts.

#### **Article XVII: Parliamentary Procedures**

*Robert's Rules of Order Newly Revised* shall be the authority governing all matters of procedure not otherwise specified in this Constitution.

#### **Article XVIII: Limitation on Liability**

To the maximum extent permitted by §13.1-870.1 of the Virginia Code, in any proceeding brought by or in the right of ASCD or brought by or on behalf of the members of ASCD, no damages shall be assessed against an officer or director arising out of the actions or inactions taken by such officer or director in the name of or on behalf of ASCD.

ASCD is a membership organization that develops programs, products, and services essential to the way educators learn, teach, and lead.

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