

WEST VIRGINIA ADULT EDUCATION ASSOCIATION, INC.

BYLAWS

ARTICLE I: NAME

The name of this organization shall be the West Virginia Adult Education Association, Inc. (**WVAEA, Inc.**).

ARTICLE II: PURPOSE

To give leadership to the development of life-long learning in West Virginia by:

- unifying interested individuals and groups;
- publicizing recent adult education findings, techniques and methodologies;
- encouraging participation in local, state and national adult learning and education conferences;
- taking an advocacy role in adult education issues; and
- promoting and/or sponsoring conferences and workshops appropriate to the field.

ARTICLE III: MEMBERSHIP AND DUES

Section 1. ELIGIBILITY

Membership is open to all individuals or groups who support the purpose of the **WVAEA, Inc.** without regard to race, sex, color, religion, disability, age, or national origin.

Section 2. CLASSIFICATION

Membership classifications shall include:

- a. **Active-** persons presently or formerly employed in adult education; all volunteer literacy providers; members of organizations in fields related to adult education.
- b. **Active Student** – current or former customers of adult education services; undergraduate and/or graduate students with an interest in adult education.
- c. **Associate-** individuals interested in adult education.
- d. **Group** - institutions, schools, organizations, businesses or individuals that do not wish to obtain voting status.

Section 3. RIGHTS AND PRIVILEGES

- a. **Active** members shall be entitled to all privileges of **WVAEA, Inc.** membership including the right to vote and hold office.
- b. **Active Student, Associate, and Group** members shall be entitled to all privileges of **WVAEA, Inc.** membership **EXCEPT** the right to vote and hold office.

Section 4. DUES

- a. The dues for active and associate members shall be set by the Board of Directors and shall be listed in the **WVAEA, Inc.** Standing rules.
- b. Dues are payable one year in advance and shall be payable at each member's anniversary date.
- c. Under special circumstances, annual dues may be reduced or waived by the Board of Directors.

ARTICLE IV: OFFICERS

Section 1. DEFINITION

The officers of the WVAEA, Inc. shall be the President, Vice-President, Secretary, Treasurer, and Past President.

Section 2. DUTIES

- a. The President shall:
 1. serve as the principal officer of the association and as its spokesperson and representative to the public; and
 2. preside at all meeting of the general membership, the Board of Directors, and the Executive Committee.
- b. The Vice President shall:
 1. preside in the absence of the President; and
 2. succeed to the office of President if it becomes vacant during the current term.
- c. The Secretary shall:
 1. keep the minutes of all meetings of the general membership, the Board of Directors, and the Executive Committee;
 2. prepare copies of minutes for distribution at the next meeting of the Board of Directors; and
 3. prepare an annual report for the Annual meeting.
- d. The Treasurer shall:
 1. make all deposits and pay all approved expenses;
 2. prepare a written report for each meeting of the Board of Directors;
 3. serve on the finance committee;
 4. assist the finance committee to prepare an annual written financial statement for the Annual Meeting; and
 5. prepare a proposed budget for the association to be approved at the Annual Meeting
- e. The Past President shall act as the transition officer from one administration to another.

Section 3. ELECTION

The officers shall be elected by the active membership at the Annual Meeting of the association with terms starting January 1 of the following year.

Section 4. TERM

The officers shall assume their duties at the start of the new fiscal year (January 1) and shall serve for two (2) years. No officer shall serve in the same position for more than two (2) consecutive terms.

ARTICLE V: EXECUTIVE COMMITTEE

Section 1. DEFINITION

The Executive Committee shall consist of the elected officers and the immediate past president.

Section 2. DUTIES

The Executive Committee shall:

- a. act in an advisory capacity to the President and decide matters of urgency between meetings of the Board of Directors; and
- b. render a full report of its acts at the next meeting of the Board of Directors.

Section 3. Quorum

Three members of the Executive Committee shall constitute a quorum.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. DEFINITION

The Board of Directors shall consist of the Executive Committee, nine (9) Directors elected at-large, the Chairman of the Board Development Committee, and not more than four (4) Ex-officio Board members elected at the discretion of the Board of Directors.

Section 2. DUTIES

The Board of Directors shall:

- a. serve as the governing body between Annual Meetings;
- b. manage the business of the association;
- c. implement the decisions of the membership;
- d. fill vacancies for an unexpired term that may occur in any office, except President. and
- e. recruit and appoint an Executive Director to handle the day to day operations of the association.

Section 3. ELECTION AND TERM

- a. The terms of the nine (9) at-large Directors shall be three years, served on a rotation basis, three (3) elected each year at the Annual Meeting. The new Directors shall assume their duties January 1 of the following year.
- b. The Board Development Chair shall be elected at the Annual Meeting for a term of two (2) years. No Board Development chair may be elected to serve more than two (2) successive terms.
- c. The terms of the Ex-officio members shall be for one (1) year.
- d. If a board member is unable to perform his or her required duties, the Board of Directors may request the resignation of that member.

Section 4. MEETINGS

Meetings of the Board of Directors shall be held quarterly and/or when called by the President or by a majority of the members of the Board.

Section 5. QUORUM

Twenty (20) percent of the members of the Board of Directors shall constitute a quorum for any meeting.

ARTICLE VII: BOARD DEVELOPMENT COMMITTEE

Section 1. DEFINITION

The Board Development Committee shall consist of a Chair and two (2) at-large members.

Section 2. DUTIES

- a. The committee shall:
 1. function throughout the year in order to identify potential candidates to represent the adult education community;
 2. solicit recommendations for candidates from the entire membership.
 3. prepare a slate of candidates, all of whom are current, active members of the association and in agreement with their nomination, to present at the Annual Meeting:
 - ◆ at least one (1) candidate, who is presently or has previously served on the WVAEA Board of Directors, for each office;
 - ◆ a minimum of three (3) candidates for Director, three (3) to be elected;

Amended 12/2004)

- ◆ a minimum of three (3) candidates for Board Development Committee, three (3) to be elected, with the candidate receiving the highest number of votes to serve as Chair.
 - 4. provide to each potential candidate, an explanation of the responsibilities of specific board positions prior to their agreement to have their name placed on the ballot; and
 - 5. prepare ballots and serve as tellers at the election during the Annual Meeting. If a Board Development committee chair or member is nominated for any position, the association President shall appoint an alternate teller.
- b. The Chair of the committee shall serve as a member of the **WVAEA, Inc.** Board of Directors.

Section 3. ELECTION AND TERM

- a. The Chair and two (2) at-large members of the Board Development Committee shall be elected at the Annual Meeting for a term of two (2) years.
- b. The Chair and Board Development Committee members cannot be elected to serve more than two (2) consecutive terms.

ARTICLE VIII: STANDING AND SPECIAL COMMITTEES

Section 1. STATUS

The President of the association shall serve as an ex-officio member of all standing and special committees.

Section 2. STANDING COMMITTEES

- a. The following shall be Standing Committees:
 - 1. Awards
 - 2. Conference
 - 3. Finance
 - 4. Legislative
 - 5. Membership
 - 6. Public relations and Communications
 - 7. Affiliate Organizations
- b. The President shall appoint the Chair of each committee with the concurrence of the Board of Directors.
- c. Membership to each committee shall be appointed by the committee Chair in cooperation with the President.

Section 3. SPECIAL COMMITTEES

The President, with the consent of the Board of Directors, may appoint ad hoc committees.

ARTICLE IX: MEETINGS

Section 1. ANNUAL MEETING

- a. There shall be an Annual Meeting of the association for the purpose of conducting association business and conducting elections.
- b. The Annual Meeting shall be at a time and place designated by the Board of Directors.
- c. There shall be an installation of the new leadership at the close of the Annual Meeting with terms to begin January 1 of the following year.

Section 2. OTHER ASSOCIATION MEETINGS

Additional meetings of the membership of the association may be called by the Board of Directors, or by petition of at least ten (10) percent of the active membership.

Section 3. QUORUM

Twenty (20) percent of the active members from the current association roster voting at any general meeting shall constitute a quorum.

ARTICLE X: ELECTIONS

Section 1. ANNUAL ELECTIONS

- a. The election of the Officers, Directors and Board Development Committee shall be held at the Annual Meeting.
- b. The Board Development Committee will provide a slate of candidates. Nominations may be accepted from the floor.
- c. The active membership is eligible to vote.
- d. There shall be no proxy votes.
- e. The candidate receiving the most votes cast for each position shall be declared elected. In case of a tie, there shall be a run-off election.

ARTICLE XI: ASSOCIATION AFFILIATES AND LOCAL CHAPTERS

Local chapters of the **WVAEA, Inc.** may be formed with the approval of the Board of Directors. Rules for establishment of affiliations and local chapters may be included in the Standing Rules.

ARTICLE XII: RECORDS

Section 1. OFFICIAL RECORDS

- a. The **WVAEA, Inc.** Secretary shall maintain complete records of its minutes and activities.
- b. The **WVAEA, Inc.** Finance Committee with the assistance of the treasurer shall maintain current and complete records of its financial accounts, and shall be subject to audit.
- c. The Membership Committee shall maintain an up-to-date roster of all active and associate members. This roster shall contain name, address, phone, and date of admission to association.
- d. All records and accounts of the **WVAEA, Inc.** may be inspected by any current active committee.

ARTICLE XIII: STANDING RULES

A list of Standing Rules in addendum to the association Bylaws may be attached so long as they are not in conflict with said Bylaws.

ARTICLE XIV: PARLIAMENTARY AUTHORITY

The parliamentary authority for this organization shall be Roberts' Rules of Order, Newly Revised.

ARTICLE XV: AMENDMENTS

Section 1. BYLAWS

These Bylaws may be amended with a two-thirds majority vote of the members present and voting at any Annual meeting or specially called meeting of the active membership, provided a copy of the proposed amendments and the rationale has been mailed to each member at least two (2) weeks prior to the meeting.

Section 2. STANDING RULES

The Standing Rules may be amended with a majority vote of the members present and voting at any Annual Meeting, any specially called meeting of the membership, or any meeting of the Board of Directors. No prior notification is necessary.

Section 3. MANAGEMENT

The administrative and fiscal year for operation is January 1 through December 31.

(Amended 1987)
(Amended 1990)

(Amended 1995)
(Amended 1998)

(Amended 2000)
(Amended 2004)



WVAEA, Inc. STANDING RULES

- 1. Dues for membership in the association shall be:

<i>Active</i>	\$20.00
<i>Active Student</i>	\$10.00
<i>Associate</i>	\$12.00
<i>Group</i>	\$25.00

- 2. Dues are payable to the Membership Chair who will up-date the official roster and send payments to the Treasurer for deposit.

- 3. Following their appointment, Chairs of Standing and Special Committees shall provide at the next meeting of the Board of Directors a plan of work for their committee for the year. Committee chairs are expected to present a written or oral report of their activities at each board meeting. If reports are not submitted, the board will request the president to take action.

- 4. All expenses of the association, not covered by the annual budget, shall be approved by the Executive Committee.

- 5. The president may appoint a parliamentarian.

- 6. The secretary, in consultation with the President, shall send notification of the Board of Directors at least 10 days prior to each meeting.

- 7. Directors are expected to attend all scheduled board meetings. Those who travel to scheduled board meetings and do not have existing funds allocated for travel may be compensated at the rate of \$25.00 per meeting. Committee Chairs who attend will be reimbursed for travel at the same rate.

- 8. The WVAEA, Inc. student affiliate, BOLT (Building Opportunities for Learning Together), is a student organization specifically designed to serve the needs of adult students in adult education and literacy programs. All functions and activities of the student organization will be monitored by the WVAEA, Inc. Student Organization Committee with Board Approval.