



## **Constitution**

### **Article I – Name**

**Section 1:** The name of the organization shall be the North Carolina Adult Education Association.

### **Article II – Purposes**

**Section 1:** The purposes of this Association shall be:

- To support the professional development of adult and continuing educators in North Carolina.
- To provide opportunities for adult and continuing educators at the post-secondary level to exchange information, plan, and carry out activities based on the purposes of the Association.
- To promote and interpret the value and contribution of adult and continuing education programs in North Carolina.

### **Article III – Membership**

**Section 1:** Individuals and groups subscribing to the purposes and interests of the Association may become members upon payment of annual dues as provided by the By-laws.

### **Article IV – Meetings**

**Section 1:** Meetings shall be held as provided for in the By-Laws.

### **Article V – Executive Board**

**Section 1:** The Executive Board shall be the governing body of the Association, shall adopt and amend By-Laws under which the Association shall operate, and shall determine all policies of the Association.

**Section 2:** The Executive Board shall be composed of the officers and sixteen members of the Association elected by plurality vote of Association members casting ballots as provided for in the By-Laws. Ex-officio voting members of the Executive Board who are appointed by the president on an annual basis may include: the Historian, the Legislative Liaison, the chair of the Finance Committee, the editor of the Association newsletter, or other parties as deemed appropriate by the President.

**Section 3:** Seventy-five percent of the Executive Board shall constitute a quorum.

## **Article VI – Officers**

**Section 1:** The officers of the Association shall be: President, Vice-President/President-Elect, Secretary, Treasurer, Membership, and Immediate Past President.

**Section 2:** The officers shall perform the usual duties pertaining to their respective offices and such other duties as may be appointed by the Executive Board.

**Section 3:** The Executive Board shall appoint members of the Association to fill positions not otherwise provided for in the By-laws.

**Section 4:** All officers and elected members of the Executive Board shall serve until their successors are duly elected and installed.

## **Article VII – Organization Units**

**Section 1:** Committees, interest sections, task forces, or other units to facilitate the achievement of Association purposes may be established by the Executive Board in accordance with procedures as stated in the By-Laws.

## **Article VIII – Finances**

**Section 1:** No part of the net earnings of the Association shall inure to the benefit of any of its officers, members, or other private persons, except that the Association may be authorized and empowered to pay reasonable compensation for services rendered.

**Section 2:** Upon dissolution of the Association, the Executive Board shall, after paying and making provision for payment of all liabilities of the Association, dispose of all of the assets of the Association to one or more non-profit educational organizations, as the Executive Board shall determine, provided that such organization(s) shall at the time be qualified as a exempt organization (s) under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

## **Article IX – Amendments**

**Section 1:** All recommendations for amending this Constitution shall be submitted to the Executive Board for consideration.

**Section 2:** The Executive Board shall in turn submit all proposed amendments submitted to the Executive Board to the membership at least 30 days prior to the annual meeting or to a special meeting of membership call.

**Section 3:** The author's rationale for the proposed amendment(s) shall be presented to the membership along with the amendment and the Executive Board's recommendation concerning the proposed amendment(s).

**Section 4:** Adoption of the proposed amendment(s) requires a majority vote of the members present and voting at the designated meeting.

## **By-laws**

### **Article I – Membership**

**Section 1:** Classification: Membership of the Association shall consist of:

1. Individual members: Those persons subscribing to the purposes and interests of the Association.
2. Student members: Individual members pursuing a degree.
3. Senior members: 62 years of age or older.
4. Sustaining members: Individuals wishing to provide the degree of financial support required by this category and to be recognized accordingly.
5. Patron members: Individuals wishing to provide the degree of financial support required by this category and to be recognized accordingly.
6. Benefactor members: Groups or individuals wishing to provide the degree of financial support required by this category and to be recognized accordingly.
7. Persons or international organizations elected by the Executive Board as honorary members.

**Section 2:** Annual Dues: The Annual Dues shall be set by the Board by September for the following calendar year.

**Section 3:** Membership year:

1. The membership year shall begin on September 1st through August 30th.
2. New members may join at any time but those paying dues on or after September 1 will be credited with membership for the following year.
3. Members whose dues are unpaid for sixty days after notice has been sent shall be dropped from the membership. Lapsed members may be reinstated upon payment of dues for the current year.

**Section 4:** Rights and privileges: All members shall have the right to vote and hold office in the Association.

**Section 5:** Revocation of Membership: The Executive Board, at its sole discretion, can revoke the membership of any member for failure to uphold or violate any of the Association's Constitution or By-laws.

### **Article II – Official Meetings**

**Section 1:** Annual meetings: There shall be an annual conference of the Association at such place and time as may be determined by the Executive Board. For all persons attending any meeting or conference there may be a registration fee as fixed by the Executive Board.

**Section 2:** Special meetings: Special meetings of the Association may be called by the Executive Board, or shall be called by the President on request of not less than 10% of the members.

**Section 3:** Membership meetings: A business meeting of the voting members of the Association shall be held during the annual conference and at such times as may be set by the Executive Board.

**Section 4:** Meeting notices: Notice of all official Association meetings shall be posted to the website and the membership notified by email at least one month in advance.

### **Article III – Nominations and Elections**

**Section 1:** Nominations and elections committee:

1. The President shall appoint a committee on nominations and elections subject to approval of the Executive Board.
2. The Chairperson of the committee on nominations and elections shall present the names of candidates for each of the offices and vacancies on the Executive Board and shall handle the balloting procedures in general elections.

**Section 2:** Nominations procedures:

1. The committee on nominations and elections shall present the names of one or more members as candidates for each of the following officers: Vice-President/President-Elect, Secretary, Treasurer, and Membership and the name of a least one candidate for each of the vacancies of the executive board.
2. The committee on nominations and elections shall strive for representation on the slate in terms of race, age, sex, geographic region of the state, and field of adult education.
3. Space shall be left on the ballot for names of write-in candidates.
4. Consent of the nominees shall be obtained.

**Section 3:** Election Procedures:

Election Procedures: The committee on nominations and elections shall email a ballot containing the slate of officers and Executive Board members to each member of the Association prior to the Annual Meeting. To be counted, ballots shall be returned within ten days. Results shall be certified by the Chairperson of the committee on nominations and elections to the President of the Association immediately following the count.

### **Article IV – Officers and Executive Board**

**Section 1:** Only members of the Association shall serve as officers and on the Executive Board.

**Section 2:**

1. The Vice President/President-Elect serves for a period of one year prior to assuming the office of President for one year.
2. The President, upon completing a one-year term of office, serves as a voting member of the Executive Board for one years as the Immediate Past-President.
3. All other officers shall serve for a period of one year.
4. The Executive Board members shall serve for two years on a rotating basis, with eight to be elected each year.

**Section 3:** Meetings and attendance by Executive Board Members:

1. The Executive Board shall meet at least twice during each year at such times as determined by the President or at the request of at least five members of the Executive Board.
2. Board members shall notify the President when they will be unable to attend a meeting. Absence from two meetings without notification to the President shall be grounds for consideration of termination from Board service, subject to review and two-thirds vote by the executive board.
3. Board members who are unable to carry out their duties and responsibilities should notify the President of their resignation.

**Section 4:** The powers and duties of the Executive Board shall be:

1. To transact the business of the Association between meetings, including adoption of an annual budget.
2. To consider and develop plans for the general work of the Association and to appoint the necessary committees for carrying out the work.
3. To appoint, in case of a vacancy in any office or committee, a member to fill the unexpired term until the next regular election.
4. To authorize publications in the name of the Association.

## **Article V – Committees**

**Section 1:** Only members of the Association shall be appointed to committees, except by authorization of the Executive Board.

**Section 2:** Standing committees of the Association shall be: Awards, Conference, Finance, Future Directions, Legislative, Membership, Publications, and Roundtables.

**Section 3:** The President shall appoint the chairpersons of all committees authorized in Article V, Section 2, except the chairperson of the Future Directions Committee who shall be the Vice-President/President-Elect, and the chairperson of the following year's Conference Committee, who shall be appointed by the Vice President/President Elect. The Chairperson of each committee shall serve as a member of that committee in the following year. The President shall be an ex-officio member of each standing committee. Other members of standing committees will be selected by the committee chairperson, in accordance with any requirements specified in Article V, Section 5. Approval of the Executive Board for chairpersons and members of standing committees is not required.

**Section 4:** Additional committees may be appointed by the President with the approval of the Executive Board as needed, as for example an ad hoc Constitution and By-Laws committee, on those occasions when amendments or revisions are proposed.

**Section 5:** Duties and composition of standing committees:

1. Awards Committee: Generate suggestions for individuals, institutions, or programs to receive NCAEA awards; solicit additional suggestions from the membership; collect information regarding award nominees; make recommendations to the Executive Board on award recipients; and arrange for the presentation of awards at the Annual Conference.
2. Conference Committee: Plan and manage all aspects of the Association's annual conference, including preparation of the conference budget. The chairperson of the following year's conference shall be appointed by the Vice President/President-Elect, so there is ample time to plan, market and promote the conference.
3. Finance Committee: Monitor all aspects of the Association's finances and advise the officers and Executive Board on financial matters; propose an annual budget and budget revisions as necessary for

- approval by the Executive Board; and, if applicable, evaluate the Association's relationship with its management firm and recommend to the officers and Executive Board any changes in the relationship.
4. Future Directions Committee: Explore the question of how the Association can function most effectively in accord with the stated purposes of the association. The Vice President/President Elect will chair the Future Directions Committee.
  5. Legislative Committee: Inform the membership and the Executive Board as to legislative and other governmental matters, at both the state and federal levels, that pertain to adult education; and recommend action by individual members, the membership as a whole or the Executive Board whenever appropriate.
  6. Membership Committee: Encourage as many individuals as possible to join the Association and retain those who are already members; explore ways that participation in the Association can be made more meaningful and attractive to adult and continuing educators in North Carolina; ascertain the degree to which members' expectations have been met by participation in the association; and consider additional or alternative classifications of membership and make recommendations to the Executive Board accordingly.
  7. Publications Committee: Edit and solicit materials for the Association's newsletter and coordinate its publication; assist in the publication and distribution of other association publications (such as the NCAEA Handbook and Membership Directory). The chair of the Publications Committee will be designated as the editor of the newsletter.

## **Article VI – Interest Sections**

**Section 1: Purpose:** Members of the Association may organize special sections to pursue common interests under the sponsorship of the Association. Objectives and purposes of interest sections must be consistent with those of NCAEA, its Constitution and its By-Laws.

**Section 2: Formation:** The Executive Board shall establish an interest section annually when petitioned to do so by members of the Association with an agreed-upon chairperson.

**Section 3: Membership:** Only current members of NCAEA shall be official members of an interest section, but participation shall be encouraged for non-members.

**Section 4: Liaison Representative:** The chairperson (Article V, Section 2) shall serve as a member of the Conference and Publications Committees.

**Section 5:** The interest section liaison representative shall serve as a member of the Conference and Publications Committees.

**Section 6:** Interest sections may request funds from the Executive Board or other sources to carry out activities of the section. NCAEA shall serve as fiscal agent for all such funds.

## **Article VII – Finances**

**Section 1:** All funds of the Association shall be deposited in a timely manner to the credit of the Association in such banks, trust companies, or other depositories as the Executive Board may select, with the disbursement to be upon joint signatures of the President and the Treasurer.

**Section 2:** Separate sub-accounts shall be maintained and reported for the Association's general funds, funds related to the Annual Conference, funds provided by outside agencies and funds generated by interest sections or other subunits of the Association.

**Section 3:** Expenditures of the Association's general funds shall not exceed budgeted amounts without the approval of the officers.

**Section 4:** Audit: An audit of all accounts shall be made annually.

**Section 5:** Annual Report: The Treasurer shall make a report annually to the membership, detailing receipts and expenditures, explaining the Association's fiscal status, and reporting on the audit.

## **Article VIII – Parliamentary Authority**

**Section 1:** Robert's Rule of Order, latest edition, shall be the governing authority in any matter not specifically covered by the Constitution, By-Laws, or special rules of NCAEA.

**Section 2:** The immediate Past-President shall act as Parliamentarian and will serve as chairperson of the Constitution and By-Laws Committee, when the committee is activated by the President.

## **Article IX – Amendments**

**Section 1:** Amendments to the By-Laws may be enacted by approval of the Executive Board at an official meeting of the Board. Such amendments shall be reported to the membership within 30 days of enactment

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