

**SOUTHERN REGIONAL COUNCIL ON EDUCATIONAL ADMINISTRATION
Board of Directors**

BYLAWS

Revised November 2007

Approved by the general membership at the 2007 Conference in Kansas City, Missouri.

Article I. General Membership.

Section 1. **Eligibility:** Membership shall be open to persons interested in the improvement of preparation programs for educational administrators.

Section 2. **Election:** Members of the Board of Directors (hereafter referred to as “Board”) shall be elected at the annual meeting by the members present as delineated in the Constitution.

Section 3: **Vacancies:** A Board member who cannot fulfill the term of office through incapacity or resignation shall communicate that intention to the President. The President shall be responsible for making a recommendation of a person to fulfill the uncompleted term of office to the Board.

Section 4. **Relations with other Educational Organizations:** The Board wishes to maintain constructive relations with other professional organizations. Therefore, the Board shall explore all suggested relationships with other educational organizations and proposals that benefit the membership of SRCEA.

Section 5. **Board:** The Board shall operate as a committee-of-the-whole. Generally, all decisions will be made by consensus. When consensus is not possible, a majority vote of the members shall be binding.

Section 6. **Administrative Discretion in Absence of Board Policy:** Decisions that must be made in the absence of guiding policy statements shall be made reflecting the best professional judgment. Subsequently, policy statements shall be written to guide such future decisions and be submitted to the Board for consideration and adoption by the Board.

Section 7. **Professionalism:** The Board wishes to promote and ensure the highest degree of professionalism in the conduct of its affairs. Therefore, there shall be established a Code of Ethics to guide certain discretionary decisions of the Board.

Article II. Board.

Section 1. Duties of Board Members.

President

The President shall:

1. Conduct all Board, General, and Business meetings.
2. Appoint the Nominating Committee members (a chair and two other members) after the winter planning meeting.
3. Recommend to the Board a list of persons to serve on the Audit Committee.
4. Work with the President-Elect and all committees on all matters related to planning and implementing the annual conference.
5. Be the spokesperson for SRCEA.
6. Appoint committees as needed on an ad hoc basis.
7. Fulfill all other requisite duties as needed.

B. President-Elect (Conference Program Chair)

The President-Elect shall:

1. Serve as temporary President in the President's absence.
2. Attend all Board, General, and Business meetings.
3. Plan the conference program and carry out all details related to the conference with the President, Recording Secretary / Historian, Corresponding Secretary, Treasurer, Yearbook Editor, and other Board Members. The following are specific areas of responsibilities:
 - a. Recommend the conference theme to the Board for approval.
 - b. Write the "Call for Papers" announcement.
 - c. Appoint and chair the conference paper review committee.
 - d. Communicate acceptance and rejection decisions to persons submitting papers.
 - e. Procure keynote conference speaker.
 - f. Work with host institution on all conference matters (e.g., hotel/motel selection, conference and sleeping rooms, reception details, and all other conference arrangements).
 - g. Plan and arrange for the Graduate Student Seminar.
 - h. Arrange for all group meeting conveners and moderators as well as those giving introductions.
 - i. Arrange with the host institution for a welcoming speaker.
 - j. Solicit resumes from main conference speakers, including panel members.
 - k. Obtain in advance an outline of keynote speaker's presentation.
 - l. Write all letters of invitation to the annual meeting including location, dates, costs, conference theme, and statement of encouragement to attend.
 - m. Present conference overview at conference.
 - n. Arrange for introduction of keynote speaker at annual conference.
 - o. Send "thank you" letters to *main* conference presenters (i.e., keynote speaker, panel members, etc.).
 - p. Arrange for the "Parting Shot" presentation.

- q. Determine the format of the annual conference to include a business meeting with the approval of the Board.
- r. Present an award to the outgoing president.

C. Corresponding Secretary

The Corresponding Secretary shall:

1. Be elected to a four-year term.
2. Attend all Board meetings.
3. Maintain records of all important SRCEA correspondence and other communications.
4. Assist the President, the President-Elect, and the host institution representative in planning and implementing the annual conference.
5. Maintain a job posting service at the annual conference.
6. Maintain the SRCEA website.
7. Prepare and disseminate information to the membership and prospective members including Board meeting minutes and reports from Annual Conferences.
 - a. SRCEA shall make every effort to encourage mutually supportive relations with colleges, universities, and professional associations; therefore, appropriate leadership personnel in these institutions shall be included on the mailing list(s) and receive materials distributed to the SRCEA membership.
 - b. Policy affecting all members shall be communicated to the membership.
 - c. Memos, letters, newsletters, and electronic communications will be used to communicate with the membership.
8. Notify Board members of all meetings at least one month prior to their scheduled dates.
9. Coordinate activities of the State Liaison Committee.
10. Assist in organizing State Caucus Meetings at the Annual Conference.
11. The Corresponding Secretary may be re-elected for consecutive terms.

D. Recording Secretary / Historian

The Recording Secretary / Historian shall:

1. Be elected to a four-year term.
2. Attend all Board Meetings.
3. Prepare the minutes of the annual business and board meetings.
4. Within two weeks of meetings, send board members a copy of the minutes for their approval so that the corresponding secretary can post the minutes in a timely fashion on the SRCEA website.
5. Assist the President, the President-Elect, and the host institution representative in planning and implementing the annual conference.
6. Provide all new Board members with a current version of the Bylaws.
7. Maintain evidence of all organizational activities (photographs, agendas, conference information).
8. Present yearly updates of SRCEA activities to the membership at the annual conference.
9. The Recording Secretary / Historian may be re-elected for consecutive terms.

E. Treasurer

The Treasurer shall:

1. Be elected to a four-year term.
2. Attend all Board meetings.
3. Prepare and present the financial report at the annual business meeting. The Treasurer shall present to the Board a report of the financial status of the organization at each of the two regular meetings of the Board.
4. Assist the President, the President-Elect, and the host institution representative in planning and implementing the annual conference.
5. Submit to the Board a semi-annual financial report. The budget year shall be established as November 1 through October 31. The financial report shall be presented to the Board for approval at the regular winter meeting. This document shall become the financial report for the budget year following the winter meeting of the Board.
 - a. Income: The sources of income shall be conference fees; gifts, grants, and bequests; SRCEA Foundation Fund; and other sources approved by the Board.
 - b. Money can only be expended for items and services approved by the Board and for bills associated with the annual conference.
 - c. Depository: All incomes shall be deposited in a commercial bank checking account in the name of SRCEA with access limited to the Treasurer.
 - d. Investing: The investments of the SRCEA fund shall include: U.S. Treasury Securities; Certificates of Deposit in commercial and savings banks; and money market, bond, and equity funds of a family of mutual funds.
 - e. Funds Management: The Treasurer shall be responsible for managing the fund and for reporting annually to the Board all transactions in the fund. A report of the funds activities shall be included in the business meeting of the membership at the annual meeting.
 - f. Gifts, Grants, and Bequests: All gifts, unrestricted grants, and bequests to SRCEA shall be deposited in an interest/dividend-bearing fund. Only the interest/dividend earnings may be drawn from the fund and used for operating expenditures. Gifts, grants, bequests, and capital gains from fund investments shall be permanently retained in the fund. Restricted grants shall be administered in accordance with the individual grant stipulations or conditions.
 - g. SRCEA Foundation Funds will be collected for a specific purpose and the funds are exempt from general operations expenses.
 - h. Borrowing: SRCEA shall operate its financial affairs on a cash basis, and no money shall be borrowed from financial institutions or individuals for investment purposes or to meet annual expenditures.
6. Maintain all financial records.
7. The Treasurer may be re-elected for consecutive terms.

F. Board Members

ALL Board Members and Officers shall:

1. Attend all Board meetings.
2. Assist the President, the President-Elect, and the host institution representative in planning and implementing the annual conference.
3. Solicit nominations and make recommendations to the Board for Distinguished Service Award(s).

4. Be eligible to serve as a member of the conference paper review committee.
5. Ideally, Board members will rotate into the position of President Elect (Conference Chair) in their fourth year, President in their fifth year, and Past President in their sixth year of service to SRCEA. See Article 1, Section 3 for policies dealing with vacancies that occur.

G. Immediate Past President

The Immediate Past President shall:

1. Serve on the Board as a voting member.
2. Attend all Board meetings.
3. Assist the President, the President-Elect, and the host institution representative in planning and implementing the annual conference.
4. Arrange for and preside over the Past Presidents' breakfast at the Annual Conference.
5. Coordinate a committee to recommend a recipient for the Jack Greer Lifetime Contribution Award, contact recipient to ensure presence at the conference, arrange for award plaque, and present award at conference.

H. Yearbook Editor

The Yearbook Editor shall:

1. Be elected to a four-year term.
2. Attend all board meetings.
3. Serve as a voting member of the Board.
4. Assist the President, the President-Elect, and the host institution representative in planning and implementing the annual conference.
5. Oversee publication of the annual yearbook.
6. Appoint a review board for review & selection of papers for yearbook.
7. The Yearbook Editor may be re-elected for consecutive terms.

Section 2: Committees.

A. Ad Hoc Committees

Ad Hoc Committees shall:

1. Be established for considering matters of immediate concern. An ad hoc committee may be used for study and fact-finding.
2. The President shall, from time to time, make recommendations to the Board for all ad hoc committee assignments.
3. A time schedule shall be established for the work of ad hoc committees with a due date for reporting to the Board.

B. Nominations Committee

The Nominations Committee shall:

1. Be appointed by President.
2. Be established for presenting a slate of nominees to serve on the Board. These recommendations shall be made first to the Board members for their approval and presented to the membership at a regular business meeting for election.

C. Audit Committee

The Audit Committee shall:

1. Be recommended to the Board by the President.
2. Be appointed once every two (2) years to conduct a financial audit of all SRCEA financial affairs.
3. Report bi-annually to the Board and the membership at the annual business meeting.

D. State Liaison Committee

The State Liaison Committee shall:

1. Assist in maintaining currency in the SRCEA data base for their state.
2. Disseminate information to individuals in their state regarding SRCEA activities.
3. Lead State Caucus Meetings at the Annual Conference.

Section 3. Meetings.

A. Board Meetings

1. *Robert's Rules of Order* shall be used on matters not covered under the *SRCEA Constitution* or *Bylaws*.
2. A regular meeting of the Board shall be held immediately before the annual meeting at the site of the annual conference.
3. A second regular meeting of the Board shall be held between January 1 and March 31 at the site where the annual conference will be held that year.
4. A minimum of six (6) members present at all Board meetings shall constitute a quorum.
5. A special meeting of the Board may be called by the President at his/her discretion or at the advice of the majority of the Board by serving notices of the day, time, place, and purpose of such special meetings.
 - a. Special meeting business is limited to the purpose for which the meeting was called.
 - b. Written notice of the meeting shall be submitted in writing at least one (1) month before such meeting is to take place unless a majority of the Board gives consent.
 - c. A special meeting may also be held without a written notice if all members of the Board are present and consent to the meeting by answering roll call or by a telephone poll of all Board members.
6. Agenda:
 - a. The President of the Board preferably shall prepare an agenda with necessary supporting reports and documents for each meeting.
 - b. Board Members who wish to place an item on the agenda shall make the request to the President.
 - c. The agenda may be modified by a decision of the Board.
 - d. The business of the Board shall be transacted in the order outlined below.

I. Call to Order

II. Action items

A. Routine matters

1. Approval of minutes.

- 2. Presentation of Treasurer's Report.
- B. Old Business
- C. New Business
- III. Information and proposals (non-action items)
 - A. Receiving of reports
 - B. Letters and communications
 - C. Information and questions from Board
- IV. Advance Planning
 - A. Future meeting dates
 - B. Suggested agenda items
- V. Adjournment

B. Annual Conference

1. One annual conference will typically be scheduled between mid October and mid November.
2. Conference Fees: It is the intent of the Board to maintain a conference fee that will cover anticipated conference expenses and administrative expenses.
 - a. Periodically, the Board shall review the conference fee structure to determine its adequacy for meeting anticipated costs.
 - b. The registration fee for the annual meeting shall constitute the annual membership fee and shall be applied, as needed, to current operating expenses of SRCEA.
 - c. The Board shall set the amount of the registration fee to be collected from each person in attendance at the annual meeting or by mail if the member wishes to remain on the roll though absent.
3. Exhibits and Promotions: The Board may consider donations to sponsor conference activities. SRCEA shall not sponsor the distribution of any commercially related materials at the annual conference. This information shall be communicated in the correspondence with presenters and members who register.
4. Job posting service: The Board will maintain a job posting service at the annual conference.

Section 4: **Liquidation:** In the event that SRCEA is dissolved, the Board shall distribute all assets to one or more professional associations or foundations that have an objective of improving educational leadership in schools.