

# CONSTITUTION

## LEARNING FORWARD NEW YORK (Revision 2011)

### **ARTICLE I            NAME and PURPOSE**

- Section 1:            This organization shall be known as the Learning Forward New York (LFNY) and is a community of educators, passionate about improving professional learning in P-12 education in New York State.
- Section 2:            The mission of the LFNY is to promote excellence in teaching and learning throughout New York State and to provide leadership in professional learning by:
- Identifying and sharing best practices in professional learning.
  - Advocating for high quality professional learning in schools in New York.
  - Developing and delivering programs and services to New York Educators that promote the principles of high quality professional learning.
  - Collaborating with other professional organizations to improve the quality of professional learning.
- Section 3:            Learning Forward New York believes:
- National and New York State standards define high quality professional learning.
  - Every school employee deserves high quality, differentiated opportunities for professional learning.
  - All educators have the responsibility to continuously learn in order to improve student achievement.
  - Professional learning is evaluated on the impact to change instruction and improve student achievement.
  - High quality professional learning improves and sustains professional performance.

**ARTICLE II            AFFILIATION**

Section 1:            Learning Forward New York is an affiliate of Learning Forward and shall perform all responsibilities as set forth by Learning Forward to remain in good standing.

**ARTICLE III           MEMBERSHIP**

Section 1:            The membership categories shall be individual-and organizational. Eligibility requirements shall be as follows:

- A.     Individual membership is open to any current or former educator of New York or any individual that supports professional learning in New York schools through providing products or services. Current Individual members are eligible for benefits as determined by the Board of Directors.
- B.     Organizational membership is open to any public or private school or any organization that supports professional learning in New York schools. Organizational members are eligible for benefits as determined by the Board of Directors.

Section 2:            Membership shall be for one year and is renewable annually.

Section 3:            Board of Directors shall determine any fees or conditions required of membership.

**ARTICLE IV.           OFFICERS AND BOARD OF DIRECTORS**

- Section 1:
- A.     The Officers of the Learning Forward New York shall be: President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Immediate Past-President. Each Officer and Director shall be a member in good standing of Learning Forward New York and Learning Forward.
  - B.     The Board of Directors shall elect the Officers from the Board of Directors.
  - C.     The Board of Directors shall appoint the Executive Director and State Education Department Liaison.

Section 2:            The responsibilities of the Officers shall be as follows:

- A.     The President shall:

- (1) preside over all meetings of Learning Forward New York and its Board of Directors;
  - (2) solicit volunteers and appoint members of the standing committees and other committees not otherwise provided for in this Constitution;
  - (3) see that all provisions of the Constitution are fulfilled by appropriate Officers and committee chairpersons,
  - (4) serve as a liaison for any business involving an external agency,
  - (5) serve as ex-officio member of all committees.
- B. The First Vice-President Shall:
- (1) preside in the absence of the President,
  - (2) assume the office of the President if it is vacated before the expiration of the term.
- C. The Second Vice-President shall:
- (1) preside in the absence of both the President and First Vice-President;
  - (2) chair or appoint a chairperson of the Nominating Committee;
  - (3) annually review the organization's compliance with the Constitution and by-laws.
- D. The Secretary shall:
- (1) keep records of organization and minutes of all meetings;
  - (2) issue notices of meetings;
  - (3) facilitate communication on behalf of the organization;
  - (4) maintain a current record of membership.
- E. The Treasurer shall:
- (1) receive monies for Learning Forward New York;
  - (2) pay all bills of Learning Forward New York authorized by the Management Team;
  - (3) keep an accurate and current account of all receipts and expenditures;
  - (4) report on the financial status of Learning Forward New York annually and at other times as requested by the President;
- F. The Immediate Past-President shall:
- (1) serve as ex-officio member of all committees,
  - (2) provide advice and council to the President, and perform such duties as requested by the President.

Section 3: The Board of Directors of Learning Forward New York shall act as the governing body of the organization. The Board of Directors shall consist of a maximum of sixteen (16) Directors including officers. The Board shall seek representation that reflects the various geographic areas of the State and the diversity of the education community in the State where possible.

- A. Voting members to include the Officers, and Board of Directors.
- B. Non-voting members to include at State Education Department representative and Executive Director.
- C. The Board shall meet as necessary to conduct the business of the organization. A quorum of the Board is necessary for official business votes to be taken. A quorum shall be constituted by fifty-one (51) percent of the members of the Board of Directors.

Section 4: Management Team: The Management Team shall consist of the President, Treasurer and Executive Director. This team shall be responsible for the day-to-day management of the organization and make decisions between meetings of the Board. Members of the Management team are authorized to make contractual obligations of the organization consistent with the policies of the Board of Directors and to further the purposes of the organization.

Section 5: The future election of Officers and the term of office for each shall be as follows:

- A. The Board of Directors shall be elected to serve terms of two (2) years and may be re-elected.
- B. One-half of the Board of Directors shall be elected every year.
- C. The Board of Directors shall be elected by a simple majority of the current Board of Directors.
- D. The Officers shall be elected annually by a simple majority of the Board of Directors.
- E. All newly elected Board members and Officers shall assume their duties upon election.

- F. The Second Vice-President and/or the chair of the Nominating Committee shall develop rules and procedures for the nomination and election of Board members and Officers.

Section 5: Officers and members of the Board of Directors may be removed by a two-thirds (2/3) vote of the Board should it become necessary for cause. Cause shall be defined as any of the following:

- A. Failure to perform duties as defined by the Constitution (Article IV, Sections 2).
- B. Absences of more than one-half (1/2) the scheduled Board meetings in a year.
- C. Actions that denigrate the mission or integrity of the organization.

Section 6: Officers or Board member vacancies may be filled by the Board of Directors by a majority vote for the remainder of the unexpired term.

**Article V COMMITTEES**

Section 1: The Board of Directors shall establish and be represented on each Standing Committee of the Council.

Section 2: The Standing Committees may include, but are not limited to:

- A. The Nominating Committee shall be chaired by the Second Vice-President. The Nominating Committee shall present to the current Board the proposed slate of Board of Director members for election.
- B. A Policies and Practices Committee identifies and shares best practices in professional development with staff and leaders in schools and districts as well as professional development providers.
  - Assists in development and dissemination of state and local policies that promote high quality professional learning.
  - Advocates for high quality professional learning in schools in New York.
  - Develops and deliver programs at other organization conferences.
  - Promotes the expanded use of Learning Forward materials in New York.

- Works with New York State Education Department to promote the standards for professional learning.

C. The Programs and Services Committee develops and deliver professional development programs that promote the principles of high quality professional learning and develop leaders in professional learning. These services will also be a source of revenue for Learning Forward New York activities to sustain the organization.

Section 3: The President is authorized to appoint Ad Hoc committees and chairpersons as needed.

## **ARTICLE VI MEETINGS**

Section 1: Official meetings of the Board shall include both face-to-face and virtual online meetings. At least two meetings a year shall be face-to-face and one meeting shall include the annual election of officers prior to July 1.

Section 2. Meetings of the Board of Directors are open to the general membership.

Section 3: The Board of Directors shall schedule other meetings and conferences as deemed appropriate or necessary.

## **ARTICLE VII AMENDMENTS**

Section 1: Any members may propose changes to the Constitution by sending the proposed changes to the President at least 60 days prior to consideration by Board. The proposed changes must be presented to the Board 30 days prior to approval. The proposed changes must be approved by a simple majority of the Board of Directors. The Board of Directors may wave this requirement in emergencies.

## **ARTICLE VIII GOVERNANCE**

Section 1: All business shall be conducted in an orderly manner consistent with this Constitution and by any special rules or order the Board of Directors may adopt.

## **ARTICLE IX INTERNAL REVENUE SERVICE**

Section 1: The purposes for which Learning Forward New York is organized are exclusively educational as defined in the Internal Revenue

Law, and notwithstanding any other provision of those articles, this organizations shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (C) of the Internal Revenue code (1954) or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE X**

**DISSOLUTION**

Section 1:

If at any time Learning Forward New York shall cease to carry out the purposes as herein stated, all assets and property held by Learning Forward New York, whether in trust or otherwise, shall, after the payment of all liabilities, be paid over to an organization which has similar purpose and has established its tax-exempt status under Section (C) (3) of the Internal Revenue Code of 1954 as enacted or as it may hereafter be amended. The designated organization shall be endorsed by a majority vote of the Board of Directors.

## BY-LAWS

### LEARNING FORWARD NEW YORK

#### **ARTICLE I MEMBERSHIP**

Section 1: There are no annual dues for membership in the Learning Forward New York.

Section 2: Those interested in membership only need to register with Learning Forward and agree to support the principles of the organization.

Section 3: The Board of Directors shall keep members informed of the activities and decision of Learning Forward through maintenance of an internet presence and regular electronic or print communication.

#### **ARTICLE II BOARD OF DIRECTORS**

Section 1: The Board of Directors shall consist of a maximum of 16 Directors, including Officers. The Board shall seek representation that reflect the geographic areas of the State and the diversity of the education community in the State where possible.

Section 2: All members of the Board of Directors shall be current members of the Learning Forward New York and Learning Forward.

Section 3: The Nominating Committee shall make its report to the Board at a meeting at which elections for the Board of Directors will be held prior to July 1 of each year.

#### **ARTICLE III COMMITTEES**

Section 1: Members of all committees shall be current members of the Learning Forward New York.

#### **ARTICLE IV MEETINGS**

Section 1: Official meetings of the Board shall include both face-to-face and virtual online meetings. The Board may make decisions in face-to-face meetings, online meetings or electronic polling of the Board.

**ARTICLE V**

**AMENDMENTS**

Section 1:

Proposed changes to the By-Laws must be submitted to the President and the Board of Directors, which shall take appropriate action to accept, amend or reject.

Section 2:

Proposed changes to the By-Laws shall be adopted by a simple majority of the Board of Directors.