

Learning Forward – Missouri By-Laws

Mission

Every Missouri educator engages in effective professional learning every day so every Missouri student achieves.

Article I Name and Purpose

Section 1. This organization shall be known as the MSDC (MSDC dba LearningForward-MO)

Section 2. The purpose of LearningForward-MO shall be to:

- (a) Provide leadership for professional growth and development
- (b) Promote effective models of professional learning
- (c) Provide current information relating to the needs and concerns of professional learning personnel
- (d) Promote collegiality by providing professional developer opportunities to interact with one another

Section 3. LearningForward-MO shall not discriminate against or in favor of any member on account of race; religion; creed; national origin; political belief; sex or sexual orientation; age; or physical disability.

Article II Affiliation

LearningForward-MO shall be affiliated with the LearningForward.

Article III Membership and Dues

Section 1: **Individual Membership.** Any person interested in professional learning shall be eligible for active membership. Individual members shall have full rights and privileges.

Section 2: **Organizational Membership.** Any Missouri organization that has a professional learning component shall be eligible for Organizational Membership. Member organizations will receive (5) copies of all mailings, but shall not have the rights of 1) holding office and 2) voting. The organization must subscribe to the mission, beliefs, and goals of LearningForward-MO.

Section 3: **Business Membership.** Any business that supports professional learning in Missouri shall be eligible for a Business Membership but shall not have the rights of 1) holding office and 2) voting. The business must submit an application to MSDC, signed by a representative.

Section 4: The membership year shall coincide with the annual Show-Me Professional Learning Conference. Membership dues shall be established annually by the Board of Directors.

Article IV. Board of Directors and Officers

The Board of Directors shall have the final responsibility for the formulation of the policies and the overall management of -Learning Forward-MO.

Section 1. Any individual holding an active membership is eligible for membership on the Board of Directors. Subject to the Bylaws, the Board of Directors shall have full responsibility to:

- (a) Govern the organization in accordance with its Bylaws
- (b) Monitor the implementation of the Mission Statement, policies, procedures, and guidelines

- (c) Adopt the annual operating budget
- (d) Adopt and implement strategic plans

Section 2. The officers of LearningForward-MO shall be President, 1st Vice-President, Immediate Past-President, Secretary, and Treasurer. Each officer shall be an active member of LearningForward-MO and Learning Forward

Section 3. The responsibilities of the officers shall be as follows:

(a) The President shall preside over all meetings of the Council and of the Board of Directors. Appoint all members of standing committees and any other committees not otherwise provided for in the Constitution. Ensure all provisions of the Constitution are fulfilled by appropriate officers and committee chairman. Serve as liaison for any business involving an external agency, and as ex-officio member of all committees. Serve as a representative at all LearningForward Affiliate events, and serve as Co-chair of the Show Me Professional Learning Conference Committee.

(b) The 1st Vice-President shall preside in the absence of the President and serve as Chairman of the Show Me Technology/Evaluations/PR Committee. Assume the office of the President if this office is vacated before the expiration of the term and shall succeed to the office of President at the expiration of the presidential term.

(c) The Secretary shall keep records and minutes of all meetings of the Council and the Board of Directors and perform other duties as specified by the President.

(d) The Treasurer shall serve as Chairman of the Budget Committee and will be responsible for receiving monies for the Council, paying all bills authorized by the President, keeping accurate and current records of all receipts and expenditures of the Council's funds, and make reports at Meetings and at other times as requested by the President. The Treasurer shall ensure an annual audit is completed as well as all reporting requirements needed to maintain Learning Forward-MO dba. MSDC's 501(c) 3 status are completed. The treasurer will work with the incoming person until July following the election to ensure paperwork is completed and the incoming treasurer has a complete knowledge of the financial workings of the organization.

(e) The Immediate Past-President shall serve as an Advisor to the President, Chairman of the Nominating Committee, serve as the chair for Commissioner Award and Promising Practice Award, and serve as Co-chair of the Show Me Conference Committee.

Section 4: The Board of Directors of the Council shall consist of:

- (a) Elected Officers of the Council
- (b) One DESE representative, one RPDC representative, one representative from MNEA, one representative from MSTA, one representative from AFT, one representative from MASA will be invited to join the board as non-voting liaisons at their organization's support of expenses.

(c) All members of the Board of Directors shall hold active membership in-Learning Forward-MO and ~~NSDC~~ Learning Forward

Section 5: Terms of Offices:

(1) The offices of President, Vice-President, Immediate Past-President, Secretary, and Treasurer will be elected to two-year terms. When the person is elected to Vice President, they will serve that term, then become President for two years and then serve as immediate past President. The Secretary will be elected to a two-year term in odd-numbered years. The Treasurer will be elected to a two-year term in even-numbered years. The Secretary and Treasurer position is limited to two consecutive terms.

(2) If the president is not able to fulfill his or her term and the term is in the second year, the 1st vice-president will take over the duties of president. The past president will take over as president if the president is not able to fulfill his or her term and the term is in the first year.

(3) The Regional Board Members will hold three-year terms. At least one-third of the Regional Representatives will be elected each year. Each position is limited to two consecutive terms.

(a) The Officers and Board of Directors shall be elected during the annual business meeting. All newly elected board members shall assume their duties at the conclusion of the annual business meeting.

(b) Nominations to the Board of Directors shall be made by the Nominating Committee, which shall prepare a slate of candidates and present the slate at the annual meeting. Additional nominations for officer positions may be made through application available on the Learning Forward-MO website two months prior to the slate being completed.

Additional nominations for Regional Representatives may be turned into the appropriate RPDC. A majority vote shall elect.

(c) The Executive Committee, at its next regular meeting will determine need and may fill vacancies on the Board of Directors through death, resignation, removal, or other causes. Vacancies with less than term length of three months remaining will be filled by nomination at the annual meeting.

Section 6: Any position on the Board of Directors may be declared vacant by a two-thirds vote of the Board should it become necessary for cause. Cause shall be defined as either of the following:

(a) Non-performance of duties as defined by the Bylaws,

(b) Excessive absences from Board meetings. Excessive absence is defined as being absent from two consecutive regularly scheduled meetings, unless such absences are due to extenuating circumstances and have been approved by the President; or if a Director is absent more than three meetings in a membership year. (*meetings consist of all scheduled board meetings within the year and the Show Me Conference – these are mandatory)

In such cases, the President shall notify the Board and make a recommendation regarding declaring the seat vacant. If declared vacant by the Board, the vacant seat will then be filled in accordance with Learning Forward- MO Bylaws.

Section 7: A majority of the currently seated voting Board shall constitute a quorum. The Board shall act as the governing body of the Council. In the event an office is vacated, the Board shall select a replacement for the unexpired term. The Board shall meet as necessary to conduct the business of the Council.

Section 8: Action without a meeting. Any action which is required to be taken, or which may be taken at a meeting of the Board of Directors, may be taken without a meeting if the President receives a request for such an action in writing [including electronic transmission (email)] and if notice of the action is given to all board members. Such an action without a meeting shall be effective if the action is consented to by a majority of the directors by email (which indicates consent), and the electronic transmission is filed with the minutes of proceedings of the Board of Directors. Any action so consented to shall have the same force and effect as an action of a requisite majority of directors at a properly called Board of Directors meeting at which a quorum is present.

In such case(s), the Board Secretary shall submit the proposed action to the full board using electronic mail, using the email address at which the Director has consented to receive notice. Board Members will respond electronically within 10 business days from the date it was electronically sent by the Secretary. At the end of the 10 days, the voting process will be closed and the vote will be counted and reported to the President. The President shall then notify the Board of the results of the vote.

Actions regarding the hiring/dismissal of Learning Forward-MO staff or the removal of a Board Member in accordance with Article IV, Section 6 shall not take place without a meeting.

Article V Committees

Section 1: The Board shall be represented on each committee of the organization.

Section 2: The standing committees shall be:

(a) The Nominating Committee shall consist of at least three members and shall be chaired by the Immediate Past-President. At least one month prior to the Annual Business Meeting, the Committee shall select the slate of officers to be presented. The proposed slate of officers shall be available on the website to members thirty (30) days prior to the membership vote.

(b) The Show-Me Program Committee shall be chaired by the 1st Vice-President. The Committee will be responsible for all facets of the program for the annual conference.

(c) The Budget Committee shall consist of the five officers of the Learning Forward-MO Board of Directors and shall be chaired by the Treasurer. The Committee shall be responsible for the overall financial management of-Learning Forward-MO . This committee will develop annual budgets for the Show-Me PD Conference as well as for Learning Forward-MO . The Committee shall also be responsible for managing all investments.

(d) The Immediate Past President shall chair the Commissioner's Award and Promising Practices Award in collaboration with a committee, and shall co-chair the Show Me Conference Committee. The Learning Forward-MO Award will be designed and coordinated by a committee of board members with input from the immediate past president. Awards Committee shall consist of at least three members. The chair shall be designated by the President. This committee will be responsible for designing and implementing Learning Forward-MO PD awards.

Section 3: The President of the Board of Directors is authorized to appoint additional committees as needed to carry out the purposes of Learning Forward-MO .

Article VI. Meetings

~~MSDC~~ Learning Forward-MO shall hold an annual business meeting and such other meetings and conferences as will promote the purposes of the organization.

Article VII. Dissolution

If at any time the Learning Forward-MO shall cease to carry out the purposes as herein stated, all assets and property held by the Council, whether in trust or otherwise, shall after the payment of all liabilities, be paid over to an organization which has similar purposes and has established its tax-exempt status under Section 501(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.

Article VIII. Amendments

Any member may propose changes to the bylaws by submitting the proposed change to the president for review by the board at a regular board meeting. If a majority of the board approves the change, the proposal will be taken to the membership either at the annual meeting or electronically. The proposed change must be made available to the membership for review for one month, and approved by two-thirds of the voting members.

Article IX. Parliamentary Authority

The rules contained in Robert's Rules of Order Revised shall govern Learning Forward-MO in all cases to which they apply and in which they are not inconsistent with this Constitution and any special rules of order Learning Forward-MO may adopt.

Article X. Internal Revenue Service

The purpose for which the Learning Forward-MO is organized is exclusively educational as defined in the Internal Revenue Law, and notwithstanding any other provisions of those articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under the 501(c) 3 of the Internal Revenue Code (1954) or the corresponding provisions of any future United States Internal Revenue Law.