

Delaware Association for Adult and Community Education Constitution and Bylaws

Article 1. Name

Section 1.01. Name. The name of the Association shall be the Delaware Association for Adult and Community Education (DAACE).

Article 2. Vision Statement

Section 2.01. Vision. Continuous learning and constant improvement is essential to sustain professional excellence in providing quality services to our students. It is the duty of DAACE to represent the interests, concerns, and talents of adult and community education professionals and volunteers. We are committed to improving and expanding adult and community educational programs, and also the many services that can enhance the quality of life for all Delawareans.

Article 3. Mission Statement

Section 3.01. Mission. The mission of DAACE is to spearhead statewide efforts in lifelong learning, to link individuals involved in adult, continuing and community education, and to address common concerns and shared goals.

Article 4. Goals

Section 4.01. Goals. The goals of the Association shall be:

1. Public Awareness: to encourage involvement and to advocate for legislation and public support for the advancement of adult, continuing and community education.
2. Networking and Interagency Cooperation: to assist and encourage individuals and organizations in joining collaborative or multi-agency approaches to meet mutual needs.
3. Leadership Development and Professional Growth: to promote and provide opportunities for the professional development of adult, continuing and community educators.
4. Use of Resources: to assist and encourage the effective use and exchange of resources to meet the needs of individuals, organizations and programs.

Article 5. Membership

Section 5.01. Membership Classes and Powers. Membership in the Association is open to any individual or organization engaged in or supportive of the philosophy, principles, and practices of adult, continuing or community education. To become a member, individuals must complete a membership form and pay dues on an annual basis. No individuals will be considered a member of the Association unless a current membership form is on file and dues for the current membership year have been received.

Each member shall be required to submit a current membership form and pay dues of a sum set by the Board of Directors. The membership year runs from annual conference to annual conference. If needed, a mid-year membership drive may be conducted following a pro-rated rate schedule.

Section 5.02. Voting Rights. Individual members support the mission and goals of the Association and are entitled to one vote.

Article 6. Meetings

Section 6.01. Annual Membership Meetings. There shall be at least one meeting of the general membership of the Association held each year. Members shall be notified of the meeting time and place established by the Board of Directors, not less than 10 days prior to the date set for the meeting.

Section 6.02. Business to be conducted at the Annual Meeting. The annual meeting will be held for the purpose of the election of Officers and Board of Directors members, and a review of the year's activities which may include an annual Association financial report, Association business plan and any other matter requiring member approval.

Section 6.03. Board of Directors Meetings. Meetings of the Board of Directors and Executive Board of Directors will be held at least four times per year. Members of the Board of Directors shall be notified by the Association Secretary of the time and place of the Board of Directors meeting.

Section 6.04. Replacement of Board Members Not Attending. Members of the Board of Directors may be replaced after three consecutive absences from scheduled Board meetings, at the discretion of the Board.

Section 6.05. Special Meetings. The President of the Association may call special meetings of the Board of Directors, and must call a special meeting upon the written request of five members of the Board. Members of the Board shall be notified by the Association Secretary of the time and place of special meetings at least one week in advance.

Article 7. Quorum

Section 7.01. General Membership. A quorum at a duly announced annual meeting shall consist of ten (10) voting Members then in good standing present in person. If at any meeting of the Members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

Section 7.02. Board of Directors. A quorum for a meeting of the Board of Directors shall consist of one third of the full Board plus one. A meeting of the Board of Directors may be conducted in person or by teleconference.

Section 7.03. Action Without Meeting. Voting by the Board of Directors may be obtained via email on an urgent Association matter that occurs between regularly scheduled meetings only if a delay in the vote until the next regularly scheduled meeting of the Board of Directors would significantly or negatively impact the Association.

Article 8. Officers/Executive Board

Section 8.01. Officers and Members of the Executive Board. The Officers and Executive Board members of the Association shall be the President, President-Elect, Secretary, and Treasurer.

Article 9. Terms, Duties and Qualifications of Officers

Section 9.01. Qualifications. No person shall be elected or appointed or shall continue to serve as an Officer of the Association unless that person is a member of the Association.

Section 9.02. Duties. Duties of the Officers and members of the Board of Directors shall be those associated with their offices as stated below or as may be later assigned by the Board of Directors.

- The President is the Executive Officer of the Association and shall preside over all meetings of the Board and the general meetings. The President shall be responsible for all meetings, programs, policies, and activities as specified by the Board and shall serve as an ex-officio member of all committees except the Nominating Committee.
- The President-Elect shall be responsible for all program planning and shall assume all of the duties of the President when the President is absent or is unable to serve. The President-Elect shall also perform such other duties as may be assigned by the President or Board of Directors.
- The Past President shall be responsible for performing transitioning duties as requested by the incoming president.
- The Secretary shall be the custodian of the minutes, and the Constitution and Bylaws of the Association. The Secretary shall record all minutes and votes of the members of the Association and of meetings of the Board of Directors. The Secretary shall prepare and send notices of meetings and shall handle all Association correspondence. The Secretary shall maintain a current roster of all members and shall be responsible for conducting a continuous program for the recruitment of new members of the Association.
- The Treasurer shall have oversight of all the monies belonging to the Association. In conjunction with other staff or members of the Board with responsibility for maintaining the financial records of the Association, the Treasurer or designee shall receive all such monies and deposit same in the Association's account(s) in a bank(s) or other financial institution(s) designated by the Board, and oversee all payments of debts and obligations of the Association as approved by the Board. The Treasurer shall present a report on the financial status of the Association at the annual meeting and all meetings of the Board of Directors. The Treasurer shall oversee the maintenance of a record of all accounts for all receipts and expenditures using generally acceptable accounting procedures. All records shall be submitted for a written review annually. An independent audit shall be conducted every three years.

Section 9.03. Terms of Officers. The President-Elect, Secretary, and Treasurer shall be elected at the annual meeting and shall serve a term of two years. The President-Elect shall automatically succeed to the office of the President at the end of the current President's term of office. The Past-President will serve a term of one year immediately following the end of the term.

- The officers holding the board seat of President and President-Elect will never be from the same adult or community education center during the same term of office.

- In the event that the President-Elect is not able to automatically succeed to the office of President at the end of the current President's terms of office, the board of directors has the right to vote the current President or most recent Past-President to fill the vacant Presidential term.

Section 9.04. Approval of Committee Appointments. The Board of Directors shall approve committee appointments, shall give guidance to program planning, and shall make recommendations for action by the Association.

Article 10. Board of Directors

Section 10.01. Board Membership. There shall be a Board of Directors comprised of all elected board officers, the State Director or designee, the Ace Network Director, the OAASIS Advisor and the OAASIS Team Leader.

Section 10.02. County Representation. Each county shall be represented by three elected Directors. The Board of Directors shall be elected annually for a term of two years.

Section 10.03. Duties. The Board of Directors shall formulate and monitor the long-range plans and policies of the Association including an annual strategic plan, budget and annual report. The Board of Directors shall approve committee appointments, give guidance to program planning, and make recommendations for action by the Association. It shall be the responsibility of the Board of Directors to replace Officers and other members for the duration of the term when a vacancy occurs.

Section 10.04. Decisions. While the Board of Directors is expected to exercise general supervision over the property and Officers of the Association, no decisions calling for the suspension of the Constitution and Bylaws or for the expenditure of Association funds can be made except at a regular or special meeting of the Board in which a quorum is present.

Section 10.05. Conflict of Interest Policy and Annual Statement. Officers and Members of the Association Board of Directors and Members of a Committee with Board Delegated Powers shall annually review and sign the DAACE Conflict of Interest Policy and Annual Statement. This policy is based on the IRS model Conflict of Interest policy, which is an attachment to IRS Form 1023. It adds information needed to allow the Association to assess Director independence for the purpose of accurately completing IRS Form 990.

Section 10.06. Nominating Committee. There shall be a Nominating Committee of at least three non-Board members and two Board members including representation from each county. The President of the Association, subject to approval by the Board of Directors, shall appoint the members of the Nominating Committee at least three months prior to the election date set by the Board of Directors. One member shall be named as chairperson by the President.

Section 10.07. Non-voting Board Members. The Past-President, the ACE Network Director, the State Director or Designee, the OAASIS Advisor and the OAASIS Team Leader are non-voting members of the Board.

Article 11. Executive Director and Staff

Section 11.01. Executive Director. The Board of Directors may appoint an Executive Director as the Chief Executive Officer of the Association. The Executive Director will hold office at the will of the Board and shall report directly to the Board.

Section 11.02. ACE Network Director. The ACE Network Director may act as an agent of the Association and shall be responsible for the administrative management of the ACE Network Leadership Grant, with general and active supervision over the property, business and affairs pertaining to the fulfillment of the grant. The ACE Network Director shall carry out the policies and programs of the grant and perform duties as directed by the grant and members of the state team. The ACE Network Director and staff will follow all guiding documents under Article 18. The ACE Network Director shall provide a written report to the Board of Directors on a monthly basis pertaining to Leadership Grant finances and on a semi-monthly basis pertaining to the fulfillment of the RFP.

Section 11.03. OAASIS Advisor. The OAASIS Advisor may act as an agent of the Association and shall be responsible for administrative management of the OAASIS Leadership Grant, with general and active supervision of the property, business and affairs pertaining to the fulfillment of the grant. The OAASIS Advisor shall carry out the policies and programs of the grant and perform duties as directed by the grant. The OAASIS Advisor shall report to the Association Board of Directors on a monthly basis pertaining to grant finances. The OAASIS Board of Directors and/or the OAASIS Advisor shall provide a written report to the Association Board of Directors on the fulfillment of the RFP by April 15.

Article 12. Standing Committees and Task Forces

Section 12.01. Standing Committees. The following Standing Committees may be appointed by the Association President with the approval of the Board of Directors:

1. Legislative
2. Membership – DAACE Secretary as chair
3. Conference
4. Finance – Treasurer as Chair
5. Certification
6. Scholarship & Grants
7. Staff Development/Diversity
8. Awards
9. Mini-Grants
10. Annual Report – Finance committee member, DAACE secretary, conference committee representative, and one board member from each county.

Section 12.02. Task Forces. The Association President, with the approval of the Board of Directors, may appoint task forces to serve specific purposes of the Association. Each task force shall function for a specified period of time.

Article 13. Resignation/Removal

Section 13.01. Resignation of the Association President. In the event of the resignation of the Association President, the President-Elect shall assume the presidency of the Association, and the Board shall designate an interim President-Elect. In such an event the President-Elect shall serve as President for the unexpired term of the former President prior to assuming elected duties as the Association President.

Section 13.02. Resignation of Officers. In the event of the resignation of the Association President-Elect, Secretary, or Treasurer, the Board of Directors shall designate an interim officer to fill the position. This interim officer shall serve for the unexpired term for the officer replaced.

Section 13.03. Removal of Members of the Board of Directors. Members of the Board of Directors may be replaced after missing three consecutive meetings, at the discretion of the board.

Article 14. Elections

Section 14.01. Election of the Board of Directors. Elections shall be held at the annual meeting. A simple majority of members voting shall constitute an election.

Article 15. Parliamentary Authority

Section 15.01. Association Proceedings. The rules contained in Robert's Rules of Order, newly revised, shall govern the proceedings of the Association, except in areas governed by the bylaws and special rules adopted by the Association.

Article 16. Indemnification

Section 16.01. Indemnification. The directors, officers, agents and employees of the Association shall be indemnified by the Association to the fullest extent permitted under the Delaware General Corporation Law for their expenses (including attorney fees), judgments (including interest), fines and amounts paid in settlement in connection with any threatened, pending or completed action, suit or proceeding in which such person is a party or is threatened to be made a party by reason of the fact that he or she is or was a director, officer, agent or employee of the Association.

Article 17. Amendment

Section 17.01. Amendment. The Constitution and Bylaws may be amended by a two-thirds vote of the members present at a duly announced general membership meeting provided the proposed amendments were submitted to the membership in writing at least two weeks in advance of the meeting. The proposed amendments shall be initiated by the Board of Directors and presented to Association members.

Article 18. Guiding Documents

Section 18.01. Guiding Documents. The Association Board of Directors will review the Associations guiding documents for Standard Operating Procedures. The guiding documents will be updated, reviewed and approved annually by June 30th to be effective the start of the next fiscal year on July 1st. Guiding documents can be created, reviewed and approved by the Association Board of Directors at any time during the fiscal year. The following guiding

documents are to be followed by staff members outlined in Article 11: ACE Network Employee Handbook, Financial Standard Operation Practices and OAASIS Bylaws.

Article 19. Financial Administration

Section 19.01. Fiscal Year. The fiscal year of the Association shall be July 1 – June 30.

Section 19.02. Deposits and Accounts. All funds of the Association, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies or other depositories as the Board of Directors or any committee or agent of the Association delegated by the Board may select, or by any other Officer or Officers or Agent or Agents of the Association, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Association, checks, drafts and other orders of the Association may be endorsed, assigned, and delivered on behalf of the Association by any Officer or Agent of the Association.

Section 19.03. Checks, Drafts, Etc. The ACE Network Director, the Treasurer, President-Elect, President, and one other Board member shall be designated by the Board to sign checks on behalf of the Association. Two signatures are required on all checks.

Section 19.04. Investments. The funds of the Association may be retained in whole or in part in cash or be invested and reinvested as the Board of Directors in its sole discretion may deem desirable, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code. No investment of Federal or State grant monies is permitted.

Article 20. Dissolution

Section 20.01. Dissolution. Upon dissolution of the Association or the completion of its affairs after paying or making provision for the payment of all the liabilities of the Association, all of its assets shall be distributed exclusively to charitable, scientific, literary or educational organizations that would qualify under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).