

BYLAWS
OF
LEARNING FORWARD NEW HAMPSHIRE
Formerly, New Hampshire Staff Development Council

ARTICLE I: Name and Affiliation

Section 1.1 **Name:** This organization shall be known as Learning Forward New Hampshire, hereinafter LFNH.

Section 1.2 **Affiliation:** LFNH is an affiliate of Learning Forward, Inc. (formerly the National Staff Development Council), hereinafter LF. LFNH will abide by standards held by LF and agrees to comply with regulations set forth by LF regarding affiliate organizations. LFNH reserves the right to disaffiliate by vote of the membership should the purposes and standards of LF diverge from the purposes and goals stated in the LFNH Bylaws.

Section 1.3 **Status:** LFNH is a non-profit organization registered with the State of New Hampshire.

ARTICLE II: Purpose

Section 2.1 **Purpose:** The purpose of LFNH is to provide vision, leadership and support for standards-based professional learning in order to build educator capacity and effectiveness in service of student learning. Our mission is: *Every New Hampshire Educator engages in effective professional learning every day so that every student achieves.* As a public service organization, we accomplish this purpose by promoting the vision and definition of high quality professional learning and by

facilitating educators' use of tools developed by our national organization, Learning Forward. Typical activities include conferences, workshops, book talks and professional conversations. Our message is reinforced by public service notices through our website, email, newsletter and other digital media communications.

ARTICLE III: Membership in the Council

Section 3.1 **Membership:** The membership categories shall be individual and organizational, as follows:

- a) Any educator interested in the improvement of professional learning shall be eligible for individual membership. Individual members shall have all rights and privileges of membership.
- b) Any organization (public or private) that has an interest in the improvement of professional learning shall be eligible for organizational membership, upon approval by the Board of Directors. Organizational members shall have all rights and privileges of membership.

Section 3.2 **Membership Term :** The membership term shall have no expiration as long as the member remains in good standing.

Section 3.3 **Dues:** The Board of Directors shall set dues annually. Changes in annual dues shall become effective on July 1. Members whose dues are current will be considered "members in good standing."

Section 3.4 **Rights, Limitations, and Restrictions of Members:** Each individual or organizational member agrees to abide by these bylaws. Any member who fails to comply with the requirements of the bylaws and/or the spirit of our mission may forfeit his or her membership and any and all rights and interest in LFNH, if the Board of Directors so determines by majority vote.

ARTICLE IV: Meetings of the Membership

Section 4.1 **Annual Business Meeting and Other Meetings.** LFNH shall hold an annual meeting of the membership and such other meetings as will promote its purposes. The annual meeting shall be scheduled by the Board and, when practical, coincide with an annual event/conference.

Section 4.2 **Procedure for Calling Special Membership Meetings:** Special meetings of the membership may be called by the Board of Directors, by the President, or by one-third of the members of LFNH, provided the membership is given at least two weeks notice that states the time, place, and purpose of the meeting.

Section 4.3 **Voting and Quorum:** At any meeting of the membership, each member in good standing (that is, dues are current) shall be entitled to one (1) vote. Each organizational member shall be entitled one (1) vote. Twenty percent (20%) of the voting membership present shall constitute a quorum for the transaction of business at any annual or special meeting.

ARTICLE V: Directors

Section 5.1 **Board of Directors:** The Board of Directors shall manage and administer the business of LFNH.

Section 5.2 **Number of Directors;** The Board of Directors shall consist of a minimum of seven (7) members and no more than 17 members with balanced representation from the membership.

Section 5.3 **Qualifications of Directors:** Directors of LFNH must be members in good standing of LFNH and LF whose expertise will forward the LFNH purpose. Directorships shall not be denied to any person on the basis of race, creed, gender, religion or national origin.

Section 5.4 **Duties of Individual Directors:**

- Actively serve in the achievement of the LFNH purpose, mission, vision, and goals,
- Establish policies for LFNH,
- Promote and support membership and organizational services,
- Attend Board of Directors' meetings,
- Serve on strategic, standing or other action committees,
- Review and approve the annual budget,
- Plan conference/workshop/institute/seminar/academy events and agendas.

Section 5.5 **Delegation of a Person to Exercise Powers:** The Board of Directors may delegate a member to exercise some or all of the powers that would otherwise be exercised by the Board of Directors.

Section 5.6 **Conflict of Interest:** A conflict of interest arises when a Director or someone close to him or her stands to receive pecuniary benefit as defined in R.S.A. 7:19-a as a result of a decision of the organization.

Conflicts of interest will be addressed as follows:

- a) Each Director, prior to taking his/her position on the Board, and all present Directors, shall submit in writing to the President of the Board a statement of all businesses or other organizations of which he/she is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the Corporation has, or might reasonably in the future enter into, a relationship or a transaction in which the Director would have conflicting interests. The President of the Board shall become familiar with the statements of all Directors in order to guide his/her conduct should a conflict arise.
- b) At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall disclose the potential conflict, whether disclosed by his/her written statement or not, and after answering any questions that might be asked him/her, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected Director nor any other Director with a pecuniary

benefit transaction with the Corporation shall vote on it.

- b) The Board will comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to, the requirements of a two-thirds vote where the financial benefit to the director is between \$500 and \$5,000 in a fiscal year, and to the requirement of a two-thirds vote and publication in the required newspaper where the financial benefit exceeds \$5,000 in a fiscal year. The New Hampshire statutory requirements are incorporated into and made a part of this conflict policy.

Section 5.7 Nominations: The Board will appoint a nominating committee that consists of 3-5 members with representation from the Board and/or members at large. The role of a Nominating Committee shall be to ensure that there is adequate and balanced representation of the membership on the Board considering factors of geography, affiliations, educational role, K-16 involvement, and experience with professional learning. The nominating committee shall send a Call for Nominations to all members at least three months before each election, allowing at least thirty days for a response period. Individuals may self-nominate or nominate others to serve on the Board. The nominating committee shall prepare a ballot of candidates for open Board positions that will be voted upon by the membership.

Section 5.8 Election: The membership of LFNH shall elect members to serve on the Board of Directors. An election to fill Board vacancies shall be scheduled annually near the time of the annual meeting (for electronic voting), and/or at the annual meeting.

Section 5.9 Term: Directors shall be elected for a three-year term and may be re-elected for additional terms. Newly elected members of the Board of Directors shall assume their duties on the first day of July following their election.

Section 5.10 Vacancies: The Board of Directors may fill any vacancy on the Board through appointment until the vacancy is filled at the next scheduled election.

Section 5.11 Resignation or Removal: Any Director may resign by submitting his/her written resignation to the President of the Board.

A Director may only be removed from office for cause. Cause shall be defined as any of the following:

- a) Not performing duties as defined by these Bylaws,
- b) Three (3) consecutive or unexcused absences, or
- c) Conduct detrimental to the interests of the organization.

Removal shall be determined by a majority vote of the remaining members of the Board of Directors at a regular or special meeting whereby the issue is noted on the agenda, and both sides of any issue are heard.

ARTICLE VI: Meetings of the Board of Directors

Section 6.1 **Regular Board Meetings:** The Board of Directors shall hold regular meetings for the purpose of transacting such business as may be brought before the Board.

Regular Board Meetings are open to any member of the organization.

Section 6.2 **Special Board Meetings:** Special Board meetings or electronic meetings may be called from time to time to transact urgent business. Special meetings may or may not be open to the general membership.

Section 6.3 **Attendance at Meetings.** Members of the Board of Directors are expected to commit to attendance at all Board meetings and when they are not able to attend, shall notify the President, President Elect, or Executive Director (if there is one) of the Board.

Section 6.4 **Board Voting and Quorum:** The action of the majority of the Directors present at a regularly scheduled Board meeting shall be the decision of the Board of Directors. Special and on-line Board meeting decisions require the action of the majority of the full membership of the Board of Directors.

ARTICLE VII: Officers

Section 7.1 **Officers:** Officers of the Board of Directors shall be President, President Elect, Secretary, Treasurer, Immediate Past President, and Communications Director.

Section 7.2 **Terms:** President, President-Elect and Immediate Past President shall serve one-year terms in each position. Secretary, Treasurer, and Communications Director shall each serve a two-year term. In the event that executive officer terms overlap with Board Membership terms, an officer shall have his/her Board membership term extended to match the term of executive office.

Section 7.3 **Election of Officers:** Officers are elected by the Board of Directors from the membership of the Board. Officers will be nominated and elected at the first Board Meeting following the annual meeting or whenever a vacancy occurs and as determined by the remaining officers.

Section 7.4 **Executive Director:** If and when an Executive Director is available to serve the organization, the person will be a non-voting, but otherwise full participating member of the Board and governed by the provisions of these bylaws.

ARTICLE VIII: Roles and Responsibilities of Officers

Section 8.1 **President:** The President shall preside at all membership and Board meetings, ensure that all provisions of the Bylaws are fulfilled by appropriate officers and committee chairpersons, and serve as the representative for any business involving an external agency.

Section 8.2 **President Elect:** The President Elect shall preside in the absence of the President. The President Elect shall assume the office of the President at the end of the President's term, or if this office is vacated before the expiration of the term. In the case of the President vacating the office before the end of his/her term, the President Elect shall complete the un-expired term and then succeed as President.

Section 8.3 **Immediate Past President:** The Immediate Past President shall assist and support the President and the Board.

Section 8.4 **Secretary:** The Secretary shall keep records and minutes of all membership and Board meetings, Executive Board meetings, and be responsible for correspondence, and perform other duties as specified by the President or the Board.

Section 8.5 **Treasurer.** The Treasurer shall **keep a record of membership,** receive and deposit monies, keep an accurate and current record of all receipts and expenditures, make reports at the annual meeting and Board meetings, and file all reports required by law.

Section 8.6 **Communications Director:** The Communications Director shall develop and maintain the website, participate in the development and distribution of electronic communication, and advise the Board on effective ways to communicate with the membership.

Section 8.7 **Executive Director:** If and when an Executive Director position is put in place, the responsibilities of that person will be to support the President, Executive Committee and Directors in their work and the work of the organization according to a job description included in the Operating Procedures.

Section 8.7 **Executive Committee:** Officers of the Board and the Executive Director, if one is appointed and currently serving in that capacity, shall constitute the Executive Committee. The role of the Executive Committee is to determine Board meeting agendas and to conduct the business of the Board between regular Board meetings, or in emergencies.

ARTICLE IX: Committees of the Board

Section 9.1 **Appointment Powers:** The Board of Directors may conduct its work through committees. Committees shall act as advisors to the Board of Directors, which retains its governing authority.

Section 9.2 **Committees:** Committees may be created or dissolved by the Board of Directors at any time. It is expected that all Board Members will participate in committee work and report the work of the committee back to the Board.

ARTICLE X: Employees

Section 10.1 **Hiring Procedure:** In the event that the Board sees fit to hire staff for any purpose, a process for recruitment and selection that is outlined in the Operating Procedures will be used. The process and final decision will be documented in meeting minutes.

Section 10.2 **Contracting Work:** Any work, part-time or full-time, compensated by the organization will be done under a written agreement which states what a person will be expected to do, desired outcomes, and agreed compensation. Temporary, part-time work valued at \$2000.00 or under will be done under written agreement, but need not adhere to the full hiring process.

Section 10.3 **Compensation:** When determining compensation for any purpose, the Directors will:

- Research information about what similarly situated organizations pay for similar services;
- Keep written records of such information and its source;
- Document in the written record the decision of each board member regarding compensation decisions;
- Document in writing the date and terms of approved compensation arrangements;
- Approve compensation arrangements in advance of paying compensation;
- Follow the conflict of interest policy in approving compensation arrangements.

ARTICLE XI: Funds and Funding

Section 11.1 **Income:** The Board may raise and receive funds.

Section 11.2 **Grants and Other Distributions:** All funds will be expended towards the purpose of the organization, based on Board decisions documented in meeting minutes.

ARTICLE XII: Speaker's Bureau

Section 12.1 **Directors Providing Services:** If a Director should be asked to provide paid services related to the work of the organization, and in the name of the organization, he or she may do so as long as he/she follows the policy guidelines articulated in the Services and Fees Policy which may be found in the LFNH Operating Procedures.

ARTICLE XIII: Other Provisions

Section 12.1 **Fiscal Year:** The fiscal year of LFNH shall be July 1 through June 30.

Section 12.2 **Amendments to the Bylaws:** Any member of LFNH may propose amendments to the bylaws by submitting the proposed changes to the President. The membership will be notified via written and/or email notice of proposed changes at least thirty (30) days prior to voting. Subsequent notices will be mailed/emailed 14 and 7 days prior to voting. Voting will be done by written and/or email ballot as appropriate. A decision to amend the bylaws will be made by a simple majority of members in good standing.

Section 11.2 **Non-discrimination:** The members, officers, Board, committee members, employees, and persons served by LFNH shall be selected entirely on a non-discriminatory basis with respect to age, gender, race, religion, national origin, or sexual orientation.

Section 11.3 **Governance:** All business shall be conducted in an open and orderly manner consistent with these Bylaws and any rules of order LFNH may adopt.

Section 11.4 **Dissolution of the organization:** If at any time LFNH shall cease to carry out its mission, all assets held by the organization shall, after the payment of all liabilities, be paid over to a non-profit organization in New England that has similar purposes, or to Learning Forward, Inc. The designated organization shall be endorsed by a majority vote of the Board of Directors.

Section 11.5 **Evaluation of the Organization:** The membership will evaluate the effectiveness of the organization on a regular basis.

Section 11.6 **Review of the Bylaws:** The bylaws will be reviewed for relevance at least once every 5 years.\

APPROVED BY THE BOARD FOR PRESENTATION TO THE MEMBERSHIP

on this 8th day of May, 2018.

APPROVED BY A MAJORITY VOTE OF THE LFNH MEMBERSHIP

on this day of BY EMAIL VOTE.

Tracy Bricchi, co-President 2017-2018

Amy Parkinson, , co-President 2017-2018

VACANT, President Elect
Kathleen McIntyre, President Elect (2012-13)

Paul Yergeau, Treasurer (2017-2018)

VACANT, Communications Director

Tracey Cassady, Secretary (2017-2018)