



BYLAWS

Learning Forward Michigan

ARTICLE I - PURPOSE

Section 1.01 – NAME

The name of the organization shall be Learning Forward Michigan, a non-profit educational organization. Learning Forward Michigan is an affiliate of Learning Forward, a national organization.

Section 1.02 – Vision Statement

Excellent teaching and learning every day.

Section 1.03 - MISSION STATEMENT

Learning Forward Michigan builds the capacity of leaders to establish and sustain highly effective professional learning by:

- Advocating for comprehensive, intensive Professional Learning to improve educator effectiveness and increase student learning;
- Consistently modeling high quality professional learning that results in sustained learning;
- Providing professional learning services that build the capacity of educational leaders (teacher leaders, school leaders, systems leaders, and policy makers) to design, implement, and evaluate standards-based professional learning across Michigan's educational system; and
- Collaborating with other professional learning organizations to advocate for, design, and implement high quality professional learning that is aligned and in compliance with professional learning policy.

Section 1.04 - QUALIFICATION EXEMPT ORGANIZATION

Learning Forward Michigan is organized exclusively for educational purposes and intended to be a tax exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended; therefore all terms, conditions, and provisions of these bylaws and all operations of Learning Forward Michigan shall be construed, applied and carried out in accordance with such intent.

ARTICLE II – MEMBERSHIP

Section 2.01 - QUALIFICATIONS

Membership in Learning Forward Michigan is open to any person interested in Michigan education and professional learning in particular.

Section 2.02 - TERMS OF MEMBERSHIP

A Learning Forward Michigan member shall retain membership as long as the yearly dues are paid in full. Dues shall be payable on the yearly anniversary date of joining the organization.

Section 2.03 - PRIVILEGES OF MEMBERSHIP

A Learning Forward Michigan member shall have the following privileges:

- a. Elect members- at- large of Learning Forward Michigan Board as specified in Section 3.04.
- b. Vote on matters officially brought to the attention of the membership.
- c. Offer suggestions to the Board as may seem advisable for the good of the organization.
- d. Receive Learning Forward Michigan ~~newsletters and other~~ communications.
- e. Receive invitations to all Learning Forward Michigan functions.
- f. Receive discounted registration fees for all Learning Forward Michigan professional learning opportunities.

ARTICLE III - GOVERNANCE

Section 3.01 - LEARNING FORWARD MICHIGAN BOARD

The Board of Learning Forward Michigan shall consist of the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, and eight (8) members at large.

All Board members are expected to:

- a. be a member in good standing in Learning Forward Michigan and Learning Forward,
- b. co-construct, with affiliate's executive director, an annual commitment statement of board participation,
- c. attend and participate in four (4) Board meetings annually,
- d. actively support Learning Forward Michigan's and Learning Forward's mission statements.
- e. lead and/or carry out at least one project identified in the current strategic plan and collaborate with other board members to prepare and present progress monitoring of strategic plan projects.
- f. study and/or research recommendations to establish appropriate policies and procedures for Learning Forward Michigan,
- g. represent Learning Forward Michigan at the request of the President,
- h. perform other duties as requested by the President,
- i. contribute to Learning Forward's membership communication system by writing articles and/or contacting contributors,
- j. act in accordance with the norms of the Learning Forward Michigan Board, and
- k. promote membership and Learning Forward Michigan services to members.

A quorum of 51% is required to conduct Board business. The Board shall conduct business in accordance with the bylaws of Learning Forward Michigan. The Board will use consensus or a simple majority vote of Board members present to take action on Learning Forward Michigan business.

Section 3.02 - OFFICERS

Learning Forward Michigan officers shall consist of a President, President-Elect, Secretary, Treasurer and the Immediate Past President. The officers shall be elected by current members of the Board at the June board meeting. All officers shall hold their respective offices as indicated or until their successors are duly elected or qualified. A newly elected officer's member-at-large term is reset to align with the newly elected office-term. When the officer's term is completed, the board member must be nominated to the next ballot to return to the board as a member-at-large.

To be eligible for an officer position, one must have been a member-at-large for at least one year and be in good standing as a Learning Forward Michigan and Learning Forward member. Officers are nominated in May and elected by the board at the June Board meeting. The officers shall perform the duties listed in accordance with Section 3.01 in addition to the specific duties assigned each officer.

- a. President. The President shall:
 - i. preside at an annual membership meeting,
 - ii. preside at all Board meetings,

- iii. designate a presider in the event of the President-Elect's absence,
 - iv. appoint committees in accordance with Section 4.02,
 - v. be a member of all committees by virtue of the office,
 - vi. contribute, at least once each year, to Learning Forward's membership communication system, and
 - vii. serve two (2) years as President.
- b. President-Elect. The President-Elect shall:
- i. perform all the duties of the President in his/her absence,
 - ii. become President in case the office of President becomes vacant. In such case, a new President-Elect shall be elected from among the remaining Board members to fill the remainder of the term.
 - iii. contribute, at least once during the year, to Learning Forward's membership communication system, and
 - iv. serve one (1) year as President-Elect, the year prior to serving two years as president.
- c. Immediate Past President. The Immediate Past President shall:
- i. chair the Nominations and Elections Committee,
 - ii. serve as a member of the Board, and
 - iii. contribute, at least once, to Learning Forward's membership communication system, and
 - iv. serve one (1) year as Immediate Past President.
- d. Secretary. The Secretary shall:
- i. keep, or cause to be kept, an accurate record of the minutes of all Board and membership meetings,
 - ii. hold in custody and be responsible for all reports, contracts, and minute books,
 - iii. attend to all official business required by the Board,
 - iv. send draft minutes to all Board members as soon as practical following each Board meeting,
 - v. contribute, at least once, to Learning Forward's membership communication system, and
 - vi. serve two years as Secretary, elected in even years.
- e. Treasurer. The Treasurer shall:
- i. be custodian of the funds of Learning Forward Michigan and pay out or cause to be paid out, funds authorized by the Board,
 - ii. keep or cause to be kept, a record of all financial transactions, and submit a financial report at each Board meeting,
 - iii. submit a financial report, covering the last complete fiscal period, at the annual membership meeting,
 - iv. count, or cause to be counted by the appointment of qualified persons, all funds received, and be responsible for their deposit,
 - v. place, or cause to be placed, the funds of this organization in the bank or other depository approved by the Board,
 - vi. contribute, at least once, to Learning Forward's membership communication system, and
 - vii. serve two years as Treasurer, elected in odd years.

Section 3.03 – EXECUTIVE BOARD

The officers are the Executive Committee of Learning Forward Michigan and will set the agenda for Board meetings with the Executive Director. The Executive Committee may act on behalf of the Learning Forward Michigan Board in any manner that does not violate the Learning Forward Michigan Bylaws.

Section 3.04 – BOARD MEMBERS-AT-LARGE

Learning Forward members-at-large shall be elected by the membership. To qualify, a candidate must:

- a. be an active member of Learning Forward Michigan and Learning Forward,

- b. complete an application according to the provisions of Section 3.05 (first paragraph) of the Learning Forward Michigan by-laws, and
- c. sign a letter of commitment to actively support Learning Forward Michigan's and Learning Forward's mission and goals.

Members- at- large serve three (3) year terms. Terms are staggered to provide continuity within the organization.

Section 3.05 – ELECTION PROCEDURE

Candidates for members- at- large shall be placed on the ballot by the Nominations and Elections Committee. The Nominations and Elections Committee shall make announcements to the membership by April 1. Any person wishing to be considered as a member- at- large must submit an application by April 30. Candidates are required to submit the following information:

- a. name, title/position, address, phone number, fax number, and e-mail address.
- b. a list of three (3) contributions to the field of staff development in the last five (5) years.
- c. a written statement of no more than 150 words indicating a direction or issue they think Learning Forward Michigan could/should address for Michigan educators.
- d. Learning Forward member number

The slate of candidates will be approved by the Board by May 15. The slate, in the form of a ballot, shall be sent to the entire membership of Learning Forward Michigan no later than June 1 of each year. Ballots shall be returned to the Nominations and Elections Committee no later than June 15 of each year. Ballots will be tallied by the Nominations and Elections Committee by June 30. Elections shall be by plurality of the votes received by the established deadline. The President of Learning Forward Michigan shall inform candidates of the election results and arrange for those elected to take office on July 1.

An exception to the procedure shall occur when the Board directs the Nominations and Elections Committee that it is in the best interests of the organization to alter the above timeline.

Newly elected officers and members- at- large shall take office on July 1 . Officers and members-at-large shall serve from July 1 in the year in which they were elected through June 30 of the year in which their term expires.

Any Board member who fails to attend three consecutive Board meetings will receive a registered letter from the Learning Forward Michigan president terminating his/her Board term. The terminated Board member may apply for reinstatement by submitting a written request to the Board within 30 days of the reception of the termination letter. The Board may reinstate the terminated board member by a majority vote within 30 days from reception of the request or one week prior to the next regularly-scheduled Board meeting, whichever comes first.

Should a vacancy occur before a member's term expires, the Learning Forward Michigan Board may appoint an individual to fill the unexpired portion of a member- at- large's term.

ARTICLE IV – COMMITTEES

Section 4.01 – NOMINATIONS AND ELECTIONS COMMITTEE

The Nominations and Elections Committee consists of the Immediate Past President or a designee of the President who is not a candidate for office, and two members of Learning Forward Michigan appointed by the President.

Section 4.02 – FORMATION

Ad hoc Committees and Committee chairpersons, with the exception of the Nominations and Elections Committee, shall be appointed by the President, as needed to meet the strategic plan. The Chairperson, in conjunction with the President, shall invite membership for the committee.

ARTICLE V – MEETING PROCEDURES

Section 5.01 – SCHEDULED MEETINGS

A tentative schedule of Board meetings is initiated by the President and approved by the Learning Forward Michigan Board in the spring of the prior year. The dates are provided to the Learning Forward Michigan newly elected Board members and the membership by July 1.

Section 5.02 – ORDER OF BUSINESS

The regular order of business at Board and membership meetings, unless otherwise agreed on by the Board, shall include the following:

- Roll Call
- Approval of the Agenda
- Approval of the Minutes of the previous meeting
- President’s Report
- Treasurer’s Report
- Membership Report
- Reports of Committees
- Unfinished Business
- New Business

Board members may submit items for Board meeting agendas two (2) weeks prior to scheduled meetings. The Board meeting agenda, minutes, treasurer’s report, and action items shall be given to Board members a week prior to the scheduled Board meeting.

ARTICLE VI – BYLAWS AMENDMENTS

Section 6.01 – PROCEDURE

Proposed amendments to these bylaws must be submitted to the Board for consideration. Board recommendations for proposed amendments must be presented to Learning Forward Michigan members (30) days in advance of the vote. These regulations may be repealed, amended, or changed by two-thirds of Learning Forward Michigan members voting on the amendment.

ARTICLE VII – OPERATIONS

Section 7.01 – PROHIBITED TRANSACTIONS

No part of the net earnings of the Learning Forward Michigan shall inure to the benefit of or be distributable to its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. No substantial part of the activities of the Learning Forward Michigan shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Learning Forward Michigan shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding other provision of these bylaws, the Learning Forward Michigan shall not carry on any

other activities not permitted to be carried on a) by an organization exempt from federal income tax under Section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, of (b) by an organization, contributions to which are deductible under Section (c) (2) of the Internal Revenue Code.

SECTION 7.02 –THE EXECUTIVE DIRECTOR

The Executive Director shall have the responsibility for execution and accomplishment of all orders and resolutions of the Board of Directors and all duties as outlined in Learning Forward Michigan’s Executive Director’s job description.

The Executive Director will be hired by the Board of Directors to assist the President and Board in implementation of the policies and procedures for Learning Forward Michigan.

ARTICLE VIII – DISSOLUTION

No part of the net income, revenue, and grants of the Learning Forward Michigan shall insure to the benefit of any member, officer, or any private individual (except that reasonable compensation may be paid for services rendered in connection with one or more of its purposes), and no member, officer, or any private individual shall be entitled to share in the distribution of any part of the asset of the Learning Forward Michigan, on its dissolution or liquidation. In the event of such dissolution or liquidation, the assets of Learning Forward Michigan, after payments of debts or obligations, shall be transferred to an organization with federal tax exemption for charitable and educational uses and purposes similar to those of Learning Forward Michigan. This exempt organization shall be designated by the final Board.

Adopted by MSDC Board , October 20, 2004

Amended by MSDC Membership, October 20, 2005

Amended by MSDC Membership, May 2009

Amended by MSDC Membership 2010

Amended by Learning Forward Membership January 2011

Amended by Learning Forward Membership September 2016