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Education Law Association

- Est. 1954 -

The premier source of information on education law

Constitution & Bylaws

Serving Attorneys, Professors, School Administrators, and all other Professionals in all levels of Education

Established in 1954 with one common goal:

ELA provides unbiased information about current legal issues affecting education and the rights of those involved in education in both public and private K-12 schools, universities, and colleges.

ELA brings together educational and legal scholars and practitioners to inform and advance educational policy and practice through knowledge of the law. Together, our professional community anticipates trends in educational law and supports scholarly research through the highest value print and electronic publications, conferences, seminars, and professional forums.

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CONSTITUTION of the Education Law Association

Article I - NAME

This organization shall be called the Education Law Association, hereinafter referred to as ELA.

Article II - PURPOSE

The purpose of ELA shall be to improve education by promoting interest in and understanding of education law. This purpose shall be carried out by holding meetings for the presentation and discussion of education law issues, by stimulating the teaching of education law, and by issuing publications and other information on education law subjects. ELA shall serve as a clearinghouse for information on research and publications and provide other member-related services.

Article III - MEMBERSHIP

SECTION 1. Qualifications. Membership in ELA shall be open generally to individuals within the education and legal communities. There shall be no restrictions on membership.

SECTION 2. Nondiscrimination. No distinction shall be made within ELA regarding membership on the basis of race, color, creed, religion, national origin, sex, sexual orientation, age, or disability.

SECTION 3. Membership Dues.

Subdivision 1. Amount. The dues and membership classifications of members shall be fixed by the ELA Board of Directors.

Subdivision 2. Date Due. All dues shall be payable to ELA before the anniversary date of membership or such other time as set by the ELA Board of Directors.

Article IV - OFFICERS

SECTION 1. Board of Directors.

Subdivision 1. Authority. The governance authority of ELA shall be vested in a Board of Directors, subject only to the restrictions of the Constitution and Bylaws.

A. Bylaws and Policies. The Board of Directors shall regulate the operation of ELA by the adoption of resolutions, motions, policies, and bylaws. The Bylaws of ELA shall be regularly reviewed and amended when necessary.

B. Executive Director. The Board of Directors shall appoint an Executive Director and establish the compensation for that position. The Executive Director shall serve at the pleasure of the Board of Directors.

C. **Annual Budget.** The Board of Directors shall establish an annual budget for ELA upon review of recommendations of the ELA Treasurer and the ELA Budget and Finance Committee.

Subdivision 2. Membership. The Board of Directors shall consist of the President, President-Elect, Vice President, Immediate Past President, Treasurer and nine directors. These fourteen positions shall be held by fourteen different persons.

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Subdivision 3. Meetings. The Board of Directors shall hold an annual meeting at the time of ELA's annual conference and other special meetings at the call of the President, or upon the call of any seven members of the Board of Directors of ELA. There shall be at least two weeks' notice in writing for any special meeting unless waived by the Executive Committee. An agenda shall be circulated in advance of any meeting. Action taken at any meeting shall be limited to the published agenda unless a majority of the total Board of Directors votes, either in person or in writing, to waive this requirement. At all meetings a quorum for action shall consist of seven members of the Board of Directors. The affirmative vote of a majority of the Board members present and voting at each meeting shall be required for the passage of any motion. By unanimous vote, the Executive Committee may authorize the Board of Directors to vote by mail, telephone, email, or electronically, and to hold meetings virtually. All meetings of the Board of Directors, except for executive sessions, shall be open to any ELA member. By a majority vote of the Board of Directors, the Board may adjourn to executive session for any reason. Minutes of the executive session may be taken but will not be released to the membership. No vote of the Board of Directors shall be taken in an executive session. All votes of the Board of Directors shall take place only during an open meeting. Minutes of the Board of Directors' meetings will be provided to any ELA member upon request to the Executive Director or to the President.

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SECTION 2. Executive Committee.

Subdivision 1. Authority. The administration and supervision of ELA activities, including the authority to enter into contracts on behalf of ELA, shall be vested in the Executive Committee, subject only to the restrictions of the Constitution and Bylaws and the directives of the Board of Directors. These responsibilities may be delegated, but the Executive Committee must retain ultimate responsibility.

Subdivision 2. Membership. The Executive Committee shall consist of the President, President-Elect, Vice President, Immediate Past President, Treasurer, and Executive Director (ex officio). The Executive Director shall serve without vote. Any motion that fails to receive a majority, including a tie, shall fail.

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Subdivision 3. Meetings. The Executive Committee shall meet at least once each year at the call of the President, or upon the call of any three members of the Executive Committee. A quorum shall consist of three voting members of the Committee, and two affirmative votes shall be required for the passage of any motion. The Executive Committee may meet virtually, if each member of the Executive Committee has received at least 24 hours' advance notice of such conference call.

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SECTION 3. Duties of Individual Officers.

Subdivision 1. Officers Generally. The duties of the officers and of the Executive Director of ELA shall be those ordinarily appertaining thereto.

Subdivision 2. Specific Duties.

A. President. The President shall serve as the presiding officer of the Board of Directors and of the Executive Committee.

B. President-Elect. The President-Elect shall serve as a member of the Executive Committee, act as the presiding officer of the Board of Directors and the Executive Committee in the absence of the President, and assist the President in the general operation of ELA. Additionally, the President-Elect shall ~~serve as a~~ co-chair of the Membership Committee.

C. Vice President. The Vice President shall serve as a member of the Executive Committee ~~and the Board of Directors.~~

D. Immediate Past President. The Immediate Past President shall serve as a member of the Executive Committee and the Board of Directors and shall chair the Nominating Committee.

~~**E. Treasurer.** The Treasurer shall serve as a member of the Executive Committee and the Board of Directors. Additionally, the Treasurer shall chair the Budget and Finance Committee.~~

F. Director. Each director shall serve on the Board of Directors ~~and shall~~ serve on at least one of the standing committees.

G. Executive Director. ~~The~~ Executive Director shall conduct the daily operations of ELA at the direction of the Executive Committee and the Board of Directors. The Executive Director shall be responsible for the employment of personnel and for their assignment and dismissal.

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SECTION 4. Elections.

Subdivision 1. Officers Overall. Each office must be held by a different person. Each officer must be a member of ELA. ~~With the exception of the position of Treasurer,~~ no one person may hold the same office for two full consecutive terms, i.e., no one person may succeed him or herself for a full term for the same position. However, a person may hold successive different positions or may hold the same position if the terms are separated in time. The Treasurer may serve unrestricted consecutive terms if so elected.

Subdivision 2. Election Procedures. The Nominating Committee shall ~~recommend~~ the slate in advance for the Office of Vice President, ~~the directors, and, in the final year of the Treasurer's term, the Treasurer, for election~~ at the annual meeting. ~~The~~

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slate may have more nominations than open positions. The slate shall be announced prior to the election, at which time additional nominations will be accepted from the floor. If there are additional nominees and the election cannot be completed by acclamation, the President shall appoint an elections subcommittee to oversee an electronic vote or count written ballots and report the results to the President. Those eligible nominees with the highest number of votes of those voting shall be elected to office.

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Subdivision 3. Specific Elections.

A. President. At the conclusion of the President’s term of office, the President-Elect automatically shall assume the office of President.

B. President-Elect. At the conclusion of the President-Elect’s term of office, the Vice President automatically shall assume the office of the President-Elect.

C. Vice President. At the annual business meeting of the membership, the Vice President shall be elected. Eligible candidates must be current ELA members and have completed at least one year on the ELA Board of Directors.

D. Immediate Past President. At the conclusion of the President’s term of office, the President automatically shall assume the office of Immediate Past President.

E. Treasurer. At the annual business meeting of the membership at the end of the Treasurer’s term, a Treasurer shall be elected. Eligible candidates shall be current ELA members and shall meet specific criteria to be eligible to run for the position.

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F. Director. At the annual business meeting of the membership, three directors shall be elected. Eligible candidates must be current ELA members.

Subdivision 4. Terms of Office. Each officer shall serve a one-year term, commencing at the time of election. The Treasurer shall serve a three-year term. Each director shall serve a three-year term, commencing at the time of election.

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Subdivision 5. Vacancies and Succession. These provisions apply to all situations, except automatic expiration of a term, in which an officer or director position becomes vacant (i.e., through death, resignation, incapacity, or unusual succession). Each successor shall hold said office until the unexpired term is filled through regular election procedures.

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A. President. The President-Elect succeeds the President.

B. President-Elect. The Vice President succeeds the President-Elect.

C. Vice President. The Executive Committee shall appoint a successor to the office of Vice President.

D. **Immediate Past President.** The Executive Committee shall appoint a Past President as a successor to the office of Immediate Past President.

E. **Treasurer.** The Executive Committee shall appoint a qualified successor to the office of Treasurer to serve the remainder of the current term until a new Treasurer is elected at the next annual meeting of the membership at the expiration of the Treasurer's term.

F. **Director.** The Board of Directors shall appoint a new director.

Article V - COMMITTEES

SECTION 1. Standing Committees. In addition to the Executive Committee, the President or Board shall designate standing committees, including at least the following: (a) Membership Committee; (b) Budget and Finance Committee; (c) Publications Committee; (d) Conference Committee; and (e) Nominating Committee.

SECTION 2. Appointment: Terms. The President, with the advice and approval of the Executive Committee and consistent with Section 3, subdivision 2, shall appoint the chairs or co-chairs of each of the standing committees from the ELA membership, including at least one chair or co-chair who also serves on the Board of Directors. The term of each appointment shall be one year.

SECTION 3. Ad Hoc Committees. Ad Hoc Committees may be established by the Board or the President with duties and terms as deemed appropriate. Chairs or co-chairs of such committees shall be appointed by the President.

SECTION 4. Ex Officio. The President shall be an ex officio member of every committee without voting privileges, with the exception of the Executive Committee of which the President is a regular voting member.

Article VI - ARTICLE VI - MEETINGS AND BUSINESS

SECTION 1. Setting of Meetings. The Board of Directors shall have the power to set the time and place of meetings of ELA. On petition of a majority of the members of ELA, the Board of Directors must call a meeting to be held within 90 days of the date of the receipt of the petition.

SECTION 2. Annual Business Meeting. There shall be an annual business meeting of ELA, the date of which shall be fixed by the Board of Directors.

SECTION 3. Official Business Session. One session of the annual business meeting shall be designated for the conducting official business of ELA.

SECTION 4. Notice. At least 30 days' notice of the time and place of any annual business meeting of ELA shall be sent to each member.

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SECTION 5. Rules. The rules contained in the current edition of Roberts' Rules of Order shall govern the annual business session of ELA except where covered by the Constitution and the Bylaws.

SECTION 6. Votes by Mail, Email, or Electronically. Items of business requiring the vote of the membership may be transacted by mail, email, or electronically where, in the judgment of the Board of Directors, such procedure is appropriate or necessary.

SECTION 7. Agenda. The agenda for the business meeting will be determined by the Executive Committee. Additional items for business may be placed on the agenda by the membership during the business meeting and will be taken up at the end of the regular agenda.

Article VII - FINANCES

SECTION 1. Dues. Members shall pay dues annually in an amount determined by the Board of Directors.

SECTION 2. Duties: Executive Director. The Executive Director shall receive monies, keep accounts, authorize the drawing of checks, and render the results of an annual outside audit or external fiscal review to the Board of Directors, and a summary report to the members at the annual meeting. ~~The Executive Director shall be responsible for compliance with budgeting and finance policies and procedures. The Executive Director shall ensure transparency and ethical and legal practices, as well as make recommendations to the Budget and Finance Committee when changes in policies and practices are needed.~~

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SECTION 3. Receipt of Monies. All monies due to ELA shall be paid to the Executive Director. Unless they are received with contrary stipulations, all monies accepted shall be maintained in the name of ELA for withdrawal by the Executive Director of ELA and shall be expended only in accordance with the purposes thereof and in accordance with written budget and finance policies.

SECTION 4. Revenue Expenditures. All ELA revenue derived from dues, assessments, sale of publications, gifts, grants, or from any other source shall be used for the work of ELA and shall be expended only in accordance with the purposes thereof and in accordance with written budget and finance policies.

SECTION 5. Expenses: Approval. ELA Expenses, including ELA committees' expenses, shall be a charge against the income of ELA subject to approval by the Board of Directors via the approval of the budget and subsequent budget revisions and in accordance with written budget and finance policies.

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Article VIII - CONSTITUTIONAL AMENDMENTS AND REVISIONS

SECTION 1. Formulation. The Board of Directors may submit proposals for amendment of the Constitution, as it may elect, to the regular membership for vote. The Board of Directors may select either a vote of the membership at the regular meeting or through a ballot. Proposals

may be drafted either by the Board or by any member. However, where 100 or more members submit a proposal in writing to the Board of Directors, such proposal must be submitted to the membership for vote.

SECTION 2. Amendments.

Subdivision 1. Notice. Proposed changes, together with the comments of the Board of Directors, shall be provided to the regular members by the Executive Director at least 30 days before (a) the date of the annual meeting or (b) the date of a ballot sent to the entire membership.

Subdivision 2. Adoption. Amendments shall pass (a) by a two-thirds affirmative vote of the members present at the business meeting or (b) by approval of two-thirds of those members returning a ballot. Changes that are adopted shall be effective immediately unless otherwise specified.

Article IX - DISSOLUTION OF ELA

SECTION 1. Notice: Vote. ELA may be dissolved only upon the vote of two-thirds of the then-current membership, upon one year's notice.

SECTION 2. Dispositions of Assets. Upon the dissolution of ELA, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of ELA in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of General Jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article X - LIMITATIONS UPON ACTIVITIES

No part of the net earnings of ELA shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that reasonable compensation may be paid for services rendered. No part of the activities of ELA shall be the conducting of propaganda or otherwise attempting to influence legislation; and ELA 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 any other provisions of these Articles, ELA shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal

Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article XI - BYLAWS

This Constitution shall be implemented through Bylaws providing general rules and procedures not inconsistent herewith. Such Bylaws shall be adopted by vote of a two-thirds affirmative vote of the Board of Directors. Revisions of the Bylaws shall be made by a two-thirds affirmative vote of the Board of Directors. In the event of inconsistencies between this Constitution and the Bylaws, the Constitution shall control.

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