

# Constitution

# The National Council of Professors of Educational Administration

(NCPEA)

2009

# **Constitution of The National Council of Professors of Educational Administration**

# **Table of Contents**

ARTICLE I – Organization Name	4
ARTICLE II – Mission and Purpose	4
Section A: Mission	
Section B: Purpose	4
ARTICLE III - Organization	4
ARTICLE IV – Membership	5
ARTICLE V – Executive Board	5
ARTICLE VI – Officers	5
Section A: President	5
Section B: President-Elect	5
Section C: Past-President	5
Section D: Executive Director	
ARTICLE VII – Conferences and Meetings	6
ARTICLE VIII - Boards, Committees, and Positions	6
ARTICLE IX – Fiscal Affairs	6
ARTICLE X – Conflict of Interest Policy	6
ARTICLE XI – Adoption, Amendment, and Dissolution	7
Section A: Adoption	
Section B: Amendment	
Section C: Dissolution	/
ARTICLE XII - ByLaws	
Section A – Organization Name	
Section B – Mission and Purpose	
Paragraph 1: Mission	8
Paragraph 2: Purpose	8
Section C – Organization	9
Section D – Membership	9
Paragraph 1: Categories	9
a. Active:	9
b. Student:	9
c. Retired:	9
d. Corporate, Honorary, Affiliate, and/or Life Memberships	9
Paragraph 2: Membership Removal	9
Section F - Executive Board	10

Paragraph 1: Board Membership	10
Paragraph 2: Selection and Terms	
Paragraph 3: Presidential Transition	11
Paragraph 4: President-Elect Election	
Paragraph 5: Vacancies	11
Paragraph 6: Powers and Duties	11
Section F – Officers	12
Paragraph 1: President	12
Paragraph 2: President-Elect	13
Paragraph 3: Past-President	13
Paragraph 4: Executive Director	13
Section G – Conferences and Meetings	14
Paragraph 1: Open Meetings	15
Paragraph 2: Meeting Minutes	15
Paragraph 3: Electronic Meetings	15
Section H – Boards, Standing Committees, and Positions	15
Paragraph 1: Site Selection Committee	15
Paragraph 2: Annual Conference Planning Committee	16
Paragraph 3: Conference - Within - A - Conference Planning Committee (CWC)	
Paragraph 4: Publications Executive Committee (PEC)	17
Paragraph 5: Membership Committee	18
Section I – NCPEA Fiscal Guidelines	18
Paragraph 1: Fiscal Affairs	18
Paragraph 2: Fiscal Reports	
Paragraph 3: Account Management	19
Section J – Conflict of Interest Policy	21
Paragraph 1: Purpose	21
Paragraph 2: Definitions	21
a. Interested Person	21
b. Financial Interest	
Paragraph 3: Procedures	22
a. Duty to Disclose	22
b. Determining Whether a Conflict of Interest Exists	22
c. Procedures for Addressing the Conflict of Interest	22
d. Violations of the Conflict of Interest Policy	22
Paragraph 4: Records of Proceedings	23
Paragraph 5: Compensation	23
Paragraph 6: Annual Statements	23
Paragraph 7: Periodic Reviews	24
Paragraph 8: Use of Outside Experts	24
Section K – Amendment	24
Section L – Certification	24
Paragraph 1: NCPEA President	24
Paragraph 2: Executive Director	24



# Constitution

# The National Council of Professors of Educational Administration (NCPEA)

# **ARTICLE I – Organization Name**

The name of this organization shall be The National Council of Professors of Educational Administration, hereafter referred to as NCPEA.

# **ARTICLE II – Mission and Purpose**

#### Section A: Mission

The mission of NCPEA, as a professional academic organization, is to advance the field of educational administration, both in leadership and management, through research, teaching, and service, as a means to prepare aspiring and practicing educational administrators.

#### Section B: Purpose

Providing outstanding educational practitioners is the central focus of NCPEA efforts. This is an effort that works to create improved practice and ethical administration wherever schools, colleges, and communities are engaged in education. The organization seeks to provide opportunities for those interested in or engaged in educational administration preparation that may advance the profession.

#### **ARTICLE III – Organization**

The National Council of Professors of Educational Administration is a not-for-profit, volunteer organization. The organization's affairs are conducted by an Executive Board that is responsible to the membership and operates through committees and other groups and individuals. Any non-student member in good standing may serve on the Executive Board.

# **ARTICLE IV – Membership**

As a means of providing service to the largest number of individuals, membership is open to all who are or have been engaged in the field of educational administration or related fields. Several categories of membership make this possible. These include: General, Student, and Retired members and, at the Executive Board's discretion, Corporate, Honorary, Affiliate, and Lifetime members.

#### **ARTICLE V – Executive Board**

The affairs of NCPEA are conducted by an Executive Board. Any non-student member in good standing may serve on the Executive Board. This Board is composed of ten members. Three members are elected by the membership annually, in rotation, for a term of three years. This provides the Board with nine members. The immediate past president shall serve a one year term as the tenth member. Additionally, an Executive Director and invited affiliate members from related practitioner organizations can be ex-officio members of the Board.

#### **ARTICLE VI – Officers**

#### Section A: President

- 1. Serves as a member of the Executive Board and is responsible for the overall operation of NCPEA.
- 2. Serves a one-year term as the Executive Officer of NCPEA.

#### Section B: President-Elect

- 1. Serves as a member of the Executive Board.
- 2. Assumes the office of President following a term of one year or whenever the President is incapacitated or otherwise unable to perform the duties of the office.
- 3. In the absence of the President, presides at all Executive Board meetings and all meetings of NCPEA.

#### Section C: Past-President

- 1. Serves as a member of the Executive Board.
- 2. Serves a one year term.
- 3. May serve in other capacities as assigned by the President.

#### Section D: Secretary

- 1. Serves as a member of the Executive Board
- 2. Elected from board members in the second or third year of his/her term.
- 3. Serves a one year term
- 4. Records and archives Executive Board meeting minutes
- 5. Serves in other capacities as assigned by the President.

#### Section E: Executive Director

- 1. Serves under the direction of the Executive Board for a repeatable term, typically, of five years.
- 2. Serves as an ex-officio member of the Executive Board without voting power, except in situations involving a tie vote of the Board, in which case the Executive Director will cast the tie breaking ballot.
- 3. Serves as the fiscal agent of NCPEA.
- 4. Provides a broad range of service as outlined in the ByLaws.
- 5. Develops, maintains, and provides data and reports on all NCPEA operations.

# **ARTICLE VII – Conferences and Meetings**

As a means of bringing members from across the country together and in conducting the affairs of the organization, NCPEA will hold a multi-day meeting each year. This formal Annual Conference is held in the summer and a Conference-Within-a Conference (CWC) typically is held in conjunction with the annual meeting of a professional educational organization, usually held in the winter. Additional meetings, special sessions, can be called by the Executive Board or Executive Director when necessary. All meetings require that the membership have at least a 45 day prior notice of the date, time, location, and business to be transacted. A formal Business Session (meeting) will be held at the Annual Meeting where financial accounts and other reports will be provided to the general membership.

To ensure transparency in the operations of the organization, all meetings of NCPEA, including those of the Executive Board, are open to all members in good standing, with the exception of those periods when personnel or legal matters are under discussion.

#### **ARTICLE VIII – Boards, Committees, and Positions**

NCPEA is a volunteer organization that depends on service to the profession and to the organization. This is provided through the actions of its members, boards, committees, and individual appointments.

The Executive Board will oversee the establishment and functioning of standing and ad hoc committees, editorial boards, and other positions and individual appointments that are deemed necessary and prudent for the fulfillment of NCPEA's mission and purposes. All members in good standing may serve on these groups, as outlined in the ByLaws.

#### **ARTICLE IX – Fiscal Affairs**

The fiscal agent of NCPEA is the Executive Director. This individual is appointed by, and serves at the discretion of the Executive Board. The fiscal agent (the Executive Director) reports to the Executive Board and to the membership. All fiscal activities will be conducted in accord with the Fiscal Guidelines detailed in the ByLaws.

# **ARTICLE X – Conflict of Interest Policy**

NCPEA has placed a Conflict of Interest policy in the ByLaws. The purpose of this policy is to protect The National Council of Professors of Educational Administration's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of NCPEA or might result in a possible excess benefit transaction.

# ARTICLE XI - Adoption, Amendment, and Dissolution

#### Section A: Adoption

Adoption of this Constitution shall require a two-thirds majority vote of voting members at a regular or special meeting providing that a minimum of 100 valid votes are cast. Adoption of this Constitution shall set aside all prior Constitutions provided that members have received a written or electronically provided comparison of the existing Constitution and By-Laws with the proposed Constitution and By-Laws, with all proposed amendments and/or changes noted, no fewer than 45 days prior to the intent to present this Constitution for vote.

#### Section B: Amendment

This Constitution, with the By-Laws, may be amended by a two-thirds majority vote of voting members at any regular or special meeting, provided at least 100 valid votes are cast. All members must have received a written or electronically provided comparison of the existing Constitution and By-Laws, with all proposed amendments and/or changes noted, no fewer than 45 days prior to the intent to present an amendment for vote.

#### Section C: Dissolution

In the event that NCPEA can no longer function or it is desired that the organization be disbanded, then the Executive Board will prepare a list of not-for-profit organizations of a similar nature and having a purpose similar to NCPEA, along with a list of NCPEA assets, debts, and obligations, and will provide these to the membership for discussion and for vote on approval or rejection of dissolution and on asset distribution. Following member approval, assets remaining after just debts and obligations have been met will be transferred to the organization(s) selected. In the event that a meeting of the membership is not possible, the Executive Board will transfer the remaining assets after just debts and obligations have been met, to a not-for-profit organization(s) of a similar nature and having a purpose similar to NCPEA.

# **ARTICLE XII - ByLaws**

# The National Council of Professors of Educational Administration (NCPEA)

#### **Section A – Organization Name**

The name of this organization shall be The National Council of Professors of Educational Administration, hereafter referred to as NCPEA.

#### **Section B – Mission and Purpose**

#### Paragraph 1: Mission

The mission of NCPEA is to advance the field of educational administration, both in leadership and management through research, teaching, and service, as a means to better prepare aspiring and practicing educational administrators.

#### Paragraph 2: Purpose

Providing outstanding educational practitioners is the central focus of NCPEA efforts. This is an effort that works to create improved practice and ethical administration wherever schools, colleges, and communities are engaged in education. The organization seeks to provide professional opportunities for those interested or engaged in educational administration preparation.

#### Therefore, NCPEA:

- a. Provides a forum for professors and practitioners of educational administration.
- b. Advocates for professors and practitioners of educational administration.
- c. Advises on critical educational issues in policy and practice in U.S schools, university programs, government agencies and to other educational groups.
- d. Promotes research, best practice in teaching and service, and provides a variety of venues for publication and information dissemination.
- e. Collaborates with local, state, national, and international organizations concerned with the betterment of educational administration.
- f. Assists and mentors students and beginning professors.
- g. Promotes ethical standards in leadership and management.
- h. Promotes diversity and the equal representation and rights of all persons.
- i. Engages in other activities deemed by the membership to be in the best interests of NCPEA.

# **Section C – Organization**

The National Council of Professors of Educational Administration is a not-for-profit, volunteer organization. The organization's affairs are conducted by an Executive Board that is responsible to the membership and operates through committees and other groups and individuals. Any non-student member in good standing may serve on the Executive Board.

#### **Section D – Membership**

# Paragraph 1: Categories

As a means of providing service to the largest number of individuals, membership is open to all who are or have been engaged in the field of educational administration or related fields. Several categories of membership make this possible. These include: General, Student, and Retired members and, at the Executive Board's discretion, Corporate, Honorary, Affiliate, and Lifetime members. These categories are defined as:

#### a. Active:

An active member shall be a current dues paid individual, supportive of the purpose of NCPEA, and shall have full membership services and privileges, including voting, holding office, serving on committees, and such other rights and privileges as are conferred through NCPEA.

#### b. Student:

Any individual currently enrolled in a graduate preparation program in educational administration or related field.

#### c. Retired:

Any former professor, administrator, or former NCPEA member from a background in educational administration or equivalent, who is no longer working full-time in the field. Retired members will receive the same benefits as active members.

#### d. Corporate, Honorary, Affiliate, and/or Life Memberships

The Executive Board shall have the authority to define and confer special memberships, including Corporate, Honorary, Affiliate, and Life memberships.

Changes in membership dues may be proposed by the Executive Board and brought to the membership for approval at any regular or special NCPEA business meeting.

A member in good standing is any member whose paid dues are currently up-to-date for the year starting February 1 through January 31.

#### Paragraph 2: Membership Removal

The Board, at its discretion, may, when allegations of professional misconduct are raised and proven in regard to any member, remove the individual's membership in NCPEA. The

removal process must include a Due Process Hearing. The hearing date will be jointly set by the Board and the individual. This will involve the establishment, by the Board, of a five-person hearing committee with notification to the accused member, in writing, no fewer than 45 days prior to a Due Process Hearing, of all allegation(s). Information to be provided will include, as a minimum, the allegation(s), all evidence supporting the allegation(s), and the location, date, and time of the hearing. The hearing may be held in person and/or electronically, as agreed to by all parties. The accused must have the opportunity to address the allegations and to provide evidence, where desirable, that challenges the allegations. The hearing committee must have a majority vote for a recommendation of member removal and the members will take no more than two weeks in its deliberations and notification to all parties of the hearing's results. The Board may deliberate and choose not to move forward with any further action. A member's removal of his or her membership status with NCPEA will not jeopardize a department or unit's membership status where that person belongs to a unit that has departmental membership unless there is a situation where an entire unit (e.g., program, department) is the subject of the proven allegation.

#### Section E - Executive Board

Function: To serve as the coordinating, oversight, policy, and agenda-setting body of NCPEA.

The Executive Board is composed of NCPEA members who provide voluntary service to the organization. Individuals interested in Board service will be notified that compensation and/or reimbursement generally are not provided, that attendance at both the annual and winter meetings, as well as other called Board sessions, is required, as are the completion of assignments defined herein and as assigned by the President.

The Executive Board conducts NCPEA's affairs through various appointed boards, committees, and individually appointed positions.

#### Paragraph 1: Board Membership

The affairs of NCPEA are conducted by an Executive Board. Any non-student member in good standing may serve on the Executive Board. This Board is composed of ten members. Three members are elected by the membership annually, in rotation, for a term of three years. This provides the Board with nine members. The immediate past president shall serve a one year term as the tenth member. Additionally, an Executive Director and invited affiliate members from related practitioner organizations can be ex-officio members of the Board.

In order to be nominated for election to the Executive Board, the candidate must have a minimum of three (3) years of consecutive, active membership, and defined service in NCPEA. Executive Board members are not eligible to stand for reelection, even after completing a partial term, for a period of one year.

#### Paragraph 2: Selection and Terms

The Executive Board may organize elections at the annual meeting and/or take electronic nominations from members through NCPEA's website from March 1 to May 1 for open

general Board positions. Nominees shall provide an abbreviated vita, digital photo, an outline of service to NCPEA, and the reason for interest in serving on the Executive Board. The Executive Director will review the nominations to determine eligibility. Profiles of the candidates will be made available during the months of June, July, and early August. The election process for Executive Board Membership shall be conducted by the Executive Board. This will involve the use of an Elections Committee drawn from the general membership. All elections will be by confidential ballot, which may include electronic ballots, with appropriate nominations from the membership accepted. The election will take place no later than 5:00 P.M. on the next-to-last day of the Annual Conference at a pre-announced business meeting. The three candidates receiving the most votes shall be declared the winners. If there is a tie, the Elections Committee shall conduct a runoff election to be completed by September 30, with the top vote recipient(s) being declared the winner(s). The President and Executive Director shall verify the election results provided by the Elections Committee. Election results will be announced at NCPEA's Annual Business Meeting/General Session on the last day of the Conference. New members of the Executive Board shall begin their term of office at the end of the last day of NCPEA's Annual Conference and shall serve a three-year term.

# **Paragraph 3: Presidential Transition**

The President serves a one-year term. The President-Elect becomes the President on the conclusion of the summer conference.

# Paragraph 4: President-Elect Election

The President-Elect is elected by the Executive Board from among the three Executive Board members who are ending their first year in office and will serve a one year term as President-Elect immediately prior to becoming President.

#### Paragraph 5: Vacancies

Vacancies on the Executive Board will be filled by Executive Board appointment from members in good standing not currently serving on the Board. The appointed member shall serve for the remainder of the vacant term. If a vacancy occurs in the office of the President or President-Elect, then, at the next Executive Board Meeting, the position of President or President-Elect is to be filled by Board election from the remaining two members from the appropriate class.

#### **Paragraph 6: Powers and Duties**

The Executive Board will:

- a. Ensure that the affairs of NCPEA are governed by the Executive Board.
- b. Act in the name of NCPEA pursuant to this constitution.
- c. Ensure that action of the Executive Board requires a quorum of Executive Board members. A quorum consists of six (6) voting members.
- d. Ensure that all actions taken by the Board, to be valid, shall be approved by a majority vote, except that a two-thirds vote of the entire Executive Board shall be required to appoint or remove an Executive Director and/or to approve the financial reports of NCPEA.
- e. Develop policy for approval by the membership including personnel policies

- relating to the staff of NCPEA.
- f. At the Annual meeting or as soon as possible thereafter, establish dates and times for all Annual and Executive Board meetings for the upcoming year. This information shall be posted on NCPEA's web site.
- g. Review the Constitution and ByLaws for potential updating.
- h. Expect that attendance at the Annual Conference and all Board meetings is seen as a duty of office. Travel to these meetings is not generally reimbursable by NCPEA. Board member expenses for travel and lodging may be partially reimbursed under extenuating circumstances.
- i Require that a Board member must contact the President and/or Executive Director when he/she cannot attend a meeting of the Executive Board.
- j. Develop and review job descriptions for the Executive Director and other personnel.
- k. Appoint the Executive Director, who serves at the discretion of the Board.
- 1. Operate in accord with the Fiscal Guidelines.
- m Establish reasonable fiscal support for compensating the Executive Director for costs incurred in the performance of duties.
- n. Adopt the budgets and fiscal reports of NCPEA.
- o. Approve and direct payments made by NCPEA.
- p. Create, define purpose, supervise, and/or discontinue standing and Ad hock committees.
- q. Appoint all editors and assistant editors for NCPEA publications.
- r. Appoint all chairpersons for standing committees.
- s. Establish liaisons with other organizations that share NCPEA's purposes.
- t. Establish subsidiary organizations only under compliance with the provisions and governence of this Constitution and ByLaws.
- u. Comply with all other duties as stated or implied by this Constitution and ByLaws.

#### **Section F – Officers**

# Paragraph 1: President

**Duties: The President shall:** 

- a. Serve as a member of the Executive Board.
- b. Serve as the executive officer of NCPEA, responsible for overall operations.
- c. Actively promote the aims and objectives of NCPEA.
- d. Give careful and prompt attention to the business of NCPEA.
- e. Call meetings of NCPEA and the Executive Board.
- f. Prepare the agenda for meetings of NCPEA and the Executive Board.
- g. Preside at meetings of NCPEA and its Executive Board.
- h. Represent NCPEA at various educational meetings and functions or shall delegate this responsibility.
- i. Serve a central role in annual conference planning.
- j. Coordinate the work of the Publications Executive Committee.
- k. Provide oversight and guidance in conference planning.
- 1. Designate a member, preferably from the Board, responsibility for working with the Executive Director to develop a working understanding of the detailed day-to-

day fiscal affairs of NCPEA as a means of maintaining a smooth fiscal transition in the event that the Executive Director can no longer provide such service.

m. Comply with all other duties as stated or implied by the Constitution and ByLaws.

#### Paragraph 2: President-Elect

Duties: The President-Elect shall:

- a. Serve as a member of the Executive Board.
- b. In the absence of the President, preside at all Executive Board meetings and all meetings of NCPEA.
- c. Assume the office of President following a term of one year or whenever the President is incapacitated or otherwise unable to perform the duties of the office.
- d. Coordinate the activities of the standing committees and notify the Executive Board of committee activities and membership during the fall.
- e. Be responsible for coordinating awards and/or recognitions for the Annual Conference.
- f. Comply with all other duties as stated or implied by this Constitution and ByLaws.

If no Executive Board member is able or willing to stand for the position of President-Elect, the Executive Board shall identify and elect a candidate who is a past member of the Executive Board.

# Paragraph 3: Past-President

Duties: The Past-President shall:

- a. Serve as a member of the Executive Board.
- b. May serve in other capacities as assigned by the President.
- c. Comply with all other duties as stated or implied by the Constitution and ByLaws.

#### Paragraph 4: Secretary

Duties: The Secretary shall:

- a. Record the motion and discussions of all meetings of the Executive Board.
- b. Maintain an archive of all Executive Board meeting minutes and reports/minutes of all committees.
- c. Assume other duties as might be assigned by the President.

If the President is unable or unwilling to stand for the position of Past-President, the Executive Board shall identify and elect a candidate who is a past member of the Executive Board.

#### Paragraph 4: Executive Director

Duties: The Executive Director shall:

- a. Serve under the direction of the Executive Board.
- b. Serve as an ex-officio member of the Executive Board without voting power, except in situations involving a tie vote of the Board, in which case the Executive Director

- will cast the tie breaking ballot.
- c. Provide leadership to the Executive Board, President, President-Elect and the general membership for the continued operation of NCPEA.
- d. Maintain a close working relationship with the President, President-Elect and Executive Board, including but not limited to: conferring with the President and President-Elect frequently, and keeping both informed of the progress of NCPEA.
- e. Represent NCPEA and attend meetings of external organizations, such as the National Policy Board for Educational Administration, and report on the substance of such meetings to the Board.
- f. Prepare reports as requested by the President.
- g. Be responsible for the maintenance of all NCPEA databases and archives.
- h. Perform the administrative functions of NCPEA in accordance with the policies and/or directives of the Constitution and Executive Board.
- i. Serve as the fiscal agent of NCPEA.
- j. Be the custodian of all NCPEA records.
- k. Receive and be responsible for the accounting and safekeeping of all funds of NCPEA in accordance with accepted accounting principles and Fiscal Guidelines.
- 1. Be bonded at NCPEA's expense.
- m. As the fiscal agent of the organization, prepare: 1) a line item budget outlining the anticipated operations of NCPEA and the costs associated with each activity and fund to be provided to the Board and to the organization's membership for approvals at the Annual Meeting and 2) a line item financial statement which outlines the previous year's fiscal activities and the current balance of each fund for presentation to the Board at the Winter meeting and to the Board and general membership at Annual Meetings. These documents will provide comparative data for at least the past three years..
- n. Send listsery reminders to members not in attendance at the Annual Conference.
- o. Be responsible for management of the NCPEA website.
- p. Assist the Board in establishing duties and responsibilities for training the incoming Executive Director and other individuals as appropriate.
- q. Perform other duties as assigned by the Executive Board.
- r. Comply with all other duties as stated or implied by this Constitution and ByLaws.

In the event that the Executive Director is incapacitated or unable to execute the above duties, these duties and other functions shall be reassigned by the Executive Board until a new Executive Director is in place. The process for selecting the Executive Director will be by recommendation to the Board by an appointed Search Committee. The Search Committee will be composed of members appointed by the Board following solicitation from the membership and will be composed of a Chair and four other members of NCPEA. The Search Committee's duties will include developing an announcement that includes the applicant's qualifications and the level of institutional support to be provided, soliciting and reviewing applications, conducting interviews, and recommending a candidate to the Executive Board.

#### **Section G – Conferences and Meetings**

As a means of bringing members from across the country together and conducting the affairs of the organization, NCPEA will hold a multi-day meeting each year. This formal Annual

Conference is held in the summer and a Conference-Within-a Conference (CWC) may be held in conjunction with the annual meeting of a professional educational organization, usually in winter. Additional meetings and special sessions can be called by the Executive Board or Executive Director when necessary. All meetings require that the membership have at least a 45-day prior notice of the date, time, location, and business to be transacted. A formal Business Session (meeting) will be held at the Annual Meeting, where financial accounts and other reports will be provided to the general membership.

To ensure transparency in the operations of the organization, all meetings of NCPEA, including those of the Executive Board, are open to all members in good standing.

#### **Paragraph 1: Open Meetings**

The meetings of the Executive Board shall be open to all members in good standing of NCPEA. The Board may go into executive session to discuss personnel and or legal matters including the election of the President-Elect.

# **Paragraph 2: Meeting Minutes**

Minutes of all meetings will be recorded by the Secretary of the Board who will prepare a short summary of the meeting and major decisions that will be shared with the general membership by posting on NCPEA's web site.

### **Paragraph 3: Electronic Meetings**

With notification to the President or Executive Director, members of the Executive Board may, when situations require, attend meetings via teleconference or videoconference, provided that there is an open and direct communication between the parties.

#### Section H – Boards, Standing Committees, and Positions

Functions: The following individuals and groups are responsible for carrying out the designated activities of NCPEA. Each individual, group, and committee is responsible for developing, maintaining, and providing the Board with a written accounting of its operations including the updating of its operating procedures and policies. The President-Elect is responsible for coordinating the work of these groups for the Executive Board.

#### **Paragraph 1: Site Selection Committee**

Functions: The Site Selection Committee is responsible for soliciting, reviewing, and recommending proposals from institutions and groups for conference locations to the Board.

Committee membership includes:

- a. President during the year of the conference.
- b. General members.
- c. Prior Conference Directors and Hosts.
- d. Executive Director.

Recommendations for the location of a conference or major meeting will be made to the Board. The committee will:

- a. Determine appropriate general geographical locations for conferences and major meetings.
- b. Establish requirements for future conferences and major meetings.
- c. Develop, solicit, and review proposals from interested parties for hosting events.
- d. Make priority ordered recommendations to the Executive Board for conference and major meeting locations.
- e. Maintain a three year rolling slate of future potential locations.

Proposals, as a minimum, should include information on: housing, meal and banquet arrangements, registration areas, board rooms, meeting / presentation and book fair rooms, travel options, parking, regional areas of interest and activity, local host and support personnel—with NCPEA experience, support from institutions and other sources, and costs.

# **Paragraph 2: Annual Conference Planning Committee**

Functions: The planning, organization, oversight, and management of the Annual Conference (summer).

The Conference Host, Program Chair, and Conference Director (required when no Host has been appointed) shall be appointed by the Executive Board. Committee members should include:

- a. President.
- b. Conference Director: Reports to the President and is responsible for oversight of the conference and all site/facility arrangements including adherence to the *Annual Conference Planning Handbook*.
- c. Conference Program Chair: Responsible for soliciting and reviewing all proposals for the conference program and for establishing/coordinating the reviewers and the proposal review process.
- d. The Executive Director.
- e. Active general members.

The Conference Director and Program Chair, in cooperation with the President, will work together to develop the program for the conference. A final copy of the program will be placed on NCPEA's web page and *Connexions*, or other suitable forum, by the Conference Director.

The Annual Conference Planning Committee is responsible for updating NCPEA's *Annual Conference Planning Handbook*, which will be forwarded to the new Conference Director at the end of the Annual Conference.

#### Paragraph 3: Conference - Within - A - Conference Planning Committee (CWC)

Functions: The planning, organization, oversight, and management of the CWC (winter).

The CWC Program Co-Chairs shall be appointed by the Executive Board. All other members are to be recommended to the Board by the Conference Director/Program Chair.

Members and responsibilities shall include:

- a. The Executive Director, who is responsible for making the initial contact with the hosting organization and /or appropriate affiliate member to establish dates, times, locations, and working relationship agreements for the CWC.
- b. Conference Program Co-Chairs: Responsibilities include:
  - 1. Providing oversight of the conference and all site/facility arrangements including adherence to the CWC planning handbook.
  - 2. Working with the Executive Director, the Executive Board, and the practitioner/professional organization serving as CWC host for the conference in organizing the conference.
  - 3. Working together to develop the conference program. This includes soliciting and reviewing all proposals for the conference program and establishing and coordinating reviewers and the proposal review process. The program will be placed on NCPEA's website and on *Connexions*, or other suitable forum, prior to the conference.

# **Paragraph 4: Publications Executive Committee (PEC)**

Functions: The PEC oversees the publishing activities of NCPEA and will serve as a recommending body to the Executive Board. The PEC shall be composed of the following:

- a. Director and Assistant Director of Publications
- b. Editor, assistant editor, and past editor of the Education Leadership Review.
- c. Editor, assistant editor, and past editor of the NCPEA Yearbook.
- d. Director of Connexions Project and the International Journal of Educational Leadership Preparation (IJELP) Editor.
- e. One Executive Board member to be elected annually by the Board (preference shall be given to Board members with interest and/or past experience with editing publications).
- f. The PEC Chairperson shall be appointed by the Executive Board, from the above committee members, and shall have authority to notify parties noted in (a) through (e) of membership.

Duties: The PEC shall:

- a. Annually review the purposes, policies, procedures, and nature of NCPEA's publications. When changes are warranted, recommendations for such changes shall be proposed to the Executive Board for approval.
- b. Annually review the job descriptions for each position on the Board of Editors of each publication. If changes are warranted, recommendations for such changes shall be proposed to the Executive Board.
- c. Oversee the call for nominations of the editor and assistant editor of each publication.
- d. Provide training for reviewers at the winter conference, if held, and Annual Summer

Conferences.

e. Comply with all other duties as stated or implied by the Constitution and ByLaws.

# **Paragraph 5: Membership Committee**

Functions: To increase membership in NCPEA and to be responsive to member needs.

The Executive Board shall appoint a Chair-elect to serve a one-year term (then transition to the committee presidency) at the Annual Conference Board Meeting. The committee members shall include:

- a. Committee Chairperson responsible for the activities of the committee.
- b. Chair-elect: shall work with the Chairperson to ensure fulfillment of committee duties.
- c. A representative from State Affiliates.

The Membership Committee may annually examine the existing policies, procedures, purposes, and nature of the committee. When warranted, the committee shall make recommendations for changes to the Executive Board for approval. The Membership Committee shall be responsible for:

- a. Developing and/or revising, implementing, and evaluating a member recruitment plan that operates in a way that improves membership and is responsive to member concerns.
- b. Actively addressing membership recruitment and the needs and concerns of the membership.

The membership committee shall develop a program for the encouragement of affiliate bodies such as state affiliate groups. In this regard they will:

- a. Develop and/or revise a state affiliate recruitment plan.
- b. Develop and/or revise a plan for working with state affiliates, organizing a state affiliate session at the Annual Conference, and submit plans and recommendations for Board review and approval or other appropriate action.

#### **Section I – NCPEA Fiscal Guidelines**

#### Paragraph 1: Fiscal Affairs

NCPEA is a not-for-profit organization whose affairs are governed by the membership through an Executive Board. The Executive Director is the fiscal agent of NCPEA. Fiscal reports of past activities, budgets of projected future activities, fiscal accounting reports, and other documents as needed are prepared and maintained by the Executive Director, approved by the Executive Board and brought before the general membership for approval. Actions, such as dues increases, must be approved by the general membership. NCPEA may not assume debt or budget for funding expenditures beyond one fiscal year without having guaranteed fiscal assets adequate to cover such expenditures as well as the forward years operating funds.

#### Paragraph 2: Fiscal Reports

The Executive Director, as the fiscal agent of the organization, will prepare and present:

- a. The annual budget that will be the guiding fiscal document for the organization.
- b. An annual budget that will reflect anticipated revenues and expenditures for the fiscal year. The expenditure section of this budget will not exceed 110% of the prior year's revenue. The expenditure section of the budget will not be exceeded (in fact or in projection) without either a compensating increase in revenues or by the agreement of the Board.
- c. An annual budget that will be in a line-item format outlining the anticipated operations of NCPEA and the costs associated with each activity and fund.
- d. An annual financial statement, in line item format, that outlines the organization's previous year's fiscal activities, the current balance of each fund, and the disposition (holdings by type and organization where held) of all fiscal assets for presentation to the Board at the Winter meeting (if held), the Annual Meeting, and to the membership for approval. This document will be provided in a format that illustrates, for comparative purposes, at least three past years of data.
- e. The annual budget and annual financial statement that will be presented for approval to the Board and to the general membership at the Annual Meeting's business session.
- f. At the end of each fiscal year (June 30) and prior to the Annual Conference, the organization's accounts will be reviewed by an individual not serving in an official capacity, other than as a member, with NCPEA and recommended by the Executive Director for approval by the Board to determine if the management of NCPEA funds complies with the provisions of Paragraph 3: Account Management that follows.
- g. Develop, file, and maintain any required or appropriate federal, state, or organizational tax forms and records in a timely manner.
- h. Maintain all NCPEA records and documentation in a form capable of providing both hard copy and electronic information. Records and documentation must be capable of providing information for budgeting, reporting, tax purposes, and auditing. Such materials should be secure from possible damage by having multiple copies in multiple locations. Records will be maintained for a period of ten years.

#### **Paragraph 3: Account Management**

The Executive Director will ensure that NCPEA assets are conservatively managed and that:

a. Accounts are in balance and that the fund balances accurately reflect the gains/losses of the organization.

- b. Deposits have been individually noted on deposit tickets and reflect that no cash transactions have occurred. A duplicate deposit ticket, signed by the receiving organization's representative at the time of deposit, shall be required and held by NCPEA.
- c. Expenditures have been made by sequentially-numbered, at least two-part checks and are supported by written receipts.
- d. Transactions have been made by check or credit card only, not cash Asset transfers must be supported by written documentation.
- e. All transaction information has been provided, categorized, totaled, and presented in a way that reflects the major areas of NCPEA operations.
- f. Separate accounting has been maintained for the individual funds held by the organization to ensure against co-mingling of funds.
- g. Accounts receivable and payable have not been included as income or as expenditures but are shown in a summary of fund balances that outline the total assets of NCPEA.
- h. Commitments for expenditures have not been made prior to the approval of the Executive Director.
- i. Agreements have not been made prior to gaining both Executive Director approval and provision for documentation of the financial commitment.
- j. All non-budgeted expenditures in excess of \$500 will require the approval of the Executive Board, with the exception of the purchase of Certificates of Deposit or other similar fiscal instruments.
- k. All budgeted items will be paid directly, on invoice, by the Executive Director.
- 1. All funds are maintained for the express purposes of NCPEA and are held in NCPEA owned accounts. NCPEA asset holdings, except those in the Endowment Fund, will be limited to bank checking, bank savings, bank Certificates of Deposit, or other government backed securities. No fiscal assets except those in the Endowment Fund, will be held in accounts that are not eligible for federal insurance. Those in the Endowment Fund up to a maximum of 50% may be invested in lower risk mutual funds with approval of the Executive Board.
- m. Liquidation (but not rollovers) of Certificates of Deposit or other capital assets [other than by expiration where they must be transferred to the appropriate fund(s)] will require Executive Board approval.
- n. Liquid assets will be sufficient to meet all anticipated yearly budgeted expenditures plus 10%.
- o. Under no circumstances, including action by the membership and/or Board, may NCPEA assume debt or in any way assume similar liabilities.

- p. Liability insurance will be provided, whenever reasonable, against significant potential loss resulting from a failure to meet budgeted obligations due to events such as the collapse of the Annual Conference.
- q. The impact of inflation on NCPEA assets must be accounted for by: (1) providing a statement of the total fiscal assets of NCPEA and (2) showing the value of those total assets after an adjustment (reduction) in assets is made, that account for inflation, using federal measures of annual inflation.
- r. The accounts of any subsidiary or similar type organization must be maintained separately and comply with these Fiscal Guidelines and this Constitution.
- s. Whenever the custodian of accounts (Executive Director) changes hands, all accounts will be subject to a professional and independent review.
- t. Results of the professional and independent review will be provided to the Board and to the general membership prior to acceptance of the financial statement at the annual meeting.

#### **Section J – Conflict of Interest Policy**

#### Paragraph 1: Purpose

The purpose of the conflict of interest policy is to protect The National Council of Professors of Educational Administration's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Executive Board member or general member of NCPEA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. This statement follows the Internal Revenue Service's guidelines for non-profit organizations.

# **Paragraph 2: Definitions**

#### a. Interested Person

Any member, officer, or member of a committee with Executive Board powers or delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### b. Financial Interest

A person has a financial interest in NCPEA if the person has, directly or indirectly, through business, investment, or family:

- 1. An ownership or investment interest in any entity with which NCPEA has a transaction or arrangement.
- 2. A compensation arrangement with NCPEA or with any entity or individual with which NCPEA has a transaction or arrangement, or

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which NCPEA is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under this section, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### Paragraph 3: Procedures

#### a. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Board and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

# b. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board or committee members shall decide if a conflict of interest exists.

#### c. Procedures for Addressing the Conflict of Interest

- 1. An interested person may make a presentation at the Executive Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- 2. The President of NCPEA shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 3. After exercising due diligence, the Executive Board or committee shall determine whether NCPEA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in NCPEA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination the Board shall make its decision as to whether to enter into the transaction or arrangement.

#### d. Violations of the Conflict of Interest Policy

- 1. If the Executive Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

# Paragraph 4: Records of Proceedings

The minutes of the Executive Board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

# **Paragraph 5: Compensation**

- a. A member of the Executive Board who receives compensation, directly or indirectly, from NCPEA for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from NCPEA for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Executive Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from NCPEA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Paragraph 6: Annual Statements**

Each Executive Board officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

d. Understands that NCPEA is a not-for-profit entity and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### Paragraph 7: Periodic Reviews

To ensure that NCPEA operates in a manner consistent with not-for-profit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to NCPEA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurnment, impermissible private benefit, or in an excess benefit transaction.

# Paragraph 8: Use of Outside Experts

When conducting the periodic reviews as provided for in this section may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring periodic reviews are conducted.

#### **Section K – Amendment**

The Bylaws are an integral part of the Constitution and only may be amended under the same requirements as defined under the Constitution.

#### **Section L – Certification**

We the undersigned certify that the conditions for approval of this Constitution and ByLaws, including amendments, have been met and that this document represents the current Constitution of the National Council of Professors or Educational Administration and replaces all prior Constitutions.

#### Paragraph 1: NCPEA President

Printed Name:	
Signature:	Date:
Paragraph 2: Executive Director	
Printed Name:	
Signature:	Date: