



BYLAWS

March 12, 2010

National Association for Developmental Education
170 Kinnelon Road, Ste. 33
Kinnelon, NJ 07405
Tel: 877-233-9455
Fax: 973-838-7124
(E) office@nade.net (WEB) www.nade.net

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**NATIONAL ASSOCIATION
FOR
DEVELOPMENTAL EDUCATION**

BYLAWS

ARTICLE I: NAME

The name of this organization shall be the National Association for Developmental Education (hereinafter referred to as NADE or the Association).

ARTICLE II: INCORPORATION

- A. The Association shall be incorporated as a non-profit organization registered in the state of Illinois.
- B. The Association shall establish a Registered Agent and Registered Office in the state of Illinois in compliance with the laws of the state of Illinois.

ARTICLE III: OBJECT

The object of NADE is to increase the academic success of students by

- A. Providing professional development to our members through conferences and workshops at the state, regional, and national levels; disseminating high-quality information through a variety of media; and promoting and sponsoring research.
- B. Identifying and disseminating information on exemplary models of practice.
- C. Providing leadership through public awareness activities, policy development, and advocacy for students.
- D. Promoting, assessing, and supporting student learning and successful educational outcomes.
- E. Expanding the theory and knowledge upon which the profession is based.
- F. Coordinating efforts with other organizations and individuals within the United States and abroad that have goals in harmony with NADE.
- G. Facilitating communication among members through newsletters, special mailings, emerging technology communication systems, and other dissemination media.
- H. Improving its infrastructure to meet current needs and anticipate future trends.

ARTICLE IV: MEMBERS

Section 1: Membership Categories

There shall be two classes of membership: Individual and Institutional. Both Individual Members and Members belonging to the Association through an Institutional Program (IP) membership have voting rights in the Association.

Section 2: Eligibility for Membership

Individual Association membership may be of three types:

- A. Active Professional: Those individuals who are actively involved in post-secondary developmental studies programs or in the administration of them, or those who are otherwise interested in the purpose of NADE;
- B. Retired Professional: Those who continue to enhance post-secondary education for students in need of developmental and learning assistance or who are otherwise interested in the purpose of NADE and who are 55 years of age or more and formally retired from their careers;
- C. Student: Those who are training for careers in developmental studies areas or disciplines related to the student learning processes and who are enrolled in appropriate coursework either full- or part-time.

Institutional membership shall be held by institutions that offer developmental programs, employ professionals engaged in such programs, or are otherwise interested in the purpose of the Association.

Section 3: Dues

Dues are payable annually. The membership year is current for one year from the date of payment of dues. The amount and structure of dues shall be set by the Executive Board.

ARTICLE V: OFFICERS

Section 1: Elected Officers

The elected officers of NADE shall be the President, President-Elect, Vice President, Secretary, and Treasurer.

Section 2: Nomination and Election of Officers

- A. The Elections Committee, a standing committee of this Association is responsible for implementing procedures to fill elected offices and administering Association-wide balloting. It shall consist of a chair, appointed no later than six months prior to the annual conference, and three members recommended by the President and appointed by a majority approval of the Executive Board. The President-Elect shall oversee the Committee's activities and ensure the integrity of elections.
- B. The Elections Committee shall request and accept nominations from the membership and forward all nominations and a recommended list of nominees to the Executive Board for review no later than ninety days before the opening of the annual conference – or earlier if existing policies and procedures require. Criteria in use by the committee for establishing the recommended list shall be provided to the membership on request and shall be consistent with the principles and purposes of the Association, timely, and in the Association's best interests and priorities.
- C. The Elections Committee shall distribute to the membership a ballot of the final list of nominees. The ballot shall be sent to the membership no later than thirty days prior to the opening of the annual conference.
- D. Elected officers shall be elected by a plurality of members in good standing who return a ballot.

Section 3: Terms of Office

Elected officers shall serve two-year terms or until their successors are elected, except as noted below, and shall alternate in the following manner to provide continuity to Board activities:

- A. Installation of the Vice President shall be in even-numbered years.
- B. Installation of the Secretary shall be in even-numbered years.
- C. Installation of the Treasurer shall be in odd-numbered years.
- D. The term of office for the President-Elect shall be one year, with annual elections for the office of President-Elect.
- E. The President-Elect shall become President immediately upon expiration of the preceding President's term.
- F. Two-year terms of office shall commence on the final day of the annual conference and end on the penultimate day of the annual conference two years hence, and one-year terms of office shall commence on the final day of the annual conference and end on the penultimate day of the following annual conference.

Section 4: Removal from Office

- A. When an elected officer of the Association acts in a manner contrary to NADE's purposes, both explicit and implied, or contrary to the positive advancement of the Association, or performs the duties and responsibilities of the office held in an insufficient or unsatisfactory manner, this officer may be removed and the office declared vacant. There shall be two types of removal: temporary (suspension) and permanent (impeachment).
- B. When, in the opinion of the majority of the Executive Board or upon written petition by no less than one sixth of the membership in good standing, the removal of an officer is in the best interests of the Association, the highest-ranking officer of the remaining Executive Board shall inform the officer charged in writing of the Board's decision, or of the membership's petition, and of the reasons for such action. Such

notification must be verifiable and shall allow a time limit for response from the officer charged of not more than 60 days from receipt of notification. From the time of the Board's decision until the end of the response period, the officer charged shall be suspended and without the privileges of office. If further procedures clear all charges, the individual shall be reinstated without prejudice. If charges are brought by membership petition, the highest-ranking member of the remaining Board shall appoint an advocate for the petitioning membership drawn from members of the Advisory Council (NADE Chapter Presidents) and acceptable to the initiating membership. This advocate shall be responsible for representing the petitioning membership's interests through all proceedings.

- C. If, by the end of the response period (outlined in Article V, Section 4B above) the officer charged has not responded, the Board shall inform the officer that either the temporary removal has been rescinded and the officer has been reinstated without prejudice, or that the removal has reverted to permanent status and the office is declared vacant. Two votes of the remaining Board members are required to enact permanent removal; three votes, for rescinding and reinstatement. The officer charged shall be notified in writing of the Board's decision within seven days of the decision's date.
- D. If the officer charged responds to the Board's accusations, the officer is entitled to a full hearing before the Board, to an appeals hearing, or both. Convened by the highest-ranking officer remaining on the Board, the officers shall meet in Executive Session for a resolution of differences. This full hearing shall result in either a full reinstatement as so voted by three of the remaining officers, or a permanent removal, as so voted by two of the remaining officers. The Board's decision shall be transmitted in writing to the officer charged, with explanations and rights of appeal.
- E. Upon written request of the officer removed, either in response to the Board's initial notification of suspension or as a result of the Board's full hearing and removal decision, the highest-ranking officer remaining shall convene an appeals hearing within 45 days of receipt of the request before three officials. These officials shall be:
 - 1. One Past-President of the Association, agreed upon by the majority of the remaining Board members;
 - 2. One member of the Advisory Council (NADE Chapter Presidents), chosen by the majority of remaining Board members. The officer removed may reject the Advisory Council's choice twice.
 - 3. One member of the practicing profession in good standing in the Association, chosen by the officer removed. The Board may reject the officer's choice twice. The responsible representative of each side shall present arguments to the officials whose decision for reinstatement or non-reinstatement shall be final. The removed office and the Association shall divide the costs of such a hearing equally.
- F. The Executive Board may dismiss appointed officials at any time during their term of appointment by majority vote as outlined in the ***NADE Policies and Procedures Handbook***.

Section 5: Filling Vacancies

Whenever any officer ceases to be an Association member or ceases to hold office during the term of that office or is removed from office by procedures outlined in Article V Section 4, a vacancy shall be created for that office.

- A. The President, with approval of the Board, shall fill vacancies in the office of Vice President, Secretary, and Treasurer by appointment, until an interim election by ballot can be properly held under the procedures of the Bylaws.
 - 1. If a vacancy occurs within the last six months of an officer's two-year term, an appointment to fill the office may be made until the next regularly scheduled election of that office.
 - 2. If a vacancy occurs within the last six months in the office of Vice President, the President shall appoint an acting Program Coordinator.
- B. In the event of a vacancy in the office of President-Elect, procedures for a special election to fill that position shall begin within 30 days of notification, or the election shall occur at the regularly-scheduled election time, whichever comes first.
- C. If the office of President becomes vacant, the Executive Board shall continue, by majority vote, with the President-Elect as its presiding officer or request the assistance of a President Emeritus for the remainder of the term of office.

Section 6: Appointed Officers

The appointed officers of NADE shall be the chairs of the standing committees and chairs of ad hoc committees as deemed necessary by the Executive Board.

Section 7: Appointment of Officers

Appointed officers shall serve upon the recommendation of the President and subsequent majority approval of the Executive Board. Terms of office for appointed members shall be one year, renewable without restriction.

Section 8: Duties of Appointed Officers

The duties of the chairs of standing and ad hoc committees shall be articulated in the ***NADE Policies and Procedures Handbook*** and presented in writing to each chair upon appointment to the position.

ARTICLE VI: DUTIES OF OFFICERS

Section 1: President

The President shall act as chair and presiding officer of the Executive Board and shall preside at every membership meeting of the Association and at every meeting of the Executive Board. In addition, the President shall

- A. Call and facilitate at least four Executive Board meetings between annual conferences.
- B. Maintain communication and act as Board liaison with all standing committees and SPIN groups.
- C. Maintain communication with the Emeritus Cabinet.
- D. Provide articles on a regular basis to the Journal of Developmental Education.
- E. Act as co-signer for all Association checks.
- F. Serve, or appoint a designee, as a representative of NADE on the Council of Learning Assistance and Developmental Education Associations (CLADEA).
- G. Recommend to the Executive Board and appoint those persons approved to chair standing and special committees.
- H. Act as official spokesperson for the Association in collaboration with the Executive Board.
- I. Ensure the formulation of annual goals to guide Executive Board activity.
- J. Fulfill the duties of presiding officer at NADE conferences in collaboration with the Executive Board and the conference committee.
- K. Report on the Association's status at the annual conference.
- L. Participate on the Journal of Developmental Education Advisory Council.
- M. Plan and facilitate the annual workshop for organization leaders.
- N. Perform additional duties at the discretion of the Executive Board.
- O. Provide a timely transition to the incoming President.

Section 2: President-Elect

The President-Elect shall act as a presiding officer of the Association in the absence of the President and shall assume primary responsibility for the development and coordination of the Association's local chapters. In this capacity, the President-Elect shall

- A. Maintain regular communication and act as primary Board liaison with state and regional chapters.
- B. Participate actively in all Executive Board meetings and provide reports of all activities.
- C. Review and recommend action regarding chapter grant applications in collaboration with the Treasurer.
- D. Participate on the Journal of Developmental Education Advisory Council.
- E. Plan and facilitate the annual workshop for chapter officers in collaboration with them.
- F. Update regularly the leadership notebook in collaboration with the chapter officers and the Secretary.
- G. Collaborate with the Elections Committee chair to include any amendments to the Bylaws on the election ballot.
- H. Maintain and disseminate appropriate listings of all chapter meeting dates.
- I. Provide articles on a regular basis to the NADE Newsletter.
- J. Perform additional duties at the discretion of the President and Executive Board.

- K. Provide timely transition to the incoming President-Elect.

Section 3: Secretary

The Secretary shall be the official custodian of all documents belonging to the Association. In addition, the Secretary will

- A. Participate actively in all Executive Board meetings and provide reports of activities.
- B. Record and disseminate in a timely fashion minutes from all Executive Board meetings.
- C. Prepare a list of decisions made at all Executive Board meetings.
- D. Construct and disseminate, in collaboration with the President, an agenda for each Executive Board meeting based on input from all officers.
- E. Serve as liaison with the Database Manager regarding area of responsibility
- F. Assume responsibility for maintenance and distribution of NADE stationery.
- G. Act as primary liaison to the Web Administrator.
- H. Act as primary liaison to the Archivist.
- I. Maintain and update official copy of all NADE policies and resolutions.
- J. Perform additional duties at the discretion of the President and Executive Board.
- K. Provide timely transition to the incoming Secretary.

Section 4: Vice President

The Vice President shall act as presiding officer in the absence of the President and President-Elect. The Vice President also shall

- A. Participate actively in all Executive Board meetings and provide report of activities.
- B. Maintain regular communication and act as primary Board liaison with current and future conference planners.
- C. Recruit chapters to submit applications to host the annual conference.
- D. Assume responsibility for ensuring accommodations for Executive Board meetings.
- E. Serve as chair of the Exhibit Advisory Committee, and consult with the NADE National Exhibit's Chair and the conference annual conference Exhibit Chair.
- F. Collaborate with conference planners regarding expected Executive Board participation.
- G. Act as primary liaison with approved professional conference and marketing groups.
- H. Perform additional duties at the discretion of the President and the Executive Board.
- I. Provide timely transition to the incoming Vice President.

Section 5: Treasurer

The Treasurer shall supervise, monitor, and finalize all financial transactions of the annual conference and shall be responsible for all activities related to the Association's tax-exempt status. There shall be a certified audit of the Association's books annually or at the Executive Board's request. The Treasurer also shall

- A. Participate actively in all Executive Board meetings and provide reports of activities.
- B. Oversee and coordinate all financial activity of the Association.
- C. Maintain regular communication with the Database Manager regarding financial transactions.
- D. Act as co-signer for all Association checks.
- E. Collaborate with the Association auditor to ensure appropriate financial processes are regularly followed.
- F. Coordinate adoption of the annual budget in collaboration with the Executive Board.
- G. Provide regular financial reports to the Executive Board and other appropriate groups.
- H. Collaborate with the President-Elect to review chapter grant applications.
- I. Collaborate with the Vice President to review conference budgets.
- J. Review and maintain Association insurance policies.
- K. Coordinate tax-related activities.
- L. Perform additional duties at the discretion of the President and the Executive Board.
- M. Provide timely transition to the incoming Treasurer.
- N. Collaborate with the Registered Agent to perform annual corporate maintenance in compliance with the laws and statutes of the state of Illinois.

Section 6: Immediate Past President

The Immediate Past President shall

- A. Provide regular counsel to the Executive Board.
- B. Provide timely transition to the incoming President.
- C. Chair the Emeritus Cabinet.
- D. Provide written report of activities to the Executive Board prior to each Executive Board meeting.

ARTICLE VII: CONVENTIONS

Section 1: Annual Conference

The annual meeting of Association members shall be held in the spring of each year at a time and location specified by the Executive Board. Other meetings of the membership may be held at regular intervals as prescribed by the Executive Board or by the membership at any annual meeting. Notice of the annual meeting shall be sent to all members of the Association at least 60 days prior to the meeting; notice of other membership meetings established by the Executive Board shall be sent to all Association members at least 30 days prior to the meeting.

Section 2: Special Meetings

Special meetings of the Association may be called by the President or three or more officers of the Executive Board and shall be called by the President at the written request of any 50 members of the Association.

Section 3: Attendance

Association members have the right to attend all membership meetings: annual, regular, or special. They may attend other than general meetings as non-voting observers.

ARTICLE VIII: EXECUTIVE BOARD

Section 1: Board Composition

NADE shall be governed by an Executive Board composed of the five elected officers (Article V, Section 1). Each officer's term shall correspond with the term of office to which the member is elected.

Section 2: Duties and Powers

The Executive Board shall have responsibility for interpreting and implementing policy actions adopted at the annual conference. The Executive Board shall also have responsibility for generating policies deemed necessary between annual meetings, provided that such interim policies shall not abrogate the Bylaws of the Association in either intent or letter. The Executive Board shall determine the fiscal year of the Association.

Section 3: Meetings

Meetings of the Executive Board shall be regular and special. Members of the Executive Board shall be notified if the format of the meeting will be synchronous or asynchronous. A regular meeting shall be held four times each year at a time and place designated by the Executive Board. Special meetings may be called by the President and shall be called at the request of any three Association officers. Sufficient notice of any special meeting shall be given to each officer at least five days before the date of any special meeting. The President shall confirm notification of meetings in writing to all officers. The notices shall state the business to be transacted at the special meeting. No other business shall be transacted at the special meetings without the Executive Board's approval.

Section 4: Quorum

Three members of the Executive Board shall constitute a quorum of the Executive Board.

ARTICLES IX: COMMITTEES

Section 1: Appointment of Committees

Except in those cases delineated below or elsewhere in these Bylaws, the President, with the concurrence of the Executive Board, shall name standing and ad hoc committees as needed to conduct Association activities.

Section 2: Standing Committees

The standing committees of the Association shall consist of the following:

- A. Adjunct Faculty
- B. Archivist
- C. Awards
- D. Bylaws
- E. Chapter Development
- F. Cultural Diversity
- G. Elections
- H. International
- I. Marketing
- J. NADE Conference
- K. NADE Digest
- L. Newsletter
- M. Political Liaison
- N. Professional Development
- O. Professional Job Opportunities
- P. Professional Liaison
- Q. Research

The composition, manner of selection, and duties of these committees are articulated in the ***NADE Policies and Procedures Handbook***.

Section 3: Ad hoc Committees

- A. With the Executive Board's concurrence, the President may establish or reappoint yearly committees serving the members' interests.
- B. The President and Executive Board may establish task-oriented special committees. Such committees will operate within the purposes and objectives of NADE, be specifically charged, and be automatically dismissed upon completion of their task(s).

Section 4: Emeritus Cabinet

The Emeritus Cabinet shall be composed of all past Association officers who remain members in good standing. This cabinet shall be chaired by the Immediate Past-President and shall serve in an advisory capacity to the Executive Board on matters for which the Executive Board seeks its counsel. Past Presidents of the Association shall receive a lifetime membership.

Section 5: Advisory Council

The Advisory Council shall be composed of NADE local chapter presidents or their representatives. The Advisory Council shall serve in a consulting capacity to the Executive Board in policy matters for which the Executive Board seeks its counsel.

Section 6: Certification Council

The Certification Council functions as a standing council of NADE with the NADE President-elect acting as liaison between the Executive Board and the Certification Council. The Council shall be composed of qualified NADE members nominated by any NADE member in good standing. Such nominees as qualify are then recommended by the Certification Council to the NADE President for majority approval by the Executive Board. This Council shall

serve to promote student success and professional growth of developmental educators by setting standards of best practice, emphasizing the use of theory to inform practice, and supporting effective evaluation and quality research in developmental education and learning assistance programs.

The composition, duties, policies and procedures of the Council are articulated in the ***NADE Policies and Procedures Handbook*** and the ***Certification Council Policies and Procedures Manual***.

Section 7: SPINS

The Special Professional Interest Networks (SPINs) shall be composed of groups of individuals with specific interests related to the field of Developmental Education. A new SPIN can be created by a majority vote of the Executive Board.

The composition, duties, procedure for creating a new SPIN, and rationale for eliminating a SPIN are articulated in the ***NADE Policies and Procedures Handbook***.

ARTICLE X: CHAPTERS

The Association will promote and authorize the establishment of chapters by

- A. Including local chapters that shall consist of at least 25 members in good standing at the time of certification. The Executive Board may waive the rule requiring 25 members in special circumstances.
- B. Investing in the Executive Board the responsibility to approve, review, and/or rescind certification of local chapters.
- C. Requiring that the organization and/or operation of local chapters be consistent with the intent of the Association's Bylaws.

ARTICLE XI: PARLIAMENTARY AUTHORITY

Section 1: Robert's Rules of Order (Rev. Ed.)

Robert's Rules of Order (Rev. Ed.) shall be the parliamentary authority for Association proceedings and shall govern all meetings unless any such rule shall be inconsistent with or is otherwise specified by these Bylaws.

Section 2: Roll Call Vote

In all meetings any member may demand a roll call vote except for meetings involving the election of officers. The Executive Board shall determine the method of voting.

Section 3: Parliamentarian

The President may appoint a parliamentarian for all official meetings of the Association from among those in attendance.

ARTICLE XII: AMENDMENT OF BYLAWS

Upon recommendation of the Bylaws Committee, or at the initiation of the Executive Board by majority vote, or by a member in good standing in the Association when supported by a petition signed by not fewer than 20 members in good standing, adoption or amendment of the Bylaws shall be brought to a vote by the Elections Committee at the annual conference or to a ballot at other times during the year. Sufficient information regarding the Bylaws and their proposed amendments/adoption shall be provided to the membership in good standing not less than 30 days prior to the annual conference or to the required date of the ballots' return. Action taken at the annual conference may be by roll call vote, but a ballot shall be required if such a vote is challenged by any 10 members in good standing. Ratification requires a plurality of those ballots cast.

ARTICLE XIII: INITIATIVE, REFERENDUM, AND RECALL

Any Association officer may be recalled, any proposed action on behalf of the Association may be initiated, or any action taken by the Executive Board on behalf of the Association may be referred to the membership. These actions shall be done by means of a properly worded petition setting forth the action requested. The petition must be signed by one sixth of the members of the Association. Any action or initiative, referendum or recall shall require a noticed motion and a majority vote of the membership or two thirds of those members present at any annual spring meeting of the Association.

ARTICLE XIV: BUSINESS AFFAIRS OF NADE

Section 1: Severable or transferable Interest

No member shall have any severable or transferable interest in the property of the Association.

Section 2: Appropriation of Association Funds

No appropriation of Association funds shall be made except pursuant to the authority of the Executive Board, as outlined in Article VIII.

Section 3: Control and Management

All property of the Association shall be subject to the control and management of the Executive Board. Except upon dissolution of the Association, the Executive Board must approve in advance any accumulation or disposal of property.

Section 4: Dissolution

Dissolution of the Association shall be in accordance with the laws of the state of Illinois.

Section 5: Disposal upon Dissolution

Upon dissolution of the Association, none of its property shall be distributed to any of the members. All of its property shall be transferred to organization(s) the Executive Board determines to have purposes and activities most consonant with those of the Association, provided that such other organization(s) shall be exempt under Section 501 (c) (3) of the Internal Revenue Code or a corresponding provision of the Internal Revenue Laws.

Section 6: Challenge of Executive Decision to Dispose

In the event of dissolution, the Executive Board shall submit by mail to members in good standing a plan of dissolution and proposal to dispose of Association property if formally requested by a petition of not less than 20 members. Such a plan and/or proposal shall be mailed 60 days before any action is taken and must be supported by a plurality of members returning ballots. The voting shall be conducted in a fashion consistent with the election procedures as outlined in Article V, Section 2, and administered by the Elections Committee.