

ADULT AND COMMUNITY EDUCATORS OF FLORIDA, INC.
A NON-PROFIT ASSOCIATION
BYLAWS

ARTICLE I PURPOSE

The purpose of the Adult and Community Educators of Florida, Inc. association is to improve and expand the availability of adult, literacy, technical, community, and workforce education to the people of Florida. To that end, the association shall seek to provide:

A. REPRESENTATION:

Represent the interests of institutions, agencies, corporations, associations, or individuals that provide, or are supportive of, adult, literacy, technical, community, and workforce education;

B. PROMOTION:

Promote cooperative relationships with regional, state, local, and national organizations that support adult, literacy, technical, community, and workforce education;

C. ENCOURAGEMENT:

Encourage public and private partnerships among local, state, regional and national organizations, agencies and businesses, and adult, literacy, technical, community, and workforce education;

D. SUPPORT:

Monitor local, state and national legislation, rules, and regulations; encouraging those which are beneficial to adult, literacy, technical, community, and workforce education, and opposing those which are detrimental to the fulfillment of our mission;

E. STAFF DEVELOPMENT:

Develop in-service opportunities for individuals engaged in adult, literacy, technical, community, and workforce education programs and related activities.

ARTICLE II MEMBERSHIP CATEGORIES

Membership is open to all persons supportive of adult and community education. All memberships are annual and shall renew on their anniversary date or the next business day thereafter. Membership is divided into categories for which the board shall establish dues and privileges:

A. PROFESSIONAL MEMBERSHIP:

Shall include individuals who are actively engaged in adult and community education as their primary professional responsibility. Professional members are entitled to vote in all elections and to hold office if qualified;

B. ASSOCIATE PROFESSIONAL MEMBERSHIP:

Shall include, but not be limited to, part-time, adult and community educators, volunteers, and other individuals who have an interest in adult and community education, but do not qualify or wish to be considered for professional membership. Associate members are entitled to vote for district directors and may be nominated to run for that office. Associate members cannot vote for, or be elected to, statewide office. Upon nomination for district director, and before the election, an associate professional member must upgrade their membership to the professional membership level.

C INSTITUTIONAL MEMBERSHIP

An institution, corporation, or association with an interest in adult and community education may become a member of the association through an institutional subscription, and as such, shall be entitled to one vote in all elections.

ARTICLE III LEADERSHIP

The association shall be governed by its board of directors and its officers, whose terms shall commence on July 1st of each year.

A. BOARD OF DIRECTORS:

The board of directors shall consist of:

- 17 district directors;
- ex-officio directors - (unspecified number)

1. Qualifications:

a. All Directors:

shall be Florida residents;
shall be professionals with significant adult and community education responsibilities;
shall, upon being nominated, certify support from their employers or agencies with regard to participation and financial commitment for travel;
shall agree to attend at least three (3) of the four (4) yearly meetings of the board.

b. District Directors:

shall be elected for a term of two years by vote of the qualified membership in the association's district in which the candidate works;
shall be elected from odd-numbered districts in even numbered years;
shall be elected from even-numbered districts in odd-numbered years.

c. Ex-Officio Directors:

are individuals whose role, affiliation, or relationship to the purpose of the association justifies their appointment;
shall not be limited to a fixed number;
shall be appointed on an annual basis by the board, acting on nominations from the president, and shall have no vote.

2. Board Vacancies:

a. Notification:

It is the responsibility of each director to notify the president of the board of any change in status, district or agency affiliation, financial support, or Florida residency.

b. Determination:

Any change in the qualifications of a director shall be considered by the board. Upon determination that a board vacancy has occurred, a special election may be held.

B. OFFICERS:

Statewide officers of the board of directors shall consist of the:

| | | |
|-----------------|----------------|-----------|
| President | Past-President | Secretary |
| President-Elect | Treasurer | |

1. Elections:

The president-elect shall be elected by the voting membership of the association, and shall serve consecutive terms as president and past-president. The president, upon assuming office, shall nominate the treasurer and secretary for approval by the board.

2. Qualifications:

Officers of the board:

shall be directors when elected;
shall agree to take an active leadership role, participating in organized activities of the board and the association.

3. Terms of Office:

a. Term of Service:

Officers shall serve a term of one year, beginning on July 1st of the calendar year in which elected, and ending on June 30th of the next calendar year. The secretary and treasurer of the association, however, shall serve no more than two (2) consecutive terms in the same office.

If the beginning or ending dates of an officer's term are changed by the bylaws or otherwise, an appropriate transition provision shall be specified by a board directive, and shall not require an amendment to the bylaws.

b. Term Interruptions

If for any reason, the president of the association does not complete his or her term of office, the president-elect shall assume the office of president for which he or she was originally elected.

In this event, the board will make a determination as to the need for a special election to fill the then vacant position of president-elect.

If the president-elect of the association is unable to complete his or her term of office, the board may hold a special election, presenting a slate of one or more candidates to the general membership for a vote.

4. General Duties:

In addition to assignments specific to each office, officers of the board shall chair or serve on one or more standing committees as well as on ad hoc committees as requested. Each officer shall perform other duties as assigned by the board or by the president of the board:

a. The President:

The office of president is filled by the president-elect after he or she has served a one-year term as president-elect. The president shall:

preside at all meetings of the board and of the association;
chair the executive committee;
serve as the official spokesperson for the association.

b. The President-Elect:

The president-elect shall be elected in a statewide election, by a majority - 50% plus one (1) - of votes cast by members of the professional membership category. If no candidate receives a majority vote, a run-off election will be held. Eligibility for this position includes a minimum of one year's service on the board.

c. The Past-President

The past-president shall assume custodial responsibility for the bylaws and procedural manual. In an attempt to maintain consistency and tradition in the area of board action, the past-president shall serve the role of advisor and unofficial historian to the president and other officers of the board.

d. The Secretary:

The secretary shall be responsible for:
chairing the Nominations and Election Committee;
the preparation and distribution of board minutes and other reports.

e. The Treasurer:

The treasurer shall be responsible for:
submitting quarterly reports to the board;
presenting the proposed annual budget in June;
presenting the annual conference expenditure report.

C. RESPONSIBILITIES OF THE BOARD:

The board shall have, but not be limited to, the following responsibilities:

1. Policies:

The board shall have the general power of the association to formulate policies of the association;

2. Executive Director:

The board is responsible for the overall management of the association and shall appoint an executive director who shall be responsible for the day-to-day operations of the association. In all association activities, the executive director shall be subject to, and responsible for, implementing the policies and procedures as set by the board, and for complying with applicable bylaws. If the position of executive director becomes vacant, the executive committee of the board may appoint an acting executive director to serve until a permanent replacement is named.

3. District Boundaries:

At least every ten (10) years, district boundaries shall be re-examined and determined by the board. District boundary changes shall take effect at the first even and odd year elections following realignment. The board may, alternatively and at its discretion, provide for special one-year terms for appropriate district directors in order to effectively implement realignment.

4. Signatory Responsibility:

The board may delegate or contract signatory responsibility for reports, forms, and similar items that the association is legally required to file.

5. Voting Mandate:

The board must vote either for or against a motion. If a member believes that a conflict of interest exists with regard to any specific motion, he or she should state the facts forthwith. The board shall then make a determination concerning whether or not a conflict exists. If the board finds that the facts indicate a conflict of interest, the member in question shall abstain from the vote on the issue in question.

6. Annual Reports:

The board shall adopt, ratify, or accept, as appropriate, all annual reports and other matters of similar nature, unless another procedure is specified in the bylaws relating to a particular issue. The president's annual report shall be distributed to the board 30 days prior to the conclusion of his or her term of office. After acceptance by the board, the president's annual report shall be distributed to the membership-at-large before the date of the annual conference.

7. Equal Opportunity Association:

The board shall ensure that the activities and employment opportunities of the association will be offered without regard to race, sex, national origin, marital status, age, religion, sexual orientation or disability.

D. COMMITTEES OF THE BOARD

1. Committee Appointments:

Committee chairs, and members of all standing committees of the board, shall be appointed by the president of the association, who also serves as an ex-officio member on each committee. Committee chairs are responsible for reporting committee activities to the president and to the board.

2. Standing Committees:

The board shall recognize the following standing committees:

a. The Finance Committee

shall be composed of 3 – 5 members of the board
shall be chaired by the treasurer
shall assist the executive director in preparation of the annual budget
shall assist the treasurer as needed

b. The Conference Committee:

shall be responsible for organizing the annual conference.

c. The Executive Committee:

consists of the president, the president-elect, the past-president, the secretary, and the treasurer;
shall be responsible for the fiscal affairs of the association;
shall be responsible for bringing critical issues to the attention of the board and for implementing the actions of the board;
may act in place of the entire board in emergency situations.

d. The Legislative Committee

shall be responsible for recommendations to the board on all matters relating to legislation, rules or regulations;
may report directly to the executive committee, which may act as circumstances require.

- e. The Membership Committee
is responsible for recruiting, retaining, and orienting new members;
shall coordinate efforts with office staff who are assigned membership responsibilities with the association;
is responsible for recommending those persons on whom honorary membership should be conferred.
- f. The Nominations and Election Committee:
is chaired by the secretary;
is responsible for nominations and implementing elections to fill board vacancies.
- g. The Personnel Committee:
shall be responsible for screening and recommending candidates for executive director of the association;
shall conduct the annual assessment of the executive director of the association.
- h. The Strategic Plan Committee(s)
shall implement a strategic response to issues that are identified by the board during its annual board retreat.

2. Ad Hoc Committees:

The president is empowered to appoint ad hoc committees as deemed necessary to conduct the business of the board and of the association.

ARTICLE IV MEETINGS

Robert's Rules of Order shall govern the proceedings of the annual meeting, all board meetings, and all committee meetings unless another standard is previously adopted.

A. BOARD MEETINGS

1. Frequency:

The board shall meet at least four times per year. The board also shall meet at the discretion of the president, or at the call of two-thirds (2/3) of the members of the board.

2. Notification:

A 30-day notice is required for board meetings, unless such notice is waived by two-thirds (2/3) of the members of the board.

3. Quorum:

A board quorum is comprised of 50% plus one (1) of the total number of voting directors. If a quorum is not present, the executive committee may vote to poll the absentee members by mail, email, or by phone.

B. ANNUAL MEETING

The annual meeting of the association shall be held at the annual conference. The membership will be given at least three (3) months notice of the time and place of the meeting. In advance of

the annual meeting, membership will be notified that the following are available in the office of the association:

- the annual financial statement,
- the audit committee report.

ARTICLE V FINANCE

A. Expenditures

Expenditures shall be made in accordance with the Policies and Procedures Manual as approved by the board of directors and shall be paid only by check or other written order from association funds.

B. Liability Insurance

The association shall provide appropriate liability insurance for association staff and for board members.

C. The Executive Director

shall be bonded,

shall have sole check signing authority:

for checks not to exceed an amount set by the board;

for checks relating to salary, as delegated by the president;

shall, with the president or other officer of the executive board, co-sign checks which exceed an amount set by the board.

ARTICLE VI AFFILIATIONS

By majority vote, the board may join, contribute to, or affiliate with, other appropriate local, state, and national organizations in order to further the purposes of the association. The term of each affiliation will be negotiated on an individual basis.

ARTICLE VII AMENDMENTS

Association by-laws may be adopted, amended, or repealed in any of the three following ways:

A. By the board

The board may adopt, amend, or repeal any provision of the bylaws by two-thirds (2/3) vote at any meeting of the board provided that:

at least a thirty-day written notice of the intended action is given to the board members; the notice shall include the full text of the proposed action.

B. By the association:

The membership of the association may adopt, amend, or repeal any provision of the bylaws provided that 30-day notice, including the full text of the intended action, has been given to membership:

1. At the annual meeting:

By approval, with two-thirds (2/3) vote of the eligible members present.

2. By U.S. or electronic mail:

By two-thirds (2/3) approval vote of the ballots returned, provided that:

the board previously approved the proposed action by a majority vote;

the membership is given a minimum of 30 days to review the proposed changes prior to voting.

ARTICLE VIII

DISSOLUTION

The association may be dissolved by resolution approved by two-thirds (2/3) vote of the board of directors. The text of the proposed dissolution shall provide for legally terminating the association's existence and also shall specify the disposition of assets remaining at the time of dissolution.