

Delaware Association for Adult and Community Education Constitution and Bylaws

Article 1. Name

The name of the Association shall be the Delaware Association for Adult and Community Education (DAACE).

Article 2. Vision Statement

The vision for DAACE is that continuous learning and constant improvement is essential to sustain professional excellence in providing quality services to our students. It is the duty of DAACE to represent the interests, concerns, and talents of adult and community education professionals and volunteers. We are committed to improving and expanding adult and community educational programs, and also the many services that can enhance the quality of life for all Delawareans.

Article 3. Mission Statement

The mission of DAACE is to spearhead statewide effort in lifelong learning, to link individuals involved in adult, continuing and community education, to address common concerns and shared goals.

Article 4. Goals

The goals of the Association shall be:

1. **Public Awareness:** to encourage involvement and to advocate legislation and public support for the advancement of adult, continuing and community educators.
2. **Networking and Inter-agency Cooperation:** to assist and encourage individuals and organizations to join in collaborative or multi-agency approaches to meeting mutual needs.
3. **Leadership Development and Professional Growth:** to promote and provide opportunities for the professional development of adult, continuing and community educators.
4. **Use of Resources:** to assist and encourage the effective use and exchange of resources to meet the needs of individual, organizations and programs.

Article 5. Membership

Membership in the Association is open to any individual or organization engaged in or supportive of the philosophy, principles, and practices of adult, continuing or community education. To become a member, individuals or organizations must complete a membership form and pay dues on an annual basis. No individual or organization will be considered a member of the Association unless a current membership form is on file and dues for the current year have been received.

Each member (whether an individual or an organization) shall be required to submit a current membership form and pay dues of a sum set by the Board of Directors. The membership year and fiscal year is July 1 through June 30.

Individual members support the mission and goals of the Association and are entitled to one vote.

Organizational members represent an organization involved in adult, continuing or community education. Organizational membership will entitle the organization to three voting representatives who shall be designated on the membership form.

Article 6. Meetings

There shall be at least one meeting of the general membership of the Association held each year. Members shall be notified of the time and place established by the Board of Directors.

A general meeting open to all members will be held for the purpose of the election of officers and Board members and review of the year's activities.

Meeting of the Board of Directors will be held at least four times per year. Members of the Board shall be notified by the Secretary of the time and place of the Board meeting.

Members of the Board of Directors may be replaced after three consecutive absences from Board meetings at the discretion of the Board.

The President may call special meetings of the Board of Directors and must call a special meeting upon the written request of five members of the Board. Members of the Board shall be notified of the time and place of special meetings at least one week in advance.

Article 7. Quorum

General Membership. A quorum at a duly announced general meeting shall consist of one half of the members present.

Board of Directors. A quorum for a meeting of the Board of Directors shall consist of eight members.

Article 8. Terms, Duties and Qualifications of Officers

No person shall be elected or appointed or shall continue to serve as an officer of the Association unless that person is a member of the Association.

Duties of the officers and directors shall be those usually associated with their offices as stated below or as may be later assigned by the Board of Directors.

The Board of Directors shall approve committee appointments, shall give guidance to program planning, and shall make recommendations for action by the Association.

- The President is the Executive Officer of the Association and shall preside over all meetings of the Board and the general meetings. The President shall be responsible for all meeting, programs, policies, and activities as specified by the Board and shall serve as ex-officio member of all committees except the Nominating Committee.

- The President-Elect shall be responsible for all program planning and shall assume all of the duties of the President when the President is absent or is unable to serve. The President-Elect shall also perform such other duties as may be assigned by the President or Board.
- The Recording Secretary shall be the custodian of the minutes, and the Constitution and Bylaws of the Association. The Recording Secretary shall record all minutes and votes of the members of the Association and of meetings of the Board of Directors. The Recording Secretary shall prepare and send notices of meeting and shall handle all correspondence.
- The Membership Secretary shall maintain a current roster of all members and shall be responsible for conducting a continuous program for the recruitment of new members of the Association.
- The Treasurer shall have oversight of all the monies belonging to the Association. The Treasurer or designee shall receive all such monies and deposit same in the Association's account(s) in a bank(s) or other financial institution(s) designated by the Board. The Treasurer shall oversee all payments of debts and obligations of the Association as approved by the Board. The Treasurer, President-Elect, President, and one other Board member shall be designated by the Board to sign checks on behalf of the Association. Two signatures are required on all checks. The Treasurer shall present a report on the financial status of the Association at the general meetings of the membership and all meetings of the Board of Directors. The Treasurer shall oversee the maintenance of a record of all accounts for all receipts and expenditures using generally acceptable accounting procedures. All records shall be submitted for a written review annually. An independent audit shall be conducted every three years.

The President-Elect, Recording Secretary, Membership Secretary and Treasurer shall be elected at the annual general membership meeting and shall serve a term of two years. The President-Elect shall automatically succeed to the office of the President at the end of the current President's term of office.

Article 9. Officers/Executive Board

The Executive Board of the Association shall be the President, President-Elect, Recording Secretary, Membership Secretary, and Treasurer.

Article 10. Board of Directors

There shall be a Board of Directors comprised of all elected officers, the State Director or designee and the elected Board of Directors.

Each county shall be represented by three elected Directors. The Board of Directors shall be elected annually for a term of one year.

- Duties. The Board of Directors shall formulate and monitor the long-range plans and policies including an annual strategic plan, budget and publish an annual report.

The Board of Directors shall approve committee appointments, shall give guidance to program planning, and shall make recommendations for action by the Association. It shall be the responsibility of the Board of Directors to replace officers and other members for the duration of the term when a vacancy occurs.

- Decisions. While the Board of Directors is expected exercise general supervision over the property and officers of the Association, no decisions calling for the suspension of the Constitution and Bylaws or the expenditure of Association funds can be made except at a regular or special meeting of the Board in which a quorum is present.

There shall be a Nominating Committee of at least three non-Board members and two Board members including representation from each county. The President of the Association, subject to approval by the Board of Directors, shall appoint the members of the Nominating Committee at least three months prior to the election date set by the board of Directors. One member shall be named as chairperson by the President.

The State Director, Advisor and Lead Student Worker of the student organization, OAASIS, are non-voting members of the Board.

Article 11. Role of the Executive Director

- Fundraising
- Report to the Board of Directors
- Follow established job description.

Article 12. Standing Committees and Task Forces

The following Standing Committees may be appointed by the President with the approval of the Board of Directors:

1. Legislative
2. Membership – Membership Secretary as chair
3. Conference
4. Finance – Treasurer as Chair
5. Certification
6. Scholarship & Grants
7. Annual Report – Finance committee member, membership secretary, recording secretary, conference committee representative, and one board member from each county.

The President, with the approval of the Board of Directors, may appoint task forces to serve specific purposes of the Association. Each task force shall function for a specified period of time.

Article 13. Resignation/Removal

In the event of the resignation of the President, the President-Elect shall assume the presidency of the Association, and the Board shall designate an interim President-Elect. In such an event the President-Elect shall serve as President for the unexpired term of the former President prior to assuming elected duties as President.

In the event of the resignation of the President-Elect, Recording Secretary, Membership Secretary, or Treasurer, the Board shall designate an interim officer to fill the position. This interim officer shall serve for the unexpired term for the officer replaced.

Members of the Board of Directors may be replaced after three consecutive meetings at the discretion of the board.

Article 14. Elections

Elections shall be held at the annual meeting. A simple majority of members voting shall constitute an election. Voting by proxy shall not be permitted.

Article 15. Parliamentary Authority

The rules contained in Robert's Rules of Order, newly revised, shall govern the proceedings of the Association, except in areas governed by the bylaws and special rules adopted by the Association.

Article +16. Indemnification

The directors, officers, agents and employees of the Association shall be indemnified by the Association to the fullest extent permitted under the Delaware General Corporation Law for their expenses (including attorney fees), judgments (including interest), fines and amounts paid in settlement in connection with any threatened, pending or completed action, suit or proceeding in which such person is a party or is threatened to be made a party by reason of the fact that he or she is or was a director, officer, agent or employee of the Association.

Article 17. Amendment

The Constitution and Bylaws may be amended by a two-thirds vote of the members present at a duly announced general membership meeting provided the proposed amendments were submitted to the membership in writing at least two weeks in advance of the meeting. The proposed amendments shall be initiated by the Board of Directors and presented to Association members.

Article 18. Dissolution

Upon dissolution of the Association or the completion of its affairs after paying or making provision for the payment of all the liabilities of the Association, all of its assets shall be distributed exclusively to charitable, scientific, literary or educational organizations that would qualify under Section 501C3 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

DAACE Constitution & ByLaws

Revised May 2006 (Retyped & saved electronically February 2008)