

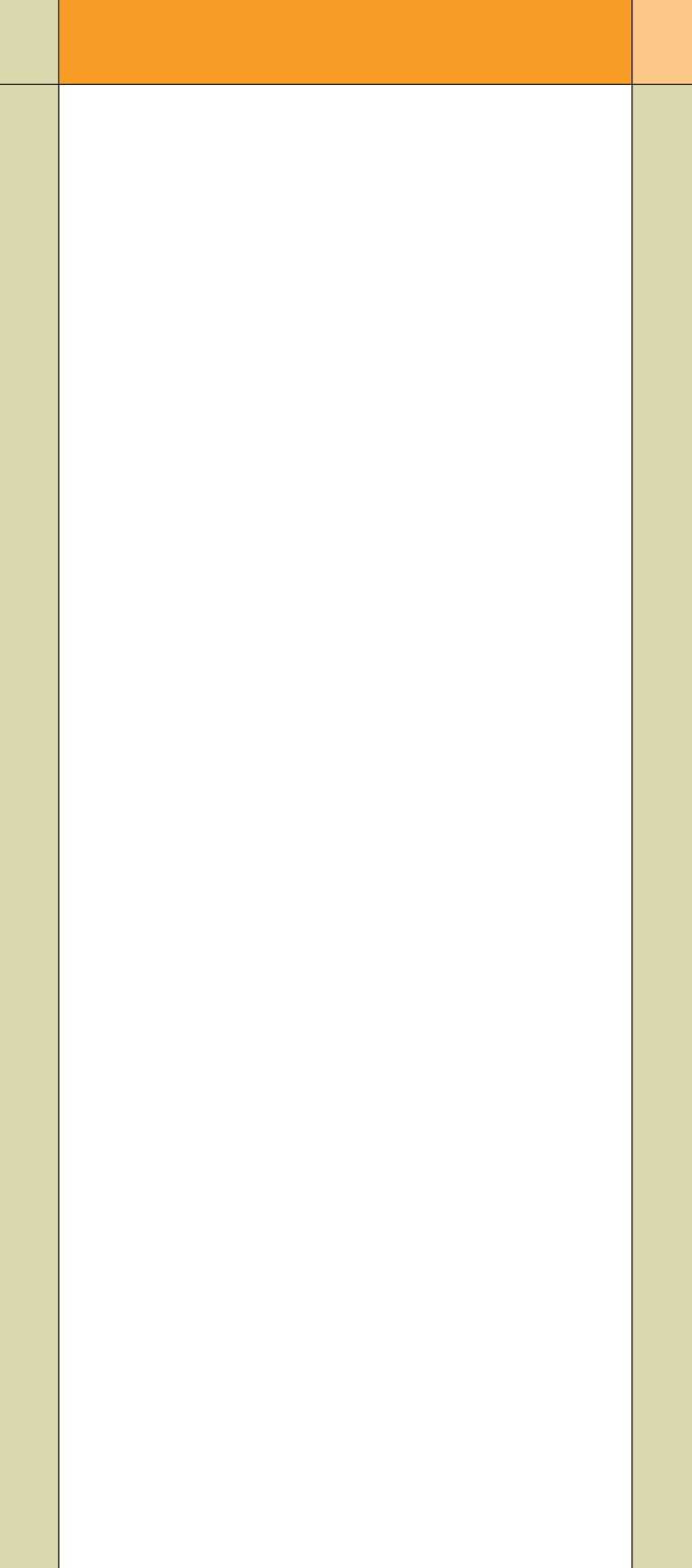


**CONSTITUTION & BYLAWS**  
of **ASCD**<sup>®</sup>

**ADOPTED 2013**

(Effective January 3, 2014)





## PREAMBLE

*We believe society's need for broad, informed civic participation demands a high-quality, self-renewing system of education for all. In order to sustain a productive and diverse international community of educators to meet that need, ASCD has organized and adopted this Constitution.*

# CONSTITUTION & BYLAWS of ASCD<sup>®</sup>

2014



## ARTICLE I: NAME

The name of this organization shall be the Association for Supervision and Curriculum Development, doing business as ASCD. The organization shall be referred to within this document as ASCD.

## ARTICLE II: STATEMENT OF PURPOSE AND OBJECTIVES

The purpose of ASCD shall be to promote excellence and equity in education for the success of all learners. Objectives and activities of the organization shall be dedicated to improving learning, teaching, and leadership. This statement of both purpose and objectives is in addition to, not in lieu of, the purposes and objectives stated in the Articles of Incorporation and neither restricts nor limits the general powers of ASCD.

All activities shall be conducted in a manner consistent with the requirements of the Internal Revenue Code and regulations relating to organizations described in Section 501(c)(3) of the Code, as now or hereafter amended.

## ARTICLE III: MEMBERSHIP

### **Section 1.**

There shall be two categories of membership: individual and institutional. The period of membership shall be 12 calendar months from the date the membership is processed.

### **Section 2.**

Any person who wishes to support the purpose of ASCD and to share in its work shall be eligible for membership and may become an individual member by paying the required annual fees. An individual member shall be entitled to vote, to hold offices for which eligible, to participate in affairs of ASCD, and to receive benefits as provided for the fees paid. An organization may become an institutional member on payment of the annual fees. Such institutional members shall be entitled to receive the benefits as provided for the fees paid.

## ARTICLE IV: OFFICERS

### **Section 1.**

The officers of ASCD shall be a President, a Vice President, and an Executive Director.

### **Section 2.**

The President and Vice President shall be elected annually from the Board of Directors to serve a one-year term. The President can serve no more than two terms.

### **Section 3.**

The President shall chair the Board of Directors.

### **Section 4.**

The Executive Director shall be appointed by the Board of Directors and serve at the Board's pleasure. The Executive Director shall be the Executive Officer, Treasurer, and Secretary of ASCD. As Executive Officer, the Executive Director shall (1) prepare the annual financial report and the annual budget under the supervision of the Board of Directors; (2) maintain a current policy statement handbook; and (3) make contracts. As Treasurer, the Executive Director shall (1) have custody of ASCD funds and see that they are deposited in banks approved by the President; and (2) have custody of the books of ASCD, ensuring that they contain a full and accurate account of all monies received and disbursed, as well as other required records. As Secretary of ASCD and the Board of Directors, the Executive Director shall (1) prepare and maintain custody of minutes of meetings of these groups; and (2) perform other duties as designated by the Board of Directors. The Executive Director shall serve without voting power.

### **Section 5.**

The Board of Directors may remove any ASCD officer at any time with or without cause. Election or appointment of an officer shall not of itself create contract rights.

## ARTICLE V: BOARD OF DIRECTORS

### **Section 1.**

The Board of Directors shall be composed of eight members (elected at large by the general membership), who shall each serve a term of four years; up to three members (appointed by the Board of Directors), who shall each serve a term of up to four years to ensure diversity; and the Executive Director. A simple majority of the members of the Board of Directors shall constitute a quorum of that body.

### **Section 2.**

The Board of Directors is responsible for ensuring that ASCD's policies, programs, and services are implemented consistent with ASCD's values and beliefs and is empowered to (1) elect a President and a Vice President (from the Board of Directors); (2) approve ASCD's strategic framework; (3) establish external and internal reviews to improve ASCD's effectiveness; (4) adopt, revise, and monitor the implementation of policies and position statements; (5) fulfill ASCD's fiduciary responsibilities; (6) allocate ASCD's resources; (7) take action in response to recommended positions and convene the ASCD Forum if necessary; (8) align resources to the strategic framework and approve budget to accomplish the plan; (9) employ and annually review the performance of the Executive Director; (10) establish working groups to accomplish the work of the Board; (11) fill vacancies until the next election of the Board members elected by the general membership; (12) review and take action on recommendations for the constitutional review process; (13) review and approve applications for affiliate status and ASCD partnerships and alliances; and (14) examine, on a regular basis, its own performance and invest in Board development.

### **Section 3.**

The officers and the Executive Director shall constitute an Executive Committee. The Executive Director shall serve as a nonvoting member of the Executive Committee. The Executive Committee shall assume the duties of the Board of Directors in the intervals between meetings of the Board.

## ARTICLE VI: ASCD FORUM

### Section 1.

The ASCD Forum is advisory to the Board of Directors and is convened at the discretion of the Board of Directors.

### Section 2.

The ASCD Forum shall be representative of affiliates, constituent groups, and other stakeholders. The number of ASCD Forum members, their terms of service, and their scope of work will be determined on an ad hoc basis by the Board of Directors.

## ARTICLE VII: AMENDMENTS TO THE CONSTITUTION/BYLAWS

These Constitution/Bylaws may be amended by using a ballot transmitted by mail or by such other means as may be authorized by the Board of Directors, and any such amendment shall require the affirmative vote of two-thirds of the individual members who reply, provided that notice of the proposed amendment has been circulated to the membership at least three months prior to the voting.

## ARTICLE VIII: ASSETS ON LIQUIDATION

No part of the net income, revenue, assets, and grants of ASCD shall inure to any member, officer, or private individual (except that reasonable compensation may be paid for services rendered in connection with one or more of ASCD's purposes), and no member, officer, or private individual shall be entitled to share in the distribution of any part of the assets of ASCD on its dissolution or liquidation. In the event of such dissolution or liquidation, the assets of ASCD, after payment of debts and obligations, shall be transferred to an organization with federal tax exemptions for charitable and educational uses and purposes similar to those of ASCD, which exempt organization shall be designated by the final Board of Directors of ASCD.

## ARTICLE IX: FISCAL YEAR

The fiscal year shall begin on September 1 and continue through August 31 of the succeeding year.

## ARTICLE X: ANNUAL MEETING OF THE MEMBERS

### Section 1.

ASCD shall schedule an annual meeting. At this meeting there will be reports, the opportunity to hear from individuals or groups, and the transaction of any other business that the Board of Directors wishes to refer to the members in attendance.

### Section 2.

Except as otherwise provided by the Virginia Nonstock Corporation Act (the “Virginia Code”), ASCD shall give members 10–60 days’ advance written notice of the date, time, and place of that meeting.

### Section 3.

The Board of Directors shall fix in advance the record date for meetings, elections, or actions that may require a determination of members. These dates may not be fixed more than 70 days in advance.

### Section 4.

At least 10 days before each meeting of members, the Secretary of ASCD shall make a complete list of the members and their addresses. For a period of 10 days prior to the meeting, this list shall be subject to inspection by any member during usual business hours at ASCD’s principal office. The list shall also be produced and kept open for inspection during any meeting of members.

## ARTICLE XI: ELECTIONS

### Section 1.

All applicants for positions on the Board of Directors shall hold membership in ASCD.

### Section 2.

ASCD shall conduct an annual election using a ballot transmitted by such means as may be authorized by the Board of Directors to eligible members, who elect members to the Board of Directors. The election shall be conducted as follows: (1) the Nominations Committee submits a ballot containing nominees for Board of Directors positions;



(2) ballots shall be transmitted 45 days prior to the close of the election; (3) ballots shall be counted by representatives of an outside audit firm; and (4) candidates receiving the highest number of votes shall be declared elected.

### **Section 3.**

The terms of officers and members of the Board of Directors shall begin on July 1 of each year.

## **ARTICLE XII: QUORUM**

One hundred individual members of ASCD shall constitute a quorum for the purpose of voting at the annual meeting of members.

## **ARTICLE XIII: CORPORATE RECORDS**

### **Section 1.**

ASCD shall keep as permanent records (1) Articles of Incorporation and all amendments; (2) ASCD bylaws and all amendments; (3) records of all members; (4) minutes of all meetings of the members and of the Board of Directors for the past three years; (5) records of all actions taken by the members or Board of Directors without a meeting for the past three years; (6) records of all actions taken by a committee of the Board of Directors on behalf of ASCD; (7) all written communications to members within the past three years; and (8) the most recent annual report delivered to the commission under §13.1-936 of the Virginia Code.

### **Section 2.**

Subject to certain requirements and limitations set forth in §13.1-933 of the Virginia Code, members are entitled to inspect and copy certain books and records of ASCD. Members must request to do so in writing at least five business days in advance, stating their purpose and specifying the records desired. A proper purpose must include assurance that the request is being made in good faith and that any nonpublic information will be held in strict confidence. Members may view and copy records at ASCD's principal office or at a reasonable location specified by ASCD during regular business hours.

## ARTICLE XIV: AFFILIATION

### Section 1.

Affiliation with ASCD is available to a state or province, a group of states or provinces, or a country or group of countries for the purposes of promoting ASCD as defined in Article II—Statement of Purpose and Objectives. The Board of Directors shall act on applications for affiliation from all groups. A group requesting affiliation must have purposes, membership requirements, and an ongoing program consistent with that of ASCD. The Board of Directors shall determine the criteria by which a group is deemed to meet the definition of affiliation and the minimum criteria to continue affiliation. Affiliates are expected to carry out their activities in a manner consistent with the policies and objectives of ASCD and the provisions of the Constitution. An affiliate failing to do so may be disaffiliated by a two-thirds vote of the full membership of the Board of Directors.

### Section 2.

No group that is a geographical part of an affiliate may become an affiliate of ASCD.

### Section 3.

ASCD may establish and maintain liaisons with affiliated and nonaffiliated groups whose purposes are consistent with those of ASCD.

## ARTICLE XV: WORKING GROUPS

Working groups of ASCD shall be appointed and specifically charged in writing with their responsibilities. The charge shall be consistent with the purpose of ASCD. The Board of Directors shall provide direction and assistance for the activities of working groups it establishes.

## ARTICLE XVI: EXPENDITURES

The funds of ASCD shall be disbursed in accordance with annual budgets as approved by the Board of Directors. The Executive Director shall receive and disburse the funds of ASCD and make an annual accounting to the Board of Directors, which shall be responsible for proper auditing of accounts.

## ARTICLE XVII: PARLIAMENTARY PROCEDURES

*Robert's Rules of Order Newly Revised* shall be the authority governing all matters of procedure not otherwise specified in this Constitution.

## ARTICLE XVIII: LIMITATION ON LIABILITY

To the maximum extent permitted by §13.1-870.1 of the Virginia Code, in any proceeding brought by or in the right of ASCD or brought by or on behalf of the members of ASCD, no damages shall be assessed against an officer or director arising out of the actions or inactions taken by such officer or director in the name of or on behalf of ASCD.

The liability of an officer or director shall not be limited as provided in this article if the officer or director engaged in willful misconduct or a knowing violation of the criminal law.





*ASCD is a global community dedicated to  
excellence in learning, teaching, and leading.*

*ASCD's innovative solutions promote the  
success of each child.*

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