

PSDC Bylaws

Article I Name and Mission

Section 1: This organization shall be known as the Pennsylvania Staff Development Council (the "corporation" or "PSDC") and shall be affiliated with the National Staff Development Council (NSDC).

Section 2: *The mission of the Pennsylvania Staff Development Council is to provide leadership which promotes and supports the continuous professional growth of educators who strive to ensure the academic success of all students.*

Section 3: In order to achieve our mission, Pennsylvania Staff Development Council is an organization which:

- (a) Facilitates networking and collaboration focused on improving student learning and achievement.
- (b) Supports the implementation of national and state standards, reform initiatives and high quality professional learning.
- (c) Provides resources supporting best practices and the NSDC Standards for professional learning.

Article II Membership and Dues

Section 1: Any person interested in professional learning shall be eligible for active membership.

Section 2: The membership year shall coincide with the annual Pennsylvania Staff Development Council Institute. Membership dues shall be established annually by the Board of Directors.

Article III: Board of Directors and Officers

The Board of Directors shall have the final responsibility for the formulation of the policies and the overall management of the Pennsylvania Staff Development Council. The "corporation" shall indemnify any Board member or officer, or a former Board member or officer, or any person who is serving or has served at the corporation's request as a Board member or officer against expenses actually and necessarily incurred by him/her in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which he/she is or may be made a party by reason of being or having been such Board member or officer, provided (a) he/she is adjudicated or determined not to have been negligent or guilty of misconduct in the performance of his/her duty to the corporation, (b) he/she is determined to have acted in good faith in which he/she reasonably believed to be the best

interest of the corporation, and (c) in any matter the subject of a criminal action, suit, or proceeding he/she is determined to have had no reasonable cause to believe that his/her conduct was unlawful. The determination as to (b) and (c), and in the absence of an adjudication as to (a) by a Court of competent jurisdiction, the determination as to (a) shall be made by the Board of the corporation acting at a meeting at which a quorum consisting of Board members who are not parties to or threatened with any such action, suit, or proceeding is present.

Section 1: Any individual holding an active membership is eligible for membership on the Board of Directors, subject to Board approval. The Board of Directors shall have full responsibility to:

- (a) Govern the organization in accordance with its Bylaws;
- (b) Monitor the implementation of the Mission Statement, policies, procedures and guidelines;
- (c) Develop and adopt the annual operating budget;
- (d) Develop and implement strategic plans.

Section 2: The officers of the Pennsylvania Staff Development Council shall be President, President-Elect, Secretary, and Treasurer. Each Board member and officer shall be an active member of the Pennsylvania Staff Development Council and the National Staff Development Council.

Section 3: The responsibilities of the Officers shall be as follows:

- (a) The President shall preside over all meetings of the Council and of the Board of Directors, issue notices of meetings, appoint all members of committees, see that all provisions of the Bylaws are fulfilled by appropriate officers and committee chairpersons, serve as liaison to external agencies for any business involving the Pennsylvania Staff Development Council, and serve as ex-officio member of all committees. It is the responsibility of the President to maintain a copy of all minutes, records, and documentation, which, at the conclusion of his/her term of office, will be given to the next elected president.
- (b) The President-Elect shall preside in the absence of the President and serve as chairperson of the annual Pennsylvania Staff Development Council Institute and perform other duties as specified by the President. The President-Elect shall assume the office of President if this office is vacated before the expiration of the term and shall assume the office of President at the expiration of the presidential term.
- (c) The Secretary shall keep records and minutes of all meetings of the Council and the Board of Directors, be responsible for all correspondence, and perform other duties as specified by the President. The secretary shall also archive board meeting minutes and all Pennsylvania Staff Development Council committee/affiliate meetings. The secretary shall also maintain the strategic plan and bylaws, copies of brochures, agendas, programs, pictorial records, thus serving as the historical archivist. It is the

responsibility of the secretary to give all minutes, records, and documentation at the conclusion of his/her term of office to the next appointed secretary.

(d) The Treasurer shall serve as chair of the Budget Committee and will be responsible for receiving monies for the Pennsylvania Staff Development Council, paying all bills authorized by the President, keeping an accurate and current record of all receipts and expenditures of the Pennsylvania Staff Development Council's funds, maintaining accurate membership lists indicating dues paid, recommending interest-bearing accounts when appropriate, and making reports at Board meetings and at other times as requested by the President. The treasurer shall also renew non-profit status as required, file income taxes, and manage the credit card account.

(e) The immediate Past-President shall serve as an advisor to the President. The immediate Past-President shall serve as Chairman of the Nominating Committee.

(f) Additional duties of each officer shall be as outlined in the policy manual adopted by the Board.

Section 4: The Board of Directors of the Pennsylvania Staff Development Council shall consist of: officers of the Pennsylvania Staff Development Council, immediate Past-President, regional representatives, and representatives from the Pennsylvania Department of Education, Pennsylvania State Education Association, and other organizations, as agreed upon by the Board. A majority of the membership of the Board shall constitute a voting quorum. All members of the Board of Directors shall hold active membership in Pennsylvania Staff Development Council and National Staff Development Council.

Section 5: The term for officers shall be two years.

Section 6: Any position on the Board of Directors may be declared vacant by a simple majority vote of the Board should it become necessary due to non-performance of duties. The name of any member who misses two Board meetings for any reason from September to June shall be brought to the Board for discussion and vote about continuation or termination.

Article IV: Committees

Section 1: The Board shall establish sub-committees as necessary, and shall serve and be represented on each committee of the organization.

Section 2: All committees will consist of no fewer than two members. Standing committees will include, but are not limited to:

(a) The Nomination Committee shall be chaired by the immediate Past President. The committee shall be responsible for conducting the process of the annual nomination of the officers. The Nomination Committee shall be responsible for the process of filling a vacancy on the board. Any person wishing to be considered for nomination to the Board must be an active member of the Pennsylvania Staff Development Council and an active participant in the one of the standing sub-committees, which are the Nominating Committee, the Program Planning Committee, the Communications Committee, the Membership Committee, the Budget Committee, and the Awards Committee.

(b) The Program Planning Committee shall be chaired by the President-Elect. The committee shall be responsible for the coordination of conferences and programs designed to further the mission of the Pennsylvania Staff Development Council. The President-Elect will work collaboratively with the Treasurer to create, maintain, and report a budget for each event planned by the organization.

(c) The Budget Committee shall be chaired by the Treasurer and shall include the officers of the Board. The committee shall be responsible for the overall financial management of the organization and the creation of the budget.

(d) The Communications Committee shall be chaired by a member of the Board. It will be responsible for generating interest in the Pennsylvania Staff Development Council through a variety of media.

(e) The Membership Committee shall be chaired by a member of the board, and shall be responsible for membership drives, membership solicitation and promoting the maintenance of existing memberships.

(f) The Awards Committee shall be chaired by a member of the Board and shall support and recognize innovative initiatives and best practices in professional development.

(g) The additional responsibilities of all committees shall be as outlined in the policy manual adopted by the Board.

Section 3: The President is authorized to appoint ad hoc committees as needed.

Section 4: All committees shall operate according to the guidelines in the Bylaws.

Article V: Meetings

Section 1: The Board of Directors will meet at least three times a year to conduct the business of the organization.

Section 2: The President may call additional meetings as required.

Article VI: Elections

Officers:

The Past-President will convene the Nomination Committee in the Spring of a President's first year term to develop a slate of nominees for President-Elect, Secretary, and Treasurer. This slate of officers must be current Board members who meet the qualifications for those positions.

At the conclusion of the first year of a President's term, the Past President will announce at the June Board meeting, the slate of officers nominated for the next President-Elect, Treasurer, and Secretary. For example, prior to the June, 2010 Board meeting, the Past-President and the Nominations Committee will nominate a President-Elect (who must have served on the 2008 and 2009 annual Institute committees), a Secretary, and a Treasurer who will begin their 2-year term of office in June, 2011. At the June, 2011 Board meeting, no votes are needed; therefore, no nominations must be made. Prior to the June, 2012 Board meeting, the Past-President and the Nomination Committee will nominate the officers who will begin their 2-year term of office in June, 2013, and so on.

Board Members:

At the conclusion of the first year of a President's term, the Past President will announce at the June Board meeting, the slate of officers nominated for the next President-Elect, Treasurer, and Secretary. For example, prior to the June, 2010 Board meeting, the Past-President and the Nominations Committee will nominate a President-Elect (who must have served on the 2008 and 2009 annual Institute committees), a Secretary, and a Treasurer who will begin their 2-year term of office in June, 2011. At the June, 2011 Board meeting, no votes are needed; therefore, no nominations must be made. Prior to the June, 2012 Board meeting, the Past-President and the Nomination Committee will nominate the officers who will begin their 2-year term of office in June, 2013, and so on.

Article VII. Amendments

The Bylaws may be changed with previous notice by a two-thirds vote of the Board.

Article VIII: Governance

All business shall be conducted in an orderly manner consistent with these Bylaws and by any special rules of order the organization may adopt.

Article IX: Internal Revenue Service

The purpose for which the Pennsylvania Staff Development Council is

organized is exclusively educational as defined in the Internal Revenue Law and notwithstanding any other provision of those articles. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from the Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code (1954) or the corresponding provisions of any future United States Internal Revenue Law.

Article X: Dissolution

If at any time the Pennsylvania Staff Development Council shall cease to carry out the purposes as herein stated, all assets and property held by the Pennsylvania Staff Development Council, whether in trust or otherwise, shall after the payment of all liabilities, be paid over to The National Staff Development Council.