

Alabama Community Education Association, Inc. Bylaws and Articles of Incorporation

ARTICLE I – TITLE

The name of this nonprofit organization shall be Alabama Community Education Association, Inc., hereinafter referred to as ACEA.

ARTICLE II – OFFICE LOCATION

The principal office of ACEA shall be located in the office of the President. All records, i.e., minutes of the meetings of boards of directors as well as general membership, bylaws, financial records, and other reports and documents important to ACEA shall be maintained in this office.

ARTICLE III – MEMBERSHIP

The membership shall consist of those persons who initially signed the Certificate of Incorporation and all persons received into membership as hereinafter provided. Membership is open to all individuals and groups who either work in or support Community Education in Alabama. Each member of ACEA shall become a member of the corporation upon adoption of these bylaws.

Individual: Full membership is open to each person who actively supports the growth and development of Community Education in Alabama, and who pays the annual Conference dues. An individual with a full membership in ACEA is entitled to hold any office or position of leadership in the association. Furthermore, he is entitled to one vote on all association business. Other special benefits of this membership shall include:

- Access to the annual Membership Directory on the ACEA website and you will receive a copy of the current bylaws, if amended.
- Qualifying for price discounts on ACEA-sponsored conference/workshop fees.
- Receiving a copy of other reports or publications that may be disbursed among the members.

ARTICLE IV – DUES

Section 1 – Annual Dues

The amount an individual must pay in order to become an ACEA member shall be determined by the board of directors on an annual basis. To date, dues have been set to \$25.00 per Individual.

Section 2 – Membership

Although an individual may join ACEA at any time, the annual membership drive is conducted in the spring culminating with the annual ACEA meeting. The twelve-month membership year begins on the day the annual conference begins. The membership fee is not prorated for those joining at a later time. In order to obtain membership and voting privileges at the annual ACEA meeting, dues must be paid on or before the first day of the conference.

ARTICLE V – MEMBERSHIP MEETING

Section 1 – Statewide Annual Conference

The Statewide Annual Conference of the members of ACEA shall be held each year at a time, place, and location determined by the board of directors, hereinafter referred to as the Board, for the purpose of inducting officers and directors and transacting other such business as may be brought before the membership.

Section 2 – Special Meeting

A special meeting of the members may be called by the president, vice- president/president elect, a majority of the Board, or by the president or secretary, upon written request of ten (10) or more members in good standing and entitled to vote.

Section 3 – Place of Meeting

The Board may designate any place within the state of Alabama as the site for any annual or special meeting.

Section 4 – Notice of Meeting

Written or printed notice stating place, day, and hour of the meeting shall be given before the date of the meeting personally, by mail, or by the direction of the secretary to each member entitled to vote. Such notice shall be delivered not less than ten (10) and not more than thirty (30) days before the date of the meeting. In case of a special meeting or an annual meeting at which special action is to be taken, such notice shall be deemed delivered when addressed to the member at the address printed in the Membership Directory and deposited in a mailbox of the United States Postal Service. If given personally, such notice shall be deemed delivered when handed to the member or when left at his/her place of business or residence.

Section 5 – Quorum

Twenty-five percent (25%) of ACEA members entitled to vote and represented in person shall constitute a quorum at a meeting of members. If less than a quorum is present, the members may adjourn the meeting. At such a meeting at which a quorum shall be present, any business may be transacted as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of members to leave less than a quorum.

Section 6 – Absentee Voting

A member entitled to vote may vote by absentee ballot in the event he/she cannot attend the scheduled meeting or conference. An official ACEA Absentee Ballot shall be prepared and made available by the Nominations Committee. Only this official ballot shall be accepted to be counted. An ACEA member must request, in writing, an absentee ballot at least two (2) weeks prior to a meeting at which voting is to take place. This ballot shall be returned in a sealed envelope to the Nominations Committee on or before the opening meeting date of the conference at which the vote is to be taken. Absentee votes will be possible only on election of Board officers, Board members, and other items of business that have been pre-published and included on the official ACEA Absentee Ballot.

Section 7 – Voting Members

Each eligible voting member shall be entitled to one vote on each matter submitted in advance to be voted on at a meeting of members. This privilege shall include voting for all Board officers and Board members.

Section 8 – Informal Action by Members

Any action required to be taken at a meeting of the members, or any action which may be taken at a meeting of the members may be taken without a meeting if consent in writing, setting forth the action taken shall be signed by all of the members entitled to vote with respect to the subject thereof. Such written consent shall have the same effect as a unanimous vote of the members.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 – Responsibilities

The business and affairs of ACEA shall be managed by the Board of Directors (Board). Without limiting the generality of the foregoing, the Board shall

- (a) Prepare and administer the annual budget.
- (b) Prepare an annual progress and financial report.
- (c) Establish policies governing the publication of reports and proceedings of ACEA.
- (d) Receive, consider, and publish annual reports of the secretary, treasurer, committees, and commissions, and shall submit same with recommendations to members at large.

Section 2 – Composition

In order to run for office, a candidate must have paid a full individual membership fee (included in the conference registration fee or paid separately) before the first day of the annual statewide conference.

The Board shall consist of the following:

- (a) The officers of ACEA, i.e., a president, a vice-president/president elect, and a secretary. A treasurer shall be recommended by the president and appointed by the Board.
- (b) Nine regional members who must be residents of or employed in the same geographic areas from which they choose to run and who must be ACEA members. These nine (9) members shall be elected as follows:

- (i) Three active individual members from the Northern Region elected by the ACEA membership of the Northern Region.

The Northern Region shall be comprised of the following 22 counties:

| | | |
|----------|------------|-----------|
| Blount | Fayette | Marion |
| Calhoun | Franklin | Marshall |
| Cherokee | Jackson | Morgan |
| Cleburne | Lamar | St. Clair |
| Colbert | Lauderdale | Walker |
| Culman | Lawrence | Winston |
| Dekalb | Limestone | |
| Etowah | Madison | |

- (ii) Three active individual members from the Central Region elected by the ACEA membership of the Central Region.

The Central Region shall be comprised of the following 19 counties:

| | | |
|----------|-----------|------------|
| Autauga | Elmore | Pickens |
| Bibb | Green | Randolph |
| Chambers | Hale | Shelby |
| Chilton | Jefferson | Sumter |
| Clay | Lee | Talladega |
| Coosa | Perry | Tallapoosa |
| | | Tuscaloosa |

- (iii) Three active individual members from the Southern Region elected by the ACEA membership of the Southern Region.

The Southern Region shall be comprised of the following 26 counties:

| | | |
|-----------|----------|------------|
| Baldwin | Crenshaw | Marengo |
| Barbour | Dale | Mobile |
| Bullock | Dallas | Monroe |
| Butler | Escambia | Montgomery |
| Choctaw | Geneva | Pike |
| Clarke | Henry | Russell |
| Coffee | Houston | Washington |
| Conecuh | Lowndes | Wilcox |
| Covington | Macon | |

One new Board member will be elected each year from each region for a three-year term.

Section 3 – Consultants

The Board may appoint consultants to ensure that all views of the membership are represented. These consultants shall not have voting privileges.

Section 4 – Ex-officio Members

These members shall serve without voting privileges and shall represent the following:

- (a) State Department of Education, Community Education Section
- (b) State of Alabama, specifically, resident(s) serving on:
 - (i) National Community Education Advisory Council
 - (ii) National Community Education Board of Directors
 - (iii) National Afterschool Association Board of Directors
 - (iv) Alabama Afterschool Community Network
- (c) ACEA, specifically, immediate past president
- (d) Two 21st Century grantees shall be elected to serve for three year terms.

Section 5 – Tenure

- (a) The officers shall be members of the Board for the duration of their tenure as officers of ACEA.
- (b) Each Board member shall be elected for a Board term of three (3) years.
- (c) Ex-officio members shall be members of the Board for the duration of their tenure in the appointed or elected office which entitles them to a seat thereon, except in the case of the immediate past president who will serve one year.

Section 6 – Annual and Other Regular Meetings

The regular annual meeting of the Board shall be held immediately after and at the same place as the annual meeting of the members, without the necessity of notice of such meeting. The Board shall hold regular meetings at least four (4) times a year. The times and places for such meetings shall be established by the president subject to notice requirements hereinafter specified.

Section 7 – Special Meetings

Special Meetings of the Board may be called by the president, vice-president or any two (2) Board members. The person(s) authorized to call a special meeting of the Board shall fix a place, within the state of Alabama; the date; and the time for holding such meeting.

Section 8 – Meeting Notice

Notice of any regular or special meeting shall state the date, time, place, and purpose of the meeting. Notification may be given by any of the following methods:

(a) Written Message

Written notice shall be delivered at least forty-eight (48) hours in advance of said meeting, handed in person or by leaving such notice at the place of business or residence of Director, or by depositing such notice in the United State mail, postage prepaid, addressed to the Board Director at his/her address as it appears in the ACEA Membership Directory.

(b) Verbal Notification

Notice may be given in person or by telephone, at least twenty-four (24) hours in advance of said meeting.

(c) E-Mail or others. . .to include but not limited to these stated.

Section 9 – Quorum

If a Board member cannot attend a meeting, he or she shall appoint another ACEA member from that region, to represent him/her at the specific meeting or they may participate electronically. In the event the Board member or appointed alternate does not attend the meeting, the majority of those present shall constitute a quorum.

Section 10 – Vacancies

Any vacancy occurring on the Board may be filled by the affirmative vote of the majority of the remaining Board Members though less than a quorum of the Board. A Board member elected to fill a vacancy shall be elected to serve for the unexpired term of his/her predecessor.

Section 11 – Removal of a Member of the Board

Any member of the Board of Directors who fails to attend two Board meetings without sending a representative (as outlined in Section 9) shall be notified that failure to attend a third meeting constitutes automatic removal from the Board. If a member thus removes himself/herself from the Board by failure to participate, the vacancy will be filled following the procedure outlined in Section 10.

Any member of the Board of Directors may be removed from office by two-thirds (2/3) vote of the members entitled to vote who are present at a meeting of members. A petition requesting such removal, signed by one-sixth (1/6) of the members entitled to vote must be secured and presented to the Board of Directors, who must call a special meeting of members for the purpose of consideration of removal of the Director.

ARTICLE VII – WAIVER OF NOTICE

Any notice required to be given under the provisions of these Bylaws or otherwise may be waived by the member or director to whom such notice is required to be given.

ARTICLE VIII – OFFICERS

Section 1 – Positions

The officers of the corporation shall be a president, vice-president/president-elect and a secretary elected by the at-large membership. A treasurer shall be recommended by the president and appointed by the Board.

Section 2 – Qualifications

All officers of the corporation must be active individual members, in good standing, of Alabama Community Education Association.

Section 3 – Election

All officers, except the treasurer, shall be elected by ballot of the members as set forth in the election procedures. The treasurer shall be an officer appointed by the Board upon recommendation of the president.

Section 4 – Term of Office

All officers shall hold office for a term of one (1) year; or until qualified successors shall have been elected; or until death, resignation, or removal of an officer in the manner hereinafter provided. The incoming officers shall take office at the final general session of the annual meeting. All officers shall be residents of or employed in the state of Alabama during their entire term of office. The initial officers shall serve a term of one (1) year.

Section 5 – Removal

Any officer who fails to attend a Board meeting, except in case of illness, shall be notified that failure to attend a meeting constitutes automatic removal from the Board. If a member thus removes himself/herself from the Board by failure to participate, the vacancy will be filled following the procedure outlined in Section 6.

Any officer may be removed from office by two-thirds (2/3) vote of the members entitled to vote who are present at a meeting of members. A petition requesting such removal signed by one-sixth (1/6) of the members entitled to vote must be secured and presented to the Board of Directors, who must call a special meeting of members for the purpose of consideration of the removal of the officer.

Section 6 – Vacancy

A vacancy in any office on account of death, resignation, removal, disqualification, or otherwise, may at any regular or special meeting, be filled by the Board for the unexpired portion of the term.

Section 7 – President

The president shall be the chief executive officer of the corporation and shall have general supervision of all business and affairs of the corporation; see that all orders and resolutions of the Board are carried into effect.

Section 8 – Vice-president/President-elect

The vice-president/president-elect shall exercise the functions of the president during the absence or disability of the president. This person shall have such powers and shall perform such duties as may be assigned him/her by the Board of Directors; sign all contracts and other instruments of the organization which may be authorized. Upon termination of the president's term of office, the vice-president/president-elect shall assume the office of president.

Section 9 – Secretary

The secretary shall attend all sessions of the Board and all meeting of the members and record all votes and minutes of all proceedings. He/she shall keep and pass on a notebook containing these records as well as other important documents of his/her tenure; assure that all notices are given in accordance with the provisions of these bylaws, or as required by law; keep in safe custody and pass on the records and history documents of the corporation; and perform such other duties as may be assigned to him/her by the Board or President.

Section 10 – Treasurer

The treasurer shall be the chief financial officer of the corporation; have custody of all funds and securities of the corporation; keep full and accurate accounts of receipts and disbursements; deposit all monies and valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements; render to the president and Board whenever they may require it, an account of his/her transactions as treasurer and of the financial condition of the corporation; make an annual financial report to the Board; and perform such other duties as may be assigned to him/her by the Board.

Section 11 – Delegation of Duties

In case of the absence of any officer of the corporation or for another reason that the Board may deem sufficient, the Board may delegate any or all of the powers or duties of any officer to any person(s), providing a majority of the entire Board concurs therein.

ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 1 – Nominations and Elections Committee

The president shall appoint a nominations and elections committee, herein after referred to as N/E committee, not later than twelve (12) weeks prior to each annual meeting. This committee shall consist of three (3) active individual members of ACEA; with a lead member on the Board of Directors of ACEA.

Section 2 – Nominations

Prior to the annual statewide conference, the Nominations committee shall publicize to the general membership the vacant positions on the Board. The Nominating committee shall receive from the membership written nominations for each vacant position. In the event no nominations are received, the N/E committee will solicit a minimum of two active individual ACEA members in good standing to run for each position. A member of the N/E committee may not run for office. Any active member other than N/E committee members shall have the right to submit his/her own name for an available office.

Section 3 – Ballot

The N/E committee shall prepare a ballot including the name of each person whose name has been submitted as a candidate and the offices for which ACEA members have been nominated. The N/E committee shall develop three distinctive ballots, i.e., a different color for each region, and list names of candidates for the region as well as for at-large positions.

Section 4 – Election

The election shall be held during the statewide annual conference according to the following procedure:

- (a) The president shall announce titles of offices that are to be filled and read names of candidates for each office, both regional and at-large.
- (b) The election shall be by ballot.
- (c) The Nominating committee shall have a list of eligible voters by region. Ballots shall be issued only to ACEA members on the voter-eligible list. A member must sign that he/she received a ballot as part of Conference sign-in.

Section 5 – Absentee Ballot

Absentee voting is vital to the association. Refer to ARTICLE V – MEMBERSHIP MEETINGS, Section 6 – Absentee Voting.

Section 6 – Election Results

The Nominating committee shall tally the votes. Absentee ballots requested and returned prior to opening of the conference as specified in

ARTICLE V – MEMBERSHIP MEETINGS

Section 7 – Absentee Voting

Absentee voting shall be included in the tally. Nominees receiving the majority of votes cast for each officer's and director's position shall be declared elected. In the event no candidate receives a majority of the votes cast for any office, a runoff election shall be held immediately between the two who received the most votes for that position(s).

Section 8 – Installation of ACEA Officers

Newly elected officers shall be properly presented to the membership and installed into office. The installation of new officers will take place prior to the close of the session of the annual statewide conference. New officers shall assume responsibilities at the next business session.

Section 9 – Induction of ACEA Board Member (s)

Newly-elected Board members shall be properly presented and inducted into office by close of the annual statewide conference. New Board member(s) shall assume position and responsibilities at the ACEA Board meeting following the conference.

ARTICLE X –
STANDING COMMITTEES, JOINT COMMITTEES, AND COMMISSIONS

The establishment of committees shall be the responsibility of the president, with the approval of the Board of Directors.

ARTICLE XI –
AFFILIATIONS

Section 1 – NCEA

The Alabama Community Education Association shall be affiliated with the National Community Education Association and the National Afterschool Association.

Section 2 – Other

Recommendations for affiliation and disaffiliation by the association with other groups shall be voted upon by the members at large.

ARTICLE XII –
FINANCE

Section 1 – Fiscal Year

The fiscal year of the association shall be established as July 1 through June 30.

Section 2 – General Fund

The general fund of the association shall consist of the income from the receipt of dues from members; interest on bank deposits; investments of general fund fees; receipts from advertising and sales of association publications or services; and any other funds received by gift, bequest, devise, or transfer to the association for general fund purposes. Fiscal policies and procedures, not otherwise provided for in these Bylaws, may be adopted by the Board.

Section 3 – Receipts and Disbursement, General Fund

All monies paid to the general fund of the association shall be turned over to the treasurer who shall hold said monies in safekeeping. Monies shall be disbursed only by checks and other written orders which shall be co-signed by the treasurer and a board member designated by the president. Deposits shall also bear the two signatures.

Section 4 – Permanent Fund

The permanent fund shall consist of the properties and permanent investments of the association together with any other funds and properties received by gift, bequest, devise, or transfers for deposit in the permanent fund. The permanent fund shall be in the charge of the Board of Directors that shall provide for the safekeeping of such funds including the right to invest such funds for the improvement of properties by way additions and replacements, or for the purchase of new properties. All other expenditures from the principal of permanent funds shall be made upon a two-thirds (2/3) vote by the Board. The income from the permanent funds shall be used only to meet the cost of maintaining the association and of publishing the annual volume of proceedings, unless the terms of the gift, bequest, or devise shall otherwise specify, or the Bylaws of the association shall otherwise provide.

Section 5 – Receipt and Disbursements, Permanent Fund

All monies or other assets payable to the permanent fund shall be made only upon written order of the president, secretary, and treasurer of said Board.

Section 6 – Annual Budget

The annual budget of the association shall be prepared by the president for presentation to the Board. The Board, after review and approval thereof, shall direct the printing of the proposed budget for presentation to the members at large. The adoption of the budget, including any amendments thereto, shall be by vote of the members at large during the business session of the annual meeting.

Section 7 – Auditing Committee

There shall be an annual internal audit performed by a CPA within the ACEA Membership, no one performing this internal audit may be an active Board member. An External Audit shall be performed every three years. Findings shall refer to the Board.

Section 8 – Financial Reports

An annual report of the general fund, including income and expenditures for the fiscal year, shall be prepared under the direction of the Board. An annual audit of the funds of the association shall be made by the auditing committee who findings shall be transmitted to the Board. The auditing committee's report shall be printed in the annual financial reports of the members at large. All financial reports shall be reviewed by the Board of Directors prior to the annual meeting of the members at large, and shall be given out for general session or included in Conference Registration Packet and attached with minutes of Board Meeting.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the conduct of the members of the association and of its Board. These rules shall be interpreted by a parliamentarian to be appointed by the president. The parliamentarian is also responsible for guiding the Board to action that is consistent with the Bylaws of this organization.

ARTICLE XIV – LOANS PROHIBITED

Loans to Board members and officers are prohibited. No loan shall be made by the corporation to its directors and/or officers. Any director of the corporation who votes for or assents to the making of a loan to a director or officer of the corporation, and any officer participating in the making of such a loan, shall be jointly and severally liable to the corporation for the amount of such loan until repayment thereof.

ARTICLE XV –
SEAL

The corporation’s seal shall be circular in form and shall have inscribed thereon the name of the corporation, the word “Seal,” and the State of Incorporation.

ARTICLE XVI –
INDEMNIFICATION

Every person who is or shall be or shall have been a director or officer of the corporation and his/her personal representative shall be indemnified by the corporation against any cost and expense reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, or proceeding to which he/she may be part by reason of being or having been a director or officer of the corporation, except in relation to such matters as to which he/she shall be finally adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of misconduct in the performance of duty as such director or officer. “Cost and Expense” shall include, but without limiting the generality thereof, attorneys, fees, damages, and reasonable amounts paid in settlement.

ARTICLE XVII – AMENDMENTS

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws may be initiated by a majority of the Board or by petition of one-third (1/3) of the active members of the association. Revisions will be submitted at a scheduled meeting with ratification either occurring at the meeting or thereafter via online email vote/approval.

STANDING RULES AND TRADITIONS

- Rule 1. The vice-president/president-elect shall be responsible for securing and presenting to the outgoing president, during the annual business meeting, an appreciation plaque.
- Rule 2. Policy for reimbursement of funds for travel to attend business on behalf of ACEA shall be equal to actual meal and lodging receipts. Mileage shall be paid according to current state rate and mileage chart. Per Diem will not be allowed. All travel claims must have prior approval by the Board.
- Rule 3. Regarding expenditures in the name of ACEA, the appropriate committee chair shall request authorization prior to spending funds. The president shall approve routine expenditures provided for in the budget. However, any large or unusual expenditure(s) not provided for in the budget shall receive prior approval by majority vote of the Board. A bill or other written documentation shall be presented for reimbursement or payment, and it shall include the name of the place of business, date of expenditure, items, exact cost, and signatures of buyer and seller.

NOTE: The President shall be authorized to spend up to twenty-five dollars (\$25) in behalf of ACEA without approval of the Board.

- Rule 4. All pertinent information and materials necessary for officers, board members, and committee chairpersons to function in elected positions shall be passed on, at the annual meeting, from outgoing officers, board members, and committee chairpersons.
- Rule 5. ACEA Board calendar of events shall be accessible on the ACEA website and ALACN website.
- Rule 6. The following shall be traditional ACEA standing committees:
- (a) Conference
 - a. Duties of President
 - b. Duties of President-Elect
 - c. Conference Committee
 - Program/Breakout Sessions
 - d. Registration
 - e. Conference Sign-In
 - f. Name Badges
 - g. Decorations
 - h. Technology
 - i. Awards
 - j. Silent Auction/Door Prizes
 - k. Exhibitors
 - l. Nomination/Elections
 - m. Evaluations
 - n. Scholarships
 - o. Clean up – All Board
- Rule 7. The membership chairperson shall ensure that the most up-to-date membership listing be utilized for all business with the ACEA members, for example ballots, newsletters, membership renewal notices, membership cards, etc.
- Rule 8. At no time shall ACEA funds be spend without prior Board approval.
- Rule 9. The president shall be notified of association business, i.e., printed materials, surveys, conference evaluations, etc., prior to distribution among the membership.
- Rule 10. All officers, committee-chairpersons, and board member positions shall be balanced as nearly as possible by sex, race, and region.
- Rule 11. The ACEA conference location shall be selected by the Vice President/President Elect and approved by the Board. When possible the conference will rotate between different regions within the State, i.e. Northern, Central, Southern. The conference chairperson or the President-Elect shall be an ACEA member residing and/or working in the region in which the conference is held.
- Rule 12. The ACEA president, a liaison and any other voting delegate(s) to which ACEA is entitled shall be designated to attend a nationally recognized conference as representative of ACEA.

Bylaws revised 1991, 1992, 1993, 1996, 2004, 2009, 2010, 2015.

ACEA REGIONS

NORTHERN

Blount
Calhoun
Cherokee
Cleburne
Colbert
Cullman
DeKalb
Etowah
Fayette
Franklin
Jackson
Lamar
Lauderdale
Lawrence
Limestone
Madison
Marion
Marshall
Morgan
St. Clair
Walker
Winston

CENTRAL

Autauga
Bibb
Chambers
Chilton
Clay
Coosa
Elmore
Greene
Hale
Jefferson
Lee
Perry
Pickens
Randolph
Shelby
Sumter
Talledega
Tallapoosa
Tuscaloosa

SOUTHERN

Baldwin
Barbour
Bullock
Butler
Choctaw
Clarke
Coffee
Conecuh
Covington
Crenshaw
Dale
Dallas
Escambia
Geneva
Henry
Houston
Lowndes
Macon
Marengo
Mobile
Monroe
Montgomery
Pike
Russell
Washington
Wilcox