

October, 2019

BYLAWS OF LEARNING FORWARD VIRGINIA, INC.

ARTICLE I. NAME AND PURPOSE

- Section 1 This organization shall be known as Learning Forward Virginia, Inc.
- Section 2 The mission of Learning Forward Virginia, Inc. is to build state, regional, and local capacity of all educators to learn, lead, and ensure success for all students.
- Section 3 The goal of Learning Forward Virginia, Inc. is to provide leadership, information, strategies, and best practices through standards-based professional learning that results in continuous improvement of professional practice and student learning.

ARTICLE II. AFFILIATION

- Section 1 Learning Forward Virginia, Inc. shall be affiliated with Learning Forward (formerly the National Staff Development Council).

ARTICLE III. MEMBERSHIP AND DUES

- Section 1 Any educator or organization interested in the improvement of professional practice through professional learning shall be eligible for active membership.
- Section 2 The membership year shall be from annual business meeting to the next annual business meeting.
- Section 3 Dues will be set annually by the Board of Directors.

ARTICLE IV. OFFICERS AND GOVERNANCE

- Section 1 The Board of Directors shall manage and administer the business of LFVA.
- Section 2 The Board of Directors shall consist of no more than 20 members focused on meeting the identified needs of the organization and its members with balanced representation from the membership. Included in this group are, the elected officers, the immediate Past- President, the Historian, the Innovative Communications Chair, the Executive Director, and the chairs of standing committees.
- Section 3 The elected officers of Learning Forward Virginia, Inc. shall be President, President-Elect, Secretary, and Treasurer. Each officer shall be an active member of Learning Forward Virginia, Inc. and Learning Forward.
- Section 4: Responsibilities shall be as follows:

A. The President shall preside over the Board of Directors and all meetings of Learning Forward Virginia, Inc., appoint all chairpersons of the standing committees and any other working group not included in these bylaws, ensure that all provisions of the bylaws are fulfilled by appropriate officers and committee chair people; serve as a liaison for any business involving an external agency, and serve as ex-officio member of all committees.

B. The President-Elect shall preside in the absence of the President. The President-Elect shall assume the office of the President if it is vacated and shall succeed to the office of President at the expiration of the presidential term. The President-Elect shall oversee the activities planned and coordinated by the working groups.

C. The Immediate Past President shall serve as an advisor to the Board of Directors, monitor board adherence to meeting protocols and perform other duties as assigned by the President.

D. The Secretary shall maintain records and minutes of all meetings of Learning Forward Virginia, Inc. and the Board of Directors, oversee all correspondence, issue notices of meetings and perform other duties as assigned by the President.

E. The Treasurer shall receive monies for Learning Forward Virginia, Inc., pay all bills authorized by the President, keep an accurate and current record of all receipts and expenditures of Learning Forward Virginia, Inc. funds, report at the annual business meeting and other times as requested by the President.

F. The Historian will be appointed by the Board of Directors to be responsible for maintaining an accurate history of the organization and developing an archive of print and digital artifacts.

G. The Innovative Communications Chair will be appointed by the Board of Directors to serve as an advisor to the board on internal communications issues. This would include the organization's website, web 2.0 technologies, and matters of connectivity.

H. The Membership Coordinator will maintain a current list of members and disseminate information as appropriate.

I. The Executive Director will be appointed by the Board of Directors to assist the President and Board in implementation of the policies and procedures for LFVA. The Executive Director reports to the President and the LFVA Board of Directors; serves as the official voice and public advocate of the organization, in conjunction with the President and the Board; is an active member of Learning Forward; and functions as the liaison to Learning Forward, acting as the official contact and attending all Learning Forward required meetings. See Appendix A for qualifications and duties.

Section 5

The Board of Directors shall meet at least once a year in a predetermined location and as necessary to conduct the business of Learning Forward Virginia,

Inc. Board business will be conducted at least monthly (September to May) by conference call or email as necessary.

Section 6 The election of officers and terms of office for each shall be as follows:

A. Election of the officers and representatives shall be conducted annually as prescribed by the Nominations Committee and agreed upon by the Board of Directors. The officers and Board of Directors shall be installed during the annual business meeting. All newly elected Board members shall assume their duties at the conclusion of the annual business meeting.

B. The officers and representatives shall be elected to serve terms of two years and shall not serve more than two consecutive terms in the same position (unless extended by the Executive Board). Representatives shall be installed at the annual meeting as needed. Committee chairs shall be appointed to serve terms of four years and shall not serve more than two consecutive terms in the same position. The Executive Director shall be appointed annually.

Section 7 Any position on the Board of Directors may be declared vacant by a two-thirds vote of the board should it become necessary for cause. Cause shall be defined as not performing duties as defined by the Bylaws, in Article IV.

Absences from two face-to-face board meetings will initiate a review by the Board to determine status of the seat. The outcome of the review may be a motion and vote to declare the seat vacant.

Section 8 The Executive Board of Learning Forward Virginia shall consist of the President, President- elect, Executive Director, Financial Director, Treasurer, and Secretary. This board shall be responsible for the day-to-day management of the organization and make decisions between meetings of the Board of Directors. Members of the Executive Board are authorized to make contractual obligations of the organization consistent with the policies of the Board of Directors and to further the purposes of the organization.

ARTICLE V. SCOPE OF WORK

Section 1 Learning Forward Virginia is a learning organization and, therefore, defines its goals and priorities through collaborative strategic planning. Two standing committees, the Nominations^[1] Committee and the Finance Committee, provide essential functions through sustained and consistent responsibilities and membership. Flexible work groups are established as needed and are aligned to efforts and goals outlined in the strategic planning process. The Board shall be represented on each committee and working group of the organization.

Section 2 The standing committees shall include the following:

A. The Finance Committee shall be chaired by a member of the Board of Directors. This committee shall be responsible for complying with IRS and non-

profit organizational policies. The treasurer will serve as an ex-officio member of this committee.

B. The Nominations Committee shall be responsible for receiving nominations, developing a ballot, and sending the voting membership the proposed slate of candidates at least one month prior to the annual business meeting.

Section 3 Based on goals and priorities identified during strategic planning, flexible working groups will be established as needed each year. Outcomes will be identified by the board. The President will appoint a Board member as initial team leader and volunteers will be recruited from the board and affiliate membership. As much as possible, working groups will function as learning communities: rotating roles, designing learning goals, negotiating activities and deadlines, measuring progress, and sharing information with the Board and Affiliate. Each working group will report to the Board to update progress and receive feedback.

Section 4 Each Board member (including representatives) will participate in at least one committee or work group each year.

Section 5 The President is authorized to appoint additional work groups as needed to carry out the work of Learning Forward Virginia, Inc.

ARTICLE VI. MEETINGS AND VOTING PROTOCOL

Learning Forward Virginia, Inc. shall hold an annual business meeting and such other meetings to promote the purposes of the organization. Board meetings will be held monthly excluding July and August. Additional meetings may be called by the President.

Fifty-one percent of the members of the board shall constitute a quorum. As necessary, voting will be conducted electronically; the same quorum applies. In the event that an office (other than the presidency) or Board member position is vacated, the Board shall select a replacement for the unexpired term.

ARTICLE VII. AMENDMENTS

Any member may propose changes to these Bylaws by sending them to the President at least 60 days prior to an annual board meeting. The proposed changes must be sent to affiliate members one month prior to the board meeting for comment. They must be approved by two-thirds of the Learning Forward Virginia, Inc. Board.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

The President-Elect shall monitor meeting and learning protocols identified on each agenda and shall convene and chair an ad-hoc Bylaws Committee at such times as requested by the President.

ARTICLE IX. DISSOLUTION

If at any time Learning Forward Virginia, Inc. shall cease to carry out the purposes as herein stated, all assets and property held by Learning Forward Virginia, Inc., whether in trust or otherwise, shall after payment of all liabilities, be paid over to an organization which has similar purposes and has established itself as a tax-exempt organization under Section 501c (3) of the Internal Revenue Code. The designated organization shall be endorsed by a majority vote of the Board of Directors.

ARTICLE X. INTERNAL REVENUE SERVICE

The purposes for which Learning Forward Virginia, Inc. is organized are exclusively educational as defined in the Internal Revenue Law, and notwithstanding any other provision of those articles, Learning Forward Virginia, Inc. shall not carry out any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under 501c (3) of the Internal Revenue Code (1954) or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE XI. INDEMNIFICATION AND INSURANCE

- Section 1. Indemnification. To the full extent permitted by and in accordance with the procedures prescribed in the laws of the Commonwealth of Virginia, all Officers, Directors, and employees, agents, and representatives of the Corporation for certain expenses and other amounts paid in connection with legal proceedings in which any such persons become involved by reason of serving in any such capacity with or for Learning Forward Virginia.
- Section 2. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any expenses incurred in any proceeding and any liabilities asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the powers to indemnify him/her against such expenses or liabilities under the provision of this Article.

APPENDIX A

LEARNING FORWARD VIRGINIA POSITION OF EXECUTIVE DIRECTOR

Primary functions:

- A. Assist the President and Board in implementation of the policies and procedures for LFVA. The Executive Director reports to the President and the LFVA Board of Directors.
- B. Serve as the official voice and public advocate of the organization, in conjunction with the President and the Board.
- C. Function as the liaison to Learning Forward, acting as the official contact and attending all Learning Forward required meetings.

Key Duties:

Organizational Leadership:

1. Provide leadership in developing program, organizational, and financial plans with the Board of Directors.
2. Assist the Board in implementing LFVA's strategic plan and policies, expanding LFVA's influence at the state level.
3. Collaborate with other professional associations to further the mission of LFVA and LF.
4. Promote active and broad participation by volunteers in all areas of the organization's work.
5. Maintain official records and documents, and ensure compliance with federal, state and local regulations.
6. Maintain a working knowledge of significant developments, research, and trends in professional learning.
7. Manage the logistics of LFVA professional learning events.

Communications:

1. Keep Board fully informed on all factors influencing the organization.
2. Prepare communications for the purpose of highlighting LFVA's initiatives.
3. Serve as the spokesperson for LFVA with the media, the State Board of Education, the General Assembly, agencies, school personnel, political leaders, other professional organizations, and the general public, representing the programs and point of view of the organization.

4. Jointly, with the President and Secretary of the Board of Directors, conduct official correspondence of the organization, and jointly with designated officers, execute legal documents.

5. Review and approve all printed materials for LFVA sponsored activities and items for the web site with the Publicity and Innovations Chair.

Budget and Finance:

1. Prepare, in cooperation with the President, Finance Chair, and Treasurer, a financial plan with

emphasis on the expansion of revenue and services to the membership.

2. Work with Finance Chair and Treasurer to prepare a budget, and ensure organization operates within budget guidelines.

Qualifications:

- The individual is expected to have demonstrated commitment to life-long learning, diversity, and ability to work independently and collaborate with all stakeholders
- Experience and demonstrated expertise in professional learning
- Has a minimum of 5 years of experience with public education at various levels responsibility
- Must have Bachelor Degree; Masters in Education is preferred
- Strong instructional leadership skills
- Excellent interpersonal and communication skills
- Outstanding organizational skills
- Experience with fundraising and financial management
- Expertise and experience with 21st Century technology and skills

Compensation:

- Annual services contract determined annually by Board of Directors based on LFVA finances.
- Membership in Learning Forward
- Registration and economy travel expenses to Learning Forward Summer Affiliate Leaders' Conference and Annual Conference

- Economy travel expenses associated with LFVA business
- Any reimbursement of mileage for use of personal vehicle shall be based on current Internal Revenue Service mileage rate
- Offices expenses associated with LFVA business (print cartridges, paper, materials for presentations, professional books, etc.)