

January, 2017

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 **Mission:** Build the capacity of leaders to establish and sustain highly effective professional learning
Vision: Equity and Excellence in Teaching and Learning.
Beliefs:
- Effective professional learning is fundamental to student learning.
 - All educators have an obligation to improve their practice.
 - Students achieve when educators assume collective responsibility for student learning.
 - Sustainable learning cultures require skillful leadership.
 - Improving student learning and professional practice requires ongoing systemic and organizational change.
 - Student learning increases when educators reflect on professional practice and student progress.
- 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 Communications Director, the Executive Director, the chairs of standing committees, and regional representatives.

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 Communications Director 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. The Communications Director is responsible for maintaining an accurate history of the organization and developing an archive of print and digital artifacts.

H. The Finance Director 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 consecutive meetings or three board meetings annually, will initiate a review by the Board to determine the 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, Past-President, President-elect, Executive Director, Finance Director, Treasurer, Communications Director, 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. Three standing committees, the Nominations Committee, Communications 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 the Finance Director. 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 for elected positions, developing a ballot, and sending the voting membership the proposed slate of candidates at least thirty days prior to the vote. The Nominations Committee shall be coordinated by the immediate Past-President. In the event that an office (other than the presidency) or Board member position is vacated before the end of the term, the Board shall appoint a replacement for the unexpired term.
- C. The Communications Committee shall be chaired by the Communications Director. This committee shall be responsible for maintaining an accurate history of the organization and developing an archive of print and digital artifacts. This committee shall also be responsible for developing and publishing publications and materials to promote the mission and vision of the Learning Forward Virginia.
- 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 may be held monthly, and the annual meeting schedule will be published on the organization website. 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.

ARTICLE VII. AMENDMENTS

Any member may propose changes to these Bylaws by sending them to the President at least 60 days prior to a scheduled 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.