BYLAWS

OF

SOUTHERN CALIFORNIA PROFESSIONAL DEVELOPMENT SCHOOLS CONSORTIUM

*a California Nonprofit Public Benefit Corporation*

ARTICLE I

Name

1.1 Name. The name of the corporation shall be Southern California Professional Development Schools Consortium (here and after referred to as the corporation). The corporation is a 501 (c) 3 non-profit corporation registered in the State of California.

ARTICLE II

Purposes

2.1 Vision. The vision of the corporation is to serve as an advocate for the educational community that is dedicated to promoting the continuous development of relationships, and to create and sustain genuine collaborative partnerships between P-12 and institutions of higher education (IHE) including but not limited to Professional Development Schools (PDSs) through: (1) Equitable representation of, and access for, all educators invested in improving education; (2) Dissemination and exchange of best practice; (3) Diversity of members, partnerships, and the global society; and (4) Support of teacher/educator leadership.

2.2 Mission Statement. SCPDS Consortium is a non-profit professional organization which provides resources, professional development and advocacy for the Professional Development School model in teacher education. The consortium functions to support and advocate for collaborative partnerships across the P-12 and IHE community as a center for inquiry that leads to the discovery and sharing of knowledge that shapes educator practice and leadership.

2.3 Achieving the Mission. The mission of the corporation shall be achieved through: (1) A leadership structure committed to serving members; (2) A website and other media for sharing knowledge with, and by, the membership; (3) A magazine designed as an outlet for the dissemination of best practice/applied research, pertinent news, and announcements; and (4) Annual events committed to sharing the most effective partnership work across P- 12 and IHE collaboration.

ARTICLE III

Membership

3.1 Eligibility. Any individual or organization that supports the mission of the corporation is eligible to be a member.

3.2 Membership. Membership shall include any eligible persons who are current in payment of their dues. Individual members have rights and privileges of membership, including the right to attend business meetings of the corporation, to participate in its affairs, to receive the publications of the corporation, and to vote for election of officers.

3.3 Dues. Individual and Organizational membership dues shall be determined by the board of directors and are to be paid annually.

3.4 Duties and Liability. In discharging duties related to the corporation, no member of the corporation shall be personally liable for any actions taken or commitments made in good faith by them or any other member or by the membership at large.

ARTICLE IV

Officers and Board of Directors

4.1 Composition. The board of directors shall consist of minimum of 5 and a maximum of 9 board members who shall be elected by the members. Each year, the standing board shall then elect from their ranks: (1) President; (2) Vice President; (3) Secretary; and (4) Treasurer.

4.2 Terms of Office. Each board of director’s term shall be 3 years. Terms will be staggered with balanced representation from P-12 and IHE. The Directors shall serve for 3 years and may serve for 3 consecutive terms. New board members are announced each year.

4.3 Voting. Each member of the board shall have one vote, and the board of directors together shall be responsible for setting policy and acting on all matters of concern to the corporation.

4.4 Responsibilities. The board of directors shall manage the affairs of the corporation. Actions of the board shall represent the interests of the general membership of the corporation. The board of directors shall communicate the official position of the corporation.

4.4.1 President. The President shall preside at board meetings and business meetings, and will have general supervision of the affairs of the corporation. The President, or a designee, shall express policy of the corporation in the organization’s official publications. The President shall be the official representation to the National Association for Professional Development Schools

4.4.2 Past President. The Immediate Past President shall serve as advisor to the President, as a Parliamentarian for board meetings, review and make recommendations for revisions to the bylaws, and orient new members of the leadership. If the past president’s term as a director has ended, the individual may stay on as a non-voting advisor to fulfill the duties described.

4.4.3 Vice President. The Vice President shall assume the responsibilities of the president in his/her absence or resignation. Vice President shall oversee the conference/annual event.

4.4.4 Secretary. The Secretary will issue notices of business meetings of the corporation and keep and publish minutes thereafter.

4.4.5 Treasurer. The Treasurer shall serve as the Chief Financial Officer. The Chief Financial Officer will have custody of all funds of the corporation and keep regular books of the account. The Chief Financial Officer shall act as the corporation’s contact for the U.S. Internal Revenue Service and the Franchise Tax Board of the State of California, and be responsible for matters pertaining to the corporation’s tax status and compliance with federal and state regulations.

4.4.5.1 The Chief Financial Officer shall countersign all investments as required and will be authorized to collect and disburse all funds of the corporation.

4.4.5.2 The Chief Financial Officer shall be authorized to make payments of $1,000 or less. Payments in excess of $1,000 shall require the authorization by a majority of the board of directors.

4.4.5.3 The Chief Financial Officer shall be responsible for presenting an annual budget overview for the fiscal year that will be presented to the officers at the annual general business meeting. In addition, the Chief Financial Officer will provide budget update at each meeting of the board of directors.

4.4.5.4 The Chief Financial Officer shall be responsible for receiving funds for membership and conference registration and for keeping all appropriate records.

4.4.5.5 An outgoing Chief Financial Officer will have 30 days following the annual conference to transfer funds and accounts to the incoming Chief Financial Officer. During that 30-day period, an internal audit shall be required. Additional audits, either internal or external, may be requested at any time by the board of directors or as required by law.

4.4.6 Other Responsibilities. The board of directors shall oversee the budgetary process of the corporation and other responsibilities as conferred by the President. The board of directors shall approve the budgeting process and budgets, lead strategic planning, oversee the compliance of all bylaws, and assume responsibility for orienting new officers.

4.5 Resignation and Vacancies. Any board member may resign at any time by giving written notice to the President. The resignation shall be effective upon receipt by the President or at a subsequent time as specified in the notice of resignation. Any board member may be removed by a majority vote of the other members. Any vacancy on the board of directors occurring during the year of service may be filled by a President’s appointment. The appointee shall serve as an interim board member to complete the term.

4.6 Contracts and Services. Any contract, transaction, or act on behalf of the corporation shall not violate the bylaws of the corporation or laws of the State of California. All contracts with a financial liability of less than $1,000 may be signed by either the President or Treasurer. Any contracts with a liability of $1,000 or more will require authorization by a majority of the board of directors.

4.7 Compensation. Board members shall not receive compensation for their services, but may be reimbursed for expenses.

ARTICLE V

Committees

5.1 Appointment of Committees. The President shall appoint chairpersons from the corporation membership for each of the following committees: (1) Events/Conference Committee; (2) Membership and Elections Committee; (3) Publications Committee; (4) Communications Committee; and (5) Awards Committee. In making these appointments, the elected members of the board of directors shall address issues of diversity and regional representation.

5.1.2 Forming of ad hoc Committees: At the discretion of the President, ad hoc committees may be formed. Chairs of ad hoc committees report to a member of the board of directors as designated by the President.

5.2 Committee Chairs. Each Chair shall recruit other committee members to assist him or her with the work of that committee and must strive to include members who represent both P-12 and college/university PDS experience. All recommendations from committees shall be subject to approval by the board of directors.

5.2.1 Term. Committee Chairs shall be appointed for 3 years.

5.3 Events/Conference Committee. Shall be responsible for developing regular initiatives and events. In addition, the Committee chair will be the liaison for all conference activities with the assistance of the corporation Leadership and/or its designee. This committee shall coordinate and supervise conference and program activities and shall coordinate with the board of directors.

5.4 Membership and Elections Committee. Shall be responsible for designing, developing, and implementing strategies for increasing and maintaining membership. This committee shall be responsible for the creation and implementation of recruitment literature, shall solicit and vet all nominations for the elected members of board of directors, and shall provide a slate to be voted on by the membership at large.

5.5 Publication(s) Committee. Shall be responsible for developing and monitoring the corporation publication(s). This committee shall coordinate the publishing of the magazine of the corporation.

5.6 Communications Committee. Shall be responsible for developing public relations announcements, marketing materials, website maintenance, social media maintenance, email distributions and any other type of communications needed to reach membership or the general public

5.7 Awards Committee. Shall review nominations for the various awards that have been approved for distribution by the board of directors. The awards committee selects award recipients from the nominations, notifies the recipients and plans the ceremony portion of the annual conference where the awards will be given.

ARTICLE VI

Meetings

6.1 General Business Meeting of Members. The general business meeting of the corporation shall be held at the annual conference. At this meeting, the corporation Leadership shall report on business transacted over the prior year as well as plans for future work. The agenda for the meeting shall be announced by advanced written notice. Additional meetings of the membership may be called if necessary and announced at least 30 days in advance.

6.2 Voting. At every duly called meeting of members, each member whose dues are current shall be entitled to one vote. All motions shall be decided by a majority vote. The Chair of the Membership and Elections Committee shall make and certify a complete list of names and contact addresses of those members entitled to vote at membership meetings. This list will be available at meetings for convenient reference and as prima facie evidence as to the members entitled to vote and examine the list. Members of the corporation may be called to vote on issues at any time during the year electronically provided information regarding the vote is provided at least 30 days in advance. This includes elections of board members.

6.3 Governance of Meetings. In all cases to which they apply and do not conflict with the provisions of the bylaws, Robert's Rules of Order, most current edition, shall govern business meetings of the corporation. At any duly called meeting, the membership of the corporation present shall constitute a quorum. A duly called meeting shall be announced by written notice (postmarked or electronically validated) at least 30 days in advance.

6.4 Board of Directors Meetings. The board of directors shall meet at least semi-annually with further meetings as determined by the President. Meetings shall be announced by written notice (postmarked or electronically validated) at least 15 days in advance. At a meeting of the board of directors, a majority (51% of seated members), including either the President or Vice President, must be present to constitute a quorum. Meetings can, at their discretion, be conducted by electronic means.

ARTICLE VII

Prohibition Against Sharing in Corporation Resources

7.1 Corporation Resources. No corporation member, or person connected with the corporation, or any other private individual shall receive any net earnings of the corporation at any time beyond being reimbursed for expenses that accrue in the work of the corporation. Further, no persons shall be entitled to share in the distribution of any assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that should the corporation dissolve, after all debts have been satisfied, remaining funds shall be paid over exclusively to a non-profit educational organization such as would then qualify under the provision of the Internal Revenue Service code as it now exists or as it may be hereafter amended.

ARTICLE VIII

Exempt Activities

8.1 Except Activities. No member of the corporation or representative of the corporation shall take any action or carry on any activity on behalf of the corporation not permitted to be taken or carried on a tax exempt organization under the Internal Revenue Service code as it now exists or may hereafter be amended, or by an organization to which contributions are deductible under such code. No corporation money shall be used to lobby any local, state, or federal government agency.

ARTICLE IX

Amendment of Bylaws

9.1 Amendments and Repeals. These bylaws may be amended or repealed with the approval by a simple majority of the corporation members present at a business meeting. Proposed amendments or repeals must be received as a motion at a business meeting. The President shall mail the proposed changes to the membership not less than 30 days (postmarked or electronically validated) prior to the next business meeting.

9.2 Review. The board of directors shall undergo a review of the bylaws every 3 years.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons acting as the initial directors of Southern California Professional Development Schools Consortium a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of 7 pages, as the bylaws of this corporation.

Dated: \_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Merilyn Buchanan, Director

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Cynthia Coler, Director

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Manuel Correia, Director

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Michael Cosenza, Director

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Charmon Evans, Director

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Belinda Karge, Director

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Emily Shoemaker, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said corporation on the date set forth below.

Dated: \_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Belinda Karge, Secretary