

Association for Middle Level Education

Constitution

Updated: June 2011

**CONSTITUTION
OF
ASSOCIATION FOR MIDDLE LEVEL EDUCATION
(a Non-Profit Corporation)**

ARTICLE I

NAME

Section 1. The name of the Association is ASSOCIATION FOR MIDDLE LEVEL EDUCATION, hereinafter the “Association”.

ARTICLE II

PURPOSE

The Association is a professional education service association with membership open to all educators and other stakeholders committed to the education and well being of young adolescents (ages 10 to 15). As such, it is a core belief of the Association that these various stakeholders must collaborate and work together for the common good of young adolescents. This collaborative spirit must exist because this age span represents the most critical period in the education continuum. Many decisions made during this stage of development determine whether children will reach their full potential.

Therefore, the purposes of the Association are to:

- Promote academic growth and personal development so that every young adolescent will become a healthy, productive, and ethical citizen.
- Provide educators with the vision, knowledge, and resources needed to effectively support student learning through challenging curriculum, effective instruction, and comprehensive assessment.
- Foster collaborative relationships with like-minded organizations to promote effective middle-level educational opportunities that address the academic, social, physical, and emotional needs of every young adolescent.
- Facilitate the dissemination and application of research that supports continual student learning, high academic achievement, and the health and well-being of every young adolescent.
- Support specialized middle level preparation and specific middle level certification/licensure for teachers and administrators.

- Promote communities of learners that develop a culture of high expectations and life long learning for all.
- Encourage partnerships between schools, families, and community members that provide every young adolescent with a supportive, enriched learning environment.

ARTICLE III

MEMBERS

- Section 1. Membership. Membership is open to all persons interested in the education and well-being of young adolescents. Membership categories and voting rights shall be established by the Board.
- Section 2. Annual Meeting. The annual business meeting shall be at the Association’s annual conference of which notice shall be sent to all members not less than thirty (30) days preceding the conference. Meetings may be held anywhere within or outside the State of Ohio as set by or under the direction of the Board.
- Section 3. Special Meetings. Special meetings of the membership may be called by the Board or upon petition of twenty-five percent (25%) of the members in good standing. Notice of a special meeting shall be given not less than thirty (30) days preceding the meeting and shall include the purpose for which the meeting is called.
- Section 4. Voting. Members in good standing shall be eligible to vote. A quorum shall consist of the members in good standing present at such meeting. Unless otherwise provided, a majority vote of the members present is necessary for passage. No member shall vote by proxy.
- Section 5. Proceedings. Unless otherwise provided, all meetings of the members shall be governed by the latest edition of Robert’s Rules of Order.

ARTICLE IV

BOARD OF TRUSTEES

- Section 1. General Power. The governing body of the Association shall be the Board of Trustees (“Board”).
- Section 2. Number, Tenure and Qualification of Board. The Board shall be comprised of the following eighteen (18) members:
- The President, President-Elect, and Immediate Past President each of whose tenure on the Board shall be concurrent with their term of office;

- Twelve (12) Trustees, three from each of the four territorial regions determined by the Board, elected for terms of three years with overlapping terms;
- Three (3) Trustees elected at large from not less than two (2) of the four (4) territorial regions as determined by the Board, for terms of three years.

The Board shall periodically review the composition of the Board, and change, if necessary, the representative group or qualifications of the three (3) Trustees elected at large to ensure the Board is representative of the Association's membership.

Each Trustee must be a member in good standing. No Trustee shall serve more than two consecutive terms. The term of office for newly-elected Trustees shall commence at the beginning of the last regular meeting of the Board prior to the commencement of the annual conference.

Any Board member may be removed by the Board at any time for good cause shown in accordance with policies and procedures established by the Board.

Section 3. Duties of the Board. The Board shall: (a) conduct the business of the Association in the interim between annual meetings; (b) establish policy for the Association; (c) approve the annual budget; (d) employ an Executive Director; (e) interpret and rule on questions relating to the Articles of Incorporation and the Constitution; and (f) perform such other duties as may be necessary for the efficient functioning of the Association.

Section 4. Meetings.

A. Meetings. Meetings of the Board may be called by the President or by a majority of the Board. Notice shall be given at least two days before a meeting and need not specify the purpose. Notice of any meeting may be waived either before or at the meeting. The meeting shall be held in any place within or without the State of Ohio as determined by the President.

B. Electronic Meetings. If the President deems it necessary, the Board may hold a meeting or request a vote using authorized communications equipment provided that all Trustees are notified at least twenty-four (24) hours in advance and, in the case of a meeting, notified of its time and purpose.

C. Quorum and Voting. A majority of the Board, provided such includes the President or President-Elect, shall constitute a quorum, except for a meeting by use of authorized communications equipment, wherein a quorum shall consist of two-thirds of the members. No Board member

shall vote by proxy. Unless otherwise provided, a majority vote is necessary for passage.

Section 5. Vacancies. Trustee vacancies shall be filled for the remainder of the unexpired term by a person elected by majority vote of the remaining members of the Board.

Section 6. Executive Council.

A. Composition. Executive Council shall consist of the President (who shall serve as chairperson), President-Elect, Immediate Past President, and two (2) Trustees elected annually by the Board at the last Board meeting prior to seating of the newly elected Board members. The Executive Director shall be an ex-officio member without voting rights.

B. Duties. Executive Council, subject to the authority of the Board shall: (a) carry out the business of the Association between meetings of the Board which require interim action; (b) annually evaluate the performance of the Executive Director; and (c) perform any other duties delegated to it by the Board; and (d) report at each Board meeting with respect to actions taken by it in the interim period.

C. Meetings. Executive Council shall convene as necessary between meetings of the Board and may hold meetings by use of authorized communications equipment. Meetings, upon reasonable notice, may be called by the President or upon written request of any three members of the Executive Council. Three members shall constitute a quorum. Action taken by Executive Council shall require a minimum of three votes.

Section 7. Committees. The Board is authorized to establish and empower such committees as it deems necessary to further the purposes of the Association. All committees and committee members shall serve at the pleasure of the Board and shall be subject to the control of the Board.

ARTICLE V

OFFICERS

Section 1. Officers. The Officers shall be the President, President-Elect, Immediate Past President, Secretary, and Treasurer. These officers shall perform the duties granted herein and as prescribed by the Board.

Section 2. Qualification and Terms. Only members in good standing who are not consultants or an executive director or employee of an affiliate organization are eligible to serve as officers. Except as otherwise provided herein, all officers shall serve one year terms which shall commence at the beginning of the last regular meeting of the Board prior to commencement of the annual conference.

An officer shall not be eligible to serve as a Trustee for one year following the vacation of their office.

- A. President-Elect. The President-Elect shall be elected by the members and shall succeed to the office of President at the expiration of the current President's term. In the event of a vacancy in the office of President, the President-Elect shall succeed immediately to the office of President to serve for the unexpired term and continue in that office for the next full term. In the event of a vacancy in the office of President-Elect, the Board shall fill the vacancy within sixty (60) days, by means of a special election. Should vacancies occur in both the offices of President and President-Elect, the Board shall fill such vacancies within sixty (60) days by means of a special election. The President-Elect shall preside in the absence, inability or refusal of the President.
- B. President. The President shall preside at all meetings of the Association; appoint members of all committees, except the Elections Committee, and serve as an ex-officio member to all committees. At the end of the President's term, the President shall succeed to the office of Immediate Past President.
- C. Immediate Past President. The Immediate Past President shall serve as chairperson of the Elections Committee and preside in the absence of both the President and President-Elect. Should a vacancy occur in the office of Immediate Past President, the vacancy shall be filled by a majority vote of the Board.
- D. Secretary. The Board shall appoint an Executive Director to be the Secretary and Chief Executive Officer of the Association. The Executive Director shall be an ex officio member of the Board without voting rights, whose duties and compensation shall be determined by the Board. The Executive Director shall manage, supervise and direct the operations of the Association and hire, supervise and discharge the employees of the Association under the authority delegated by the Board and Executive Council.
- E. Treasurer. The Treasurer shall be appointed annually by the Board and shall be responsible for the receipt, custody and disbursement of the Association's assets.

ARTICLE VI

ELECTIONS

- Section 1. Elections Committee. The Elections Committee shall be appointed and chaired by the Immediate Past President. The Committee shall be comprised of the

Immediate Past President; one Trustee who has served less than one year; two Trustees who have served more than one year; and one member of the Association not a Trustee. In the event of a vacancy in the office of Immediate Past President, the Elections Committee shall be chaired by a person appointed by the President.

Section 2. Election Process. The election of the President-Elect, Trustees, and, if necessary, the President, pursuant to Article V, shall be conducted by the Elections Committee utilizing mail ballots or by the use of authorized communications equipment. The Elections Committee shall follow policies and procedures established by the Board.

ARTICLE VII

AFFILIATES

Affiliate status may be granted to organizations that share the purposes of the Association. Affiliate categories may be established by the Board. The granting, as well as the termination of affiliate status, shall be governed by rules and regulations established by the Board.

ARTICLE VIII

INDEMNIFICATION

The Association shall, to the fullest extent permitted by applicable law, indemnify any person who is a party, or is threatened to be made a party, to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that the person is or was a trustee, officer, employee, agent, or a volunteer of the Association.

ARTICLE IX

AUTHORIZED COMMUNICATIONS EQUIPMENT; NOTICES

Section 1. Authorized Communications Equipment. The Association is permitted to use authorized communications equipment, as defined and provided for in Chapter 1702 of the Ohio Revised Code, to allow attendance, participation and voting in Board of Trustee, Executive Council and Committee meetings and for any other use set forth in this Constitution.

Section 2. Notices. Any notice provided for in this Constitution or required by law may be given by use of authorized communications equipment.

ARTICLE X

AMENDMENTS

The Constitution may be amended by a two-thirds vote of the members voting at a duly convened meeting, by utilizing mail ballots or by the use of authorized communications equipment. A proposed amendment must be submitted by a written petition of twenty-five (25) or more members of the Association at the preceding annual meeting or approved by the Board, before it may be submitted to the membership for consideration.