

Pennsylvania Association of Educational Opportunity Program Personnel (PAEOPP)



CONSTITUTION AND BY-LAWS

Revised October 2001

Article I - Name and Office

- 1.01 The **name** of this corporation shall be the Pennsylvania Association of Educational Opportunity Program Personnel, PAEOPP, hereinafter referred to as the Association.
- 1.02 The **registered office** of the Association shall be located within the Commonwealth of Pennsylvania and shall be determined from time to time by the Executive Board of Directors.

Article II - Purpose and Objectives

- 2.01 The **purposes** of the Association are:
 - a) To help students to overcome class, social, academic, and cultural barriers to higher education.
 - b) To foster and promote standards of professional training, effectiveness, and recognition for Association members and other educational personnel who are in initiations of higher education and in other public and private agencies and organizations concerned with or engaged in the support and / or administration of educational opportunity programs.
 - c) To promote and facilitate communication among institutions of higher education and the sponsors of student aid funds.
 - d) To stimulate, promote, and conduct systematic studies and research, cooperative experiments, education, conferences, and such other related activities as are desirable or necessary to fulfill the purposes of the Association.

Article III - Membership

3.01 **Members** of the Association shall be organizations or individuals engaged in the support or administration of educational opportunity programs.

3.02 Types of membership shall include:

3.02.01 Project Membership

- a) **Active** project membership shall be available to TRIO programs based in Pennsylvania. On payment of annual dues, the project director will designate three (3) project staff as Association members. These **active members** are eligible to vote and to hold office.
- b) **Associate** project membership shall be available to other non-TRIO educational opportunity programs based in Pennsylvania. On payment of annual dues, the project director will designate three (3) project staff as Association members. These **associate members** are eligible to vote but not to hold office.

3.02.02 Individual Membership

- a) **Associate** individual membership shall be available to individuals who are or have been employed in educational opportunity programs by who are not currently designated as members by an active or associate project member. **Associate members** are eligible to vote by not to hold office.
- b) **Life** membership is open to any interested person who pays a single life membership fee as designated by the Executive Board of Directors. A **life member** is eligible to vote. He / she may hold office if they are currently employed in a Pennsylvania TRIO project.
- b) **Honorary** membership is a complimentary designation bestowed as a result of selection by the Executive Board of Directors for outstanding service to the goals and objectives of the Association. An **honorary member** has the right to attend meetings and speak but is not eligible to make motions, vote, or hold office.

Article IV - Dues

4.01 **Dues** for project and individual memberships shall be established by the Executive Board of Directors. There shall be no dues assessment for honorary members.

4.02 Eligible programs and individuals enter into membership upon payment of the established dues, which will be assessed annually.

4.03 The **membership year** shall run from July 1 through June 30.

Article V - Fiscal Year

- 5.01 The period during which financial matters of the Association are to be conducted shall begin **July 1** and end **June 30**.
- 5.02 A **final report** of all fiscal matters shall be prepared under the direction of the Executive Board of Directors and shall be submitted by the Treasurer at the fall meeting of the Association.

Article VI - Meetings

- 6.01 **Regular meetings** of the Association shall be conducted during the fall and spring quarters of each fiscal year. The date, time, and place for the fall meeting shall be determined by the Executive Board of Directors. Notice shall be sent to all members of the Association no less than thirty (30) day prior to the meeting. The spring meeting shall be held at the Annual Conference of the Mid-Eastern Association of Educational Opportunity Program Personnel (MEAEOPP).
- 6.02 **Special meetings** of the Association may be called at any time and place on thirty (30) days written notice to all members by:
- a) direction of the President;
 - b) written request of any four (4) members of the Executive Board of Directors; or
 - c) written request of any twenty (20) members of the Association. The notice shall state the purpose for which the meeting is called. Only those matters identified in the purpose statement can be discussed at such special meetings.
- 6.03 **Meetings of the Executive Board of Directors** shall be held at least three (3) times a year at such times and places as it may determine. In addition, meetings of the Executive Board of Directors may be called by the President or by and four (4) members of the Board on at least three (3) days written notice.
- 6.04 **Meetings of the standing committees** shall be held at such times and places as the members determine. They shall inform the President of the time and place of the meetings. Special meetings may be called by the chairperson or by two (2) members on at least five (5) days written notice.
- 6.05 The number of members necessary to constitute a **quorum** at regular and special Association meetings shall be a simple majority of the registered members present at a regular or special meeting. The number of members necessary to constitute a quorum for a meeting of the Executive Board of Directors or a Standing Committee shall be a simple majority of the membership of that body.

- 6.06 In the event a **quorum is not present** at any Executive Board of Directors or Standing Committee meeting, those present at the time and place announced for said meeting may adjourn the meeting to a day, hour, and specified place; and without further notice, all business which might lawfully have been transacted at the original meeting may be transacted at the adjourned meeting.

Article VII - Officers

- 7.01 The elected officers of the Pennsylvania Association of Educational Opportunity Program Personnel shall be President, President-elect, Past President, Secretary, and Treasurer. (Their duties are delineated in Article XII.)

Article VIII - Elections

- 8.01 **Nomination Procedures:** The Past President shall chair the Nomination / Election committee. No member of the present Executive Board of Directors, other than the Past President, shall be eligible for the Nominations / Election Committee. The Nominations / Election Committee is charged with the responsibility of identifying and selecting a slate of candidates who have agreed to serve if elected. The Nominations / Election Committee will circulate the slate of candidates to the entire membership thirty (30) days prior to the fall meeting.
- 8.02 **Eligible voters:** All persons as outlined in Article III, Section 3.02 shall be entitled to vote at the fall conference.
- 8.03 **Election procedures:**
- a) The entire membership must be notified of the time and place of the election one month (30 days) prior to the fall meetings.
 - b) A candidate for office shall not chair the Nominations / Election Committee.
 - c) All eligible voters shall receive one (1) ballot each and thereupon immediately proceed to vote secretly.
 - d) Voting members shall have the right to request and absentee ballot from the Nominations / Election Committee not less than fourteen (14) days prior to the election.
 - e) The Nominations / Election Committee shall be responsible for monitoring and tallying the ballots.
 - f) A simple majority of valid ballots cast will constitute and official election. Ballots shall be retained for a period of not less than thirty (30) days following the election.

- g) Results of the election shall be announced at the fall meeting.
 - h) Officers shall be installed at the conclusion of the fall meeting of the Association.
- 8.04 **Contested Election**: Any member may contest the results of an election by writing to the Executive Board of Directors within twenty (20) days of the election. Final resolution of the contested election shall be decided by the Executive Board of Directors.
- 8.05 **Tenure of Office**: Officers shall hold their respective positions unless remove for dereliction of duty. Officers holding the positions of President, President-elect and Past President shall serve a one-year term in each position. The Secretary and Treasurer shall serve a term of two (2) years for a maximum of two (2) consecutive terms. The President-elect will be elected every year. The Secretary will be elected in even-numbered years and the Treasurer, in odd-numbered years, thus providing continuity for the Association.
- 8.06 **Vacancies** shall be filled by presidential appointment, subject to the approval of the Executive Board of Directors. A vacancy created by the death, resignation, or incapacitation of the President shall be filled by the President-elect.

Article IX - Executive Board of Directors

- 9.01 The **Executive Board of Directors** shall consist of the President, President-elect, Past President, Secretary, Treasurer and the chairs of the following eight (8) standing committees: Conference Planning (President-Elect), Financial Affairs, Legislative Affairs, Membership, Public Relations, Research and Development, Scholarship, and Nominations / Elections (Past President).
- 9.02 The **Executive Board of Directors** shall be empowered to:
- a) act for the Association in the pursuit of its purposes between regular meetings;
 - b) decide by a majority vote questions of Association policies and procedures;
 - c) have the authority and responsibility for all disbursements of the funds of the Association; and
 - d) serve as a liaison with private and public educational establishments (agencies, foundations, corporations, etc.).

Article X - Conduct of the Business of the Association

- 10.01 **Allocation and Distribution of the Funds**: The Financial Affairs Committee shall be responsible for preparing a budget and monitoring expenditures for each fiscal year that will be submitted to the Executive Board of Directors for approval.

- 10.02 **Approval:** All budgets, allocations, and reallocations shall be by affirmative vote of a simple majority of the Executive Board of Directors at the meeting.
- 10.03 **Monitoring Expenditures:** The Financial Affairs Committee shall be responsible for monitoring all expenditures of the Association.
- 10.04 **Audit:** A biannual audit of the Association's financial records will be conducted, the type of which (internal audit, review, compilation, or full audit) will be determined by the Executive Board of Directors. An internal audit shall be conducted by a member of the Financial Affairs Committee and the two Association members at large appointed by the President.
- 10.05 **Self-Dealing:** No member of the Association shall receive any financial or pecuniary gain from any activity of the Association.
- 10.06 **Investments:** At the recommendation of the Financial Affairs Committee the Executive Board of Directors, any funds of the Association which are not needed currently for the activities of the Association may be invested in such investments as permitted by law.
- 10.07 **Gifts:** The Executive Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Association.

Article XI - Books and Records

- 11.01 The Association shall keep correct and complete **books and records of accounts** and shall keep **minutes** of the proceedings of the Executive Board of Directors.
- 11.02 The Membership Committee shall keep a record of the names and addresses of the Members entitled to vote.
- 11.03 All books and records of the Association may be inspected by any Member or his / her agent or attorney for any proper purpose at any reasonable time.

Article XII - Duties of Officers

- 12.01 The duties of the **President** shall be:
- a) to preside at meetings of the Association and of the Executive Board of Directors;
 - b) to appoint all standing committee chairs and make special appointments as needed;
 - c) to exercise general executive authority on behalf of the Association;

- d) to present proposed goals and objectives for the year at the fall meeting immediately after the installation of new officers;
- e) to submit an annual written report to the Association at the fall meeting on matters which have taken place during his / her term of office;
- f) to represent the Association as one of the official delegates to the MEAEOPP Board of Directors and to be responsible for submitting all required reports to MEAEOPP;
- g) to serve as an ex-officio member of all committees except the Nominations / Election Committee; and
- h) to perform such functions and exercise such duties as may be voted from time to time by the Association Membership or the Executive Board of Directors.

12.02 The duties of the **President-elect** shall be:

- a) to perform all duties of the President in his or her absence, disability, or resignation;
- b) to chair the Conference Planning Committee;
- c) to serve as MEAEOPP Representative and distribute written reports of MEAEOPP meetings to Association members in a timely fashion; and
- d) to assist the President as needed.

12.03 The duties of the **Past President** shall be:

- a) to perform all the duties of the President if both the President and the President-elect are unable to serve because of absence, disability, or resignation.
- b) to Chair the Nominations / Election Committee;
- c) to ensure compliance with the Constitution and By-Laws; and
- d) to advise the President and the Executive Board of Directors.

12.04 The duties of the **Secretary** shall be:

- a) to prepare, distribute, and maintain full and accurate records of the meetings of the Association and of the Executive Board of Directors;
- b) to maintain historical files of all Association and committee activities;

- c) to execute correspondence as directed by the President; and
- d) to perform such duties as are appropriate to his / her office or as prescribed by the Executive Board of Directors.

12.05 The duties of the **Treasurer** shall be:

- a) to disburse funds in accordance with directives established by the Executive Board of Directors;
- b) to maintain accurate and up-to-date fiscal records;
- c) to be a member of the Financial Affairs Committee;
- d) to arrange for a biannual audit as stipulated in Article X, Section 10.04;
- e) to be bonded as determined by the Executive Board of Directors;
- f) to perform such duties as are appropriate to his/her office or as prescribed by the Executive Board of Directors; and
- g) to file and annual tax report as required by the Internal Revenue Service to maintain tax exempt status.

Article XIII – Standing Committees & Special Appointments

13.01 There will be eight (8) **standing committees**: Conference Planning, Financial Affairs, Legislative Affairs, Membership, Public Relations, Research and Development, Scholarship, and Nominations / Elections.

13.02 The President will be responsible for the **appointment of all standing committee chairpersons**. Each committee shall be composed of the chairperson and at least two additional members. Chairpersons will be responsible for the selection of committee members who represent all programs and geographic areas of Pennsylvania to the greatest extent possible. The names of committee members shall be forwarded to the President.

13.03 The duties of all Standing Committees will include maintaining cumulative records of activities and submitting copies of meeting summaries and other relevant information to the President and the Executive Board of Directors.

13.04 The duties of the **Conference Planning Committee** shall include:

- a) appointing committees to ensure the implementation of a conference which meets the needs of the Association with regard to meeting time, schedule of activities, and program content; and
- b) updating the Conference Planning Manual, a detailed record of the planning and activities of each conference, for future planning committees.

13.05 The duties of the **Financial Affairs Committee** (composed of the Treasurer and four other members) shall include:

- a) preparing a budget for the fiscal year of the Association and submitting it to the Association at the spring meeting; and
- b) monitoring expenditures of the Association.

13.06 The duties of the **Legislative Affairs Committee** shall include:

- a) Keeping Association members informed about educational policies and proposed legislation which impact TRIO programs and personnel;
- b) establishing and maintaining communications with local, state, and federal agencies;
- c) coordinating activities with MEAEOPP and COE; and
- d) keeping the membership abreast of educational policies and new trends or proposals.

13.07 The duties of the **Membership Committee** shall include:

- a) collecting membership dues;
- b) providing membership information about the Association to new TRIO programs in Pennsylvania;
- c) encouraging all eligible programs to join the Association;
- d) maintaining and up-to-date list of active, associate, life, and honorary members;
- e) preparing and circulating to all Association members a directory of Pennsylvania TRIO staff members' names, addresses, and telephone numbers; and
- f) submitting a current membership list to MEAEOPP when required.

13.08 The duties of the **Public Relations Committee** shall include:

- a) publishing the Association newsletter;
- b) disseminating Association information to the media, as directed by the Executive Board of Directors; and
- c) developing marketing and promotional information which relate to the Association and Pennsylvania TRIO programs.

13.09 The duties of the **Research and Development Committee** shall include:

- a) collecting and summarizing statewide TRIO data and other relevant statistics;
- b) aiding members in collecting and utilizing program data;
- c) researching possible funding sources for Association projects; and
- d) identifying funding sources, developing proposals, and organizing fund-raising efforts.

13.10 The duties of the **Scholarship Committee** shall include:

- a) distributing scholarship nomination packets to all Pennsylvania TRIO directors;
- b) verifying program membership in the Association;
- c) reviewing all nominations and verifying student eligibility;
- d) notifying directors of impending awards and verifying student enrollment in post secondary institutions;
- e) submitting names of award recipients to the Association treasurer;
- f) creating Certificates of Merit that will be presented along with a check to scholarship recipients at the fall meeting; and
- g) sending names and biographies of scholarship recipients to the Public Relations Committee for inclusion in the Association newsletter.

13.11 The duties of the **Nominations and Elections Committee** shall include:

- a) identifying and actively recruiting members of the general membership to present as a slate of candidates at the fall meeting for Executive Board positions;
- b) sending out materials throughout the year to encourage the general membership of the election process and the availability of particular offices in the upcoming fall election; and

- c) selecting and presenting a slate of candidates who have agreed to serve if elected. The Nominations / Election Committee will circulate the slate of candidates to the entire membership thirty (30) days prior to the fall meeting.

13.12 **Special Appointments:** The President shall appoint a Parliamentarian and Ad Hoc Committee(s) as necessary.

- a) The duties of the **parliamentarian** shall be to advise the President or any other members of the Association on matters that involve correct and appropriate completion of proceedings according to the rules contained in the current edition of *Robert's Rules of Order* where they are not inconsistent with the Constitution and By-Laws of the Association.
- b) The duties of an *ad hoc* committee shall be determined by the President and the membership to meet the specified needs of the Association.

Article XIV – Indemnification of Directors and Officers

14.01 The Association may, to the extent legally permissible, indemnify any person who was or is a party or threatened to be a party to any action, suit, or proceeding, by reason of the fact that he / she is or was a representative of the Association or was serving at the request of the Association.

Article XV – Amendments to Constitution and By-Laws

15.01 Any or all of these articles of Constitution and By-Laws may be amended, rescinded, or supplemented at any regular meeting of the Association by a three-quarters (3/4) majority vote of the members present, provided that prior notice of proposed amendments is given thirty (30) days in advance of the meeting.

Article XVI – Dissolution of the Association

16.01 If, for any reason, the continued existence of the Association shall become impracticable or impossible, then the Executive Board of Directors shall be authorized by a three-quarters (3/4) vote thereof to direct the dissolution of the Association. After the payment of all charges and expenses, the Executive Board of Directors shall distribute any remaining assets, funds, or property of the Association to such other organizations or foundations to be used for religious, educational, charitable or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as now in force or hereafter amended.