

ASSOCIATION OF LATINO ADMINISTRATORS AND SUPERINTENDENTS BYLAWS

ARTICLE I NAME

The name of this organization shall be the Association of Latino Administrators and Superintendents (ALAS).

ARTICLE II GOVERNMENT

The Bylaws of the Association shall govern the Association's action in all its practices.

ARTICLE III PURPOSE

ALAS is a national association that brings together educational leaders who are committed to improving the quality of public education for all students with an emphasis on Latino youth.

GOALS:

1. Promote effective leadership in school and district administration.
2. Work cooperatively with state and national organizations to promote and advocate for quality public education.
3. Advocate for English Language Learners.
4. Provide professional and technical assistance to Hispanic Serving School Districts.
5. Provide mentoring opportunities to aspiring Latino educators.
6. Provide networking opportunities for members of the Association.
7. Provide professional assistance to community groups, Boards of Education, Federal, State, and County agencies, businesses, and other leaders in the field of education.
8. Promote and initiate research which provides data necessary to develop best practices and educational programs which meet the educational needs of the community served by the membership.
9. Serve as a source of information for career opportunities in school administration.
10. Provide members with opportunities for professional growth activities.
11. Advocate and promote successful strategies that meet the needs of Latino youth.

ARTICLE IV
MEMBERSHIP

Section 4.1 Eligibility

The Association's membership shall be open to:

- A. Executive Membership:
 - (i) *Executive I*: Superintendents.
 - (ii) *Executive II*: Associate Superintendents, Assistant Superintendents, Deputy Superintendents, and cabinet- or other similar executive-level school district or college administrators.

Executive members shall be the only Association members who are eligible to vote for Board of Directors.
- B. Associate Membership: Principals, Assistant Principals, College Personnel, other Administrators and retirees.
- C. Aspiring Membership: This category is for aspiring school administrators.
- D. Institutional Membership: School District membership which includes 5 individual memberships, also open to State Departments of Education and other non-profits and affiliate members.
- E. Business Partnerships: there shall be memberships available for Business Partners and other Education Professionals, Public Advocacy Affiliates who support the goals of the Association

Section 4.2 Membership Dues

Annual membership dues will be levied on the following categories of members:

- A. Executive I: Superintendents;
- B. Executive II: Associate Superintendents, Assistant Superintendents, Deputy Superintendents, and cabinet- and other similar executive-level school district or college administrators;
- C. Associate: Principals, Assistant Principals, College Personnel, Educational Professionals, Central Office Directors, and Retired Administrators;
- D. Aspiring Leader: Aspiring Administrator, Lead Teacher;
- E. Graduate Students;
- F. Lifetime individual membership;

- G. Friend of ALAS: Individuals on the membership list as of July 1, 2013 who choose not to pay dues and any new member as of July 1, 2013 who chooses to limit membership to complimentary;
- H. Districts: Hispanic Student-Serving School Districts, School Districts in general;
- I. State Affiliates: Established and approved ALAS state affiliate;
- J. Corporate: Corporate ALAS Sponsors; and
- K. Institutional: Colleges and Universities, Community Colleges, State Departments of Education, International Affiliates (Foreign Ministries of Education), Education Service Agencies, National Associations.

The membership dues amounts for the categories listed above will be in accordance with the amounts provide in the membership dues schedule as approved and amended from time to time by the Board of Directors.

All dues shall be payable on or before July 1 of each year, and monitored by the Secretary.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 Number and Qualification

The authorized number of Directors of the Association shall not exceed twenty (20)(with the exact number set by resolution of the Board). Of such Directors, at a minimum, eight (8) shall be regional representatives, at least one (1) shall be an At-Large representative as described in Section 5.3, and five (5) shall be the principal Officers of the Association as described in Section 7.1. Directors must be Executive-level members of the Association in good standing at the time of their appointment or election to the Board. Once appointed or elected and subject to Section 6.2 of these Bylaws, a Director is entitled to complete his/her term of office and said term shall not be affected by a subsequent change in a Director’s eligibility as an Executive-level member of the Association.

Section 5.2 Staggered Terms of Office

Each Director of this Association shall serve a three-year term of office subject to the term limits defined in Section 6.4 below. Each term of office will end at the annual conference following the election of new Directors or until a successor has been appointed by the Board of Directors. With regard to Directors who are regional representatives, beginning October 2015, odd numbered regions will serve a three-year term of 2015-2018, and even-numbered regions will serve a three-year term of 2016-2019. The next regular election for odd numbered regions will be held in October 2018 (and every three years thereafter), and the next regular election for even numbered regions will be held in October 2019 (and every three years thereafter); therefore, sitting Directors as of October 2015 for even numbered regions may serve a term longer than three years. As of October 2015, one At-Large Director serves on the Board representing higher education and such Director’s term will expire in 2018.

Section 5.3 Geographic Representation

The Board of Directors shall include at least one member to represent each of the following eight (8) geographic regions and at least one At-Large member to represent higher education.

1. **West:** California, Hawaii, Alaska
2. **Northwest:** Oregon, Washington, Idaho, Montana, Wyoming, Nevada
3. **Southwest:** Utah, Arizona, New Mexico, Colorado, Oklahoma
4. **Central:** North Dakota, South Dakota, Nebraska, Kansas, Arkansas, Missouri, Louisiana, Texas
5. **Midwest:** Wisconsin, Illinois, Indiana, Ohio, Michigan, Iowa, Minnesota
6. **Northeast:** New York, Pennsylvania, New Jersey, Delaware, Maryland, District of Columbia, Virginia, West Virginia
7. **Southeast:** North Carolina, South Carolina, Georgia, Florida, Kentucky, Tennessee, Alabama, Mississippi, Puerto Rico
8. **New England:** Maine, Massachusetts, New Hampshire, Rhode Island, Connecticut, Vermont

*The President shall not need to represent a region on the Board of Directors.

Section 5.4 Nomination and Election of Directors of the Board

A. Nomination

At any meeting at which the election of Directors is held, a member of the Board of Directors in good standing may nominate a person with the second of any other Board member in good standing. In addition to nominations made at meetings, a nominating committee will consider and make recommendations with respect to additional nominees to the Board of Directors. As part of the meeting notice at which each election occurs, the Secretary will include the names of those nominated by any Executive-level member or the nominating committee, in addition to any related committee report. Any person nominated to serve as a Director by an Executive-level member or the nominating committee shall submit prior to the election a written statement to the Secretary accepting the nomination and agreeing to serve as a Director if elected. For those nominated at a meeting and not by the nominating committee an oral statement can be made accepting the nomination and agreeing to serve as Director prior to the election with the understanding that a written statement shall be submitted prior to the adjournment of the meeting. Statement forms shall be submitted prior to the adjournment of the meeting. (Until the regional format is in place, the Board will continue to nominate and elect members to the Board of Directors).

B. Election

After receiving nominations, the Board of Directors shall elect Directors. (Until the regional format is in place, the Board will continue to nominate and elect members to the Board of Directors).

Section 5.5 Vacancies

A vacancy in a Director position, other than a vacancy caused by the expiration of a Director's term, shall be filled through a Board appointment of an Executive-level member or At-Large Director in good standing who resides in the region in which the vacancy occurred. The person chosen to fill such vacancy shall serve as a Director until the expiration of the term of the Director being replaced. The name of the person being considered for an appointment to the Board shall be submitted to the President no later than sixty (60) calendar days from the date of the vacancy.

If a Director changes his/her residence outside of the region he/she was originally designated to represent, he/she may serve the remainder of his/her term as at At-Large Director subject to approval of the majority of the Board and provided that the maximum number of twenty (20) Directors is not exceeded.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 6.1 Powers of the Board of Directors

- A. **General Powers** - Subject to any limitations in these Bylaws relating to actions required to be approved by the members, the business and affairs of the Association shall be managed, and all Association powers shall be exercised by or under the direction of the Board of Directors.

- B. **Specific Powers** - Without prejudice to its general powers, and subject to the foregoing limitations, the Board of Directors shall have the power and duty:
 - (i) To manage the affairs of the Association between meetings of its members;
 - (ii) To adopt policies and operating procedures to achieve the purposes and objectives of the Association as set forth in these Bylaws;
 - (iii) To supervise the operation of the committees of the Association and to assist their members and chairpersons in the performance of their functions; and
 - (iv) To approve the disbursement of funds and the payment of expenses incurred by the Association.

Section 6.2 Removal of Director

Any director may be removed from his or her position as a director, either with or without cause, by the vote of a majority of the directors in good standing, at any meeting of the Board of Directors if written notice of such intended action is provided to each director five calendar days in advance of such meeting.

Section 6.3 Compensation

Directors shall not be compensated for their service on the Board of Directors. Directors may receive a reasonable reimbursement for travel expenses associated with their attendance and participation at annual or special Board meetings and other meetings deemed necessary by the Executive Director to support the Association and its mission, and which shall be provided in a manner consistent with the reimbursement policies of the Association.

Section 6.4 Term Limit

A Director may serve no more than two (2) consecutive terms. After fulfilling two terms, an individual will be eligible for re-election as a Director following one year's absence from the Board.

Section 6.5 Types of Board Meetings

There shall be three types of Board of Directors meetings: annual meetings, regular meetings and special meetings. Except as otherwise provided by these Bylaws, all business of the Board of Directors may be transacted at either one of these types of meetings.

Section 6.6 Annual Meetings

At the annual meeting the Officers of the Association shall be elected. One annual meeting shall be held at the fall annual ALAS conference. Other meetings will be held as determined by the Board of Directors.

Section 6.7 Regular Meetings

Regular meetings shall be held on a bi-annual basis.

Section 6.8 Special Meetings

Special meetings may be called by the President or by a majority of the Board of Directors upon five (5) days' notice to each director. They may be held in a place designated by the President, but, in any event, directors shall be permitted to attend by teleconference.

Section 6.9 Quorum

A quorum shall be a simple majority of directors. Meetings at which a quorum initially is present may continue to transact business, notwithstanding the withdrawal of a sufficient number of directors so as to leave less than a quorum. Unless a greater vote is required by these Bylaws, any action taken that is approved by the required quorum for that meeting shall constitute the act of the Board of Directors.

Section 6.10 Voting

All voting at meetings of the Board of Directors shall be oral unless any director requests secret ballot. No Director shall be permitted to vote by proxy.

Section 6.11 Voting by Electronic Mail

The Board may authorize directors to vote on matters requiring action by electronic mail..

Section 6.12 Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent in writing to that action. Any such action by written consent shall be filed with the minutes of the proceedings of the Board of Directors and shall have the same force and effect as a unanimous vote of the Board of Directors.

ARTICLE VII **OFFICERS**

Section 7.1 Officers

The principal Officers of the Association shall be a President, Past-President, President-Elect, Secretary, and Treasurer.

Section 7.2 Election of Officers

The Board of Directors shall elect the principal Officers of the Association upon expiration of their terms. There shall be an annual election of a President-Elect each October, an election of a Secretary in October of every even numbered year, and an election of a Treasurer in October of every odd number year. Officers shall be elected from among the full members of the Board of Directors by a majority vote of the Directors present and voting at the annual meeting. To be eligible to serve as an Officer, the nominee must be a member in good standing and have served as a Director for a minimum of two (2) years at any time. Nominations shall also be accepted from the Directors at the annual meeting. If more than one (1) Director is nominated for one office, voting shall be by secret ballot. If necessary, multiple ballots shall be called for in order to narrow the field of candidates until one (1) candidate receives a majority of the votes cast.

Section 7.3 Term of Office

The President, Past-President, and President-Elect shall have a term of office of one (1) year. Once a Director is elected President-Elect, succession to President and Past President is automatic notwithstanding a change in the Officer's membership status during his/her term of service. The term of office for the Treasurer and Secretary, as well as any additional officers appointed pursuant to Section 7.4, shall be two (2) years.

Section 7.4 Additional Officers

The Board of Directors may appoint, or may authorize the President to appoint any other additional officers that the business of the Association may require. Each such additional officer

shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or prescribed from time to time by the Board of Directors.

Section 7.5 Removal of Officers

No officer shall be removed except for good cause.

Section 7.6 Vacancies in Office

A vacancy in any office resulting from any cause other than the expiration of an officer's term of office shall be filled by the vote of the Board of Directors.

Section 7.7 Duties

- A. **President:** The President shall preside at all meetings of the Association, and may sign all letters, reports, and other communications to the Association membership. It shall also be the President's responsibility, in conjunction with the other officers, to compile and set the agenda for all Association meetings. The President shall perform all duties incident to the office of President, and such other duties as may be prescribed by the membership. The President shall work with the Executive Director (upon appointment) to manage the daily operation of the organization. The President shall regularly communicate to the Board of Directors on his/her activities. The President may make recommendations on filling of vacancies.
- B. **President-Elect:** The duties of the President-Elect shall be to represent the President, to substitute for the President during his/her absence, and to perform such other duties as may be assigned by the President.
- C. **Past President:** The duties of the Past President shall be to support the incoming President and perform other duties as directed by the President. The Past President shall serve in an advisory capacity to the President for one (1) year at the end of his/her term. The term of service as Past President shall not be included in the two consecutive, three-year term limits established for all Directors.
- D. **Secretary:** The Secretary shall keep the minutes of all meetings, both regular and special, of the Association. He/she shall promptly transmit to each of the members the minutes of such meetings; see that all notices are duly given in accordance with the provisions of these Bylaws; be custodian of the Association's records; and, in general, perform all duties incident to the office of Secretary and other such duties as may be assigned by the President.
- E. **Treasurer:** The Treasurer shall maintain accurate fiscal records of the Association's monies; prepare, in conjunction with the officers, an annual budget; and report to the officers and membership, the fiscal condition of the Association; and, in general, perform all duties incident to the office of the Treasurer and other such duties as may be assigned by the President.

ARTICLE VIII **COMMITTEES**

Section 8.1 Standing and Special Committees

The Board of Directors may establish and abolish such standing and special committees as it may desire. No standing or special committee may exercise the authority of the officers or the Association. There shall be three standing committees appointed by the Board of Directors. These committees are the following: Advisory Council, Business Council, and, State and International Affiliate Council. The President shall appoint the chairperson of each committee.

Section 8.2 Committees in General

The Board of Directors of this Association may designate one or more committees, each to have the name, membership, duties and responsibilities designated by the Board. Such committees shall consist of a Chairperson and other members, none of whom need be members of the Board, except where otherwise directed at the time of the creation of any such committee. The Board shall approve any procedural rules of such committees. Each such committee shall keep regular minutes of its proceedings and all committees shall report to the Board of Directors when required or requested.

Section 8.3 Executive Committee

The Board of Directors may, by resolution passed by the majority of the Board, designate an Executive Committee, to consist of two (2) or more of the directors of this organization. The Executive Committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of this organization, but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him/her by law. The Executive Committee shall keep regular minutes of its proceedings and report on its proceedings to the Board of Directors when required. The minutes of the proceedings of the Executive Committee shall be placed in the minute book of this organization.

Section 8.4 Quorum

A majority of the members of any such committee shall constitute a quorum and questions shall be decided by a majority vote.

Section 8.5 Membership

Unless otherwise determined by the officers in its decision to establish a committee, the President of the Association shall appoint members to the various committees.

Section 8.6 Vacancy

A vacancy in the membership of any committee may be filled by an appointment made in the same manner as provided in the case of the original appointment.

ARTICLE IX
OFFICES/FACILITIES

Section 9.1 Primary Offices

The primary offices of the Association shall be located in Washington, D.C.

Section 9.2 Other Offices

The Association may also have offices at such other places, including, but not limited to the State of California, as the Board of Directors may determine necessary or as may be required by the Association.

ARTICLE X
REGISTERED AGENT

Section 10.1 Registered Agent

The Association will maintain a registered agent in the State of California and the District of Columbia.

ARTICLE XI
AMENDMENTS

An amendment to the Association's Bylaws requires a quorum of the Board of Directors present and voting at any annual or special meeting of the Association. The Board of Directors shall have the authority to make changes to the Bylaws that are necessary to the operation of the Association.