



N P B E A

**NATIONAL POLICY BOARD FOR EDUCATIONAL  
ADMINISTRATION, INC.**

**BY-LAWS**

*ADOPTED 05-22-19*



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**Preamble**

We, the members of the National Policy Board for Educational Administration, Inc., believe that the focal point for improving the education of every child and providing educational programs that help all children achieve their potential as contributing members of society is to improve the capacity of educational leaders in schools and school districts. We serve as organizations dedicated to working together to represent the educational leadership and administration profession and improve both the preparation and practice of educational leaders at all levels.

**Article I- Name**

The name of this organization shall be the National Policy Board for Educational Administration, Inc. (NPBEA). The NPBEA is a non-profit, 501(c)(3) corporation.

**Article II- Purpose**

The purpose of the Board is to advance the educational leadership field by collective action to:

Advance national educational leadership policy standards and program standards for use by practitioners, states, professional associations, and preparation programs;  
Promote national reviews of educational leadership preparation programs at colleges and universities through Council for the Accreditation of Educator Preparation (CAEP) accreditation using NPBEA approved program standards;  
Promote high quality educational leadership preparation programs;  
Encourage the development, implementation, and dissemination of high-quality educational leadership professional development programs;  
Foster meaningful dialogue and action on critical issues in educational leadership;  
Encourage professional growth of educational leaders through advanced levels of certification.

**Article III – Governance**

The NPBEA Board shall be governed by the laws of the State of Missouri, Articles of Incorporation, the Bylaws, and such actions that the NPBEA Board may take consistent therewith. Nothing in the Bylaws shall be construed to prevent the NPBEA Board from pursuing objectives that are consistent with its stated purposes.



## **Article IV – Membership**

### **Section 1. Membership**

The Board will consist of the following members: the American Association of Colleges for Teacher Education (AACTE), the School Superintendents Association (AASA), the Council of Chief State School Officers (CCSSO), the National Association of Elementary School Principals (NAESP), the National Association of Secondary School Principals (NASSP), the International Council of Professors of Educational Leadership (ICPEL), and the University Council for Educational Administration (UCEA).

### **Section 2. Criteria for Membership**

Organizations to be considered for standard membership on the National Policy Board for Educational Administration (NPBEA) should exhibit:

- An appointed executive staff or executive director with continuity in office;
- A program of professional development and advocacy in the field of educational leadership;
- A constituency of individuals, organizations, states or affiliated associations that have a primary concern for the improvement of educational leadership; and
- A constituency not already represented on the NPBEA Board.

### **Section 3. Addition of Members**

The addition of members is accomplished by unanimous action of the members of the NPBEA Board.

### **Section 4. Representation of Member Organizations**

Members will be represented on the Board by an organization's chief executive officer or his/her designee. All members are allowed to have no more than two representatives at any NPBEA Board meeting, one Board member and one guest.

### **Section 5. Voting Privileges of Members**

Voting privileges at Board meetings are restricted to members of the NPBEA Board. Each association has one vote. Only members in good financial standing may vote.

### **Section 6. Membership Dues**

The membership dues shall be determined on an annual basis by the NPBEA Board at the annual meeting. Voting privileges will be suspended for organization's whose membership dues are nine months in arrears; After 18 months in arrears an organization's membership in NPBEA may be revoked.



## **Section 7. Resignation of Members**

A Board member may resign by providing written notification to the NPBEA President. A member organization may remove and replace its representative on the Board at any time by providing written notification to the NPBEA President. If the person being replaced or appointed is the NPBEA President, an organization may provide written notification to another officer of NPBEA.

An organization may resign from the NPBEA by providing written notification to the NPBEA President.

## **Article V- Officers**

### **Section 1. President and Chair**

The President and Chair of the Board will be chosen by the Board from among its CEO members and official designees who are empowered to act on behalf of the NPBEA member organization. The President will serve for two fiscal years and will not be eligible for re-election in the next fiscal year. At each meeting of the Board, the President shall preside over the meeting.

### **Section 2. President-Elect**

The President-Elect of the Board will be chosen by the Board from among its CEO members and official designees. The President-Elect will serve for two fiscal years and then become President and Chair at the start of the third fiscal year. The President-Elect will act for the President and Chair if the President is unable to perform the duties of his/her office.

### **Section 3. Filling of Vacancies**

In the event an NPBEA officer is unable to complete his/her term of office, the NPBEA Board shall convene to designate a successor to fill the unexpired term of office.



## **Article VI- Executive Administrator**

The Executive Administrator will consist of personnel approved by the NPBEA Board. The NPBEA Chair will be authorized to contract the services of the Executive Administrator on an annual basis and will determine the duties, salary and location of that position. The Executive Administrator will report to the NPBEA President and Chair and will be responsible for the day-to-day administration of the NPBEA and other duties as assigned. The official NPBEA records including such things as the Bylaws, Articles of Incorporation, meeting minutes, and budget shall be kept on file electronically by the NPBEA's Executive Administrator and the NPBEA fiscal agent. The Executive Administrator shall be referred to as the Chief Executive Officer (CEO).

## **Article VII – Committees**

### **Section 1. NPBEA Steering Committee**

The Steering Committee shall consist of the NPBEA's President and Chair, President-Elect, and Treasurer. The Steering Committee shall possess such powers and duties as authorized by the NPBEA Board and may include such duties as:

- Convening to develop NPBEA meeting agenda items;
- Advising NPBEA's Executive Administrator on matters that arise between regular meetings of the NPBEA Board;
- Calling special NPBEA meetings, either face-to-face or by telephone or video conference, if in the judgment of the Steering Committee, an item under consideration has long-range or immediate implications for the program of the NPBEA; and
- Developing budget projections.

### **Section 2. Other Committees**

The NPBEA Board may establish committees as deemed appropriate and shall prescribe the authority of any such committee and the period of its existence.



## **Article VIII – Meetings**

### **Section 1. Meetings**

#### **Annual Meeting**

There will be an annual meeting of the NPBEA Board each fiscal year. The agenda for the annual meeting will focus on evaluation of the previous year's program, the program for the upcoming year, voting for NPBEA Officers, budget approval, and NPBEA Audit review.

#### **Regular Business Meetings**

In addition to the annual meeting, two regular business meetings will be held at the discretion of the NPBEA Board. If it is the determination of the Steering Committee that a face-to-face meeting is unnecessary, then a meeting may be canceled or a telephone or video conference meeting may be held in place of the regular business meeting. The NPBEA Board shall meet at least two times in any fiscal year.

#### **Electronic Conference Meetings**

NPBEA members may attend NPBEA Board meetings in person or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. Meetings of the Board or any committee of the Board by electronic conference shall be permitted.

#### **Notice of Meetings**

Written notice of the date and time of Board meetings shall be emailed to each member at least 45 days in advance of the date of the meeting. NPBEA Board meeting agendas shall be emailed to each member at least 21 days in advance of the date of the meeting.

### **Section 2. Rules of Order**

Robert's Rules of Order, Newly Revised shall be the authority governing all matters of procedure not otherwise provided for in the Articles of Incorporation and the Bylaws or by the actions of the NPBEA Board.

### **Section 3. Quorum**

Two-thirds of the Board membership shall constitute a quorum.



## **Article IX – Finance**

### **Section 1. Allocation of Budget**

The budget of the NPBEA will be submitted for approval at the annual meeting of the NPBEA Board. NPBEA membership dues shall cover maintenance of NPBEA operations as outlined in each fiscal year's budget. Any additional special projects that are approved by the NPBEA Board should be submitted as a separate project budget. Expenses for the project budget may be paid in one of four ways: a special assessment of NPBEA members; use of NPBEA reserve funds; obtaining an outside grant source of funding; or a combination of the above.

### **Section 2. NPBEA Financial Review**

An annual review of NPBEA financial records shall be completed by a certified public accountant within each fiscal year and submitted for approval by the NPBEA Board at the annual meeting.

### **Section 3. Financial Records and Accounts**

NPBEA financial records and accounts shall be maintained by NPBEA's fiscal agent and be the property of the NPBEA. The records and accounts shall be open to inspection by any NPBEA member upon written request to the NPBEA Treasurer.

### **Section 4. Reserve Funds**

The Reserve Funds shall consist of the real properties, savings, and/or long-term investments of NPBEA, together with any other funds or properties received by gift, bequest and devise, and accrued income from Reserve Funds investments. The Reserve Funds shall be in the charge of the NPBEA Treasurer, who shall provide for the investment and safekeeping of such funds. The Treasurer shall report the conditions of the funds to the NPBEA Board. The Treasurer shall be required to post a bond annually in an amount approximately equal to the Reserve Funds.

### **Section 5. Grants and Donations**

The NPBEA may receive grants and may deposit and expend these funds according to terms of the grantor and accepted by the NPBEA Board or Steering Committee.



## **Section 6. Host Member Contributions**

The headquarters of the NPBEA will be hosted by a member organization. Host members maintain NPBEA financial accounts and oversight by a fiscal agent. This contribution shall be recognized by the NPBEA Board on an annual basis by a formal letter of thanks from the President and Executive Director on behalf of the NPBEA Board. The selection of the host organization shall be determined by members of the NPBEA Board.

## **Section 7. Distribution of Assets**

No part of the net income, revenue, and grants of the NPBEA shall inure to the benefit of any NPBEA organization member, director, officer, or any individual except that reasonable compensation may be paid for services rendered. No organization member, director, officer, or individual shall be entitled to share in the distribution of any part of the assets of the Association on its dissolution or liquidation. In the event of such dissolution or liquidation, the assets of the NPBEA, after payment of debts and obligations, shall be transferred to one or more membership organizations with federal tax exemption for charitable and educational uses. The receiving organization(s) shall be designated by the Board of Directors at its final meeting.

## **Article X – Amendments**

A proposed amendment to the NPBEA Bylaws or Articles of Incorporation must be submitted in writing to the NPBEA President or Steering Committee by an NPBEA organization's Chief Executive Officer (CEO), who shall refer it to the NPBEA Board for action. A two-thirds vote of the Board of Directors at which a quorum of the Board is present shall be required to adopt a proposed amendment. An amendment to the Articles of Incorporation shall become effective upon filing the amendment.