

COUNCIL OF LEARNING ASSISTANCE AND DEVELOPMENTAL EDUCATION ASSOCIATIONS

BYLAWS, VISION, AND MISSION

CLADEA Bylaws

Article I - Name

The name of this organization shall be the Council of Learning Assistance and Developmental Education Associations, hereinafter referred to as "the Council."

Article II - Purposes

The purposes of the Council are to:

- coordinate the work of its members
- promote collaboration among its members
- serve as a forum for effective communication among its members
- provide leadership on policy development in postsecondary education
- recognize outstanding contributors to the field of postsecondary learning assistance and developmental education
- encourage the development of new professionals and future leaders in the field
- endorse standards of practice and professional ethics
- advocate for professional development and research in the field

Article III - Membership

Section 1: The Council is a private organization that accepts members based on the merits of their individual applications.

Section 2: Membership is limited to professional organizations concerned with postsecondary learning assistance or developmental education whose applications are approved by the majority vote of the Council.

Section 3: Council members must uphold the vision, mission, and purposes of the Council, pay annual dues by January 15, and send representation to Council meetings.

Section 4: A member may not vote until its annual dues have been paid.

Section 5: Organizations may lose membership on the Council for due cause by majority vote of the Council. Prorated dues will be returned to the disaffiliated organization.

Section 6: Organizations may disaffiliate from the Council by providing written notice to the full Council. Prorated dues may be returned to the disaffiliated organization.

Article IV - Finances

Section 1: An income and expense statement will be provided by the chairperson at each meeting of the Council and at the request of any Council member.

Section 2: The annual budget will be adopted at the first meeting of each fiscal year.

Section 3: The Council's fiscal year shall run from January 1 to December 31.

Section 4: In case of dissolution, the Council's remaining monies shall be returned equitably to the member organizations.

Section 5: Costs associated with travel on Council business are reimbursable in accordance with current Council policies.

Section 6: No member representative on the Council shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the member representative must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The Chair of the Council is expected to make inquiry if such conflict appears to exist and the Council member representative has not made it known.

Article V - Meetings

Section 1: Council meetings shall take place at least twice a year at the conferences or meetings of Council members.

Section 2: Additional meetings of the Council may take place as determined by majority vote of Council members.

Section 3: Members may be represented at Council meetings by up to four individuals except by majority vote of the Council. Additional observers may be admitted by approval of the Council.

Section 4: The rules contained in *Robert's Rules of Order, Newly Revised*, shall govern the Council in all cases where they are applicable and in which they are not inconsistent with the constitution, bylaws, or any special rules of order the Council may adopt.

Article VI - Voting

Section 1: Each member of the Council shall have one vote. Only the member's chief executive officer or his/her recognized designee may cast the vote.

Section 2: A simple majority of voting members constitutes a quorum.

Article VII - Executive Management

Section 1: The Council's business shall be executed by a Chairperson and Vice-chairperson elected by the Council.

Section 2: Votes for the Council Chairperson and Vice-chairperson shall be taken by secret ballot.

Section 3: Only past-presidents of member organizations or the Director or Assistant Director of the National Center for Developmental Education are eligible for election as Chairperson.

Section 4: Only current member representatives to the Council are eligible for election as Vice-chairperson.

Section 5: Regular elections for Council Chairperson shall take place at the spring meeting of the Council every other year.

Section 6: Regular elections for Council Vice-chairperson shall take place at the spring meeting of the Council every year.

Section 7: The Chairperson of the Council shall serve for a period of two years from the date of his/her election. The Chairperson of the Council may be reelected twice for a maximum term of six years.

Section 8: The Vice-chairperson shall serve for one year from the date of his/her election. The Vice-chairperson may be reelected once for a

maximum term of two years. Emergency elections to fill a mid-term vacancy in the Vice-chairmanship may be held at any Council meeting.

Section 9: The Chairperson of the Council is responsible for:

- a. setting and distributing an agenda before each Council meeting
- b. chairing each Council meeting
- c. providing Council members with a budget report at Council meetings and upon request
- d. providing a written record of Council business, discussion, and decisions
- e. implementing the directives and decisions of the Council
- f. maintaining the Council website
- g. representing the Council in appropriate forums

Section 10: The Vice-chairperson shall assist the Chairperson in completion of the above duties.

Section 11: Resignation or incapacitation of the Chairperson or Vice-Chairperson:

- a. The Chairperson or Vice-chairperson of the Council may resign at any time by providing written notice to Council members.
- b. In the event that the Chairperson resigns or is otherwise unable to continue as Chair, the Vice-chairperson will assume the duties of the Chair until the next regular election.
- c. In the event that the Vice-chairperson resigns or is otherwise unable to continue as Vice-chair, an emergency election will be held to fill the vacancy.

Article VIII - Establishment of Task Forces and Commissions

- Section 1: The Council shall have the authority to establish task forces and commissions for the purpose of accomplishing Council business or furthering the Council's vision, mission, and purposes.
- Section 2: Wherever possible, task force or commission membership should include at least one representative from each member organization.
- Section 3: Task force and commission chairs shall be selected by majority vote of the Council.
- Section 4: Task forces and commissions shall be convened by the Council to accomplish specific purposes and shall be disbanded when these purposes have been judged by the Council to have been accomplished.

Article IX - Amendments

- Section 1: Bylaws may be amended at any Council meeting provided that members have been notified of the proposed change at least two months in advance.
- Section 2: Amendments may be passed by a two-thirds majority vote of Council members.

Approved 11/1/07
Amended 2/29/09
Amended 10/30/09

CLADEA Vision

Provide leadership and a unified voice to advance the profession of postsecondary learning assistance and developmental education.

CLADEA Mission

Foster mutual support among national and international organizations dedicated to postsecondary learning assistance or developmental education.

Approved 11/1/07