



**Association of Leadership Educators, Inc.**  
Bylaws

**Article I. Name and Location**

**Section 1.** The name of this organization shall be the Association of Leadership Educators, Inc. (ALE).

**Section 2. Location** – The Association is an Ohio corporation with a principle office in a location determined by the board of directors as needed to effectively conduct business.

**Article II. Purpose**

**Section 1.** The purposes of this association are:

- (A) To strengthen the leadership skills and competencies of the professional educators who work to develop the leadership capabilities of others
- (B) To strengthen and broaden the knowledge base which supports research, teaching and outreach, student services, consulting, and other programs in leadership

**Section 2.** The Association of Leadership Educators, Inc. operates without profit, organized exclusively for educational and scientific purposes that qualify as exempt as defined under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

**Article III. Membership**

**Section 1. Eligibility**

Membership shall be open to any individual whose interest is leadership education and who agrees to abide throughout the tenure of their membership by the provisions of these bylaws and Association policies, including but not limited to the Association's Code of Ethics, as published and updated from time-to-time by the board of directors in the Association Policy Manual.

**Section 2. Anti-discrimination**

The Association of Leadership Educators, Inc. prohibits discrimination in all its programs and activities on the basis of race, color, national origin, gender, religion, age, disability, political beliefs, sexual orientation, and marital or family status.

**Section 3. Categories of Membership**

- (A) Regular Members: Educators, practitioners, and others with professional interest in leadership education.
- (B) Student Members: Those individuals currently enrolled in undergraduate or graduate programs.

#### **Section 4. Termination and Resignation of Membership**

- (A) The membership of any member who is in default in the payment of dues for the period of time fixed in these bylaws shall be terminated upon expiration of said period.
- (B) The board of directors, by a majority vote, may terminate the membership of any member of the Association on the following grounds:
  - 1. For nonpayment of financial obligations to the Association.
  - 2. For violating the bylaws, Code of Ethics or policies of the Association as determined in the manner prescribed in the Association Policy Manual.
  - 3. For engaging in conduct detrimental to the Association.
  - 4. For such other cause as the board of directors may deem sufficient for suspension or termination.

The member shall be given written notice at least thirty (30) days in advance of the meeting of the board of directors at which the vote regarding membership termination under this provision is taken and shall be afforded an opportunity to be heard.

- (C) Complaints involving members shall be handled as prescribed in the Association Policy Manual. As a result, the board of directors may, by majority vote, take such action including reprimand or termination as it may deem to be for the best interest of the Association.
- (D) Any individual whose membership is terminated by the board of directors may appeal that decision to the general membership. The written request for appeal to the general membership must be received the Association president or vice president within 30 days of termination by the board of directors. If the general membership votes by a majority of those present and eligible to vote at a regular or electronic meeting of the members to overturn the board's action, the member shall be considered to have retained his/her membership.
- (E) All resignations of members, which must be received in writing, or termination of members for non-payment of dues or financial obligations to ALE, shall take effect as of the date of such resignation or termination. The act of resignation or termination shall in no way release the member from the obligation to pay dues or other charges theretofore accrued and unpaid to ALE, and no such member shall be entitled to any refund of dues paid.

#### **Section 5. Membership Meetings**

- (A) The annual meeting of the Association shall be held in conjunction with the annual conference, or at such other time as may be directed by the board of directors.
- (B) Membership meetings of the Association shall be held at such a time and place as may be designated by the board of directors.
- (C) All members of the Association shall be given notice not less than ten (10) days in advance of each membership meeting, and of any special membership meeting as called by the president, or if requested in writing, by a majority of the members of the board of directors.
- (D) At all membership meetings of the Association, those members present and eligible to vote shall constitute a quorum. All questions may be decided by a majority vote of all members present and eligible to vote unless otherwise provided for in these bylaws or the Association Policy Manual.

## **ARTICLE IV – Finances and Dues**

**Section 1. Dues** - The dues of the association shall be recommended by the Audit & Finance Committee, approved by the board of directors, and ratified by majority vote of the members at any annual meeting.

**Section 2. Dues Period** – The annual dues period shall begin with the date of their respective enrollment and expire on the last day of the twelfth (12th) month thereafter. The three-year dues period shall begin with the first date of their respective enrollment in such a dues structure and expire on the last day of the thirty-sixth (36<sup>th</sup>) month thereafter.

**Section 3. Fiscal Year** - The fiscal year of the Association shall be the year commencing on the first day of September and terminating on the last day of August.

**Section 4. Budget** - The board of directors shall adopt a budget for each fiscal year and the Association shall function within the total of such budget. Approval of expenditures in excess of an approved budget shall be as prescribed in the Association Policy Manual.

**Section 5.** - Dues and other monies collected by the Association shall be placed in a depository selected by the board of directors.

**Section 6.** - The following officers of the Association, and any others as may from time to time be authorized by resolution of the board of directors, shall have authority to sign checks for and on behalf of the Association as prescribed in the Association Policy Manual: president and treasurer.

**Section 7.** - The president, vice president or any other officer of the Association duly authorized to act for them in a specific instance may execute contracts. The board of directors may also authorize any officer or agent of the Association, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

**Section 8. Earnings** - No part of the net earnings of the Association of Leadership Educators, Inc., shall inure to the benefit, or be distributable to its members, trustees, officers, or other private persons, except that the Association of Leadership Educators, Inc., shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Association of Leadership Educators, Inc., shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association of Leadership Educators, Inc., shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**Section 9. Dissolution** – In the event of dissolution of the Association of Leadership Educators, Inc., assets shall, after appropriate provision for its debts and liabilities, be distributed for one or more purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such associations, as said court shall determine which are organized and operated exclusively for such purposes.

## **Article V. Board of Directors**

### **Section 1. Composition and Authority**

- (A) The board of directors shall have the authority to conduct the business and affairs of the Association, except where otherwise specifically provided in these bylaws, and shall have authority to decide, approve and disapprove the appointment of agents, the adoption of Association policies and to authorize the disbursements of funds.
- (B) The board of directors shall consist of eleven (11) members of the Association as prescribed in Article III, Sec. 3.
- (C) To be eligible to run for the board of directors, individuals be members and remain members in good standing throughout the duration of their terms.
- (D) Each director shall be elected by the membership and shall serve a two-year term from the date they are installed, except the director simultaneously elected to the positions of director and vice president who shall be elected to a three year-term that includes a progression through the positions of director/vice president, director/president, and director/immediate past president.

To provide continuity within the board, in even-numbered years, a director/vice president, a director/secretary, and three directors shall be elected; in odd-numbered years, a director/vice president, a director/treasurer, and three directors shall be elected.

- (E) No director shall succeed himself/herself for a third consecutive term, except as provided in Article V, Sec. 2(A). An absence of at least one year from the board after two consecutive terms is required before an individual is available to run for the board again.
- (F) Officers and directors shall serve without salary, but by resolution of the board of directors, expenses may be allowed for attendance at each regular or special meetings of the Board.
- (G) Presumption of Assent: Officers and directors who are present at a meeting of the board of directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting, or unless he/she shall file his/her written dissent to such action with the person acting as secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to an officer or director who voted in favor of such item.

### **Section 2. Vacancies**

- (A) If a vacancy occurs in the board of directors of the Association through death, disability, resignation, or removal three months or more prior to the scheduled election of directors, the board of directors shall elect a member from the Association membership to fill such vacancy for the balance of the unexpired term. Any member so elected to fill such vacancy shall be allowed to run for election to such position.
- (B) If any director absents himself/herself from two (2) meetings of the board of directors within one year without approval of such absences by the board of directors, the board may, by a two-thirds vote, declare his/her office vacant and fill such office as outlined in (A) above.
- (C) If any director fails to uphold these bylaws or policies as prescribed in the Association Policy Manual, the board may, through the procedure outlined in the Association Policy Manual and by a two-thirds vote, declare his/her office vacant and fill such office as outlined in (A) above.

**Section 3. Meetings** - Meetings of the board of directors shall be held as follows:

- (A) Regular meetings of the board of directors shall be scheduled on a date and location as designated by the president. These meetings may be held in person or via electronic means.
- (B) Special meetings of the board of directors may be called by the president, vice-president, or upon request in writing of a majority of the directors. These meetings may be held in person or via electronic means.
- (C) Notice of the date, hour and place of all meetings shall be given to the directors at least five (5) days in advance of the meeting.

**Section 4. Quorum** - At all meetings of the board of directors, the presence of seven (7) directors shall constitute a quorum.

**Section 5. Voting** - A simple majority vote shall decide an issue provided a quorum is present, except where otherwise specified in these bylaws.

**Section 6. Action Without a Meeting** – An action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if consent in writing, including by electronic means, to vote on the matter without a meeting is provided by two-thirds of the directors. With that consent, a simple majority of the board, voting in writing without a meeting, will be required to approve the matter.

**ARTICLE VI - Officers**

**Section 1. Criteria and Vacancies**

- (A) The general officers of the Association shall be immediate past president, president, vice-president, secretary, and treasurer. The terms of office of president, vice-president, and immediate past president shall be one year. The vice-president shall become president at the end of the one-term as vice-president; the president shall become the immediate past president. The terms of office of secretary and treasurer shall be two years.
- (B) In the event of a vacancy in an officer position, the board of directors shall elect a successor from among the directors. If no director is able or willing to fill the vacancy, the board of directors shall elect a successor from the current roster of members.
- (C) Any person chosen to fill a partial term of another office shall also have the right to serve his/her term in that office in a subsequent year.

**Section 2. Powers of Office: President** - The president shall have general supervision of the business and affairs of the Association, subject to the advice and direction of the board of directors. The president shall preside at all regular and special meetings of the members, executive committee and board of directors when present and not under disability. The president has the authority to appoint non-voting liaisons to the board of directors as may be needed from time to time. The president shall appoint committees and shall be an invited member of all committees. The president is a voting member of the executive committee. The president shall submit a complete report on the operation and condition of the Association for the year to the members at their annual meeting. He/she shall report to the directors from time to time all matters within his/her knowledge which the interest of the Association may require to be brought to their notice. The president shall be the official spokesperson of the Association.

**Section 3. Powers of Office: Vice-president** - The vice-president shall represent and discharge all duties of the president during his/her absence or disability, or upon direction by the president or board of directors. The vice-president shall be the Chair of the Conference Committee, a voting member of the executive committee, and an invited member of all other committees.

**Section 4. Powers of Office: Secretary** - The secretary shall be responsible to ensure all minutes of the board of directors and executive committee meetings are written, distributed and maintained as prescribed in the Association Policy Manual. The secretary shall be a voting member of the executive committee.

**Section 5. Powers of Office: Treasurer** - The treasurer shall monitor the deposit of all monies belonging to the Association in such financial institutions as may be selected by the board. The treasurer shall cause to be kept a true and accurate record of all funds and monies received and disbursed. The treasurer shall ensure that recognized accounting principles are used in the accounting of Association funds. A report of the financial condition of the Association shall be made by the treasurer to the president whenever requested by the president. The treasurer shall be the chairperson of the audit and finance committee and a voting member of the executive committee.

**Section 6. Powers of Office: Immediate Past President** - The immediate past president shall serve as historian for the Association and address complaints of Code of Ethics as outlined in the Association Policy Manual. The immediate past president shall chair the nominating committee and the council of past presidents.

#### **Article VII – Election of directors and officers**

**Section 1.** Directors and director/officers shall be elected by electronic ballot.

**Section 2.** The proposed slate of directors and director/officers shall be sent to all members in good standing as of the time of its distribution. A ballot will be emailed to the membership in sufficient time to provide at least three weeks (21 calendar days) from the date of emailing to the final date for acceptance of completed ballots.

**Section 3.** For any such election, each member eligible to vote can vote for no more than one candidate per open director or director/officer position.

**Section 4.** The candidates receiving the highest number of votes by electronic ballot in the election of directors shall be declared elected. In the case of a tie, there will be a second vote between only the candidates involved in the tie, sent only to the members who participated in the first vote. Following the second vote, the candidate receiving the highest number of votes shall be declared elected.

#### **Article VIII - Committees and Working Groups**

ALE committees and working groups shall only have the powers specifically delegated to them by the board and in no case shall have powers which are not authorized for committees or working groups under not-for-profit corporation law. The designation of any such committee or working group and the delegation of authority shall not alone relieve any director of his/her duty to the Association as outlined by not-for-profit corporation law.

Voting membership in committees and working groups is open to all ALE members in good standing unless otherwise noted herein and as specified in the Association Policy Manual.

**Section 1. Executive Committee** – The Association shall have an executive committee, the voting members of which shall be the president, vice-president, secretary, treasurer, and the immediate past president.

- (A) The committee shall, between meetings and subject to approval of the board of directors, conduct the affairs of the Association in accordance with these bylaws and the Association Policy Manual.
- (B) The committee shall be responsible for annually conducting a review of the chief staff officer or association management firm, as applicable, and recommend the terms of compensation thereof as prescribed in the Association Policy Manual.
- (C) At all meetings of the executive committee, the presence of three (3) voting members shall constitute a quorum.

**Section 2. Audit and Finance Committee** – The Association shall have an audit and finance committee, the chair of which shall be the Treasurer.

- (A) The committee shall select an independent accountant to review or audit, as prescribed in the Association Policy Manual, the Association’s financial records.
- (B) The committee shall annually set and present to the board of directors for approval an operating budget for the Association.
- (C) The committee shall review and recommend to the board of directors for approval revisions as may be necessary to the Association’s investment and financial policies.

**Section 3. Nominating Committee** – the Association shall have a nominating committee, the chair of which shall be the Immediate Past President, that will annually solicit nominations to the board of directors and review potential nominees, ensuring candidates meet the criteria for service as outlined in these bylaws and as prescribed in the Association Policy Manual. The committee shall present a slate of qualified nominees to the membership as outlined in these bylaws and as prescribed in the Association Policy Manual.

**Section 4. Conference Committee** – the Association shall have a conference committee, the chair of which shall be the Vice President, that plans the Annual Conference in accordance with the Association Policy Manual.

**Section 5. *Journal of Leadership Education* Editorial Advisory Board** – the Association shall have a *Journal of Leadership Education* Editor and Editorial Advisory Board charged with furthering the research and scholarly pursuit of leadership education theory and practice through the Association’s official publication, the *Journal of Leadership Education* (JOLE). The Editor and Editorial Advisory Board may, within their approved budget, engage other professionals and volunteers as necessary to carry out the operations of the journal. Voting membership on the JOLE Editorial Advisory Board and the selection of the Editor is limited to ALE members with established records of scholarship whose qualifications have been reviewed by the JOLE Editorial Advisory Board as outlined in the Association Policy Manual and recommended to and approved by the ALE board of directors.

The JOLE Editor and Editorial Advisory Board shall conduct their business in accordance with the JOLE Policy Manual as established by the JOLE Editorial Advisory Board. In the event of a conflict between the JOLE Policy Manual and these bylaws or the ALE Policy Manual, these bylaws and the ALE Policy Manual will prevail.

At no time will these bylaws or the ALE Policy Manual infringe upon the editorial independence of the *Journal of Leadership Education*. This independence is defined as the acknowledgement that JOLE contains views, thoughts, assertions and opinions (“information”) of its contributing authors, and the information expressed by those authors are not necessarily that of ALE.

**Section 6. Marketing and Public Relations Committee** – the Association may have a marketing and public relations committee with the function of enhancing the visibility of the Association of Leadership Educators and managing external communications with relevant audiences and partners.

**Section 7. Resource Development Committee** – the Association may have a resource development committee to research and recommend plans for non-dues resource acquisition to help ensure longevity and sustainability of the association.

**Section 8. Awards and Recognition Committee** – the Association may have an awards and recognition committee to recognize outstanding education programs and service of ALE members in accordance with the Association Policy Manual.

**Section 9. Member Services and Communication Committee** – the Association may have a member services and communication committee to manage internal communications with ALE members, including but not limited to a newsletter and the association’s website, and to disseminate information resources and offer educational opportunities for ALE members.

**Section 10. Additional Committees and Working Groups**– Additional committees and working groups may be created from time to time by the president as deemed advisable and shall adhere to committee policies as prescribed in the Association Policy Manual.

**Section 11. Manner of Acting** – Each committee/working group may adopt rules for its own governance not inconsistent with these Bylaws or with the Association Policy Manual.

#### **Article IX. Association Staff**

A chief paid staff member or association management firm may be employed by the board of directors at such rate of compensation as it deems fair and proper. Such staff member or firm shall serve as the administrative officer of the Association, shall ensure adherence to the Association Policy Manual, and shall perform the duties and responsibilities delegated by the board of directors/executive committee and all other functions usual to such office. The chief paid staff member or association management firm shall be empowered to employ and supervise additional staff to carry on the business of the Association within the limitations of the budget.

#### **Article X – Rules of Procedure**

“Robert's Rules of Order,” latest edition, shall govern the parliamentary procedure of the meetings of the Association in all instances wherein its provisions do not conflict with these bylaws.



**Article XI - Amendments**

These bylaws may be amended by resolution of a majority vote of the board of directors and ratified by a majority vote of the members present and entitled to vote at a regular or special meeting of the Association, provided that notice of the proposed amendment be sent to all members of the Association not less than thirty (30) days in advance of any meeting at which any such amendment is to be voted on.

**Article XII - Indemnification**

In addition to any other rights to which any such person may be entitled by contract or otherwise under law, the Association shall indemnify, defend and hold harmless any person, his/her heirs, executors and administrators, against any cost, expense (including attorney's fees and amounts paid in settlement), fine, penalty, judgment and liability reasonably incurred by or imposed upon such person in connection with any action, suit or proceeding, civil or criminal, to which such person may be made a party or with which such a person shall be threatened, by reason of such person's being or having been a member, director, officer, committee member, employee or agent of the Association or serving or having served in any capacity in any other association at the request of the Association, unless with respect to any matter such person shall have been adjudicated in any proceeding to be liable for gross negligence or willful misconduct in the performance of such person's duties as such.