

**BYLAWS**  
**OF THE**  
**ASSOCIATION**  
**OF**  
**EDUCATIONAL**  
**LEADERS**

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**BY-LAWS**  
of the  
**ASSOCIATION OF EDUCATIONAL LEADERS, INC.**

**PREAMBLE: THE BILL OF RIGHTS**

The Association of Educational Leaders holds these tenets to be true and self-evident. We believe that:

1. Our negotiated agreement is critical to the professional stature of our membership.
2. We should be adequately and equitably compensated for the duties and responsibilities to which we are assigned in accordance with the salary guidelines and work schedules.
3. The membership shall have optimal options for fringe benefits.
4. Personal and professional leave time shall be respected according to individual needs.
5. Professional improvement is essential for continued excellence in leadership performance.
6. Fair, consistent and equitable practices should be adhered to when dealing with promotions, assignments, and discipline.
7. There should be mutual support when resolving school and community conflicts.

The Bill of Respect shall not be subject to grievance.

**ARTICLE I: NAME**

The name of the organization shall be the Association of Educational Leaders, Inc. (AEL).

**ARTICLE II: PURPOSE**

The Association shall engage in all aspects of collective bargaining with the Anne Arundel County Board of Education and represent the interests of all Unit II members currently defined as principals, assistant principals, administrative interns, coordinators of instruction and other designated central office professional staff as they relate to the terms and conditions of their employment both within the context of a negotiated agreement or otherwise.

- To communicate information to members on legislation which affects public education.
- To provide advice and representation in the grievance procedure consistent with the negotiated agreement.
- To provide programs of interest to the membership.
- To inform members at least quarterly about the programs and activities of the Association of Educational Leaders.
- To facilitate good communications between the Association of Educational Leaders and the Board of Education.
- To perform all services incidental to the representation of its member's consistent with state laws, rules, regulations, and policies.
- To involve the members in the pursuit of AEL purposes.
- To promote the public image of AEL and all its members.

## ARTICLE III: MEMBERS

### Section A: Membership and Dues

Membership shall be open to all professionally certified employees consisting of:

- Principals
- Assistant principals
- Administrative interns
- Coordinators of instruction
- Other designated central office staff defined as Unit II members under the negotiated agreement with the Anne Arundel County Board of Education which is now in effect or hereinafter amended, renegotiated, or defined under state law.

The annual dues of the Association shall be determined by the Executive Board and approved by the majority of the membership. All dues and other funds collected shall be deposited in approved accounts and shall be subject to such withdrawals and expenditures only under the regulations of the Executive Board (see Appendix A).

### Section B: Classification of Membership

There shall be two classes of membership:

- **Active members:** Shall include those members who are employed by the Anne Arundel County Public School System and whose dues are current. Only active members shall be eligible to vote unless fulfilling the obligations of elected office.
- 
- **Life Members:** Shall be former active members of the Association who have retired from the Anne Arundel County Public School System. Life members are eligible to hold office and shall fulfill all obligations and responsibilities accordingly. Life members shall not be required to pay dues and, unless holding office, shall have no voting privileges.

### Section C: Membership Meetings

There shall be a minimum of two (2) scheduled meetings of the general membership during the year. The Executive Board shall determine the date, place, time, and location of these meetings.

### Section D: Special Meeting

Special meetings of the Association membership may be called at any time by:

- The President by vote or in writing
- A majority of the Executive Board by vote or in writing
- A petition signed by ten (10%) per cent of the active members

No business other than that stated in the notice of the meeting shall be transacted at any special meeting of the members, however called.

## **Section E: Notice of Meetings**

Not less than seven (7) days and not more than thirty (30) days written or printed notice of every annual and regular meeting and not less than one (1) day by telephone of every special meeting of the members shall be given where practicable to each member. Such notices of the annual, regular, or special meetings shall state the place, date, and hour of such meetings and, in the case of special meetings, shall also state the business proposed to be transacted.

## **Section F: Quorum**

Ten (10%) per cent of the [active] dues paying, actively employed membership shall constitute a quorum for all regular or special membership meetings of the Association.

## **Section G: Majority Vote**

A majority vote of all active members of the Association in good standing present shall be required for action.

# **ARTICLE IV: THE EXECUTIVE BOARD**

## **Section A: Titles**

All officers, directors and staff shall constitute the Association's Executive Board.

Officers are five (5): President, 1<sup>st</sup> Vice-president, 2<sup>nd</sup> Vice-president, Secretary, and Treasurer.

Effective July 1, 2009, directors shall number eighteen (18) and be constituted as follows: Three (3) Directors-at-large, one (1) Director Emeritus who shall be the past president, and fourteen (14) Representative Directors. Directors-at-large shall be elected by the general membership. Twelve Representative Directors shall be elected by and represent each of the high school "clusters" or "feeder systems," one (1) shall be elected by and represent the AEL member coordinators and supervisors and one (1) shall represent special schools and centers.

Staff shall include an Executive Director and an Administrator, both employed (contracted).

## **Section B: Eligibility**

All Officers and Directors-at-Large can be either Active (employed) or Life (retired) members in good standing of the Association.

## **Section C: Terms of Office and Succession**

Officers and Directors-at-large shall be elected by a majority of those present at a membership (Annual) meeting (Article III, § C) to be held on or around June 1 of each year.

By resolution approved by the general membership on 11/5/92:

- Effective September 1993 (odd-numbered years) the President, 1<sup>st</sup> Vice-president and two (2) Directors-at-large are elected and will serve two (2) year terms;

- Effective July 1, 2009, (even-numbered years thereafter) the 2<sup>nd</sup> Vice President, Secretary, Treasurer and one (1) Director-at-large are elected and will serve two (2) year terms,
- Effective July 1, 2009, a retiring president who is not elected to any other office succeeds to the Executive Board office of Director Emeritus.

By resolution approved by the general membership on June 26, 2008:

- Effective July 1, 2008, Representative Directors shall be elected annually by their respective groups with no limits to years elected or served.

The “year” is defined as the fiscal year, July 1-June 30 (see Article VI, § D).

#### **Section D: Nominations for the General Membership Elections**

In a timely fashion each year (March/April) an ad hoc Nominating Committee consisting of three (3) to five (5) members shall be appointed by the President. They should represent as inclusively as possible all job classifications. The committee will elect its own chair. It shall prepare a slate of nominees for the officers and At-large Directors as appropriate (see Article IV, § C). Nominations will be accepted from the floor.

#### **Section E: Election and Ballot Committee**

The Nominating Committee shall present its report to the membership no later than one (1) month prior to membership meeting for scheduled elections. Elections shall be by secret ballot. The Nominating Committee shall appoint an ad hoc Ballot Committee of three (3) members present, none of whom is a member of the Nominating Committee, to tabulate the results of the election. Elections shall be by a plurality of those voting in person or by ballot.

#### **Section F: Vacancies in Office**

When a vacancy occurs in any office, except President, the Executive Board shall appoint an active member of the Executive Board other than an officer to fill the unexpired term.

The 1<sup>st</sup> Vice-president shall serve as President through completion of the elected President’s term of office.

If the 1<sup>st</sup> Vice-president is unable to complete the term of office and is replaced under the preceding provisions, the office of president shall be declared vacant and shall be filled at the following election.

If both the President and 1<sup>st</sup> Vice-president are unable to complete their terms of office a special election shall be called by the Executive Board.

#### **Section G: Duties**

- **President.** The president shall be the executive head of the Association and shall preside at all meetings of the membership and of the Executive Board. S/he shall appoint, except as herein provided, the chairman of all committees except the nominating committee.

S/he shall supervise the activities of the Association and perform all other duties pertaining to the office. The President shall direct that notice of all meetings to be given to the membership or the Executive Board as the case may be.

- **1<sup>st</sup> Vice-president.** The 1<sup>st</sup> Vice-president shall perform the duties of the President in the absence or office vacancy of the President. S/he shall be a nominee for President.
- **2<sup>nd</sup> Vice-president.** The 2<sup>nd</sup> Vice-president shall perform the duties of the President in the absence of the President and 1<sup>st</sup> Vice-president.
- **Secretary.** The Secretary shall be responsible for keeping accurate minutes of all meetings and shall perform all other duties that may be delegated to him/her by the President.
- **Treasurer.** The treasurer shall be responsible for keeping the books of the Association. In addition, s/he shall report the status of the accounts at Executive Board and Membership meetings. The Treasurer shall maintain accurate and appropriate records of all receipts and disbursements. All transactions shall be audited annually as directed by the Executive Board (see Appendix A).
- **Directors.** The At-large and Representative Directors shall represent all Unit II members as defined herein and who are not otherwise holding a named elected office on the Executive Board. The Directors-at-large shall perform such other further duties as assigned by the Executive Board.
- **Executive Director.** The Executive Director shall have no vote but shall be employed by the Executive Board to provide assistance in the oversight and management of the Association as directed. The term of office, salary, and conditions of employment shall be agreed to by the Executive Board and the Executive Director. S/he shall make all reports as required by the Executive Board and represent the Association consistent with the direction received and the goals and purposes of the Association. S/he will attend meetings on behalf of the Association, assist in grievance procedures, provide communication between the Executive Board and the general membership, and provide such other and further services consistent with these by-laws and the terms of his/her contract. The nature and extent of the Executive Director's duties shall be within the purview of Article II. The Executive Director shall have no authority to bind the Association without the prior approval of the Executive Board representing the membership consistent with these By-laws.
- **Administrator.** The Administrator shall have no vote but shall be employed by the Executive Board to provide assistance in the administration and daily operations of the Association as directed. The term of office, salary and the conditions of employment shall be agreed to by the Executive Board and the Administrator. S/he shall make all reports as required by the Executive Board and represent the Association consistent with the direction received and the goals and purposes of the Association. To the extent requested the Administrator shall process the membership, report on credentials, assist in the collection of dues and will attend meetings on behalf of the Association. The administrator will provide information to the membership via newsletter or special notice at least quarterly.

## **ARTICLE V: EXECUTIVE BOARD MEETINGS**

### **Section A: General Duty and Powers**

The business and property of the Association, except as otherwise provided by the Charter or By-laws, shall be conducted and managed by its Executive Board which shall consist of the officers of the Association and Directors, and non-voting Executive Director and Administrator.

The Executive Board shall have the power to employ legal counsel to be called upon when necessary.

### **Section B: Notification, Records, and Responsibilities**

Regular meetings of the Executive Board shall be held at least monthly during the school year at such time, place and hour as recommended by the President and may be fixed by general resolution of the Executive Board. The schedule will be made available to all members.

Special or emergency meetings may be held and made known as circumstances permit. Special meetings of the Executive Board may be held whenever called by the President or by majority of Association members excluding the Executive Director and Administrator.

The Executive Board shall keep minutes of all meetings and a full account of its transactions. (See Article III § C, D, and E).

Conducting Association business assumes a professional and personal commitment to the active participation at all meetings as well as necessary and sufficient non-meeting attention and preparation as to promote relevant, knowledgeable discussion and operational efficiencies. Meeting absences in excess of twenty-five per cent (25%) in a fiscal year, July 1-June 30, shall constitute evidence of insufficient commitment resulting in immediate removal from office. The rules for filling unexpired terms shall adhere to Vacancies in Office (Article IV, § F) or by re-election as soon as is practicable in the case of Representative Directors.

### **Section C: Quorum**

Seven (7) members of the Executive Board shall constitute a quorum.

### **Section D: Action Authority**

A majority of those present and eligible to vote shall be deemed sufficient authority for the Executive Board to act on any matter which properly comes before it.

### **Section E: Expenditure Approval**

All checks issued for approved expenditures of funds by the Association shall be endorsed by the Treasurer and co-endorsed by any one of the following: President or, in his/her absence, the 1<sup>st</sup> Vice-president, or Administrator. The appropriate bank shall be notified accordingly (see Appendix A).



## ARTICLE VI: COMMITTEES

### Section A: Standing Committees

Each member of the Executive Board shall be assigned as chair of a standing committee and shall serve in an ex-officio capacity. The following shall constitute the standing committees of the Association.

- **Negotiations Committee.** This committee shall be responsible for preparing issues of negotiations, conducting negotiations, and presenting for ratification the negotiated agreement between this Association and the Anne Arundel County Board of Education. The executive director shall be assigned to this committee in an ex-officio position.
- **Grievance Committee.** This committee shall review and assist members in grievance matters consistent with state law and the negotiated agreement.
- **Nominating Committee.** This committee shall develop and disseminate a list of candidates for the Executive Board and its officers and assist the membership in the election process.
- **Sunshine Committee.** This committee shall attend to the good and welfare of the Association and its membership.
- **Legislative Committee.** The legislative committee shall be well informed about all legislation that affects public education and shall be responsible for informing the Executive Board and the membership of all pertinent legislation. The committee shall perform such other activities as directed by the Executive Board.
- **Sick Leave Bank Committee (SLBC).** The SLBC shall consist of at least three (3) AEL members appointed by the President from a list of nominees from the Executive Board. Members shall serve a term of one year effective July 1 with unlimited reappointment. Committee membership should represent all Unit II job classifications. The SLBC monitors the database generated by the Board of Education, receives applications for membership, assesses and makes judgments on applications for use of the Sick Leave Bank, and generally, in all other ways, manages the SLB in accordance with the Sick Leave Bank Policy and Procedures.
- **Membership Committee.** The Membership Committee shall consist of at least six (6) members representing the five general Unit II job classifications: high school principal, middle school principal, elementary school principal, coordinators and supervisors, assistant principals, and special schools and centers. One member shall be from the Executive Board, elected by the Board who shall serve as chair. All other members shall come from names submitted by the Executive Committee and may or may not be Executive Board members. The goal of the Membership Committee is to develop and implement a strategy to achieve and sustain 100% Unit II membership in AEL.
- **Audit Committee.** The audit committee shall examine the books and records of the Association and subject to approval of the Executive Board engage outside, independent services for this purpose.

## **Section B: Ad Hoc Committees**

The President may appoint an ad hoc committee(s) whenever necessary.

## **Section C: Rules**

All meetings of the Association and of the Executive Board shall be conducted in accordance with the procedures set forth by the latest edition of Henry M. Robert's Rules of Order. The President may appoint a parliamentarian who shall be a member of the Association.

## **Section D: Fiscal Year**

The operating year/fiscal year of the Association shall be the period July 1-June 30.

## **ARTICLE VII: BY-LAW AMENDMENTS**

Amendments to the By-laws shall take effect only with the approval of the membership. By-laws shall be amended as follows:

The Executive Board can approve recommended By-law amendments by a minimum three-quarter (3/4) vote at a duly constituted meeting (see Article V, § B). Said recommendations shall be submitted to the general membership at the next scheduled membership meeting (Article III, §C) and must receive a majority vote of members present to take effect (see Article III, § G).

In the alternative, the membership by a majority vote at a duly constituted meeting where a quorum is present shall be sufficient for By-law amendment approval.

### **Amended:**

1/1/08: Article VI.A

6/26/08: Article IV.A, C

6/23/09: Article II.B; Article IV.A, B, C

3/7/11: Appendix A added

## **ASSOCIATION OF EDUCATIONAL LEADERS FIDUCIARY RESPONSIBILITY AND FINANCIAL MANAGEMENT**

Approved by the Executive Board, March 7, 2011)

### **I. ORGANIZATION**

The Association of Educational Leaders (AEL) is a not-for-profit (nonprofit) entity whose operating expenses are supported solely by membership dues. Cash investments also realize relatively minor earnings. All Executive Board members are elected by the membership, voluntarily serve, and perform individual duties and responsibilities as broadly described in the Association's Bylaws. The Association Administrator, employed by the Association, historically has carried out certain fiscal management responsibilities as tasked by the Executive Board, primarily related to internal checks and balances—oversight.

### **II. PRINCIPLES**

Nonprofit treasurers have two fundamental duties:

1. "...maintain accounting records and bank accounts and
2. Report financial results to the board." (Kate Barr, Nonprofit World, V27#2, March/April 2009).

Imbedded in these two basic responsibilities is an inherent, interactive relationship between (1) the executor of financial transactions and (2) the monitoring and oversight of a larger, representative body ([www.nyc.gov/html/mocs/downloads/pdf/cbo\\_best\\_practices.pdf](http://www.nyc.gov/html/mocs/downloads/pdf/cbo_best_practices.pdf); Capacity Building and Oversight Best Practices: Not-For-Profit Vendor Reviews, Mayor's Office of Contract Services, New York City). Some best practices for nonprofit governing boards include:

1. Board members, officers and directors, are not compensated;
2. Paid staff are not organization members and do not vote;
3. Board members have a "duty of loyalty" to the Association, putting organizational interests above self-interests;
4. Board member diversity representing and carrying out the needs of all its members; and
5. Minutes written and circulated with subsequent review and formal acceptance;

Two key not-for-profit financial officer best practices are:

1. Applies appropriate internal controls and
2. Conducts careful and operational oversight

What follows are the application of generally accepted "best practices" of not-for-profits to AEL's management of its fiscal resources.

### III. EXECUTIVE BOARD FIDUCIARY RESPONSIBILITIES

(See Article III, A and Article V, E)

The AEL Executive Board shall establish all reasonable and prudent internal controls that meet high standards of transparency, organizational best-interests, duplicative oversight, and “generally accepted best-practices” for the financial administration of not-for-profit entities.

1. For regular Executive Board meetings the Executive Board shall:
  - a. Develop a formal, uniform, and comprehensive Treasurer’s Report format.
  - b. Require a status report prepared by the Treasurer of the Association of revenues and expenditures covering the period from the previous report.
  - c. Clarify any questions regarding the report(s), formally move the report (or amended report) as a Board action item.
  - d. Include the approved Treasurer’s Report as part of the formal meeting minutes.
2. For all Association Membership meetings the Executive Board shall:
  - a. Present a report of the fiscal year to date’s revenues and expenditures.
  - b. The annual June meeting report will cover the period from the previous June’s annual meeting or as close as statements and records allow.
3. For assuring internal controls and Association members’ interests the Board shall:
  - a. Establish reasonable and prudent investments of Association financial assets that maximize earnings at little or no risk as conventionally defined in the investment marketplace.
  - b. Require all ordinary fiscal obligations as be paid in a timely, responsible manner. Unique or special expenditures of five thousand dollars (\$5,000) or more shall require Executive Board approval in advance of expenditure.
  - c. Confine the assignment and use of Association owned electronic cards (credit or debit) for the exclusive use for and application of Association business to the President and Association Administrator unless otherwise approved by the Board.
  - d. Authorize only the Treasurer to write checks with appropriate carbon or stub copy and only with an appropriate, second, confirming signature who shall be generally the Association Administrator.
  - e. Require payment of all obligations duly incurred by an Association member or representative only upon receipt of appropriate, paper (hard-copy) documentation that shall include the date, reason, and signature (initials) of the authorizer(s).
  - f. Require the Treasurer to organize and file all authorizations for payment of obligations by check and all bank statements for all accounts containing transactions and Association expenditures via electronic card.
  - g. Require all expenditure documentation and statements to be organized and filed by calendar/tax year in a manner that assures annual audit and tax preparation compatibility, ease and efficiencies.
  - h. Require at the time of a change of treasurers (elected or tentatively appointed) to meet in the presence of an independent professional bookkeeper for the purpose of reviewing procedures and day-to-day operations to assure continuity of practices and resolve any potential questions or challenges to veracity of either the out-going or incoming treasurer.
  - i. Require a minimum of a calendar/tax year audit by an independent Maryland licensed CPA for both financial administration accuracy and tax reporting.

#### IV. TREASURER'S RESPONSIBILITIES

(See Article IV, G)

“The treasurer shall be responsible for keeping the books of the Association. In addition, s/he shall report the status of the accounts at Executive Board and Membership meetings. The Treasurer shall maintain accurate and appropriate records of all receipts and disbursements. All transactions shall be audited annually as directed by the Executive Board.”

Specifically, the Treasurer shall:

1. Conduct all financial business of the Association as requested by the Executive Board.
2. Report in writing at all Executive Board and Membership meetings the current status of all Association bank accounts and investments in a manner that is uniform and comprehensive.
3. Pay all Association financial obligations in a timely, responsible manner.
4. Seek Executive Board approval for payment in advance of any non-regular, proposed obligation of five thousand dollars (\$5,000) or more.
5. Pay all expenditures by check, co-signed, with the second signature either the Association Administrator or other Officer or Executive Director as approved by the President.
6. Assure that all Association financial obligations are supported with an invoice or statement approved, signed, dated, and with a notation of reason by an authorized Association officer or employee in advance of payment.
7. Require all electronic expenditures of Association funds resulting from the use of a credit or debit card be matched to the Bank's monthly statements by a duly signed, dated, and with a statement of reason for the expenditure on the approved receipt.
8. Keep records of all Association financial business and transactions in a manner that complies with best practices as generally defined and accepted by CPAs and/or tax specialists for not-for-profits and/or as required by the Board.
9. Records of all financial transactions are to be organized and filed by type in compliance to #4 and #5 above for a January 1-December 31 calendar/tax year.