



## **VIRGINIA ASSOCIATION OF SECONDARY SCHOOL PRINCIPALS, INCORPORATED BYLAWS**

### Article I – Name

The name of this organization shall be the Virginia Association of Secondary School Principals, Incorporated.

### Article II – Object

The object of this Association shall be educational, charitable, and fraternal, and committed to the improvement of secondary education, i.e. middle, high school, combined school, and vocational centers. In pursuing this commitment, the Association shall:

- a. Improve the quality of educational opportunities available to the youth and to strengthen the secondary schools of the Commonwealth.
- b. Improve the quality of educational leadership in the secondary schools of the Commonwealth by promoting, stimulating, and assisting the professional growth of members.
- c. Advance education by sponsoring research and development.
- d. Provide programs specifically designed to relate the Association's activities to students, their needs and challenges at the secondary level.
- e. Support and promote through a single Association the position of the membership on significant local, state, and national concerns of the secondary education community.
- f. Assist the membership through efforts to improve the working relationships among the separate elements of the education profession in the Commonwealth.
- g. Provide services that will support the improvement of the professional, economic, and legal status of the membership.
- h. Recognize the uniqueness of the various segments of education, regardless of their particular grade organization or name, and to encourage cooperation and coordination among these segments in order to effect the improvement of the educational program of students at all levels.
- i. Be affiliated with the National Association of Secondary School Principals.
- j. Cooperate with all other associations or agencies with similar purposes.

## Article III – Members

- Section 1 The Board of Directors shall have the authority to review and pass upon the qualifications of all applicants for membership.
- Section 2. Membership in this Association shall consist of the following classes: Active Membership and Associate Membership.
- Section 3 Active Membership. Active Members shall have the privilege of voting and being qualified to hold office in accordance with these bylaws. Active membership is limited to:
- a. A practicing secondary school administrator or supervisor. Persons engaged in school building administration or in administering an educational program as a complete or partial responsibility in one or more of the grade levels encompassed in middle level through high schools.
  - b. The Chief Executive Officer of the Association.
  - c. Past Presidents of the Association no longer employed in an educational leadership capacity.
  - d. Supervisors of education personnel as a major responsibility.
  - e. Administrators in a regional, state, or national education agency or association, college, or university.
  - f. College and university faculty preparing persons for a professional career in education.
- Section 4 Associate Membership. Associate membership is available to individuals not eligible for active membership. Persons holding Associate membership are not eligible to vote or serve as Association officers or directors. Associate members shall have the privilege of participating in Association sponsored programs and activities at the member's rate and shall receive certain publications as determined by the Board of Directors. Associate membership is limited to:
- a. Association members reassigned to classroom or other duties, outside administration or supervision.
  - b. Individuals meeting requirements for membership but who have not yet been employed in a position qualifying them for active membership.

- c. Individuals who are graduate students verified as being enrolled in programs of educational administration leading to administrative certification in an accredited higher education institution.
- d. Companies or corporations involved in the field of education.
- e. Members who have retired and are no longer employed in an educational leadership capacity.

Section 5 Other individuals as approved by the Board of Directors.

#### Article IV - Dues

Section 1 The annual dues for membership are determined by the Board of Directors prior to June 1 each year. The average increase in the salaries of Virginia secondary school principals in the previous year and/or the percentage increase in the consumer price index for the United States, as reported by the U.S. Department of Labor, Bureau of Labor Statistics, may be used for reference when the dues for members are determined.

Section 2 The Board of Directors may adopt a differentiated dues amount for Active Members serving in an administrative position in a regional, state, or national agency, or association; and college or university personnel.

Section 3 Members who fail to pay their dues within thirty (30) days from the time dues were payable will be notified by a person designated for such purpose by the Chief Executive Officer, and, if payment is not made within the next succeeding 30 days will, without further notice and without hearing, members will be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

#### Article V - Officers

Section 1 The officers of this Association shall be a President, a President-Elect, and the Chief Executive Officer who shall also serve as Secretary-Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by this Association.

Section 2. All officers of the Association, except the Chief Executive Officer, shall be elected by the Board at its annual meeting for a term of one (1) year with such term beginning July 1<sup>st</sup>. Should an officer be unable to complete the term of office the Executive Committee shall make a recommendation to the Board of Directors to elect a replacement.

Section 3 Only Active Members who are practicing principals or assistant principals are eligible to be the President and President-Elect of the Association.

Section 4 The President shall preside at all meetings, promote the object of the

Association, appoint two members to serve on the Audit and Finance Committee in accordance with Article VI, Section 9, appoint special committees, and serve as an ex-officio member of all committees except the Board Development Committee.

- Section 5 The President-Elect shall be elected by the Board at the Annual Meeting. Only Active Members who have previously served on the Board of Directors shall be elected to President-Elect. The President-Elect shall serve for a term of one year and shall succeed to the office of President for a term of one year, or until a successor has been duly elected and properly qualified and shall not be eligible for re-election to the same office. The President-Elect shall preside at meetings in the absence of the President, and perform the duties of the President, except committee appointments, whenever the President is unable to do so.
- Section 6 The office of President shall be deemed vacant if, at any time during the one-year term, the President is unable to complete the term or is disqualified as determined by a two-thirds vote of the Board of Directors present and voting at a regular or special meeting of the Board. If a vacancy occurs in the office of President, the President-Elect shall immediately succeed to the office of President for the remainder of the unexpired term and for the President-Elect's normal one-year term as President.
- Section 7 The office of the President-Elect shall be deemed vacant if, at any time during the one-year term, the President-Elect is unable to complete the term or is disqualified as determined by a two-thirds vote of the Board of Directors present and voting at a special meeting of the Board. If a vacancy occurs in the office of President-Elect, the Executive Committee shall submit a recommendation to the Board of Directors to elect a replacement for the remainder of the unexpired term.
- Section 8 The Board of Directors shall contract for employment a Chief Executive Officer who shall also serve as Secretary-Treasurer. The administration and the management of the Association are vested in the Chief Executive Officer employed by and directly responsible to the Board of Directors. The Chief Executive Officer, working with a Certified Public Accountant, shall oversee: the Association's funds and records in accordance with the Board approved financial policies and accounting procedures; the collection of members' dues; and further, shall report on the financial condition of the Association at all meetings of the Board of Directors and other times as called upon by the President. The Chief Executive Officer shall oversee the proper recording of proceedings of meetings of the Association and the Board of Directors, and shall ensure that accurate records are kept of all members. The Chief Executive Officer prepares an annual budget, and is bonded. The Chief Executive Officer coordinates all public statements made on behalf of the Association. The Chief Executive Officer employs and may terminate the employment of members of the

staff as necessary to carry out the work of the Association and fix their compensation within the approved budget. The Chief Executive Officer shall define the duties of staff, supervise their performance, establish titles, and delegate those responsibilities of management as shall be in the best interest of the Association. The Chief Executive Officer shall serve as a nonvoting member of the Board of Directors and its Executive Committee.

#### Article VI - Board of Directors

- Section 1 All powers of the Association may be exercised by or under the authority of the Board of Directors. The Board of Directors may employ such agents as it deems advisable and shall have the powers necessary for the management and administration of the affairs of the Association and to do all such acts and things as are not prohibited by law, the Articles of Incorporation or these Bylaws.
- Section 2 Number of Directors. Board of Directors shall consist of twelve (12) to fifteen (15) directors. Board membership shall include the President, President-Elect, Immediate Past President, and State Coordinator to the National Association of Secondary School Principals. In addition, the State Superintendent of Public Instruction and Chief Executive Officer shall serve as non-voting ex officio Directors.
- Section 3 The Board will elect its members to help ensure strategic composition and diversity. Unless filling a vacancy, each Director shall serve for a term of three (3) years and until his or her successor is duly elected and qualifies, unless sooner removed in accordance with these bylaws. Directors may apply to serve a second consecutive term for a maximum of six (6) years. Terms of directors shall be staggered so that, in general, one-third of the Directors roll off the Board each year. Terms of directors shall begin July 1 following the conclusion of the election.
- Section 4 The Board will be a competency-based board. Diversity, equity and inclusiveness will be a priority in the selection of Directors. All Directors must be Active Members in good standing and practicing principals or assistant principals at the time of their election.
- Section 5 A quorum for the transaction of business at every meeting of the Board shall consist of a simple majority of all the Directors. The simple majority vote of those Directors present at a meeting, at which a quorum is present, shall be sufficient to pass any measure or resolution of the Board, unless otherwise required by the Virginia Nonstock Corporation Act, the Articles of Incorporation or these Bylaws.
- Section 6 The President and Chief Executive Officer with the approval of the Board of Directors may designate special resource persons to advise the Board of Directors.

- Section 7 The Board of Directors shall appoint a State Coordinator to the National Association of Secondary School Principals (NASSP) to work with the Chief Executive Officer serving as liaisons between the state and national association. State Coordinator duties will include but are not limited to representing the Association at the national meeting, attending advocacy meetings and conference calls, sharing information with the Board of Directors and Members, as well as promoting dual membership of both VASSP and NASSP. The State Coordinator shall serve a three-year term and may be reappointed to consecutive terms.
- Section 8 The Board of Directors shall have general supervision of the affairs of the Association between its annual meetings, fix the hour and place of meetings, make recommendations to the organization, promote membership and participation in the Association, network with colleagues, share information, have a voice in Association affairs, approve the annual budget, meet the fiduciary responsibilities establish rules governing the consideration of resolutions and items of new business at the annual meeting and shall perform such other duties as required by law or specified in these Bylaws.
- Section 9 The Board of Directors shall have control of the finances of the Association. The President shall appoint annually, subject to the approval of the Board of Directors, two members who shall, with the Chief Executive Officer, constitute an Audit and Finance Committee to review annual financial statements, to advise on the investment of Association funds, and to perform such other functions as may be determined by the Board of Directors.
- Section 10 The Board of Directors shall have the authority to create, to establish terms, and to define duties of such standing and special committees as it deems necessary to achieve the objectives of the Association.
- Section 11 Any member of the Board of Directors unable to attend a meeting shall, in a letter or other personal communication addressed to the President or Chief Executive Officer, state the reason for his or her absence. If a voting member is absent from two consecutive meetings without reason, or for reasons which the Board of Directors declares to be insufficient, his or her resignation is deemed to have been tendered and accepted.
- Section 12 Any member of the Board of Directors may resign at any time by giving written notice to the President, the Chief Executive Officer, or the Board of Directors. Such resignation takes effect at the time specified therein, or, if time is not specified, at the time of acceptance thereof as determined by the President.

## Article VII – Executive Committee

- Section 1 The Board of Directors shall establish an Executive Committee composed of the President, President-Elect, Immediate Past President, the State Coordinator to the National Association of Secondary School Principals, and the Chief Executive Officer.
- Section 2 The purpose of the Executive Committee is to work closely with the Chief Executive Officer and advises him or her on important matters, recommend and oversee the annual budget upon approval of the Board of Directors, to facilitate the operation of the Association in the interim between meetings of the Board of Directors, and to perform such other duties as assigned by the Board of Directors. All actions of the Executive Committee shall be subject to ratification by the Board of Directors.

## Article VIII - Nominations and Elections

- Section 1 A Board Development Committee comprised of Board members and other Association members will vet and slate candidates for Director and Officer positions. The Committee will be comprised of four (4) to seven (7) members appointed by the Board. A Past President shall chair the Board Development Committee and will be a voting member of the committee. The Committee will assess current and emerging needs of the Board in terms of diverse composition, as defined by Board policy, and share its assessment with the Board of Directors to help inform its process.
- Section 2 Only Active Members who are practicing principals or assistant principals may be nominated for President-Elect and Directors. All Active Members will be properly notified of all term-vacancies on the Board of Directors and shall have an opportunity to be nominated by a fellow member or self-nominated.
- Section 3 No later than sixty days prior to the annual meeting, the Board Development Committee shall recommend one candidate for each open Director position and one candidate for the office of President-Elect for Board approval. The Board Development Committee shall consider during its deliberations: (a) service which the nominee has contributed to the Association; (b) qualities and accomplishments which predict successful statewide leadership; (c) diversity, equity and inclusiveness; and (d) frequency of selection from each of the geographical regions.
- Section 4 The Chief Executive Officer shall submit the slate of officers and directors with their qualifications to each Board Member prior to the annual meeting.
- Section 5 The President will preside over the election of the slate of candidates at the Annual Business meeting in which each Board member will have one vote to cast for president-elect and each director position to be elected.

## Article IX – Meetings

- Section 1 The Association shall hold an annual meeting which shall be announced at least thirty (30) days in advance, at a time and place to be determined by the Board of Directors. The Board of Directors shall have the power to call special meetings of the Association. Twenty Active Members present at any meeting of the Association shall constitute a quorum. Resolutions or new business can be introduced at the annual meeting provided that resolutions or new business have been filed in writing with the Chief Executive Officer no later than hundred (100) days in advance of the annual meeting. The Board shall review, edit for clarification, and consolidate all resolutions, if the Board deems it appropriate. A majority vote of the Board is necessary before a resolution can be considered at an annual business meeting. Board accepted resolutions will be published by the Association prior to the annual meeting during which the resolution is to be considered. Resolutions not accepted by the Board may be brought before the annual meeting upon approval by a majority vote of Active Members present and voting.
- Section 2 The Board of Directors shall meet at least three times per year and shall fix the time and place of its meetings and may also be called to meet upon the demand of a majority of its members. A written notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days before the date set for such meeting, to each representative entitled to vote at such meeting.

## Article X - Indemnification

The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect



to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Association – a Virginia Nonstock Corporation – and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

#### Article XI - Fiscal Year

The fiscal year of the Association is from July 1 through June 30 of the following year.

#### Article XII - Sponsored Organizations

Section 1 The Association sponsors the Virginia Student Councils Association, Virginia Association of Honor Societies, and Virginia Association of Student Activity Advisers, and provides such services as are deemed appropriate by the Board of Directors.

Section 2 Other school related organizations may be sponsored by the Association as approved by the Board of Directors.

#### Article XIII - Affiliated Organizations

Section 1 The Board of Directors may establish criteria and procedures by which other school administration related organizations or special interest groups of school administrators or supervisors on the state, local, or regional levels may acquire affiliated status with the Association.

Section 2 Affiliated status with the Association entitles an organization to benefits as determined by the Board of Directors.

#### Article XIV - Parliamentary Authority

*Roberts Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

#### Article XV – Policies

The Board of Directors may enact appropriate policies consistent with these Bylaws and the Association's Articles of Incorporation. These policies may be adopted or amended by the Board with a two-thirds vote of the Directors present and voting provided that the amendment or policy was submitted in writing at the preceding Board of Directors meeting.

## Article XVI – Amendments

These Bylaws may be amended or repealed, or new Bylaws may be made and adopted, by the Directors by majority vote at any annual, regular or special meeting of the Board at which a quorum is present, or by the unanimous written consent of all the Directors. Any proposed amendments must be provided to all Directors at least fifteen (15) calendar days prior to any vote or other action on the proposed amendments.

Officially adopted by the Board of Directors of the Association, March 24, 1997, March 2013, January 2023, Richmond, Virginia