

***The mission of NAESP
is to lead in the advocacy and support
for elementary and middle level principals
and other education leaders in their
commitment to all children.***

NAESP BYLAWS

Preamble

We, the members of the National Association of Elementary School Principals, believe that the focal point of the school is the education of the child and that the educational program must help all children achieve their potential as contributing members of society.

We believe that in providing the foundation for the formal education young Americans receive, our elementary and middle schools must strive for excellence. Further, we accept the finding—and the challenge that goes with it—that the primary responsibility for the development of an effective educational program in each school is vested in the principal.

We are dedicated to ensuring that every child in America receives a quality education. We care about our country by caring deeply about children.

We believe that no barrier should separate a child from the best education a school can offer; that ~~race, sex, ethnic heritage, geography, social or economic status may not be~~—**NO FORM OF DISCRIMINATION BE** used to deny a child the opportunity to acquire a solid foundation in reading, writing, mathematics, critical thinking, and the values of friendship, compassion, honesty, and self-esteem.

We are committed to instructional excellence. We support the aspirations of teachers everywhere to give each child a quality school experience. We accept the challenge of the research showing that quality education in every school depends on the expertise, dedication, and leadership of the principal.

Article I.4: Name, Purposes and Governance

Section 1. Name

The name of this organization shall be National Association of Elementary School Principals (hereafter referred to in the Bylaws as the “Association”).

Section 2. Purposes

The purposes of the Association are:

- a) **TO HELP ITS MEMBERS MEET THEIR RESPONSIBILITY FOR THE DEVELOPMENT AND MAINTENANCE OF EFFECTIVE EDUCATIONAL PROGRAMS IN ELEMENTARY AND MIDDLE SCHOOLS.**
- ~~a)b) To lead in the advocacy and support for elementary and middle level principals and other education leaders in their commitment to all children;~~ **AND PROMOTE THE MISSION OF THE ASSOCIATION;**
- c) **TO PROPOSE AND ADVOCATE FOR OR AGAINST POLICIES OR LEGISLATION AT THE FEDERAL LEVEL THAT IMPACT PRINCIPALS;**
- ~~b)d) To facilitate positive educational leadership;~~
- ~~e)e) To serve as the voice for elementary and middle level principals;~~
- ~~d)f) To enhance the image of the elementary and middle school principal as an educational leader and to promote greater recognition of the professional skill and performance demanded by the position;~~
- ~~e)g) To serve as an agency for the collection and dissemination of information pertinent to the elementary and middle level principalship;~~
- ~~f)h) To provide services such as publications, conventions, conferences, research, state and federal relations, individual counseling, and other services authorized by the governing bodies of the Association;~~
- ~~g)i) To promote the principle of equal rights and the elimination of prejudice, bigotry, and discrimination; AS DEFINED BY FEDERAL STATUTE; AND~~
- ~~h) To enhance the unique and harmonious relationships among elementary and middle level principals, teachers, other educators, and other associations; and~~
- i)j) To strengthen positive relationships among principals, schools, parents, and communities.

Comment [MB1]: The mission of NAESP is already stated on the cover. Also, this provides clarity if the mission statement is ever changed.

Comment [MB2]: Strengthens and clarifies the Association's focus on advocacy.

Comment [MB3]: Clarifies the purpose of Association.

Comment [MB4]: Added for clarity.

Comment [MB5]: Deleted to emphasize Association's emphasis on (J), relationship-building for principals.

Section 3. Governance

The Association shall be governed by the Articles of Incorporation, the Bylaws, and such actions as the governing bodies of the Association may take consistent therewith. Nothing in the Bylaws shall be construed to prevent the Association from pursuing objectives that are consistent with its stated purposes.

Article II. Membership

Section 1. Categories and Qualifications

The Association shall have regular and special categories of membership **AS DETERMINED BY THE BOARD OF DIRECTORS, WITH RECOMMENDATIONS FROM THE MEMBERSHIP COMMITTEE.**

- a) ~~Regular membership shall include active, life, and emeritus members.~~
 - 1) ~~Active: Active membership includes principals and assistant principals and other education leaders who support the objectives, pay the active member dues of the Association, and who are employed in professional work related to the elementary and middle level principalship.~~
 - 2) ~~Life: Life memberships are restricted to those persons holding such membership as of September 1, 1973.~~
 - 3) ~~Emeritus: Emeritus membership includes those former active members who have retired.~~
- b) ~~Special categories of membership may be established by the Board of Directors, such as:~~
 - 1) ~~Associate: Associate membership includes any person who is actively interested in, engaged in, or associated with any phase of education work.~~
 - 2) ~~Institutional: Institutional membership includes any membership not in the name of an individual.~~
 - 3) ~~Aspiring principal: Aspiring Principal membership includes anyone actively pursuing the principalship.~~
 - 4) ~~Honorary: Honorary membership includes any person awarded such membership by the Board of Directors.~~

Comment [MB6]: Provides flexibility for the Board to respond to changing needs of the profession.

Section 2. Rights and Benefits

Regular members of the Association shall be entitled to all of the Association's member services and benefits, ~~including the right to vote~~. Only ~~Active and Life~~ **REGULAR** members who are ~~on-line~~ principals or assistant principals **ASSIGNED TO SPECIFIC SCHOOL(S) THAT ARE RESPONSIBLE FOR THE SUPERVISION OF TEACHERS AND CHILDREN IN THAT SCHOOL** may hold office. All special membership categories shall be entitled to the **DIFFERENTIATED BENEFITS** ~~rights and privileges~~ of the Association, as determined by the Board of Directors, ~~except the right to vote, to hold office, and to be counted toward the allocation of delegates for the NAESP Delegate Assembly~~.

Comment [MB7]: The Bylaws Review Committee recommends that voting for officers be handled by NAESP State Representatives and Board members. Extremely low voter turnout prompted this change.

Comment [MB8]: Defining regular, practicing principals here eliminates ambiguity of "on-line" principal.

Comment [MB9]: This removes the ambiguous "on-line" principals descriptor, and clarifies that only practicing principals may be officers.

Comment [MB10]: The Bylaws Review Committee recommends changing the Delegate Assembly to a General Assembly. (See Section III.)

Section 3. No Discrimination

The Association shall not deny membership ~~on the basis of race, creed, national origin, religion, age, disability, or gender~~ **IN COMPLIANCE WITH THE FEDERAL STATUTES ON NON-DISCRIMINATION**.

Comment [MB11]: Added for clarity, consistency with Article I, Section II, letter i.

Section 4. Property Interest of Members

All rights, titles, and interests, both legal and equitable, of a member in and on to the property of the Association shall end on the termination of membership.

Section 5. Membership Year

Membership shall be effective from the date of receipt of dues by the Association headquarters. July 1 shall be the date for the official membership count to determine ~~delegate allocation and other~~ **ANY** provisions contingent on the number of members.

Section 6. Membership Dues

Dues for ~~active and emeritus~~ **ALL MEMBERSHIP CATEGORIES** shall be determined by ~~the Delegate Assembly after considering recommendations of~~ the Board of **Directors**. ~~Dues for all special categories of membership shall be established by the Board of Directors.~~

Comment [MB12]: Provides flexibility to the Board for providing a menu of membership dues to meet the changing needs of the profession and work with state affiliates to maintain a strong membership in NAESP.

Article III. Delegate GENERAL Assembly

Comment [MB13]: The Bylaws Committee recommends a General Assembly instead of a Delegate Assembly, which was deemed cumbersome and ineffective.

Section 1. Composition

The **Delegate GENERAL** Assembly shall **SERVE AS A REPRESENTATIVE BODY OF THE MEMBERSHIP OF THE ASSOCIATION, AND SHALL** consist of the Board of

Directors, AND THE NAESP State Representatives, AS THE VOTING MEMBERS, and other NON-VOTING ATTENDEES delegates as prescribed in the Bylaws.

~~Section 2. Allocation of Delegates~~

~~The State Representative, plus one delegate for the first 50 Association members and an additional delegate for each 50 Association members, or major fraction thereafter, shall be allotted to the recognized state association except as specified below:~~

- ~~a) Other autonomous organizations of elementary or middle level principals may request recognition for the purpose of selecting delegates to the Delegate Assembly. An autonomous organization seeking to name delegates shall supply the national headquarters with a list of Association members who have agreed to have their membership credited to the autonomous organization. The autonomous organization may select one delegate for the first 50 Association members and an additional delegate for each 50 Association members or major fraction thereafter. Members whose names are credited to an autonomous organization shall be subtracted from the recognized state association for purposes of delegate allotment.~~
- ~~b) Any group of members shall be accorded the privilege of selecting delegates on the basis of one delegate for the first 50 Association members and an additional delegate for each 50 Association members or major fraction thereafter. A group exercising this privilege shall provide the Association headquarters with a list of members who have agreed to have their membership credited to that group. A signature card from each such member must accompany the list. These names will be subtracted from the affected organizations for purposes of delegate allotment.~~

~~Requests by autonomous units or groups of members must be filed with the Association headquarters not later than 90 days before the opening of the first session of the Delegate Assembly. The Executive Director shall notify the affected organizations of such requests.~~

~~Section 3. Powers and Duties~~

~~The Delegate Assembly derives its power from and shall be responsible to the membership of the Association. It shall:~~

- ~~a) establish Association goals, objectives, and policies;~~
- ~~b) adopt the rules and agenda governing its meetings;~~
- ~~c) recognize geographic areas entitled to state representation;~~

Comment [MB14]: There will be no delegates at the General Assembly, because only the NAESP State Representatives and Board will have the right to vote on matters requested by the Board.

- ~~d) determine the electoral zones established for the purpose of electing members to the Board of Directors;~~
- ~~e) determine annually the amount of active and emeritus membership dues after consideration of recommendations of the Board of Directors;~~
- ~~f) review the Association budget;~~
- ~~g) adopt amendments to the Bylaws;~~
- ~~h) adopt resolutions; and~~
- ~~i) have such other powers and perform such other duties as may be recommended by the Board of Directors to achieve the objectives of the Association so long as they are consistent with the Articles of Incorporation or the Bylaws.~~

Section 4.2. Meetings

- a) The ~~Delegate~~ GENERAL Assembly shall meet at least once a year at a date and location determined by the Board of Directors.
- b) A quorum shall be ~~30 percent~~ AT LEAST TWO-THIRDS OF THE NAESP BOARD OF DIRECTORS AND AT LEAST 50 PERCENT, IN PERSON OR BY PROXY, of the NAESP STATE REPRESENTATIVES ATTENDING ~~delegates registered at~~ the ~~Delegate~~ GENERAL Assembly.
- c) THERE WILL BE TWO PURPOSES OF THE GENERAL ASSEMBLY:
 - 1. AN OPEN FORUM FOR THE DISCUSSION OF EMERGING ISSUES IMPORTANT TO THE PROFESSION AND THE ASSOCIATION.
 - 2. A BUSINESS SESSION, WHICH SHALL INCLUDE:
 - a) ANNUAL REPORT FROM THE PRESIDENT ON THE STATE OF THE ASSOCIATION;
 - b) ELECTION OF THE VICE PRESIDENT, AS SPECIFIED IN ARTICLE V.
 - c) CONSIDERATION OF OTHER ITEMS, AS DEEMED APPROPRIATE BY THE BOARD OF DIRECTORS.

Comment [MB15]: Under these proposed Bylaws, this new General Assembly would be less cumbersome, and more effective as a forum for identifying and understanding the needs of the profession and the association.

Article IV. Board of Directors

Section 1. Composition

The Board of Directors shall consist of ~~THE PRESIDENT, PRESIDENT-ELECT, VICE PRESIDENT-15 members. They shall include the officers,~~ A REPRESENTATIVE FROM EACH OF THE MEMBERSHIP ZONES, ~~one elected member from each of the nine electoral zones of the Association, two at large Directors appointed by a majority of the other voting members of the NAESP Board of Directors~~ and the Executive Director (non-voting), AND, IN ADDITION, THE BOARD MAY ELECT UP TO TWO (2) AT-LARGE DIRECTORS BY A MAJORITY VOTE. The ~~electoral~~ MEMBERSHIP zones shall be as follows:

- ~~MEMBERSHIP~~~~Electoral~~ Zone 1: Connecticut, Delaware, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont,
- ~~MEMBERSHIP~~~~Electoral~~ Zone 2: New Jersey, New York, Pennsylvania,
- ~~MEMBERSHIP~~~~Electoral~~ Zone 3: Department of State Schools, District of Columbia, Maryland, Ohio, Virginia, West Virginia,
- ~~MEMBERSHIP~~~~Electoral~~ Zone 4: Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee, Puerto Rico, Virgin Islands,
- ~~MEMBERSHIP~~~~Electoral~~ Zone 5: Illinois, Indiana, Kentucky,
- ~~MEMBERSHIP~~~~Electoral~~ Zone 6: Iowa, Michigan, Wisconsin,
- ~~MEMBERSHIP~~~~Electoral~~ Zone 7: Alaska, Colorado, Minnesota, Montana, Nebraska, North Dakota, South Dakota, Wyoming,
- ~~MEMBERSHIP~~~~Electoral~~ Zone 8: Arkansas, Kansas, Louisiana, Missouri, New Mexico, Oklahoma, Texas,
- ~~MEMBERSHIP~~~~Electoral~~ Zone 9: Arizona, California, Hawaii, Idaho, Nevada, Oregon, Utah, Washington, Guam, American Samoa.

The Board of Directors shall review the established ~~MEMBERSHIP~~~~electoral~~ zones and ~~recommend~~ REPORT to the ~~Delegate~~ GENERAL Assembly any revisions that may be necessary to ensure equitable representation. Such review of the ~~MEMBERSHIP~~~~electoral~~ zones shall be made according to policy. **REORGANIZATION OF ZONES SHALL BE BY AMENDMENT OF THE BYLAWS.**

Comment [MB16]: Allows the Board more flexibility, to meet changing needs of the profession in the future.

Section 2. Election of Zone Directors

DURING THE YEAR BEFORE THE EXPIRATION OF A ZONE DIRECTOR'S TERM, THE ASSOCIATION SHALL FOLLOW THE PROCEDURES IN THIS SECTION TO ELECT A NEW ZONE DIRECTOR. THE SAME PROCEDURES SHALL BE FOLLOWED TO ELECT A ZONE DIRECTOR TO FILL THE UNEXPIRED TERM OF A VACANT ZONE DIRECTOR'S SEAT:

- a) NO LATER THAN DECEMBER 1 OF EACH CALENDAR YEAR EACH INTERESTED CANDIDATE FOR THE POSITION OF ZONE DIRECTOR SHALL ELECTRONICALLY SUBMIT THE DESIGNATED NAESP PROSPECTIVE CANDIDATE DATA FORM TO THE NAESP EXECUTIVE DIRECTOR OR DESIGNEE.
- b) THE EXECUTIVE DIRECTOR SHALL OVERSEE THE DISTRIBUTION OF THE PROSPECTIVE CANDIDATE INFORMATION TO THE APPROPRIATE NAESP ZONE DIRECTORS WITHIN THIRTY (30) DAYS.
- c) ZONE DIRECTORS SHALL ELECTRONICALLY DISSEMINATE ALL APPLICATIONS RECEIVED TO THE NAESP STATE REPRESENTATIVES IN THEIR ZONE AND BE RESPONSIBLE FOR CHAIRING A PROCESS WITH THE NAESP REPRESENTATIVES FOR ELECTING THE NEXT ZONE DIRECTOR.
- d) SHOULD AN NAESP STATE REPRESENTATIVE BE A PROSPECTIVE CANDIDATE, A SUBSTITUTE SHALL BE DESIGNATED BY THAT NAESP-AFFILIATED STATE ASSOCIATION FOR THE PURPOSE OF SELECTING THE ZONE DIRECTOR.
- e) NO LATER THAN MAY 1, EACH ZONE DIRECTOR SHALL SUBMIT TO THE PRESIDENT AND THE EXECUTIVE DIRECTOR THE NAME OF THE NEWLY ELECTED ZONE DIRECTOR.
- f) IF THE ZONE DIRECTOR'S SEAT IS VACANT, THE PRESIDENT-ELECT OR A ZONE DIRECTOR APPOINTED BY THE PRESIDENT-ELECT SHALL PERFORM THE DUTIES OF THE ZONE DIRECTOR AS STATED IN SUBSECTIONS c) AND e) OF THIS SECTION.

Comment [MB17]: NAESP State Representatives will serve as the nominating body in each designated Zone and current Zone Director will serve as non-voting chair of their Zone's nominating body. This process will be simpler than a general election.

Comment [MB18]: This language aligns the election of Zone Directors with procedures for electing the new Vice President.

The Board will need to develop guidelines on this process for Zone Directors and State Reps.

~~No later than February 1 of each calendar year, the Nominating Committee shall submit the names of two candidates for each position to the Executive Director. The Board of Directors shall authorize procedures for sending, casting, and counting e-mail, facsimile, or other electronic ballots. The Executive Director shall oversee preparation and sending of the ballots not later than May 1 of each calendar year. The ballots may be sent to members as paper ballots, e-mail, facsimile, or other form of electronic ballot, but any member shall be entitled to cast only one form of the ballot. Information concerning the candidates shall be included with the ballot, and space shall be provided on the ballot for write-in votes. Ballots, to be counted, must be received by the Association no later than thirty (30) days after the date on which they were sent from the Association. The ballots shall be counted within five (5) days following the thirtieth (30th) day. An Election Audit Board of no fewer than three (3) members shall be appointed by the President to oversee the opening and counting of the ballots and to certify the election results. The election of the Zone Director shall be determined by the candidate receiving the most votes of all valid ballots cast by the total membership of that electoral zone. In the event of a tie vote, a runoff election in accordance with the procedures and guidelines as outlined in Board policy shall be held immediately.~~

Section 3. Term of Office and Qualifications of Zone and At-Large Directors

Zone Directors shall each serve for a term of three years, commencing on July 1 following ~~the~~ THEIR election, with three (3) members retiring each year. The ~~two~~ at-large ~~Directors~~ DIRECTOR(S) are appointed by the Board to serve a three-year term; ~~one shall represent minorities, and one the middle level principalship~~ TO REPRESENT THE NEEDS OF THE ASSOCIATION, AS DETERMINED BY THE BOARD. No Director may serve more than one term of office as Director, UNLESS, ~~The only exception is if~~ the Director is ELECTED ~~appointed~~ to serve an unexpired term, IN WHICH CASE THE DIRECTOR MAY SERVE THE REMAINDER OF THE UNEXPIRED TERM AND SHALL BE ELIGIBLE TO BE ELECTED TO ANOTHER THREE-YEAR TERM. During their terms of office, Directors must be ~~active members or life~~ REGULAR members who are ~~on-line~~ principals or assistant principals AS DEFINED IN ARTICLE II, SECTION 2.

During the third year of the term, should specific, unforeseen circumstances occur which would impact the ability of that individual to complete the last year of a term of office as ~~an on~~

Comment [MB19]: Allows Board flexibility.

~~line~~ A PRACTICING principal AS DEFINED IN ARTICLE II, SECTION 2, that Board member may continue to serve in the final year of service, providing there is no conflict of interest as determined by NAESP's legal counsel between the ongoing business of the Association and the Board member's change of position.

Section 4. Filling Vacancies OF DIRECTOR POSITIONS on Board of Directors

In the event of a vacancy, IN THE POSITION OF:

- a) AT-LARGE DIRECTOR: ~~THE~~ Board of Directors shall ~~appoint~~ ELECT a member ~~from the same electoral zone or IN~~ the same at-large category to serve the REMAINDER OF THE unexpired term.
- b) ZONE DIRECTOR: THE VACANCY SHALL BE FILLED IN ACCORDANCE WITH THE POLICY STATED IN ARTICLE IV, SECTION 2, AND THE INDIVIDUAL ELECTED SHALL SERVE THE REMAINDER OF THE TERM.

Section 5. Powers and Duties

The Board of Directors shall ~~be responsible to the Delegate Assembly and the members of the Board shall be ex-officio voting delegates to the Delegate Assembly. The Board shall:~~

- a) ESTABLISH ASSOCIATION GOALS AND OBJECTIVES;
- b) Act for the Association and make all policy decisions ~~between meetings of the Delegate Assembly;~~
- c) Be responsible for approving the budget and ~~for the fiscal management of~~ PROVIDE FISCAL OVERSIGHT FOR the Association, including the general supervision of the reserve funds;
- d) Determine the date and location of ~~the annual convention and~~ meeting(S) of the ~~Delegate~~ GENERAL Assembly;
- e) ATTEND AND SERVE AS VOTING MEMBERS OF THE GENERAL ASSEMBLY TO ELECT THE VICE PRESIDENT. EACH BOARD MEMBER SHALL HAVE ONE VOTE ~~Call a special meeting of the Delegate Assembly by a two-thirds vote of the Board;~~
- e) ~~Make recommendations to the Delegate Assembly regarding the amount of Association dues for active and emeritus members;~~
- f) Determine the Association dues of all ~~special~~ membership categories;
- g) APPROVE MEMBERSHIP BENEFITS;

Comment [MB20]: Removed, since General Assembly does not make policy decisions.

Comment [MB21]: Streamlines language, since letter D already clarifies that the Board can call the General Assembly.

- h) ~~g)~~ Approve, ~~FOR~~ the affiliation, ~~of~~ a recognized state association **WHICH HAS THE GREATEST NUMBER OF NAESP MEMBERS AND ANY RELATED RECOGNITIONS THEREIN ~~or autonomous organization~~**;
- i) ~~h)~~ Review all reports of Association officers and committees and ~~transmit recommendations~~ and **PROVIDE** appropriate reports to the ~~Delegate~~ **GENERAL** Assembly;
- ~~i)~~ ~~Make decisions relating to the recognition of state associations~~;
- j) Establish procedures for initiative, referendum, and recall;
- k) Censure, suspend, or expel, for cause, any member of the Association after due notice and hearing, by two-thirds vote of the Board of Directors;
- l) Vacate censure or reinstate a suspended or expelled member by a two-thirds vote of the Board;
- m) Establish committees;
- n) Develop guidelines for each committee to follow;
- o) Establish the fiscal year of the Association;
- p) Employ, supervise, and evaluate the Executive Director, and renew or terminate the contract;
- q) Continue in office in the event of national emergency and conduct the business of the Association until such time as operations can be carried on in the prescribed manner; ~~and~~
- r) **ADOPT AMENDMENTS TO BYLAWS AND REVISIONS TO THE PLATFORM; AND**
- s) ~~e)~~ Have such other powers and perform such other duties as may be provided for in the Bylaws **AND BY STATUTE**.

Comment [MB22]: Clarifies responsibility of Board to General Assembly.

Comment [MB23]: Combined with letter (i) above.

Comment [MS24]: Provides authority and responsibility for changes to the Board of Directors.

Section 6. Meetings

The Board of Directors shall meet at least three (3) times a year to conduct the business of the Association, one (1) meeting of which shall be held in conjunction with the annual meeting of the ~~Delegate~~ **GENERAL** Assembly. **DIRECTORS MAY ~~(ATTEND)~~ MEETINGS IN PERSON OR THROUGH THE USE OF ANY MEANS OF COMMUNICATION BY WHICH ALL DIRECTORS PARTICIPATING MAY SIMULTANEOUSLY HEAR EACH OTHER DURING THE MEETING.** A majority of the members of the Board shall determine the date and

Comment [MB25]: Allows flexibility.

location of meetings. Due notice of all meetings shall be given to all members of the Board. A quorum of the Board of Directors shall be two-thirds of all its members.

Article V. Officers

Section 1. Officers

The officers of the Association shall be the President, the President-elect, and the ~~Immediate Past President~~ VICE PRESIDENT.

Section 2. Steering Committee

- a) Composition: The Steering Committee shall be comprised of the President, the President-elect, and the ~~Immediate Past President~~ VICE PRESIDENT. The Executive Director shall serve as an ex-officio, non-voting member.
- b) Powers and Duties: The Steering Committee shall possess such powers and duties as authorized by the Board of Directors.

Section 3. Election of ~~President-elect~~ VICE PRESIDENT

- a) No later than ~~February 1~~ OCTOBER 1 of each calendar year, ~~the Nominating Committee~~ INTERESTED CANDIDATES FOR THE OFFICE OF VICE PRESIDENT shall submit ~~the names of two candidates for the position of President-elect~~ A PROSPECTIVE CANDIDATE DATA FORM to ~~the Executive Director~~ NAESP HEADQUARTERS. ~~The Board of Directors shall authorize procedures for sending, casting, and counting e-mail, facsimile, or other electronic ballots.~~
- b) THE NAESP BOARD OF DIRECTORS WILL SERVE AS A SCREENING COMMITTEE TO ENSURE THERE ARE AT LEAST TWO (2) CANDIDATES FOR VICE PRESIDENT.
- c) The Executive Director shall oversee ~~preparation and sending~~ DISTRIBUTION of the ballots during and/or following the NAESP Convention. ~~The ballots may be sent to members as paper ballots, e-mail, facsimile, or another form of electronic ballot, but any member shall be entitled to cast only one form of the ballot. Information concerning the candidates shall be included with the ballot, and space shall be provided on the ballot for write-in votes. Ballots, to be counted, must be received by the Association no later than thirty (30) days after the date on which they were sent~~

Comment [MS26]: Having a Vice President instead of an Immediate Past President allows more leadership development and continuity.

This keeps a three-year term for an Officer. However, having a Vice President instead of an Immediate Past President allows two years of leadership development during the Vice-President and President-elect years and places the President in the third year as an officer. It also removes a complicating issue when Presidents leave office and then retire. Keeps all officers as practicing principals, except during the year as President.

The Board will need to develop a transition plan to move to this new model. The Board is committed to allowing each individual elected as a President-elect or Vice President to fully serve a three year term until the transition to the new structure is completed.

Comment [MB27]: Candidates will submit information, rather than being nominated by committee. The Board of Directors will serve as the screening committee and ensure there are at least 2 viable candidates.

Comment [MB28]: NAESP State Representatives and the Board will elect the Vice President. This eliminates the low-turnout problem of the election.

~~from the Association. The ballots shall be counted within five (5) days following the thirtieth (30th) day.~~ THE PROSPECTIVE CANDIDATE INFORMATION TO THE NAESP BOARD OF DIRECTORS AND THE NAESP STATE REPRESENTATIVES NOT LATER THAN DECEMBER 1 OF EACH CALENDAR YEAR.

- d) VOTING SHALL OPEN FOLLOWING THE ANNUAL GENERAL ASSEMBLY MEETING AND WILL CLOSE NO LATER THAN FIVE (5) BUSINESS DAYS THEREAFTER.
- e) ~~An Election Audit Board of no fewer than three (3) members shall be appointed by the President to oversee the opening and counting of the ballots and to~~ NAESP'S LEGAL COUNSEL OF RECORD OR ITS INDEPENDENT AUDITORS WILL certify the election results.
- f) The election of the ~~President-elect~~ VICE PRESIDENT shall be determined by the candidate receiving the most votes of all valid ballots cast by the ~~total membership of the Association~~ NAESP BOARD OF DIRECTORS AND THE NAESP STATE REPRESENTATIVES, AS SPECIFIED IN ARTICLE IV, SECTION 5, AND ARTICLE VI, SECTION 5.
- g) In the event of a tie vote, a new election in accordance with the procedures and guidelines as outlined in Board policy shall be held immediately.

Comment [MB29]: Streamlines the election process.

To allow for flexibility, ballots can be either paper or electronic.

Comment [MB30]: Given then small number of votes to oversee, NAESP's legal counsel or auditor can take this task.

Section 4. Term of Office and Qualifications of Officers

- a) Term of Office:---The term of office of the President, the President-elect, and the ~~Immediate Past President~~ VICE PRESIDENT shall be limited to one (1) year, commencing on July 1, following the election.
- b) Qualifications:---Any ~~life member or active~~ REGULAR member who is ~~an on-line A~~ principal or assistant principal AS DEFINED IN ARTICLE II, SECTION 2, may serve as an officer.
- c) No officer may serve more than one term as described in Subsection a, EXCEPT AS PROVIDED IN ARTICLE V, SECTION 5 a).
- d) THE VICE PRESIDENT SHALL BECOME THE PRESIDENT-ELECT AND THE PRESIDENT-ELECT SHALL BECOME THE PRESIDENT IN THE SUCCEEDING YEAR. ~~During the third year of the term, as immediate Past~~

~~President, should specific, unforeseen circumstances occur which would impact the ability of that individual to complete the last year of the term as an on line principal, the Past President may continue to serve in the final year of service. There can be no conflict of interest as determined by NAESP's legal counsel between the ongoing business of the Association and the Past President's change of position. The Past President would be an ex officio non voting member of the board during the final year, if not acting as an on line principal.~~

Comment [MB31]: Null, if there is no Immediate Past President.

Section 5. Filling of Vacancies OF OFFICER POSITIONS

Vacancies occurring by reason of death, resignation, or other disqualification shall be filled as follows:

- a) A vacancy in the office of President shall be filled by the President-elect, **WHO MAY HOLD BOTH OFFICES SIMULTANEOUSLY AND WHO SHALL BE ALLOWED TO SERVE THE ONE-YEAR TERM AS PRESIDENT WHEN HIS OR HER TERM AS PRESIDENT-ELECT EXPIRES;**
- b) A vacancy in the office of President-elect shall be filled by the ~~Immediate Past President~~ **VICE PRESIDENT, WHO SHALL VACATE THE OFFICE OF VICE PRESIDENT UPON ASSUMING THE OFFICE OF PRESIDENT ELECT AND who shall serve AS PRESIDENT-ELECT in such capacity until the vacancy has been filled THAT TERM OF OFFICE ENDS Within ten days after the vacancy occurs, the President shall instruct the Executive Director to initiate the election process as prescribed in the Bylaws; and**
- c) ~~A vacancy in the office of the Immediate Past President shall not be filled. The President shall appoint a member of the Board of Directors to serve as chairperson of the Credentials Committee.~~ **IN THE CASE OF A VACANCY IN THE OFFICE OF VICE PRESIDENT, THE PRESIDENT SHALL, WITHIN TEN DAYS AFTER THE VACANCY OCCURS, INSTRUCT THE EXECUTIVE DIRECTOR TO INITIATE THE ELECTION PROCESS, AS PRESCRIBED IN THE BYLAWS. THE PRESIDENT'S INSTRUCTIONS TO THE EXECUTIVE DIRECTOR SHALL INCLUDE A CHANGED AND COMPRESSED SCHEDULE FOR THE ELECTION PROCESS AND THE PRESIDENT MAY CALL A SPECIAL**

**MEETING OF THE VOTING MEMBERS OF THE GENERAL ASSEMBLY TO
VOTE TO FILL THE VACANT OFFICE OF VICE PRESIDENT.**

Section 6. Powers and Duties

Comment [MB32]: Changes in this section reflect previously discussed terminology changes (Vice President, General Assembly, etc.)

- a) **President:---**The President is the chief officer of the Association and shall:
- 1) Serve as an ex-officio voting member and presiding officer of the Board of Directors;
 - 2) Serve as presiding officer of the meetings of the NAESP State Representatives;
 - 3) Serve as an ex-officio voting ~~delegate~~ **MEMBER** to and presiding officer of the ~~Delegate~~ **GENERAL** Assembly;
 - 4) Represent and speak for the Association on matters of policy, or assign responsibility for such functions;
 - 5) Review Association policies and recommend priorities to be considered by the Board of Directors;
 - 6) Meet regularly with the other officers of the Association;
 - 7) Delegate duties to the President-elect, ~~Immediate Past President~~ **VICE PRESIDENT**, and Executive Director;
 - 8) Propose the agenda for meetings of the governing bodies of the Association;
 - 9) Except as otherwise provided in the Bylaws, appoint all chairpersons and members of Association committees;
 - 10) Serve as an ex-officio non-voting member of all Association committees, ~~except the Nominating Committee~~; and
 - 11) Have such other powers and duties as are authorized by the Board of Directors.
- b) **President-elect:---**The President-elect shall:
- 1) Serve as an ex-officio voting member of the Board of Directors and as an ex-officio voting ~~delegate~~ **MEMBER** ~~to~~ **AT** the ~~Delegate~~ **GENERAL** Assembly;
 - 2) Serve as chairperson of the ~~Resolutions~~ **MEMBERSHIP** Committee;
 - 3) Act for the President when the President is unable to perform the duties of this office; and
 - 4) Perform other duties as directed by the President or the Board of Directors.
- c) ~~Immediate Past~~ **VICE** President:---The ~~Immediate Past~~ **VICE** President shall:

- 1) Serve as an ex-officio voting member of the Board of Directors and as an ex-officio voting ~~delegate MEMBER to AT~~ the ~~Delegate~~ GENERAL Assembly;
- 2) Serve as chairperson of the ~~Credentials RESOLUTIONS~~ Committee; and
- 3) Perform other duties as directed by the President or the Board of Directors.

Article VI. **NAESP State Representatives**

Section 1. Allocation

- a) There shall be one Representative from each **NAESP-AFFILIATED** state **ASSOCIATION** and the District of Columbia.
- ~~b) The Delegate Assembly may establish other geographic areas for purposes of representation.~~
- b) Definitions:
 - 1) The phrase “NAESP State Representative” shall include such representative;
 - 2) The word “state” shall include such geographic area;
 - 3) The phrase “state association” ~~may~~ include(S) the association of elementary and middle level principals in such area that has been recognized by the Association.
- c) The recognized state association shall be the state organization that has the largest number of Association members.

Comment [MB33]: This responsibility is now the Board's, allowing them flexibility.

Section 2. Selection

The **NAESP** State Representative shall be elected by the recognized state association.

Section 3. Term of Office and Qualifications

- a) The **NAESP** State Representative shall serve for a three-year term commencing when elected to take office at the state level. No **NAESP** State Representative may serve more than two (2) consecutive terms.
- b) The **NAESP** State Representative shall be ~~an active~~ **A REGULAR, DUES-PAYING PRINCIPAL OR ASSISTANT PRINCIPAL** member of the Association and of the recognized state association.

Section 4. Filling of Vacancies

In the event that a **AN NAESP** State Representative does not complete the three-year term, the governing body of the recognized association shall designate a successor to fill the unexpired term.

Section 5. Powers and Duties

The **NAESP** State Representative shall:

- a) Serve as liaison between the Association and the recognized state association;
- b) Coordinate the Association membership campaigns within his/her respective state;
- c) Advise the Board of Directors on policies and programs;

~~d) Meet as a group leader once a year;~~

~~e) Select the Nominating Committee and the chairperson thereof;~~

~~d) f) ATTEND AND Sserve as A voting members of the Delegate GENERAL~~

~~Assembly TO ELECT THE VICE PRESIDENT. EACH NAESP STATE REPRESENTATIVE SHALL BE ALLOTTED VOTES BASED ON THE NUMBER OF REGULAR ASSOCIATION MEMBERS IN EACH RECOGNIZED NAESP-AFFILIATED STATE ASSOCIATION, AS SPECIFIED BELOW:~~

- 1) 0 TO 99 REGULAR MEMBERS: ONE VOTE
 - 2) 100 TO 199 REGULAR MEMBERS: TWO VOTES;
 - 3) 200 TO 299 REGULAR MEMBERS: THREE VOTES;
 - 4) 300 TO 399 REGULAR MEMBERS: FOUR VOTES;
 - 5) 400 TO 699 REGULAR MEMBERS: SIX VOTES;
 - 6) 700 TO 999 REGULAR MEMBERS: EIGHT VOTES; AND
 - 7) 1000 REGULAR MEMBERS AND UP: TEN VOTES;
- e) SERVE AS A MEMBER OF THE SELECTION COMMITTEE WITHIN THEIR DESIGNATED ZONE FOR THE PURPOSE OF FILLING ZONE DIRECTOR VACANCIES; AND
- f) g) Perform other duties according to policy.

Comment [MB34]: Allows flexibility.

Comment [MB35]: No Nominating Committee.

Comment [MB36]:

The current framework for election of the President-elect gives every member a vote and has produced very low voter turn-out the last few years—approximately 6 to 7 percent of the eligible voters.

Feedback from the field indicates that those who do vote often rely on State Representatives and other leaders for guidance about the candidates. Hence, based on that information, moving to an election/voting process that puts those decisions in the hands of knowledgeable State Representatives seems to make good sense.

Currently, there are two schools of thought on elections:

- One: one state = one vote;
- Two: a state's vote should reflect in some manner the number of members in that state, which is similar to the existing Delegate Assembly format.

This proposed system for weighting votes attempts to reconcile the difference by giving all states a fair number of votes, similar to the current delegate distribution of 1 to every 50 members that has worked successfully.

We believe this proposed framework will maintain equity among states and make it no more likely that any state or states would be able to control an outcome than might happen with a popular vote. This is somewhat patterned after the Electoral College.

Further, it could be argued that in this proposed system, every member will at least have a voice in the outcome by proxy, whereas under the current voting process, fully 95% of members do not exercise their right to vote and therefore have no voice in the outcome.

Article VII. Executive Director

Section 1. Term of Employment

The Executive Director shall be employed by the Board of Directors. The Board of Directors shall contract with the Executive Director for a period of not more than four (4) years. The Executive Director's contract may be renewed.

Section 2. Powers and Duties

The Executive Director, as chief executive of the Association, shall be responsible to the Board of Directors, and shall:

- a) Serve as an ex-officio, non-voting member and secretary of the Board of Directors and ~~Delegate~~ GENERAL Assembly;
- b) Serve as secretary and treasurer of the Association;
- c) Prepare, with the advice of the Board of Directors, programs for the Association;
- d) Be responsible for the employment, supervision, evaluation, and dismissal of all Association employees in accordance with personnel procedures established by the Board of Directors;
- e) Prepare an annual budget for submission to the Board of Directors;
- f) Receive all funds and be responsible for their safekeeping, accounting, and audit;
- g) Prepare an annual report on Association activities, an annual financial report, and other such reports as prescribed by the Board of Directors;
- h) Be responsible for the preparation and distribution of records of meetings of the ~~Delegate~~ GENERAL Assembly and the Board of Directors; and
- i) Keep the official seal of the Association and perform other such duties as prescribed by the Board of Directors.

Article VIII. Committees

Section 1. ~~Governance~~ STANDING Committees

~~a) Credentials Committee~~

~~1) Composition — The Credentials Committee shall consist of the Immediate Past President, as chairperson, and nine members who shall be State Representatives or past national Association officers, appointed by the President to serve for one year.~~

Comment [MB37]: In the proposed Bylaws without an election, these committees are unnecessary.

~~2) Powers and Duties—The committee shall be responsible for the accreditation and seating of delegates to the meetings of the Delegate Assembly. The chairperson of the committee shall submit a report to the Delegate Assembly for action.~~

~~b) Nominating Committee~~

~~1) Composition—The Nominating Committee shall consist of a chairperson and eight other members, one from each zone, elected by the State Representatives for a term of one year. Not more than four of the members of the committee may be State Representatives. None shall be members of the Board of Directors. Names of the Nominating Committee shall be published at least 60 days prior to the meeting of the committee.~~

~~2) Powers and Duties—The Nominating Committee shall select two names for each position to be filled on the Board of Directors. The committee shall submit the names to the Executive Director, who shall prepare and send the ballots.~~

~~a)e) Resolutions Committee~~

~~1) Composition:---The Resolutions Committee shall consist of the **President-elect VICE PRESIDENT** as chairperson and ~~nine members~~, one (1) MEMBER from each zone, who shall be appointed by the President for three-year terms. ~~Nine additional members, one from each zone, shall also be identified as a Alternates~~ **SHALL BE APPOINTED BY THE PRESIDENT AS NEEDED**, serving the same term as each appointed member from that zone.~~

~~2) Powers and Duties:---The Resolutions Committee shall:~~

~~a) Encourage members to initiate resolutions;~~

~~b) Review, **prepare, and submit** resolutions, **UPDATE THE PLATFORM, AND SUBMIT THEM** to the NAESP BOARD OF DIRECTORS. **Delegate Assembly; and**~~

~~e) **Update the platform.**~~

~~b) MEMBERSHIP COMMITTEE~~

~~1) COMPOSITION: THE MEMBERSHIP COMMITTEE SHALL CONSIST OF THE PRESIDENT-ELECT AS CHAIRPERSON AND ONE (1) MEMBER FROM EACH ZONE, WHO SHALL BE APPOINTED BY THE PRESIDENT FOR **THREE-YEAR TERMS**. ALTERNATES SHALL BE APPOINTED BY~~

Comment [MB38]: Streamlines and clarifies committee responsibility.

Comment [MB39]: The Bylaws Review Committee proposes the formal addition of a Membership Committee to speak for member needs.

Comment [MS40]: These terms shall be staggered similarly to the terms of the Resolutions Committee so only three new members are appointed in any given year. This will be designated in Board policy.

THE PRESIDENT AS NEEDED, SERVING THE SAME TERM AS EACH APPOINTED MEMBER FROM THAT ZONE.

- 2) POWERS AND DUTIES: THE MEMBERSHIP COMMITTEE SHALL:
- a) ENCOURAGE RECRUITMENT AND RETENTION OF MEMBERS;
 - b) REVIEW CATEGORIES OF MEMBERSHIP AND RELATED MEMBER BENEFITS AND SERVICES; AND
 - c) PERFORM OTHER DUTIES AS ASSIGNED BY THE NAESP BOARD OF DIRECTORS.

Section 2. Special Committees

The Association shall provide for special concerns through committees as deemed necessary by the Board of Directors.

Article IX. Finance

Section 1. Financial Records and Accounts

Association financial records and accounts shall be the property of the Association and shall be open to inspection by any member upon written request to the Executive Director.

Section 2. Reserve Funds

The Reserve Funds shall consist of the real properties and long-term investments of the Association, 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 Board of Directors, which shall provide for the investment and safekeeping of such funds. The Board of Directors shall report the conditions of the funds to the ~~Delegate~~ GENERAL Assembly.

Section 3. Grants

The Association may receive grants and may deposit and expend these funds according to terms of the ~~grantee~~ GRANTOR and accepted by the Board of Directors.

Section 4. Distribution of Assets

No part of the net income, revenue, and grants of the Association shall inure to the benefit of any member, officer, or any individual except that reasonable compensation may be

paid for services rendered. No member, 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 Association, after payment of debts and obligations, shall be transferred to one or more organizations either with federal tax exemption for charitable and educational uses, or with objectives similar to those of the Association. The receiving organization(s) shall be designated by the Board of Directors at its final meeting.

Article X. Parliamentary Authority

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 governing bodies of the Association.

Article XI. Amendment of Articles of Incorporation and Bylaws

SECTION 1. BYLAWS

THE BYLAWS SHALL BE AMENDED ACCORDING TO THE FOLLOWING PROCEDURES:

- a) **A PROPOSAL TO AMEND OR REPEAL THE BYLAWS MAY BE PROPOSED BY:**
 - 1) **THE BOARD OF DIRECTORS BY AT LEAST A TWO-THIRDS VOTE DURING ANY MEETING AT WHICH A QUORUM IS PRESENT.**
 - 2) **A PETITION CONTAINING AT LEAST ~~100~~ 400 SIGNATURES OF REGULAR MEMBERS REPRESENTING AT LEAST ~~TWO~~ FOUR DIFFERENT STATES. THE REQUIRED MINIMUM NUMBER OF SIGNATURES MUST BE DIVIDED EQUALLY AMONG THE STATES REPRESENTED.**
 - 3) **THE PROPOSED AMENDMENT OR REPEAL OF THE BYLAWS MUST BE SUBMITTED IN WRITING TO THE PRESIDENT, WHO SHALL REFER IT TO THE BOARD OF DIRECTORS FOR ACTION.**
- b) **THE BOARD OF DIRECTORS MAY AMEND OR REPEAL THE BYLAWS BY A TWO-THIRDS VOTE AT A MEETING AT WHICH A QUORUM IS PRESENT,**

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EXCEPT AS STATED IN SUBSECTIONS c) AND d) OF THIS SECTION. THE PRESIDENT SHALL NOTIFY THE MEMBERSHIP WHEN THE BYLAWS HAVE BEEN AMENDED.

- c) WITHOUT A VOTE OF THE GENERAL ASSEMBLY, THE BOARD OF DIRECTORS MAY NOT AMEND THE BYLAWS TO **INCREASE** THE QUORUM OR VOTING REQUIREMENTS FOR THE BOARD OF DIRECTORS OR THE GENERAL ASSEMBLY.
- d) WITHOUT A VOTE OF THE MEMBERS, THE BOARD OF DIRECTORS AND THE GENERAL ASSEMBLY MAY NOT AMEND THE BYLAWS TO REQUIRE **CAUSE** TO REMOVE A DIRECTOR OR SPECIFYING WHAT CONSTITUTES CAUSE TO REMOVE A DIRECTOR.

Comment [MW41]: This limitation to amendments is required by statute.

Comment [MW42]: This limitation to amendments is required by statute.

SECTION 2. ARTICLES OF INCORPORATION

THE ARTICLES OF INCORPORATION SHALL BE AMENDED ACCORDING TO THE FOLLOWING PROCEDURES:

- a) AN AMENDMENT TO THE ARTICLES OF INCORPORATION MAY BE PROPOSED BY:
 - 1) THE BOARD OF DIRECTORS BY AT LEAST A TWO-THIRDS VOTE DURING ANY MEETING AT WHICH A QUORUM IS PRESENT.
 - 2) A PETITION CONTAINING AT LEAST ~~100~~ 400 SIGNATURES OF REGULAR MEMBERS REPRESENTING AT LEAST ~~TWO~~ FOUR DIFFERENT STATES. THE REQUIRED MINIMUM NUMBER OF SIGNATURES MUST BE DIVIDED EQUALLY AMONG THE STATES REPRESENTED.
- b) A PROPOSED AMENDMENT TO THE ARTICLES OF INCORPORATION MUST BE SUBMITTED IN WRITING TO THE PRESIDENT, WHO SHALL REFER IT TO THE BOARD OF DIRECTORS FOR ACTION. A TWO-THIRDS VOTE OF THE BOARD OF DIRECTORS AT WHICH A QUORUM IS PRESENT SHALL BE REQUIRED TO ADOPT A PROPOSED AMENDMENT.
- c) IF THE BOARD OF DIRECTORS ADOPTS THE PROPOSED AMENDMENT, THEN IT SHALL BE SUBMITTED TO THE **GENERAL ASSEMBLY** FOR A VOTE. COPIES OF THE PROPOSED AMENDMENT SHALL BE

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Comment [MW43]: A vote is required by statute.

DISTRIBUTED TO THE VOTING MEMBERS OF THE GENERAL ASSEMBLY AT LEAST THIRTY (30) DAYS BEFORE IT MEETS TO CONSIDER THE PROPOSED AMENDMENT. THE PRESIDENT SHALL NOTIFY THE MEMBERSHIP WHEN THE ARTICLES OF INCORPORATION HAVE BEEN AMENDED.

- d) AN AMENDMENT TO THE ARTICLES OF INCORPORATION SHALL BECOME EFFECTIVE UPON FILING THE AMENDMENT WITH THE OFFICE OF THE MAYOR OF THE DISTRICT OF COLUMBIA.

~~The Articles of Incorporation and the Bylaws shall be amended according to the following procedures:~~

- a) ~~Proposed amendments to the Articles of Incorporation and the Bylaws must be presented in writing to the President, at least 90 days prior to the opening of the first session of the Delegate Assembly.~~
- b) ~~An amendment may be proposed by:
 - 1) ~~Petition containing at least 100 signatures of active members representing at least two different states. The required minimum number of signatures must be equally divided among the states represented.~~
 - 2) ~~The Board of Directors by at least a two-thirds vote.~~~~
- e) ~~The Association shall distribute copies of the proposed amendment to the membership not later than 30 days prior to the opening of the first session of the Delegate Assembly. The President shall present the proposed amendment to the Delegate Assembly.~~
- d) ~~Proposed amendments shall not be modified or amended by the Delegate Assembly.~~
- e) ~~Adoption of a proposed amendment shall require a two-thirds vote of the delegates present and voting at the Delegate Assembly.~~
- f) ~~No amendment shall become effective prior to the adjournment of the Delegate Assembly in which it was adopted.~~
- g) ~~An amendment to the Articles of Incorporation shall become effective on the filing of the certificate with the appropriate Recorder of Deeds.~~

Comment [MB44]: Amendments to Bylaws will instead be approved by the Board.

TRANSITION PROVISIONS FOR THE BYLAWS AMENDMENTS OF 2013.

IF THE TRANSITION IN OFFICER POSITIONS CAUSED BY ADDITION OF THE OFFICE OF VICE PRESIDENT WILL, AFTER ADOPTION OF THE AMENDMENTS TO THESE BYLAWS, CREATE A SITUATION WHERE BOTH THE OFFICES OF PRESIDENT-ELECT AND VICE PRESIDENT ARE TO BE FILLED DURING THE SAME YEAR, THEN THE ASSOCIATION MAY ELECT BOTH THE PRESIDENT-ELECT AND THE VICE PRESIDENT BY FOLLOWING THE PROCEDURES IN ARTICLE V, SECTION 3.

**The official NAESP Bylaws document is on file at NAESP headquarters.

~~4/2009~~