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THE CONSTITUTION OF THE EDUCATION LAW ASSOCIATION

Approve October 27, 2023

ARTICLE I. NAME

This organization shall be called the Education Law Association, hereinafter referred to as ELA.

ARTICLE II. PURPOSE

The purpose of the Education Law Association shall be to improve education by promoting interest in and understanding of education law. This purpose shall be carried out by holding meetings for the presentation and discussion of education law issues, by stimulating the teaching of education law, and by issuing publications and other information on education law subjects. The Education Law Association shall serve as a clearinghouse for information on research and publications and provide other member-related services.

ARTICLE III. MEMBERSHIP

III. §1. Qualifications. Membership in the Education Law Association shall be open generally to individuals within the education and legal communities. There shall be no restrictions on membership.

III. §2. Nondiscrimination. No distinction shall be made within Education Law Association regarding membership on the basis of race, color, creed, religion, national origin, sex, sexual orientation, age, or disability.

III. §3. Membership Dues. The Board of Directors shall fix the dues and membership classifications of members. All dues shall be payable to the Education Law Association before the anniversary date of membership or such other time as set by the Board of Directors.

ARTICLE IV. OFFICERS

IV. §1. Board of Directors

- A. **Authority.** The governance authority of the Education Law Association shall be vested in a Board of Directors, subject only to the restrictions of the Constitution and Bylaws.
1. **Bylaws and Policies.** The Board of Directors shall regulate the operation of the Education Law Association by adopting resolutions, motions, policies, and bylaws. The Bylaws shall be regularly reviewed and amended when necessary.
 2. **Executive Director.** The Board of Directors shall appoint an Executive Director and establish the compensation for that position. The Executive Director shall serve at the pleasure of the Board of Directors.
 3. **Annual Budget.** The Board of Directors shall establish an annual budget for the Education Law Association upon review of recommendations of the Treasurer and the Budget and Finance Committee.
- B. **Membership.** The Board of Directors shall consist of the President, Vice President, Secretary, Immediate Past President, Treasurer, and nine directors. These fourteen positions shall be held by fourteen different persons. [ELA app. 10.27.23]
- C. **Meetings.** The Board of Directors shall hold an annual meeting at the time of the Annual Conference and other special meetings at the call of the President or upon the call of any seven members of the Board of Directors. There shall be at least two weeks' notice in writing for any special meeting unless waived by the Executive Committee. An agenda shall be circulated in advance of any meeting. Action taken at any meeting shall be limited to the published agenda unless a majority of the total Board of Directors votes, either in person or in writing, to waive this requirement. At all meetings, a quorum for action shall consist of seven members of the Board of Directors. The affirmative vote of a majority of the Board members present and voting at each meeting shall be required to pass any motion. By unanimous vote, the Executive Committee may authorize the Board of Directors to vote by mail, telephone, email, or electronically and to hold meetings virtually. All meetings of the Board of Directors, except for executive sessions, shall be open to any ELA member. By a majority vote of the Board of Directors, the Board may adjourn to executive session for any reason. Minutes of the executive session may be taken but will not be released to the membership. No vote of the Board of Directors shall be taken in an executive session. All votes of the Board of Directors shall take place only during an open meeting. Minutes of the Board of Directors meetings will be provided to any ELA member upon request to the Executive Director or to the President.

IV. §2. Executive Committee

- A. **Authority.** The administration and supervision of the Association's activities, including the authority to enter into contracts on behalf of the Education Law Association, shall be vested in the Executive Committee, subject only to the restrictions of the Constitution and Bylaws and the directives of the Board of Directors. These responsibilities may be delegated, but the Executive Committee must retain ultimate responsibility.
- B. **Membership.** The Executive Committee shall consist of the President, Vice President, Secretary, Immediate Past President, Treasurer, and Executive Director (ex officio). The Executive Director shall serve without vote. Any motion that fails to receive a majority, including a tie, shall fail. [ELA app. 10.27.23]
- C. **Meetings.** The Executive Committee shall meet at least once each year at the call of the President or upon the call of any three members of the Executive Committee. A quorum shall consist of three voting members of the Committee, and two affirmative votes shall be required to pass any motion. The Executive Committee may meet virtually if each member of the Executive Committee has received at least 24 hours advance notice of such a meeting.

IV. §3. Duties of Individual Officers The officers' duties and the Executive Director shall be those ordinarily appertaining thereto. Specific duties include the following:

- A. **President.** The President shall serve as the presiding officer of the Board of Directors and of the Executive Committee.
- ~~B.~~ **Vice President.** The Vice President shall serve as a member of the Executive Committee, act as the presiding officer of the Board of Directors and the Executive Committee in the absence of the President, and assist the President in the general operation of the Education Law Association. [ELA app. 10.27.23]
- C. **Secretary.** The Secretary shall serve as a member of the Executive Committee and the Board of Directors. The Secretary shall record the minutes and actions of the Executive Committee and Board meetings. The contents of the minutes shall reflect requirements of state and federal law governing non-profit organizations. [ELA app. 10.27.23]
- D. **Immediate Past President.** The Immediate Past President shall serve as a member of the Executive Committee and the Board of Directors and shall chair the Nominating Committee.
- E. **Treasurer.** The Treasurer shall serve as a member of the Executive Committee and the Board of Directors. Additionally, the Treasurer shall chair the Budget and Finance Committee.
- F. **Director.** Each director shall serve on the Board of Directors and shall serve on at least one of the standing committees.

- G. **Executive Director.** The Executive Director shall conduct the daily operations of ELA at the direction of the Executive Committee and the Board of Directors. The Executive Director shall be responsible for personnel's employment, assignment, and dismissal.

IV. §4. Elections

- A. **Officers Overall.** Each office must be held by a different person. Each officer must be a member of ELA. With the exception of the position of Treasurer, no one person may hold the same office for two full consecutive terms, i.e., no one person may succeed him or herself for a full term for the same position. However, a person may hold successive different positions or the same position if the terms are separated in time. The Treasurer may serve unrestricted consecutive terms if so elected.

- B. **Election Procedures.** The Nominating Committee shall recommend the slate in advance for the Office of Vice President, the directors, and, in the final year of the Treasurer's term, the Treasurer, for election at the annual meeting. The slate may have more nominations than open positions. The slate shall be announced prior to the election, at which time additional nominations will be accepted from the floor. If there are additional nominees and the election cannot be completed by acclamation, the President shall appoint an elections subcommittee to oversee an electronic vote or count written ballots and report the results to the President. Those eligible nominees with the highest number of votes of those voting shall be elected to office.

C. Specific Elections.

1. **President.** At the conclusion of the President's term of office, the Vice President automatically shall assume the office of President. [ELA app. 10.27.23]
2. **Vice President.** At the conclusion of the Vice President's term of office, the Secretary automatically shall assume the office of the Vice President. [ELA app. 10.27.23]
3. **Secretary.** At the annual business meeting of the membership, the Secretary shall be elected. Eligible candidates must be current ELA members and have completed at least one year on the ELA Board of Directors. [ELA app. 10.27.23]
4. **Immediate Past President.** At the conclusion of the President's term of office, the President automatically shall assume the office of the Immediate Past President.
5. **Treasurer.** A Treasurer shall be elected the annual business meeting of the membership at the end of the Treasurer's term. Eligible candidates shall be current ELA members and shall meet specific criteria to be eligible to run for the position.
6. **Director.** At the annual business meeting of the membership, three directors shall be elected. Eligible candidates must be current ELA members.

- D. Terms of Office.** Each officer shall serve a one-year term commencing at the time of election. The Treasurer shall serve a three-year term. Each director shall serve a three-year term commencing at the time of election.
- E. Vacancies and Succession.** These provisions apply to all situations except the automatic expiration of a term in which an officer or director position becomes vacant (i.e., through death, resignation, incapacity, or unusual succession). Each successor shall hold said office until the unexpired term is filled through regular election procedures.
1. **President.** The Vice President succeeds the President. [ELA app. 10.27.23]
 2. **Vice President.** The Secretary succeeds the Vice-President. [ELA app. 10.27.23]
 3. **Secretary.** The Executive Committee shall appoint a successor to the office of Secretary. [ELA app. 10.27.23]
 4. **Immediate Past President.** The Executive Committee shall appoint a Past President as a successor to the office of the Immediate Past President.
 5. **Treasurer.** The Executive Committee shall appoint a qualified successor to the office of Treasurer to serve the remainder of the current term until a new Treasurer is elected at the membership's next annual meeting at the Treasurer's expiration term.
 6. **Director.** The Board of Directors shall appoint a new director.

ARTICLE V. COMMITTEES

V. §1. Standing Committees. In addition to the Executive Committee, the President or Board shall designate standing committees, including at least the following: (a) Membership Committee; (b) Budget and Finance Committee; (c) Publications Committee; (d) Conference Committee; and (e) Nominating Committee.

V. §2. Appointment and Terms. The President, with the advice and approval of the Executive Committee and consistent with §3, shall appoint the chairs or co-chairs of each of the standing committees from the ELA membership, including at least one chair or co-chair who also serves on the Board of Directors. The term of each appointment shall be one year.

V. §3. Ad Hoc Committees. Ad Hoc Committees may be established by the Board or the President with duties and terms as deemed appropriate. The President shall appoint chairs or co-chairs of such committees.

V. §4. Ex Officio. The President shall be an ex officio member of every committee without voting privileges, with the exception of the Executive Committee, of which the President is a regular voting member.

ARTICLE VI. MEETINGS AND BUSINESS

VI. §1. Setting Meetings. The Board of Directors shall have the power to set the time and place of the Education Law Association meetings. On petition of a majority of the members of ELA, the Board of Directors must call a meeting to be held within 90 days of the date of the receipt of the petition.

VI. §2. Annual Business Meeting. There shall be an annual business meeting of the Education Law Association, the date of which shall be fixed by the Board of Directors.

VI. §3. Official Business Session. One session of the annual business meeting shall be designated for conducting the official business of the Education Law Association.

VI. §4. Notice. At least 30 days' notice of the time and place of any annual business meeting of the Education Law Association shall be sent to each member.

VI. §5. Rules. The rules contained in the current edition of Roberts' Rules of Order shall govern the annual business session of the Education Law Association except where covered by the Constitution and the Bylaws.

VI. §6. Votes by Mail, Email, or Electronically. Items of business requiring the vote of the membership may be transacted by mail, email, or electronically where, in the judgment of the Board of Directors, such procedure is appropriate or necessary.

VI. §7. Agenda. The agenda for the business meeting will be determined by the Executive Committee. Additional items for business may be placed on the agenda by the membership during the business meeting and will be taken up at the end of the regular agenda.

ARTICLE VII. FINANCES

VII. §1. Dues. Members shall pay dues annually in an amount determined by the Board of Directors.

VII. §2. Duties of the Executive Director. The Executive Director shall receive monies, keep accounts, authorize the drawing of checks, and render the results of an annual outside audit or external fiscal review to the Board of Directors and a summary report to the members at the annual meeting. The Executive Director shall be responsible for compliance with budgeting and finance policies and procedures. The Executive Director shall ensure transparency and ethical and legal practices and make recommendations to the Budget and Finance Committee when changes in policies and practices are needed.

VII. §3. Receipt of Monies. Member's dues to the Education Law Association shall be paid to the Executive Director. Unless they are received with contrary stipulations, all monies accepted shall be maintained in the name of the Education Law Association for withdrawal by the Executive Director and shall be expended only in accordance with the purposes thereof and in accordance with written budget and finance policies.

VII. §4. Revenue Expenditures. All revenue derived from dues, assessments, sales of publications, gifts, grants, or any other source shall be used for the work of the Education Law Association and shall be expended only in accordance with the purposes thereof and in accordance with the written budget and finance policies.

VII. §5. Expenses and Approval. ELA Expenses, including committees' expenses, shall be charged against the income of the Education Law Association subject to approval by the Board of Directors via the approval of the budget and subsequent budget revisions and in accordance with written budget and finance policies.

ARTICLE VIII. CONSTITUTIONAL AMENDMENTS AND REVISIONS

VIII. §1. Formulation. The Board of Directors may submit proposals for amendment of the Constitution, as it may elect, to the regular membership for a vote. The Board of Directors may select either a vote of the membership at the regular meeting or through a ballot. Proposals may be drafted either by the Board or by any member. However, where 100 or more members submit a proposal in writing to the Board of Directors, such a proposal must be submitted to the membership for a vote.

VIII. §2. Amendments

- A. Notice.** Proposed changes, together with the comments of the Board of Directors, shall be provided to the regular members by the Executive Director at least 30 days before (a) the date of the annual meeting or (b) the date of a ballot sent to the entire membership.
- B. Adoption.** Amendments shall pass (a) by a two-thirds affirmative vote of the members present at the business meeting or (b) by approval of two-thirds of those members returning a ballot. Changes that are adopted shall be effective immediately unless otherwise specified.

ARTICLE IX. DISSOLUTION

IX. §1. Notice and Vote. The Education Law Association may be dissolved only upon the vote of two-thirds of the then-current membership upon one year's notice.

IX. §2. Dispositions of Assets. Upon the dissolution of ELA, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the Education Law Association in such manner or to

such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of General Jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X. LIMITATIONS UPON ACTIVITIES

No part of the net earnings of the Education Law Association shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that reasonable compensation, may be paid for services rendered. No part of the activities of the Education Law Association shall be the conducting of propaganda or otherwise attempting to influence legislation, and shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI. BYLAWS

This Constitution shall be implemented through Bylaws providing general rules and procedures not inconsistent herewith. A vote of the two-thirds affirmative vote of the Board of Directors shall adopt such Bylaws. A two-thirds affirmative vote of the Board of Directors shall make revisions to the Bylaws. In the event of inconsistencies between this Constitution and the Bylaws, the Constitution shall control.

THE BYLAWS OF THE EDUCATION LAW ASSOCIATION

Approved October 2023

ARTICLE I. LEGAL STATUS

The Education Law Association is a nonprofit corporation organized under the laws of the State of Pennsylvania. The organization was incorporated in the State of Kansas on June 20, 1979, as reflected in the Articles of Incorporation, Appendix A.

ARTICLE II. MISSION AND VISION

II. §1. Mission. The Education Law Association is the premier forum for professionals interested in practical knowledge, scholarship, and interdisciplinary dialogue about legal and policy issues affecting education.

II. §2. Vision. The Education Law Association will be known as the premier source of information on education law.

ARTICLE III. MEMBERSHIP

III. §1. Qualifications. Membership in the Education Law Association shall be open generally to individuals within the education and legal communities. There shall be no membership restrictions except for those persons the board deems ineligible for cause. Examples of ineligibility for cause include but are not limited to professional and ethical misconduct. The defining and determining ineligibility resides with the Board. [Bd app. 7.18.23]

III. §2. Nondiscrimination. No discrimination shall be made within the Education Law Association on the basis of race, color, creed, religion, national origin, sex, sexual orientation, age, or disability.

III. §3. Classes of Membership. Membership in the Education Law Association shall consist of four classes. All classes are entitled to all rights and privileges of membership, including the right to vote

and hold office. The Board of Directors sets dues. All membership dues shall be annual, except as authorized by the Board of Directors.

- A. Professional Memberships.** All individuals, who are working professionals, except those denoted below, fall within the category. [Bd app. 7.18.23]

- B. Introductory Membership.** All individuals new to the association, who would otherwise fall into the professional member category, are eligible for a one-time-only discount of 50% off a professional membership plan, which will renew a year later at the full professional membership price. [Bd app. 7.18.23]

- C. Retired Membership.** All individuals who are professional members but who have stopped working are eligible for a 50% discount at the time they renew. [Bd app. 7.18.23]

- D. Student Membership.** Undergraduate, graduate, and law students enrolled in a degree-seeking program are eligible for a 75% discount on the professional membership for the duration of their degree program. Any unique membership requests (e.g., high school student) shall be considered by the Board and may result in a complimentary membership for up to two years or at which time the student is enrolled in college-level courses. [Bd app. 7.18.23]

- E. Association Marketplace Independent Vendors.** Individual members of an Independent Vendors' association are eligible for a 20% discount off the Education Law Association professional membership plan. [Bd app. 7.18.23]

- F. Renewal and Payment.** All dues shall be payable to the Education Law Association on or before the anniversary date of membership. The date of membership shall be the date of original membership or, in the case of a member who has previously terminated membership and subsequently has been reinstated, the date of the reinstated membership. Membership shall be terminated automatically by the failure of a member to pay dues by the designated date. [Bd app. 7.18.23]

ARTICLE IV. OFFICERS, DIRECTORS, AND EXECUTIVE DIRECTOR

IV. §1. Duties.

- A.** As representatives of the Education Law Association, the officers, directors, and executive director are expected to
 - Perform their functions with high personal and professional ethics, integrity, and values;
 - Align their decision-making with the mission, vision, and values of the association;
 - Demonstrate a commitment to equity, diversity, and inclusion;
 - Prioritize the fiduciary duty to the association;

- Exercise independent and informed thoughts and analysis;
- Display a willingness to accept feedback and understand other perspectives and ideas;
- Maintain an open-minded approach to problem-solving and operated consistently with respect for others' feedback and input;
- Deal directly with difficult issues; and
- Make decisions in a strategic and forward-looking manner. [Bd app. 10.19.23]

B. Officers. The Officers of the Education Law Association shall be the President, Vice President, Secretary, Immediate Past President, and Treasurer. Their authority and duties shall be those set out in the Constitution. [ELA app. 10.27.23]

C. Directors. There shall be nine directors. These directors and the officers constitute the Board of Directors. Their authority and duties shall be those set out in the Constitution.

D. Executive Director. The Executive Director shall conduct the daily operations of ELA, and manage any contractors or employees at the direction of the Executive Committee and the Board of Directors. The Executive Director shall report directly to the Executive Committee and regularly report to its members the current activities and state of ELA. [Bd app. 7.18.23]

IV. §2 Terms of Appointment. The terms and conditions of the officers and directors shall be set forth in the Constitution.

IV. §3. Selection.

A. Officers. The selection and terms of office for the officers of the Education Law Association shall be as set forth in the Constitution. At the annual business meeting, the members shall elect the Secretary. The Secretary will serve a one-year term commencing at the time of election. At the conclusion of that term, the Secretary automatically will become Vice President for a one-year term. At the conclusion of that term, the Vice President automatically will become President for a one-year term. At the conclusion of a one-year term, the President will automatically become the Immediate Past President for a one-year term. [ELA app. 10.27.23]

B. Directors. The selection and terms of office for the directors of the Education Law Association shall be as set forth in the Constitution. Each year, at the time of the annual meeting, three directors shall be elected by the members for terms of three years, which terms commence at the time of election.

IV. §4. Vacancies. A vacancy is created when a board member must vacate their position prior to completion of their term. A vacancy occurs when a member resigns from the Board for personal or professional reasons or when they are removed by a majority vote of the Board. The Board may vote to remove a member (a) for excessive unexcused absences from meetings or (b) when the Board receives information about verifiable legal or disciplinary action that brings into question whether the member

should remain on the Board. The Board is responsible for the smooth operation of the association and for protecting the association's good standing in the professional community. A vacancy will be addressed as outlined in Article V. §4.G.3 of the Bylaws. [Bd. app. 10.19.23]

ARTICLE V. COMMITTEES

V. §1. Committees. The following standing committees are set forth in the Constitution: Executive Committee (Const., Art. IV §2), Budget and Finance Committee (Const., Art. V), Conference Committee (Const., Art. V), Membership Committee (Const., Art. V), Nominating Committee (Const., Art. V), and Publications Committee (Const., Art. V). In addition, there shall be the following standing committees: Awards Committee, Community Engagement Committee, Education Committee, Outreach/Partnerships Committee, and Periodicals Committee. [Bd app 12.6.22]

V. §2. Executive Committee. Per Article IV. §2. of the Constitution, the Executive Committee shall consist of the President, Vice President, Secretary, Immediate Past President, Treasurer, and Executive Director (ex officio). Subject to the restrictions of the Constitution and Bylaws and the directives of the Board of Directors, administration and supervision of the Education Law Association activities are vested in the Executive Committee, including the authority to oversee management, enter contracts on behalf of ELA, and review annual budget, subject to Board of Directors' approval. [ELA app. 10.27.23]

V. §3. Committee Appointments. Per Article V §2., of the Constitution, the President, with the advice and approval of the Executive Committee, shall appoint the co-chairs of the standing committees from the Education Law Association members. Additionally, per Article V. §3., of the Constitution, the President may establish ad hoc committees and appoint members to them.

V. §4. Functions and Duties of the Standing Committees. Each committee shall be co-chaired by at least one board member and one general membership member. Every effort shall be made to have one of the co-chairs to be a new co-chair to that committee so to create opportunities for diverse ELA members to take active leadership roles. Furthermore, every committee should have representation from all ELA constituencies to ensure representative input. [Bd app 12.6.22]

Any committee that generates expenses and/or revenue must submit a proposed budget to the Budget and Finance Committee for review and, upon recommendation by the Budget and Finance Committee, final approval by the ELA Board. [Bd app 2.21.23]

The Executive Director will present an annual pricing plan with the annual budget for board approval. The Education Director will work with each program committee and the Budget and Finance Committee in preparing the plan. The plan will include prices for all products and services offered by the Education Law Association (e.g., membership dues, publications, courses, webinars, seminars, and conference fees). [Bd app 2.21.23; Bd app 6.20.23]

- A. Awards Committee.** The Awards Committee shall provide overall management of the Education Law Association awards process and coordination among its several subcommittees that shall be responsible for managing nominations and selecting recipients of each of ELA's awards. The subcommittees, their duties and functions, and the guidelines for the awards are set forth below. The Awards Committee shall periodically review and make recommendations to the Board regarding the committee's written policies and procedures. Each subcommittee may recommend revisions to the Bylaws regarding its award to the Board of Directors via the Awards Committee.

Conflict of Interest: To avoid conflicts of interest, a member of a subcommittee shall not participate in the assessment of a nominee's materials if:

- That member nominated the potential award-recipient for an award in this award cycle,
- That member maintains or has maintained a close personal or professional relationship with the potential award-recipient that would undermine the appearance of the member's impartiality, or
- Where applicable, that member actively participated in, contributed to, or otherwise assisted the potential award-recipient in the preparation of the nominated work.
- If a conflict or question arises, the co-chairs of the Board's Awards Committee will determine if the member must recuse themselves. [Board app. 6.20.23]

Duplicate Award Recipients: A prior award recipient may be considered for and may receive an award that they have previously received. However, the second award must be for work or contributions that are distinctly different from the work or contributions for which the recipient received the first award. [Board app. 6.16.23]

- 1. McGhehey Award Subcommittee.** The McGhehey Award Subcommittee solicits nominations and selects the recipient of the M.A. McGhehey Award. The award may be presented each year at the Annual Conference in recognition of outstanding service to the Education Law Association and generally in the field of education law. The award recipient will be presented with an award plaque during the Education Law Association Annual Conference. Education Law Association members, living or deceased, are eligible recipients.

Criteria: The individual receiving the award must have a long history of service to the Education Law Association, and the individual's work must have had an impact nationally in the field of law and education.

- 2. Joseph C. Beckham Dissertation of the Year Subcommittee.** The Joseph C. Beckham Award Subcommittee reviews and evaluates submissions for the Dissertation of the Year Award and selects the award recipient if one is granted for the year. The recipient will be presented an award plaque during the Education Law Association Annual Conference, receive complimentary annual conference registration for the year of the

award, and one year's complimentary Education Law Association membership. Dissertations defended in the three years prior to the current Education Law Association Annual Conference year are eligible (e.g., if the conference occurred in 2021, dissertations could have been defended in 2021, 2020, or 2019).

The subcommittee will evaluate the submissions based on the following criteria, whether the dissertation: is conceptually clear and addresses an important problem and/or present an important hypothesis; includes a comprehensive and relevant review of applicable literature; utilizes a methodologically sound approach; includes a cogent analysis of the data; provides significant results and discussion; and features polished writing style and appropriate documentation.

- 3. Steven S. Goldberg Award for Distinguished Scholarship in Education Law Subcommittee.** The Steven S. Goldberg Award Subcommittee identifies and evaluates submissions for the award for distinguished scholarship, which is presented annually in recognition of an outstanding article, book, book chapter, or other forms of scholarly legal writing in the field of Education Law. The recipient will be presented with an award plaque during the Annual Conference, a complimentary Annual Conference registration for the year of the award, and one year's complimentary membership.

In order to be eligible, the work must have been published within the past two calendar years prior to the deadline for nominations, and it must have been written by an individual author who need not be an Education Law Association member. Eligibility: The work must be of scholarly excellence and impact education law.

- 4. George Jay Joseph Education Law Writing Award Subcommittee.** The George Jay Joseph Award Subcommittee reviews and evaluates submissions for this award, which recognizes an outstanding student manuscript addressing one or more legal issues within any of the various contexts of education, including public and private K-12 schools and institutions of higher education, especially current and emerging issues. This award aims to generate increased interest in and recognition of education law among not only graduate students in education schools but also, in particular, students in law schools.

The Subcommittee shall submit the winning manuscript to the Editor(s) of the University of South Carolina's *Journal of Law and Education* with the reviewers' feedback for possible revision and for publication. In addition, the award recipient will receive a presentation of an award plaque during the Annual Conference, a complimentary Annual Conference registration for the year of the award, and one year's membership.

Eligibility: The manuscript must have been drafted two years prior to the current Education Law Association Annual Conference year (e.g., if the Annual Conference occurred in 2021, manuscripts must have been written in 2021, 2020, or 2019). It must not have been previously published and not under review elsewhere for publication. It must be authored by an individual law student or individual student in a graduate program.

Doctoral dissertations are not eligible, as they are eligible instead for the Joseph C. Beckham Award. However, manuscripts that synthesize dissertations may be submitted as they meet the specifications.

The work will be evaluated on the following criteria: subject matter—the work addresses one or more legal issues within any of the various contexts of education, including public and private PreK-12 schools and institutions of higher education, especially current and emerging issues in elementary and secondary public education; substance—the work provides comprehensive and accurate coverage of a topic of significance to education law; originality—the work contributes to the field of education law by offering a novel and creative analysis; style—the work’s writing and organization are clear; and effectiveness—the work’s thesis or argument is supported persuasively with references throughout.

5. **August Steinhilber Best Brief Award Subcommittee.** The Steinhilber Award Subcommittee reviews and evaluates nominated and other eligible briefs and selects the award recipient if one is granted for the year. Eligibility. An appellate brief filed in court between July 1st of the year preceding the Annual Conference Year and June 30th of the Annual Conference year. The author(s) need not be the Education Law Association member(s). Amicus curiae briefs, as well as party briefs, are eligible.

Criteria: Selection will be made without regard to the brief’s legal position or the party on whose behalf it was written. Criteria shall include the quality of writing, including the logical structure of argument; conciseness and clarity and artfulness of expression; quality of analysis, including presentation of the theory of the case and its limits; presentation of the doctrinal context; relevance to the court; use of relevant authority; and discussion of relevance to education law and to education generally. The award recipient will receive a presentation of an award plaque during the Conference; complimentary Annual Conference registration for the year of the award, and one year’s complimentary membership.

- B. **Budget and Finance Committee.** The Budget and Finance Committee shall advise the Executive Director and the Board on budgeting, financial management, and oversight. This shall include assisting other standing committees in building budgets for review and approval. The projected expenses and revenues will be reflected in the Education Law Association budget. The committee shall review its written policies and procedures annually and, when needed, make recommendations for revisions to the Board for approval. [Bd app 12.6.22; Bd app 6.20.23]

- C. **Community Engagement Committee.** The Community Engagement Committee shall assist with the social learning community at EducationLaw.org, mobile app, social media, audio/visual productions, social networking, and other aspects of the Association that are designed to connect internal and external constituencies. As needed, the Committee shall develop and update protocols and guidelines that govern the Association’s online community interactions and make those recommendations to the Board. Similarly, the Community

Engagement Committee shall periodically review and make recommendations to the Board regarding the committee's policies and procedures. The Community Engagement Committee shall work closely with the Membership Committee and Education Committee to seek membership input regarding areas of education law interest and to facilitate the creation of learning communities and other forms of membership engagement around those areas of interest. The Committee also shall advise the Board on how the organization can be more responsive to constituent groups and allied professional organizations and coordinate recruiting efforts with potential partnerships. This shall include working with the Executive Director to review affiliate and Association Marketplace proposals and make recommendations to the Board. [Bd app 12.6.22; Bd app 6.20.23]

- D. Conference Committee.** The Conference Committee shall plan for the activities of the annual meeting, including solicitation of proposals and identification of presenters at general and special sessions and pre-conferences. The Conference Committee shall seek Board approval on a conference theme. The Conference Co-Chairs, appointed by the President, shall select committee members who will review proposals, help prepare for the conference, and help promote the conference. The Committee chair shall work with the Executive Director to prepare preliminary and final conference materials. The Conference Committee co-chairs for the following year shall be appointed by the President-elect during the current year and shall, to the extent they can, serve as committee members for the current year. The Conference Committee shall periodically review and make recommendations to the Board regarding the committee's written policies and procedures. [Bd app 6.20.23]
- E. Education Committee.** The Education Committee shall plan onsite and online programs for professional development, continuing legal education, and curating teaching and learning resources. The Education Committee shall work closely with both the Membership Committee and Community Engagement Committee to seek membership input regarding areas of education law interest and to facilitate the creation of professional development, learning communities, and other forms of membership engagement around those areas of interest. The Education Committee shall periodically review and make recommendations to the Board regarding the committee's written policies and procedures. [Bd app 12.6.22]
1. **Webinars & Seminars:** The committee shall plan and execute an education law webinar series and additional webinars and in-person seminars each year as it may deem warranted by events, member interests, or other organizational needs. The Board of Directors shall approve such education law webinars and seminar(s) as appropriate; however, these may be canceled if, in the opinion of the Executive Director, minimum enrollment will not be achieved. A statement to that effect shall be included in all seminar advertisement materials. [Bd app 12.6.22]
 2. **Co-Sponsorship:** The Education Law Association may co-sponsor webinars and seminar(s) with other organizations and institutions whenever it appears that such sponsorship will further its mission and goals. The Executive Director must make clear in writing to the collaborating organization that the Education Law Association assumes no

financial responsibility or liability with respect to conferences unless specifically authorized in advance. [Bd app 12.6.22]

F. Membership Committee. The Membership Committee shall work closely with the Executive Director to identify and implement strategies to attract and welcome new members, as well as retain current members. The Membership Committee shall work collaboratively with the Community Engagement Committee and Education Committee to seek membership input regarding areas of education law interest and to facilitate the creation of learning communities and other forms of membership engagement around those areas of interest. The Membership Committee shall periodically review and make recommendations to the Board regarding the Class of Membership under Article III of the bylaws and the fees to be charged for each. Similarly, the committee shall periodically review and make recommendations to the Board regarding the committee's written policies and procedures. [Bd app 12.6.22]

G. Nominating Committee. The Nominating Committee shall recommend to the Executive Committee for approval a slate of officers and directors for election at the annual business meeting. If it does not approve the slate, the Executive Committee will provide the Nominating Committee with a rationale based on the selection criteria. The Nominating Committee must reconvene and draft a new slate to present to the Executive Board by the next Executive Committee meeting. [Bd. app. 10.19.23]

The Immediate Past President shall serve as a co-chair of the Nomination Committee. The members of the Nominating Committee must be appointed from among Education Law Association past presidents and past members of the Board of Directors. Past members of the Board of Directors who are current members of the Nominating Committee shall not be considered for nomination to officer and director positions during their term on the Nominating Committee. The following considerations will guide the selection of the nominees. The committee shall periodically review and make recommendations to the Board regarding the committee's written policies and procedures.

1. **Criteria:** The nominees must be Education Law Association members in good standing. The nominees nominated for office should represent various geographic regions, genders, races/ethnicities, and years of service to ELA. The nominees should represent a group of the various professional positions and interests represented in ELA: attorneys, professors, and administrators. The nominees must have exhibited a personal commitment to the Education Law Association and its activities by engaging in two or more of following: (a) long-standing membership, (b) regular attendance at conferences, (c) contributions to the Education Law Association publications, (d) recruitment of new members, (e) presentations at conferences/ seminars/webinars, and (f) active service on an ELA committee. The nominees must have demonstrated leadership in the field of education law. The nominees must be able to devote the time, talent, and energy required for the position. Preference will be given to nominees who have not served on the board previously. Nominees for an officer position must have served on the board previously. [Bd. app. 10.19.23]

2. **Procedures.** Nominations will be submitted to the Nominating Committee co-chairs in the form of a nomination letter. A nomination letter must be submitted from an active ELA member. In the letter, the nominator must justify the nomination in terms of the criteria stated above. Letters of support for the nomination are encouraged. Self-nominations will not be accepted. [Bd. app. 10.19.23]

The co-chairs will ensure that nominees receive copies of the Education Law Association Constitution, Bylaws, Board Member Responsibilities, and Conflict of Interest Policy and shall have an opportunity to review them prior to any interview. The Nominating Committee will then interview candidates. After interviews, the Nominating Committee shall submit their recommended slate of nominees to the Executive Board for approval. The slate may have more nominations than open positions. Once approved, the Nominating Committee shall propose the slate of candidates for Secretary and three board positions to the membership. An election will be held for the three Education Law Association board members and Secretary at the business meeting session of the Annual Conference. [Bd. app. 10.19.23; ELA app. 10.27.23]

Per the Constitution, eligible nominations from the floor will be accepted. An active ELA member who nominates someone from the floor must speak briefly to the nominee's eligibility based on the criteria itemized above. Self-nominations will not be accepted. If there are additional nominees and the election cannot be completed by acclamation, the President shall appoint an elections subcommittee to oversee an electronic vote or count written ballots and report the results to the President. [Bd. app. 10.19.23]

3. **Vacancies.** In the event of a vacancy in a Board of Directors position, the vacancy will be filled through the following procedures.
 - a. If the term has six months or less until expiration, the position will remain vacant.
 - b. If more than six months remain in the term, then the Nominating Committee will call for nominations, with a closing date established by the Board of Directors. The Nominating Committee will evaluate the nominations using the established procedures that govern all nominations to the board, and then make a recommendation to the Board of Directors. The Board of Directors shall fill the position by a majority vote. [Bd. app. 10.19.23]
 - c. In the event the vacancy is for more than six months, but less than eighteen months, the candidate selected by the Board of Directors shall be eligible for consideration for a full three-year term upon completion of the existing term. [Bd. app. 10.19.23]

H. Outreach/Partnership Committee. The Outreach/Partnership Committee shall work closely with the Executive Director to build relationships with organizations, agencies, and individuals to extend its professional network and increase revenue and other resources. The committee shall solicit sponsorships, donations, grants, and pro bono services to decrease expenses and expand the Association's membership services and benefits. The Education

Committee shall periodically review and make recommendations to the Board regarding the committee's written policies and procedures. [Bd app 12.6.22]

- I. Periodicals Committee.** The Periodicals Committee shall seek contributing authors and appropriate content for and make recommendations to the Executive Director and Board President for publishing the Education Law Association's non-book publications. A periodical is defined as any article, blog, case brief, column, commentary, magazine, newsletter, or paper produced in partnership with Affiliate publishers, whether digitally or in print. Committee members will help shape the proposal submission and publishing workflow and help create new marketing strategies for promoting individual and institutional subscriptions. The committee shall periodically review and make recommendations to the Board regarding the committee's written policies and procedures. Decisions to publish periodicals should consider the following: the periodical must have general interest to those who work in the field of education law and be marketable and sellable to education law professionals; the publication must not be written from a personal or advocacy position; the publication must be properly referenced, using *The Bluebook: A Uniform System of Citation*; and the presentation of an initial proposal is no guarantee that it will be accepted for publication. [Bd app 12.6.22]
- J. Publications Committee.** The Publications Committee shall review all proposals for publications and make recommendations to the Executive Director and Board President for publication activities. The Publications Committee shall review the process for soliciting proposals, shall assess the timeliness and quality of Education Law Association publications, shall develop new publication initiatives and marketing strategies, and shall make recommendations to the Education Law Association President and Board related to current and future publications. The committee shall periodically review and make recommendations to the Board regarding the committee's written policies and procedures. Publication decisions should be made, guided by the following considerations: the publication must have general interest to those who work in the field of education law and be marketable and sellable to education law professionals; the publication must not be written from a personal or advocacy position; the publication must be properly referenced, using *The Bluebook: A Uniform System of Citation*; and the presentation of an initial manuscript is no guarantee that it will be accepted for publication. Although the Publications Committee makes publication recommendations, their decision is not final. The Board shall make the final determination of publications, including form, topics, authors, and price. Once the Education Law Association has reached an agreement with (an) author(s) for a publication, the Executive Director, acting with the President, has the authority to revoke that agreement if the work does not conform in content or quality to the Education Law Association standards.

ARTICLE VI. MEETING AND BUSINESS

VI. §1. The Executive Director shall conduct daily operations of the Education Law Association's.

VI. §2. The Executive Committee shall meet at least annually and conducted pursuant to Roberts' Rules of Order. The Executive Committee shall set the agenda. Subject to the considerations articulated in Article V, Section 2, Subdivision 4, Nominating Committee, additional items may be placed on the agenda from the floor for discussion and action during the discussion of new business.

ARTICLE VII. ENDOWMENT

VII. §1. Tax-Deductible Contributions. As a Section 501(c)3 corporation, contributions to the Education Law Association are tax deductible to the extent authorized under the Internal Revenue Code. [Bd app. 7.18.23]

VII. §2. Restricted Contributions. Restricted contributions to the Education Law Association Endowment may be expended only in accordance with the conditions established by the contributor.

VII. §3. Fiscal Year. The fiscal year for the Endowment shall be the same as the fiscal year for the Education Law Association. Through the unique collaboration of its members, the Education Law Association creates a unique and practical source of information for those in the field of education and law. We strive to promote interest in and understanding of the legal framework of education and the rights of students, parents, school boards, and school employees in primary and higher education institutions.

Article VIII. CONFLICT OF INTEREST POLICY

VIII. §1. The purpose of this conflict of interest policy is to establish the procedures applicable to the identification and resolution of conflicts of interest in the context of transactions or arrangements entered into by EDUCATION LAW ASSOCIATION where an Interested Person (defined below) may have a Financial Interest (defined below) in, Fiduciary Responsibility (as defined below) towards, or Positional Interest (as defined below) in an individual or entity with which EDUCATION LAW ASSOCIATION is negotiating a transaction or arrangement. In addition, an Interested Person may have another interest, which conflicts with the service of the individual beyond a financial interest. These financial or other interest could significantly impair the individual's objectivity or could create an unfair advantage for any person or organization presenting a potential conflict. The determination that a conflict of interest exists does not prohibit the EDUCATION LAW ASSOCIATION from entering into the proposed transaction or arrangement provided that the procedures set forth in Section 3 below are followed. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

VIII. §1. Definitions. The following terms are defined as they are intended to be understood in this article.

- A. Interested Person.** Any director, principal officer, or member of a committee with board-delegated powers who has either (a) a direct or indirect financial interest, as defined below

(“Financial Interest”); (b) a fiduciary responsibility to another organization, as defined below (“Fiduciary Responsibility”), or (c) a positional interest (“Positional Interest”), which serves to benefit oneself or another person whom the interested person seeks to benefit through decision-making authority or influence over the Association’s operations, finances, or policies.

B. Financial Interest. A person has a Financial Interest if the person has, directly or indirectly, through business, investment or family (which are spouse/partner, children and step-children, and other relatives living with such person):

1. An ownership or investment interest in any entity with which EDUCATION LAW ASSOCIATION has a transaction or arrangement (including but not limited to grants); or
2. A compensation arrangement with EDUCATION LAW ASSOCIATION or with any entity or individual with which EDUCATION LAW ASSOCIATION has a transaction or arrangement (including but not limited to grants);
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which EDUCATION LAW ASSOCIATION is negotiating a transaction or arrangement (including but not limited to grants); or
4. Other than an arm's-length relationship with prospective or actual grantees relative to the design of specific projects, preparation of specific proposals and review and oversight of funded projects, and EDUCATION LAW ASSOCIATION related activities.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. Gifts and favors include any gratuitous service, loan, discount, money or article of value, but does not include loans from financial institutional on customary terms, articles of nominal value ordinarily used for sales promotion, ordinary "business lunches" or reasonable entertainment consistent with local social or business customs.

A Financial Interest is not necessarily a conflict of interest. Under Section 3, Clause B, a person who has a Financial Interest may have a conflict of interest only if the board or appropriate committee decides that a conflict of interest exists.

C. Fiduciary Responsibility. A person has a Fiduciary Responsibility towards an organization or individual if he/she/they:

1. Occupies a position of special confidence towards such organization or individual;
2. Holds in trust property in which another person has the beneficial title of interest, or who receives and controls the income of another; or
3. Has a duty of loyalty or duty of care to an organization (by virtue of serving as an officer or director of an organization or other position with similar responsibilities). A duty of loyalty requires the person to refrain from dealing with the organization on behalf of a party having an interest adverse to the organization and refrain from competing with the organization. A duty of care requires the person to discharge his or her duties in good faith and in a manner he/she/they reasonably believes to be in the best interests of the organization.

A Fiduciary Responsibility is not necessarily a conflict of interest. Under Section 3, Clause B, a person who has a Fiduciary Responsibility may have a conflict of interest only if the board or appropriate committee decides that a conflict of interest exists.

D. Positional Interest. A person has a Positional Interest towards an organization or individual if he/she/they:

1. Has obligations to other organizations or institutions (e.g., service on another organization's council or board) that undertake work closely related to the work or purposes of the Association;
2. Are in a position when issues are being considered that could bias or be perceived as biasing advice, counsel, or decisions;
3. Assist the other entity in making its decisions; or
4. Divert opportunities or resources away from the EDUCATION LAW ASSOCIATION.

VIII. §3. Procedures. Below are the steps to be taken in the event of a potential conflict of interest.

A. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his/her/their Financial Interest, Fiduciary Responsibility, or Positional Interest and all material facts to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangements.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest, Fiduciary Responsibility, or Positional Interest and all material facts, and after any discussion with the interested person, he/she/they shall leave the board or committee meeting while the final determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest.

1. Disclosures should be made in writing and include all relevant facts pertaining to the conflict, including financial interests, relationships, or any other factors that may impact the individual's objectivity or judgment.
2. An interested person may make a factual presentation at the board or committee meeting, but after such presentation, he/she/they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest. An interested person shall not actively participate in the discussion of, or vote on, the transaction or arrangement that results in the conflict of interest, either formally at a board or committee meeting or informally through contact with individual board or committee members. In addition, the interested person should not be counted in determining whether a quorum is present for the board or committee meeting at which the transaction or arrangement that results in the conflict of interest is to be voted upon.

3. The chair of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
4. After exercising due diligence, the board or committee shall determine whether Education Law Association can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
5. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote (or other voting requirement, as provided in the Bylaws of Education Law Association of the disinterested directors whether the transaction or arrangement is in Education Law Association interest and for its own benefit and whether the transaction is fair and reasonable to Education Law Association and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

D. Violations of the Conflicts of Interest Policy.

1. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective actions.

VIII. §4. Records of Proceedings. The minutes of the board and all committees with board-delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have Financial Interest, Fiduciary Responsibility, or Positional Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, Fiduciary Responsibility, or Positional Interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the names of the persons who recused themselves from such discussion and votes, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

VIII. §5. Compensation Committees. A voting member of any committee with board-delegated powers whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Education Law Association for services is precluded from voting on matters pertaining to that member's compensation.

VIII. §6. Annual Statements. Each director, principal officer, and member of a committee with board-delegated powers annually shall sign an acknowledgement and disclosure form that:

- A. Affirms that such person has received and reviewed a copy of the conflict of interest policy and agreed to comply with its terms;
- B. Requires that such person disclose any Financial Interest, Fiduciary Responsibility, or Positional Interest towards any entity such person believes may enter into a proposed transaction with Education Law Association in the upcoming year.

VIII. §7. Periodic Reviews. To ensure that Education Law Association operates in a manner consistent with its purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- B. Whether any grants are made to disqualified persons, or otherwise result in an excess benefit transaction.
- C. Whether arrangements with other organizations conform to Education Law Association's applicable written policies, are properly recorded, reflect reasonable payments for goods and services, if any, further Education Law Association's charitable purposes and do not result in inurement or impermissible private benefit.

VIII. §8. Use of Outside Experts. In conducting the periodic reviews provided for in Section 7, Education Law Association may, but need not, use outside experts. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted. [Bd app. 6.20.23]