

# BY-LAWS OF NEW JERSEY EDUCATORS EXPLORING THE PRACTICES OF REGGIO EMILIA, INC.

BY-LAWS OF NEW JERSEY EDUCATORS EXPLORING THE PRACTICES OF REGGIO EMILIA, INC.	1
ARTICLE I NAME, PURPOSE, OFFICE	3
ARTICLE II ORGANIZATIONAL STRUCTURE	3
Section 1: Membership	3
Section 2: Officers	3
Section 3: Board of Directors	4
Section 4: Committees	4
ARTICLE III NOMINATIONS and ELECTIONS	4
Section 1: Officer Nominations	4
Section 2: Officer Elections	4
Section 3: Board Nominations	5
Section 4: Elections of New Board Members	5
Section 5: Terms of Office	5
Section 6: Vacant Positions	5
ARTICLE IV DUTIES OF THE OFFICERS OF THE EXECUTIVE COMMITTEE	6
Section 1: General Requirements of the Executive Committee	6
Section 2: The Chair shall:	6
Section 3: The Chair Elect shall:	6
Section 4: The Past Chair shall:	7
Section 5: The Secretary shall:	7
Section 6: The Treasurer shall:	7
Section 7: The Membership Chair shall:	8
Section 8: Removal of Officers	8
ARTICLE V FUNCTIONS OF THE BOARD OF DIRECTORS	8

Section 1: The Board of Directors duties and general responsibilities shall include but not be limited to:	8
Section 2: Responsibilities for individual members of the Board of Directors shall include but not be limited to:	8
Section 3: Board Meetings	9
Section 4: General Membership Meetings	9
ARTICLE VI IRC 501 (C) (3) TAX EXEMPT PROVISIONS	9
ARTICLE VII AMENDMENTS	10
ARTICLE IX CERTIFICATION	10

## **ARTICLE I NAME, PURPOSE, OFFICE**

The name of the organization shall be **NEW JERSEY EDUCATORS EXPLORING THE PRACTICES OF REGGIO EMILIA, INCORPORATED** hereinafter referred to as 'NJEEPRE, Inc.'

The purpose of the organization is to promote the principles and practices of the Reggio Emilia philosophy to educating young children. These practices, inspired by the early childhood program in Reggio Emilia, Italy, are grounded in the belief that schools should be amiable communities in which collaboration among adults, children and families is central to the learning process. Reggio principles promote and defend the right of all children and families to have access to active, intrinsically rewarding educational experiences that have intellectual integrity and cultural relevance.

The principal office of NJEEPRE, Inc. shall be located in such place as the Board of Directors may from time to time determine.

## **ARTICLE II ORGANIZATIONAL STRUCTURE**

### **Section 1: Membership**

**1a:** Membership to NJEEPRE, Inc. is open to persons subscribing to the purposes of the organization and the policies approved by the Board of Directors.

**1b:** The membership year shall run from July 1 – June 30.

**1c:** Membership Types:

A. Regular member

B. Student member

C. Emeritus member (upon the recommendation of the Board of Directors)

**1d:** Membership fees will be set by the Board of Directors

### **Section 2: Officers**

**2a:** The officers of NJEEPRE, Inc. shall be: Chair, Chair Elect or Past Chair based on the Chair's term of office, Secretary, Treasurer, and Membership Chair. These officers from the Board of Directors shall comprise the Executive Committee. Since the Past Chair and Chair Elect serve one (1) year terms during the two (2) year Chair's Term of Office there will always be five (5) officers, an odd number required to enable Executive Committee decisions.

**2b:** These officers shall be elected in accordance with the provisions on nominations and elections described in these Bylaws.

**2c:** These officers shall perform the duties as described in these Bylaws.

### **Section 3: Board of Directors**

**3a:** The NJEPPRE, Inc. shall be governed by a Board of Directors which will manage the affairs of the organization. The Board of Directors is hereinafter referred to as the 'Board'.

**3b:** Composition of the Board shall consist of five (5) elected officers, Standing Committee Chairs, and at least two (2) at-large members.

**3c:** All of the above positions have one vote in decisions of the Board with the exception of the Chair. The Chair only votes to decide a tied vote.

### **Section 4: Committees**

**4a:** With the approval of the Board, the Executive Committee shall review and enumerate the duties of all committees.

**4b:** With the approval of the Board, the Executive Committee shall appoint the chairs and provide direction for the following Standing Committees: Program Committee; Technology Committee; Communication Committee; and Annual Meeting Committee

**4c:** Additional Ad Hoc committees may be formed by Executive Committee members, or by the Board as they become necessary.

**4d:** All committee Chairs shall be responsible for providing reports to the Board and Executive Committee as required.

## **ARTICLE III NOMINATIONS and ELECTIONS**

### **Section 1: Officer Nominations**

**1a:** The nominating committee shall consist of the Chair, Past Chair or Chair Elect based on their one (1) year terms of office, and three (3) current members of the Board of Directors appointed by the Chair.

**1b:** The Past Chair (or Chair), based on the Past Chair's one-year term of office shall serve as chair of the nominating committee.

**1c:** A quorum shall be three-fifths (3/5) of the total committee.

**1d:** The nominating committee shall prepare a slate of officers and shall present the resulting slate to the general membership via email at least thirty (30) days prior to the Annual Membership meeting at which time the election is to be held.

**1e:** All officer nominees shall be general members of the organization in good standing or members in good standing serving as a current or former board member of NJEPPRE, Inc.

### **Section 2: Officer Elections**

**2a:** Officers include Chair, Membership Chair, Treasurer, Secretary and Past Chair or Chair Elect, based on the Past Chair's and Chair Elect's one year terms of office .

**2b:** Elections for Secretary, Treasurer and Membership Chair occur based on two (2) year terms of office. Election for Chair Elect occurs at the end of the Chair's first year of the two-year term of office.

**2c:** Elections may take place via electronic ballot distributed to the general membership or by voice vote at the Annual Meeting. The Secretary records the vote.

**2d:** Additional nominations may be accepted at the Annual Meeting.

### **Section 3: Board Nominations**

**3a:** The nominating committee shall consist of the Chair, Past Chair or Chair Elect based on the Past Chair or Chair Elect's one-year terms of office, and three (3) current members of the Board of Directors appointed by the Chair.

**3b:** The nominating committee shall prepare a slate of Board member nominees including nominee profiles to the Board at a regular Board of Directors meeting.

**3c:** All nominees shall be general members of the organization in good standing.

### **Section 4: Elections of New Board Members**

**4a:** Elections for new Board members shall take place at the annual meeting.

**4b:** When necessary, new Board members may be added by a majority vote of the members present at a regular Board of Directors meeting.

**4c:** All Board members serve a term of three (3) years.

**4d:** After missing three (3) consecutive regular Board of Directors meetings, a member may be removed by a 2/3 vote of members present at a duly constituted meeting of the Board.

**4e:** At the first meeting after Board elections, newly elected Board members will meet with outgoing board members if the newly elected officer has not served in that position on the previous Board. In order for newly elected Board members to function effectively in their positions, outgoing Board members will share information and necessary papers with the newly elected Board members.

### **Section 5: Terms of Office**

**5a:** Officers shall assume office on 1 July at the beginning of the membership year.

**5b:** The officer positions of Secretary, Treasurer, and Membership Chair shall have terms of two (2) years.

**5c:** The officer positions of Chair is a two (2) year term. Chair Elect, and Past Chair are all one (1) year terms to be served consecutively during the Chair's term of office, beginning with Past Chair and then Chair Elect.

### **Section 6: Vacant Positions**

Vacancies of the Board shall be filled by the Chair after consulting with the Board and with the approval of the Executive Committee.

## **ARTICLE IV**

### **DUTIES OF THE OFFICERS OF THE EXECUTIVE COMMITTEE**

#### **Section 1: General Requirements of the Executive Committee**

- 1a:** The Executive Committee consists of the Chair, Past Chair or Chair Elect (based on the Past Chairs and Chair Elect's one-year terms of office). Secretary, Treasurer, and Membership Chair.
- 1b:** Each member shall attend scheduled Board and Annual General Membership meetings.
- 1c:** When unable to attend a scheduled meeting, the member will submit his/her report to the Board prior to the scheduled meeting.
- 1d:** Elected officers shall carry out duties as assigned.

#### **Section 2: The Chair shall:**

- 2a:** Be the chief executive officer and is responsible for the general operation of the organization.
- 2b:** Preside at all Board meetings.
- 2c:** Sign in the name of the Board of Directors and shall have general supervision of the affairs of the organization.
- 2d:** Prepare and distribute agenda (tentative) to Board members at least seven (7) days prior to scheduled meetings.
- 2e:** Fill Vacancies of the Board after consulting with the Board of Directors and with the approval of the Executive Committee
- 2f:** Be ex-officio member of all committees except the Nominating Committee.
- 2g:** Vote on Board decisions in the case of a tied vote.
- 2h:** Ensure the NJEPPRE, Inc. is represented in forums addressing issues pertaining to Reggio-inspired or other practices consistent with the organization's beliefs and values.
- 2i:** Assume position of Past Chair for a one-year term at conclusion of term as Chair.

#### **Section 3: The Chair Elect shall:**

- 3a:** Assume the responsibility of Chair Elect for the Chair's second year term of office.
- 3b:** Assist the Chair in the discharge of his/her duties.
- 3c:** Act in the stead of the Chair if the Chair is unable to do so.
- 3d:** Assume the roles and responsibilities of the Chair in her/his absence or incapacity or as otherwise directed by the Chair.
- 3e:** Become Chair if this office falls vacant.
- 3f:** Act as Parliamentarian.
- 3g:** Oversee program and professional development coordination.
- 3h:** Assume position of Chair at conclusion of term as Chair Elect.

**Section 4: The Past Chair shall:**

- 4a:** Assume the responsibility as Past Chair for the Chair's first year term of office.
- 3b:** Assist the Chair in the discharge of his/her duties.
- 4c:** Act in the stead of the Chair if the Chair is unable to do so.
- 4d:** Serve as chairperson of the Nominating Committee.
- 4e:** Act as a liaison with the Treasurer for all financial matters.
- 4f:** Work with Treasurer and Chair to ensure tax forms are submitted as required by law and prepare annual financial review for annual general membership meeting.

**Section 5: The Secretary shall:**

- 5a:** Keep the minutes of the Board and Annual General Membership Meetings
- 5b:** Keep attendance records of all meetings.
- 5c:** Have in his/her possession a record book and electronically maintain organization online records that include these items: Bylaws, Articles of Incorporation, Certification of Approval, Resolutions of the Board or Membership, Membership List, Annual Reports of all committees and IRS Letter of Determination (i.e., non-tax status).
- 5d:** Carry out correspondence at the direction of the Chair.
- 5e:** Maintain file of all correspondence received and sent.
- 5f:** Cause notices of all meetings to be served as prescribed in these Bylaws and make minutes of Board meetings available within thirty (30) days following a scheduled meeting and at least five (5) days prior to any scheduled meeting of the Board.
- 5g:** Cast ballots for officer elections at Annual General Membership Meetings.
- 5h:** Ensure membership lists are maintained.
- 5i:** She/he shall maintain a directory of all Board Members including email, phone numbers and professional affiliations.

**Section 6: The Treasurer shall:**

- 6a:** Receive and record all fees, donations, grants and other sums.
- 6b:** Pay approved bills.
- 6c:** Reconcile bank statement(s) monthly.
- 6d:** Provide quarterly written finance report to the Board.
- 6e:** Prepare annual year-end budget report and submit to Board for approval prior to Annual General Membership meeting.
- 6f:** Maintain all financial documentation and electronically maintain organization online financial records.
- 6g:** Prepare and submit tax-exempt status forms and tax forms as required by law.
- 6h:** Work with Past Chair to ensure annual financial reviews occur.

**Section 7: The Membership Chair shall:**

- 7a:** Maintain the electronic online organization membership database
- 7b:** Update and maintain paid organization membership database and provide this information to the Secretary
- 7c:** Provide current membership analysis to Board members.
- 7d:** Develop, support, and expand the membership base.
- 7e:** Maintain and distribute correspondence regarding membership to NJEPPRE, Inc.
- 7f:** Collect all membership applications and forward membership dues to Treasurer for deposit.

**Section 8: Removal of Officers**

An officer shall be removed by a two-thirds (2/3) vote of those attending a meeting; however, just cause shall be required to remove any officer and two-thirds (2/3) of those present at said meeting must make a determination that good cause has been shown for the removal of an officer.

**ARTICLE V  
FUNCTIONS OF THE BOARD OF DIRECTORS**

**Section 1: The Board of Directors duties and general responsibilities shall include but not be limited to:**

- 1a:** Establishing policy
- 1b:** Securing adequate funding for the organization and monitoring finances
- 1c:** Approving appointments made by the Executive Committee
- 1d:** Having authority to remove officers or appointees
- 1e:** Creating and updating a long-range plan for the organization
- 1f:** Selecting and supporting the Executive Committee officers
- 1g:** Adopting key operating policies and procedures

**Section 2: Responsibilities for individual members of the Board of Directors shall include but not be limited to:**

- 2a:** Attending Board meetings and activities
- 2b:** Being knowledgeable about the purpose and goals of the organization
- 2c:** Coming to Board meetings prepared and informed about issues on the agenda
- 2d:** Acting as chairperson and/or serving on a committee
- 2e:** Representing the organization to individuals, other organizations and to the public
- 2f:** Assuming Board leadership when asked
- 2g:** When unable to attend a scheduled meeting, if the member is responsible for submitting a report, that report must be electronically submitted to the Chair, two (2) days prior to the scheduled meeting



### **Section 3: Board Meetings**

**3a:** The Board of Directors shall meet at least four (4) times a year.

**3b:** The Board of Directors shall be notified of all regular meetings and call for agenda items, at least two (2) weeks in advance of scheduled meeting.

**3c:** The Board may conduct meetings via conference call or online meeting.

**3d:** If unable to attend a scheduled face-to-face meeting, Board members may be able to attend via online meeting (video conference, chat or other similar technology when available), and with prior notice given.

**3e:** The Executive Committee may call a special meeting of the Board of Directors for any purpose. A special meeting requires a minimum of seven (7) days in advance, by written or email notice, of the time, place and purpose of the meeting.

**3f:** Six (6) members of the Board of Directors must be in attendance in order to hold a meeting and constitute a quorum. Those attending via teleconference are permitted to vote for all motions. Motions require a simple majority of those in attendance at a duly constituted meeting unless otherwise stated in these Bylaws.

### **Section 4: General Membership Meetings**

**4a:** A general meeting for all NJEPPRE, Inc. members shall be held at least one (1) time per year.

**4b:** Notice of general meeting will be sent by email at least one (1) month in advance of the scheduled meeting.

## **ARTICLE VI**

### **IRC 501 (C) (3) TAX EXEMPT PROVISIONS**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office.

Notwithstanding any other provision of this document, the organization 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 or corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in

which the principal office of the organization 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 501 (c) (3) purposes.

Compensation of Officers – No member of the organization shall receive compensation for services rendered. An officer may, subject to criteria developed by the board, receive reimbursement for expenses connected with such services.

Fiscal year – The fiscal year of the organization shall begin on the first day of July and end on the thirtieth day of June.

Audit – The accounts and other financial statements submitted by the treasurer of the organization, or as provided above, shall be audited annually by an auditor not connected with the organization, New Jersey Educators Exploring the Practices of Reggio Emilia, Inc. or its beneficiary as designated by the Board of Directors.

## **ARTICLE VII AMENDMENTS**

These by-laws can be amended by a two-thirds (2/3) vote of members present at the Annual Meeting after written notification (U.S. Post Office, Fax, mail or other technology) at least fourteen days (14) prior to being voted upon. The proposed changes should be reviewed by at least two special or regularly scheduled Board of Directors meeting prior to being presented to the membership for approval.

## **ARTICLE VIII RULES OF ORDER**

The rules contained in the latest edition of Robert’s Rules of Order shall govern the organization in all cases to which they are applicable, and in which they are not inconsistent with the By-laws of the organization.

## **ARTICLE IX CERTIFICATION**

This is to certify that the following is a true and correct copy of the Bylaws of the Organization named in the title hereto and those Bylaws were duly amended and adopted by the Board of Directors and approved by Membership of said Organization on the 3<sup>rd</sup> day of May 2018.