



Learning Forward PA Bylaws

Article I Name, Mission, and Strategic Plan

Section 1: This organization shall be known as Learning Forward PA (the “corporation” or “LFPA”) and shall be affiliated with Learning Forward.

Section 2: The mission of this organization is reviewed annually to reflect the mission of Learning Forward and Pennsylvania-specific educational initiatives.

Section 3: In order to achieve our mission, LFPA reviews and adapts its Strategic Plan annually.

Section 4: In order to continue to align the LFPA Strategic Plan to the Strategic Plan of Learning Forward, the organization will revise its Strategic Plan in cycle with Learning Forward.

Article II Membership and Dues

Section 1: Anyone interested in professional learning in Pennsylvania shall be eligible for active membership.

Section 2: The membership year shall coincide with the annual LFPA Institute. Membership dues shall be established annually by the Board of Directors.

Article III: Board of Directors and Officers

The Board of Directors shall have the final responsibility for the formulation of the policies and the overall management of LFPA. The corporation shall indemnify any Board member or officer, or a former Board member or officer, or any person who is serving or has served at the corporation’s request as a Board member or officer against expenses actually and necessarily incurred by him/her in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which he/she is or may be made a party by reason of being or having been such Board member or officer, provided (a) he/she is adjudicated or determined not to have been negligent or guilty of misconduct in the performance of his/her duty to the corporation, (b) he/she is determined to have acted in good faith in which he/she reasonably believed to be the best interest of the corporation, and (c) in any matter the subject of a criminal action, suit, or proceeding he/she is determined to have had no reasonable cause to believe that his/her conduct was unlawful. The determination as to (b) and (c), and in the absence of an adjudication as to (a) by a Court of

competent jurisdiction, the determination as to (a) shall be made by the Board of the corporation acting at a meeting at which a quorum consisting of Board members who are not parties to or threatened with any such action, suit, or proceeding is present.

Section 1: Any individual holding an active membership is eligible for membership on the Board of Directors, subject to Board approval. The Board of Directors shall have full responsibility to:

- (a) Govern the organization in accordance with its Bylaws;
- (b) Monitor the implementation of the Strategic Plan and policies;
- (c) Monitor revenues and expenses.

Section 2: The officers of LFPA shall be President, President-Elect, Secretary, and Treasurer. Each Board member and officer shall be an active member of LFPA and Learning Forward. For any officer position, the title and responsibilities can be shared by two Board members.

Section 3: The responsibilities of the Officers shall be as follows:

- (a) The President shall preside over all meetings of the corporation and of the Board of Directors, issue notices of meetings, appoint all members of committees, see that all provisions of the Bylaws are fulfilled by appropriate officers and committee chairpersons, serve as liaison to external agencies for any business involving LFPA, and serve as ex-officio member of all committees. It is the responsibility of the President to maintain a copy of all minutes, records, and documentation, which, at the conclusion of his/her term of office, will be given to the next elected president.
- (b) The President-Elect shall preside in the absence of the President and serve as chairperson of the annual Learning Forward PA Institute and perform other duties as specified by the President. The President-Elect shall assume the office of President if this office is vacated before the expiration of the term and shall assume the office of President at the expiration of the presidential term.
- (c) The Secretary shall keep records and minutes of all meetings of the Board of Directors, be responsible for all correspondence, and perform other duties as specified by the President. The Secretary shall also archive board meeting minutes and all LFPA committee/affiliate meetings minutes. The Secretary shall also maintain the Strategic Plan and Bylaws, copies of brochures, agendas, programs, pictorial records, thus serving as the historical archivist. It is the responsibility of the Secretary to give all minutes, records, and documentation at the conclusion of his/her term of office to the next appointed secretary.
- (d) The Treasurer shall serve as chair of the Finance Committee and will be responsible for receiving monies for LFPA, paying all bills authorized by the President, keeping an accurate and current record of all receipts and expenditures of LFPA's funds, recommending interest-bearing accounts when appropriate, and making reports at Board meetings and at other times as requested by the President. The Treasurer shall also renew non-profit status as required, file income taxes, and manage the credit card and checking accounts.
- (e) Additional duties of each officer may be as outlined in the policy manual adopted by the Board.

Section 4: The Board of Directors of LFPA shall consist of officers of LFPA and regional representatives. Representatives from the Pennsylvania Department of Education, Pennsylvania State Education Association, and other organizations, as agreed upon by the Board, may be invited to serve. A majority of the membership of the Board shall constitute a voting quorum. All members of the Board of Directors shall hold active membership in LFPA and Learning Forward.

Section 5: The term for officers shall be two years.

Section 6: The name of any member who misses two Board meetings for any reason from September to June shall be brought to the Board for discussion and vote about continuation or termination. Members of the Board of Directors who attend scheduled meetings via electronic communication shall be counted as "present" for the portion of the meeting attended electronically.

Article IV: Committees

Section 1: The Board shall establish committees as necessary, and shall serve and be represented on each committee of the organization. Each committee shall provide a report at each Board meeting.

Section 2: All committees will consist of no fewer than two members. Standing committees will include, but are not limited to:

- (a) The Nomination Committee shall be responsible for conducting the process of the nomination of officers and individuals to fill positions on the Board.
- (b) The Program Planning Committee is responsible for planning LFPA-sponsored program events. All plans developed by the Program Planning Committee will be presented to the Board for a vote prior to entering into any contracts on behalf of LFPA.
- (c) The Finance Committee will audit the financial records in preparation for the annual report that the Treasurer will present by May 1 to the officers prior to presenting to the full Board at the May/June Board meeting.
- (d) The Communications Committee
 1. The Communications Committee Chair will work collaboratively with the Program Planning Committee to promote LFPA-sponsored events.
 2. The Communications Committee will work collaboratively with the President and the Board to develop and distribute membership communications.
- (e) The Membership Committee will work collaboratively with the Communications Committee Chair to identify contact lists of current and potential members.
- (f) The Awards Committee will recommend to the Board LFPA-sponsored awards and grants, develop guidelines, advertise, and select recipients.

Section 3: The President is authorized to appoint ad hoc committees as needed.

Section 4: All committees shall operate according to the Bylaws and the Policy Manual.

Article V: Meetings

Section 1: The Board of Directors will meet at least three times a year to conduct the business of the organization.

Section 2: The President may call additional meetings as required.

Article VI: Elections

Section 1: The Nomination Committee will convene in the spring of a President's first year term to develop a slate of nominees for President-Elect, Secretary, and Treasurer. This slate of officers must be current Board members who meet the qualifications for those positions. Officers are elected by a majority vote of the Board members present at the meeting. Each Board member present has one vote.

Section 2: In the event of a mid-term officer vacancy, the Nomination Committee will convene before the next scheduled Board meeting to nominate a slate from the current Board to fill the position. Officers are elected by a majority vote of the Board members present at the next Board meeting. Each Board member present has one vote.

Section 3: The Nomination Committee will convene, as necessary, to nominate members for Board positions. The Board reviews and accepts the slate of nominees forwarded by the Nomination Committee and distributes ballots to the general membership. The election window is open for no more than two weeks. Board members are elected by a majority of votes cast by LFPA membership. The Board reviews, officially accepts, and announces election results at the next scheduled Board meeting. Newly elected Board members are invited to attend the Board meeting at which their election is announced. The President announces the newly elected Board members to the general membership immediately following the meeting.

Article VII. Amendments

The Bylaws may be changed with previous notice by a two-thirds approval of the Board members present at the next scheduled Board meeting.

Article VIII: Governance

All business shall be conducted in an orderly manner consistent with these Bylaws and by any special rules of order the corporation may adopt.

Article IX: Internal Revenue Service

The purpose for which LFPA is organized is exclusively educational as defined in the Internal Revenue Law and notwithstanding any other provision of those articles. This organization shall not

carry on any other activities not permitted to be carried on by an organization exempt from the Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code (1954) or the corresponding provisions of any future United States Internal Revenue Law.

Article X: Dissolution

If at any time LFPA shall cease to carry out the purposes as herein stated, all assets and property held by LFPA, whether in trust or otherwise, shall after the payment of all liabilities, be paid over to Learning Forward.