

CONSTITUTION & BYLAWS



**PUERTO RICO ASSOCIATION FOR SUPERVISION
AND CURRICULUM DEVELOPMENT**

**AFFILIATED TO THE ASSOCIATION OF SUPERVISION AND
CURRICULUM DEVELOPMENT**

OCTOBER 2008

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Article I - Name

The name of this organization shall be the Puerto Rico Association for Supervision and Curriculum Development (PRASCD), hereafter referred to as the "Association" or "PRASCD".

Article II - Statement of Purpose and Objectives

The Puerto Rico Association for Supervision and Curriculum Development (PRASCD) is affiliated with the Association for Supervision and Curriculum Development (ASCD), located in Alexandria, Virginia, USA. PRASCD has purposes, membership requirements, and programs consistent with the ASCD.

The purpose of the Association shall be the general improvement of education through the promotion of programs and practices that will facilitate the wholesome development of all persons involved in educational efforts.

Objectives and activities of the organization, as stated in the Certificate of Incorporation, shall be:

1. Promote professional leadership and cooperative curriculum planning and development by all persons involved in and affected by education at all levels.
2. Establish and sustain communication among all the groups of professionals directly involved in the improvement of supervision, curriculum, and teaching.
3. Review and disseminate information about educational practices, media, research, and materials for improving instruction.
4. Identify, study, evaluate, and disseminate information about issues in supervision, curriculum, and instruction.
5. Encourage research, evaluation, and theory development in the areas of curriculum, supervision, and instruction.
6. Provide professional development activities designed to help educators update their knowledge and improve their skills in the areas of curriculum, supervision, teaching, and in other related areas.

Article III - Membership

Section 1. Eligibility. Any person who wishes to support the purpose of the Association and to share in its work shall be eligible for membership. The candidate shall abide to the standards of ethical principles as established by PRASCD.

Section 2. Period of membership. The period of membership shall be from November 1st. through October 31st. of the following year.

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- Section 3. Categories. There shall be two categories of members: active and honorary.
- Section 4. Active members. Eligible members become active members by paying the annual dues as determined by the Board of Directors. An active member shall be entitled to vote, to participate in affairs of the Association, and to receive benefits as provided by the Association.
- Section 5. Honorary members. Distinguished educators who have made significant contribution to the field of education, or individuals who served in the Association in special assignments considered extraordinary may be considered as honorary members by the Board. By extraordinary it is meant contribution to PRASCD and/or to the field of education in Puerto Rico and with uninterrupted 25 or more years of service. Honorary members become active members once selected and shall not be required to pay annual dues. They are entitled to participate in the affairs of the Association, and shall have all the privileges of an active member.
- Section 6. Right to vote. Any active member shall have the right to vote in all general meetings of PRASCD.

Article IV - Board of Directors

- Section 1. Board of Directors. The governance and administration of the PRASCD shall be vested in a Board of Directors (the "Board").
- Section 2. Composition. The Board of Directors shall be composed of the President; President-Elect; the Immediate Past President; five members representatives from different geographic areas or roles, such as teacher, school administrator, higher education faculty, and graduate student; two affiliate representatives at the ASCD Leadership Council (appointed by the Board of Directors), up to three members (appointed by the Board of Directors to ensure diversity), and the Executive Director.
- Section 3. Terms of appointment. The members shall be elected for a one year term and may be reelected for two consecutive one year terms in separate elections and occupy any position in the Board. The president shall have one year term and may be reelected for an additional one year term. Once any member has been in the Board for a maximum of three years, he/she shall not occupy any position in the Board for at least one year prior to be considered as candidate for a next term in the Board, except for the appointment to ad hoc committees as member of PRASCD by the Board.

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- Section 4. Membership qualifications. The members of the Board of Directors and the two representatives to the ASCD Leadership Council must be active ASCD and PRASCD members for at least one year prior to assuming office.
- Section 5. Responsibilities. The Board of Directors is responsible for implementing the Association's policies, programs, and services consistent with the Association's values and beliefs and is empowered to:
1. Formulate and approve policies of the Association.
 2. Approve the annual budget.
 3. Have power to fill vacancies in office until next election.
 4. Appoint an Executive Director upon nomination by the Executive Committee.
 5. Establish working groups to ensure fulfillment of the purposes of the Association.
 6. Assure canons of ethical operations and personal conduct.
 7. Amend the Constitution and Bylaws as provided herein.
 8. Be custodian of property of the Association.
 9. Formulate and approve the Association Strategic Plan.

Article V - Officers

- Section 1. Officers. The officers of the Association shall be the following Board members: the President (who shall be retiring the President-Elect), the Immediate Past President (who shall be the retiring President), the President-Elect, the Secretary, and the Executive Director. The officers of the Association shall be the members of the Executive Committee.
- Section 2. President. The President shall:
1. Chair the Board of Directors.
 2. Represent the Association in its dealings with outside bodies.
 3. Preside at the General Meetings of the Association.
 4. Assume responsibilities as delegated by the Board.
 5. Prepare and present the Annual Report of the Association at the Annual General Meeting.
- Section 3. Immediate Past President. The Immediate Past President shall:
1. Act as advisor to the Board of Directors and to the Executive Director.
- Section 4. President-elect. The President-Elect shall:
1. Assume the duties of the President in his absence.

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2. Assist the President in his duties.
3. Countersign all bills approved for payment by the Treasurer or Executive Director.
4. Chair the Nominating Committee.

Section 5. Secretary. The Secretary shall:

1. Convene all meetings of the Association;
2. Prepare and maintain custody of minutes and proper records of meetings of the Executive Committee, the Board of Directors, and the General Meeting.
3. Be the official correspondent of the Association under the direction of the Executive Committee.
4. Maintain the Register of members of the Association.
5. Maintain the updated register of members of the Association.

Section 6. Executive Director. The Executive Director shall be designated by the Board of Directors and serve at the Board's pleasure. The Executive Director shall be the Chief Administrative Officer and act as the Executive Officer and Treasurer of the Association.

As Executive Officer, the Executive Director shall:

1. Prepare the annual financial report and the annual budget under the supervision of the Board of Directors.
2. Present the annual financial report to the membership at the annual meeting.
3. Maintain a current policy statement handbook.
4. Make contracts.

As Treasurer, the Executive Director shall:

1. Have custody of Association funds and see that they are deposited in banks approved by the Board.
2. Have custody of the books of the Association, ensuring that they contain a full and accurate account of all monies received and disbursed, as well as other records, and
3. Perform other duties as required by the Board.

The Executive Director shall be entitled to vote.

Section 7. Terms. The affiliate President and the officers shall serve for a single term of one year in each position and may be reelected according to Article X of these Constitution and Bylaws.

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Section 8. Appointment and removal. The President may appoint and remove an assistant treasurer, assistant secretary, or such other officers as may be deemed necessary and appropriate by the President.

The Board of Directors, upon recommendation from the Executive Committee, may remove any officer at any time with or without cause and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer. The continued absence from the regular and general meetings, the failure to comply with the duties assigned, and incompliance with the professional and PRASCD Code of Ethics, may be sufficient reason for removal as a Board member. Election or appointment of an officer shall not of itself create contract rights.

The Board of Directors is entitled to appoint advisors to provide their expertise and experience to reach the purpose and objectives of PRASCD.

Article VI - Executive Committee

Section 1. Composition. The Executive Committee shall consist of the President, the President-Elect, the Immediate Past President, the Executive Director, the Secretary, a member of the Board representing one of the geographical areas and appointed by the Executive Committee, and one affiliate representative to ASCD Leadership Council.

Section 2. Responsibilities. The Executive Committee shall meet as often as necessary to implement policies for the Association and shall assume any other duties of the Board of Directors in the intervals between meetings of that body. Other specific responsibilities of the Executive Committee include:

1. Nominate to the Board of Directors a candidate for Executive Director.
2. Recommend a budget to the Board of Directors and authorize transfer of unused balances within the budget.
3. Be responsible for annual meetings and conferences.
4. Establish working groups for various matters consistent with the purposes of the Association, and
5. Interpret and communicate the position of the Association on issues related to the purpose of the Association.

Article VII - Other Committees

Section 1. Nominating Committee. The Board shall designate a Nominating Committee chaired by the President Elect and having as other members the Secretary, two Board members appointed by the President elect, and

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the Executive Director. The membership shall be invited to submit to the Nominating Committee names of qualified candidates, who have been ASCD and PRASCD members for at least one year previous to the year to which nominees are considered. The Nominating Committee, in the selection of candidates should be mindful of diversity and geographic representation. Interviews in committee may be permitted.

Section 2. Resolutions, Constitution and Bylaws Committee. The Board shall designate at least three members of the Board to the Resolutions, Constitution and Bylaws Committee. This committee is responsible of evaluating, considering, and previously approving resolution projects presented by active members as well as recommended changes to the Constitution and Bylaws, which are to be presented in the General Meeting for final approval.

Section 3. Ad hoc committees. The Board of Directors shall appoint active members to ad hoc committees as needed.

Article VIII - Working Groups

Working groups of the Association shall be appointed by the President and specifically charged in writing with their responsibilities. The charge shall be consistent with the purpose of the Association. The Board of Directors shall provide direction and assistance for the activities of working groups established.

Article IX - Meetings

Section 1. Scheduling and agenda. The Association shall schedule an annual conference and other meetings as seem desirable based on activities of the Association. At each annual conference there shall be a meeting of members to discuss business matters and other affairs of concern to the Association. Members shall be notified at least thirty days in advance. A preliminary agenda of the main issues to be considered shall be sent with this notification.

Section 2. Frequency of Board meetings. The Board of Directors shall meet at least six times a year. Special meetings shall be convened by the President with at least seven days notice.

Article X - Nominations and elections to the Board membership

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- Section 1. Scheduling of elections. Each year nominations and elections shall be held.
- Section 2. Pre-qualifications of candidates. The nominees shall be members of ASCD and PRASCD for at least the previous year, comply with the profession and PRASCD Code of Ethics, and are committed to the Association principles and objectives.
- Section 3. Voting. The voting shall be held in the general meeting and the membership are to be notified in the same meeting.
- Section 4. Nominations and elections process.
1. The Board shall request the membership for nominations at least 60 days prior to the general meeting.
 2. The nominating committee appointed by the Board of Directors shall select and submit to the Board the names of the nominees for each office to be filled, selected from active members of the Association as stated in Section 2 of this Article X.
 3. Upon approval by the Board, a list of the selected shall be sent to the membership at least 30 days prior to the general meeting. Additional nominations may be received from the membership at the general meeting, ensuring that diversity and geographical representation is considered.
 4. The nominees shall be submitted to members at the Annual Assembly.
 5. Nominees receiving the highest number of votes shall be declared elected.
- Section 5.
- Section 7. Start date. The term of officers, members of the Board of Directors, and representatives of the ASCD Leadership Council shall begin immediately following the Annual Conference of the Association.

Article XI - Quorum

Five percent of the members of the Association shall constitute a quorum for the official business meeting. Fifty percent of the members of the Board of Directors, including those who were excused, constitute a quorum of that body for the Board meetings. Half hour after the start time for any of the membership or Board meetings, the proposed meeting will begin with the members present at that moment.

Article XII - Fees

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The fees and change of fees shall be established by the Board of Directors upon recommendation from the Executive Committee.

Article XIII - Assets on Liquidation

In the event the Association is dissolved, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged and the remaining funds donated to a tax-exemption educational organization (as determined by the Board of Directors at the time of dissolution).

Article XIV - Fiscal Year

The Fiscal year shall begin on November 1st and continue through October 31st of the succeeding year.

Article XV - Corporate Records

The Association shall keep as permanent record:

1. Certificate of Incorporation,
2. Association Constitution and Bylaws,
3. Merchant Certificate (IVU),
4. Copies of reports submitted to external agencies,
5. Records of all members,
6. Minutes of all meetings of the members and of the Board of Directors for the past three years,
7. Records of all actions taken by the members of the Executive Committee and the Board of Directors without a meeting for the past three years,
8. All written communications to members within the past three years,
9. The most recent annual report delivered to the ASCD, and
10. The Strategic Plan.

Article XVI - Code of Ethics

The PRASCD Code of Ethics is aligned to the ASCD Code of Ethics.

- We expect integrity, honesty, and trustworthiness in our work; courage in our decisions; and dedication to ASCD's and the PRASCD's values and beliefs.

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- We expect responsible action on behalf of the organization and are accountable and transparent to our constituents and to one another. We share information when appropriate without sacrificing confidentiality.
- We expect to be treated and to treat others with respect. We respect the opinions and the differences among individuals.
- We expect fairness to be evident in our actions internally and externally.
- We are equitable in our decisions and mindful of their impact on other groups and people.
- We expect our actions to demonstrate our care for others and the community as a whole. We support each other in a humane manner. We care about the well-being of each other, the community, and the Association.
- We shall adhere to the highest professional standards of conduct relying on its character, ability, strength and integrity.

Article XVII - Expenditures

The funds of the Association shall be disbursed in accordance with the annual budget as approved by the Board of Directors. The Executive Director shall receive and disburse the funds of the Association and make the annual report to the Board of Directors, which shall be responsible for proper auditing of accounts.

Article XVIII - Amendments to the Constitution and Bylaws

These Constitution and Bylaws may be amended by a majority vote of members attending the Annual Assembly of the Association. Amendments may be proposed by the Board of Directors, Executive Committee or upon the basis of a verified petition of at least 5% of the members of the Association 60 days prior to the general meeting. Notice of the proposed amendments must be circulated to the membership at least 30 days prior to the voting.

Article XIX - Parliamentary Procedures

Robert's Rules of Order Newly Revised shall be the authority governing all matters of procedures not otherwise specified in this Constitution. In the event of any question or matter out of any point which is not expressly provided for in the rules, the Board of Directors shall have the power to use their own discretion.