

PESBA

Professional Educator Standards Boards Association

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BYLAWS
PROFESSIONAL EDUCATOR STANDARDS BOARDS ASSOCIATION
(PESBA)

ARTICLE I
NAME

The name of the Association will be the Professional Educator Standards Boards Association hereinafter referred to in these bylaws as PESBA and shall be a Special Committee of the National Association of State Directors of Teacher Education and Certification (NASDTEC).

ARTICLE II
MISSION STATEMENT

The mission of PESBA is to serve as the national representative of professional standards boards on behalf of the educators we license and the students we serve.

ARTICLE III
MEMBERSHIP

Section 1: *Membership Eligibility:* Membership is comprised of the agency representing independent standards boards who are also members of NASDTEC.

Section 2: *Annual Dues:* Payment of annual dues entitles the member to full membership rights.

Section 3: *Membership Rights:* Each member has the right to:

- a. One vote on business matters of the board;
- b. Appoint one representative to cast the member’s vote at the member’s discretion; and
- c. Attend and participate in all meetings of the board.

Section 4: *Resignation and Termination:* A member may resign at any time. A membership may be terminated by a majority vote of the membership.

Section 5: *Nonvoting Membership:* The board has the authority to establish non-voting categories of membership.

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ARTICLE IV

MEETINGS

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4 Section 1: *Regular Meetings*: Regular meetings shall occur at the call of the chair or by majority vote
5 of the membership.
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7 Section 2: *Annual Meetings*: PESBA will meet annually at a time and place determined by the
8 Executive Committee. At the annual meeting the membership will elect officers, receive reports on
9 activities, PESBA's financial status, and determine the direction of the association for the coming
10 year.
11

12 Section 3: *Special Meetings*: Special meetings may be called by the chair, the Executive Committee,
13 or a simple majority of the board of directors.
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15 Section 4: *Notice of Meetings*: Notice will be given to members at least one month prior to the
16 meeting.
17

18 Section 5: *Quorum*: The members present at any regular, annual or special meeting will constitute a
19 quorum.
20

21 Section 6: *Voting*: All issues requiring a vote will be decided by a simple majority of those present at
22 the meeting at which the vote takes place.
23

24 Section 7: *Special Provisions*:

- 25 a. Meetings may be conducted in person, by phone, or other electronic means;
- 26 b. Votes may be made in any manner determined in advance by the Executive Committee;
- 27 c. Final votes are certified by the Executive Committee and reported to the Board.
- 28 d. Members are entitled to a vote on all matters so long as their dues are paid;
- 29 e. Meetings are open to the public unless the membership votes to close the meeting; and
- 30 f. All electronic and written records of PESBA are subject to inspection by any authorized
31 representative of a voting member of PESBA. All costs which are incident to the inspection
32 of the documents shall be borne by the member conducting the inspection unless waived by
33 the Executive Board.

ARTICLE V

BOARD OF DIRECTORS

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38 Section 1: *Board role, size, compensation*: The board is responsible for the overall policy and
39 direction of PESBA. The board shall be comprised of a representative from each voting member of
40 PESBA. The board is not compensated, but may be reimbursed for reasonable expenses incurred

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1 while conducting the business of PESBA consistent with policies established by the Executive
2 Committee.

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4 Section 2: *Term*: All board members serve at the pleasure of their representative independent
5 standards board.

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7 Section 3: *Meetings*: The board of directors shall meet at least two times a year at a time and place
8 determined by the Executive Committee. The board shall elect officers at the last meeting scheduled
9 during any calendar year.

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11 Section 4: *Participation*: Participation on the board is voluntary and subject to keeping PESBA's
12 dues or assessments current.

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14 Section 5: *Quorum*: A majority of the board shall constitute a quorum. A quorum is required to
15 conduct all regular business of the board.

16 17 **ARTICLE VI** 18 **BOARD OFFICERS AND DUTIES**

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20 Section 1: *Officers*: The officers include a chair, vice chair and one member of the Board of
21 Directors

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23 Section 2: *Executive Committee*: The Executive Committee is comprised of the officers of the board
24 and the chair of any established standing committee. Only officers may vote on matters conducted by
25 the Executive Committee.

26
27 Section 3: *Chair Duties*: The chair works with the Executive Director to prepare the agenda for all
28 board meetings and Executive Committee meetings, presides over board, Executive Committee and
29 PESBA meetings and is the PESBA Special Committee representative on the NASDTEC Board of
30 Directors. The chair works with the Executive Director on the initial draft of the budget prior to its
31 presentation to the Board of Directors. The chair represents PESBA at meetings and events as
32 designated by the Board of Directors.

33
34 Section 4: *Vice Chair Duties*: The vice-chair presides over the meetings of the board and Board of
35 Directors in the absence of the chair and conducts other duties as assigned by the chair.

36
37 Section 5: *Executive Committee duties*: The Executive Committee meets at the call of the chair
38 between board meetings to conduct intervening business of the board and PESBA.

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40 Section 6: *Election of Officers*: Elections will be conducted at the NASDTEC Annual meeting.

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1 Section 7: *Terms of Officer and Term Limits*: The term of office of the officers begins on the day of
2 the NASDTEC Annualmeeting. No officer shall be elected to serve more than two consecutive years
3 in the same position.

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5 Section 8: *Resignations and Vacancies*: If possible, officers will submit resignations to the Chair at
6 least one month before the date that their resignation will be effective. In the event the Chair intends
7 to resign, notification must be made to the Vice Chair as long as possible prior to the date that the
8 resignation will be effective. Vacancies will be filled at the next regular election of officers. If the
9 Chair resigns, the Vice Chair becomes Chair.

10 11 **ARTICLE VII** 12 **COMMITTEES**

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14 The board may create standing or ad hoc committees as needed. The Chair appoints all committee
15 chairs in consultation with the Executive Committee.

16 17 **ARTICLE VIII** 18 **PESBA STAFF**

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20 PESBA may hire staff as authorized by the board. Staff shall perform such duties as designated board.

21 22 **ARTICLE IX** 23 **FINANCIAL MATTERS**

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25 Section 1: *Fiscal Agent*: NASDTEC shall serve as the designated fiscal agent for PESBA until a
26 successor is appointed by the membership. The fiscal agent shall be responsible for receiving and
27 dispersing all funds of the organization and for such other fiscal and administrative duties as may be
28 assigned by the Executive Committee and accepted by the fiscal agent.

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30 Section 2: *Budget*: The budget will be based on goals set by the board. The budget will be approved
31 annually at the NASDTEC Annual meeting. The board may authorize loans or other financial
32 transactions as needed to support the organizations. The board may delegate this authority to the
33 Executive Committee.

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35 Section 3: *Expenditures*: The Executive Committee shall review reports on all expenditures at each
36 meeting. Expenditures for non-budgeted items may be authorized by consensus vote of the Executive
37 Committee with a report on all such expenditures at the next regularly scheduled board meeting. The
38 Chair will call an emergency meeting of the Executive Committee by telephone to authorize
39 emergency expenditures. Electronic voting will be allowed in lieu of calling an emergency meeting
40 with the electronic vote deemed valid if votes are received from all members of the Executive
41 Committee. The Chair shall print copies of email votes and provide copies of the votes to the

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1 Executive Committee at the conclusion of the vote. A full record of the vote will be provided to the
2 full board in a timely manner.

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4 Section 4: *Fund Balance*: PESBA will cease to expend funds once the available funds fall to a
5 minimum level set by the board, unless an emergency exists. Only a unanimous vote of the Executive
6 Committee may authorize expenditure beyond the minimum fund balance. The purpose for the fund
7 balance is to maintain a reserve.

8
9 Section 5: *Dues*: The annual dues will be approved as part of the budget. Any change in dues will
10 take effect at the date established by the board. To maintain Voting Membership status, a Voting
11 Member must pay dues prior to September 1 of each year. Voting membership status is restored upon
12 payment of dues. Except in the case of first year dues for new members joining NASDTEC for the
13 first time, dues may not be adjusted for partial year membership except by vote of the board.

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15 Section 6: *Fees*: Fees for conferences and other services are set by the Executive Committee with the
16 approval of the Executive Committee. It is intended that fees cover all costs of the event or service,
17 however the board may determine otherwise.

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19 Section 7: *Audits*: The Executive Committee shall provide that an independent auditor conduct an
20 annual audit of receipts, expenditures, liabilities and assets. Additionally, at least once every three
21 fiscal years, and also upon the termination of employment of an Executive Director, an accounting
22 must be conducted which provides assurance that the receipts, expenditures, liabilities and assets are
23 as represented in the annual financial reports.

24 25 **ARTICLE X** 26 **POLICIES AND PROCEDURES**

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28 Section 1: *Policies*: The Board may establish written policies and procedures to define operational
29 activities of PESBA. These policies and procedures must be in accordance with PESBA's bylaws,
30 constitute, state and federal law.

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32 Section 2: *Procedures*: In all matters not covered by these bylaws, PESBA will be governed by
33 *Robert's Rules of Order* using simplified procedures as determined by the Board.

34 35 **ARTICLE XI** 36 **AMENDMENTS**

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38 The bylaws may be amended at any regularly scheduled meeting of the board by a majority vote. The
39 amendments shall become effective immediately upon approval by the board. The newly amended
40 and adopted bylaws will be certified at the meeting following the adoption of the amendments.

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ARTICLE XII DISSOLUTION

Upon the dissolution of PESBA, the Executive Committee shall: make provision for or pay all liabilities of PESBA, dispose of all assets of PESBA and distribute the proceeds equally among the participating members.

CERTIFICATION

These bylaws were approved by a two-thirds vote of the of the board on June 9, 2013

Janet Welk, Chair

Date