

# Bylaws of the Association

# ARTICLES OF INCORPORATION OF THE NATIONAL ASSOCIATION OF SECONDARY SCHOOL PRINCIPALS

Filed with District of Columbia on July 14, 2020

**FIRST:** The name of the corporation is National Association of Secondary School Principals.

**SECOND:** A resolution recommending that the corporation accept the District of Columbia Non-profit Corporation Act as adopted in the following manner: A resolution was adopted by the Board of Directors at a meeting of the Board on May 10, 1969, in Washington, D.C.

**THIRD:** The purpose or purposes which it will hereafter pursue are:

The Association is committed to the improvement and strengthening of secondary education. In pursuing this commitment, the Association shall, be responsive to the changing school environment and changing concepts of the role of education in society, through research and development, review and modify curriculum requirements, course content, and subject matter of secondary school programs to meet the needs of students and the requirements of colleges and universities; promote techniques to challenge and encourage the full achievement of student potentials; assist in the furtherance of standards and qualifications for secondary school principals through the professional intern and development programs; encourage the integrated use of technology and teaching techniques in secondary schools; and cooperate with other professional organizations interested in the solution of problems of education at the national level for the welfare of secondary schools and the youth they serve. The Association shall endeavor to meet these objectives in encouraging research and service; focusing attention on national educational problems; providing information and leadership services, offering student leadership programs and promoting high professional standards for secondary school administration. The Association is organized exclusively for educational and charitable purposes, specifically the advancement of secondary school education.

**FOURTH:** The corporation shall have no right to issue stock of any kind or class but shall have members. The members of the corporation shall be those persons who are duly qualified for membership as provided by the Bylaws.

**FIFTH:** The classes of membership and the rights and qualifications of each class shall be as provided in the Bylaws. Only Active Members of the corporation in good standing, as that term is defined by the Bylaws, shall have the right to vote. Each Active Member shall have one vote. Dues for each class of membership shall be the dues payable on the effective date of this Statement, and dues may be changed only by approval of the majority of the members entitled to vote who are present in person or by proxy at any annual or special meeting of the Association.

**SIXTH:** The board of directors shall elect its successors and the manner of such election and the filling of vacancies on the Board shall be provided by the bylaws.

**SEVENTH:** The internal affairs of the corporation shall be regulated by the Board of Directors and as further provided in the Bylaws. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on 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).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, 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 the 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the United States District Court of the District of Columbia exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operating exclusively for such purposes.

**Signed and Attested to by NASSP Officers on July 8, 2020.**

# THE BYLAWS OF THE NATIONAL ASSOCIATION OF SECONDARY SCHOOL PRINCIPALS

## Article I—Name and Location of Corporation

The name of this corporation is National Association of Secondary School Principals (hereinafter referred to as the “Association”). The principal office of the Association is located at Reston, VA, or at such other place as may hereinafter be determined by the Board of Directors of the Association (hereinafter referred to as the “Board”).

## Article II—Purpose

The purposes of this Association shall be those as set forth in its Articles of Incorporation filed with the District of Columbia Department of Consumer and Regulatory Affairs, as amended from time to time (hereinafter referred to as the “Articles”).

## Article III—Members

**Section 1. Classes and Qualifications.** There shall be the following classes of members:

**Active:** An Active Member is a principal or assistant principal of a secondary (middle level/high) school who oversees the instructional program and supervises instructional staff.

**Associate:** Associate Members shall consist of persons, institutions, or other entities that do not meet the criteria for Active Membership.

**Life Members:** Life membership may be conferred by the Board of Directors and provides an individual with all of the privileges of an Active Member, except the ability to become an officer or director of the Association.

The Board of Directors shall have the authority to review and pass upon the qualifications of all applicants for membership.

**Section 2. Categories, Qualifications.** The qualifications and rights and privileges of such classes are set forth in these Bylaws, the Articles of Incorporation of the Association and the District of Columbia Nonprofit Corporation Act (hereinafter referred to as “the Act”). The Board of Directors, by Board policy, shall have the authority to create categories of membership within each class of members and shall determine and set forth the qualifications, terms, and other conditions of each category of membership. The Chief Executive Officer shall have the authority to offer, on occasion, reasonable discounts on membership fees in order to promote membership to NASSP members and potential members.

**Section 3. Member in Good Standing.** A member who satisfies the criteria for eligibility as a member and who is current in payment of annual dues and not currently under investigation or subject to disciplinary measures for breach of the School Leader Code of Ethics shall be considered in good standing in the Association.

**Section 4. Voting Rights.** Only Active Members in good standing shall have the right to vote at the annual meeting of the members on those items specified in Section 5 herein, as well as to vote on such other issues as the Board may choose to bring before the members. Other classes of members may attend meetings but may not vote.

**Section 5. Membership Meetings.**

- A. There shall be an annual business meeting of the members during the Association's annual conference or upon such date, time, and place as the Board shall determine. Written notice of the annual business meeting shall be given at least 30 days prior to the meeting. During the annual business meeting, voting members shall have the right to vote on those extraordinary actions requiring member approval pursuant to the Act. Voting on all other matters is expressly reserved for the Board of Directors.
- B. Special meetings of the members may be called by the President of the Board or the Executive Committee. Except in cases of emergency, members shall receive notice stating the purpose of the special meeting not less than three days prior to the special meeting.

**Section 6. Quorum and Voting.** Each Active Member in good standing shall have one vote at any meeting of the members. A quorum shall consist of 52 Active Members present either in person or by proxy. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members. If not otherwise fixed under the Act, the record date for determining Active Members entitled to notice of and to vote at any member meeting is the day before the date of the notice to Active Members.

## Article IV—Board of Directors

**Section 1. Management of Association.** The management and control of the business and affairs of the Association shall be vested in the Board. All powers of the Association may be exercised by or under the authority of the Board. The Board may employ such agents as it deems advisable and shall have the powers necessary for the administration of the affairs of the Association and to do all such acts and things as are not prohibited by law, the Articles or these Bylaws.

**Section 2. Number of Directors; Election; Terms.** The Board shall consist of 15 to 19 Directors in addition to the Immediate Past President and Chief Executive Officer who shall both be nonvoting ex officio Directors. The number of Directors may be increased or decreased by amendment to the Bylaws. Notwithstanding the above, the number of Directors shall never be less than the minimum required by the applicable provisions of the Act. The Board will elect its members to help ensure strategic composition and diversity. Unless filling a vacancy, each Director shall serve for a term of three (3) years and until their successor is duly elected and qualifies, unless sooner removed in accordance with Section 7 of this Article. Directors may apply to serve a second consecutive term for a maximum of six (6) years. Terms of directors shall be staggered so that, in general, one-third of the Directors

roll off the Board each year. Terms of directors shall begin immediately upon the conclusion of the election.

**Section 3. Qualifications.** The Board will be a competency-based board and diversity, equity and inclusiveness will be a priority in the selection of Directors. All Directors must be Active Members in good standing and practicing principals or assistant principals at the time of their election. A Director who retires in the last year of the Director's term may complete that term. A Director who is no longer a practicing principal or assistant principal is no longer qualified to serve as a Director and that Director's seat on the Board will become vacant as of the date of the change in that Director's employment status. A President or President-Elect who is no longer a practicing principal or assistant principal is no longer qualified to serve in office and there shall be a vacancy in the office as of the date of their change of employment status. A President who retires from employment by a school district or private school may nevertheless become the Immediate Past President upon the conclusion of the President's term of office.

**Section 4. Quorum; Voting.** A quorum for the transaction of business at every meeting of the Board shall consist of a majority of all the Directors. The majority vote of those Directors present at a meeting at which a quorum is present shall be sufficient to pass any measure or resolution of the Board, unless otherwise required by the Act, the Articles, or these Bylaws. In the absence of a quorum, a majority of the Directors present at a meeting may adjourn such meeting from time to time without further notice. The Directors present at a meeting that has been duly called and convened may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. A director shall not vote by proxy.

**Section 5. Action by Consent of the Board.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a unanimous written consent which sets forth the action is signed by each Director and filed with the minutes of the proceedings of the Board. A Director may indicate consent by means of an electronic transmission including the use of an electronic network or board portal.

**Section 6. Vacancies.** Vacancies on the Board shall exist in the case of the happening of any of the following events: (1) the death or resignation of a Director; (2) the removal of any Director in accordance with Section 7 of this Article; or (3) the authorized number of Directors is increased. The Board will decide if a vacant position will be filled or left vacant and will notify the Nominating Committee accordingly. If the Board decides to fill a vacant position, the Nominating Committee will nominate a candidate to fill the unexpired term for Board approval.

**Section 7. Removal and Declaration of Vacancy; Resignation.** The Board may remove any Director with or without cause and declare vacant the office of such Director at any regular or special meeting of the Board upon a two-thirds vote of all Directors then in office. No reduction in the authorized number of Directors shall result in the removal of any Director prior to the expiration of his or her term of office. Any Director may resign at any time by providing written notice to the Board and any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 8. Filling of Vacancies.** Vacancies on the Board shall be filled by a majority of the remaining Directors, or by a sole remaining Director, and the person filling the vacancy shall hold such office for the unexpired term and until their successor is duly elected and qualifies.

If the Directors accept the resignation of a Director tendered to take effect at a future time, the Directors may elect a successor to take office when the resignation becomes effective.

**Section 9. Regular Meetings.** A regular meeting of the Board of Directors of the Association shall be held at the site of the annual conference and at such other time, day, and place as shall be designated by the President and Chief Executive Officer. Notice of the time, day, and place of any regular meeting of the Board of Directors shall be given at least 14 calendar days prior to the meeting.

**Section 10. Special Meetings.** Special meetings of the Board of Directors may be called at the direction of the President or by the Executive Committee. Notice of the time, day, place, and purpose of any special meeting of the Board of Directors shall be given at least 48 hours prior to the meeting.

**Section 11. Notice.** The Secretary shall send notice of the date, time, and place of each meeting of the Board to each Director by personal delivery, mail, or other written form of communication. Notice may be also be given by electronic transmission consented to by the Director to whom the notice is given. Notice given by electronic transmission shall be deemed given: (a) if by electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice; (b) if by a posting on an electronic network, together with separate notice to the Director of such specific posting when such notice is directed to an address at which the Director has consented to receive notice, upon such posting or the giving of such separate notice; and (c) if by any other form of electronic transmission, when consented to by the Director.

**Section 12. Waiver of Notice.** Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

**Section 13. Place of Meetings.** The Board may hold regular or special meetings in or out of the District of Columbia. Any one or more directors may participate in a meeting of the Board of Directors by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 14. Conduct of Meetings.** At every meeting of the Board, the President, or in the absence of the President, the President-Elect, shall preside over the meeting. The chair of the meeting may appoint any person to act as secretary of the meeting for purposes of taking appropriate minutes of the proceeding.

**Section 15. Compensation.** A Director may not receive any compensation for their services as a Director; provided, however, upon approval by the Board, reimbursement for expenses for attendance at any annual, regular, or special meeting of the Board, or any committee thereof, shall be allowed. A Director who serves the Association in any other capacity may receive compensation for such other services, pursuant to a resolution of the Board.

**Section 16. Dual Service.** During their term of office on the Board of Directors, directors of the Association may not concurrently serve as a director, voting board member, officer, employee,

or contractor of a statewide association of principals that has an affiliate relationship with the Association ("State Affiliate").

## Article V—Officers

**Section 1. Number and Title.** The officers of the Association shall be a President, President-Elect, a Secretary, and a Treasurer.

**Section 2. Election; Term of Office.** All officers of the Association except the Secretary shall be elected by the Board at its annual meeting. The Chief Executive Officer shall appoint the Secretary who will not be a voting member of the Board. All officers of the Association except the Secretary shall be elected for terms of one (1) year with such terms beginning at the conclusion of the election. Each officer of the Association shall hold office until they resign, are removed or otherwise disqualified to serve, or until their successor shall be duly elected and qualifies.

**Section 3. Removal and Resignation.** Any officer may be removed, with or without cause, by a two-thirds vote of the Directors at any regular or special meeting of the Board. Any officer may resign at any time by providing written notice to the Board and any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4. Vacancies.** If any officer position becomes vacant by reason of the death, resignation, or removal of such officer, the Board shall elect a successor who shall hold such office for the unexpired term and until their successor is duly elected and qualifies.

**Section 5. President.** The President shall, in general, supervise and control all of the business and affairs of the Association, perform all duties incident to the office of the president of a corporation, including, but not limited to, the execution, on behalf of the Association, of any contract or agreement approved by the Board and have such other powers and perform such other duties as may be prescribed in these Bylaws or by the Board from time to time. The President shall be a Director of the Association. The President shall preside at all meetings of the Board of Directors and any meeting of the membership.

**Section 6. President-Elect.** The President-Elect shall, at the request of the President, or in the President's absence or during the President's inability to act, perform the duties and exercise the functions of the President, and when so acting shall have the powers and duties of the President. The President-Elect shall have such other powers and perform such other duties as are from time to time assigned to them by the Board or the President. The President-Elect shall succeed to the office of President.

**Section 7. Secretary.** The Secretary shall sign, with the President, such documents as are customarily attested to by the secretary of a corporation and shall keep minutes of meetings and forward such notices as may be required pursuant to the provisions of these Bylaws or by the Act. The Secretary shall keep and file the books, reports, statements and such other documents and records as may be required or necessary for the conduct of the Association's business. The Secretary shall exhibit at all reasonable times to any Director, upon application,



these Bylaws and the minutes of proceedings of the Board and any committees of the Association and shall perform such other duties incident to the office of Secretary as may be assigned by the Board or otherwise set forth in these Bylaws.

**Section 8. Treasurer.** The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association and for all records pertaining to the same and shall, at the request of the President or any Director, render an account of all transactions and perform such other duties as may be assigned from time to time by the Board. The Treasurer shall, at least annually, report to the Board on the financial condition of the Association. The Treasurer shall serve as the chair of the Finance Committee.

**Section 9. Immediate Past President.** The President shall succeed to the office of Immediate Past President at the conclusion of their term of office. The Immediate Past President shall chair the Nominating Committee and otherwise assist the President by performing duties and tasks as assigned by the President. The Immediate Past President is a nonvoting member of the Executive Committee. The Immediate Past President may remain in office without being a practicing principal due to a retirement or change in position.

**Section 10. Chief Executive Officer.** The Chief Executive Officer serves as the chief executive officer and is responsible for the management and operation of the Association.

**Section 11. Compensation.** Other than the Chief Executive Officer, officers do not receive compensation for their services but may be reimbursed for expenses.

## Article VI—Committees

**Section 1. Committees.** The Board may appoint from among the Directors an Executive Committee and such other committees as it deems appropriate. All such committees shall be composed of three (3) or more Directors. The Board may delegate to these committees any of the powers of the Board, except: (1) any power the Board is prohibited from delegating under the Act, or (2) the power to elect or remove Directors or officers or amend these Bylaws.

**Section 2. Committee Procedure.** The Board shall have the power to prescribe the manner in which proceedings of each committee shall be held. Unless the Board shall otherwise provide, the actions of each committee shall be governed by the following rules of procedure. The majority of the members of a committee shall constitute a quorum for the transaction of business, and the vote of a majority of those present at a meeting at which a quorum is present shall be sufficient to pass any measure or resolution of the committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the committee and filed for the minutes of a committee. The members of the committee may conduct any meeting thereof by telephone conference or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes a presence in person at a meeting. In the absence of any prescription by the Board or any applicable provision of these Bylaws, each committee may prescribe the manner in which its proceeding shall be conducted.

**Section 3. Standing Committees.** The Board will have six standing committees: Executive Committee, Finance Committee, Audit Committee, Governance Committee, Programs and Services Committee, and Nominating Committee. The Executive Committee will comprise the President, President-Elect, Immediate Past President, Treasurer, and chairs of the Audit Committee, Governance Committee, and Programs and Services Committee. The Chief Executive Officer will serve as a nonvoting member of the committee.

**Section 4. Committee Chairs.** The President, in consultation with the committee members, will present a list of proposed committee chairs for Board approval.

**Section 5. Nominating Committee.** A Nominating Committee comprising Board members and other Active Members will vet and slate candidates for Director and Officer positions. The Governance Committee will assess current and emerging needs of the Board in terms of diverse composition, as defined by Board policy, and share its assessment with the Nominating Committee to help inform its process. The Nominating Committee will comprise seven (7) members with staggered terms. The Immediate Past President will serve as the chair of the Nominating Committee and will be a voting member of the committee. In the event that there is no Immediate Past President or the Immediate Past President is not available, the Board shall elect another individual who is not a current member of the Board to serve as Chair of the Nominating Committee. The President-Elect will recommend three individuals to serve on the Nominating Committee for Board approval. Members of the Nominating Committee serve a single term of two (2) years. The Nominating Committee will solicit applicants from State Affiliates and the membership. NASSP members may submit nominations for themselves or for others. All nominees must be Active Members in good standing. The Nominating Committee will conduct outreach to the membership, manage the application process, vet applicants, and nominate one candidate for each open Director position and one candidate for the office of President-Elect for Board approval. An individual must be a current Director or within three (3) years of their Board service to be a candidate for President-Elect. The President-Elect must be a practicing principal or assistant principal.

## Article VII—Affiliated State Associations

Any state-level professional education association whose membership includes Active Members of the Association and who has a current affiliation agreement with the Association shall be considered an Affiliated State Association. The Board of Directors shall determine the qualifications and rights of Affiliated State Associations.

## Article VIII—Indemnification

**Section 1. General.** The Association shall indemnify any individual who: (1) is a present or former Director or officer of the Association; (2) entirely prevails in the defense of any proceeding, whether civil, criminal, administrative, or investigative; and (3) is a party by reason of service in that capacity, against reasonable expenses incurred by the individual in connection with the proceeding to the full extent permitted under the Act.

**Section 2. Advancement of Expenses.** Reasonable expenses incurred by a Director or officer who is a party to any proceeding, whether civil, criminal, administrative, or investigative, may

be paid or reimbursed by the Association, upon the approval of the Board, for the costs and expenses incurred by such person in connection with such proceeding in advance of the final disposition of the proceeding upon receipt by the Association of: (1) a written affirmation by the party seeking indemnification that they have a good faith belief that the standard of conduct necessary for indemnification by the Association as authorized herein has been met; and (2) a written undertaking by or on behalf of the party seeking indemnification to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

**Section 3. Exclusivity.** The rights of indemnification and advancement of expenses provided by the Articles or these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory) or agreement, both as to action in a person's official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Association, and such rights shall continue in respect of all events occurring while a person was a Director or officer and shall inure to the benefit of the estate, heirs, executors, and administrators of such person. All rights to indemnification and advancement of expenses under the Articles or these Bylaws shall be deemed to be a contract between the Association and each Director or officer of the Association who serves or served in such capacity at any time while this Section 3 is in effect. Nothing herein shall prevent the amendment of this Article VIII, Section 3, provided that no such amendment shall diminish the rights of any person hereunder with respect to events occurring or claims made before its adoption or as to claims made after its adoption in respect of events occurring before its adoption. Any repeal or modification of this Article VIII, Section 3 shall not in any way diminish any rights to indemnification or advancement of expenses of such Director or officer or the obligations of the Association arising hereunder with respect to events occurring, or claims made, while this Article VIII, Section 3, or any provision hereof, is in force.

## Article IX—Conflicts of Interests

**Section 1. Full Disclosure.** Any Director, officer, key employee or committee member having an interest in a contract or other transaction with the Association shall disclose such interest to the Board, or a proper committee thereof, for consideration, authorization, approval, or ratification and shall make a prompt, full, and frank disclosure of their interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse or potentially adverse to the Association's interests.

### Section 2. Procedure.

1. The Board, or the proper committee thereof to which such disclosure is made, shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction

is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and that a quorum was present.

2. The Board may adopt conflict of interest policies requiring:
  - A. Regular annual statements from Directors, officers, and key employees that disclose existing and potential conflicts of interest
  - B. Corrective and disciplinary actions with respect to transgressions of such policies

For purposes of this Article IX, a person shall be deemed to have an "interest" in a contract or other transaction if the person is the party (or one of the parties) contracting or dealing with the Association, or is a Director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with the Association other than corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Association.

## Article X—Sundry Provisions

**Section 1. Fiscal Year.** The fiscal year of the Association shall be the twelve calendar months period ending December 31 in each year, unless otherwise provided by the Board.

**Section 2. Books and Records.** The Association shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board and of any committee when exercising any of the powers of the Board. The books and records of the Association may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction.

## Article XI—Amendments

These Bylaws may be amended or repealed, or new Bylaws may be made and adopted, by the Directors by majority vote at any annual, regular, or special meeting of the Board at which a quorum is present, or by the unanimous written consent of all the Directors. Any proposed amendments must be provided to all Directors at least fifteen (15) calendar days prior to any vote or other action on the proposed amendments.

These Bylaws are adopted as approved by the Board of National Association of Secondary School Principals on March 23, 2020.

**Approved by the Board of Directors July 14, 2020**