

# **New England Educational Opportunity Association**

## *Constitution and By-Laws*

Approved by the Board of Directors on February 20, 1976

Revised March 28, 1985

Amended April 1, 1993

Amended April 9, 1997

Amended April 3, 2000

Amended April 15, 2004

Amended April 11, 2013

Amended April 7, 2016

### Article I. Name

#### Section 1:

The name of the organization shall be the New England Educational Opportunity Association, Inc., hereafter referred to as NEOA or The Association.

### Article II. Purpose

#### Section 1:

The mission of NEOA is to advocate for access to and success in postsecondary education for low income individuals, first generation college students and college students with disabilities and to develop the skills and knowledge of educational opportunity professionals working with this population.

To achieve this mission, educational opportunity program personnel and others committed to advancing educational opportunity come together in a work and study community:

- to further the expansion of educational opportunity programs,
- to provide professional development opportunities for educational opportunity program personnel,
- to make the policies and practices of colleges and universities more responsive to the needs of low income students,
- to further communication and cooperation amongst educational opportunity programs and personnel,

- to further public awareness of the needs of low income students aspiring to pursue or enroll in post secondary education,
- to form coalitions with organizations and individuals who have an interest in advancing educational opportunity, and
- to engage in other activities which strengthen the organization and advance our mission.

## Article III. Membership

### Section 1: Types of Membership

Membership in the Association shall be of four (4) types: (1) Active Professional, (2) Affiliate, (3) State Affiliate, (4) Honorary.

### Section 2: Active Professional Membership

a) Active Professional Membership shall be limited to those persons actively engaged in the administration or general operation, inclusive of instructional staff, of educational opportunity programs located in the states of Massachusetts, Rhode Island, Connecticut, Maine, Vermont, and New Hampshire. Persons qualifying for active Professional Membership should spend a significant and continuing portion of their full-time professional activities involved in the concerns of the students referred to in Article II.

b) Each Active Professional Member is entitled to one vote and is eligible to hold office as delineated in Article V, Section 3 of these bylaws.

### Section 3: Affiliate Membership

a) Affiliate Membership shall generally be those who support the purpose and objectives of The Association, as herein expressed, but not qualify under the membership categories of Article III, Section 2, or who would rather make their contributions in less visible or demanding roles.

b) Each Affiliate Member may have voice, but not vote in meetings of The Association and is not eligible to hold office.

### Section 4: State Affiliate

The six associations representing educational opportunity programs in the New England states shall participate as State Affiliates, to wit: Connecticut

Association of Educational Opportunity Personnel (CAEOP), Massachusetts Educational Opportunity Association (MEOA), Maine Educational Opportunity Association (MEEOA), New Hampshire Educational Opportunity Association (NHEOA), Rhode Island Educational Opportunity Association (RIEOA), and Vermont Educational Opportunity Programs (VEOP). Each State Affiliate shall have a vote on the Board of Directors, cast by its president.

#### Section 5: Honorary Membership

- a) Honorary Membership is open to any appropriate business, industry, foundation, organization, or individual who provides general support, including retired NEOA members.
- b) Honorary Members are designated as such by The Association's Board of Directors and receive recognition as may be deemed appropriate by the Board.
- c) Honorary Members are entitled to voice but not vote in meetings of The Association.

#### Section 6: Dues

- a) Annual Association dues for members and State Affiliates shall be established by the action of the Board of Directors on an annual basis.
- b) All members and State Affiliates (with the exception of Honorary Members) must pay dues annually to the Association in order to exercise the rights and privileges of membership as described above.

### Article IV. Officers and State Liaisons

#### Section 1: Officers

The Officers of the Association shall be: President, Past President, President Elect, Vice President, Secretary and Treasurer. All Officers will be elected in accordance with these bylaws during the annual meeting/convention of The Association's Delegate Assembly.

#### Section 2: Tenure

All elected Officers' terms will be one year and Officers with the exception of the President and President Elect may serve no more than two terms uninterrupted. The President Elect office will be limited to one year, after

which the President Elect will automatically succeed the President and serve that office for no more than one year.

### Section 3: Election

a) At least four months prior to the Delegate Assembly, the President shall appoint a Nominations and Election Committee, chaired by the immediate past President and comprised of not less than three members. This committee will solicit nominations through a direct paper or electronic mailing to the active membership and put forth a slate of candidates for election as officers, and shall notify the membership of those candidates at least thirty days prior to the Assembly. Other candidates may be nominated in writing at the Delegate Assembly. The chairperson of the Nominations and Election Committee must receive in writing a nominating form (available at the Assembly) with the name of the nominee and the office to which s/he has been nominated and said form must be signed by at least three active members of the Association.

b) Officers are elected by the eligible Association members and installed at the Delegate Assembly. All elected officers will assume their term starting September 1 of the current year. The election of officers will be accomplished through voting, either by absentee ballot (submitted to the Chairperson of the Nominations and Election Committee and postmarked at least ten days prior to the Delegate Assembly) or at the Delegate Assembly or, when necessary, through electronic means.

### Section 4: Duties of the Officers

a) The President shall be the chief elected officer of the Association, and shall preside at all general meetings of the Delegate Assembly. The President will be the chairperson of the Board of Directors and shall, with the advice and consent of the Board, appoint all chairpersons of standing and ad hoc committees. The President will be ex-officio member of all committees. The President shall in no way be employed by the Association.

b) The President Elect shall serve with the same powers as the President in the event that the President becomes incapacitated or resigns. The President may designate the President Elect as an ex-officio representative on any committees. The President Elect shall serve as a member of the Finance Committee.

c) The Vice President shall serve with the same powers as the President Elect in the event the President Elect becomes incapacitated or resigns. The primary duty of the Vice President will be to serve as organizer and chairperson of the

annual NEOA conference. The President may designate the Vice President as an ex-officio representative on any committees.

d) The Past President shall pass on to the incoming President, in a timely fashion, all documents and property of The Association to facilitate the smooth transition to the new Board. The Past President shall be available to advise the President and shall serve as chairperson of the Nominating Committee.

e) The Secretary shall have both recording and corresponding responsibilities. It shall also be the responsibility of the Secretary to incorporate quarterly reports of the Treasurer into the official records of The Association. The Secretary will submit all required legal reports to the State of Massachusetts Secretary of State's office. In the event the Secretary is not a resident of Massachusetts, the NEOA Board or designated subcommittee will appoint a Resident Agent who is a member of the Board and a resident of Massachusetts to fulfill such reporting duties in partnership with the Secretary.

f) The Treasurer shall be responsible for the receipt and expenditures of all funds in accordance with fiscal policies established by the Board of Directors. The Treasurer shall maintain appropriate and adequate financial records and shall be prepared at any time, at the direction of the Board, to surrender such records and monies to the Board or the succeeding Treasurer. The Treasurer will submit quarterly reports to the Association, submit an audited report at the annual meeting, and shall be under such bond as may be determined by the Board of Directors. The Treasurer shall serve on the Finance Committee.

g) The State Association Presidents shall be full members of the Association Board of Directors and shall represent the interests of the members of their respective State Affiliates.

h) The State Liaisons shall be full members of the Association Board of Directors and shall be elected by and represent the interests of the NEOA members in their respective states.

#### Section 5: Vacancies

Vacancies, unless otherwise provided for in this Constitution and Bylaws, will be filled as approved by a vote of the Board which, if necessary, may be by electronic means.

## Section 6: Impeachment

- a) The Board of Directors shall have the power to remove an officer. Removal of an officer may be effected, when in the best interest of The Association, by a three-fourths vote of the full Board of Directors.
- b) Before final action may be taken with respect to the removal of an officer, the affected officer must be notified in writing of the vote and advised of the reasons for the action in a written statement of particulars. The officer shall have until the next meeting of the Board, but in no case less than sixty (60) days, to effect remedial actions or otherwise bring himself or herself in compliance with the purposes, bylaws, or best interest of The Association.
- c) At its first meeting held at least sixty days after a notice to remove, the Board of Directors shall hear from the officer being removed, the reasons he or she wishes not to be removed. A three-fourths vote of the full Board of Directors shall be necessary to approve a motion to remove an officer.

## Article V. The Board of Directors

### Section 1:

The Board of Directors is comprised of the officers elected by the Delegate Assembly; six State Association Presidents; and six State Liaisons, one from each state, elected at the Delegate Assembly by The Association members from each respective state; and standing and ad-hoc committee chairpersons appointed by the President with consent of the elected Board members.

### Section 2: Meeting Times

The Board may be called into regular sessions by the President. There must be a minimum of five days notice to all current Board members. Meetings may be called on a shorter notice (special sessions) by the President or any three members of the Board. Meetings of the Board of Directors will be held five times per year or as otherwise determined by the full Board.

### Section 3: Voting Eligibility

- a) Each member of the Board of Directors is entitled to one vote, with the following exceptions:

- 1) In the case of a standing committee that has co-chairpersons, the President and Board of Directors will designate one of the cochairpersons as the voting member.
  - 2) Chairpersons of ad-hoc committees are non-voting members of the Board of Directors.
- b) The quorum for regular meetings and the Board's special sessions will be a majority of its voting membership.

## Article VI. The Delegate Assembly

### Section 1: Authority

The Delegate Assembly consists of the assembled membership of The Association. The supreme authority of The Association shall be the Delegate Assembly.

### Section 2: Time and Place of Meeting

The Delegate Assembly shall meet annually at a time and place fixed by the Board of Directors. Written notices must be mailed to the addresses of record of all members at least thirty (30) days before the meeting is held or sent electronically to the NEOA member listserv to which members are subscribed.

### Section 3: Membership and Voting Eligibility

- a) All categories of the Association membership are allowed to participate in Delegate Assembly meetings as stipulated in Article III of these bylaws.
- b) The Membership and Credentials Committee will certify and designate eligible voting members for each meeting of the Delegate Assembly.
- c) A quorum shall be a simple majority of those registered to vote at a meeting of the Delegate Assembly called by the Board of Directors.

## Article VII. Committees

### Section 1: Standing Committees

The Association shall have the following standing committees. The chairperson of each shall be established as per the provisions of Article IV, section 4a of

this Constitution. Each standing committee chairperson shall submit to the Board of Directors for approval a list of proposed committee membership.

a) Membership and Credentials:

It shall be the responsibility of the Membership and Credentials Committee to actively promote membership in the Association and to generally determine membership class and eligibility for purposes of participation in the Association's activities. The Membership and Credentials Committee shall, for each Association meeting, certify to the Board of Directors the names of eligible voters and shall also be responsible for monitoring and tallying votes when necessary.

b) Legislation & Education:

The Legislation and Advocacy Committee shall specifically address itself to the Association's goals and objectives listed in Article II, including regional support and coordination of state advocacy efforts.

c) Public Relations:

The Public Relations Committee shall address itself specifically to Association objectives delineated in Article II. It shall have the responsibility for public relations activities, including the association newsletter, and shall in other appropriate ways encourage scholarly efforts toward publications related to and supportive of Association philosophy and goals.

d) Finance Committee

The Finance Committee shall be responsible for monitoring all fiscal matters pertinent to The Association's activities. The Treasurer and the President Elect shall be members of this committee along with two additional persons appointed by the President with the consent of the Board of Directors.

e) Conference Committee:

The Conference Committee shall be responsible for organizing the Annual NEOA Conference and shall address itself specifically to Association objectives delineated in Article II. The Vice President shall serve as chairperson of this committee.



f) TRIO Day Committee:

The TRIO Day Committee shall be responsible for organizing the Annual NEOA TRIO Day Program, specifically addressing the Association's objectives as outlined in Article II.

g) Professional Development Committee:

The Professional Development Committee shall be responsible for organizing activities to address the professional development needs of the membership, specifically addressing the Association's objectives as outlined in Article II.

h) Nominating Committee

The Nominating Committee shall be responsible for ensuring a slate of candidates for the annual election. The Past President shall serve as chairperson of this committee.

i) Technology Committee

The Technology Committee shall be responsible for providing technology assistance to support the goals and objectives of the association as outline in Article II.

j) Development Committee

The Development Committee shall be responsible for providing coordination of fundraising efforts to advance NEOA's capacity to meet its mission, as outlined in Article II.

Section 2: Ad-Hoc Committees

Task-oriented ad-hoc committees may be established from time to time as the President and Board of Directors see fit. Such committees shall operate within the purposes and objectives of the Association, shall be specifically charged, and automatically dismissed upon completion of their task. Each ad-hoc committee chairperson shall submit to the Board of Directors for approval a list of proposed committee membership. The chairperson shall participate as a non-voting member of the Board of Directors.

### Section 3: Reports

Each committee shall make an annual written report of its activities and status to the Board of Directors at least fifteen days prior to the date of the annual meeting, and shall report at any time, as well as in writing at each board meeting, as requested to do so by the Board of Directors.

### Article VIII. Rule of Order

#### Section 1: Robert's Rules of Order Newly Revised, 11th Edition

by Henry M. Robert, III, Sarah Corbin Robert, William J. Evans, Daniel H. Honemann, Thomas J. Balch, Shmuel Gerber, Daniel E. Seabold, Da Capo Press, 2011 shall be the parliamentary authority for all proceedings of the Association unless otherwise specified in the bylaws.

#### Section 2:

The President shall appoint a parliamentarian for all meetings of the Delegate Assembly.

### Article IX. Indemnification

#### Section 1:

The Association hereby indemnifies each member of its Board of Directors, as described in Article V hereof, and each of its officers, as described in Article VII hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provisions in these bylaws, in a manner and to the extent permitted by applicable law.

#### Section 2:

The Association hereby indemnifies each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially that he or she reasonably believe to be in the best interests of the Association and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. All

determinations as to the foregoing by the Board of Directors shall be in the reliance upon the advice of independent legal counsel on questions involved.

### Section 3:

Every reference herein to a member of the Board of Directors or officer of the Association shall include every director and officer thereof or former director and officer thereof. This indemnification shall apply to all judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as stated. The right of indemnification herein provided shall be in addition to any and all rights to which any trustee or officer of the Association might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.

## Article X. Limitation on Activities

### Section 1:

The Association is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Sections 170 (c) (2) (b), 501(c) (3), 2055 (A) (2), and 2522 (a) (2) of the Internal Revenue Code. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinafter stated). No substantial part of the activities of The Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code. The Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any other provision herein, the Association shall not carry on any activities not permitted to be carried on by:

- a) an organization exempt from federal income taxation under Section 501 (a) of the Internal Revenue Code as an organization described in Section 501 (c) (3) of such code;
- b) an organization described in Section 509 (a) (1), (2) or (3) of the Internal Revenue Code as the case may be;

c) an organization, contributions to which are deductible under Sections 170 (c) (2), or 2552 (a) (2) of the Internal Revenue Code.

## Article XI. Dissolution of Final Liquidation

### Section 1:

On dissolution or final liquidation of the Association, the Board of Directors of the Association shall (after paying or making provisions to pay all debts, obligations, and liabilities) make adequate provisions to transfer, convey, or distribute all remaining assets of the Association to one or more of the following categories of recipients, as determined by the Board of Directors upon a majority vote;

a) a nonprofit organization or organizations, which may have been created to succeed the Association, as long as such organizations or each of such organizations shall then qualify as an organization exempt from federal income taxation under Section 501 (a) of such Code as an organization described in Section 170 (c) (2) and 501 (c) (3) of such Code; and/or

b) a nonprofit organization or organizations having similar aims and objectives as the Association and which may be selected as an appropriate recipient of such assets, as long as such organizations or each of such organizations shall then qualify as an organization exempt from federal income taxation under Section 501 (a) of such Code as an organization described in Sections 170 (c) (2) and 501 (c) (3) of such Code.

## Article XII. References

### Section 1:

References herein to sections of the Internal Revenue Code, as amended, are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States Internal Revenue law.

## Article XIII. Amending Procedures

### Section 1:

Proposals to amend these bylaws may be initiated by the Board of Directors, unanimous recommendation of a standing committee, or any one member qualifying for membership under Article III, Sections 2 and 3. If a proposal to

amend is initiated by an individual member, it shall be accompanied by a petition signed by at least 15% of the active membership. A proposed amendment will be certified to the Secretary at least forty-five (45) days before action is expected. The Secretary shall make such certified proposed amendments available to all members at least thirty (30) days either by paper or electronic mailing before expected action and no vote shall be taken until at least thirty (30) days after copies have been made available to the total membership of record.

#### Section 2:

The bylaws may be amended by: 1. a duly called meeting of the Delegate Assembly, and 2. by mail. In the first instance, a two-thirds (2/3) affirmative vote of all eligible members in attendance is required. In the event of a mail vote, a two-thirds (2/3) affirmative vote of all ballots returned is required. Ballots must be mailed within 30 days of postmark of the initial ballot.

#### Article XIV. Affirmative Action

##### Section 1:

The Board of Directors will act in all matters according to the most current affirmative action policy adopted by the Board. The Association will recruit, appoint, promote and compensate without regard to that individual's sex, race, color, religion, age, disability, status as a veteran, or national or ethnic origin; nor does NEOA discriminate on the basis of sexual orientation or gender identity or expression.