

**BYLAWS
OF
OHIO COUNCIL OF PROFESSORS OF EDUCATIONAL ADMINISTRATION (OCPEA)
(Revised, 04/06/18)
An Ohio Nonprofit Organization
Adopted by Membership September 28, 2005**

ARTICLE I. PURPOSES

- A. To promote research in educational leadership through our peer reviewed journal, *Leadership and Research in Education: The Journal of the OCPEA*.
- B. To conduct educational programs in the field of educational leadership.
- C. To provide information about educational administration to University officials, governing boards, legislatures, and the public generally.
- D. To inform members of the results in educational administration research being conducted or completed in this field.
- E. To inform members of the successful administrative practices and solutions related to problems of educational leadership.
- F. To study needed legislation which will further the practices of professional educational leadership.
- G. To facilitate the exchange of professors, internships for students, and when feasible, to share resources.
- H. To provide communities for collegial interaction on matters of program development and to disseminate information about such programs to administrators and other interested groups.
- I. To circulate notices of lectures and colloquia to appropriate members of the OCPEA and share professionals brought into Ohio from other states.
- J. To cooperate in surveys of demand and supply of administrators or various specializations in the state and to share to results with the members.
- K. To improve the image of educational leadership in every way possible; by research, dissemination of improved practices; and in other ways which will place educational administration in Ohio at the forefront of professional practice.
- L. To build partnerships with various stakeholders and interest groups.
- M. To review, discuss, and make recommendations on issues of concern such as: standards, alternative licensure, accreditation, entry year programs, legislative initiatives, and other timely issues.
- N. To honor exemplary educational leadership in the P-16 field by naming an outstanding exemplar.
- O. OCPEA is organized exclusively for educational purposes and operates with the meaning of section 501(c)[3] of the internal revenue code or corresponding section of any future federal tax code.

ARTICLE II. MEMBERSHIP

- 1. Membership shall be open to faculty participating in Ohio institutions of higher education graduate programs that prepare persons for roles in educational leadership.
- 2. Each University/College shall have one vote on each matter coming before the membership for a vote.

ARTICLE III. OFFICES

The organization may have an office at such place or places as the board of directors may from time to time determine or the business of the organization may require.

ARTICLE IV. MEMBERS' MEETINGS

1. **Place of Meetings.** Meetings of the members shall be held within or without the State of Ohio, as may be designated from time to time by the resolution or written consent of the members or by resolution of the board of directors.
2. **Annual Meeting.** An annual meeting of members for the election of directors and officers, and the approval of such other business as may properly come before the meeting shall normally occur in the fall of each year.
3. **Regular and Special Meetings.** Regular meetings of the members shall be held in the fall of each year. Special meetings of the members, for any purpose or purposes may be called upon by the President, the board of directors, or five percent (5%) of the members, provided one or more written demands are signed, dated, and delivered to a corporate officer which describe the purpose for which the special meeting is to be held. The business transacted at any special meeting of the members shall be confined to the purposes stated in the notice.
4. **Notice.** The corporation shall notify its members of the place, date, and time of each annual, regular and specific meeting of the members no fewer than ten (10), nor more than sixty (60) days before the meeting date. Notices may be by regular or electronic mail. Notice of an annual or regular meeting shall include a description of any matters which must be approved by the members concerning: authorization, approval or ratification of a conflict of interest transaction; indemnifications of persons; the adoption of amendments to the corporation's articles; an amendment to the corporation's Bylaws; a plan of merger; disposition of all or substantially all of the corporation's property; or dissolution of the corporation. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called.
5. **List of Members.** After fixing a record date for a notice of a meeting, the corporation shall prepare an alphabetical list of the names of all its members who are entitled to vote at the annual meeting. The list shall show the address and number of votes each Member is entitled to vote at the meeting. The list of members shall be available for inspection by any member, a member's agent or a member's attorney, upon written demand, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting at the corporation's principle office. The list of members shall be available at the meeting and any Member, a member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.
6. **Quorum.** A minimum of five percent (5%) of the full membership must be in attendance at a general meeting. Fifty percent (50%), plus one of the members in attendance shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by the statute. If, however, such quorum shall not be present or represented at any meeting of the members, the members present shall have power to adjourn the meeting from time to time for successive periods of not more than ninety (90) days, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourn meeting at which a quorum shall be present or represented, and business may be transacted at the meeting as originally scheduled.
7. **Required Vote.** When a quorum is present at any meeting, the vote of a majority of the members present shall decide any question brought before such meeting, unless the question is one upon which, by express provision of Ohio law, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such questions.
8. **Action by Written Consent.** Action required or permitted by law to be approved by the members may be approved without a meeting of members if the action is approved by at least eighty percent (80%) of the members in one or more written consents, signed by such members, and the consent or consents are delivered (regular or electronic mail) to the corporation for inclusion in the minutes or filing with the corporate records. Unless determined by law or by another

provision of these Bylaws, the record date for determining members entitled to take action without a meeting is the date the first Member signs the written consent. Written notice of the action approved without a meeting of members shall be given to all members who have not signed the written consent.

9. **Action by Written Ballot.** Action which may be taken at any annual, regular or special meeting of members may be taken without a meeting if the corporation delivers (regular or electronic mail) a written ballot to every Member entitled to vote on the matter. The written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals at least meeting at which the total number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, and specify the time by which the ballot must be received by the corporation in order to be counted. A written ballot may not be revoked.

ARTICLE V. DIRECTORS

1. **Number.** The number of directors to constitute the board of directors shall be one representative from each of the institutions of higher education (IHE) offering administration licensure unless and until changed by amendment to these Bylaws. Ex-officio directors, if any, shall be an addition to the number of directors provided in this Section and shall not be counted for quorum or voting purposes. (See # 6) Directors are nominated by the IHE they represent and then are confirmed by the OCPEA membership.
2. **Election; Classes; Terms of Office.**
At each annual meeting, successors to the class of directors whose term has expired shall be confirmed by the members. Each class of directors, so confirmed, shall serve a term of three (3) years or until successors are confirmed and qualified. If additional IHEs offer an administration licensure program their representative shall be added to the board of directors. Additional directors will be added to such class so as to keep the number of directors in said class as even as possible.
3. **Appointment of an Executive Director.** The Executive Director shall be appointed by the Board of Directors and shall hold the office at the pleasure of the Board. The Executive Director shall be the executive officer of the organization and serves as a member of the Board of Directors. The Executive Director's position may, with Board approval, be filled by the outgoing president, serving as the Past President, for a minimum of one year.
4. **Removal.** Directors who are their institution's representative may be removed, with or without cause, by the vote of a majority of all the members, at a meeting of the members called expressly for that purpose.
5. **Vacancies.** Any created vacancy in the office of Director shall be filled for the unexpired term by the affected IHE.
6. **Ex-Officio Directors.** The board may, from time to time, appoint ex-officio directors to assist them in their deliberations. At the time of the appointment, the length of time to be served and the specific duties will be determined.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

1. **Place of Meetings.** Meetings of the directors shall be held at such place, within or without the State of Ohio, as may be designated from time to time by resolution or written consent of the board of directors. Members of the board of directors may participate in a meeting of the Board by means of conference telephone, email, or similar communications equipment whereby all persons participating in the meeting in this manner shall constitute presence in person at the meeting.
2. **Annual Meeting Notice.** The first meeting of each newly elected Board members shall be held immediately after the annual meeting of the members, or at such time and place as shall be fixed by the vote of the members at the annual meeting or they may meet at such a time and place fixed by the consent in writing of all the directors. No notice of such meeting shall be necessary to the newly elected directors, provided a quorum shall be present.

3. **Regular and Special Meeting Notices.** Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by resolution of the board of directors or by written consent. Special meetings of the board may be called by the President or twenty-percent (20%) of the directors on two days' notice to each Director, either personally, or by first class mail or by electronic mail or by telephone.
4. **Notice Waiver.** A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the law, these Articles or these Bylaws, objects to lack of notice and does not vote for or assent to the objected action. Neither the business to be transacted at nor the purpose of, any regular or special meeting of the board of directors need be specified in any notice or waiver of notice of such meeting.
5. **Quorum.** At all meetings of the Board, 50% of all the directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, unless the action is one upon which, by express provision of the statutes, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control. If a quorum shall not be present at any meeting of the directors, the directors present thereat may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.
6. **Interest in Transaction.** No conflict of interest transactions between the organization and one or more of its directors shall be voidable on the basis for imposing liability on the Director, solely for the reason that a conflict of interest exists, or solely because the Director is present at or participates in the meeting of the board of directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purposes, if: (a) the material facts of the transaction and the Director's interest are disclosed or are known to the board of directors or committee and (b) the board of directors or committee approving the transaction in good faith reasonably believes that the transaction is not unfair to the organization. A conflict of interest transaction shall be approved if it receives the affirmative vote of a majority of the directors on the board of directors or committees who have no direct or indirect interest in the transaction, even though less than a quorum, but such a transaction may not be approved by a single Director. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee which authorizes the contract or transaction. For purposes of this Section, a conflict of interest transaction is a transaction with the organization when a Director has a material interest.
7. **Action Without Meeting.** Action required or permitted by law to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all Directors. The action shall be evidenced by one or more written consents: conference call, regular mail, electronic mail, in describing the action taken, signed or confirmed by each Director, and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date.

ARTICLE VII. COMMITTEES

1. **Executive Committee.** The Board of Directors, by a resolution adopted by a majority of the directors in office shall appoint at the organization's fall conference an Executive Committee of eight (8) members consisting of the Executive Director, Past President, President, President Elect, Secretary, Treasurer, Communications Director, and Senior Journal Editor. A simple majority of Executive Committee members shall be necessary and sufficient to constitute a quorum of the Committee for the transaction of business. The Executive Committee shall have and exercise all authority of the board of directors between meetings of the board of directors.
2. **Regular Committees.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more Board committees, each of which shall consist of two (2) or more directors. Such committees shall, to the extent provided in such resolution, have and exercise the authority of the board of directors.
3. **Special Committees.** Other committees of the corporation not having and exercising authority of the Board of Directors may be designated by a resolution adopted by the majority of directors pursuant to a meeting at which a quorum is present.

4. **Quorum; Required Vote.** At all meetings of committees, a majority of the members of the committee shall be necessary and sufficient to constitute a quorum for the transaction of business, except as specified above in the case of the Executive Committee, and the act of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee, unless the action is one upon which, by express provision of the statutes, the Articles of Incorporation, these Bylaws, or a resolution of the board of directors, a different vote is required, in which case such express provision shall govern and control. Provisions in these Bylaws pertaining to meetings of the Board shall also apply to a committee or committees of the Board.

ARTICLE VIII. NOTICES

1. Whenever, under the provisions of the statutes, the Articles of Incorporation, or these Bylaws, notice is required to be given to any Director or Member, such notice may be given orally or in writing.
2. Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, and filed with the minutes or corporate records, shall be deemed equivalent thereto.
3. Notice of any meeting required to be given under the provisions of these Bylaws or the laws of the State of Ohio shall be deemed to be waived by the attendance at such meeting of the party or parties entitled to notice thereof, except where a party or parties attend a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE IX. OFFICERS

1. **Officers.** The officers of the organization shall consist of a President, President- Elect, Secretary, Treasurer, and Past President and other such officers as the Board of Directors shall determine. The organization's slate of officers is also known as the Executive Committee. Any two or more offices may be held by the same individual, except that of holding concurrent President and President-Elect offices.
2. **Election and Term.** The Board of Directors shall elect a President, President-Elect, Secretary, Treasurer, and such other officers as the Board of Directors may determine. Such offices shall hold office for a one (1) year term (***with the exception of the treasurer's position, which will be a two-year term***) and may not succeed themselves unless there has been one (1) year between their terms of office. The Executive Director, if one is appointed, serves at the pleasure of the Board of Directors. At each subsequent annual meeting, the directors shall elect a President-Elect (who has served one year as a Director) a Treasurer, a Secretary and such other officers as the Board of Directors may determine for a one (1) year term.
3. **Removal.** Executive Committee officers may be removed, with or without cause, by the vote of a majority of all the members, at a meeting of the members called expressly for that purpose.
4. **Vacancies.** The Board of Directors will fill Executive Committee vacancies from the organization's membership.

ARTICLE X. DUTIES OF THE OFFICERS

1. **President.** The President shall preside at all meetings of the board and members at large in which he or she is present. S/he shall perform such duties as the Board of Directors may prescribe and shall see that all orders and resolutions of the Board are carried into effect.
2. **President-Elect.** The President-Elect shall perform such duties as shall be assigned and shall exercise such powers as may be granted by the Board of Directors or by the President of the organization. In the absence or disability of the President, the President-Elect shall perform the duties and exercise the powers of the President with the same force and effect as if performed by the President and shall be subject to all restrictions imposed on such office.

3. **Secretary.** The Secretary shall keep or cause to be kept a record of all meetings of the members and directors and shall record all votes and the minutes of all proceedings in a book to be kept for that purpose. He or she shall give cause to be given, notice of all meetings of the members and special meetings of the Board of Directors. He or she shall be responsible for authenticating the records of the organization and shall perform such other duties as may be prescribed by the Board of Directors or President.
4. **Treasurer.** The Treasurer shall have custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the organization, shall deposit all moneys and other valuable effects in the name and to the credit of the organization in such depositories as may be designated by the Board of Directors, and shall perform such other duties as the Board of Directors may prescribe.
5. **Past President / Executive Director:** The Past President shall ensure continuity during governance transitions and organizational change, help ensure the appropriate succession of Officers and Directors, support the President in his/her role, and provide continuity to the organization by providing historical context for issues. The Board of Directors can appoint the Past President to serve and fulfill the duties of Executive Director in the absence of an appointed Executive Director.
6. **Communications Director.** The Communications Director shall maintain the organization's web site and distribute materials to the organization's membership. He or she shall perform such other duties as may be prescribed by the President or the Executive Director. The organization's Past President, President and President Elect appoint the Communications Director to a three-year term with possible renewal.
7. **Senior Journal Editor:** The editor with the longest tenure will serve on the organization's Executive Committee. The duties of the Senior Journal Editor are detailed within the journal's policies document. The organization's Past President, President and President Elect appoint the Senior Journal Editor to a three-year term with possible renewal.
8. **Delegation of Power.** In case of absence of any officer of the organization or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or Director for the time being.

ARTICLE XI. PROHIBITIONS

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to, its directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions to qualified persons, such as the Executive Director (other than its directors, officers, and employees and their immediate families) in furtherance of the purposes set forth herein.
2. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise permitted by Section 501 (h) of the Code), and the organization shall not participate in nor intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.
3. Notwithstanding any other provisions of these Articles, the organization shall not directly nor indirectly carry on any other activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170 (c)(2) of the code (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XII. DISSOLUTION

Upon the dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the

Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes. In no event shall any such assets or property be distributed to any director, officer, or any private individual.

ARTICLE XIII. INDEMNIFICATION

The organization may indemnify any person who is or was a director, officer, employee or agent of the organization, or who is or was serving at request of the organization as a director, officer, employee, agent, of another corporation, partnership, joint venture, trust or other enterprise, against any cost, expense, or liability incurred by such person in or in connection with any threatened pending, or completed action, suit, investigation or proceeding; provided that no such indemnity shall indemnify any from or on account of such person's conduct which finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The organization may amend these Bylaws or enter into agreements that require such indemnity.

ARTICLE XIV. CHECKS

All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

ARTICLE XV. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January each year.

ARTICLE XVI. CORPORATE SEAL

The corporation shall not have a seal.

ARTICLE XVII. AMENDMENT OF BYLAWS

1. A motion to amend or repeal these Bylaws shall be presented by the Board of Directors or by a petition signed by ten (10) members and announced according to provisions in Article IV of these Bylaws.
2. An amendment to or repeal of these Bylaws shall be effective if approved by a majority of the members present at a duly called face-to-face meeting.
3. A vote on a motion to repeal these Bylaws may be conducted by mail or electronic ballot as provided for in Article IV-of these Bylaws.

ARTICLE XVIII. RECORDS

1. The organization shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or directors without a meeting, and a record of all actions taken by committees of the board of directors.
2. The organization shall maintain appropriate accounting records, and a record of its members. A copy of the following records shall be kept at the corporation's principal office: the Articles of Incorporation and all amendments to them currently in effect, these Bylaws and all amendments to them currently in effect, resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members, the minutes of all

meetings of members and records of all actions approved by the members for the past three (3) years, all written communications including financial statements to all members furnished to them for the past three (3) years, a list of the names and business or home addresses of the current directors and officers, the most recent annual report delivered to the Secretary of State, and appropriate financial statements of all income and expenses.