



### SECTION 3. Non-Discrimination Clause

FDEA affirms and promotes the full participation of individuals in all of our activities and endeavors including membership, programming, awarding of scholarships and hiring practices, without regard to race/ethnicity, color, national origin, gender, age, physical ability, sexual orientation, class, economic status, political affiliation, or cultural and religious background. Nothing in this statement shall be construed to prevent compliance with any obligation imposed by the American Disabilities Act of 1990.

## ARTICLE III MEMBERSHIP

SECTION 1: Individual Membership. Membership in FDEA is open to any practitioner or other person interested in post-secondary developmental education in Florida or any other state. Paid annual dues, proposed and approved by the Executive Board, constitute individual membership. The membership year is consistent with the fiscal year of FDEA (November 1 through October 31).

SECTION 2: Institutional Membership: Institutional membership is available to any college or university, public or private that chooses to join. Paid annual dues, proposed and approved by the Executive Board, constitute institutional membership. The membership year is consistent with the state fiscal year (July 1 through June 30).

## ARTICLE IV MEETINGS

SECTION 1: Annual Conference. A conference of FDEA shall be held annually. The Executive Board shall schedule time, place, and accommodations for the annual conference two years in advance.

SECTION 2: Business Meetings. The membership of FDEA shall meet in business session at least once during the annual conference. Members attending such meetings shall constitute a quorum for the transaction of business. If the Executive Board deems that any other meeting and/or conference should be held at which official FDEA business is to be conducted, the FDEA membership shall receive notification of all such official meetings at least thirty days in advance of the meeting.

SECTION 3: Executive Board Meetings. The Executive Board of FDEA shall meet at least twice during the inclusive dates of the annual conference and at such other times during the year as is deemed necessary by the President. A meeting immediately following closure of the annual conference serves as the transitional meeting of the outgoing and incoming Executive Boards. Attendance by a majority of the members of the Executive Board shall constitute a quorum

for the transaction of business. All Executive Board members shall receive notification of any meeting at least thirty days in advance of the meeting.

## ARTICLE V DUES

SECTION 1. Dues. The amount of the dues for FDEA shall be proposed and approved by the Executive Board. Paid annual dues constitute individual membership.

SECTION 2: Fiscal Year. The fiscal year of FDEA shall be November 1<sup>st</sup> through October 31<sup>st</sup> each year.

## ARTICLE VI EXECUTIVE BOARD

SECTION 1: Membership and Qualifications. The Executive Board shall consist of twelve elected members; ex-officio members; a representative of the Florida State Board of Community Colleges; a representative of the Florida College Reading Council; and, as necessary, appointed members. All members have voting rights. Each member of the Executive Board shall be a member in good standing of FDEA and, with the exception of the Florida State Board of Community Colleges, be a full-time employee of a postsecondary educational institution in Florida.

- a. Elected members. Twelve members are elected by FDEA to serve on the Executive Board. Six members are elected at each annual conference to maintain the status of twelve elected members. Preferably, each elected member shall have been a member of FDEA for at least one year prior to election.
- b. Ex-officio members. An Executive Board member who is completing his or her elected term and is willing to continue service on the Executive Board shall be retained as an ex-officio member for one year.
- c. Designated representatives. Two agency or council representatives serve on the Executive Board:
  - (1) Representative of the Florida State Board of Community Colleges.
  - (2) President of the Florida College Reading Council, *a sub-organization of FDEA*.
- d. Appointed members. FDEA members may be appointed annually by the President to the Executive Board for special tasks.

SECTION 2: Nomination and Election. Vacancies for elected positions on the Executive Board shall be filled annually through an electronic vote mailed to all FDEA membership two weeks prior to the annual conference.

- a. Nomination procedure. The Nominating Committee receives recommendation of potential candidates for the Executive Board from Executive Board members, from other FDEA members, and/or from an FDEA member who is interested in serving on the Executive Board. The slate of candidates for the Executive shall be presented by the Nominating Committee four weeks prior to the annual conference through electronic mail to all FDEA members. Members will be sent a link to the FDEA web site where all candidates will be introduced through biographical sketches and position statements.
- b. Election procedure. Ballots shall be sent through electronic mail to each FDEA member two weeks prior to the annual conference. FDEA members will make their choices for new board members through an electronic vote. Votes shall be counted electronically. The results of the election will be announced at the annual conference and the new slate of officers introduced at the first general session of the FDEA conference.

SECTION 3: Term of Office.

- a. Elected members. Elected members of the Executive Board shall serve a two-year term.
- b. Ex-officio members. Ex-officio members shall serve a one-year term unless they are serving as officers. An Executive Board officer who is re-elected to a second term may serve an additional one-year term as an ex-officio member. A Past President remains as an ex-officio member during the term of the President.
- c. Designated representatives. The representative of the Florida State Board of Community Colleges shall serve for the length of time determined by the Division of Community Colleges. The president of the Florida College Reading Council serves for the length of time of his or her presidency of the Florida College Reading Council.
- d. Appointed members. Appointed members shall serve one year or the portion of the year from the time of appointment. An appointed member may be reappointed for a special task by an incoming president.

SECTION 4: Assumption of Office and Attendance. Newly elected members shall assume office at the transitional meeting of the Executive Board, which occurs immediately following closure of the annual conference. Designated representatives and appointed members shall assume office at the Executive Board meeting immediately following the appointment. Executive Board members are expected to attend all meetings as scheduled for the year. Two consecutive absences may result in termination.

SECTION 5: Vacancies. A vacancy created by the resignation, termination, or other unforeseen circumstance of an elected Executive Board member may be filled by presidential selection from a list of qualified applicants from the FDEA membership and approved by the Executive Board. The selected member will remain in office for the period of the unexpired term and may subsequently become a candidate for an elected position.

SECTION 6: Duties. The Executive Board shall transact all necessary business of FDEA between regular business meetings; shall formulate and recommend policies to the membership; shall recommend an annual operating budget to the membership; shall recommend the amount of annual dues; shall plan the annual conference; shall publish and distribute to the membership a newsletter; shall review and act upon committee proposals, including ad hoc committees; shall review and, if necessary, revise the Bylaws or propose revisions designated by the Bylaws for approval by the membership; and shall carry out other activities as are directed by the membership.

## ARTICLE VII OFFICERS

SECTION 1: Officers. The officers of FDEA shall be President, Vice President, Secretary, and Treasurer. The Past President serves as an advisory ex-officio officer.

SECTION 2: Nomination and Election. The officers of FDEA shall be elected by the Executive Board from among its elected or incoming ex-officio members. Nomination and election of the officers shall take place at the transitional Executive Board meeting, which occurs immediately following closure of the annual conference. Nomination and election process of the officer(s) shall be moderated by the past president.

SECTION 3: Qualifications. In addition to being a member in good standing in FDEA, an officer shall be a member of the National Association of Developmental Education.

SECTION 4: Term of Office. The term of office for the President, Vice President, Secretary, and Treasurer will be one year. An officer may be re-elected for a second consecutive term of service. A re-elected officer may remain as an ex-officio Executive Board member. A Past President remains beyond his or her presidency as an ex-officio Executive Board member during the tenure of the President.

SECTION 5: Assumption of Office. Newly elected officers shall take office at the transitional meeting of the outgoing and incoming Executive Board members, which occurs immediately following closure of the annual conference.

SECTION 6: Vacancies. In the event that the presidency shall become vacant, the Vice President shall assume the presidency. The Executive Board shall then

elect from its elected or ex-officio membership a Vice President. Other officer vacancies that may occur shall be filled by the Executive Board from its elected or ex-officio membership. The officer selected shall complete the scheduled term of the vacant office. A member elected to fill an unexpired term may be subsequently elected at the Executive Board transitional meeting for a full term and, with the election, be recognized as being in his or her first year of the term.

#### SECTION 7: Duties

- a. President. The President shall preside at all general sessions and business sessions of FDEA and at all meetings of the Executive Board, including the transitional meeting of the outgoing and incoming membership of the Executive Board. At the transitional meeting, the agenda, which is established by the outgoing President, shall include the election of officers. After election of officers, the outgoing President, who becomes Past President, turns over at the meeting the FDEA leadership to the incoming President. The President shall appoint chairs of all committees that are not specified by the Bylaws. The President shall hold ex-officio membership on all committees and shall maintain official liaison between FDEA and any other representative bodies. The President shall authorize the expenditure and payment of any of FDEA's funds that have not been accounted for in the approved budget.
- b. Vice President. The Vice President shall preside at general sessions and business meetings of FDEA and the Executive Board in the absence of the President, serve on the Program Committee and the Bylaws Committee, and shall perform other related duties as assigned by the President.
- c. Secretary. The Secretary shall keep and distribute minutes of all business sessions of FDEA and of all Executive Board meetings; shall keep all records, excluding financial, of FDEA; and shall perform other related duties as assigned by the President.
- d. Treasurer. The Treasurer shall keep all financial records of FDEA; disburse funds as required by the approved budget or as approved by the President; provide a financial report to the membership at the annual business meeting; provide a financial report to the Executive Board at each of its meetings; serve as chair of the Budget Committee; and shall perform other related duties as assigned by the President.
- e. Past President. The Past President serves in an advisory and transitional role and fulfills assignments identified by the Bylaws and by direction of the President.

## ARTICLE VIII COMMITTEES

SECTION 1: Committees and Duties:

- a. Program Committee. The Program Committee chair shall be appointed by the President from the membership of the Executive Board at least a year in advance of the program to be chaired. Members of the committee shall include the Vice President and others appointed by the President on recommendation by the Program Committee chair. The Program Committee shall plan the program for the annual conference and fulfill other duties as set forth by the Executive Board.
- b. Nominating Committee. The Nominating Committee chair shall be appointed by the President from the membership of the Executive Board. The committee shall include members appointed by the President upon recommendation of the Nominating Committee chair. The Nominating Committee shall present a slate of candidates to FDEA at its annual conference to maintain twelve elected members on the Executive Board.
- c. Budget Committee. The Budget Committee shall be chaired by the Treasurer. Members of the committee shall include the President, the Vice President, the Past President, and others as appointed by the President on recommendation of the Budget Committee chair. The Budget Committee shall establish and maintain the operational budget of FDEA.
- d. Individual Membership Committee. The Individual Membership Committee Chair shall be appointed by the President from the membership of the Executive Board. The committee shall include members appointed by the President upon recommendation of the Individual Membership Committee chair. The Individual Membership Committee shall encourage membership in FDEA and maintain records of individual membership.
- e. Institutional Membership Committee. The Institutional Membership Committee Chair shall be appointed by the President from the membership of the Executive Board. The committee shall include members appointed by the President upon recommendation of the Institutional Membership Committee shall encourage membership of state public and private colleges in FDEA and maintain records of institutional membership.
- f. Bylaws Committee. The Past President shall serve as the Bylaws Committee chair. Members of the committee will include the President, the Vice President, and others as appointed by the President on recommendation of the Bylaws Committee chair. The Bylaws Committee shall review the Bylaws of FDEA and make recommendations to the Executive Board, as amendments are necessary. The Bylaws shall be amended by majority vote of the Executive Board.

- g. Exhibitors Committee. The Exhibitors Committee Chair is responsible for maintaining a database of vendors that support developmental education by exhibiting their materials at our annual conference and contributing financially to the conference expenses. This committee is charged with contacting/soliciting vendors, organizing the vendor show, advertising and public relations with the vendor companies.
- h. Registration Committee. The Conference Registration Chair is responsible for all tasks related to registration for the annual FDEA conference. The Chair will submit a conference attendee information form to the Program Chair for printing in the conference registration form. The Chair will be responsible for receiving all conference registration forms from conference attendees. The Chair will keep a record of the attendees and report to the Board and Membership of those in attendance. (Not required if conference planner is hired—09/06)
- i. Evaluation Committee. The Evaluation Chair is responsible for preparing, distributing, collecting and tabulating the individual session evaluations as well as the conference evaluations. The Chair is also responsible for returning the evaluations to the presenters either before the end of the conference or by mail after the conference. (Not required if conference planner is hired—09/06)
- j. Awards Committee. The Scholarship Committee Chair coordinates the administration of the **Excellence in Developmental Education Scholarship** awarded by the FDEA at the annual conference. This scholarship is open to all students who attend a college which is an institutional member of the FDEA and who meet all other criteria. Additional monetary scholarships may also be provided.

## SECTION 2: Regulations.

- a. Participants. Two members shall constitute the minimum membership of each committee.
- b. Reports. The chair of each committee shall submit reports to FDEA as necessary and to the Executive Board at regularly scheduled meetings of the Executive Board.
- c. Restriction of Duties. Committees may not commit FDEA to any obligation or expense unless specifically authorized to do so by the Executive Board.

## ARTICLE IX Business Affairs of FDEA

SECTION 1: Severable or Transferable Interest. No member shall have any severable or transferable interest in the property of FDEA.

SECTION 2: Appropriation of FDEA Funds. No appropriation of FDEA funds shall be made except pursuant to the authority of the Executive Board, as outlined in Article VI, Section 6.

SECTION 3: Control and Management. All property of FDEA shall be subject to the control and management of the Executive Board. Except upon the dissolution of FDEA, the Executive Board must approve in advance any accumulation or disposal of property.

SECTION 4: Dissolution of FDEA shall be in accordance with the laws of the state of Florida.

SECTION 5: Disposal upon Dissolution. Upon the dissolution of FDEA, none of its property shall be distributed to any of the members. All of its property shall be transferable to organization(s) the Executive Board determines to have purposes and activities most consonant with those of FDEA, provided that such organization(s) shall be exempt under Section 501(c) (3) of the Internal Revenue Code or corresponding provision of the Internal Revenue Laws.

SECTION 6: Challenge of Executive Decision to Dispose. In the event of dissolution, the Executive Board shall submit by mail to members in good standing a plan of dissolution and proposal to dispose of FDEA property if formally requested by a petition of not less than 20 members. Such a plan and/or proposal shall be mailed 60 days before any action is taken and must be supported by a plurality of members returning ballots. The voting shall be conducted in a fashion consistent with the election procedures as outlined in Article VI, Section 2b and administered by the Nominations Committee.

## ARTICLE X            AMENDMENTS

SECTION 1: Procedure. Upon recommendation of the Bylaws Committee, the Bylaws shall be amended by two-thirds vote of the Executive Board.