



*The mission of NAESP
is to lead in the advocacy and support
for elementary and middle level principals
and other education leaders in their
commitment to all children.*

NAESP BYLAWS

Preamble

We, the members of the National Association of Elementary School Principals, believe that the focal point of the school is the education of the child and that the educational program must help all children achieve their potential as contributing members of society.

We believe that in providing the foundation for the formal education young Americans receive, our elementary and middle schools must strive for excellence. Further, we accept the finding—and the challenge that goes with it—that the primary responsibility for the development of an effective educational program in each school is vested in the principal.

We are dedicated to ensuring that every child in America receives a quality education. We care about our country by caring deeply about children.

We believe that no barrier should separate a child from the best education a school can offer; that no form of discrimination be used to deny a child the opportunity to acquire a solid foundation in reading, writing, mathematics, critical thinking, and the values of friendship, compassion, honesty, and self-esteem.

We are committed to instructional excellence. We support the aspirations of teachers everywhere to give each child a quality school experience. We accept the challenge of the research showing that quality education in every school depends on the expertise, dedication, and leadership of the principal.

Article I. Name, Purposes and Governance

Section 1. Name

The name of this organization shall be National Association of Elementary School Principals (hereafter referred to in the Bylaws as the “Association”).

Section 2. Purposes

The purposes of the Association are:

- a) To help its members meet their responsibility for the development and maintenance of effective educational programs in elementary and middle schools.
- b) To support and promote the mission of the Association;
- c) To propose and advocate for or against policies or legislation at the federal level that impact principals;
- d) To facilitate positive educational leadership;
- e) To serve as the voice for elementary and middle-level principals;
- f) To enhance the image of the elementary and middle-level principal as an educational leader and to promote greater recognition of the professional skill and performance demanded by the position;
- g) To serve as an agency for the collection and dissemination of information pertinent to the elementary and middle-level principalship;
- h) To provide services such as publications, conventions, conferences, research, state and federal relations, and other services authorized by the governing bodies of the Association;
- i) To promote the principle of equal rights as defined by federal statute; and
- j) To strengthen relationships among principals, schools, parents, and communities.

Section 3. Governance

The Association shall be governed by the Articles of Incorporation, the Bylaws, and such actions as the governing bodies of the Association may take consistent therewith. Nothing in the Bylaws shall be construed to prevent the Association from pursuing objectives that are consistent with its stated purposes.

Article II. Membership

Section 1. Categories and Qualifications

The Association shall have regular and special categories of membership as determined by the Board of Directors, with recommendations from the Membership Committee.

Section 2. Rights and Benefits

Regular members of the Association shall be entitled to all of the Association's member services and benefits, including the right to vote. Only regular members who are principals or assistant principals assigned to a specific school(s) that are responsible for the supervision of teachers and children in that school may hold office. All special membership categories shall be entitled to the differentiated benefits of the Association, as determined by the Board of Directors, except the right to vote and to hold office.

Section 3. No Discrimination

The Association shall not deny membership in compliance with the federal statutes on non-discrimination.

Section 4. Property Interest of Members

All rights, titles, and interests, both legal and equitable, of a member in and on to the property of the Association shall end on the termination of membership.

Section 5. Membership Year

Membership shall be effective from the date of receipt of dues by the Association headquarters. July 1 shall be the date for the official membership count to determine any provisions contingent on the number of members.

Section 6. Membership Dues

Dues for all membership categories shall be determined by the Board of Directors.

Article III. General Assembly

Section 1. Composition

The General Assembly shall serve as a representative body of the membership of the association, and shall consist of the Board of Directors and the NAEPS State Representatives as the voting members, and other non-voting attendees.

Section 2. Meetings

- a) The General Assembly shall meet at least once a year at a date and location determined by the Board of Directors.
- b) A quorum shall be at least two-thirds of the NAEPS Board of Directors and at least 50 percent, in person or by proxy, of the NAEPS State Representatives attending the General Assembly.
- c) There will be two purposes of the General Assembly:
 - 1. An open forum for the discussion of emerging issues important to the profession and the Association.
 - 2. A business session, which shall include:
 - a) Annual report from the President on the state of the Association;
 - b) Introductions of the candidates for Vice President for a general membership election;
 - c) Consideration of other items, as deemed appropriate by the Board of Directors.

Article IV. Board of Directors

Section 1. Composition

The Board of Directors shall consist of the President, President-elect, Vice President, a representative from each of the membership zones, and the Executive Director (non-voting). In addition, the Board may elect up to two (2) At-Large directors by a majority vote. The membership zones shall be as follows:

Membership Zone 1: Connecticut, Delaware, Maine, Massachusetts, New Hampshire,
Rhode Island, Vermont,

Membership Zone 2: New Jersey, New York, Pennsylvania,

Membership Zone 3: Department of State Schools, District of Columbia, Maryland,
Ohio, Virginia, West Virginia,

Membership Zone 4: Alabama, Florida, Georgia, Mississippi, North Carolina, South
Carolina, Tennessee, Puerto Rico, Virgin Islands,

Membership Zone 5: Illinois, Indiana, Kentucky,

Membership Zone 6: Iowa, Michigan, Wisconsin,

Membership Zone 7: Alaska, Colorado, Minnesota, Montana, Nebraska, North Dakota,
South Dakota, Wyoming,

Membership Zone 8: Arkansas, Kansas, Louisiana, Missouri, New Mexico, Oklahoma,
Texas,

Membership Zone 9: Arizona, California, Hawaii, Idaho, Nevada, Oregon, Utah,
Washington, Guam, American Samoa.

The Board of Directors shall review the established membership zones and report to the General Assembly any revisions that may be necessary to ensure equitable representation. Such review of the membership zones shall be made according to policy. Reorganization of zones shall be by amendment of the Bylaws.

Section 2. Election of Zone Directors

During the year before the expiration of a zone director's term, the Association shall follow the procedures in this section to elect a new zone director. The same procedures shall be followed with a changed and compressed schedule to elect a zone director to fill the unexpired term of a vacant zone director's seat:

- a) No later than November 1 of each calendar year each interested candidate for the position of Zone Director shall electronically submit the designated NAESP Prospective Candidate Data Form to the NAESP Executive Director or designee.
- b) The Executive Director shall oversee the distribution of the prospective candidate information to the appropriate NAESP Zone Directors within thirty (30) days.
- c) Zone Directors shall electronically disseminate all applications received to the NAESP State Representatives in their zone and be responsible for chairing a process with the NAESP State Representatives for electing the next zone director.
- d) Should an NAESP State Representative be a prospective candidate, a substitute shall be designated by that NAESP-affiliated state association for the purpose of selecting the zone director.
- e) No later than the last day of voting for Vice President, each zone director shall submit to the President and the Executive Director the name of the newly elected zone director.

- f) If the zone director's seat is vacant, the President-elect or a zone director appointed by the President-elect shall perform the duties of the zone director as stated in subsections c) and e) of this section.

Section 3. Term of Office and Qualifications of Zone and At-Large Directors

Zone Directors shall each serve for a term of three years, commencing on August 1 following their election, with three (3) members retiring each year. The At-Large Director(s) are elected by the Board to serve a three-year term to represent the needs of the Association, as determined by the Board. No director may serve more than one term of office as Director, unless the Director is elected to serve an unexpired term, in which case the director may serve the remainder of the unexpired term and shall be eligible to be elected to another three-year term. During their terms of office, Directors must be regular members who are principals or assistant principals as defined in Article II, Section 2.

During the third year of the term, should specific, unforeseen circumstances occur which would impact the ability of that individual to complete the last year of a term of office as a practicing principal as defined in Article II, Section 2, that Board member may continue to serve in the final year of service, providing there is no conflict of interest as determined by NAESP's legal counsel between the ongoing business of the Association and the Board member's change of position.

Section 4. Filling Vacancies of Director Positions

In the event of a vacancy in the position of:

- a) At-Large Director: The Board of Directors shall elect a member in the same at-large category to serve the remainder of the unexpired term.
- b) Zone Director: The vacancy shall be filled in accordance with the policy stated in Article IV, Section 2, and the individual elected shall serve the remainder of the term.

Section 5. Powers and Duties

The Board of Directors shall:

- a) Establish Association goals and objectives;
- b) Act for the Association and make all policy decisions;
- c) Be responsible for approving the budget and provide fiscal oversight for the Association, including the general supervision of the reserve funds;

- d) Determine the date and location of meeting(s) of the General Assembly;
- e) Attend and serve as voting members of the General Assembly;
- f) Determine the Association dues of all membership categories;
- g) Approve membership benefits;
- h) Approve, for affiliation, a recognized state association which has the largest number of Association members and any related recognitions therein;
- i) Review all reports of Association officers and committees and provide appropriate reports to the General Assembly;
- j) Establish procedures for initiative, referendum, and recall;
- k) Censure, suspend, or expel, for cause, any member of the Association after due notice and hearing, by two-thirds vote of the Board of Directors;
- l) Vacate censure or reinstate a suspended or expelled member by a two-thirds vote of the Board;
- m) Establish committees;
- n) Develop guidelines for each committee to follow;
- o) Establish the fiscal year of the Association;
- p) Employ, supervise, and evaluate the Executive Director, and renew or terminate the contract;
- q) Continue in office in the event of national emergency and conduct the business of the Association until such time as operations can be carried on in the prescribed manner;
- r) Amend or appeal amendments to Bylaws and adopt revisions to the platform; and
- s) Have such other powers and perform such other duties as may be provided for in the Bylaws and by statute.

Section 6. Meetings

The Board of Directors shall meet at least three (3) times a year to conduct the business of the Association, one (1) meeting of which shall be held in conjunction with the annual meeting of the General Assembly. Directors may attend meetings in person or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A majority of the members of the Board shall determine the date and

location of meetings. Due notice of all meetings shall be given to all members of the Board. A quorum of the Board of Directors shall be two-thirds of all its members.

Article V. Officers

Section 1. Officers

The officers of the Association shall be the President, the President-elect, and the Vice President.

Section 2. Steering Committee

- a) Composition: The Steering Committee shall be comprised of the President, the President-elect, and the Vice President. The Executive Director shall serve as an ex-officio, non-voting member.
- b) Powers and Duties: The Steering Committee shall possess such powers and duties as authorized by the Board of Directors.

Section 3. Election of Vice President

- a) No later than October 1 of each calendar year, interested candidates for the office of Vice President shall submit a Prospective Candidate Data Form to NAESP Headquarters.
- b) The Nominating Committee will serve as a selection committee to ensure there are at least two (2) candidates for Vice President.
- c) The Executive Director shall oversee preparation and distribution of the ballots. The ballots may be sent to members as paper ballots, e-mail, facsimile, or another form of electronic ballot, but any member shall be entitled to cast only one form of the ballot. Information concerning the candidates for Vice President shall be included with the ballot, and space shall be provided on the ballot for write-in votes. The Executive Director shall submit the prospective candidate information to the Nominating Committee no later than December 1 of each calendar year.
- d) Voting shall open within five (5) business days following a general assembly and voting will close no later than ten (10) business days thereafter.

- e) NAESP'S legal counsel of record or its independent auditors will certify the election results.
- f) The election of the Vice President shall be determined by the candidate receiving the most votes of all valid ballots cast by the regular membership of the Association.
- g) In the event of a tie vote, a new election in accordance with the procedures and guidelines as outlined in Board policy shall be held immediately.

Section 4. Term of Office and Qualifications of Officers

- a) Term of Office: The term of office of the President, the President-elect, and the Vice President shall be limited to one (1) year, commencing on August 1, following the election.
- b) Qualifications: Any regular member who is a principal or assistant principal as defined in Article II, Section 2, may serve as an officer.
- c) No officer may serve more than one term as described in Subsection a), except as provided in Article V, Section 5 a).
- d) The Vice President shall become the President-elect and the President-elect shall become the President in the succeeding year.

Section 5. Filling Vacancies of Officer Positions

Vacancies occurring by reason of death, resignation, or other disqualification shall be filled as follows:

- a) A vacancy in the office of President shall be filled by the President-elect for the remainder of that term of office. He or she shall then be entitled to serve the one-year term as President following the expiration of his or her original term as President-elect.
- b) A vacancy in the office of President-elect shall be filled by the Vice President for the remainder of that term of office. He or she shall then be entitled to serve the one-year term as President-elect following the expiration of his or her original term as Vice President.
- c) In the case of a vacancy in the office of Vice President, the President shall, within ten (10) days after the vacancy occurs, instruct the Executive Director to initiate the election process, as prescribed in the Bylaws. The President's instructions to the

Executive Director shall include a changed and compressed schedule for the election of the Vice President by the membership.

Section 6. Powers and Duties

- a) President: The President is the chief officer of the Association and shall:
 - 1) Serve as an ex-officio voting member and presiding officer of the Board of Directors;
 - 2) Serve as presiding officer of the annual meeting of the NAESP State Representatives;
 - 3) Serve as an ex-officio voting member to and presiding officer of the General Assembly;
 - 4) Represent and speak for the Association on matters of policy, or assign responsibility for such functions;
 - 5) Review Association policies and recommend priorities to be considered by the Board of Directors;
 - 6) Meet regularly with the other officers of the Association;
 - 7) Delegate duties to the President-elect, Vice President, and Executive Director;
 - 8) Propose the agenda for meetings of the governing bodies of the Association;
 - 9) Except as otherwise provided in the Bylaws, appoint all chairpersons and members of Association committees;
 - 10) Serve as an ex-officio non-voting member of all Association committees except the Nominating Committee; and
 - 11) Have such other powers and duties as are authorized by the Board of Directors.
- b) President-elect: The President-elect shall:
 - 1) Serve as an ex-officio voting member of the Board of Directors and as an ex-officio voting member at the General Assembly;
 - 2) Serve as chairperson of the Resolutions Committee;
 - 3) Act for the President when the President is unable to perform the duties of this office; and
 - 4) Perform other duties as directed by the President or the Board of Directors.
- c) Vice President: The Vice President shall:

- 1) Serve as an ex-officio voting member of the Board of Directors and as an ex-officio voting member at the General Assembly;
- 2) Serve as chairperson of the Membership Committee; and
- 3) Perform other duties as directed by the President or the Board of Directors.

Article VI. NAESP State Representatives

Section 1. Allocation

- a) There shall be one Representative from each NAESP-affiliated state association and the District of Columbia.
- b) Definitions:
 - 1) The phrase “NAESP State Representative” shall include such representative;
 - 2) The word “state” shall include such geographic area;
 - 3) The phrase “state association” includes the association of elementary and middle level principals in such area that has been recognized by the Association.
- c) The recognized state association shall be the state organization that has the largest number of Association members.

Section 2. Selection

The NAESP State Representative shall be elected by the recognized state association.

Section 3. Term of Office and Qualifications

- a) The NAESP State Representative shall serve for a three-year term commencing when elected to take office at the state level. No NAESP State Representative may serve more than two (2) consecutive terms.
- b) The NAESP State Representative shall be a regular, dues-paying principal or assistant principal member of the Association and of the recognized state association.

Section 4. Filling of Vacancies

In the event that an NAESP State Representative does not complete the three-year term, the governing body of the recognized state association shall designate a successor to fill the unexpired term.

Section 5. Powers and Duties

Last updated: 10-2017

NAESP State Representatives shall:

- a) Serve as liaison between the Association and his/her respective recognized state association;
- b) Coordinate the Association membership campaigns within his/her respective state;
- c) Advise the Board of Directors on policies and programs;
- d) Meet as a leadership group once a year;
- e) Select the Nominating Committee and the chairperson thereof;
- f) Serve as a voting member of the General Assembly. Each NAESP State Representative shall be allotted votes based on the number of regular Association members in his/her recognized NAESP-affiliated state association, as specified below:
 - 1) 0 to 99 regular members: one vote
 - 2) 100 to 199 regular members: two votes;
 - 3) 200 to 299 regular members: three votes;
 - 4) 300 to 399 regular members: four votes;
 - 5) 400 to 699 regular members: six votes;
 - 6) 700 to 999 regular members: eight votes; and
 - 7) 1000 regular members and up: ten votes;
- g) Comply with Article IV, Section 2 c) and f) for the purpose of filling zone director vacancies; and
- h) Perform other duties according to policy.

Article VII. Executive Director

Section 1. Term of Employment

The Executive Director shall be employed by the Board of Directors. The Board of Directors shall contract with the Executive Director for a period of not more than four (4) years. The Executive Director's contract may be renewed.

Section 2. Powers and Duties

The Executive Director, as chief executive of the Association, shall be responsible to the Board of Directors, and shall:

- a) Serve as an ex-officio, non-voting member and secretary of the Board of Directors and General Assembly;
- b) Serve as secretary and treasurer of the Association;
- c) Prepare, with the advice of the Board of Directors, programs for the Association;
- d) Be responsible for the employment, supervision, evaluation, and dismissal of all Association employees in accordance with personnel procedures established by the Board of Directors;
- e) Prepare an annual budget for submission to the Board of Directors;
- f) Receive all funds and be responsible for their safekeeping, accounting, and audit;
- g) Prepare an annual report on Association activities, an annual financial report, and other such reports as prescribed by the Board of Directors;
- h) Be responsible for the preparation and distribution of records of meetings of the General Assembly and the Board of Directors; and
- i) Keep the official seal of the Association and perform other such duties as prescribed by the Board of Directors.

Article VIII. Committees

Section 1. Standing Committees

- a) Nominating Committee
 - 1) Composition: The Nominating Committee shall consist of a chairperson and eight other members, one from each zone, elected by the State Representative for a term of one year. Not more than four of the members of the committee shall be State Representatives. None shall be members of the Board of Directors. Names of the Nominating Committee shall be published at least 60 days prior to the meeting of the Committee.
 - 2) Powers and Duties: The Nominating Committee shall select at least two names as candidates for the position of Vice President to be filled on the Board of Directors. The Committee shall submit the names to the Executive Director, who shall prepare and send the ballots.
- b) Resolutions Committee

- 1) Composition: The Resolutions committee shall consist of the President-elect as chairperson, Vice President and one (1) member from each zone, who shall be appointed by the President for three-year terms. Alternates shall be appointed by the President as needed, serving the same term as each appointed member from that zone.
 - 2) Powers and Duties: The Resolutions Committee shall:
 - a) Encourage members to initiate resolutions;
 - b) Review resolutions for updating the platform, recommend changes if any, and submit them to the NAESP Board of Directors, who shall inform the General Assembly.
- c) Membership Committee
- 1) Composition: The Membership Committee shall consist of the Vice President as chairperson, President-elect, and one (1) member from each zone, who shall be appointed by the President for three-year terms. Alternates shall be appointed by the President as needed, serving the same term as each appointed member from that zone.
 - 2) Powers and Duties: The Membership Committee shall:
 - a) Encourage recruitment and retention of members;
 - b) Review categories of membership and related member benefits and services; and
 - c) Perform other duties as assigned by the NAESP Board of Directors.

Section 2. Special Committees

The Association shall provide for special concerns through committees as deemed necessary by the Board of Directors.

Article IX. Finance

Section 1. Financial Records and Accounts

Association financial records and accounts shall be the property of the Association and shall be open to inspection by any member upon written request to the Executive Director.

Section 2. Reserve Funds

Last updated: 10-2017

The Reserve Funds shall consist of the real properties and long-term investments of the Association, together with any other funds or properties received by gift, bequest and devise, and accrued income from Reserve Funds investments. The Reserve Funds shall be in the charge of the Board of Directors, which shall provide for the investment and safekeeping of such funds. The Board of Directors shall report the conditions of the funds to the General Assembly.

Section 3. Grants

The Association may receive grants and may deposit and expend these funds according to terms of the grantor and accepted by the Board of Directors.

Section 4. Distribution of Assets

No part of the net income, revenue, and grants of the Association shall inure to the benefit of any member, officer, or any individual except that reasonable compensation may be paid for services rendered. No member, officer, or individual shall be entitled to share in the distribution of any part of the assets of the Association on its dissolution or liquidation. In the event of such dissolution or liquidation, the assets of the Association, after payment of debts and obligations, shall be transferred to one or more organizations either with federal tax exemption for charitable and educational uses, or with objectives similar to those of the Association. The receiving organization(s) shall be designated by the Board of Directors at its final meeting.

Article X. Parliamentary Authority

Robert's Rules of Order, Newly Revised shall be the authority governing all matters of procedure not otherwise provided for in the Articles of Incorporation and the Bylaws or by the actions of the governing bodies of the Association.

Article XI. Amendment of Articles of Incorporation and Bylaws

Section 1. Bylaws

The Bylaws shall be amended according to the following procedures:

- a) A proposal to amend or repeal the Bylaws may be proposed by:
 - 1) The Board of Directors by at least a two-thirds vote during a meeting at which a quorum of the Board is present.

- 2) A petition containing at least 200 signatures of regular members representing at least four (4) different states. The required minimum number of signatures must be divided equally among the states represented.
 - 3) The proposed amendment or repeal of the Bylaws must be submitted in writing to the President, who shall refer it to the Board of Directors for action.
- b) The Board of Directors may amend or repeal the Bylaws by a two-thirds vote at a meeting at which a quorum of the Board is present, except as stated in subsections c) and d) of this section. The President shall notify the membership when the Bylaws have been amended.
 - c) Without a vote of the General Assembly, the Board of Directors may not amend the Bylaws to increase the quorum or voting requirements of the Board of Directors or of the NAESP State Representatives of the General Assembly.
 - d) Without a vote of the members, the Board of Directors and the General Assembly may not amend the Bylaws to require cause to remove a director or specifying what constitutes cause to remove a director.

Section 2. Articles of Incorporation

The Articles of Incorporation shall be amended according to the following procedures:

- a) An amendment to the Articles of Incorporation may be proposed by:
 - 1) The Board of Directors by at least a two-thirds vote during any meeting at which a quorum of the Board is present.
 - 2) A petition containing at least 200 signatures of regular members representing at least four different states. The required minimum number of signatures must be divided equally among the states represented.
- b) A proposed amendment to the Articles of Incorporation must be submitted in writing to the President, who shall refer it to the Board of Directors for action. A two-thirds vote of the Board of Directors at which a quorum of the Board is present shall be required to adopt a proposed amendment.
- c) If the Board of Directors adopts the proposed amendment, then it shall be submitted to the General Assembly for a vote. Copies of the proposed amendment shall be distributed to the voting members of the General Assembly at least thirty (30) days before it meets to consider the proposed amendment. The President shall notify the

- membership when the articles of incorporation have been amended.
- d) An amendment to the Articles of Incorporation shall become effective upon filing the amendment with the Office of the Mayor of the District of Columbia.

**The official NAESP Bylaws document is on file at NAESP headquarters.

Last updated: 10-2017