

BY LAWS

of the



Amended October 3, 2012

Amended September 15, 2010

Amended December 9, 2009

Amended January 30, 2009

Amended September 24, 2008

Amended May, 3, 2008

Amended October 20, 2004

Amended July 14, 2003

Revised May 15, 2003

May 10, 2002 (Incorporated)

ARTICLE I

OFFICES

The principal office of the National Alternative Education Association, Inc. (known as the "Corporation" in the Articles of Incorporation, and hereinafter the "Association") shall be established and maintained as designated in the Articles of Incorporation. The Association may also have offices at such places within or without the state of Florida as the Board of Directors may from time to time establish.

ARTICLE II

PURPOSE

Section 1. The purposes for which the Association is formed are those set forth in its Articles of Incorporation.

Section 2. The Association is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Association is distributable to or inures to the benefit of its directors or officers except to the extent permitted under the Not-for-Profit Corporation Laws of the state of Florida. The Association shall not participate in the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. The Association may lease, and, by gift, devise, or purchase, own and operate real estate for corporate purposes; and the Association may also solicit donations and accept money or personal property in aid of its purposes and to maintain the same.

ARTICLE III

MEMBERS

Section 1. Any individual who subscribes to the purposes and basic policies of the Association may become a member of the Association subject only to compliance with the provisions of the Articles of Incorporation and the By Laws.

Section 2. Membership will be offered to students and individuals (non-students). Only persons 18 years of age or older may join the Association.

Section 3. Only members in good standing with the Association shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

Section 4. Membership in the Association is complimentary to persons who attend the Annual Meeting or who join at <http://www.the-naea.org>.

ARTICLE IV

OFFICERS

Section 1. Officers

Section 1.1. The officers of the Association shall consist of a President, Vice President, a Secretary, a Treasurer, and seven (7) Directors-at-Large.

Section 1.2. The terms of office of the Officers and Directors are established as follows:

Director, Chairperson, and President	Two years
Director and Vice President	Two years
Director and Treasurer	Two years
Director and Secretary	Two year
Director At-large I	Two year
Director At-large II	Two year
Director At-large III	Two years
Director At-large IV	Two years
Director At-large V	Two years
Director At-large VI	Two year
Director At-large VII	Two year

Section 1.3. Members will elect Officers and Directors at the annual meeting according to the following schedule.

Director, Chairperson, and President	Odd numbered years
Director and Vice President	Odd numbered years
Director and Treasurer	Odd numbered years
Director and Secretary	Odd numbered years
Director At-large I	Odd numbered years
Director At-large II	Odd numbered years
Director A-large III	Odd numbered years
Director At-large IV	Even numbered years
Director At-large V	Even numbered years
Director At-large VI	Even numbered years
Director At-large VII	Even numbered years

Section 1.4. Officers shall assume their official duties following the adjournment of the Annual Meeting at which they are elected.

Section 1.5. Office-holding Limitation. No member shall hold more than one office at a time, and no member shall be eligible to serve more than four consecutive years in the same office.

Section 1.6 Executive Officers: (President, Vice President, Treasurer, and Secretary) must be a current BOD member in good standing for full term to qualify to run for the aforementioned offices.

Section 1.7 Past President-Position created as a non-voting advisor for 1 year term (expenses to conference and BOD Retreat Covered) immediately following last eligible term served in the position.

Section 2. Annual Election of Officers

Section 2.1. The Annual Election of Officers shall be conducted by the Ballot Method.

Section 2.2. The Board of Directors shall appoint a Nominating Committee and its Chairperson. The Nominating Committee shall be composed of three Members, including the Chairperson, who will be appointed at a regular meeting of the Board at least 150 days prior to the election.

Section 2.3. The Board of Directors shall empower the Nominating Committee to receive nominations and conduct the Annual Election of Officers by the Ballot Method and as provided in the Nominating Committee CHARTER, the corporation Policy for Elections, and the corporation Procedures for Elections.

Section 2.4. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

Section 3. Vacancy. A vacancy occurring on any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board of Directors, notice of such election having been given, In case a vacancy occurs in the office of President, the Vice President shall serve notice of the election.

Section 3.1 Executive Board Vacancy Process: Step 1: Ascendancy as follows: President-Vice President-Treasurer-Secretary-Senior (Longest Tenured) Director (Position offered in order to complete term and vacated position filled by current BOD member) Step 2: If vacated and not filled through ascendancy, open to any current BOD member. BOD final majority vote required

Section 4. Duties

Section 4.1. The President shall preside at all meetings of the Association and of the Board of Directors at which the President may be present; shall perform such other duties as may be prescribed in these By Laws or assigned to the President by the Association or by the Board of Directors and shall coordinate the work of the Officers and Committees of the Association in order that the purpose of said duty may be promoted.

Section 4.2. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that Officer to act.

Section 4.3. The Secretary shall record the minutes of all meetings of the Association and of the Board of Directors and shall perform such other duties as may be delegated to him.

Section 4.4. The Treasurer shall have custody of all of the funds of the Association; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Association, Board of Directors, or a special committee. The Treasurer shall present a financial statement at every meeting of the Association and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of accounts and records as to conform to the requirements of the By Laws.

The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the Board of Directors at least two weeks before the annual meeting.

Section 4.5. All Officers shall

Perform duties prescribed in the parliamentary authority in addition to those outlined in these By Laws and those assigned from time to time; and

Deliver to their successors all official material not later than ten days following the election of their successors.

ARTICLE V

MEETINGS

Section 1. The President shall announce the date, time and place of the Annual Meeting of the members at least 120 days in advance of the first day of the Annual Meeting.

Section 2. Reserved.

Section 3. A Quorum is the number of members present at a regular, annual, or special meeting of the members.

Section 4. Each member shall be entitled to one vote at each meeting of the members and upon each proposal, matter or motion.

Section 5. All proposals, matters, and motions presented at a meeting of the members shall be decided by a majority vote of the members who vote "yes" or "no" at said meeting.

ARTICLE VI

BOARD OF DIRECTORS [The Executive Board]

Section 1. The Board of Directors may consist of the Officers of the Association. Each Director shall be at least eighteen years of age. The members of the Board of Directors shall serve until the election and qualification of the successors.

Section 2. Duties of the Board of Directors

Section 2.1. To transact necessary business in the intervals between meetings of the Association and such other business as may be referred to it by the Association;

Section 2.2. To create standing committees;

Section 2.3. To approve the plans of work of the standing committees;

Section 2.4. To present a report at the regular meetings of the Association;

Section 2.5. To appoint an auditor or auditing committee at least two weeks before the annual meeting to audit the Treasurer's accounts;

Section 2.6. To prepare and submit to the Association for approval a budget for the fiscal year; and

Section 2.7. To approve routine bills within the limits of the budget.

Section 3. Regular meetings of the Board of Directors shall be held once a month. A majority of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board upon five days written notice.

Section 3.1. Each Director shall be entitled to one vote at each meeting of the Directors and upon each proposal, matter or motion.

Section 3.2. All proposals, matters or motions presented at the Board of Directors meeting shall be decided by majority vote of the Directors present for said meeting.

Section 3.3. The Board of Directors may meet in person or by videoconference or teleconference.

Section 4. Removal

Directors shall be automatically removed from office at the end of the third meeting from which the member is absent, unless the Board of Directors, by majority vote of members entitled to vote, declares that one or more of the member's absences are excused.

ARTICLE VII

COMMITTEES

Section 1. The Board of Directors may create such Standing Committees as it may deem necessary to promote the purposes and carry on the work of the Association. The term of each Chairperson shall be one year and until the election and qualification of a successor.

Section 2. The Chairperson of each Standing Committee shall propose a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

Section 3. The power to form special committees and appoint their members rests with the Association.

Section 4. The President shall be a member ex officio of all Standing Committees except the Nominating Committee.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised (10th Edition) shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By Laws and any special rules of order the Association may adopt.

ARTICLE IX

AMENDMENTS

These By Laws may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors of the Association.

ARTICLE X

SEAL

The Seal of the Corporation (known also as the "Association") shall be as more particularly shown in the following impression:

ARTICLE XI

BASIC POLICIES

Section 1. The Association shall be noncommercial, nonsectarian, and nonpartisan.

Section 2. The name of the Association or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not related to promotion of the purposes of the Association.

Section 3. The Association may cooperate with other organizations and agencies concerned with **[child welfare]** but persons representing the Association in such matters shall make no commitment that binds the Association.

--- Nothing Follows ---