

BYLAWS

of the

NATIONAL RURAL EDUCATION ASSOCIATION

Approved: August 2023

ARTICLE I - Name and Purpose

Section 1 The name of the organization shall be the National Rural Education Association (NREA).

Section 2 The purpose of the NREA shall be to serve as a national advocate and representative for rural education.

ARTICLE II—Organization

Section 1 The Association shall be governed by Association Bylaws and by administrative procedures and policies adopted by the Executive Board.

Section 2 The fiscal year of the Association shall begin July 1 of each year and end June 30 of the following year.

Section 3 The Association shall not engage in any activity which would be inconsistent with the status of an educational and charitable organization as defined in Section 501(c)(3) of the Internal Revenue Code of 1954 or with any subsequent provision thereof.

ARTICLE III—Membership

Section 1 Membership in the Association shall be open to persons and organizations interested in advancing the purposes of the Association.

Section 2 Types of memberships and benefits of membership shall be established by the Executive Board and shall include, at a minimum, Individual, School District, and State Affiliate memberships.

Section 3 Membership dues for all memberships shall be recommended by the Executive Director and Ways and Means Committee and approved by the Executive Board.

Section 4 Students are welcome to attend all NREA events.

Section 5 Membership may be terminated by resignation, non-payment of dues, or expulsion by a two-thirds vote of the Executive Board

ARTICLE IV—Meetings

Section 1 The Association will hold a Membership Meeting at least once per year. Meetings may be held virtually.

Section 2 The Executive Board shall meet at least once a year and as often as necessary to conduct the business of the Association.

Section 3 Meetings may be called by the President or the Executive Director.

Section 4 A quorum at any official Membership Meeting of the NREA shall consist of 25 members.

Section 5 Any Voting Member may vote.

Section 6 Robert's Rules of Order, Revised, shall govern the conduct of a Membership Meeting and all other committees and sub-committees established by the Association.

ARTICLE V—Executive Board and Executive Committee

Section 1 The President-Elect Designate shall serve one year in each of 5 roles: President-Elect Designate, President-Elect, President, Immediate Past-President and Past-President. Should a vacancy occur in the President or President Elect positions the office-holder(s) below shall move up to fill the vacancy left by the office-holder(s) ahead.

The lowest vacated office, the President-Elect Designate shall be filled at the next election.

Section 2 The Executive Committee shall consist of President-Elect Designate, President-Elect, President, Immediate Past-President and Past-President.

Section 3 The Executive Board shall consist of the Executive Committee and each of the following:

- One rural school administrator
- One rural school board member
- One representative of higher education institutions
- Two representatives from state affiliates of two different states
- Two members at large
- One representative from recognized Research Centers
- One representative from a State Education Agency

Section 4 Ex-officio members of the Executive Board shall be appointed by and serve at the discretion of the Executive Board. Ex-officio members shall not have the right to vote at Executive Board meetings. Ex-officio members of the Executive Board shall be Voting Members of the Association.

Section 5 The Executive Board shall manage the affairs of the Association through the development and supervision of administrative procedures and policies.

Section 6 A quorum of the Executive Board shall consist of a majority of the members.

Section 7 The Executive Board may transact Association business at called meetings or by email. A majority vote of the Executive Board shall be required for approval of an action proposed by e-mail ballot in the interim between Executive Board meetings. Email ballots will require a motion and a second. Two working days shall be allowed for discussion of the issue prior to an email vote. The Executive Board shall vote at the next meeting of the Executive Board to ratify an action taken by the Executive Board by an e-mail ballot, which enters the action taken into the meeting minutes.

Section 8 The Bylaws and Procedures Committee shall recommend Association Bylaw changes to the Executive Board. The Executive Board shall review and recommend Association Bylaw changes to the general membership.

Section 9 The Executive Board shall direct that a proposed budget be prepared annually by the Executive Director in cooperation with the NREA Ways and Means Committee. Said budget shall be submitted to the Executive Board for adoption not less than ninety (90) days prior to the start of the next fiscal year. The Executive Board shall adopt a budget not less than thirty (30) days prior to the start of the next fiscal year.

Section 10 The President shall serve as chair of the Annual Membership Meeting, serve as chair of the Executive Committee and Executive Board, appoint members to and fill vacancies on all Association committees, perform all such duties as customarily pertain to the office, and perform other duties as may be assigned or requested by the Executive Board.

Section 11 The President-elect shall serve as Vice-President, Chair of the Ways and Means Committee and Treasurer of the Association.

Section 12 All officers shall serve as Voting Members of the Executive Board. The President of the Association shall only vote when a tiebreaker is needed.

ARTICLE VI—Nominations and Elections

Section 1 Candidates for all elected Association positions shall be nominated by the Nominations and Elections Committee or at the Annual Membership Meeting by a Voting Member.

Section 2 Any Voting Member may nominate candidates for President-Elect Designate or positions on the NREA Executive Board by submitting a nominations form to the Nominations and Elections Committee. The Nominations and Elections Committee shall prepare a slate of candidates to be presented to the Executive Board and the Voting Members at the Annual Membership Meeting. In developing the slate of nominees, the Nominations and Elections Committee shall consider the geographic diversity of the organization and seek to identify a diverse and inclusive slate of candidates for offices.

Section 3 The Nominations and Elections Committee shall verify all nominees have given permission to have their names submitted for election.

Section 4 All nominees shall be Voting Members of the Association.

Section 5 In the event only one (1) candidate is nominated for an Association position, that candidate shall be declared elected by acclamation effective at the close of the Annual Membership Meeting and shall be seated at the next Executive Board Meeting.

Section 6 The President-Elect Designate and all open positions on the Executive Board shall be elected by the Voting Members by electronic ballot. Ballots shall be anonymous and

shall be distributed to voting members not later than 30 days after the close of the Annual Membership Meeting. Voters will have at least 7 full days to cast their ballot.

Section 7 The candidate receiving a plurality of votes cast shall be elected. All candidates shall be notified of the election results within 48 hours of the closing of electronic voting.

Section 8 Executive Board members shall be elected by electronic ballot to three (3) year terms of office. Those terms shall begin immediately upon official declaration of the election results, shall continue through three (3) successive annual conferences, and shall terminate when a successor has been elected in accordance with Association Bylaws

Section 9 The election of Executive Board members shall be scheduled to elect no fewer than three Executive Board members in any year, in addition to the President-Elect Designate. The election of Executive Board members shall be conducted according to the following rotation.

Election 1

President-Elect Designate
Member at Large Representative A
State Affiliate Representative A
Rural Board of Education Representative

Election 2

President-Elect Designate
Higher Education Representative
Member at Large Representative B
Rural School Administrator Representative

Election 3

President-Elect Designate
Recognized Research Center Representative
State Affiliate Representative B
State Education Agency Representative

Section 10 Vacancies on the Executive Board, including President-Elect Designate, shall be filled by Voting Members elected by a majority vote of the Executive Board. The Executive Board shall seek volunteers to fill vacant positions from the general membership. Any person so elected shall serve the unexpired term of office of the person who was the predecessor in the office, unless elected to a subsequent term of office.

ARTICLE VII—Executive Director

Section 1 The Association shall employ an Executive Director. The Executive Director shall be appointed by the Executive Board according to an application, screening, and selection process developed by the Executive Board and according to Association Bylaws and policies.

Section 2 The Executive Director shall serve as the chief executive officer of the Association and shall assume all duties and responsibilities normally associated with the position as defined by Association Bylaws and policies.

Section 3 The Executive Board shall review the performance of the Executive Director annually and add specific duties to the Executive Director's job description when required.

ARTICLE VIII—Committees

Section 1 The Executive Board shall establish and/or dissolve all Association committees.

Section 2 The President shall make appointments to all Association Committees and shall fill vacancies as they occur.

Section 3 Standing Committees shall include the Ways and Means; Nominations and Elections; and Bylaws and Procedures Committees.

Section 4 The Ways and Means Committee shall set the annual budget for the association, in consultation with the Executive Director, and shall consist of the President Elect who shall serve as chair, the President, and the Immediate Past President of the Association.

Section 5 The Nominations and Elections Committee shall be chaired by the Immediate Past President shall consist of the current president and the executive director.

Section 6 The Bylaws Committee shall be chaired by the President Elect Designate and shall consist of at least two other members of the organization appointed by the President.

Section 7 Association Committees can be proposed by members of the organization or the Executive Board. Committees may be approved, formed, or dissolved by a majority of the Executive Board.

Section 8 No Committee may be authorized for purposes which are in furtherance of any activity prohibited by the laws concerning tax exemption or charitable and educational organizations.

Section 9 Association Committees shall present periodic reports and recommendations as prescribed by the Executive Board and at such other times as deemed appropriate and necessary by the committee.

Section 10 Ad hoc committees may be appointed as necessary by the President.

ARTICLE IX—Relationships with Other Organizations

Section I The Association, by action of the Executive Board, may cooperate with other organizations or agencies in a mutual association as long as such actions do not conflict with the Bylaws and/or policies of the Association.

ARTICLE X—Amendment of the Bylaws

Section I The Association By-Laws may be amended by a majority vote of a quorum of the Association membership.

ARTICLE XI—Indemnification

Section I Any present or former director, officer, or committee member of the Association, or other such person or persons so designated by the discretion of the Executive Committee, the Executive Board and/or the Executive Director, or the legal representative of such person, shall be indemnified by the Association against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such person or his/her legal representative, may be made a party by reason of being or having been such a director, officer, committee member, or having served the Association, except in matters as to which he or she shall be found to have committed an act constituting gross negligence, gross misconduct or civil rights violations in respect to matters in which indemnity is sought

and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicted on the existence of such gross negligence or gross misconduct.

Approved by the NREA Delegate Assembly on October 24, 2006, in Kansas City, Missouri.

Amended by the NREA Delegate Assembly on October 9, 2009, in Cincinnati, Ohio.

Amended by the NREA Delegate Assembly on October 18, 2013 in Branson, MO

Amended August 17, 2023 via online vote of the Delegate Assembly