

By-laws of The National Association of Holmes Scholars Alumni

***Adopted by the Membership of The National Association of Holmes Scholars Alumni
Date August 12, 2003***

PREAMBLE

Reflecting on the need for significant educational reform efforts to improve public schools and teaching and learning in K-12 public schools, the Holmes Partnership (initially the Holmes Group) was formed to engage in educational reform efforts. While the Holmes Partnership set out to accomplish a number of goals relevant to educational reform, one of their initial and on-going goals is equity, diversity, and cultural competence. Consistent with this particular goal, the Holmes Partnership developed a Holmes Scholar's program through which individuals from traditionally underrepresented ethnic groups would be skillfully mentored to engage in innovative teacher preparation and to assume leadership positions in higher education.

Recognizing that once Holmes Scholars either completed their degree programs at Holmes Partnership institutions or completed their terms as Holmes Scholars that there was no formal structure to ensure their continued professional development, support, and mentoring to impact educational reform and policy, a group of Holmes Scholars Alumni met at the 10th Anniversary of the Holmes Partnership in January 2001 in Albuquerque, New Mexico. At this initial meeting, a workgroup was developed to explore the formation of an organization. Dr. Vincent Mumford was designated the Chair of this workgroup and the members of this workgroup included Drs. Wanda J. Blanchett, Faye Hicks-Townes, Irene Houston, Janet Mason and Kimberly Woo. Later, Drs. Otherine Neisler, and Dianne Mark were added to this workgroup, which was termed the Leadership Team.

Under Dr. Mumford's leadership, the National Association of Holmes Scholars Alumni (NAHSA) began its journey to become an organized body within the structure of the Holmes Partnership to ensure the professional development, support, and mentoring of Holmes Scholars Alumni. In June 2001, the Holmes Partnership hosted NAHSA's 1st Spring Leadership Retreat in Washington D.C. in conjunction with their Board of Directors' Meeting. The result of this meeting was a draft of NAHSA's Operating Guidelines. In October 2001, the Holmes Partnership voted to accept NAHSA's proposed Operating Guidelines and to recognize NAHSA as an organization within its structure.

In May 2002, the NAHSA Leadership Team held its 2nd Annual Leadership Retreat that was sponsored by the University of Wisconsin-Milwaukee and the UWM School of Education. The result of this meeting was the election of officers and the development of a strategic plan. Dr. Wanda J. Blanchett was elected Chair of the Leadership Team, Dr. Otherine Neisler, Vice-Chair, Dr. Vincent Mumford, Treasurer, Drs. Faye Hicks-Towns and Kimberly Woo, Secretaries, Dr. Janet Mason, Dr. Carolyn Hopp, Member At-Large. At its first annual business meeting in February 2003, Drs. Sheketa McKisick, Rhonda Burke-Spero, & Kimberly Scott-Peter were elected to the Leadership Team.

Although NAHSA completely supports the mission of the Holmes Partnership, operating as an organization within an organization will not allow NAHSA to achieve its goal and to be a fully operational formal structure to ensure the professional development, support, and mentoring of Holmes Scholars Alumni. Hence, on May 30, 2002, NAHSA's Leadership Team voted to become an

independent nonprofit organization that will work collaboratively with the Holmes Partnership and other relevant organizations, entities, and individuals who share its mission and goals.

In the fall of 2007, NAHSA held its first professional development conference for teachers in the Charleston County School District (Charleston, SC). Drs. Angela Cozart, Faye Hicks-Townes and Wanda J. Blanchett provided the conference leadership. NAHSA board members conducted the conference workshops.

On May 30, 2002, NAHSA's Leadership Team voted to become an independent nonprofit organization to work collaboratively with the Holmes Partnership® and other relevant organizations, entities, and individuals who support its mission and goals.

In 2009, NAHSA became a dues paying member of the Holmes Partnership®. The organization has grown under the leadership of Chairman Dr. Vince Mumford and Presidents Drs. Wanda J. Blachett, Socorro Herrera, and Jacob Easley II.

The National Association of Holmes Scholar Alumni By-laws

ARTICLE I - NAME AND PRINCIPAL OFFICE

Section 1. Name of the Corporation. The name of the Corporation shall be The National Association of Holmes Scholars Alumni (NAHSA), hereinafter sometimes designated as the Corporation.

Section 2. Principal Office. The principal office of the Corporation shall be with the President. If this does not/cannot occur, then the decision will rest with the Board of Directors (hereinafter called the Board) of the Corporation.

ARTICLE II – Mission and Goals

Section 1. Mission Statement: **The National Association of Holmes Scholars Alumni supports the professional leadership and development among its members and scholars of color to enhance research, practice and policy within the broader education profession. While upholding the ideals of equity, diversity, and inclusion, NAHSA seeks to foster collaborative relationships within the profession as well as organizational sustainability.**

Section 2. The National Association of Holmes Scholar Alumni is a nonprofit corporation designed and structured to enhance the career development of Holmes Scholars Alumni and to prepare culturally competent, and socially conscious educators.

Section 3. Consistent with this purpose, the major goals of the National Association of Holmes Scholars Alumni Association are:

- A. Increase active membership among NAHSA members
- B. Support the development of culturally competent and socially conscious elementary, secondary and higher education personnel
- C. Maintain fiscal and organizational health
- D. Develop organizational infrastructure and systematic evaluation
- E. Promote mentorship among scholars of color (Holmes Scholars®) and NAHSA members
- F. Engage in partnerships that positively impact the broader profession.

ARTICLE III - MEMBERSHIP

Section 1. Regular Membership. The members of the Corporation shall be:

Holmes Scholars Alumni [hereinafter referred to as Alumni] refers to all persons who have been designated a Holmes Scholar by a Holmes Partnership member institution, but who are no longer financially supported by that institution or have graduated from said institution.

Section 2. Affiliated Membership. Affiliated Members represent individuals or organizations who commit to promote and/or support the mission and goals of the corporation, but who do not qualify for regular membership. Such individuals and entities shall be eligible for an affiliated membership in accordance with procedures and qualifications established by the Corporation's Membership Committee and approved by the Board.

Section 3. Voting Members. Voting members shall include regular and affiliated members. Each regular member as determined in Article III Section 1 in good financial standing is eligible to vote. Individual Affiliated and Organizational Affiliated members as determined in Article II Section 2 in good financial standing each have one vote.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Annual Meeting. At least one meeting of members shall be held each year at such time as the Board shall determine. The business portion of the meeting shall be conducted in accordance with Robert's *Rules of Order*.

Section 2. Special Meetings. Special meetings of members may be called by the President.

Section 3. Place of Meetings. Meetings of members shall be held at such place as may be stated in the notice of the meeting.

Section 4. Notice. Written notice of the time and place of annual and special, meetings shall be given to each member at least thirty (30) days prior to the day fixed for the meeting. Notice of special meetings shall state the purpose or purposes of the meeting and only issues directly related to those purposes shall be on the agenda.

Section 5. Voting Rights. Each regular and affiliate member in good standing shall be entitled to one vote as determined in Article III Section 3.

Section 6. Quorum. At any general meeting of members, the vote of a majority of the members present shall govern with respect to all matters of business except the amendment of the By-laws.

At any meeting of the Board the presence or proxy of a majority of the members shall constitute a quorum at all meetings of the Board.

Section 7. Majority Vote. At all times unless otherwise so designated, a majority vote is 51% or more of those present and/or voting who are eligible to vote.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Responsibilities of the Board. The Board of Directors shall manage the activities and affairs of the Corporation. The Board shall concern itself primarily with the formulation of strategic planning and policies to guide the Corporation and to determine the primary focus of the Corporation's initiatives and programs. The Board shall encourage the formation and continuation of collaborative relationships with groups that support the goals of the Corporation. It shall be the general policy of the Board to appoint task forces, workgroups, and committees to accomplish specific tasks and to assist in the accomplishment of major Corporation initiatives and programs.

Section 2. Membership of the Board. The total Board shall not exceed 15 voting members. The Board of Directors shall be elected from regular members consisting of five (5) voting officers and 7-10 voting at-large members.

A. Officers. Officers of the Corporation shall be a President of the Board, Vice-President of the Board, Secretary, Corresponding Secretary, Treasurer, and the Immediate Past President (ex-officio). In order to be an officer of the Board, there must be a minimum of 2 years remaining on the Board term.

B. At-Large Members. Seven to ten regular members shall be elected at-large from the Corporation. (The total number of at-large members shall be maintained to ensure that the Board is an uneven number, not to exceed 10) and have voting rights as members of the Board.

C. Representation of Members. The Board shall seek to maintain diversity to include geographic region, ethnicity, gender, and career status.

D. Membership Requirement. Board members and members of the Corporation must be in good financial standing.

Section 3. Election and Terms of Members of the Board.

A. All Board members are elected to three-year terms. Executive Committee positions will be labeled **AA through EE. At-large members will be labeled A-J.**

Term. At-large positions A through E are elected in even years and At-large positions labeled F-J are elected in odd years. No member shall serve on the Board for more than two consecutive terms without approval by majority vote of the Board.

B. Elections for Board Positions

- 1. At-Large Members.** Elections for at-large members are based on the procedure in Article V, Section 2, paragraph B.
- 2. Start of Term.** Terms of office begin on July 1 each year.

Section 4. Vacancies, Meetings, and Remunerations, Officers of the Corporation and Board

A. Officers. A vacancy that occurs when a President is no longer able to serve is filled by the Vice-President. Vacancies that occur when any other officer other than the President is no longer able to serve or is no longer a member of the corporation, shall be filled immediately by majority vote of the Board for the remaining term of the position.

B. At-Large Members. Vacancies that occur when a member is no longer able to serve shall be filled by the established election policy and the process of the Corporation.

Section 5. Regular Meetings. Regular meetings of the Board shall be held at least quarterly.

Section 7. Notice Written notice of regular meetings of the Board shall be given to each member of the Board and to all members of the Corporation at least five (5) days prior to the date of the meeting. Notice of special meetings shall state the purposes of the meet

Section 8. Exigency. Members of the Board may be removed from office in the event that cause is found (e.g., non-participation) and as approved by a majority vote of the Board.

Section 9. Remuneration. The voting members shall not be entitled to any remuneration whatsoever, except for a reasonable reimbursement of expenses incurred in the performance of their duties as the budget will allow, and as approved by the Board.

Section 10. Publication of the Corporation's Work Progress. The Board shall publish an Annual Report to include: a certified financial report and an annual membership list.

D. Duties of Officers of the Board of Directors

1. President of the Board. The president shall call meetings of the Board **and** preside at all meetings of the representatives of the members. The President also serves as an ex-officio member of all committees and shall represent NAHSA on the Holmes Partnership Board, as well as serve as NAHSA representative to other partnering organizations' Boards of Directors ***The President shall be elected by a majority vote of all NAHSA members in good standing at the annual meeting,***

2. Vice President. The Vice-President shall perform such duties as may be designated by the President and the Board. In the absence of the President, the Vice-President shall preside at meetings. ***The Vice-President shall be elected by a majority vote of all NAHSA members in good standing at the annual meeting.***

3. Secretary. The Secretary shall record the minutes of all meetings of members, the Board of Directors, and the Executive Committee. The Secretary shall collaborate with the President of the Board to ensure timely communication to the membership. The Secretary shall, in general, perform such other duties as are incident to the office of Secretary and as may be assigned to him or her by the Board, President of the Board, or Vice President. The secretary should give notice of meetings. ***The Secretary shall be elected by a majority vote of all NAHSA members in good standing at the annual meeting.***

4. Corresponding Secretary. The Corresponding Secretary shall act in the absence of the secretary. The Corresponding Secretary shall also oversee the collection and filing of minutes of meetings and required reports of the Corporation. ***The Corresponding Secretary shall be elected by a majority vote of all NAHSA members in good standing at the annual meeting.***

5. Treasurer. The Treasurer shall serve as the chief financial officer of the Corporation, and shall oversee the collection, deposit, and records of all funds and the preparation of financial statements in collaboration with the President of the Corporation. The Treasurer shall, in general, perform such other duties as are incident to the office of the Treasurer and as may be assigned by the Board of Directors or by the President. ***The Treasurer shall be elected by a majority vote of all NAHSA members in good standing at the annual meeting.***

6. Immediate Past President. The Immediate Past-President position is filled by the most recently retired President of the Board for a one (1) year period following the installation of the new President. The responsibilities of this position include providing assistance as needed for all Board Officers and assisting the President in the transitional period.

E. Voting – Each board member shall have one vote.

1. A simple majority of the Board membership is required for any action that requires a Board vote.

2. **Proxy** - No Board member shall request more than 2 proxies per year for regular meetings of the Board. No Board member shall have more than one proxy per meeting.

ARTICLE VIII - COMMITTEES

Section 1. Standing Committees. There shall be four (4) Standing Committees of the Board: Executive, Membership, Nominating, and Mentorship. Additional committees may be created by the Board as deemed necessary. Each committee is responsible for the development and dissemination of an annual report to members of activities and future initiatives. Term on standing committees is three years.

A. Executive Committee. The Executive Committee shall include officers of the Board and the Immediate-Past President. The Executive Committee shall create the agenda for Board meetings, have emergency decision-making powers, and carry on the business of the Board whenever necessary between the regular and special meetings of the Board.

B Membership Committee. The Membership Committee shall consist of members of the Corporation in good standing. The Chair shall be selected by the members. The Chair reports directly to the President and shall collaborate with the Treasurer for accurate record keeping of the membership. The committee shall consist of three or more persons representing regular members of the Corporation. The Membership Committee shall consider all applications for membership in the Corporation, develop activities, and disseminate materials with regards to recruitment of members, and make a report to the Board. Term of membership on the Membership Committee is three years.

C. Nominating and Elections Committee. The Nominating and Elections Committee shall consist of members of the Corporation in good standing. The Chair shall be selected by the members. The Chair reports directly to the President. The Nominating Committee shall collaborate with the Membership Committee for the solicitation of nominees from the regular members, and provide a slate for at-large candidates and officers for election to the Board to the secretary. The committee shall make an annual report to the Board. Term of membership on the Nominating Committee is three years.

D. Mentorship Committee. The Mentorship Committee shall consist of members of the Corporation in good standing. The Chair shall be selected by the members. The Chair reports directly to the President. The Committee shall work with members to establish regular procedures and activities of mentoring NAHSA members, Holmes Scholars® and Scholars of Color. In addition the committee shall collect, record, and disseminate information regarding the needs and supports for mentorship and shall work with the Holmes Partnership Board regarding related mentorship initiative for Holmes Scholars®. The committee shall make an annual report to the Board. Term of membership on the Mentorship Committee is three years.

Section 2. Other Committees

A. Development/Fundraising Committee. The Development/fundraising committee shall consist of members of the Corporation in good standing. The Development Committee shall ensure the financial future and sustainability of the Corporation by engaging in on-going targeted development and fundraising activities. The Chair shall be selected by the members. The Chair reports directly to the President. The committee shall make an annual report to the Board. Term of membership on the Development/Fundraising Committee is three years.

B. Research, Documentation, and Publications Committee. The Research, Documentation, and Publications Committee shall consist of members of the Corporation in good standing. The committee shall organize activities for the execution of the Corporation's research agenda(s) approved by the Board. The Committee shall archive data and establish procedures for and serve in the capacity of the Corporation's Institutional Review Board. The committee shall collaborate with the Communications and Marketing Committee for the publication of Corporation's research products. The Chair shall be selected by the members. The Chair reports directly to the President. The committee shall make an annual to the Board. Term of membership on the Research, Documentation, and Publications Committee is three years.

C. Communications and Marketing Committee. The Communications and Marketing committee shall consist of members of the Corporation in good standing. The Committee shall work with members to research, collect, analyze, and disseminate materials and documents regarding accomplishments of the Membership toward the goals of the Corporation. The Chair shall be selected by the members of the committee. The Chair reports directly to the President. The committee shall make an annual report to the Board. Term of membership on the Communications and Marketing Committee is three years.

D. Strategic Planning, By-laws, and Governance Committee. The Strategic Planning, By-laws, and Governance Committee shall consist of members in good standing. The committee shall review the Corporation's Strategic Plan and By-laws from time to time to ensure that they reflect the goals and work of the Corporation. The Chair shall be selected by the members of the committee. Other officers of the committee are selected by members of the committee. The Chair reports directly to the President. The committee shall make an annual report to the Board. Term of membership on the Strategic Planning, By-Laws, and Governance Committee is three years.

ARTICLE IX - FINANCIAL OPERATIONS

Section 1. Operating and Fiscal Year. The operating, fiscal and dues year of the Corporation shall be July 1 - June 30.

Section 2. Revenues. The primary source of operating revenues will be the dues contributed by regular and affiliated members. In addition, the Corporation may secure supplemental operating and special funds from external sources (grants, etc.).

Section 3. Dues and Fees. All assessments, fees and charges and the time for payment thereof and method of collection shall be such as the Board may from time to time establish. Failure to pay any such assessments, dues, fees and charges within sixty (60) days after their due date may result in cancellation of membership.

Section 4. Expenditures. Expenditures of the Corporation shall be determined and controlled by an annual budget. The Treasurer of the Board, in consultation with the entire board, shall prepare a proposed budget to submit to the Board for approval and authorization. The approval by the Board constitutes an appropriation of funds for the purposes designated therein and authorization of the Board to cause such funds to be expended.

Section 5. Records. The President of the Board shall cause the books and records, and records of financial operations of the Corporation to be maintained by the Treasurer, copies of which can be distributed to members as appropriate or as business of the Corporation at meetings requires that copies are provided. The President of the Board, together with the Secretary, is authorized to affix the seal of the Corporation to all documents. All records shall be available upon reasonable request for inspection by the members of the Board.

Section 6. Audit. An annual audit of the accounts of the Corporation shall be arranged by the President. The President of the Board shall appoint an Auditing Committee to consist of the Treasurer and two other members to review the audit, conducted by a Certified Public Accountant during each fiscal year. The auditing report shall be presented by the Treasurer to the membership each year.

ARTICLE X- AMENDMENTS, REVIEW, AND REVISIONS

These By-laws can be approved, amended, or repealed by the affirmative two-thirds (2/3) of the members of the Corporation voting on the motion to approve, amend, or repeal. Written notice of the proposal to approve, amend, or repeal shall be mailed to every member at least thirty (30) days before the action is taken.

ARTICLE XI - DISSOLUTION

Section 1. Dissolution of Corporation. The Corporation may be dissolved only with the assent in writing by two-thirds (2/3) of its membership vote. Written notice of the proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets (which shall be consistent with Article XI, Section 2) shall be mailed to every member at least ninety (90) days in advance of any action taken.

Section 2. Disposition of Assets Upon Dissolution. Upon dissolution of the Corporation, the assets shall be dedicated to an appropriate nonprofit organization devoted to purposes similar to those to which they were required to be devoted by the Corporation. In no event shall assets or funds of the Corporation inure to the benefit of any private member or individual.

AMMENDED, READ, and ADOPTED on March 19, 2010

By-laws Ad-hoc Committee:

Jacob Easley II
Diana Gonzales Worthen
Carolyn Hopp, Chair
Charissa Marrah
Janet Mason