

BYLAWS
of
NATIONAL NETWORK FOR EDUCATIONAL RENEWAL

ARTICLE I - NAME, OFFICES AND PURPOSE

- Section 1: **Name.** The name of the organization shall be the **National Network for Educational Renewal** (hereinafter called the NNER).
- Section 2: **Offices.** The NNER shall maintain a registered office in the State of Washington and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Washington Nonprofit Corporation Act. The principal office of the NNER shall be located in Washington. The NNER may have other offices at such place or places, within or outside the State of Washington, as the Executive Board of the NNER may determine from time to time or the affairs of the NNER may require or make desirable.
- Section 3: **Purposes.** The NNER exists to support education in a social and political democracy through simultaneous renewal of schools and the education of educators. The NNER is organized exclusively for charitable, literary, and educational purposes, including for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

ARTICLE II - MEMBERSHIP

- Section 1: **Qualifications.** Membership in the NNER is limited to school-university partnerships that support the simultaneous renewal of schools and the education of educators. These school-university partnerships are also called NNER “settings” in these bylaws. Continuing membership is contingent upon a setting’s continuing to meet the membership eligibility criteria, as the same may be amended from time to time; being in good standing in the payment of membership dues; and providing annual reports of activities as may be prescribed by the Executive Board from time to time.
- Section 2: **Application.** Application for membership shall be open to any school-university partnership known as a “setting” that meets the membership criteria that may be established from time to time by the Executive Board at the recommendation of the Governing Council to support the purpose statement in Article 1, Section 3 of these bylaws.
- Section 3: **Approval of Application; Dues.** Membership shall be granted upon the affirmative vote of a majority of the Executive Board. The Executive Board shall set the amount of membership dues.
- Section 4: **Relationship to Governing Council.** Each Member shall be represented on the Governing Council of the NNER as further described in Section 3 of Article VII of these bylaws.
- Section 5: **Other Categories of Membership.** The Executive Board shall have the authority to establish and define other categories of membership which shall not have representation on the Governing Council.

ARTICLE III – EXECUTIVE BOARD

- Section 1: **Executive Board; Initial Directors.** For purposes of these bylaws and all governing instruments of the NNER, the term “Executive Board” shall have the same meaning as the term “Board of Directors” as used in the Articles of Incorporation of the NNER and the Washington Nonprofit Corporation Act, and all references herein to one or more directors shall mean one or more members of the Executive Board. The initial directors shall be those individuals whose names appear in the Articles of Incorporation of the NNER, and they shall serve until regular directors are elected in accordance with Section 5 of this Article III.
- Section 2: **Board Role.** The authority of the NNER and the government of the affairs of the NNER shall be vested in the Executive Board; and all the powers, duties, and functions of the corporation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Executive Board. The Executive Board is authorized to employ such person or persons, including an executive director, or officers, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the NNER, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.
- Section 3: **Number and Term.** The Executive Board of the corporation shall consist of not less than seven and no more than nine directors. The number of directors may be changed from time to time by amendment to these bylaws, provided that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Each director shall take office at the time and on the date specified at the time of election and shall continue in office for a term of three years and thereafter until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, or removal. Notwithstanding the foregoing, the Chair of the Governing Council of the NNER shall serve on the Executive Board for at least two years following the final year of service as Chair. There shall be no limitation on the number of successive terms of office which the Chair may serve.
- Section 4: **Qualifications.** At least seven of the nine directors shall be members of the Governing Council at the time of their election.
- Section 5: **Elections.** Directors shall be elected in the following manner:
- A. The Chair of the Governing Council shall serve as a director and shall be the Chair of the Executive Board. The Immediate Past Chair of the Governing Council also shall serve as a director.
 - B. The Governing Council shall elect from its membership two directors.
 - C. The chairs elected by the Tripartite Council for each representative group of the Tripartite Council (namely, Public Schools, Colleges of Education, and Colleges of Arts and Sciences) shall serve as directors.
 - D. In addition to the foregoing, the Executive Board may elect up to two directors at the annual meeting of the Executive Board by a vote of the directors as provided in Section 4 of Article IV of these bylaws if the Executive Board determines that it is necessary or advisable to have additional expertise or representation on the Executive Board to strengthen the NNER.

The directors described in subsections A. and C. above may be referred to herein as “ex officio directors.” The directors described in subsection B. above may be referred to herein as “at-large Governing Council directors” and the directors described in subsection D. above may be referred to herein as “at-large general directors.”

- Section 6: **Voting.** All directors, both ex officio and at-large directors, shall be entitled to one vote on all matters coming before the Executive Board.
- Section 7: **Compensation.** Directors shall not be compensated for their services, but their reasonable and necessary expenses may be paid. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the NNER in any other capacity.
- Section 8: **Vacancies.** Any vacancy on the Executive Board shall be filled for the unexpired term in the same manner as the director vacating the Executive Board was elected.
- Section 9: **Resignation and Removal.** Resignation from the Executive Board must be in writing and received by the secretary. The ex officio directors shall serve only so long as they hold the position entitling them to a position on the Executive Board and when the holder of such an office changes, that individual shall no longer serve as a director unless he or she is re-elected to such office or is elected as an at-large general director. The at-large Governing Council directors only shall serve as directors as long as they serve on the Governing Council unless they are elected as an at-large general director.

ARTICLE IV - MEETINGS OF EXECUTIVE BOARD

- Section 1: **Meetings.** The date, time and place of the annual meeting of the Executive Board shall be set by the Executive Director of the NNER and the Chair. Special meetings of the Executive Board may be called by the Chair or a simple majority of the Executive Board.
- Section 2: **Notice.** Unless waived as contemplated in Article VIII, notice of the date, time and place of each meeting of the Executive Board shall be given by the secretary, in accordance with Article VIII, not less than fourteen (14) days before such meeting.
- Section 3: **Quorum.** A majority of the Executive Board shall be necessary to constitute a quorum for the transaction of business.
- Section 4: **Vote Required for Action.** Except as otherwise provided in these bylaws, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Executive Board.
- Section 5: **Presumption of Assent.** A director who is present at a meeting of the Executive Board when action is taken is deemed to have assented to the action unless (a) the director objects to holding or transacting business at the beginning of the meeting or promptly upon his or her arrival; (b) the director’s dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the director delivers written notice of his or her dissent or abstention to the person acting as secretary of the meeting before the meeting’s adjournment or by registered mail to the secretary of the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.
- Section 6: **Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if a consent in writing or in an electronic transmission, setting forth the action so taken, is signed by all of the directors. Such consent shall have the same force and effect as an affirmative vote at a meeting duly

called. The signed consent, or a signed copy thereof, shall be placed in the minute book of the NNER.

Section 7: **Telephone and Similar Meetings.** Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE V - OFFICERS

Section 1: **Officers; Election; Term.** There shall be four officers of the Executive Board consisting of a Chair, a Vice-Chair, secretary, and treasurer. The officers shall be elected for two-year terms by the affirmative vote of a majority of the directors at the annual meeting of the Executive Board. Any two or more offices may be held by the same person, except the offices of Chair and secretary.

Section 2: **Chair.** The Chair shall preside at meetings of the Executive Board, represent the Executive Board in the signing of documents and other official acts, and provide supervision for the Executive Director on behalf of the Executive Board.

Section 3: **Vice-Chair.** The Vice-Chair will chair committees on special subjects as designated by the Executive Board and shall preside at meetings of the Executive Board in the Chair's absence.

Section 4: **Secretary.** The Secretary shall keep the minutes of the proceedings of the Executive Board and any committees of the Executive Board; ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by the law; serve as custodian of the corporate records; and, in general, perform all duties incident to the office of secretary and such other duties as may from time to time be delegated to the secretary by the Executive Director or by the Executive Board.

Section 5: **Treasurer.** The Treasurer shall make a report at each meeting of the Executive Board; provide oversight for the corporation's financial affairs; assist the Executive Director in the preparation of the budget; help develop fundraising plans; make financial information available to the Executive Board and, as appropriate, the public; and, in general, perform all duties incident to the office of treasurer and such other duties as may from time to time be delegated to the treasurer by the Executive Director or by the Executive Board.

Section 6: **Removal.** Any officer or agent elected or appointed by the Executive Board may be removed by the affirmative vote of a majority of the Executive Board whenever in its judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed. Election or appointment of an officer or agent shall not itself create contract rights.

Section 7: **Vacancies.** A vacancy in any office, other than that of Chair, arising at any time and from any cause may be filled for the unexpired term by the affirmative vote of a majority of the directors at any meeting of the Executive Board. Any vacancy in the office of the Chair arising at any time and from any cause may be filled for the unexpired term by the Governing Council in the same manner as the Chair was originally elected.

ARTICLE VI - COMMITTEES

- Section 1: **Creation of Committees.** The Executive Board may create committees as needed by a resolution adopted by the affirmative vote of a majority of the directors at any meeting of the Executive Board.
- Section 2: **The Tripartite Council.** The Tripartite Council shall be a standing committee of the NNER. The Tripartite Council exists to provide a forum for discussion among individuals associated with NNER settings.
- A. **Composition.** The Tripartite Council shall consist of equal representation from individuals associated with each of the three primary groups in each NNER setting, namely, the Public Schools, Colleges of Education, and Colleges of Arts and Sciences. Each NNER setting may choose to have a setting director serve as a fourth representative on the Tripartite Council when this individual is not closely tied to any one of the three groups. The Executive Director of the NNER shall serve as a non-voting member of the Tripartite Council.
- B. **Term; Elections.** Members of the Tripartite Council shall serve three-year terms and shall be elected by the NNER settings using locally developed procedures.
- C. **Responsibilities and Activities.** The Tripartite Council shall recommend programmatic initiatives and strategic goals to the Governing Council and the Executive Board and may provide input into the content of meetings of the NNER. The Tripartite Council shall make recommendations for professional development and shall recommend individuals for participation in professional development opportunities in order to broaden involvement in and support for the work of the NNER. The Tripartite Council may form standing and ad hoc committees as needed to fulfill its responsibilities and may adopt rules for its own government so long as such rules are not inconsistent with these bylaws or with resolutions adopted by the Executive Board.

ARTICLE VII - THE GOVERNING COUNCIL

- Section 1: **Purpose.** The Governing Council exists to provide representation from each setting in the work of the NNER.
- Section 2: **Term; Selection.** Members of the Governing Council shall be selected as follows:
- A. One representative from each Member. Each Member shall select its representative using whatever process the Member deems appropriate and for whatever term length deemed appropriate by the Member. Each Member shall inform the NNER in writing of the name and term of its voting representative within 30 days of the designation, election or appointment of its representative.
- B. The Chairs of the primary groups (namely, the Public Schools, Colleges of Education, and Colleges of Arts and Sciences) of the Tripartite Council shall serve as members of the Governing Council. In addition, if requested by the Governing Council, the Tripartite Council may elect up to three additional individuals to serve on the Governing Council. The Tripartite Council shall elect these Council members from individuals who are actively engaged in the work of a setting using whatever process the Tripartite Council deems appropriate.
- C. The Institute for Educational Inquiry, Inc. shall be eligible to appoint one individual to serve on the Governing Council. The Institute for Educational Inquiry, Inc.

shall inform the NNER in writing of the name and term of its appointee within 30 days of his or her selection.

Section 3: **Relationship to Executive Board.** The Chair of the Governing Council shall also serve as a member of and as the Chair of the Executive Board. The Governing Council also shall elect from its membership two members of the Executive Board using whatever process the Governing Council deems appropriate.

Section 4: **Responsibilities and Activities.** The Governing Council shall make recommendations to and provide direction for the Executive Board on financial and policy matters that affect the NNER and shall provide input to the Executive Board for recruiting, hiring and goal-setting for the Executive Director. Additionally, the Governing Council shall assist in the recruitment and selection of new settings for membership. The Governing Council shall meet twice annually and may adopt rules for its own government so long as such rules are not inconsistent with these bylaws or with resolutions adopted by the Executive Board.

ARTICLE VIII - EXECUTIVE DIRECTOR

The Executive Director is hired by the Executive Board. The Executive Director shall have general and active control of the NNER's affairs and business; promote the purposes of the NNER; serve as chief financial officer; have general supervision of the NNER's agents and employees; see that all orders, policies and resolutions of the Executive Board are carried into effect; see that all goals of the Governing Council are met; perform all other duties incident to the office of Executive Director, including such duties as may from time to time be delegated to the Executive Director by the Executive Board. The Executive Director will attend all meetings of the Executive Board and the Governing Council in an "ex-officio" and non-voting role to report on the progress of the NNER and answer questions of directors and Council members.

ARTICLE IX - NOTICE AND WAIVER

Section 1: **Procedure.** Whenever these bylaws require notice to be given, the notice shall be given in accordance with this Article IX. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, electronic transmission (such as facsimile or e-mail) or other form of wire or wireless communication, or by mail or private carrier. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- A. When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- B. Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed;
- C. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- D. When successfully transmitted, if sent by electronic transmission to an address, location or system designated by the recipient for such purpose.

Oral notice is effective when communicated if communicated in a comprehensible manner.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any

privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

Section 2: **Waiver.** Any notice may be waived before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing or in an electronic transmission, executed by the person entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A person's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless such person at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE X - AMENDMENTS

The Executive Board may amend or repeal these bylaws or adopt new bylaws when necessary by the affirmative vote of a two-thirds majority of the Executive Board. Proposed amendments must be submitted to the secretary to be sent out with regular Board announcements.

ARTICLE XI - MISCELLANEOUS

Section 1: **Compliance with U.S. Internal Revenue Provisions.** Notwithstanding any other provisions in the NNER's Articles of Incorporation or these bylaws, the NNER shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

Section 2: **Nonpartisan Nature of Activities.** The NNER shall be nonpartisan and shall not participate in any political campaigns nor support any elected officials or candidates for office; the NNER shall take positions on policy and/or legislation relevant to the NNER's goals and may respond to invitations to provide experts opinion and testimony.

Section 3: **Nondiscrimination.** The NNER shall not discriminate in its programs or activities or employment on the basis of nationality, race, color, religion, sex, sexual orientation, marital status, age, disability, veteran status or any other basis prohibited by local, state or federal law.

Section 4: **Contracts.** The Executive Board may authorize any officer or officers, agent or agents in addition to the officers and employees of the NNER so authorized in these bylaws, to make, enter into, execute, and deliver any grant, contract, or other instrument in the name of and on behalf of the NNER. Such authority must be in writing and may be general or confined to specific instances. Unless authorized to do so by these bylaws or the Executive Board, no officer, agent, or employee shall have any power or authority to bind the NNER by any grant, contract, or engagement, or to pledge its credit or to render it liable for any purpose or in any amount.

Section 5: **Checks, Drafts, Notes.** All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the NNER shall be signed or endorsed by such one or more officers or employees of the NNER as shall, from time to time, be determined by resolution of the Executive Board. Each of such officers or employees shall give such bond as the Executive Board may require.

Section 6: **Deposits.** All funds of the NNER not otherwise employed shall be deposited, from time to time, to the credit of the NNER in such banks, trust companies, or other depositories as the Executive Board may, from time to time, designate, or as may be designated by an

officer or employee of the NNER to whom such power is delegated by the Executive Board, and for the purpose of any such deposit, all checks, drafts, and other order for the payment of money which are payable to the order of the NNER may be endorsed, assigned, and delivered by any officer of the NNER authorized by, or in such manner as may, from time to time, be determined by resolution of the Executive Board.

Section 7: **Fiscal Year.** The fiscal year of the NNER shall commence on January 1st. The Executive Board may change the fiscal year from time to time as it deems appropriate.

Section 8: **Books and Records.** The NNER shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of the Executive Board and Governing Council. The corporation shall keep at its registered or principal office a record giving the names and addresses of the officers and directors and any other information required under Washington and federal law.

Section 9: **Construction.** Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- A. The remainder of these bylaws shall be considered valid and operative; and
- B. Effect shall be given to the intent manifested by the portion held invalid or inoperative.

ARTICLE XII - ADOPTION OF BYLAWS

The foregoing bylaws were duly approved and adopted by the Executive Board on the _____ day of _____, 2007, and the Chair and secretary of the NNER were empowered to authenticate such bylaws by affixing their signatures below.

APPROVED:

Chair

ATTEST: _____
Secretary

Amended by electronic vote by the executive board 3-11-2008