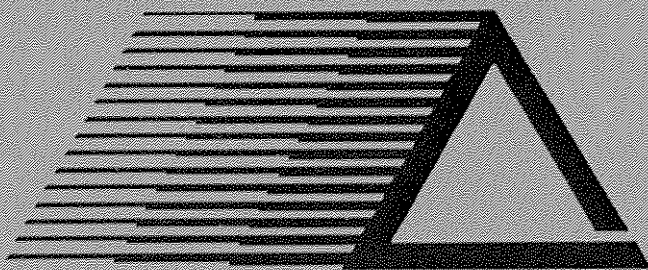


AMERICAN ASSOCIATION  
OF  
EDUCATIONAL SERVICE AGENCIES

1994 BYLAWS



AMERICAN ASSOCIATION OF EDUCATIONAL SERVICE AGENCIES  
1801 NORTH MOORE STREET  
ARLINGTON, VA 22209

# BYLAWS OF THE AMERICAN ASSOCIATION OF EDUCATIONAL SERVICE AGENCIES INCORPORATED

## ARTICLE I. Statement of Purpose and Organization

The American Association of Educational Service Agencies Inc. (AAESA) is hereby constituted for the purpose of creating, developing, and amplifying understanding and support for the regional system of education. In order to establish the important role of educational service agencies (ESAs), such understanding and support shall be accomplished by providing programs and services designed to improve and extend the capability of ESAs to better assure quality education and an equal opportunity for all learners in this nation. Such a commonality of objectives among the many educational ESAs can best be accommodated through a united effort in a national organization.

The Organization shall be divided into three geographical areas, as follows:

Western Region: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, South Dakota, Texas, Utah, Washington, and Wyoming.

Midwestern Region: Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, Ohio, and Wisconsin.

Eastern Region: Alabama, Arkansas, Connecticut, Delaware, Florida, Georgia, Louisiana, Maine, Maryland, Massachusetts, Mississippi, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Tennessee, Vermont, Virginia, and West Virginia.

## ARTICLE II. Membership

Section 1. Regular Membership- ESAs created primarily for the purpose of providing educational services to multiple local education agencies are eligible to participate.

Regular membership is open to multipurpose and single purpose ESAs and services include:

- a. Dissemination of information regarding organizational structures, supportive legislation and regulations and exemplary regional programs and services.
- b. Communication to local and state school boards, governmental bodies and agencies and the education profession, the need for ESA services and programs.
- c. Facilitation of research to generate and expand knowledge of the functions of ESAs, as well as the effective and efficient development and management of services and programs.
- d. Facilitation and provision of staff development programs for ESA Chief Executive Officers (CEOs), staff and Board Members.
- e. Technical assistance to localities and states interested in establishing ESAs.
- f. Advocacy for the needs of the ESAs directly with Congress and other agencies.

Section 2. Associate Membership- Nonvoting--Any individual not associated with an ESA.

Section 3. Institutional Membership- Nonvoting

- a. State Education Agency (SEA) personnel.

b. Any other organization not qualifying as a voting member under Article II, Section 1 above and which furnishes educational support services to public elementary and secondary schools.

Section 4. Retired Membership- Nonvoting--Any retired person formerly with an ESA or other agency qualifying for membership.

### **ARTICLE III. Governing Board**

Section 1. Governance- The governance of AAESA shall be under the authority of its membership and council.

Section 2. Representation- The CEO shall represent each member agency.

Section 3. Council of the American Association of Educational Service Agencies- The Council shall be composed of nine voting members (three members from each of the geographical areas of the Association as described in Article I) with the immediate Past President serving as a tenth, non-voting, ex-officio member of the Council.

Section 4. Selection of Council Members-

a. To be eligible a candidate must be a CEO of a member organization with regular membership as of October 1 of that year.

b. Nominations shall be made by any CEO of a regular voting member organization. This nomination shall be made on a form provided by AAESA to the membership by August 30 of the year in which the election is to be held. The nomination shall be for the expiring term(s) in each region. Forms are to be returned to AAESA by October 15.

c. If there are more than two nominees for a council position in a region, there shall be a run-off election in that region. The votes for the regional run-off election shall be received in the AAESA office by December 1. The top two vote receivers from different states shall become the nominees for that region on the national ballot. The national ballot shall be issued in December with the election completed by Jan. 31.

d. A state shall have only one voting member on the Council at any given time.

e. Each regular member agency shall have one vote.

f. All Council member nominations and elections shall be by mail ballot.

Section 5. Certification of Election. The AAESA Executive Director and two other staff shall count ballots and certify the election results.

Section 6. Term of Office of the Council Members. The members of the Council shall serve a three-year term commencing at the first regular Council meeting after the election. Elected Council members shall not serve for more than three years in succession.

Section 7. Vacancy in the Office of Council Member. If a council seat is vacant by reason of retirement, resignation, death, lack of candidate for a seat on the Council, or any other acceptable reason, the Council at its next meeting may appoint a member to serve in that seat for the remaining portion of that seat's term. The appointed member shall be from the same geographical region as that which was vacated.

Section 8. Change in Status of Council Member- If the status of a Council member changes so that member is no longer a chief executive officer of an educational service agency, the member must resign at the time status changes.

Section 9. Officers of the Council- At the first regular Council meeting after the AAESA election, the Council shall install the new President and choose from its number a President-Elect/Vice President, whose term of office shall commence upon election and the President-Elect shall become President the following year.

- a. The President shall be vested with the authority to preside at all meetings of the Council and to carry out actions taken by the body.
- b. The Vice President shall serve in the absence of the President with the same powers and duties as the President.

Section 10. Succession of Council Officers- If the President leaves office before the end of his/her term, the Vice President shall assume responsibility as Acting President for the remainder of that term. A new Vice President will be elected.

Section 11. Meetings-

- a. The Council shall have at least three regularly scheduled meetings each year, one of which shall be designated as the Annual Meeting of AAESA. Special meetings may be called as necessary by the President.
- b. The Annual Meeting of the membership of AAESA shall be held on a date set by the Council. At this meeting, the Executive Director shall make an Annual Report.

Section 12. Functions of the Council.

- A. The Council shall approve AAESA's contracts.
- b. The Council shall make final determination regarding the appointment of the Executive Director of AAESA.
- c. The Council shall approve the revenue and expenditure budgets for AAESA by October 1 of each year.
- d. The Council shall approve program recommendations of the Executive Director of AAESA.
- e. The Council shall make the final determination of the eligibility of agencies for membership in AAESA. Any exceptions to eligibility rules will be made by the Council upon recommendation of the Executive Director.
- f. The Council shall maintain a close working relationship with the Executive Director and other national and state organizations in promoting the regional system of education.
- g. The Council shall set Annual Membership Fees and through its Executive Director shall be responsible for the collection of the service fees.
- h. The Council shall conduct an annual performance review with the Executive Director.

Section 13. Transaction of Business- A majority (5) of the voting Council members shall constitute a quorum to conduct business. A majority of those present is necessary for approval of resolutions.

Section 14. Travel Expenses- Normal travel expenses incurred to attend the regular and special meetings of the Council shall be

reimbursed. This reimbursement will be consistent with the contract AAESA agency guidelines.

Section 15. Committees/Task Forces- The Council may create committees and/or task forces in order to meet the need of the organization.

**ARTICLE IV. Responsibilities of the Executive Director of the American Association of Educational Service Agencies to the Council**

The responsibilities shall include:

- a. Providing professional leadership for all ESAs.
- b. Recommending goals and priorities for AAESA.
- c. Serving as liaison for AAESA with other appropriate agencies.
- d. Serving as secretary and treasurer and nonvoting ex-officio member of the Council.
- e. Planning and recommending programs of operation to the Council.
- f. Developing and submitting the annual budget.
- g. Providing analyses of revenue and expenditures.
- h. Recommending staff as needed consistent with goals and objectives.
- i. Administering contracts.
- j. Providing for an audit that shall be consistent with generally acceptable accounting principles.



**ARTICLE V. Amendments to the Bylaws of the American Association of Educational Service Agencies**

Proposed bylaws changes shall be considered at the regular meetings of the Council. Bylaws approved by the Council will be submitted to the membership by mail with voting to take place at the Annual Meeting with a majority vote of those members present required for adoption of the bylaws change.