

**BYLAWS
OF THE
PROFESSIONAL EDUCATORS OF NORTH CAROLINA, INC.**

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BYLAWS
of the
PROFESSIONAL EDUCATORS OF NORTH CAROLINA, INC.



Article 1
NAME

The name of this organization is the Professional Educators of North Carolina, Inc. (PENC).

Article 2
OBJECTIVE

The objective of PENC shall be to unite the influences and endeavors of North Carolina educators and other citizens in promoting legislative, civic, moral, and social measures conducive to sound education, obedience to the law, maintenance of effective education and protection of public sovereignty over public education. Actions shall include, but not be limited to, representation before boards of education and other duly established groups, and actions shall not include any action that would interrupt or delay education for students. The stated purposes of PENC, as contained in the Articles of Incorporation, are incorporated herein by reference.

Article 3
OFFICES

3.01 Principal Office. The principal office of PENC shall be recorded as the remote office of the executive director and will be updated at any point when the executive director alters, or at such other place as the Executive Board may select by resolution or amendment of the bylaws. The mailing address being PO Box 17004, Raleigh, NC 27619.

3.02 Other Offices. The organization may have other offices at such other place or places as the Executive Board may from time to time determine, or as shall be necessary or appropriate, for the conduct of the affairs of PENC.

Article 4

MEMBERSHIP

4.01 Eligibility of Membership. Membership in PENC shall be open to individuals, corporations and affiliates who subscribe to the objective of PENC, who pay the dues established by PENC and who are otherwise eligible for membership as defined by the classifications of membership. Any person or corporation that applies for membership thereby agrees to subscribe to the objective of PENC and to comply with its Articles of Incorporation, bylaws and policies as established by the Executive Board.

4.02 Active Membership. Active membership is open to all school personnel and full-time North Carolina college students who desire complete services and benefits, including professional liability and employment rights insurance. Active members shall be entitled to all the rights and privileges of full membership, including voting, and holding office in the organization and eligibility for professional liability and employment rights insurance.

4.03 Affiliate Membership. Affiliate Membership is open to all individuals, organizations, and groups that do not desire professional liability and employment rights insurance. Individuals who desire Affiliate Membership shall be classified as Associate members and shall be entitled to all the rights and privileges of full membership granted by the organization, including voting, but shall not be eligible to hold office or for professional liability and employment rights insurance. Organizations or groups that wish to support the objectives of PENC through Affiliate Membership shall be classified as corporate members. Corporate members are ineligible to vote, hold office and receive professional liability and employment rights insurance. Corporate membership is subject to the approval of the Executive Board.

4.04 Honorary Life Membership. Honorary Life Membership may be conferred upon the signed recommendation of a member and authorization by three-fourths vote by secret ballots of the Executive Board. Honorary Life Membership may be conferred upon any North Carolina resident who has rendered notable service to education and PENC. The Executive Board shall set benefits and privileges for each Honorary Life Member at the time the membership is conferred.

Article 5

DUES

Upon recommendation from the Finance Committee, the Executive Board will set and approve the annual dues for individual membership before April 1st for the following fiscal year. The Executive Board may establish a different dues structure for students. The Executive Board may waive dues for Honorary Life Members.

Article 6

OFFICERS

6.01 Officers of the Organization.

A President, Vice President, Secretary, Treasurer, and the Immediate Past President shall be officers. An officer must be an individual who is an Active Member of PENC, in good standing.

6.02 General Powers. The five Officers shall have, and may exercise, all the authority of the Executive Board in the day-to-day management of the organization, consistent with the policies and directives of the Executive Board, the Articles of Incorporation and Bylaws of PENC. The Officers will resolve issues that need immediate attention and transact all business on behalf of the Executive Board between meetings.

6.03 Communication with the Executive Board. Minutes of Officers meetings shall be made available to each Executive Board member prior to each board meeting. Significant decisions made by the Officers will be reported at the next Executive Board meeting. On matters of urgency, when action by the Executive Board is critical, and there is not sufficient time to convene a meeting of the Executive Board, any Officer who is aware of the matter needing urgent action shall attempt by the most effective means possible to inform and obtain a response from each Board member in order to make a valid and effective decision on that matter. Such a decision shall be valid when a majority of the members of the Executive Board have responded. A record of the matter under decision, the decision, the manner by which the decision was obtained, and the date the decision took place must be reported to the Executive Board at its next meeting and recorded in the official minutes of the organization by the Secretary.

6.04 Nominations and Elections. The Executive Board shall elect a Nominating Committee of at least three (3) members. It shall be the duty of the Nominating Committee to nominate candidates for the offices to be elected by the Executive Board at the Annual Meeting.

6.05 Terms of Office. The Officers shall be elected by the Executive Board to serve for a term of two (2) years or until their successors are elected. The Past President is not elected, but automatically ascends to such a position upon the natural expiration of the term of office of the President. Terms of office shall begin July 1st for the following fiscal year in which the Officers are elected. No member shall hold office for more than three (3) consecutive terms. Election to serve out the unexpired term of an Officer due to death, resignation, removal, or other vacancy shall not constitute a term of office for purposes of calculating term limits. An Officer may be nominated for additional terms of office by a three-fourths ($\frac{3}{4}$) vote of the Executive Board. No member shall hold more than one (1) State office at one time.

6.06 Vacancies in Office. The Executive Board shall fill vacancies in offices for the unexpired terms. Except a vacancy in the office of the President, during an unexpired term, shall be filled by the Vice President until the end of the term.

6.07 Resignation of Officers. Any Officer of the organization may resign at any time by giving written notice to the President. The resignation shall take effect upon receipt of such notice, unless otherwise specified therein.

6.08 Removal of Officers. Any Officer may be removed by a majority vote of the Executive Board if the Board views such an action to be in the best interest of the organization.

6.09 Leaving Office. Upon expiration of their terms of office, or resignation or removal from office, the President, Vice-President, and Past President shall surrender immediately all property in their possession belonging to their respective offices to the new President. Upon expiration of their terms of office, resignation or removal from office, the Secretary and Treasurer shall deliver, within thirty (30) days, to the newly elected Secretary and Treasurer any and all property in their possession, financial or otherwise, that relates to the financial affairs of PENC.

6.10 Responsibilities of the President. The President shall be the Chair of the Board and an ex-officio member of all committees appointed by him or her. The President shall preside at all meetings of the Executive Board and all official meetings of PENC. The President shall have the power, with the consent of the Executive Board, to call special meetings of PENC. The President will not vote except in the event of a tie. In addition, the President shall perform all such duties as established customs and procedures require, or as directed by the Executive Board.

6.11 Responsibilities of the Vice President. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the President. Should the office of the President become vacant during the unexpired term, the Vice-President shall be President until the end of the term.

6.12 Responsibilities of the Secretary. The Secretary shall keep the minutes of all the meetings of the Officers and the Executive Board. The Secretary will see that all notices are duly given in accordance with the provisions of these bylaws, or as required by law. The Secretary will be custodian of all papers, letters, and transactions of the organization. In general, the Secretary will perform all duties incident to the office of Secretary and other such duties as may, from time to time, be assigned to him or her by the President or by the Executive Board.

6.13 Responsibilities of the Treasurer. The treasurer shall have charge and custody of, and be responsible for, all funds of the organization. The Treasurer shall ensure that all funds of the organization are deposited in a financial institution and/or invested in accordance with the investment policy adopted by the Executive Board. The Treasurer shall delegate the responsibility for the expenditure of funds in accordance with the policies and budgets adopted by the Executive Board. At each executive board meeting and at the Annual Meeting, the treasurer shall report the financial standing of PENC.

6.14 Responsibilities of the Past President. The past president shall have responsibilities as assigned by the president or executive board.

6.15 Compensation of Officers. The officers of the organization will not be compensated for their services as officers but may be reimbursed by the organization for expenses actually incurred in attending regular and special meetings of the board and in carrying out their duties.

Article 7

MEETINGS

7.01 Place of Meetings. Meetings shall be held at PENC's principal office or at any other reasonably convenient place as the executive board may designate. Any or all board members may be permitted to participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all board members participating may simultaneously hear each other during the meeting. A board member participating in a meeting by this means is deemed to be present in person at the meeting.

7.02 Action without Meeting. Action required or permitted to be taken at a board of directors' meeting may be taken without a meeting provided that each board member is contacted and given the opportunity to participate in the action.

7.03 Annual and Regular Meetings. The Annual Meeting of the members shall be held before July 1st on a date to be determined by the President. In addition to the Annual Meeting, at least two other regular meetings of the Executive Board shall take place on dates to be determined by the President.

7.04 Purpose of Annual Meeting. The purpose of the Annual Meeting shall be to elect Officers and members to the Executive Board as prescribed in these bylaws, to receive reports of Officers and committees and to conduct such other business that may arise.

7.05 Special Meetings. Special Meetings of the Executive Board may be called by the President or called upon the written request of five (5) members of the Executive Board. Special Meetings of the General Membership may be called by the President or by the members as provided in the North Carolina Nonprofit Corporation Act. The purpose of the meeting shall be stated in the call.

7.06 Quorum. The members present shall constitute a quorum at all meetings.

7.07 Proxy Voting. Members of the General Membership shall not vote by proxy.

Article 8 **EXECUTIVE BOARD**

8.01 Number of Directors. The number of directors shall be seventeen (17). The Executive Board shall consist of the following:

- ◆ Four (4) elected Officers
- ◆ Immediate Past President
- ◆ One (1) Director from each region
- ◆ Two (2) at-large Directors
- ◆ Two (2) Presidential appointments

The Executive Director shall serve in an ex-officio role and may not vote.

8.02 General Powers. The Executive Board shall make recommendations to and have general supervision over the affairs of the organization, perform other duties as are specified in the bylaws and perform other functions as permitted by law. The Executive Board shall have sole authority to approve the budget and to employ the Executive Director. All other personnel shall be employed by the Executive Director in consultation with the Executive Board.

8.03 Limits of Power. No member of the Executive Board may take any action in the name of PENC that is in conflict with any official organization position. No action taken by the Executive Board shall conflict with defined directives of the general membership.

8.04 Elections. At the Annual Meeting or Conference, the members of PENC shall elect Executive Board members. Members may cast one vote for each vacant Regional Executive Board seat and one vote for each vacant at-large seat. Odd numbered regions, including At-Large Seat 1, will be elected in odd years. Even numbered regions, including At-Large Seat 2, will be elected in even years. Presidential Appointees shall be filled at the will of the President to serve during the seated President's term. The Executive Board shall determine the regions used by PENC for election of the Executive Board.

8.05 Terms of Office. Executive Board members shall be elected to serve for a term of two years (2 yrs.) on a rotating basis. No Executive Board Member may serve more than three (3) consecutive two-year (2 yr.) terms. Executive Board Members will take office on July 1st of the fiscal year in which they have been elected.

8.06 Vacancies on the Board. The President shall fill vacancies on the Board for the unexpired terms.

8.07 Resignation of Executive Board Members. Any PENC Board Member may resign at any time by giving written notice to the President. The resignation shall take effect upon receipt of such notice, unless otherwise specified therein.

8.08 Removal of Executive Board Members. Any Board Member may be removed by a majority vote of the members in accordance with the North Carolina Nonprofit Corporation Act. A Board Member may be removed by the Executive Board for the unexcused absence of two (2) consecutive meetings of the Executive Board or for the unexcused absence of a majority of meetings of the Executive Board in any calendar year provided a majority of Board members then in office vote for the removal.

8.09 Compensation of Executive Board Members. The PENC Executive Board Members will not be compensated for their service but may be reimbursed by the organization for expenses actually incurred in attending regular and special meetings of the Board and in carrying out their duties.

8.10 Quorum. A majority of the Executive Board members present shall constitute a quorum of the Executive Board.

8.11 Proxy Voting. Members of the Executive Board shall not vote by proxy.

Article 9 **COMMITTEES**

9.01 Types of Committees. PENC's standing committees will consist of the following:

- ◆ Finance Committee
- ◆ Legislative Committee
- ◆ Recruitment and Membership Committee
- ◆ Nominating Committee

Other ad hoc committees will be formed as necessary.

9.02 Finance Committee. A Finance Committee shall be composed of the Treasurer and at least two other members appointed by the President. The Executive Director shall be a non-voting, ex-officio member of the committee. It shall be the duty of this committee to prepare a budget for the subsequent fiscal year to submit it to the Executive Board, to make recommendations to the Executive Board throughout the year for adjustments to the adopted budget and to recommend an auditor as needed.

9.03 Selection of Committees. Committees, standing or ad hoc, shall be appointed by the President or the Executive Board as deemed necessary to carry out the work of PENC.

Article 10 **INCORPORATION**

10.01 Incorporation. The Professional Educators of North Carolina shall be incorporated under the statutes of the State of North Carolina.

10.02 Funds. The funds of PENC shall be used to carry out the purposes stated in, and not inconsistent with, the Articles of Incorporation and the bylaws.

10.03 Restriction on Personal Gain. No part of the net earnings of PENC shall inure to the benefit of any private shareholder, individual, officer, director, member or volunteer of PENC.

10.04 Restriction on Political Activity. No substantial part of PENC's activities shall participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing of or distribution of statements. Furthermore, nothing shall be done to jeopardize PENC's status as an organization qualified as tax-exempt under Section 501(c)(6) of the Internal Revenue Code or the Federal, State or local Government for exclusive public purpose.

Article 11 **GENERAL PROVISIONS**

11.01 Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order* shall govern PENC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and with any special rules of order the organization may adopt.

11.02 Audit. Upon recommendation of the Finance Committee and the Executive Board, an independent auditor chosen by the Executive Board will conduct an audit at least every three (3) years.

11.03 Fiscal Year. The fiscal year is from July 1 to June 30. If necessary, the dates may be changed by the Executive Board upon recommendation from the Finance Committee.

11.04 Amendments. These bylaws can be amended at PENC's Annual Meeting by a two-thirds vote of the General Membership in attendance, provided that the amendment(s) are received by the Executive Board and published to the General Membership at least two (2) weeks prior to the Annual Meeting.

Amended: 9/28/24, 6/21/24, 9/17/23, 5/4/19, 4/25/09, 4/12/08, 6/25/05, 7/8/00, 6/27/98, 3/15/97, 3/11/95, 4/28/90, 4/23/88, 4/20/85, 4/23/83, 4/17/82, 10/7/81, 4/11/81, 4/1/81, 3/5/80, 2/13/80, 10/31/79

Adopted: 10/3/79