

Special Needs Advocacy Network (SPaN)

BYLAWS

Updated August 1, 2022, to Reflect the 2021-2022 Fiscal Year Amendments

ARTICLE I – NAME OF ORGANIZATION

The name of this organization shall be the Special Needs Advocacy Network, Inc. (SPaN). This organization is not-for-profit. SPaN became incorporated as a non-profit on 1/1/03 under Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

ARTICLE II – PURPOSE

The purpose of SPaN is to develop and promote a functioning and supportive network of child advocates in the field of education. To this end the organization will:

- A. Provide its members with professional information needed to represent clients adequately and appropriately.
- B. Provide its members with opportunities for continuing education and professional development.
- C. Provide a forum where advocates can discuss common needs and share and disseminate information.
- D. Develop and promote standards for practicing advocates.
- E. Promote the recognition of advocacy as a profession.

ARTICLE III – MEMBERSHIP

Membership in this organization shall be open to any person interested in the field of advocacy in education and who is in agreement with the principles and policies of this organization. Such person desiring to become a member shall register for membership, pay dues, and accept the Ethics and Standards of Practice of this organization. Upon completing these steps, such a person shall become a voting member. **Educational Decision Makers (foster/birth parent, SESP, guardians) membership is for non-professionals only and will not have voting rights. (November 18, 2022)**

ARTICLE IV – OFFICERS

The elective officers of this organization shall be a President, First Vice-President, Vice-President of Programming, Treasurer, Recording Clerk and Vice-President of Membership and such other officers as the Board of Directors may prescribe pursuant to its Bylaws. The duties of these officers of the Board of Directors shall include:

A. PRESIDENT

- 1. To preside at meetings of the organization and to act as Chairperson of the Board of Directors.
- 2. To appoint Chairpersons of standing committees as needed.
- 3. To serve or to appoint a designee as an ex-officio member of all committees except the Nominating Committee.
- 4. To perform other functions, duties and authority as may be voted from time to time by the Board of Directors.

B. FIRST VICE-PRESIDENT

1. To assist the President in all areas, but particularly in the internal work of the organization.
2. To provide assistance and direction to each standing Committee except the Programming Committee.
3. To perform such other administrative duties as assigned by the President in preparation for the President position.
4. To perform the duties of the President in the absence or inability of the President to discharge the duties of the office.

C. VICE-PRESIDENT of PROGRAMMING

1. To perform the duties of the President in the absence or inability of the 1st Vice President to discharge the duties of the office.
2. To Co-chair the Professional Development Committee.
3. To perform such other duties as assigned by the President.

D. TREASURER

1. To act as financial officer for the organization overseeing the management and reporting of the organization's finances.
2. To chair the Finance Committee and facilitate strategic thinking within the Board about short- and long-term financial sustainability.
3. To be the primary authorized signature on the bank account and signs checks as needed. The President is the second signature.
4. To make authorized disbursements. Requisitions shall state the amount and purpose of payments requested. Adequate and appropriate records shall be kept.
5. To provide documentation of the organization's non-profit status upon request of a program chairperson or purchaser of supplies, for the purpose of being tax exempt for sales tax.
6. To file taxes/reports (with the accountant) and prepare statements to comply with maintaining our non-profit status
7. To submit/present the Finance Reports at scheduled Board meetings at least quarterly.
8. To develop an annual operating budget with the Finance Committee and submit for approval to the Board by the second Board meeting of each fiscal year. In addition, in July, October, January and April of each fiscal year, provides an analysis of the actual revenues and expenses during Board events.
9. To present the financial report to SPaN members at the Annual Meeting and include said report in the Annual Report.

Note: If the growth of the organization necessitates that the Treasurer be bonded, it will be done at the expense of the organization.

E. RECORDING CLERK

1. To act as recording clerk of the Board of Directors.

2. To keep full and accurate records of all proceedings of the Board of Directors including votes and actions taken by the Board.
3. To submit minutes to the Board of Directors at all its regular meeting or whenever required, including Annual Meeting minutes.
4. To record and update approved changes to the Bylaws and Policies

F. VICE-PRESIDENT of MEMBERSHIP

1. To oversee membership records.
2. To chair the Membership Committee.
3. To chair the Nominating Committee, and produce a slate of nominees for officers and Board position, sent to the membership prior to the voting.

ARTICLE V – BOARD OF DIRECTORS

The Board of Directors shall consist of the President, First Vice-President, Vice-President of Programming, Treasurer, Recording Clerk and Vice-President of Membership, and at least eleven (11) but no more than twenty-one (21) members at large of the organization, elected annually by a vote of the members.

If the President resigns in mid-term, the First Vice President shall be appointed to the office of President, and the resigned President shall remain on the Board in an advisory capacity, with full voting rights, until the next Election. If an Election installs a new President, the most recent ex-President shall remain in an advisory capacity on the Board of Directors for one (1) year with full voting rights.

A. DUTIES: The duties of the Board of Directors shall include:

1. To exercise general control of all affairs of the organization, subject to the authority of the organization and the provision of its Bylaws.
2. To decide all matters of policy.
3. To approve appointments by the President made to fill all vacancies.
4. To appoint, employ and enter into contracts with vendors or individuals for necessary services.
5. To enter into contracts with agencies/organizations in providing services, subject to the authority of this organization.
6. To recruit board members
7. To ratify the annual budget, approve an annual discretionary spending amount, and vote on any financial proposals beyond these budgeted amounts.

B. ELIGIBILITY: Any member of the organization shall be entitled to be elected to the Board of Directors as an officer or a member at large.

C. TERM OF OFFICE: The members of the Board shall serve for two (2) years or until their successors are elected, unless removed for cause or they voluntarily resign. The President serves for two (2) years; the First Vice-President for one (1) year, though both can serve for two consecutive terms. All other officers may only serve 5 consecutive terms in a particular office.

D. REMOVAL FROM THE BOARD: Board member shall be removed if he/she:

1. Misses two (2) Board meetings in one year without justifiable reason or without prior notice of absence. (“Justifiable reason” will be determined by the President and agreed upon by a two-thirds (2/3) vote of the Board members present.)
2. Fails to renew his/her membership within the allowable time.
3. Becomes a detriment to the organization as determined by the President and a two-thirds (2/3) vote of the Board members present.

E. PROCESS FOR REMOVAL:

1. Any Board member considered for removal shall have the right to defend his/her actions or offer evidence in rebuttal to the full Board at a meeting called for such purpose.
2. Each Board member will receive notice of such intent to remove at least fifteen (15) days prior to the meeting to consider removal. A vote for removal must be carried by two-thirds (2/3) vote of the entire Board of Directors.

F. RESIGNATION: Any Board member may resign from the Board by submitting a written resignation to the President for presentation at the next Board meeting.

G. VACANCIES: In the event of a vacancy of any Board member, the President, with majority approval of the Board members, may appoint any SPaN member to fill that vacancy until the next Annual Election.

H. VOTE AND QUORUM:

1. For the Board to take any action at a meeting the required quorum will be nine (9) members of the Board of Directors, or 50% plus 1 of all Board members, whichever is greater. **The count will be rounded down any time there is an odd number of board members.** No action of the Board can be **effected** without a majority vote of those present.
2. **Votes are permitted by electronic means. Any no vote or request for discussion received would require the motion to be taken up at a future board meeting. (March 17, 2022)**

I. ELECTION: The election of the Board of Directors shall take place annually and:

1. Shall be from a ballot presented by the Nominating Committee.
2. Shall be of a number determined by the Nominating Committee; not in conflict with the current Bylaws.
3. May include incumbent candidates.
4. Shall ensure that candidates are current member in good standing
5. Shall ensure that a candidate for president has served either on the Board of Directors or served as a SPaN Officer for at least a year prior to running for President
6. Will be determined by a majority vote of the members of the organization for that year who are present or who have submitted official absentee ballots.
7. The ballot submitted by the Nominating Committee shall be mailed/emailed to all members at least 14 days prior to the election.
8. The candidates receiving a majority of the votes shall be considered duly elected to the office for which they were nominated.
9. Directors shall take office as of the beginning of the next business year.

ARTICLE VI – MEETINGS

- A. There shall be an Annual Meeting of the membership of this association.
- B. Regular meetings of the Board of Directors shall be held at least quarterly.
- C. Special meetings of the Board may be called by the President when deemed necessary or by request of at least five (5) members of the Board or five (5) members of the general membership.
- D. Meetings of committees shall be called by the Chair of each committee as frequently as deemed necessary to accomplish the work of that committee.
- E. Board of Directors meetings will be open to members of the organization and non-member guests.
- F. Committee meetings may be attended by members with the prior approval of the Chair of the committee. Unless specified, educational/informational workshops are not considered member specific meetings and are open to the public at advertised rates.
- G. Board meetings will be run by the President and guided by the framework provided in Robert’s Rules.

ARTICLE VII – STANDING COMMITTEES

Standing committees will be a Membership and Nominating Committee, a Professional Development Committee, a Public Relations Committee, a Credentials Committee, a Legal, Bylaw and Policy Committee, a Technology Committee, as well as other committees as determined by the Board.

Each standing committee shall include at least one Board member who shall be designated to report to the Board at each Board meeting on the status of the committee’s work in the absence of the chair.

A. MEMBERSHIP AND NOMINATING COMMITTEE

This committee shall obtain, maintain and develop lists of names for mailing lists and membership and shall work to enlarge the membership of the association. It shall encourage the membership to suggest names for consideration as Board members. It shall nominate members of the Board and shall present a ballot to the membership as outlined in Article V.

B. PROFESSIONAL DEVELOPMENT COMMITTEE

This committee shall develop and implement, with approval of the Board, the organization’s educational and informational programs. It shall produce an annual program of educational and training meetings.

C. PUBLIC RELATIONS COMMITTEE

This committee shall be responsible for the planning and coordination of publicity and public relations. It shall give consideration to engaging in community education as a possible future endeavor.

D. CREDENTIALS COMMITTEE

Is responsible for defining the criteria for inclusion in the Professional Directory Listing. The committee's long-term goal is to investigate and establish credentialing for Massachusetts special education advocates.

E. FINANCE COMMITTEE

Monitors the ongoing financial status of the organization, facilitates strategic thinking within the Board about short – and long-term financial sustainability and develops annual budget.

F. LEGAL, BYLAWS AND POLICY COMMITTEE

This committee shall be responsible for overseeing the review and update of Bylaws and Policies and submitting them for approval as outlined in section IX. This committee shall be consulted should a Legal issue arise. This committee shall also maintain a Policy Manual outlining best practices for executing the Bylaws and supplementary information.

G. TECHNOLOGY COMMITTEE

This committee is responsible to make recommendations, and/or provide advice related to:

1. The technology that is used to operate our professional development programs (sound equipment, cameras, projectors, etc.)
2. The applications, websites, databases, and other programs that are required to operate the organization. (Microsoft, Constant Contact, Go-Daddy, register.com, ipage, etc.)

H. DEVELOPMENT COMMITTEE

1. The purpose of the Development Committee is to diversify the revenue streams of the Special Needs Advocacy Network by identifying and acting upon opportunities such as, but not limited to, grants, sponsorships, gifts, and donations.
2. The Development Committee will also plan, manage, and execute fundraising activities such as, but not limited to, auctions, donation drives, and campaigns around Giving Tuesday. All members of the board of directors will participate in the effort to promote and achieve the goals of these activities.
3. The Special Needs Advocacy Network solicits and accepts grants, sponsorships, gifts, and donations. These can be either in-kind or monetary. The Special Needs Advocacy Network reserves the right to decline and refuse to accept any grants, sponsorships, gifts, or donations.

ARTICLE VIII – FISCAL –[review by Financial committee]

- A. **INDEBTEDNESS:** No obligation or indebtedness shall be incurred by the organization or any of its officers in its name unless such indebtedness or obligation is duly authorized by a vote of the Board of Directors at an official meeting.
- B. **FISCAL YEAR:** The fiscal and business year of the organization shall begin on July 1 and end on June 30 of the following year.
- C. **ACCOUNTS AND ACCOUNTING:** All accounts and records shall be made available to the Board of Directors and any reasonable authority on three (3) days written notice or a majority vote of the Board of Directors.
- D. **LIQUIDATIONS:** In the event that the organization ceases to exist either by vote of the Board of Directors or by the inability of the Board to maintain a quorum on a regular basis, any assets, after payment of all outstanding debts and liabilities, shall be disbursed to similar associations as the remaining Directors see fit. In no case may the assets revert to the private use of benefit of any member of the organization or to any other individual.

ARTICLE IX – BYLAWS AND POLICY

- A. **EFFECTIVE:** The Bylaws shall be in effect upon their acceptance by a majority vote of the members of the organization. This majority will be determined by the number of members of record who vote when these Bylaws are proposed.
- B. **AMENDMENT AND REPEAL:** The Board may amend or repeal the Bylaws and/or Policies provided that the proposed amendment or repeal shall be sent in writing to all Board members at least fourteen (14) days prior to the meeting where the amendment or repeal is to be acted upon, along with notice of the time and place of said meeting.
 - 1. Two-thirds of the Board members present and voting shall be required to approve the proposed repeal or amendment of the Bylaws. The number required to approve the proposed repeal or amendment shall not be less than a quorum. (Reference Article V, Section H regarding definition of quorum.)
 - 2. A majority of the Board members present and voting shall be required to approve the proposed repeal or amendment of the Policy Manual.
 - 3. Any amendment or repeal of the Bylaws shall be attached as an appendix to these Bylaws with annotation of such amendment or repeal made in the proper place in the main body of these by-laws.

ARTICLE X – NON-DISCRIMINATION STATEMENT

SPaN does not and shall not discriminate on the basis of disability, race, color, religion (creed), gender, gender expression, age, national origin (ancestry), marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring, and firing of staff/contractors,

selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all our members, volunteers, subcontractors, and vendors.

ARTICLE XI – MISCELLANEOUS

- A. **REGULATIONS:** Rules and regulations may be adopted from time to time by the Board as needed for efficient operation of any part of the program or organization.
- B. **INTERPRETATION OF BYLAWS:** Majority vote of the Board shall determine interpretation of these Bylaws. Further, “Robert’s Rules of Order (Revised)” will serve as a guide to the President in deciding questions of procedure not covered in these Bylaws.
- C. **EXISTING STATUTE OR LAW:** If any provision in any section or article of these Bylaws is in violation of any statute or law, the remainder of the article and Bylaws shall not be invalidated.

Amended 2009, 2011, 2016, 2017, 2020, 2022