

***NATIONAL DROPOUT PREVENTION NETWORK
BYLAWS***

SECTION I. TITLE AND SERVICE AREA

ARTICLE 1.01. TITLE AND SERVICE AREA OF THE CORPORATION

The title or name of the organization shall be the National Dropout Prevention Network, hereafter referred to as the Corporation, the National Dropout Prevention Network, the Network, or NDPN, affiliated with the National Dropout Prevention Center located at Clemson University, Clemson, South Carolina, hereafter referred to as the National Dropout Prevention Center, the Center, or NDPC. The principal office of the Corporation shall be located at Clemson University, Clemson, South Carolina. The Corporation may have other secondary offices and may conduct its affairs outside of this address as the Board of Directors may from time to time determine appropriate.

SECTION II. PURPOSE AND SERVICES

ARTICLE 2.01. PURPOSE

This Corporation has been formed for charitable and educational purposes as stated in greater detail in this Corporation's Articles of Incorporation. The purpose of the Center and the Network shall be to provide P-20 information, services, and professional experiences for educators and educational organizations, other interested individuals, and other interested entities involved in efforts to reduce America's school dropout rate.

ARTICLE 2.02. SERVICES

Activities and services provided by the Network shall include, but not be limited to:

- periodic publications to communicate information dealing with topics of interest and relevance to school dropout prevention efforts;
- network-sponsored conferences and events, including not less than one national conference annually;
- customized support, contracts, and professional learning;
- research and evaluation support;
- networking and other information dissemination;
- other membership support and services; and
- providing a national voice and advocacy for reducing dropout.

SECTION III. NETWORK MEMBERSHIP

ARTICLE 3.01. ELIGIBILITY

Membership will be open to any individual or organization interested in dropout prevention.

ARTICLE 3.02. FEES

Levels of membership, membership fees, and benefits of membership shall be established by the Network Board.

SECTION IV. OFFICERS AND COMMITTEES

ARTICLE 4.01. BOARD AND OFFICERS

The affairs of the Corporation shall be managed by the Board of Directors in the manner set forth in the Bylaws of the Corporation. All corporate powers shall be exercised by, or under the authority of, the Board of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The powers of the Board of Directors shall include, without limitation, the power to accept or collect, or direct the acceptance or collection of, any contributions, bequests, and gifts made to the Corporation, and establish guidelines related thereto. The Corporation shall designate bank accounts in which all of the funds of the Corporation shall be deposited to the credit of the Corporation.

The Board of Directors shall approve an annual budget of estimated income and expenditures of the Corporation. The Corporation shall not incur any expense in excess of the total of such budgetary appropriations without prior approval of the Board of Directors or Board Executive Committee. Clemson University, through the National Dropout Prevention Center (NDPC), will serve as the fiscal agent for the National Dropout Prevention Network (NDPN) and, in return, receive reimbursement from the Network for personnel and program services relative to Network project activities as outlined in the annual budget.

Composition: The Board of Directors shall consist of not less than five (5) and no more than 25 members, representing groups listed in the Mission Statement. The Board members shall be elected by recommendation of the Executive Committee and approval by a majority vote of a quorum of the Board of Directors and based upon the candidate's philanthropic, legal, financial, education, or other experience.

Qualifications and Responsibilities of Board Members:

- Service to the Corporation at all times during the Director's term in office shall remain a top priority. Each Director shall maintain the highest degree of integrity and moral standards and demonstrate a willingness to cooperate and participate with other Directors for the advancement of the Corporation's purposes.
- Each Director shall commit to give such amount of time as is reasonably required to attend each of three annual Board of Director meetings as well as to serve on Board committees as appointed by the Chairman and to stay informed regarding matters addressed at such meetings.
- Each Director shall help identify prospective donors and to assist the Executive Director in identification of revenue sources and in the securing of revenue for support of Network activities.
- Each Director shall use his/her existing networks and facilitate communication with parties and organizations that are beneficial to the work of the Network.
- Each Director shall share talents with the Corporation and the Executive Director through recommendations and guidance as it pertains to Network activities and initiatives.
- Each Director shall have no conflict of interest, financial or otherwise, with the Corporation.
- Dean of the College of Education at Clemson University shall serve as a nonvoting, ex-officio member of the Board.

Board members shall serve an initial term of three (3) years. Directors shall be eligible for reelection to succeed himself or herself. Terms of office shall commence at the next subsequent meeting following election by a majority vote. The Executive Director of the National Dropout Prevention Center/Network shall serve as a nonvoting, ex-officio member of the Board. Whenever the Board of Directors shall increase or decrease the number of directors, such increase or decrease shall be arranged so that as nearly as possible one-half or more of the Directors shall remain on the board for continuity.

The Board shall annually elect from its membership the following officers: Chair, Vice Chair, Secretary, and Director of Partnerships and Outreach. The immediate past Chair of the Board shall serve as a member

of the Board for a minimum of one year beyond relinquishing the Chair. The officers, past Chair, and Executive Director of the NDPC/N shall constitute the Network Executive Committee.

Vacancies: A vacancy occurring among the Directors may be filled by recommendation of the Executive Committee and approval by a majority vote of a quorum of the Board of and based upon the candidate's philanthropic, legal, financial, education, or other experience.

Removal of Directors: The Board of Directors may remove any Director at any time by the affirmative majority vote of the Executive Committee.

Compensation: Directors shall receive no compensation for their services.

The Board shall be empowered by the Network to conduct business on behalf of the Network and the officers may conduct official Network business when assigned by the Chair. The Network Executive Committee may take official action on behalf of the full Board.

ARTICLE 4.02. STANDING COMMITTEES

Standing Committees shall be appointed by the Executive Committee and shall include a Nominating Committee and a Partnerships and Outreach Committee. Each standing committee consists of 3-5 members including the Committee Director who is also appointed by the Executive Committee.

ARTICLE 4.03. SPECIAL COMMITTEES

Special committees may be appointed by the Chair as needed.

SECTION V. POWERS OF BOARD AND DUTIES OF OFFICERS AND SPECIAL COMMITTEES

All of the powers, duties, and objectives of the Network shall be possessed and may be exercised by the Board or the Network Board Executive Committee.

ARTICLE 5.01. DUTIES OF OFFICERS (EXECUTIVE COMMITTEE)

The Chair of the Network Board

The duties and responsibilities of the Chair shall include:

- jointly preparing meeting agendas and events with the Executive Director;
- mailing or delivering written notices of any regular meeting of the Board or Officers at least seven (7) days prior to said meeting;
- attending and presiding over all Board meetings and events;
- maintaining contact with the Executive Director at least every two months;
- serving as a member of the Executive Committee of the Board;
- participating in all Executive Committee meetings;
- maintaining ongoing and regular contact with the executive of Clemson University responsible for the National Dropout Prevention Center;
- collaborating with the Executive Director in the identification and recruitment of prospective Board Members;
- nominating and having the Board vote on members of all Board committees and monitoring the work and progress of all committees;
- encouraging participation and attendance of all Board Members;
- addressing and correcting inappropriate behaviors of Board Members;

- being available to speak on behalf of and to represent the Network and the Board;
- leading the Board in development of recommendations and guidance for the Executive Director and of Network activities and initiatives;
- leading the Board in the conduct of revenue generating activities on behalf of the Network; and
- training and mentoring the Vice Chair relative to Chair duties and responsibilities.

The Vice Chair of the Network Board

The duties and responsibilities of the Vice Chair shall include:

- collaborating with the Chair in preparation of meeting agendas and events;
- attending all Board meetings and events and serving as acting Chair in the absence of the Board Chair;
- maintaining at least contact with the Executive Director at least every two months;
- collaborating with the Executive Director and the Board Chair in the identification and recruitment of prospective Board Members;
- monitoring the contributions of all Board Members to the work and mission of the Network;
- assisting the Board Chair in the conduct of revenue generating activities on behalf of the Network; and
- serving as a member of the Executive Committee of the Board and participating in all meetings of the Executive Committee.

The Secretary of the Network Board

The duties of the Secretary shall include:

- attending all Board meetings and events;
- serving as a member of the Executive Committee of the Board and participating in all meetings of the Executive Committee;
- taking notes and transmitting records of all Board meetings to the Chair and to the Executive Director in a timely manner for dissemination to the members of the Board; and
- reviewing and certifying the final minutes of meetings of the Board and the Network. The official records of the Network will be maintained by the Executive Director;

The Director of Partnerships and Outreach

The duties of the Director of Partnerships and Outreach shall include:

- serving as a member of the Executive Committee of the Board and participating in all meetings of the Executive Committee;
- organizing and leading the Partnerships and Outreach Committee;
- leading the Committee to identify specific connections, introductions, and relationships for NDPN pursuit that have potential for service, impact, and revenue;
- periodically communicating with committee members on contacts and referrals made on behalf of NDPN;
- periodically communicating with NDPN Director or designee on referrals made by committee;
- periodically following up with NDPN staff on follow-up actions relative to referrals by committee members;
- collaborating with NDPN staff to record and tabulate Partnerships and Outreach initiatives and results; and
- reporting to the Board on referrals and outcomes of the Partnerships and Outreach Committee.

Additionally, all officers of the Board have shared responsibility for auditing Network finances and for leading revenue generation efforts for the Network.

ARTICLE 5.02. DUTIES OF STANDING COMMITTEES

The Nominating Committee

The tasks of the Nominating Committee shall include:

- nominating a Vice Chair yearly at the annual network conference (the Vice Chair shall succeed as President after one year's service as Vice Chair),
- nominating a Secretary yearly at the annual network conference, and
- nominating a Director of Partnerships and Outreach yearly at the annual network conference.

The Partnerships and Outreach Committee

The tasks of the Partnerships and Outreach Committee shall include:

- organizing and leading the Partnerships and Outreach Committee,
- leading the Committee to develop and implement strategies for connecting NDPN staff and services to practitioner users,
- maintaining ongoing contact with Committee members,
- maintaining a record of practitioner contacts by Committee members,
- collaborating with the Executive Director and NDPN staff to insure follow-up on all practitioner contacts,
- providing monthly updates of Committee work and plans to the Board Chair and Executive Director, and
- providing reports of Committee activities at all Board meetings.

SECTION VI. MEETINGS

ARTICLE 6.01. MEETING OF THE NETWORK

The Center/Network shall hold an Annual Business Meeting each year on a date and at a place selected by the Board for the announcement of members of the Board and for other organizational purposes. The Board Chair, or any designee of that person, shall mail or email or deliver written notice of each Annual Business Meeting to each Network member not less than seven days prior to each meeting.

Special meetings of the Center/Network for stated purposes may be called by the Chair or by the Executive Director. Notices of special meetings shall be disseminated via mail or email and shall state the purpose and by whose authority the meeting was called.

ARTICLE 6.02. MEETING OF BOARD

The Board shall provide by its own rule for any regular or special meeting it deems necessary. The Board Chair shall mail or deliver written notices of any regular meeting of the Board or Officers at least seven (7) days prior to said meeting.

ARTICLE 6.03. QUORUM

The presence of nine (9) Directors, or a majority of Directors, whichever is less, shall constitute a quorum necessary for the transaction of business at any Board meeting. Except as otherwise provided by the

Bylaws, the affirmative vote of a majority of the Directors present at a Board Meeting at which a quorum is present shall constitute the act of the Board of Directors.

Directors may participate in a Board Meeting by means of a conference telephone or similar communications equipment such that *all* Directors participating can simultaneously hear each other. Participation in such a Board Meeting shall constitute “presence” in person at such Board Meeting. Any vote taken at such Board Meeting shall be taken by oral roll call.

ARTICLE 6.04. RULES OF ORDER

The rules contained in *Roberts Rules of Order* (Revised) shall govern in all meetings where they are consistent with these Bylaws and the intent and objectives of the Center/Network.

SECTION VII. FINANCIAL PROVISIONS

The Network is affiliated with the National Dropout Prevention Center, located at Clemson University. All Network funds will be placed in the operating fund of the National Dropout Prevention Network and disbursed in accordance with the Center/Network annual agreement approved by the Network Board.

The Executive Director of the National Dropout Prevention Center shall provide the Chair and Treasurer with an annual summary of Network activities. The Board of Directors shall approve an annual budget of estimated income and expenditures of the Corporation. A yearly financial summary shall be provided and a financial summary shall also be provided the Network membership at the annual Business Meeting of the Network.

SECTION VIII. PERSONNEL

ARTICLE 8.01. NETWORK OPERATIONAL MANAGEMENT

The Executive Director of the National Dropout Prevention Center shall have responsibility for the overall active business operations of the Center/Network; shall monitor the work to be done; and shall sign all reports and recommendations to be provided to the Network Chair and/or Board.

ARTICLE 8.02. PERFORMANCE EVALUATION

The Board will conduct an annual review of the Network management actions performed by the Executive Director.

SECTION IX. AMENDMENT PROCEDURES

The Board of Directors shall have the power to alter, amend, or repeal these Bylaws or adopt new Bylaws.

ARTICLE 9.02. ADOPTED AMENDMENT

Such proposed amendment shall be presented at the next Business Meeting and be considered as moved and seconded for adoption. Such amendment shall be deemed adopted upon receiving the affirmative vote of a majority of the members present at such meeting.

SECTION X. INCORPORATION

The National Dropout Prevention Network will be incorporated under the laws of South Carolina as an eleemosynary corporation. The purpose of the corporation as expressed in the charter will be that given in Article 2.01 of the Bylaws, but the operations of the Network will be restricted as follows:

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations impacting at-risk youth which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the federal, state, and local government for exclusive public purpose.

Notwithstanding any other provision of this charter, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under sections 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions of which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

Indemnification and Interested Parties

The Corporation shall indemnify those persons whom it is entitled to indemnify under the South Carolina Nonprofit Code for those amounts authorized under the Code, provided indemnification shall only be made in those circumstances in which indemnification is authorized under those provisions.

The Corporation may purchase and maintain insurance on behalf of those persons for whom it is entitled to purchase and maintain insurance against any liability asserted against such persons and incurred by such persons in any capacity or arising out of such person's status as described in the Code.

The Corporation may pay for or reimburse the reasonable expenses incurred by an officer or director who is party to a proceeding by virtue of his or her service as a Director or Officer in advance of the final disposition if the Director submits a written request that complies with the requirements set forth in the Code.

SECTION XI. SEVERANCE CLAUSE

These Bylaws were ratified at a meeting of the Board on June 25, 1987, at the Aspen Institute of Humanistic Studies, Wye Woods Conference Center, Queenstown, Maryland. The invalidity of any section, article, or provision of these Bylaws shall not invalidate any other section, article, or provision thereof.

Adopted June 15, 1987
Revised March 28, 1988
Revised October 17, 1988
Revised March 26, 1990
Revised April 16, 1991
Revised March 6, 1994
Revised March 18, 1995
Revised November 10, 1997
Revised October 27, 2003
Revised May 31, 2013
Revised June 2, 2015