



NATIONAL ORGANIZATION FOR STUDENT SUCCESS

Bylaws

National Organization for Student Success

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NATIONAL ORGANIZATION FOR STUDENT SUCCESS

BYLAWS

ARTICLE I: NAME

The name of this organization shall be the National Organization for Student Success (hereinafter referred to as NOSS or the Organization).

ARTICLE II: INCORPORATION

- A. The Organization shall be incorporated as a non-profit organization registered in the state of Illinois.
- B. The Organization shall establish a Registered Agent and Registered Office in the state of Illinois in compliance with the laws of the state of Illinois.

ARTICLE III: OBJECT

The object of NOSS is to increase the academic success of students by

- A. Providing professional development to our members through conferences and workshops at the state, regional, and national levels; disseminating high-quality information through a variety of media; and promoting and sponsoring research.
- B. Identifying and disseminating information on exemplary models of practice.
- C. Providing leadership through public awareness activities, policy development, and advocacy for students.
- D. Promoting, assessing, and supporting student learning and successful educational outcomes.
- E. Expanding the theory and knowledge upon which the profession is based.
- F. Coordinating efforts with other organizations and individuals within the United States and abroad that have goals in harmony with NOSS.
- G. Facilitating communication among members through newsletters, special mailings, emerging technology communication systems, and other dissemination media.
- H. Improving its infrastructure to meet current needs and anticipate future trends.

ARTICLE IV: MEMBERS

Section 1: Membership Categories

There shall be two classes of membership: Individual and Institutional. Both Individual Members and Members belonging to the Organization through an Institutional Program (IP) membership have voting rights in the Organization.

Section 2: Eligibility for Membership

Individual Organization membership may be of three types:

- A. Active Professional: Those individuals who are actively involved in post-secondary developmental studies programs or in the administration of them, or those who are otherwise interested in the purpose of NOSS;
- B. Retired Professional: Those who continue to enhance post-secondary education for students in need of developmental and learning assistance or who are otherwise interested in the purpose of NOSS and who are retired;
- C. Student: Those who are training for careers in developmental studies areas or disciplines related to the student learning processes and who are enrolled in appropriate coursework either full- or part-time.

Institutional membership shall be held by institutions that offer developmental programs, employ professionals engaged in such programs, or are otherwise interested in the purpose of the Organization.

Section 3: Dues

Dues are payable annually. The membership year is current for one year from the date of payment of dues. The amount and structure of dues shall be set by the Executive Board.

ARTICLE V: OFFICERS

Section 1: Elected Officers

The elected officers of NOSS shall be the President, President-Elect, Vice President, Secretary, and Treasurer.

Section 2: Nomination and Election of Officers

- A. The Executive Assistant is responsible for implementing procedures to fill elected offices and administering Organization-wide balloting.
- B. The Executive Assistant shall request and accept nominations from the membership and forward all nominations and a recommended list of nominees to the Executive Board for review no later than ninety days before the opening of the annual conference – or earlier if existing policies and procedures require. Criteria in use by the committee for establishing the recommended list shall be provided to the membership on request and shall be consistent with the principles and purposes of the Organization, timely, and in the Organization’s best interests and priorities.
- C. The ballot shall be sent to the membership no later than thirty days prior to the opening of the annual conference.
- D. Elected officers shall be elected by a plurality of members in good standing who complete a ballot.

Section 3: Terms of Office

Elected officers shall serve two-year terms or until their successors are elected and shall alternate in the following manner to provide continuity to Board activities:

- A. Installation of the Vice President shall be in odd-numbered years.
- B. Installation of the Secretary shall be in even-numbered years.
- C. Installation of the Treasurer shall be in odd-numbered years.
- D. Installation of the President-Elect shall be in even-numbered years.
- E. The President-Elect shall become President immediately upon expiration of the preceding President's term.
- F. Two-year terms of office shall commence on the final day of the annual conference and end on the penultimate day of the annual conference two years hence.

Section 4: Removal from Office

- A. When an elected officer of the Organization acts in a manner contrary to NOSS's purposes, either explicitly or implicitly, or contrary to the positive advancement of the Organization, or performs the duties and responsibilities of the office held in an insufficient or unsatisfactory manner, this officer may be removed and the office declared vacant. There shall be two types of removal: temporary (suspension) and permanent (impeachment).
- B. When, in the opinion of the majority of the Executive Board or upon written petition by no less than one sixth of the membership in good standing, the removal of an officer is in the best interests of the Organization, the highest-ranking officer of the remaining Executive Board shall inform the officer charged in writing of the Board's decision, or of the membership's petition, and of the reasons for such action. Such notification must be verifiable and shall allow a time limit for response from the officer charged of not more than 60 days from receipt of notification. From the time of the Board's decision until the end of the response period, the officer charged shall be suspended and without the privileges of office. If further procedures clear all charges, the individual shall be reinstated without prejudice. If charges are brought by membership petition, the highest-ranking member of the remaining Board shall appoint an advocate for the petitioning membership drawn from NOSS Chapter Presidents and acceptable to the initiating membership. This advocate shall be responsible for representing the petitioning membership's interests through all proceedings.
- C. If, by the end of the response period (outlined in Article V, Section 4B above) the officer charged has not responded, the Board shall inform the officer that either the temporary removal has been rescinded and the officer has been reinstated without prejudice, or that the removal has reverted to permanent status and the office is declared vacant. Two votes of the remaining Board members are required to enact permanent removal; three votes, for rescinding and reinstatement. The officer charged shall be notified in writing of the Board's decision within seven days of the decision's date.
- D. If the officer charged responds to the Board's accusations, the officer is entitled to a full hearing before the Board, to an appeals hearing, or both. Convened by the highest-ranking officer remaining on the Board, the officers shall meet in Executive Session for a resolution of differences. This full hearing shall result in either a full reinstatement as so voted by three of the remaining officers, or a permanent removal, as so voted by two of the remaining officers. The

Board's decision shall be transmitted in writing to the officer charged, with explanations and rights of appeal.

- E. Upon written request of the officer removed, either in response to the Board's initial notification of suspension or as a result of the Board's full hearing and removal decision, the highest-ranking officer remaining shall convene an appeals hearing within 45 days of receipt of the request before three officials. These officials shall be:
 - 1. One Past-President of the Organization, agreed upon by the majority of the remaining Board members;
 - 2. One NOSS Chapter President, chosen by the majority of remaining Board members.
 - 3. One member of the practicing profession in good standing in the Organization, chosen by the officer removed. The Board may reject the officer's choice twice. The responsible representative of each side shall present arguments to the officials whose decision for reinstatement or non-reinstatement shall be final. The removed office and the Organization shall divide the costs of such a hearing equally.
- F. The Executive Board may dismiss appointed officials at any time during their term of appointment by majority vote as outlined in the *NOSS Policies and Procedures Handbook*.

Section 5: Filling Vacancies

Whenever any officer ceases to be an Organization member or ceases to hold office during the term of that office or is removed from office by procedures outlined in Article V Section 4, a vacancy shall be created for that office.

- A. The President, with approval of the Board, shall fill vacancies in the office of President-Elect, Vice President, Secretary, and Treasurer by appointment until the regularly scheduled election occurs under the procedures outlined in the Organization Bylaws.
- B. If the office of President becomes vacant, the Executive Board shall continue, by majority vote, with the President-Elect as its presiding officer or request the assistance of a President Emeritus for the remainder of the term of office.

Section 6: Appointed Officer

The appointed officer of NOSS shall be the Conference Manager.

Section 7: Appointment of Officers

Appointed officers shall serve upon the recommendation of the President and subsequent majority approval of the Executive Board. Terms of office for appointed members shall be three years, renewable without restriction.

Section 8: Duties of Appointed Officers

The duties of the Conference Manager shall be articulated in the *NOSS Policies and Procedures Handbook* and presented in writing to him or her upon appointment to the position.

ARTICLE VI: DUTIES OF OFFICERS

Section 1: President

The President shall

- A. Call and facilitate Executive Board meetings between annual conferences.
- B. Preside at all meetings of the Executive Board, act as chair and presiding officer of the Executive Board, and provide reports of all activities.
- C. Ensure the formulation of annual goals to guide Executive Board activity.
- D. Act as co-approver with the NOSS Treasurer for Organization disbursements.
- E. Complete monthly review of NOSS bank accounts using online bank access and password; reconcile reports and records with Treasurer.
- F. Submit to the Executive Board names of CLADEA and CAS representatives to serve in renewable three-year terms, respectively, and notify those persons of their appointments.
- G. Recommend to the Executive Board and appoint those persons approved to chair standing and special committees and notify those persons of their appointments.
- H. In conjunction with the President-Elect, notify Network and Committee Chairs of their appointments.
- I. In collaboration with the President-elect, may provide additional Board contact with specific committees and Networks as special interest areas are identified by the Board.
- J. In collaboration with the Executive Board, identify primary areas of responsibility for the Conference Manager.
- K. Communicate with the Conference Manager regarding NOSS Conference business and the Conference Manager's areas of responsibility.
- L. Fulfill the duties of presiding officer at NOSS Conferences in collaboration with the Board and the Conference Committee.
- M. In collaboration with the Executive Board and the Conference Manager, plan and facilitate the annual Leadership Congress.
- N. Preside at membership meetings of the Organization.
- O. Report on the Organization's status at the annual conference (Annual Report).
- P. Participate on the *JDE* Advisory Council.
- Q. Provide articles on a regular basis to the *JDE* and *NOSS Newsletter*.
- R. Act as official spokesperson for the Organization in collaboration with the Executive Board.
- S. Maintain communications and build relationships with national/international figures; attend meetings and participate in conversations as possible.
- T. Serve as primary contact for all external and reciprocal organizations.
- U. Keep up with current media information relevant to the field.
- V. In collaboration with the Executive Board, identify primary areas of responsibility for the Executive Assistant and Webmaster.
- W. Communicate directly with the Executive Assistant and Webmaster regarding NOSS business and areas of responsibility.
- X. Perform additional duties at the discretion of the Executive Board.
- Y. Provide transition to the incoming President and mentor as requested.

Section 2: President-Elect

The President-Elect shall

- A. Participate actively in all Executive Board meetings and provide reports of all activities.
- B. Serve as the Executive Board liaison with the NOSS Certification Council, Committee and Network Chairs, and maintain regular communication with them.
- C. Participate on the *JDE* Advisory Council.
- D. In collaboration with the Executive Board, plan and facilitate the annual Leadership Congress for Committee and Network leaders.
- E. Work with the Elections Committee Chair to ensure the integrity of elections.
- F. Provide articles on a regular basis to the *NOSS Newsletter*.
- G. Act as the presiding officer of the Organization in the absence of the President.
- H. Serve in a general capacity as the President's advisor in matters affecting NOSS.
- I. Shadow the President in maintaining communications and building relationships with national/international figures and attend meetings and participate in conversations as possible.
- J. Keep up with current media information relevant to the field.
- K. Maintain an active presence on social media, such as the LRNASST, LSCHE, and others.
- L. Provide content for the President's report at the annual conference business meeting.
- M. Perform additional duties at the discretion of the President and Executive Board.
- N. Provide timely transition for the incoming President-Elect and mentor as requested.

Section 3: Secretary

The Secretary shall

- A. Participate actively in all Executive Board meetings and provide reports of all activities.
- B. Record and disseminate minutes from all Executive Board meetings in a timely fashion.
- C. Prepare a list of decisions made at all Executive Board meetings.
- D. In collaboration with the President, construct and disseminate an agenda for each Executive Board meeting, based on input from all officers.
- E. Assume responsibility for maintaining and distributing NOSS letterhead and business cards.
- F. Maintain and update the official copy of all NOSS policies (PPH), Bylaws, and resolutions.
- G. Serve as the official custodian of all documents belonging to the Organization.
- H. Serve in a general capacity as the President's advisor in matters affecting NOSS.
- I. Prepare a list of Action Items for each Board member, including reminders about the Calendar of Responsibilities.
- J. In conjunction with the President and immediate Past President, write letters of condolence and congratulations as appropriate.
- K. Serve as Lead Reviewer for the *Policies & Procedures Handbook* and NOSS Bylaws in collaboration with the NOSS Board.
- L. Present previous year's minutes at the annual conference business meeting and also provide content for the President's report at the meeting.
- M. In collaboration with the Executive Board and the Conference Manager, assist in planning the Leadership Congress.
- N. Serve as liaison with the Executive Assistant and Webmaster regarding areas of responsibility.

- O. Act as primary liaison between the Board and the Webmaster.
- P. Provide articles on a regular basis to the *NOSS Newsletter*.
- Q. Perform additional duties at the discretion of the President and Executive Board.
- R. Provide timely transition for the incoming Secretary and mentor as requested.

Section 4: Vice President

The Vice President shall

- A. Participate actively in all Executive Board meetings and provide reports of all activities.
- B. Serve in a general capacity as the President's advisor in matters affecting NOSS.
- C. Act as presiding officer in the absence of the President-Elect.
- D. Have primary responsibility for the development and coordination of the local chapters of NOSS.
- E. Maintain regular communication and act as primary Board liaison with state and regional chapters.
- F. Maintain and disseminate appropriate listings of all chapter meetings and conference dates. Have access to and regularly update the NOSS website list of chapter conferences and chapter website addresses.
- G. Function as Membership Chair.
- H. Communicate with the Conference Manager regarding NOSS Conference business and the Conference Manager's areas of responsibility.
- I. In conjunction with the CM, recruit chapters to submit applications to host the annual conference.
- J. In collaboration with the Executive Board and the Conference Manager, plan and facilitate the annual Leadership Congress for chapters.
- K. Provide content for the President's report at the annual conference business meeting.
- L. Provide articles on a regular basis to the *JDE* and the *NOSS Newsletter*.
- M. Perform additional duties at the discretion of the President and Executive Board.
- N. Provide timely transition for the incoming VP and mentor as requested.

Section 5: Treasurer

The Treasurer shall

- A. Participate actively in all Executive Board meetings and provide reports of all activities.
- B. Act as co-approver with the NOSS President for all Organization disbursements.
- C. Develop and maintain the annual NOSS budget in collaboration with the Executive Board and all affected NOSS leaders.
- D. Provide regular financial reports to the Executive Board and other appropriate groups.
- E. Oversee and coordinate all financial activity of the Organization.
- F. Provide a financial report at each Executive Board meeting, for each NOSS Newsletter, and present a summary financial report at the annual conference business meeting.
- G. Serve in a general capacity as the President's advisor in matters affecting NOSS.
- H. Maintain regular communication with the Executive Assistant regarding financial transactions.
- I. Collaborate with the NOSS auditor, conference treasurers, NOSS Executive Assistant, and Council to ensure appropriate financial processes are followed.

- J. Collaborate with the NOSS Vice President to process chapter grant requests for reimbursements.
- K. Collaborate with the Conference Manager to review conference budgets.
- L. Provide conference treasurer advice, assistance, and access to a bank account when needed.
- M. In collaboration with the Executive Board and the Conference Manager, assist in planning the Leadership Congress.
- N. Review and maintain Organization insurance policies.
- O. Ensure that the Organization's tax filings are timely and satisfy appropriate requirements to maintain the Organization's 501(c)3 status.
- P. Maintain corporate status in collaboration with the NOSS Registered Agent.
- Q. Collaborate with a certified auditor to coordinate an annual (or more frequent, at the Board's request) audit of the Organization's finances.
- R. Maintain monthly review of NOSS bank accounts using online bank access and password; reconcile reports and records with the President.
- S. Perform additional duties at the discretion of the President and Executive Board.
- T. Provide timely transition for the incoming Treasurer and mentor as requested.
- U. In collaboration with the Executive Board and the Conference Manager, assist in planning the Leadership Congress.
- V. Review and maintain Organization insurance policies.
- W. Coordinate tax filings and all activities related to the Organization's tax exempt status.
- X. Maintain corporate status in collaboration with the NOSS Registered Agent.
- Y. Coordinate a certified annual audit of the Organization's books or at other times at the Executive Board's request.
- Z. Maintain monthly review of NOSS bank accounts using online bank access and password; reconcile reports and records with the President.
- AA. Perform additional duties at the discretion of the President and Executive Board.
- BB. Provide timely transition for the incoming Treasurer and mentor as requested.

Section 6: Immediate Past President

The Immediate Past President shall

- A. Provide regular counsel to the Executive Board.
- B. Provide timely transition for the incoming Immediate Past President and mentor as requested.
- C. Chair and maintain regular communication with the Emeritus Cabinet members.
- D. Provide written reports to the Executive Board prior to each Executive Board meeting.
- E. Upon request of the President, serve as mentor and Parliamentarian.
- F. Upon request of the President, participate in Executive Board meetings.
- G. Upon request of the President, assist the President and President-elect in continuing correspondence and connections with national entities.
- H. Have primary responsibility for the NOSS *In Memoriam* project.
- I. Assist Vice President with membership duties.
- J. Provide content for the President's report at the annual conference business meeting.
- K. Perform additional duties at the discretion of the President and Executive Board.

ARTICLE VII: CONVENTIONS

Section 1: Annual Conference

The annual meeting of Organization members shall be held in the spring of each year at a time and location specified by the Executive Board. Other meetings of the membership may be held at regular intervals as prescribed by the Executive Board or by the membership at any annual meeting. Notice of the annual meeting shall be sent to all members of the Organization at least 60 days prior to the meeting; notice of other membership meetings established by the Executive Board shall be sent to all Organization members at least 30 days prior to the meeting.

Section 2: Special Meetings

Special meetings of the Organization may be called by the President or three or more officers of the Executive Board and shall be called by the President at the written request of any 50 members of the Organization.

Section 3: Attendance

Organization members have the right to attend all membership meetings: annual, regular, or special. They may attend other than general meetings as non-voting observers.

ARTICLE VIII: EXECUTIVE BOARD

Section 1: Board Composition

NOSS shall be governed by an Executive Board composed of the five elected officers (Article V, Section 1) and one appointed, non-voting officer (Conference Manager). Each officer's term shall correspond with the term of office to which the member is elected.

Section 2: Duties and Powers

The Executive Board shall have responsibility for interpreting and implementing policy actions adopted at the annual conference. The Executive Board shall also have responsibility for generating policies deemed necessary between annual meetings, provided that such interim policies shall not abrogate the Bylaws of the Organization in either intent or letter. The Executive Board shall determine the fiscal year of the Organization.

Section 3: Meetings

Meetings of the Executive Board shall be regular and special. Members of the Executive Board shall be notified if the format of the meeting will be synchronous or asynchronous. A regular meeting shall be held four times each year at a time and place designated by the Executive Board. Special meetings may be called by the President and shall be called at the request of any three Organization officers. Sufficient

notice of any special meeting shall be given to each officer at least five days before the date of any special meeting. The President shall confirm notification of meetings in writing to all officers. The notices shall state the business to be transacted at the special meeting. No other business shall be transacted at the special meetings without the Executive Board's approval.

Section 4: Quorum

Three members of the Executive Board shall constitute a quorum of the Executive Board.

ARTICLES IX: COMMITTEES

Section 1: Appointment of Committees

Except in those cases delineated below or elsewhere in these Bylaws, the President, with the concurrence of the Executive Board, shall name standing and ad hoc committees as needed to conduct Organization activities.

Section 2: Standing Committees

There are a number of standing committees of the Organization. The composition, manner of selection, and duties of these committees are articulated in the *NOSS Policies and Procedures Handbook*.

Section 3: Ad hoc Committees

- A. With the Executive Board's concurrence, the President may establish or reappoint yearly committees serving the members' interests.
- B. The President and Executive Board may establish task-oriented special committees. Such committees will operate within the purposes and objectives of NOSS, be specifically charged, and be automatically dismissed upon completion of their task(s).

Section 4: Emeritus Cabinet

The Emeritus Cabinet shall be composed of all past Organization officers who remain members in good standing. This cabinet shall be chaired by an appointee of the President and shall serve in an advisory capacity to the Executive Board on matters for which the Executive Board seeks its counsel. Past Presidents of the Organization shall receive a lifetime membership.

Section 5: Advisory Council

The Advisory Council shall be composed of NOSS local chapter presidents or their representatives. The Advisory Council shall serve in a consulting capacity to the Executive Board in policy matters for which the Executive Board seeks its counsel.

Section 6: Accreditation Commission

The Accreditation Commission functions as a standing council of NOSS with the NOSS President-Elect acting as liaison between the Executive Board and the Accreditation Commission. The Commission shall be composed of qualified NOSS members nominated by any NOSS member in good standing. Qualified nominees are then recommended by the Accreditation Commission to the NOSS President for majority approval by the Executive Board. This Commission shall serve to promote student success and professional growth of developmental educators by setting standards of best practice, emphasizing the use of theory to inform practice, and supporting effective evaluation and quality research in developmental education and learning assistance programs.

The composition, duties, policies and procedures of the Commission are articulated in the *NOSS Policies and Procedures Handbook* and the *Accreditation Commission Policies and Procedures Manual*.

Section 7: Networks

The Networks shall be composed of groups of individuals with specific interests related to the field of Developmental Education. A new Network can be created by a majority vote of the Executive Board.

The composition, duties, procedure for creating a new Network, and rationale for eliminating a Network are articulated in the *NOSS Policies and Procedures Handbook*.

ARTICLE X: CHAPTERS

The Organization will promote and authorize the establishment of chapters by

- A. Including local chapters that shall consist of at least 25 members in good standing at the time of certification. The Executive Board may waive the rule requiring 25 members in special circumstances.
- B. Investing in the Executive Board the responsibility to approve, review, and/or rescind certification of local chapters.
- C. Requiring that the organization and/or operation of local chapters be consistent with the intent of the Organization's Bylaws.

ARTICLE XI: PARLIAMENTARY AUTHORITY

Section 1: Robert's Rules of Order (Rev. Ed.)

Robert's Rules of Order (Rev. Ed.) shall be the parliamentary authority for Organization proceedings and shall govern all meetings unless any such rule shall be inconsistent with or is otherwise specified by these Bylaws.

Section 2: Roll Call Vote

In all meetings, any member may demand a roll call vote except for meetings involving the election of officers. The Executive Board shall determine the method of voting.

Section 3: Parliamentarian

The President may appoint a parliamentarian for all official meetings of the Organization from among those in attendance.

ARTICLE XII: AMENDMENT OF BYLAWS

At the initiation of the Executive Board by majority vote, or by a member in good standing in the Organization when supported by a petition signed by not fewer than 20 members in good standing, adoption or amendment of the Bylaws shall be brought to a vote by the membership. Sufficient information regarding the Bylaws and their proposed amendments/adoption shall be provided to the membership in good standing not less than 30 days prior to the annual conference or to the required date of the ballots' return. Action taken at the annual conference may be by roll call vote, but a ballot shall be required if such a vote is challenged by any 10 members in good standing. Ratification requires a plurality of those ballots cast.

ARTICLE XIII: BUSINESS AFFAIRS OF NOSS

Section 1: Severable or transferable Interest

No member shall have any severable or transferable interest in the property of the Organization.

Section 2: Appropriation of Organization Funds

No appropriation of Organization funds shall be made except pursuant to the authority of the Executive Board, as outlined in Article VIII.

Section 3: Control and Management

All property of the Organization shall be subject to the control and management of the Executive Board. Except upon dissolution of the Organization, the Executive Board must approve in advance any accumulation or disposal of property.

Section 4: Dissolution

Dissolution of the Organization shall be in accordance with the laws of the state of Illinois.

Section 5: Disposal upon Dissolution

Upon dissolution of the Organization, none of its property shall be distributed to any of the members. All of its property shall be transferred to organization(s) the Executive Board determines to have purposes

and activities most consonant with those of the Organization, provided that such other organization(s) shall be exempt under Section 501 (c) (3) of the Internal Revenue Code or a corresponding provision of the Internal Revenue Laws.

Section 6: Challenge of Executive Decision to Dispose

In the event of dissolution, the Executive Board shall submit to members in good standing a plan of dissolution and proposal to dispose of Organization property if formally requested by a petition of not less than 20 members. Such a plan and/or proposal shall be submitted 60 days before any action is taken and must be supported by a plurality of members returning ballots. The voting shall be conducted in a fashion consistent with the election procedures as outlined in Article V, Section 2, and administered by the Elections Committee.