
BYLAWS

AMENDED OCTOBER 18, 2021



NASDSE Vision, Mission, Guiding Principles

VISION: To be a premier membership organization supporting state leaders of special education in ensuring students with disabilities will live, learn, work and participate in their communities.

MISSION: To improve individual and organizational success for state leaders of special education by providing relevant services that impact positive systemic change and results.

GUIDING PRINCIPLES: Members are our first priority; Pragmatic and effective services; Collaboration produces the best results; Forward thinking and agile; Passion for positive outcomes for students with disabilities.

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BYLAWS

NATIONAL ASSOCIATION OF STATE DIRECTORS OF SPECIAL EDUCATION, INC.

Adopted December 13, 1972; revised July 12, 1973; October 22, 1975; October 26, 1976; October 18, 1977; November 7, 1979; November 4, 1981; October 12, 1982; October 28, 1985; November 3, 1986; November 14, 1989; November 13, 1991; November 10, 2002, October 5, 2013, October 3, 2015, October 26, 2019 and October 18, 2021.

The Articles of Incorporation of the Association are hereby amended to read as follows:

ARTICLE I – ORGANIZATION NAME AND PURPOSE

1. The name of this organization shall be the National Association of State Directors of Special Education, Inc., hereinafter designated as the Association or NASDSE.
2. Purpose:
 - To function as a nonprofit corporation organized exclusively for charitable and educational purposes.
 - To consider and act upon current issues, opportunities, and challenges concerned with the education of children and youth with disabilities.
 - To encourage and assist in establishing active and effective leadership in the development and improvement of educational services and outcomes for children and youth with disabilities.
 - To stimulate and establish helpful relations between those responsible for the development of statewide and federal special education programs and those responsible for general curriculum planning at the local, State and national levels.
 - To support local, State and national stakeholders in promoting special education services, with a focus on the education and achievement of positive outcomes for children and youth with disabilities.
 - To coordinate special education interests through representative membership in, and liaison with, local, State and national organizations interested in special education.
 - To represent, at the national level, the perspective of State Directors of Special Education on matters affecting the education of children and youth with disabilities.

Article II – DEFINITIONS

1. State – The term ‘State’ shall include the public education agency of the States and Entities of the United States, District of Columbia, Department of Defense Education Agency, Puerto Rico, Bureau of Indian Education, U.S. Virgin Islands, American Samoa, the Commonwealth of Northern Mariana Islands, Federated States of Micronesia, Guam, Republic of the Marshall Islands, and the Republic of Palau.

2. State Director – The term ‘State Director’ shall include any person(s) employed and designated by the State Education Agency (SEA) who has specific responsibility for directing, coordinating, or supervising the Individuals with Disabilities Education Act (IDEA) Part B programs and services regarding the education of children and youth with disabilities.
3. State in Good Standing – The term ‘State in Good Standing’ shall include a State that has paid or committed itself to pay full membership dues and is no more than two years behind (unless the State has indicated special circumstances and an exception is made with Board approval) or the equivalent of dues as determined by the Board of Directors.
4. Affinity Group – a group of individuals, not including the State Director of Special Education, defined by an area identified by the Board as in need of professional, job-alike support opportunities, with defined roles and responsibilities, and paying affinity membership dues to NASDSE.
5. Affinity Group Member – a person performing specific job duties in identified affinity groups with paid affinity membership dues to NASDSE.
6. Special Education - for purposes of this document the term special education is used to refer to Parts A through D of the IDEA.

Article III – MEMBERSHIP ELIGIBILITY AND SELECTION

1. NASDSE membership shall be open to the State or entity, represented by the State Director of Special Education, as defined by Article II, Section 2.
2. Eligibility for membership or elected Board positions may not be limited on the basis of race, religion, national origin, ethnicity, age, marital status, citizenship, gender, gender identity, sexual orientation or disability.
3. NASDSE shall have no rules or policies that discriminate on the basis of race, religion, national origin, ethnicity, age, marital status, citizenship, gender, gender identity, sexual orientation or disability.
4. At its discretion, the Board of Directors may establish Affinity Groups of the Association to include groups of individuals, not defined as a State Director of Special Education, that choose to identify with NASDSE and apply for affinity membership.
 - a. To participate as a member of Affinity Groups, participants must be in a State that is considered to be in good standing under these Bylaws.
 - b. An Affinity Group may select individuals to serve on an executive council for the group that would take responsibility for communicating with the NASDSE Board of Directors and staff.
 - c. Affinity Groups members may observe NASDSE Board meetings.
 - d. Affinity Groups of the Association, as defined in Article II, Section 4, shall be entitled to benefits as specified by the Board of Directors.
 - e. Affinity Group members may not vote for or hold office on the NASDSE Board of Directors.

ARTICLE IV – POWERS

NASDSE policies are intended to be representative of the consensus of its members in guiding the operations of the Association.

ARTICLE V – EXECUTIVE DIRECTOR

The powers and responsibilities of the Executive Director shall be defined by the Board of Directors.

ARTICLE VI – MEETINGS

1. There shall be an annual NASDSE conference with a membership business meeting.
 - a. The time and place shall be determined by the Board of Directors.
2. NASDSE membership business meetings, and meetings of its committees, shall be governed by Robert's Rules of Order (revised), unless superseded by the NASDSE Bylaws.
 - a. Membership business meetings will begin with a call to order.
 - b. Membership business meeting agendas will be posted on the NASDSE website at least 48 hours prior to the scheduled meeting.
 - c. The Secretary-Treasurer, or designee, shall report at least annually to the membership at a scheduled business meeting, following the completion of the annual audit and shall bear the endorsement and signatures of the auditors when presented.
 - d. The Board of Directors shall report to the membership all actions taken in meetings by posting board-approved minutes to the NASDSE website.
3. A member must be in good standing and present at the meeting to participate in voting.
4. Unit membership present and voting at any annual or special meeting of the Association shall constitute a quorum.
5. Special NASDSE meetings shall be called by the Board of Directors with a 24 hour notice of meeting provided publicly as well as addressed to each member in good standing in advance of the meeting.
6. The Board of Directors shall be empowered to act on matters of Association interest in the interim of meetings of the Association.
7. Board of Directors meetings may be called at any time and place by the President, who shall be the presiding officer, or by three members of the Board of Directors upon written notice to each Board member. The majority of the Board of Directors shall constitute a quorum.
8. To assure reasonable access to representatives of the Association by the Board of Directors, it shall be the practice of the Board of Directors to schedule meetings in various locations throughout the nation or online in order to invite and encourage participation by all States.

ARTICLE VII – BOARD OF DIRECTORS AND OFFICERS

1. The Board of Directors shall consist of the President, President-Elect, Secretary-Treasurer, the Past-President and four members-at-large.
2. The NASDSE Board of Directors Officers shall include a President, President-Elect, Secretary-Treasurer and a Past-President.
 - a. Officers must be employed by a member and serving as a State Director of Special Education or if promoted from that position, be in a position of supervising a State Director of Special Education.
 - b. If, for any reason, the President is unable to discharge their duties, the President-Elect shall be automatically vested with the President’s powers. The President-Elect shall become acting President for the remaining portion of the current term and the next term.
3. The Board of Directors shall have the general supervision of the affairs of the Association between meetings and is authorized to take action when action must be taken prior to the next membership business meeting.
4. The Board of Directors shall be empowered to develop, in the name of the Association, after reasonable solicitation of input from the membership, such positions or statements as the Board may perceive necessary on issues of significant national importance concerning the interests of the Association.
5. Any member of the Board of Directors missing two consecutive official meetings is subject to dismissal. The Board may declare that position vacant, and fill this vacancy as specified immediately below.
6. If, for any reason a vacancy occurs on the Board of Directors, that vacancy will be filled accordingly:
 - a. The Board shall appoint a member to fill the vacancy for the duration of the year up to and including the Board meeting at the time of the annual membership business meeting, at which time nominations and elections will be held with the membership.
 - b. If the vacant term extends beyond the time of the annual membership business meeting, that vacancy shall be filled by nominations and election of the membership.
 - c. In the event of a vacancy in the position of President-Elect, a member of the Board shall be appointed by the Board on an acting basis to fill the remaining term of office, until a new election can be held at the annual membership business meeting.
7. The President, elected annually to serve until the adjournment sine die of the ensuing annual meeting and without power to succeed shall:
 - a. Preside at all regular and special meetings of the Association.
 - b. Convene all meetings of the Board of Directors and preside over the meetings.
 - c. Appoint members of committees and define their duties where these may not have been adequately defined by the Association.
 - d. In collaboration with the Executive Director, represent the Association in all relations with other agencies.
 - e. Promote the best interests of the Association in all possible ways.
 - f. Serve as principal officer of the Association.
 - g. Serve as a member of the Finance Committee.

8. The President-Elect is elected annually to serve until the adjournment sine die of the ensuing annual meeting. The President-Elect is sole nominee for the office of President when that office becomes vacant for any reason. In the event the President-Elect must be appointed during the year, procedures specified under Article VII, Section 6(c) shall be followed. It shall be that person's duty to:
 - a. Represent the Association as a member of, or representative of, other committees as deemed appropriate by the President.
 - b. Serve as Program Chairperson for the annual conference.
 - c. Preside at meetings in the absence of the President.
 - d. Serve as an officer of the Association.
 - e. Serve as a member of the Finance Committee.
9. The Secretary-Treasurer elected biennially, shall:
 - a. Take and certify accurate minutes of all NASDSE meetings, or delegate the taking of minutes to another Board member.
 - b. Perform such official business as required by the Articles of Incorporation.
 - c. Serve as an officer of the Association.
 - d. Serve as chair of the Finance Committee.
10. The "Past-President", which will be defined as the member who most recently served as President the year before, or if not available, then a member who has previously served on the Board, and approved by the Board, shall:
 - a. Chair the Nominations Committee.
 - b. Administer the Oath of Office to the Board of Directors.
 - c. Serve as a member of the Finance Committee.
 - d. Provide continuity to the Board of Directors and oversight.
11. Regular elections shall occur at the annual membership business meeting. The Nominations Committee shall present a slate of officers, in accordance with Article VII, to the assembled membership. The Nominations Committee shall present one candidate for the office of President-Elect and one candidate for the office of Secretary-Treasurer. Following nominations from the Nominations Committee for the offices of President-Elect and Secretary-Treasurer, nominations shall be opened to the floor. The members-at-large shall be nominated from the floor and elected by the membership. Three members-at-large will serve staggered three-year terms.
12. Members in good standing who are not physically present at the annual membership business meeting and are participating virtually may be given the opportunity to vote during the scheduled voting period through an electronic means. At any meeting, either virtual or face-to-face, of the Association, each State present and in good standing shall have one vote by secret ballot.
13. At the discretion of the President, in consultation with the Board of Directors, voting may be done by mail, e-mail, written ballot, voice ballot or other electronic medium.
14. When conducting elections for the members-at-large positions on the Board of Directors, voting shall be conducted as described below:
 - a. One vacant position:
 - 1) If there is one vacant position and one candidate, that person is elected for the length of the vacant term.
 - 2) If there is one vacant position and two or more candidates, members cast one vote, and the person receiving the most votes is elected for the length of the vacant term.

- b. Two vacant positions:
 - 1) If there are two vacant positions and two candidates, members cast one vote, and both candidates are elected with the person receiving the most votes receiving the longest available term.
 - 2) If there are two vacant positions and three or more candidates, members cast up to two votes and the two candidates receiving the most votes are elected, with the person receiving the most votes receiving the longest available term.
 - c. Three or four vacant positions:
 - 1) If there are three or four vacant positions, members cast up to the number of votes as there are vacancies and the same process as described above shall be used to elect members and to determine the length of terms for each candidate.
15. In the event of a tie vote, the member receiving the majority of the votes should receive the longest term and be removed from the ballot, in order to recast the remaining positions. If there is an unclear majority, votes are recast for those positions.

ARTICLE VIII – COMMITTEES

- 1. The Nominations Committee shall be chaired by the Past-President. Committee members shall be representative of the membership and consist of at least five members, selected by the Past-President. Members of the Nominations Committee may not be in consideration as an Officer.
- 2. The Finance Committee shall be chaired by the Secretary-Treasurer. Committee members shall consist of the President, President-Elect, Past-President, and at least two additional NASDSE members, selected by the Secretary-Treasurer.
- 3. To carry on the work of the Association, the President shall appoint committees and assign tasks, responsibilities and duties as necessary and not provided for by these Bylaws.
- 4. Members present shall constitute a quorum for the function of all committees.

ARTICLE IX – BYLAWS

Bylaws may be enacted from time to time to assist in governing the affairs of the Association and shall remain in force and effect until amended or repealed, as herein provided.

ARTICLE X – AMENDMENTS

The Bylaws may be amended as follows:

- 1. The President shall convene a committee to oversee the process of making amendments to the Bylaws.
- 2. The Bylaws may be amended at any time during the year by a two-thirds vote of the membership in good standing.

All proposed amendments shall be submitted in writing to the membership at least two weeks prior to a vote.

- 3. Voting may take place electronically or through other means, defined in advance by the President with prior written notification to membership.

ARTICLE XI – CORPORATION

1. This corporation shall be incorporated until dissolved by two-thirds vote of the membership in good standing.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributions of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954.
3. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under 501(c)3 of the Internal Revenue Code of 1954, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.
4. The Board of Directors of the corporation shall consist of the President, President-Elect, Past President, Secretary-Treasurer, and four members-at-large. There shall be no less than three directors of the corporation.
5. The business affairs of the organization shall be managed by the Board of Directors.

Article XII – MEMBERSHIP DUES

1. To be a member in good standing, a state must have paid or committed itself to pay full membership dues and is no more than two years behind (unless the State has indicated special circumstances and an exception is made with Board approval) or the equivalent of dues as determined by the Board of Directors.
2. The Board of Directors may propose, for approval by the membership during a membership business meeting, schedules for changing State and Affinity Group dues for the following year.
3. Affinity groups have an additional fee which is not included in the general NASDSE membership dues.
4. States have the option of adding an additional sum—set by the Board of Directors—to their dues to cover the cost of registration for the state director and members of their state staffs to attend the NASDSE annual conference.



— GUIDING CHANGE —

National Association of State Directors of Special Education

NATIONAL ASSOCIATION OF STATE DIRECTORS OF SPECIAL
EDUCATION, INC.

1800 DIAGONAL ROAD, SUITE 600
ALEXANDRIA, VIRGINIA 22314
(703) 519-3800
WWW.NASDSE.ORG