

THE POSITIVE DISCIPLINE ASSOCIATION

BYLAWS

ARTICLE IV

BOARD OF DIRECTORS

- 4.1 Composition.** Management of the Corporation shall be vested in a Board of Directors. The Board of Directors shall consist of no less than five (5) and up to nine (9) Directors. Any Director shall be eligible to be elected as an officer of the Corporation. A Board member need not be a member of the organization.
- 4.2 Election of Directors.** The initial Board of Directors shall be named by the Incorporator. The Directors shall elect new Directors or re-elect existing Directors to fill the position of any Director whose term has expired. The remaining Directors shall elect a replacement Director to fill the vacant seat of any Director who resigns or for any other reason cannot complete his term. Election of Directors shall be held when replacing a Board member whose term is up, or at the meeting following the resignation or removal of a Director. New and renewing Board members shall be approved by a majority of those Board members at a Board meeting at which a quorum is present.
- 4.3 Terms of Office.** Each Director shall serve a term of three (3) years (with the exception of the initial Board appointed by the Incorporator, where two (2) Directors each shall serve terms of 1, 2 and 3 years respectively). Each Director may be elected to serve two consecutive terms. Following this, any Director may reapply for a position on the Board after an absence of one year. The start date of each Director's term will be the actual date started, even when a Director joins the Board as a replacement for another Director mid-term.
- 4.4 Meetings.** There shall be a minimum of one (1) Board of Directors meeting a year, which may be held in any manner authorized by these Bylaws. Additionally, special Board of Directors meetings may be called at any time upon the written request of either Co-Chair or any two (2) Board of Directors members. Each meeting shall be chaired by a Chair of the Meeting, designated by the Co-Chairs, or by one of the Co-Chairs. Minutes shall be taken by the Secretary or a designated Secretary of the Meeting.
- 4.5 Notice.** Unless South Carolina law requires otherwise, regular meetings of the Board of Directors may be held without notice. Unless waived in writing by all Directors pursuant to S.C. Code Ann. §33-31-823 (1994) (or the similar provision of any subsequent law), a minimum of three (3) days notice shall be given for any special Board of Directors meeting.

4.6 Quorum. A quorum shall be one half of the then serving voting members of the Board of Directors. Where a quorum is present, the affirmative vote of the majority of the Directors present is the act of the Board of Directors unless South Carolina law, the Articles of Incorporation or Bylaws require a greater vote.

4.7 (a) Guests. Guests may be invited to attend Board of Directors meetings but shall not be entitled to vote.

4.7 (b) Consultants. The Board of Directors may elect up to three (3) General Consultants to the Board. General Consultants are chosen based on their ability to contribute to the overall development and governance of the organization and, based on their experience and/or history with the organization may be requested to provide leadership support for the Executive Committee. Typically, they will attend each meeting of the Board.

The Board may elect up to five (5) additional Special Advisors that are targeted to provide advice or assistance in a specific area of specialization. Typically, they will not attend a full meeting of the Board but may be asked to attend and contribute to discussions on specific topics related to their areas of expertise.

Each Consultant shall serve a term of two (2) years or may be appointed to fill an unexpired term where there is a resignation or removal. Initial terms will be staggered so that only one General Consultant is elected each year. Consultants shall be appointed as deemed needed by the Board of Directors.

Consultants may be eligible for re-appointment with a majority vote of the Board of Directors. Consultants may be nominated based on their particular skills, experience or competencies and serve at the will of the Board of Directors. Consultants serve in an advisory capacity and are not entitled to vote on actions considered by the Board of Directors, nor do they receive compensation for attending meetings of the Board of Directors. Reimbursement for expenses shall be at the discretion of the Board of Directors and approval shall require two thirds vote of the Board.

4.7. (c) Co-Founders. The Board of Directors may invite one or both of the organization's Co-Founders to attend and participate in meetings of the Board of Directors in an advisory capacity. Co-Founders are not considered to be voting members of the Board of Directors.

4.8 Action by Directors Without a Meeting. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if the consent (in writing or via email) setting forth to the action so taken is signed (in writing or electronically) by all the Directors entitled to vote with respect to the subject matter thereof and filed with the corporate records reflecting the action taken.

4.9 Powers and Duties. The business and affairs of the Corporation shall be managed by its Board of Directors, which shall be vested with all corporate powers not expressly reserved by the Bylaws. The Board of Directors has the general power to:

- (a) control and manage the affairs, funds, and property of the Corporation;
- (b) disburse the Corporation's moneys and dispose of its property in fulfillment of its corporate purpose;
- (c) elect and remove the officers, agents and employees of the Corporation, define their duties and compensation, all by a majority vote of the Board of Directors;
- (d) authorize the admission of additional Members of the Corporation, in return for consideration in the form of Membership dues;
- (e) establish the annual membership fee and other fees as need to be assessed from members;
- (f) borrow money and incur indebtedness on behalf of the Corporation, and to cause to be executed necessary documentation of such debt thereof;

The Board of Directors may further delegate authority to committees, individual Directors, or the Executive Director or staff as it deems necessary for the carrying out of the purposes and business of the Corporation.

4.10 Resignation of Directors and Consultants. Any Director or Consultant to the Board of Directors may resign by giving written notice of his or her resignation to the Board of Directors or to the Co-Chairs or Secretary of the Corporation. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.

4.11 Compensation. The Board of Directors shall not receive compensation for their services as Directors, but may receive reimbursement for expenses incurred in conducting the business of the Corporation and in attending meetings.

4.12 Electronic Meetings. The Board of Directors may meet by telephone electronic mail or any other electronic medium which permits the comments and thoughts of each Director to be communicated to the other Directors attending the meeting.

4.13 Board Member Attendance. An elected Board member who is absent from three regular meetings of the Board in a year is encouraged to meet with the Board Co-Chairs to reevaluate his/her commitment to the organization. When it is in the best interest of the Corporation, the Board may deem a Board member who has missed three meetings without good cause to have resigned from the Board.

ARTICLE V

OFFICERS

- 5.1 **Eligibility.** The elected officers of the Corporation shall be two (2) Co-Chairs of the Board of Directors, a Secretary, and a Treasurer. The Secretary and Treasurer need not be on the Board of Directors to be eligible to serve as officers, but Board members may serve as officers without disqualification.
- 5.2 **Terms of Office.** The Co-Chairs shall serve for a period of 18 months. If the Co-Chairs begin on the same date, one will serve for two years. This will be reviewed on a case-by-case basis.

The Secretary shall serve for a period of one (1) year and until their successor is duly elected. The Treasurer shall serve for a period of one (1) year and until their successor is duly elected. All officers may be reelected for consecutive terms. Officers shall be elected by the Board of Directors and shall assume their duties immediately following the meeting at which they are elected. Election of the Co-Chairs shall be staggered so they may assume their position on alternate years. All terms of office begin immediately following the Board meeting at which they are elected.

- 5.3 **Vacancies.** In case of a vacancy in the office of Co-Chair, the other Co-Chair shall preside until the Board of Directors appoints a new Co-Chair to fill the unexpired term. In case of a vacancy in any of the other offices, the Board of Directors shall appoint a successor to complete the unexpired term of their predecessor.
- 5.4 **Removal of Officers, Directors and Consultants.** Any officer, Director or Consultant may be removed at any time, with or without cause, by an affirmative vote of two-thirds of the then serving Board members present at an official meeting of the Board, or, in the case of Secretary, Treasurer or other subordinate officers, by the Board of Directors or the Co-Chairs, whether or not such officer was appointed by the Co-Chairs, (a) whenever in the Board of Directors' judgment the best interest of the Corporation will be served thereby, or (b) in the case of assistant or other subordinate officers, by the Co-Chairs for cause; but such removal shall in any case be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not in itself create contract rights. Notice of the proposed removal will be given to members with the notice of the meeting. The Director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Where the Bylaws of the organization provide that a Director may be removed for reasons set forth in the articles or Bylaws, the Board may remove the Director for such reasons if a majority of the Directors then in office vote for the removal.

5.5 Co-Chairs Duties and Authority. The Co-Chairs shall:

- (a) Preside at all meetings of the Board of Directors and all other meetings of the Corporation, or designate a Chair of the Meeting for that purpose;
- (b) Appoint all standing committees and the chair thereof;
- (c) Serve as a member of the Executive Committee.
- (d) Send the required notice of all meetings, or ensure that it is done by the designated Secretary of the Meeting;
- (e) Prepare a written agenda for all meetings, or see that it is done by the designated Chair of the Meeting;
- (f) Have authority, with the Secretary, Treasurer, or Executive Director to sign and execute all authorized obligations in the name of and on behalf of the Corporation except in cases where the signing and execution thereof shall be expressly otherwise delegated by the Board of Directors or the Bylaws;
- (g) Otherwise manage the Corporation and perform jointly or individually the duties commonly associated with President of a non-profit corporation except in cases where the execution thereof shall be expressly otherwise delegated by the Board of Directors or the Bylaws;
- (h) Provide supervision of the employees.
- (i) Work to maintain a permanent file of legal documents, important correspondence
- (j) Work to maintain the corporate records book and to ensure that all annual reports are filed at the principal office of the Corporation;

5.6 Secretary's Duties and Authority. The Secretary shall:

- (a) Be responsible for having the minutes at all meetings recorded in conjunction with the designated Secretary of the Meeting;
- (b) Work with the Co-Chairs to ensure that a copy of the minutes is distributed to each Member of the Board of Directors and the PDA membership before the next regularly scheduled meeting of the Board of Directors;
- (c) Work to maintain a permanent file of all minutes, and all other properties of the Corporation;
- (d) Work to ensure copies of the Corporation's minutes and other important organizational materials are filed with such organizations as are designated by the Board of Directors;

5.7 Treasurer's Duties and Authority. The Treasurer shall:

- (a) Work with Bookkeeper to prepare a written financial report for presentation at the annual winter meeting of the Directors and put in the file.
- (b) Work with the Bookkeeper to monitor or review all expenses and disbursements of the Corporation unless otherwise designated by the Board of Directors or the Bylaws.
- (c) Perform such other duties as may be required by the Board of Directors.

5.8 Compensation. Officers may receive such compensation for their services as may be authorized or ratified by the Board of Directors and no officer shall be prevented from receiving compensation by reason of the fact that he is also a Director of the Corporation. Election or appointment as an officer shall not of itself create a contract or other right to compensation for services performed as such officer.

ARTICLE VI

COMMITTEES

6.0 Committees. The Board shall have committees as described and named below.

BOARD COMMITTEES

The Board shall have the following standing committees which make recommendations to the Board for approval:

- a. **Finance Committee:** made up of current Board Members: responsible for reviewing updates to annual budget, reviewing strategic plan to align with annual budget; working with Treasurer and Executive Director on budget process.
- b. **Research Committee:** made up of current Members or invited with the approval of the Board. Responsible for reviewing research and literature on Positive Discipline, sharing with ED and Board to disseminate, and making recommendations to the Board related to research needs.
- c. **International Advisors Committee:** Made up of member representatives from countries in the worldwide community, the Positive Discipline International Advisors gather quarterly to share developments, discuss global growth, and gain support for sustaining, igniting and growing PD in every corner of the world. These members are responsible for sharing information, gaining clarity, and recommending support initiatives to the Board.
- d. **Brazil Support Committee:** made up of Portuguese-speaking educators and Trainers who were former Brazil Affiliate Board Members. Self-selected to commit for a two-year term. Responsible for maintaining the pdabrasil.org.br website, translate PDA events, and offer support in Portuguese.

- e. **Lead Trainer Committee:** made up of certified Lead Trainers. Responsible for making recommendations to the Board related to needs of the organization, mentoring, advanced training, member support, and program development.

- f. **Belonging through Equity & Inclusion Committee (BEI):** With the vision of creating a better world through respect and dignity, creating safety to learn and grow, the Belonging through Equity and Inclusion Committee will be made up of PDA members at all training levels. Committee members will strive to encourage an organization that will focus on applying the Adlerian principles of belonging, equity, and inclusion as they pertain to tasks and objectives as agreed upon in the committee tasks and objectives documented below.

The BEI Committee will offer the PDA board input and perspective when relevant global, regional, organizational, social, and cultural issues affect members and communities served by the Positive Discipline Association.

Ad hoc committees and task forces may be appointed by the Board or Executive Director with the approval of the Board to carry out specified duties.

The Board or Executive Director with the approval of the Board shall appoint committee chairs for all committees of the Board.

When practical, a Liaison for each Committee shall be a member of the Board.

Each Committee Chair shall serve a one-year term and may be reappointed for additional terms with the approval of the Board.

Members of the committees may be members of the Board, General Members, or invited with approval of the Board.

Every effort will be made to have at least one Lead Trainer on each Committee.

Each Committee shall have a minimum of one meeting per quarter.

Every Committee of the Board shall submit an annual report to the Board of Directors. The report shall include a summary of the committee's actions and policy recommendations that have been developed over the past year. Annual reports should be submitted by December 1.

Committees shall make recommendations for actions and policy to the Board at regularly scheduled Board meetings.

Amended September 13, 2022 by unanimous consent of Board Directors as recorded by Lois Ingber, Board Secretary