

NATD Constitution

Article I

Name and Purpose

Section 101:

The name of this organization shall be the National Association of Test Directors, a not-for-profit professional educational association hereinafter referred to as the Association.

Section 102:

It shall be the purpose of this Association to:

- a. share information about testing in educational settings;
- b. encourage the appropriate use of testing in educational settings;
- c. improve the applications of measurement to students and educational programs; and
- d. encourage research in the area of elementary and secondary school testing and measurement.

Section 103:

Notwithstanding any other provision of these articles, the Association is organized exclusively for educational purposes as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any 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.

Section 104:

No substantial part of the activities of the Association shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Article II

Membership and Meetings

Section 201:

Active Members shall include dues-paying individuals:

- a. With responsibility for educational testing programs; or
- b. From institutions involved in the construction or use of tests in settings not primarily for profit, including, but not limited to, school systems and school system research, assessment, testing, or evaluation departments.

Associate Members shall include dues-paying individuals:

Who do not have direct responsibility for testing programs and/or who are involved in

test development primarily for profit.

The Board of Directors of the Association may from time to time nominate for honorary **Emeritus** status an individual who has been an active or associate member for at least five years and who is no longer employed on a fulltime basis. Upon a majority vote of the active members casting written ballots this individual will be accorded Emeritus status for life and shall be exempt from paying Association dues.

Section 202:

The Annual Meeting of the members shall be held each year in conjunction with the Annual Meeting of the National Council on Measurement in Education. Notice of the meeting shall be given to members at least four weeks prior to the date thereof.

Section 203:

A special meeting of the members may be called on reasonable notice at any time by the President or on written request of any three members of the Board of Directors.

Section 204:

Between regular meetings, the Board of Directors may authorize a vote by mail ballot rather than call a special meeting of the members within such time limit as may be designated by the Board of Directors. Mail ballot may include the use of e-mail and facsimile. The Secretary shall receive and count the ballots cast.

Section 205:

A quorum for any authorized meeting of the members shall consist of members present who are eligible to vote.

Section 206:

Eligibility to vote shall be restricted to Active Members whose dues and any special assessments are currently paid at the time of the meeting or mail ballot.

Section 207:

The annual membership dues shall be determined by the Board of Directors and approved by the active members. At the discretion of the Board of Directors and by the vote of five Directors, a special assessment may be raised to pay for unusual costs incurred by the corporation in achieving its objectives. In the event that such an assessment is an amount in excess of five dollars, it will be subject to ratification by a majority of the members. The membership year shall begin on January 1.

Section 208:

Any member may be removed from the Association for conduct deemed prejudicial to the Association by a two-thirds vote of the members present at an Annual meeting or at a special meeting of the members called for the purpose. Such member shall first have been given written notice of the accusation against him or her, and shall have been given an opportunity to produce witnesses, if any, and to be heard at the meeting at which such vote is to be taken.

Section 209:

The rules of Order, as contained in Robert's Manual, when not inconsistent with these by-laws, shall govern the meetings of the members and Board of Directors. The Immediate Past President shall serve as parliamentarian.

Article III

Officers and Board of Directors

Section 301:

The Board of Directors shall consist of the President, Immediate Past President, Vice President, Secretary, Treasurer, and four additional elected Directors. The President shall serve as chair of the Board of Directors.

Section 302:

The President shall be the chief executive officer of the Association and shall preside over all meetings of the Board and of the members. The President shall have general and active management of the business of the association and shall see that all orders and relocations by the Board are carried into effect. The President shall be a member ex-officio of all standing and special committees and shall have the general powers and duties of supervision and management usually vested in the president of an association. Subject to the approval of the Board of Directors, the President shall appoint standing committees, as set forth in Article V, Section 501, and such special committees deemed necessary to effectuate the purposes and objective of the Association. The President shall serve for a period of one year.

Section 303:

When one's term of office as President expires, the President shall serve as Immediate Past President for one year. The Immediate Past President shall serve as a Director, as an advisor to the President, as parliamentarian, and as chair of the nominating committee.

Section 304:

A Vice President shall be elected by the membership from the Active Member category of membership in the Association and shall perform duties and exercise powers of the President during the absence or disability of the President. The Vice President shall be responsible for programs held at the Annual Meeting in conjunction with the National Council on Measurement in Education. The Vice President shall serve for a term of one year and will serve as President for the succeeding year.

Section 305:

The Secretary shall be elected by the membership from the Active Member category of membership in the Association and shall see that minutes of meetings are kept, preserved, and read. The Secretary shall keep files of NATD reports and also give all notices required by statute, by-law, or resolution and shall perform such other duties as may be delegated by the Board of Directors. The Secretary shall be responsible for the Association mailing list, although this activity may be delegated to other members with approval of the Board of Directors. The Secretary shall be elected for a term of two years. The terms of the secretary and treasurer shall be staggered such that they are elected in alternate years.

Section 306:

The Treasurer shall be elected by the membership from the Active Member category of membership in the Association and shall have custody of all corporate funds and

securities and shall keep, in books belonging to the Association, full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all monies, securities and valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursement, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all transactions of the Treasurer and of the financial condition of the Association. The Treasurer shall be responsible for filing federal and local tax returns as required by law. The Treasurer shall restore to the Association in the case of his or her resignation, retirement, or removal from office, all books, papers, vouchers, money and property of whatever kind in the Treasurer's possession or under his or her control and belonging to the Association. The Treasurer may be bonded; payment of the premium on said bond shall be the obligation of the Association. The Treasurer shall be elected for a term of two years. The terms of the treasurer and secretary shall be staggered such that they are elected in alternate years.

Section 307:

Four Directors shall be elected by the membership from the Active Member category of membership in the Association. The duties of the Directors are to vote on matters dealing with Association policy and to assist the officers in conducting the Association's projects. Each Director shall be elected for a four-year term. These terms shall be staggered in such a way that one Director is elected each year. If a Director is elected an Officer during the term as Director, the runner-up in the Director election that year will fill the position until expiration of the term.

Section 308:

Meetings of the Board of Directors shall be held yearly before or after the Annual Meeting of the general membership. Board members should receive notice of the meeting in the newsletter or in other written form.

Section 309:

A majority of the Board of Directors shall constitute a quorum.

Section 310:

If and when all the Directors shall severally and collectively consent in writing to any action to be taken by the Association, such action shall be as valid as if it had been authorized at a meeting of the Board of Directors.

Section 311:

Vacancies in the Board of Directors shall be filled by appointment made by the remaining Directors, except as provided in Section 307.

Section 312:

No member of the Board of Directors shall be liable to the Association, or any member, or any other person or persons from any claim of any character resulting from any actions taken or any failure to take action in good faith and believed by them to be authorized by these by-laws or within their discretion or rights or powers conferred upon them by these by-laws. Each member of the Board of Directors shall be indemnified by the Association against expenses actually and necessarily incurred in connection with the defense of any action, or proceeding in which he or

she is made a party by reason of his or her being or having been a member of the Board of Directors, except in relation as to matters as to which the Director shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties.

Article IV

Elections

Section 401:

A call for nominations will appear in the newsletter that precedes the election. Candidates, with their approval, will be nominated for Association offices by a committee approved by the Board and headed by the Immediate Past President. Other nominations may be submitted to the nominating committee by written request of active members with approval of the nominees. The Committee shall ensure that the names of candidates for each office are printed alphabetically on the ballot.

Section 402:

Elections shall be held annually for the office of Vice President. Elections for the offices of Secretary and Treasurer shall be held every two years. In addition, one Director will be elected each year, except as provided in Section 307.

Section 403:

Elections shall take place prior to the Annual Meeting and will be conducted by secret ballot. All eligible members as described in Article II, Section 206 will be mailed ballots not later than 30 days before the meeting. Mail ballot may include the use of e-mail and facsimile. The ballots must be returned no later than 15 days before the Annual Meeting.

Section 404:

All candidates for office shall be informed of the election results no later than one week prior to the Annual Meeting. Results of the election are to be announced to the general membership at the Annual Meeting. The new officers will officially commence their terms at the end of the Annual Meeting.

Article V

Committees

Section 501:

The President may appoint standing or ad hoc committees. It shall be the responsibility of the chair of any committee to keep a record of meetings held and business transacted during his or her term. A copy of this record is to be given to the next chair of the committee and additional copies filed with the President and Secretary.

Section 502:

The President shall appoint from among the Active category of membership, an individual or a committee to serve as editor of the Association newsletter. Article VI
Execution of Instruments

Section 601:

All checks, drafts, and orders for the payment of money shall be signed in the name of the Association and shall be counter-signed by such officers or agents as the Board of Directors may from time to time designate for that purpose.

Section 602:

When the execution of any contract or instrument has been authorized without specifications of the executive officers, the President or the Secretary may execute the same in the name and behalf of the Association. The Board of Directors shall have the power and authority to designate the officers and agents who shall have authority to execute any instrument in behalf of the Association.

Section 603:

The Association may indemnify any Director or Officer, former Director or Officer, or any agent of the Association against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which the Officer or Director is made a party by reason of being or having been such Director or Officer.

Section 604:

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all the assets of the Association exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any 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 Association is then located.

Section 605:

No part of the net earnings of the Association shall inure to the benefit of any member, trustee, director, or officer of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association), and no member, trustee, or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association.

Article VII

Amendments

Section 701:

Amendments to this constitution may be initiated in either of the following ways:

- a. The Board of Directors may formulate amendments and submit them, with any arguments it chooses, to the active members for action by ballot.
- b. Any one percent of the active members, as sponsors, may submit in writing to the Board of Directors a proposed amendment or amendments signed by the sponsors. The Board of Directors shall then submit the proposed amendment(s), with any arguments advanced by its sponsors, with the Board's arguments and recommendation to the active members of the Association for action by ballot.

Section 702:

The text of the proposed amendment(s), with explanations and arguments, a ballot, and a request for a mailed vote, shall be sent by first-class mail to the active members of the Association. Mail ballot may include the use of e-mail and facsimile. At least thirty days must elapse between the date on which the proposal is mailed to the members and the date on which the vote is counted.

Section 703:

An affirmative vote by two-thirds of the members returning ballots within thirty days shall be sufficient for acceptance of an amendment. The Secretary shall supervise the count and certify the results. The results of the vote shall be reported to the membership by mail.

Section 704:

An amendment to the Constitution becomes effective upon acceptance unless otherwise specified on the ballot.

Adoption of Constitution and Amendments: April 19, 1986

Amended: April 6, 1988

Amended: April 5, 1994

Amended: April 6, 2006
