

# Lafayette Parish Public Education Stakeholders Council (LaPESC)

## BYLAWS

### ARTICLE I – VISION/MISSION

- A. **Vision:** Ensure a world-class education for every student in every public school with sufficient resources to unlock their transformative abilities so that 100% of our students reach their full potential and graduate from high school prepared to succeed in post-secondary education.
- B. **Mission:** To improve overall academic achievement of Lafayette Parish public schools while eliminating the achievement gap at every grade level for children living in poverty, especially African American students, and to ensure that all students graduate from high school on time.
- C. **Values:** Members of LaPESC value diverse perspectives, shared leadership, open dialogue, accountability, partnership, alignment, transparency, integrity, inclusiveness, communication and trust.

### ARTICLE II - PURPOSE

The Lafayette Parish Public Education Stakeholders Council (LaPESC) is a coalition of independent education stakeholder groups with a common commitment to improve overall academic achievement, to eliminate the achievement gap and to increase the high school graduation rates of all students. The objectives of LaPESC shall be to identify roadblocks to educational attainment for children living in poverty, who are mostly African-American, and to advocate for solutions to those barriers.

### ARTICLE III – OFFICES

The principle office of LaPESC shall be located at the office of the Chairperson or such other location as the Executive Committee may designate. LaPESC may have other offices within Lafayette Parish, as the Executive Committee may designate or as the business of LaPESC may require.

### ARTICLE IV – MEMBERSHIPS

- A. **Autonomy of Member Organizations:** This organization is not intended to be a competing agency but a collaboration of existing agencies and organizations. Each member organization maintains its own identity and independence, yet works closely with other member organizations to achieve the LaPESC mission.
- B. **Founding Members:** Founding member organizations of LaPESC are 100 Black Men, Citizens Action Council, Concerned Citizens for Good Government, the Greater Lafayette Chamber of Commerce, Lafayette Parish School System, State of Greater Black Lafayette, Southwest LA Black Chamber of Commerce, United Way of Acadiana and the University of Louisiana at Lafayette.

- C. **Qualifications for Membership:** Membership is open to educational institutions and to faith-based, community, civic, and neighborhood organizations in Lafayette Parish. Member organizations shall have been in active existence for at least a year, have a defined leadership structure and shall embrace the LaPESC mission, vision, values and purpose.
- D. **Admission to Membership:** New Members shall be approved by a two-thirds vote of the Active Members.
- E. **Active Membership:** To maintain active membership, a member organization must: (1) have at least one duly authorized representative who serves at the discretion of the member organization and who attends regular and special meetings of LaPESC; (2) actively volunteer and participate on committees appropriate to the function of their organization; and (3) maintain their contact information current and up-to-date with the LaPESC secretary.
- F. **Termination of Membership:** Organizational membership in LaPESC may be terminated by:
  1. Voluntary withdrawal of an organization through a letter of separation.
  2. Failure to meet the qualifications for membership.
  3. A member missing two consecutive membership meetings, regular or special.
  4. A two-thirds vote to terminate or to reinstate membership at a regular or special meeting.

#### ARTICLE V – MEETINGS

- A. **Regular Membership Meetings:** A minimum of one regular Membership Meeting shall be held quarterly. The annual meeting will be for the purpose of electing Executive and Public Policy Committee members, confirming the membership roster and for the transaction of such other business as may come before a meeting. Additional Membership Meetings may be scheduled at the discretion of the Executive Committee or a vote of a majority of the Members present and voting at a previous regular Membership Meeting.
- B. **Special Meetings:** Special Meetings, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chair or the Executive Committee, or shall be called by the Chair at the request of ten percent of the Members entitled to vote at such a meeting. Additionally, Special Meetings may be called by the Chair no sooner than 24 hours after notice has been given. Notice of special meetings will be sent via telephone or e-mail and shall include agenda information.
- C. **Place of Meeting:** The Chair may designate any place within Lafayette Parish, unless otherwise prescribed by statute, as the place of any meeting.
- D. **Notice of Meeting:** Email notice stating the place, day and hour of the meeting, the purpose(s) for which the meeting is called, shall be delivered not less than five business days for regular meeting and 24 hours for special meeting nor more than sixty days before the date of the meeting to each Member of record entitled to vote at such a meeting. Such notice shall be deemed to be delivered when sent over the internet, addressed to the Member at his address as it appears on the roster of LaPESC.
- E. **Quorum:** At any regular or special meeting of members, a simple majority of the member organizations of LaPESC entitled to vote, represented in person shall constitute a quorum. If less than the said number of the members are present or represented at a meeting, a majority of the members present may adjourn the meeting without further notice.

- F. **Minutes:** Minutes shall be kept by the Secretary or by a member designated by the presiding officer in the absence of the Secretary. Minutes shall be distributed by email at least five days in advance and reviewed for approval at the next meeting.

## ARTICLE VI – VOTING

- A. **One organization, one vote:** Up to three representatives of a member organization may attend regular or special membership meetings with voice, but each member organization shall have only one (1) vote.
- B. **No Proxy:** Voting shall be by representatives present at the meeting and shall not be by proxy.
- C. **Official Action:** Unless otherwise noted in these bylaws, a simple majority is required for action on items that may come before LaPESC, providing a quorum is present.

## ARTICLE VII – OFFICERS AND NOMINATIONS

- A. The Executive Committee of this organization shall be: (1) a Chairperson, (2) a Vice-Chairperson, (3) a Secretary, and (4) the Chair of the Public Policy Committee.
- B. The Executive Committee, consisting of the Chairperson, Vice Chairperson, Secretary and Public Policy Committee Chair, shall be elected by the membership.
- C. The Nominating Committee shall provide an officer slate to the member organizations for their approval each year at the Annual Meeting. Nominations from member organizations may also come from the floor.
- D. The terms of the Chairperson, Vice-Chairperson, Secretary and Public Policy Chairperson are one-year, with a maximum of three consecutive terms unless waived by the membership.
- a. The Chair shall be the principal executive officer of LaPESC and shall in general supervise all of the business and affairs of LaPESC. He or she shall preside at all meetings of the members and the Executive Committee. The Chair appoints all committee chairpersons unless otherwise noted in these bylaws. The Chair or his designee shall serve as organizational spokesperson.
  - b. The Vice-Chair shall support the actions of the Chair and the Executive Committee. In the absence of the Chair, the Vice-Chair shall assume the position of Chair and preside at any meetings necessary in substitute of the Chair.
  - c. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-laws or as otherwise directed. He or she shall be the custodian of the membership records and meeting minutes. He or she shall record the minutes of all meetings of the membership and disperse to all members in a timely manner.
- E. Only duly authorized representatives of member organizations in good standing may serve as officers or as committee chairs.
- F. The Chair of LaPESC and of each committee shall not vote except to make or to break a tie vote.

G. Nomination and election is of the person rather than the organization.

H. A vacancy in any elected position because of death, resignation, removal, disqualification or otherwise, may be filled by the Members for the unexpired portion of the term through nomination and vote of the member organizations. The Vice Chair shall automatically assume the position of Chairperson in the event of a vacancy in the office of Chairperson for the unexpired portion of the term. In the event of a vacancy in any other Officer position, the Chair may appoint a Member to fill that position as the interim Officer until the next membership meeting.

## ARTICLE VIII – COMMITTEES

A. Standing Committees - Committee chairs shall be appointed by the LaPESC Chair and committee members shall be recruited from the active member by the committee chair unless noted otherwise in these bylaws. The Committee Chair shall not vote except to make or break a tie. The Committee Chair shall be chosen from the member representatives. Committee members may be drawn from the Member's membership.

1. NOMINATING - The Nominating Committee shall be chaired by a current member representative and shall have a minimum of three other member representatives, all of whom shall not be eligible themselves for nomination. The LaPESC Chair shall appoint the member representatives of the committee and its chairperson. The Chair shall appoint no more than one representative from any Member organization. The nominating committee shall serve only until the election takes place. On an annual basis, the nominating committee will accept nominations for named positions from members and shall recommend a slate for the following positions: (1) Chairperson, (2) Vice Chairperson, (3) Secretary, (4) Public Policy Committee Chair and (5) members of the Public Policy Committee.
2. EXECUTIVE -The Executive Committee will have the ability to convene a LaPESC meeting; consider, qualify and recommend member status; form committees as needed; maintain members' information and provide proper notice of meetings to the membership.
3. PUBLIC POLICY - The Public Policy Committee shall consist of one representative for each member representatives, including the chair, from nine distinct member organizations. The Public Policy Committee is slated by the Nominating Committee and elected by the members at the Annual Meeting. The Public Policy Committee will identify and address public policy issues affecting the mission of LaPESC and provide data-driven recommendations to the membership for approval and action. Protocols and priorities for the public policy activities of LaPESC shall be approved by the membership. All LaPESC public policy positions must be reviewed by this committee before being presented to the active members for a vote. The LaPESC Chair may appoint additional non-voting members to the committee.
4. PUBLIC RELATIONS – The Public Relations Committee shall be chaired by a current member representative and shall have a minimum of three other member representatives. The purpose of the committee is to provide information about LaPESC to the public, recruit new members and to assist with public policy communication under the direction of the LaPESC Chairperson.

5. **POVERTY** – This committee shall be chaired by a current member representative and shall have a minimum of three other member representatives. The committee is responsible for member education on poverty and its impact in Lafayette Parish, Acadiana and Louisiana; collecting and reviewing pertinent poverty-related data and best practices for combating it; and recommending strategies and priorities for member action that are consistent with the LaPESC mission.
  5. **ACHIEVEMENT GAP** - This committee shall be chaired by a current member representative and shall have a minimum of three other member representatives. The committee is responsible for member education on the status of the achievement gap in Lafayette Parish public schools; review and presentation of best practices to narrow the achievement gap; collecting and reviewing data specific to the achievement gap; and recommending strategies and priorities for member action.
  6. **BYLAWS** – This committee shall be chaired by the LaPESC Vice Chair and shall have a minimum of three other member representatives. The Bylaws Committee shall review at least bi-annually the bylaws and standing rules of this organization and propose amendments as needed or as a result of the bi-annual review for consideration by the membership. The committee shall submit in writing all proposed amendments to the membership at least two weeks prior to the meeting at which a vote is to be taken.
- B.** Ad Hoc Committees will be created and/or terminated, as needed, by the member organizations to deal with operational and programmatic issues.

#### **ARTICLE IX– Public Policy and Advocacy**

- A. LaPESC shall take positions on public policy issues consistent with its mission and which affect issues within its focus areas and priorities approved by the membership.
- B. At no time will LaPESC endorse a specific candidate for office.
- C. LaPESC shall advocate on local, state and national issues affecting the LaPESC mission. Political action shall include but is not limited to issuing position statements and press releases; endorsement of legislation; or endorsement of action items on the agendas of public education governing boards.
- D. Policy priorities and position statements require a two-thirds vote of approval by the entire Membership.

#### **ARTICLE X– BUDGET AND FINANCE**

- A. LaPESC is not a fund-raising or disbursing organization.
- B. If funds are collected or received from any source, the funds shall be used in accordance with a written protocol developed by the Executive Committee and approved by the membership.
- C. In the event of dissolution of this organization, any remaining funds shall be disbursed as follows: first, in accordance with any restrictions which apply to the funds by designation from the source of

such funds; second, in accordance with any restrictions applicable by operation of law; and third, any unrestricted funds remaining shall be disbursed in accordance with a vote of the membership.

- D. LaPESC shall be accountable for its use of funds and shall comply with applicable standards and policies and procedures of the Louisiana Association of Non Profits' Standards of Excellence which are consistent with these Bylaws.

#### ARTICLE XI – WAIVER OF NOTICE

Unless otherwise provided for by law, whenever any notice is required to be given to any Member or Executive Committee member of LaPESC under the provisions of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time when notice was required to be given, shall be equivalent to the giving of such notice.

#### ARTICLE XI I– AMENDMENTS

Any amendments to these bylaws must be approved by a vote of two-thirds of the entire membership at any annual or special meeting of the members. Proposed amendments must be distributed to the members at least ten days prior to the date of the meeting at which they are to be considered and presented for adoption.

Approved this 22<sup>nd</sup> day of August, 2011.

  
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Margaret Trahan, Chairman

  
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Stella Theriot, Secretary