

BYLAWS  
of  
National Rural Education Advocacy Consortium, Inc.  
A Missouri Not-For-Profit 501(c)4 Corporation

ARTICLE I

REGISTERED OFFICE and REGISTERED AGENT

Section 1.

The registered office of the corporation shall be 710 N. College, Ste. C., Warrensburg, Missouri 64093.

Section 2.

The corporation may also have offices at such other places as the Governing Board of Directors may, from time to time, determine, or the business of the corporation may require.

ARTICLE II

MISSION and PURPOSE

Section 1 Mission Statement

The NREAC, Inc. is a national, non-partisan 501c4 organized by the members of the National Rural Education Association (NREA). Its mission is to support the parent organization, its legislative priorities and its Legislative Team to advocate for good legislation and policy that supports rural schools.

Section 2 Purpose

The purpose of the organization is to advocate for the highest quality of education for the children of rural America's public schools. The corporation shall represent the interests of rural public schools in the national forums in which such issues are decided and, in a state, when an issue affecting rural schools could have a national impact.

The corporation is committed to national policy expanding the programs and services available to rural public schools. The corporation is dedicated to maintaining rural schools as centers for learning and community life for rural America. All the foregoing shall be known as the corporate Mission Statement.

ARTICLE III

## MEMBERS

### Section 1. ANNUAL MEETING.

The annual meeting of the Members of this corporation for the election of directors and the transaction of such other business as may properly come before such meeting shall be held in conjunction with the NREA Convention. Additionally, the Members shall meet again at a policy (legislative platform) meeting preferably held in Washington DC.

### Section 2. SPECIAL MEETINGS.

Special meetings of the Members may be called at any time by the President, by the Governing Board of Directors, or by that number of Members representing not less than one-fifth of all the Members in good standing entitled to vote at such meeting.

### Section 3. PERIODIC MEETINGS.

Periodic meetings of the Members shall be held at the time and place as determined by the Governing Board of Directors and published not less than 10 days in advance to the Members, and once so published, such time and place shall not be changed without not less than 10 days' notice of the new time and place.

### Section 4. ACTION BY CONSENT.

Any action to be taken at a meeting of the Members of the corporation may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all the Members entitled to vote with respect to the subject matter thereof. Such consents shall have the same force and effect as a unanimous vote of the Members at a meeting duly held. The Secretary shall file all consents with the minutes of the meetings of the Members.

### Section 5. PLACE OF MEETING.

Annual and special meetings of the Members shall be held at such designated place, whether within or without the State of Missouri, as the notice of such meeting shall specify, or as the Members may agree.

### Section 6. NOTICE.

Written or printed notice of each meeting of Members stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or given not less than ten (10) or more than the seventy (70) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary or the officer or persons calling the meeting, to each Member of record entitled to vote at such meeting.

Section 7. ADJOURNED MEETINGS.

Any Members' meeting may be adjourned from time to time until its business is completed, and the Members present at any meeting or any adjourned meeting, though less than a quorum, may adjourn from time to time to a specified date not longer than ninety (90) days after such adjournment, without notice other than announcement at the meeting, until a quorum shall be obtained.

Section 8. QUORUM.

At all meetings of the Members of this corporation, a majority of the Members present and in good standing entitled to vote shall constitute a quorum. Every decision of a majority of such quorum shall be valid as a corporate act unless a larger vote is required by the Articles of Incorporation, these Bylaws or the laws of the State of Missouri then in effect.

Section 9. PROXIES.

At any meeting of the Members, the Members entitled to vote at such meeting may be represented by proxy, evidence of which shall be in writing and exhibited to the proper officers.

Section 10. WAIVER OF NOTICE.

Any Member may waive notice of any Members' meeting, either in writing or by facsimile and whether he/she attends a meeting or not; and the presence of the Member in person or by proxy at any Members' meeting shall be a waiver of any notice herein or by law provided for, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 11. MEMBER. This section will need to be revisited by the board.

A Member shall be entitled to hold office in the corporation as an officer and shall be entitled to cast one vote for any matter to come before the corporation. To be an Individual Member, each individual shall be required: to accept the corporate Mission Statement; to have a letter of recommendation from their respective state organization; to pay the annual dues as set by the Governing Board of Directors; and be accepted by the then constituted Governing Board of Directors. To be an Organizational or Association Member, each Organization or Association shall be required: to accept the corporate Mission Statement; to pay the annual dues as set by the Governing Board of Directors; and be accepted by then constituted Governing Board of Directors.

Section 12. DUES.

Annual dues shall range from \$100 to \$5,000 and shall be established by the Governing Board of Directors annually.

Section 13. COMPENSATION OF MEMBERS.

Members shall not be entitled to receive compensation for their services to the corporation.

ARTICLE IV

GOVERNING BOARD OF DIRECTORS

Section 1. NUMBER.

The Governing Board of Directors shall consist of the current Members who meet all membership requirements, and each Member shall have one vote on all matters of the corporation.

Section 2. MEETINGS.

All meetings of the Governing Board of Directors of this corporation may be held within or without the State of Missouri as may be provided in the resolution or notice calling such meeting. Regular meetings of the Board shall be held at such times as the Board may from time to time provide and without any notice other than the resolution or action providing therefor. Special meetings of the Board may be held at any time upon the call of any member of the Board. Written notice of all special meetings of the Governing Board of Directors shall be given to each director, which notice shall state the time, place and purpose of such meeting, and shall be personally served upon each director at least one day before such meeting or sent by mail or electronically at least two days before such meeting, addressed to the last known residence or place of business of each director. Attendance of a director at any meeting, whether regular or special, shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened; and any director may waive notice, whether he/she attends a meeting or not, and such waiver may be in writing or electronically.

Section 3. ACTION BY CONSENT.

If all directors severally or collectively consent in writing to any action to be taken by the directors, such consents shall have the same force and effect as a unanimous vote of the directors at a meeting duly held. The Secretary shall file such consents with the minutes of the meetings of the Governing Board of Directors.

Section 4. POWER AND AUTHORITY.

The property and business of the corporation shall be controlled and managed by its Governing Board of Directors, which may exercise all such powers and business of the corporation and do all acts and things as are not by statute, or by the Articles of Incorporation, or by these Bylaws directed or required to be exercised or done by the Members.

- a. Each Member of the Governing Board of Directors shall have one vote.
- b. The Governing Board of Directors shall endeavor to govern by consensus first.
- c. In the event it cannot reach a consensus, a majority of the Governing Board of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum is present shall be valid as a corporate act, except as may be otherwise specifically required by law or by the Articles of Incorporation or by these Bylaws; and if less than a quorum be present at any meeting, those present may adjourn from time to time, and fix dates until a quorum shall be present.
- d. While the corporation will pool its resources to work for a common agenda to promote the corporation Mission Statement, each Member shall retain their respective autonomy.
- e. The Governing Board of Directors shall have the authority to make operational and administrative decisions for the corporation.
- f. The Governing Board of Directors has the authority to establish annual dues.
- g. The Governing Board of Directors has the authority to charge Members for additional dues for special purposes and projects.
- h. The Governing Board of Directors has the authority to propose a change in the governing structure of the corporation, subject to final approval by the entire corporation membership.

#### Section 5. COMMITTEES OF DIRECTORS.

The Governing Board of Directors may by resolution or resolutions adopted by a majority of the whole Board, designate two or more directors to constitute an executive committee, which committee, to the extent provided in said resolutions, shall have and exercise all of the authority of the Governing Board of Directors in the management of the corporation, and may have the power to authority the seal of the corporation to be affixed to all papers which may require it. Such committee shall keep regular minutes of its proceedings and report the same to the Board when required.

#### Section 6. COMPENSATION OF DIRECTORS.

Directors, as such, shall not receive any stated salary for their services.

### ARTICLE V

#### OFFICERS

Section 1. NUMBER.

The officers of this corporation shall consist of a Co-Chairperson, Vice-Chairman, Secretary, Treasurer, one (1) member from the NREA Research Team and one (1) At-Large member, all shall be elected by the NREAC Governing Board of Directors annually. The second Co-Chairperson shall be the current sitting President or named designee from the National Rural Education Association (NREA)

Section 2. QUALIFICATIONS.

Officers must be members who meet all membership requirements.

Section 3. TERM.

The officers shall be elected to one-year terms and shall hold office at the pleasure of the Governing Board of Director and until their successors are duly elected.

Section 4. CONSOLIDATION OF OFFICERS.

Any two or more offices may be held by one and the same person.

Section 5. COMPENSATION OF OFFICERS.

Officers, as such, shall not receive any stated salary for their services.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. CHAIRMAN.

The Co- Chairman shall preside at all meetings of the Governing Board of Directors; shall sign all notes, agreements or other instruments in writing made and entered into for or on behalf of the corporation; and sign all certificates of stock; and he/she shall have general supervision over the business and affairs of the corporation.

Section 2. VICE-CHAIRMAN.

The Vice Chairman in the order of their seniority, shall perform all of the duties of the Chairman in the event of the death, disability or absence of the Co-Chairman and such other duties, if any, as may be prescribed by the Governing Board of Directors.

Section 3. SECRETARY.

The Secretary shall keep an accurate record of the proceedings of the meetings of the Members and directors; he/she shall give notice of the meetings of the Members and of the directors required by law and by these Bylaws; he/she shall countersign all certificates of stock, shall attach the corporate seal thereto, and to all other instruments requiring it, and shall perform such other duties as are usually incident to the office of the Secretary.

Section 4. TREASURER.

A Treasurer shall oversee all financial transactions and fundraising efforts going in or out of the organizing committee. The Treasurer's primary duties will include budget planning, financial reporting, record-keeping, and managing incoming and outgoing funds.

Section 5 RESEARCH MEMBER

One member nominated from the NREA Research Team to provide insight, guidance and recommendations with regard to research that will support and benefit the NREAC Legislative agenda.

Section 6 AT-LARGE MEMBER

One member of the NREAC nominated to serve as the At-Large representative to NREAC.

ARTICLE VII

CALENDAR YEAR

Section 1.

The corporation shall operate on a calendar year.

ARTICLE VIII

CHECKS, DRAFTS, ETC.

Section 1.

Checks, drafts or other orders for the payment of money of this corporation shall be signed by such person or persons as the Governing Board of Directors may, from time to time, designate.

Section 2.

Finances of the corporation shall be handled by the National Rural Education Association (NREA). The NREA shall establish a separate accounting in the name of the corporation and shall write such checks and distribute corporate funds to other organizations as the Governing Board of Directors may from time to time direct.

## ARTICLE IX

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

#### Section 1.

No NREAC member acting in furtherance of NREAC shall be held personally liable for negligent acts or omissions. Individuals working in furtherance of NREAC objectives and/or at the direction of NREAC shall be indemnified for any acts of negligence or negligent omission.

## ARTICLE X

### AMENDMENTS

#### Section 1.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the whole Governing Board of Directors at any regular or special meeting thereof.



NATIONAL RURAL EDUCATION ADVOCACY  
CONSORTIUM, INC. (NREAC)

BY \_\_\_\_\_  
Heather Zellers Co-Chairman NREAC

On this day \_\_\_\_\_

Corrections made for consideration by members 01-16-2023

Additional corrections and considerations made on 01-24-2023

Meeting held on February 9, 2023 for consideration of by-laws revision.

Amendments passed on 02-02-2023 and 02-09-2023, by consent agenda  
(See attached summary of revisions). Initials \_\_\_\_\_ Date \_\_\_\_\_