

BYLAWS
THE ASSOCIATION FOR SUCCESSFUL PARENTING

ARTICLE I:

Name, Mission, and Purpose

This organization shall be known as The Association for Successful Parenting (“TASP”). This is a Membership Association dedicated to enhancing the well-being of at-risk parents with learning difficulties and their children. This primarily includes parents with intellectual disability, borderline intellectual functioning, brain injury or other cognitive impairments. It may also include parents who may be regarded as having a cognitive impairment.

ARTICLE II:

Membership

2.1 TASP Members

2.1.1 TASP Members shall support the mission and purpose of the Association.

2.1.2 TASP Members are required to contribute to TASP, generally by paying dues in accordance with Policies and Procedures established by the Board of Directors.

2.1.3 TASP Members are encouraged to remain as involved as possible in the organization.

2.2 Categories of Members.

2.2.1 The Membership of TASP shall include the following categories of Members: Self Advocates, Family/Friends, General Members, Student Members, Emeritus Members, Directors and Officers.

2.2.2 Additional Member categories and definitions thereof may be established by the Board of Directors.

2.2.3. Self Advocate Membership: Self Advocate Members are parents who have, or who may be regarded as having, a cognitive impairment. The Membership of TASP must include Self Advocate Members.

2.2.4. Family/Friend Membership: Family/Friend Members are family members or other unpaid, natural supporters of parent(s) with an intellectual disability or other cognitive impairment.

2.2.5. General Membership: researchers, support workers, or any other person who has a personal interest or professional involvement with parents with cognitive impairments.

2.2.6 Emeritus Membership: Emeritus Members are retired professionals, researchers, or support persons who have retired from a profession in which they had an involvement with parents with cognitive impairments.

2.2.7 Student Membership: Student Members are enrolled at least half time in a high school, college or university, and have a personal or professional interest in parents with cognitive impairment.

2.2.8 Board of Directors: In addition to his or her special rights and responsibilities, each Director shall have the same rights and responsibilities as other Members of the Association.

2.2.9 Officers: In addition to his or her special rights and responsibilities, each Officer shall have the same rights and responsibilities as other Directors and as Members of the Association.

2.3 Membership Dues

2.3.1 The Board of Directors shall establish and publish the dues' requirements for each Member category.

2.3.2 The Board of Directors shall collect Annual dues from Members, according to Policies and Procedures which they shall establish, but shall include a procedure to allow exceptions to the Membership dues payment requirement, in special circumstances.

Article III:

Board of Directors

3.1 The Board of Directors: Composition

3.1.1 The Board of Directors of TASP shall consist of at least twelve (12) and no more than nineteen (19) Members.

3.1.2 The Board of Directors shall include the Officers of the Association.

3.1.3 The Board of Directors shall generally include at least one parent self-advocate.

3.1.4 The Board of Directors shall be diverse, representing a broad cross section of the Membership of the Association.

3.1.5 Members of the Board of Directors shall also be Members of TASP in good standing; each Director shall be responsible for paying Annual Membership Dues according to whatever Membership category he or she most closely identifies with, in accordance with any Policies and Procedures which may be established.

3.1.6 No compensation shall be paid to any Board Member for his or her service as a Director. A Director may be hired, by majority vote of the other Directors, for work above and beyond that which falls within his or her duties as a Director.

3.2 The Board of Directors: Responsibilities

3.2.1 The Board of Directors shall establish policies and procedures as necessary to for the effective operation and of the Association, and for the fulfilment of TASP's goals and mission.

3.2.2 The Board of Directors shall approve the budget, establish formal and ad hoc committees, and manage the Association and its affairs.

3.2.3 Directors shall act as advocates and liaisons for TASP, to the public, to potential allies, and to other organizations.

3.2.4 The Board of Directors may establish standing and ad hoc committees as needed to carry out the mission of the Association.

3.2.5 The Board of Directors shall monitor each committee of TASP for adherence to the policies, programs, and budget of TASP, according to these Bylaws and any applicable Policies and Procedures which may be established.

3.3 The Board of Directors: Quorum and Voting

3.3.1 Any actions or decisions under the purview of the Board of Directors of TASP shall require a quorum of forty percent (40%) of the filled Director positions.

3.3.2 Any actions or decisions under the purview of the Board of Directors of TASP shall require approval by a simple majority of the Directors voting, unless otherwise stated in these Bylaws.

3.3.3 The Board may vote to employ or authorize the employment of paid personnel, and fix the term and conditions of such employment.

3.4 The Board of Directors: Selection

3.4.1 Directors shall be elected, by the Membership of TASP, to serve for three (3) year terms of Office. These elections shall generally be conducted at the TASP Annual Meeting.

3.4.2 Directors may be reelected for any number of consecutive terms of Office.

3.4.3 The Board of Directors may, by majority vote of the Directors, appoint an interim Director. Any Director so appointed shall share all the rights and responsibilities of Directorship only until the next TASP Annual meeting. At that time, he or she may run for election by the Membership of the Association. Any Director so elected shall begin his or her first three year term of service at the time of his or her election.

3.5 The Board of Directors: Removal or Resignation

3.5.1 The President TASP may request the resignation of any Director who appears to be unable to fulfil his or her duties as a Director, as specified in these Bylaws.

3.5.2 The Board of Directors of TASP shall convene a "Confidence Vote" of the Directors, regarding any Director, if the President or any other Officer provides credible information that the Director appears to be unable to continue to perform his or her responsibilities effectively, or has allegedly abused TASP resources, or has allegedly engaged in serious misconduct with

respect to his or her duties as a Director, or has otherwise allegedly undermined the mission and purpose of TASP.

3.5.3 If a “Confidence Vote” regarding any Director is held, the Director in question must obtain approval, by a sixty percent (60%) vote of the other Members of the Board of Directors, in order to continue in his or her position.

3.5.4 If a Director who has been the subject of a “Confidence Vote” fails to obtain approval by at least sixty percent (60%) of the other Directors, he or she shall forfeit all rights or privileges of Directorship, effective immediately.

3.5.5 A person may resign from the Board of Directors by making a written request to the President of the Association. Unless this request is withdrawn, the remaining Directors shall accept the Director’s resignation effective on the date requested.

3.5.6 A person who reaches the end of his or her term, or voluntarily resigns from the Board of Directors, may continue to be a Member of the Association, provided that person remains in good standing as a Member of TASP.

Article IV

Officers

4.1 Officers

4.1.1 Standing Officers of TASP shall be President, Vice President, Secretary, and Treasurer.

4.1.2 In addition to the standing Officer positions, an additional Officer position may include Senior Board Member. The Officers may elect up to two additional Directors to serve as Senior Board Members. A Senior Board Member shall generally be the most recent outgoing President of TASP. The Officers may elect any Director to serve as Senior Board Member, or may have no one serve in this capacity.

4.1.3 The Officers shall constitute the Executive Committee of the Association.

4.1.4 Officers are also Directors of the Association, and shall have an equal vote Members, Directors and Officers in any vote or election of the Association.

4.2 Responsibilities of the President

4.2.1 The President of TASP or his or her designee shall call meetings of the Members of TASP at least Annually.

4.2.2 The President or his or her designee may call additional meetings or votes of the Members, Board of Directors, Officers or another subgroup of TASP.

4.2.3 The President or his or her designee shall, in consultation with the Executive Committee, set the agendas for TASP meetings.

4.2.4 The President of TASP may preside over meetings or votes of the Association, or may designate another Officer to do so.

4.2.5 The President shall be ex officio Member for all standing and ad hoc committees.

4.2.6 The President shall perform such other duties as usually pertain to the office of President, or that may from time to time be assigned by the Board of Directors.

4.3 Responsibilities of Vice-President

4.3.1 In the absence of the President, the Vice-President of TASP or his or her designee may call meetings or votes of the Members, Officers, Directors, or any another subgroup of TASP.

4.3.2 In the absence of the President, the Vice-President of TASP may, in consultation with the Executive Committee, set the agendas for TASP meetings.

4.3.3 In the absence of the President, the Vice-President of TASP may preside over meetings of the Association, or may designate another Officer to do so.

4.3.4 The Vice-President shall oversee the standing and ad hoc committees of the organization and be the liaison between the committee chairs and the Board of Directors.

4.3.5 The Vice-President may be assigned additional duties by the Directors or by the President of TASP.

4.4 Responsibilities of the Senior Board Member

4.4.1 In the absence of the President and the Vice-President of TASP, a Senior Board member may preside over meetings of the Association, or may designate another Officer to do so.

4.4.2 The Senior Board Member may be assigned additional duties by the Directors or by the President of TASP.

4.5 Responsibilities of the Secretary

4.5.1 The Secretary shall ensure that votes are recorded and minutes of regular board meetings are kept, and shall keep all the documents and records of the Association as required by law or otherwise in a proper and safe manner.

4.5.2 The Secretary may be assigned additional duties by the Directors or by the President of TASP.

4.6 Treasurer

4.6.1 The Treasurer shall collect all funds due the Association, and maintain safe keeping of all TASP funds and securities on behalf of the Association.

4.6.2 The Treasurer shall keep a full and accurate accounting of all TASP funds and securities, including all receipts and disbursements, in the Association books.

4.6.3 The Treasurer shall be furnished upon request, with such reports and statements as may be required as to financial transactions of the Association.

4.6.4 The Treasurer shall render to the President, the Board, the Finance Committee, or any authorized auditors, whenever they require it, an accounting of all transactions, accounts and of the financial condition of the corporation.

4.6.5 The Treasurer, in conjunction with the President, shall establish an Annual Budget for the Association and a process for requisitioning funds to be used in conducting the work of the Association.

4.6.6 The Treasurer may be assigned additional duties by the Directors or by the President of TASP.

4.7 Selection of Officers, Other than Senior Board Member

4.7.1 Officers, other than Senior Board Member(s), shall be elected individually, by the Membership of TASP, to serve for three (3) year terms of Office.

4.7.2 Officers may be reelected for only one (1) additional consecutive three (3) year term in the same Office.

4.7.3 If a vacancy for the Office of President occurs between Annual Membership Meetings, the Vice President shall become President of TASP. If the Vice President is unable to assume Presidency, the Directors shall choose any Director to become President, effective immediately.

4.7.4 If a vacancy for an Officer position, other than President or Senior Board Member, occurs between Annual Membership Meetings, the President, in consultation with the Executive Committee, shall appoint a Director to the open position.

4.7.5 Any Officer appointed between Annual Meetings of the TASP Membership shall share all the rights and responsibilities of his or her Office only until the next TASP Annual Membership Meeting. At that time, he or she may run for election by the Membership of the Association. Any Officer so elected shall begin his or her first three year term of service at the time of his or her election.

4.8 Responsibilities of Officers

4.8.1 Officers shall maintain good standing as Members and Directors of the Association throughout their terms of office.

4.8.2 Officers shall act as advocates and liaisons for TASP, both to the public and to other organizations.

4.8.3 Officers shall serve as Members of the Executive Committee of the Association, the duties of which are specified in these Bylaws.

4.9 Resignation or Removal of Any Officer

4.9.1 The Officers of TASP may, by majority vote, agree to request the resignation of any Officer who appears to be unable to fulfil his or her duties of Office, as specified in these Bylaws.

4.9.2 The Board of Directors of TASP shall convene a “Confidence Vote” of the Directors, regarding any Officer, if the President or any other Officer provides credible information that the Officer appears to be unable to continue to perform his or her responsibilities effectively, or has allegedly abused TASP resources, or has allegedly engaged in serious misconduct with respect to his or her duties as an Officer, or has otherwise allegedly undermined the mission and purpose of TASP.

4.9.3 If a “Confidence Vote” regarding any Officer is held, the Officer in question must obtain approval, by a sixty percent (60%) vote of the other Members of the Board of Directors, in order to continue in his or her position.

4.9.4 If an Officer who has been the subject of a “Confidence Vote” fails to obtain approval by at least sixty percent (60%) of the other Directors, he or she shall forfeit all rights or privileges of Office, effective immediately.

4.9.5 Any Officer thusly removed from Office shall retain his or her position on the Board of Directors, unless or until he or she is also removed from the Board of Directors; this removal shall require a second vote according to the process identified in section 3.3.

4.9.6 A person may resign from his or her position as an Officer by making a written request, providing at least thirty (30) days’ notice whenever possible, to the President or Vice President of the Association. Unless the request is withdrawn, this resignation shall become effective on the date provided in the notice.

4.9.7 A Officer who reaches the end of his or her term, or voluntarily resigns from his or her Position as an Officer, may continue to be a Member of the Association, provided that person remains in good standing as a Member of TASP.

Article V:

Meetings, Votes, and Election Votes of the Membership of the Association

5.1 Meetings and Votes

5.1.1 TASP meetings may be held electronically or using any appropriate method, at the discretion of the President.

5.1.2 Quorum: Fifteen percent (15%) of total Membership shall represent a quorum sufficient to conduct business for the Association, unless otherwise specified in these Bylaws.

5.1.3 The Chair of any meeting of the Association shall conduct the meeting in accordance with the most recently revised version of Robert’s Rules of Parliamentary Procedures.

5.1.4 Meetings or votes of the TASP Membership may be conducted electronically or by any other method, at the discretion of the Officers of the Association.

5.1.5 Any votes of elections of the TASP Membership shall require the approval of a simple majority of all Members voting, whether these votes are cast in person or electronically, unless otherwise stated in these Bylaws.

5.2 Annual Meeting

5.2.1 TASP shall hold at least one (1) Annual General Meeting of the Association each year.

5.2.1 The Annual General Meeting shall be open to all Members of the Association who are in good standing.

5.2.2 The Annual General Meeting shall be held in conjunction with the Association's conference, when one is held. If no conference is held, the Annual General Meeting shall be held in September or early October.

5.2.3 Notice of the Annual General Meeting shall be provided in accordance with policies and procedures established by the TASP Board of Directors.

5.2.4 The President of the Association shall, at each Annual General Meeting, provide a written Annual Report regarding the activities of TASP over the previous year.

5.2.5 The Treasurer of the Association shall, at each Annual General Meeting, provide a written Report documenting the current financial status of TASP, and detailing the income and expenses of the Association over the previous year.

5.2.6 The Membership may, at each Annual General Meeting, receive reports from other Officers and/or the Committees of the Association.

5.2.7 Any reports which are presented at an Annual General Meeting will be deemed to have been accepted, unless the Membership votes to withhold acceptance of any of report.

5.2.8 Policies and Procedures may be established to define how late or corrected reports may be accepted after the Annual General Meeting of TASP.

5.2.9 Accepted Annual Reports shall be filed and published according to Policies and Procedures which may be established.

Article VI:

Committees of the Association

6.1 Committees

6.1.1 Standing Committees of the Association shall include the Executive Committee, the Membership Committee, the Nomination and Bylaws Committee, and the Finance Committee.

6.1.2 Each standing Committee shall be chaired by a TASP Board Member.

6.1.3 Additional Committees may be established by the Directors of TASP, according to the Bylaws, Policies or Procedures of the Association.

6.2 Executive Committee

6.2.1 The Executive Committee shall consist of the Officers of the Board.

6.2.2 The Executive Committee shall act for the Board during intervals between meetings.

6.2.3 The Executive Committee shall have the authority to act within the policies, programs, and budget established by the Board.

6.2.4 The Executive Committee shall meet at the call of the President, or as determined by the Board. Officers shall assist in setting the goals, process and policy of TASP.

6.2.5 The Executive Committee of the Association shall present options and/or recommendations to the Directors and Membership regarding all major issues affecting TASP.

6.2.6 Any matter voted on by the Executive Committee of the Association shall require approval by a majority of the Officers voting, and also of at least three (3) Officers.

6.3 Membership Committee

6.3.1 The Membership Committee shall develop and maintain TASP Membership to support the organization's mission. This may include recruitment, retention, needs assessment, collection of dues, and any other duties as required by the Association.

6.3.2 The Membership Committee shall have the authority to act within TASP's policies, programs, and budget, as Directed by the President or the Board.

6.4 Nomination and Bylaws Committee

6.4.1 The Chair of the Nomination Committee shall propose candidates for Membership to the Board of Directors of the Association from time to time, or when requested to do so by the President of the Association.

6.4.2 The Nominations and Bylaws Committee shall review the Bylaws of the Association Annually or as requested by the President or Board of Directors, and shall recommend changes to the Bylaws of the Association.

6.4.3 The Nomination and Bylaws Committee shall have the authority to act within TASP's policies, programs, and budget, as directed by the President or the Board.

6.5 Finance Committee

6.5.1 The Purpose of the Finance Committee is to review the books of the Association, and make recommendations to the Board of Directors about fundraising, Membership dues, and investments.

6.5.2 The Finance Committee shall have the authority to act within TASP's policies, programs, and budget, as directed by the President or the Board.

Article VII

Bylaws of the Association

7.1 Bylaws of the Association

7.1.1 TASP shall always be governed by whatever version of the Bylaws has most recently been approved and implemented according to this section; no previous version of the Bylaws shall be binding for any purposed of TASP's business and governance.

7.1.2 The complete, current Bylaws of TASP shall be printed, signed and dated by the President and Secretary of the Association as soon as practical following the approval and implementation of any newer version.

7.1.3 The Secretary of the Association shall maintain current original, signed copies of the Bylaws of the Association, with TASP records.

7.1.4 A scanned copy of the current, signed copies of Bylaws of the Association shall be posted on the TASP website.

7.1.5 The Secretary of the Association shall preserve out of date original, signed copies of the Bylaws of the Association with TASP records.

7.2 Changes to the Bylaws of the Association

7.2.1 The Nomination and Bylaws Committee shall review the by-laws Annually, or upon request by the Board of Directors or any standing committee of TASP. The Nomination and Bylaws Committee shall review the Bylaws for clarity, functionality, and consistency of the Bylaws, according to the mission and purpose of the Association.

7.2.2 The Chair of the Nomination and Bylaws Committee, or his or her designee, may present "Proposed Revised Bylaws" to the President of the Board of Directors at any time.

7.2.3 The President or his or her designee shall present an electronic copy of any "Proposed Revised Bylaws" to all Officers as soon as practicable, upon receipt of said proposal from the Chair of the Nomination Committee or his or her designee.

7.2.4 The President or his or her designee, shall direct the Secretary or his or her designee to provide the Board of Directors with notice of "A Vote on Proposed Revised Bylaws". This shall be initiated within six (6) months of the President's receipt of the "Proposed Revised Bylaws" from the Chair of the Nomination and Bylaws committee, unless that proposal has been withdrawn in the interim.

7.2.5 Notice of “A Vote on Proposed Revised Bylaws” shall be provided at least two weeks before close of voting on any bylaws changes. This notice shall include electronic version(s) of “Proposed Revised Bylaws” proposed, specify a date and time by which voting will close, and specify how each Directors may cast one vote to either adopt or reject “Proposed Revised Bylaws”.

7.2.6 Minor corrections such as typos, capitalization or pagination may be made up to the time of the final tallying on any “Proposed Revised Bylaws” version(s) without further notice to Board of Directors.

7.2.7 Any version of “Proposed Revised Bylaws” shall be approved if and when a majority of the Directors voting, and of at least one third of all TASP Directors, have voted in favor of that version by the date and time of the final vote tally, as noticed in 7.2.5.

7.2.8 The “Proposed Revised Bylaws” shall go into effect immediately upon their approval, unless the Directors have previously specified a date when the changes, if approved, would go into effect.

7.2.9 Upon their approval and implementation, any “Proposed Revised Bylaws” shall become known as the “Current Bylaws of TASP”, and shall be binding for all TASP business, unless or until a newer version has been approved and implemented according to this section.

ARTICLE VIII:

FINANCE

8.1 Dues. Annual dues are required for Membership in the Association. Dues, in U.S. dollars, are payable, according to Membership category, on or before the first day of the Board approved fiscal year.

8.2 Fiscal Year. The fiscal year of the Association shall begin each October 1.

8.3 Budget. A budget of revenue and expenditures for each fiscal year shall be adopted by the Board of Directors, in accordance with these Bylaws and any Policies and Procedures with may be established by TASP.

8.4. Expense reporting. TASP expenditures shall be reported Annually, in accordance with applicable laws and regulations, these Bylaws, and any Policies and Procedures which may be established by TASP.

8.5 Sureties and Bonds. In case the board shall so require, any Officer or agent of the corporation shall execute a bond, conditioned upon the Officer’s or agent’s faithful performance of his or her duties on behalf of TASP. This may include responsibility for negligence, or for the accounting of all property, funds, or securities of TASP which may come into the Officer’s or agent’s hands.

