

# ***TODOS: Mathematics for ALL***

## **BYLAWS**

Revised and Approved June 25, 2018

### Article I – Name

The name of this organization shall be *TODOS: Mathematics for ALL* (hereinafter referred to as *TODOS*).

### Article II – Affiliations

*TODOS* shall be affiliated with the National Council of Teachers of Mathematics (NCTM) and may affiliate with other organizations whose mission and goals are in alignment with those of *TODOS*.

### Article III - Membership

#### **Section 1:** Membership

Membership shall be open to everyone interested in advancing the mission and goals of *TODOS*.

#### **Section 2:** Members in Good Standing

Individuals whose dues are current are considered members in good standing.

#### **Section 3:** Membership Categories and Dues

Membership categories and dues will be set by the *TODOS* Board.

### Article IV - Organization

#### **Section 1:** Purpose of the *TODOS* Board

The *TODOS* Board, hereafter called the Board, shall implement policy and promote the mission of *TODOS*.

#### **Section 2:** Membership of the Board

The Board shall consist of the elected members and appointed members. The elected members, who constitute the Voting Board, are: President, Vice President, President-Elect/Immediate Past-President and Directors. The appointed members, who constitute the non-voting members of the Board, are Executive Secretary, Secretary, Treasurer, NCTM Representative, and Chairs of Standing Committees.

**Section 3: Duties of the Elected Members of the Board**

The duties of the elected members of the Board are to:

- a) Set policy.
- b) Recommend individuals for appointed positions.
- c) Approve the annual budget and any requested amendments.
- d) Set and approve the charge and goals for each committee and task force.

**Section 4: Board Meetings and Quorum**

- a) The Board shall hold meetings quarterly with at least one face-to-face meeting. Additional meetings may be called by the president.
- b) A quorum shall consist of a majority of the voting members of the Board.

**Section 5: Decision Making**

- a) A quorum of voting Board members must be in attendance (face-to-face or electronic) in order for decisions to be made. All decisions of the Board shall be made by majority vote of the voting members of the Board in attendance.
- b) All members of the Board may participate in discussions before the voting Board makes decisions.

**Article V - Board Members**

**Section 1: Elected Members**

- a) The elected members of *TODOS* are President, Vice President, President-Elect/Immediate Past-President, and five Directors.

- b) A candidate for elected office must be a *TODOS* member in good standing for at least one year prior to the close of the nomination period and also for the duration of his/her term in office.

**Section 2: Appointed Members of the Board**

- a) Appointed members shall consist of the Executive Secretary, Secretary, Treasurer, NCTM Representative, and Chairs of Standing Committees.
- b) Appointed members are selected based on recommendations from the general membership, committee members, and Board members. The recommenders shall consider the diverse needs of the organization as well as the qualifications of the recommended members.
- c) Appointed members must be members in good standing at the time of appointment and for the duration of their terms in office.

**Section 3: Executive Team**

The Executive Team consists of the President, Vice President, President-Elect/Immediate Past President, and the Executive Secretary.

**Section 4: Terms of Office**

- a) The President serves a two-year term.
- b) The President-Elect serves a one-year term and assumes the office of President in the following year.
- c) The Immediate Past-President serves a one-year term following completion of his/her term of office as President.
- d) The Vice President serves a three-year term.
- e) The five Directors each serve a three-year term. No more than two Directors shall be elected in a given year.
- f) The appointed members of the Board shall serve a term of two years, which may be renewed.
- g) Terms of office shall begin and end immediately following the annual business meeting, depending on the individual's designated term of office.

**Article VI - Duties of Board Members**

**Section 1: Duties of All Board Members**

All Board Members are to:

- a) Promote the mission and work toward implementing the goals of TODOS.
- b) Perform duties as assigned and complete assignments in a timely fashion.
- c) Work with and support the Member Services Chair to recruit members, which includes working at the TODOS booth at conferences.
- d) Attend meetings of the Board, as requested by the President.
- e) Uphold the nonprofit status of the organization.
- f) Submit a written request of resignation to the Board, if they are no longer able to perform their duties, or if the Board votes to request their resignation.

**Section 2: The President**

- a) Serves as chief executive officer of the organization and as chair of the Board.
- b) Represents the organization at appropriate forums, or appoints a TODOS representative as a proxy.
- c) Organizes, sets agendas, and presides at Board meetings and other meetings of the organization.
- d) Works with other members of the Executive Team to make immediate decisions or solve problems when necessary.
- e) Proposes task forces and committees for Voting Board approval, as needed.
- f) Informs candidates for elected office of the election results followed by a general announcement to the general membership of the results.
- g) Appoints members to the Board positions of Secretary, Treasurer, NCTM Representative, and Chairs of Standing Committees.
- h) Appoints the position of Executive Secretary with the approval of the Voting Board.
- i) Appoints Standing Committee members, task force chairs and members, affiliate representatives, liaisons, and outreach designees.
- j) Appoints members to fill vacancies in elected positions on the Board with the advice and consent of the remaining elected members of the Board.
- k) Attends committee meetings and provides support as needed.
- l) Has final signing authority on all *TODOS* contracts and grant applications.

### **Section 3: The President-Elect**

- a) Assists the President as needed.
- b) Works with the other members of the Executive Team to make immediate decisions or solve problems when necessary.
- c) Attends committee and/or task force meetings as assigned by the President and provides support to them as needed.
- d) Is a member of the Special Interest Group (SIG) Executive Committee.
- e) Supports and coordinates the work of appointed affiliate representatives, liaisons and outreach designees.
- f) Prepares an annual report of *TODOS* affiliate, liaison and outreach activity for the Board before April 1.
- g) Prepares a list of appointments that reflects the diverse needs of the organization before taking office as President.

### **Section 4: The Immediate Past-President**

- a) Assists the President relative to the transfer of office.
- b) Works with the other members of the Executive Team to make immediate decisions or solve problems when necessary.
- c) Attends committee and/or task force meetings as assigned by the president and provides support as needed.
- d) Is a member of the SIG Executive Committee.
- e) Supports and coordinates the work of appointed affiliate representatives, liaisons and outreach designees.
- f) Prepares an annual report of *TODOS* affiliate, liaison and outreach activity for the Board before April 1.

### **Section 5: The Vice President**

- a) Works with the other members of the Executive Team to make immediate decisions or solve problems when necessary.
- b) Serves as the executive officer of the Board and the organization when the President is unavailable.

- c) Assumes the Presidency should the President be unable to complete the term of office, or upon acceptance of the President's written resignation, and serves for the balance of that person's term of office.
- d) Serves as coordinator among standing committees, task forces, and the Board to ensure communication and alignment.
- e) Prepares an annual report of *TODOS* projects for the Board before April 1 of each year.

**Section 6: The Directors**

- a) Vote on policy issues that come before the Board.
- b) Act as Board liaison to, and as working members of standing committees, task forces, and projects to which they are assigned by the President.
- c) Make recommendations to the President for chairs, members of committees and other appointed positions.
- d) Actively work with and support the Member Services Chair to recruit members.
- e) Work with the Conferences Chair if there is a conference near their residency.
- f) Serve as ad-hoc members of the Resources Committee to be on the lookout for potential funders.
- g) Make a concerted effort to work with a *TODOS* member to nominate a candidate for the yearly Iris M. Carl Equity and Leadership Award.

**Section 7: The Executive Secretary**

- a) Assists in planning and preparing for Board meetings, the Annual *TODOS* Members meeting, and other events as assigned.
- b) Works with the Executive Team to solve problems when necessary.
- c) Maintains and monitors the organization's calendar with timelines and due dates.
- d) Ensures that the operation of *TODOS* is effective, efficient, up-to-date, and aligned with the mission and goals of *TODOS*.
- e) Secures and ensures that all legal documents are archived.
- f) Researches and applies for items such as ISBN, insurance, and copyright.

- g) Oversees printing and distribution of recognition certificates and awards.
- h) Works with the Executive Team and Treasurer to acknowledge contributions and support.
- i) Is the primary contact person for *TODOS*, and as such, provides information about *TODOS*, and funnels inquiries to the appropriate individual or committee.

**Section 8:** The Secretary

- a) Keeps, maintains, and updates all historical records of the organization.
- b) Records the minutes of all meetings and provides summary reports in a timely manner as determined by Board approved procedures.
- c) Performs other duties as assigned by the President.

**Section 9:** The Treasurer

- a) Receives and accounts for all income of the organization and deposits these funds in a bank approved by the Board.
- b) Pays all expenditures approved by the Board in the annual budget.
- c) Pays expenditures not in the annual Board-approved budget upon approval and in accordance with written procedure.
- d) Sends quarterly updated reports to the board on the budget.
- e) Prepares an annual report that consists of income and expenses with sources of income and line item expenditures to be submitted at the Annual Business Meeting and Annual *TODOS* Board Meeting.
- f) Prepares the annual budget with each Standing Committee's input to be presented at a Board meeting.
- g) Submits financial records to the Board when there is a change of Treasurer.
- h) Submits financial records to the Board for an annual internal audit and end-of-term audit.
- i) Oversees the management of the receipts and distribution of funds in compliance with state and federal requirements.
- j) Prepares and submits required state and national financial reports.

## Section 10: The NCTM Representative

- a) Maintains current individual membership in NCTM throughout his/her term of office.
- b) Is the liaison between TODOS and NCTM.
- c) Files an annual report to NCTM for TODOS.
- d) Participates in the Delegate Assembly process.
- e) Communicates to TODOS Leaders all information from NCTM (e.g., Affiliate Newsletter).

## Article VII – Committees

### **Section 1:** Standing Committees

- a) The Standing Committees of the Board shall be the following: Advocacy, Awards, Conferences, Member Services, Nominations and Elections, Professional Development, Research and Publications, and Resources.
- b) Other Standing Committees of the Board shall be established as needed.

### **Section 2:** Organization of All Committees

- a) The Board shall approve the formation or dissolution of all committees of the organization.
- b) The number of members appointed to each committee shall be recommended by the Board.
- c) Committee chairs and members shall be recommended by members of the organization, committee chairs, and Board members and appointed by the President.
- d) The term of appointment for a committee chair is two years, which may be renewed or shortened by the president.
- e) Committee members are appointed for 1-3 years dependent upon the function of the committee.
- f) Chairs of Standing Committees serve as non-voting members of the Board unless the chair is an elected member.



- g) Each Standing Committee with the exception of the Nominations and Elections Committee will be assigned a Director as a Voting Board liaison to and working member of the committee.

### **Section 3: Responsibilities of All Committees**

Each committee will receive a written charge from the Board. The committee will develop yearly goals before April 1 each year that will be reported to the Board in the annual report. This report will include:

- a) A summary of activities and progress related to the previous year's goals,
- b) Related expenditures,
- c) Proposed revisions of goals and activities for the upcoming year.

Committees will submit written budget needs for the next fiscal year at a time determined by the Executive Team.

### **Section 4: Standing Committee Responsibilities**

#### Advocacy Committee

- a) Develops a plan and structures to support educators to advocate for the mission of TODOS to:
  - 1) Create the mechanisms that will encourage and offer opportunities for mathematics educators to be effective advocates;
  - 2) Identify resources that support mathematics educators in enhancing their advocacy and communication skills;
  - 3) Create and disseminate opportunities for mathematics educators to participate in learning about advocacy work;
  - 4) Encourage and support mathematics educators' engagement in advocacy work;
  - 5) Create talking points about TODOS and about advocacy issues.
- b) Develops a communication plan to inform the public and influence educational policies related to the mission of TODOS.
- c) Increases TODOS' Collaboration with other organizations to take a stance on issues of equity and social justice in mathematics education.
- d) Uses the TODOS website to inform families about educational policies (new and proposed), practices, and opportunities that affect their children's mathematical proficiency.
- e) Provides talking points or resources for parents to advocate for their children.

- f) Works with other TODOS committees to support advocacy goals.

#### Awards Committee

- a) Develops awards programs to recognize and honor teachers and contributing members of the organization and members of the community.
- b) Develops awards programs to recognize students from underrepresented groups, in particular, Latina/o students at all levels.
- c) Works with the Research and Publications Committee to honor researchers whose work has helped to promote *TODOS* goals.

#### Conferences Committee

- a) Manages and implements a system to make equitable selections for program presentations at national, regional, and large conferences with an identified *TODOS* strand.
- b) Works with sponsors of meetings and receptions to make appropriate arrangements, assisted by the Executive Secretary.
- c) Collaborates with the President to advocate for *TODOS* speakers/strands at relevant conferences.
- d) Manages and monitors a system to distribute budgeted speaker funds.
- e) Serves as a Board liaison with the Planning Committee of any conference sponsored or co-sponsored by TODOS.

#### Member Services Committee

- a) Recruits and retains members.
- b) Maintains accurate membership records.
- c) Maintains the listservs.
- d) Provides the Board with information as requested.
- e) Has a member who serves as the Website Coordinator.
- f) Develops, monitors and implements an on-going communication plan to promote *TODOS*.
- g) Arranges for and/or manages the exhibit booth and convention displays at designated conferences.

#### Nominations and Elections Committee

- a) Includes the Immediate Past-President, once removed, as a member of the Nominations and Elections Committee.
- b) Calls for nominations from the membership for elected positions.
- c) Determines a slate of candidates for elected offices with, at most, two candidates per position, taking into account the diverse needs of the organization as well as the qualifications of the candidates. When two Directors are being selected, at most four candidates will be on the slate of candidates, and the two candidates receiving the most votes will become the Directors. In the case of a tie, the winner will be determined by a casting of lots by the Nominations and Elections Chair.
- d) Holds at least one meeting (either face-to-face or electronic) to select and screen potential candidates and to select a slate.
- e) Works with the Website Coordinator to conduct the election by presenting the candidates, linking to the ballot, and recording the results.
- f) Informs the President of the election results.
- g) Assists the President to send an official letter to all candidates regarding the results.
- h) Assists the President to inform the members of the organization of the election results.
- i) Assures that the following are met:
  - 1) Members of the Nominations and Elections Committee cannot be members of the Board except for the Chair of the Committee.
  - 2) Members of the committee are to remain silent about the names of nominated individuals who were not selected as candidates.

#### Professional Development Committee

- a) Develops a plan and structures to support professional learning and leadership experiences for mathematics educators for the mission of TODOS to:
  - 1) Create mechanisms and experiences for professional learning to be effective mathematics educators and leaders
  - 2) Create and disseminate opportunities for mathematics educators to participate in professional development grounded in equity and social justice

- 3) Encourage and support mathematics educators to design and implement creative equity-based professional development experiences for the TODOS organization and/or for their own professional settings.
- b) Develops a professional development plan to inform the public and influence professional organizations related to the mission of TODOS.
- c) Increases TODOS' collaboration with other professional organizations to design and implement equity and social justice professional development in mathematics education.
- d) Uses the TODOS website to inform members and the public about professional development opportunities.
- e) Works with other TODOS committees to support professional development goals.

#### Research and Publications Committee

- a) Identifies and disseminates research-based knowledge about the effective teaching and learning of mathematics as it relates to *TODOS* target populations.
- b) Articulates research concerns from the perspective of mathematics teachers of target population students.
- c) Ensures that all research information disseminated by the organization is current, high quality, and related to *TODOS* goals.
- d) Works with the Awards Committee to honor outstanding research and researchers that advance *TODOS* goals, including the authors of new dissertations.
- e) Works with other *TODOS* committees and other organizations to promote research in areas that support the *TODOS* mission and goals.
- f) Coordinates the development of publications, including a *TODOS* print newsletter, journal, monograph, and electronic news.
- g) Promotes and supports electronic dialogue among members.

#### Resources Committee

- a) Has a member who serves as sponsor liaison and who keeps in communication with sponsors of activities and projects, reporting progress to sponsors in a timely manner and encouraging further/continued support.

- b) Includes the President and President-Elect/Immediate Past President as active members of the committee. The President-Elect/Immediate Past President serves as Chair if no chair is found.
- c) Writes and submits proposals for funding.
- d) Develops budgets for funded activities and projects.
- e) Seeks funding actively to support *TODOS* and *TODOS* activities.

## Article VIII – Representative(s), Liaison(s), and Outreach Designee(s)

### **Section 1:** Affiliate Representative(s)

- a) Is a member in good standing of both *TODOS* and the affiliated organization for the duration of the term.
- b) Serves as a liaison to the designated affiliate for a term of two years, which may be renewed.
- c) Reports affiliate information and related activities to *TODOS* Leaders and members via the *TODOS* listserve, *TODOS* E-news, and Noticias, and conveys *TODOS* information to the affiliate upon the request of the President-Elect/Past-President.
- d) Prepares an annual report for the President-Elect/Past-President before April 1 each year, stating progress toward goals, expenditures, and future plans in accordance with Board procedures.
- e) Submits written budget needs for the next fiscal year at a time determined by the Executive Team.

### **Section 2:** Liaison(s)

- a) Is a member in good standing of *TODOS* for the duration of the term.
- b) Serves as a liaison for a term of two years, which may be renewed, to a designated organization whose purposes and/or activities are in alignment with those of *TODOS*.
- c) Reports related information to the *TODOS* President-Elect/Past-President and conveys *TODOS* information to the designated organization upon the request of the President-Elect/Past-President.

- d) Prepares an annual report before April 1 of each year for the President-Elect/Past-President stating progress toward goals, expenditures, projected budget, and future plans in accordance with Board procedures.

**Section 3:** Outreach Designee(s)

- a) Is a member in good standing of *TODOS* for the duration of the term.
- b) Serves in an outreach capacity to a designated population with whom *TODOS* would like to recruit members or create partnerships for a term of two years, which may be renewed.
- c) Reports activities to the *TODOS* President-Elect/Past-President.
- d) Prepares an annual report before April 1 of each year for the President-Elect/Past-President stating progress toward goals, expenditures, projected budget, and future plans in accordance with Board procedures.
- e) Submits written budget needs for the next fiscal year at a time determined by the Executive Team.

Article IX - Task Forces

**Section 1:** Establishment of Task Forces

When there are identified areas that need to be addressed by a subset of the membership, a task force of the organization shall be constituted by the Board.

**Section 2:** Appointment and Term of Task Force Members

Chairs and members of task forces shall be appointed by the President for a one-year term unless otherwise specified.

**Section 3:** Development of Charge, Goals and Deadlines

The Board shall develop a charge, set goals and deadlines for each task force.

**Section 4:** Responsibilities of Task Forces

Each task force shall be expected to produce timely reports and action within the parameters specified by the Board at the time of appointment.

**Section 5:** Evaluation of Task Forces

The Board shall review each active task force in the organization before the

annual business meeting and either renew the task force for another year or dissolve the task force with thanks.

## Article X – Special Interest Groups

### Section 1: General

- a) Special Interest Groups (SIGs) may be established to facilitate the teaching and learning of mathematics with a particular equity focus.
- b) The Voting Board shall have the authority to determine the requirements for establishing a SIG.
- c) All SIGs are to have their purposes and/or activities in alignment with those of *TODOS*.
- d) All members of a SIG, with the exception of Student Affiliate SIGs, must also be a *TODOS* member in good standing. The President, Secretary, and Faculty Adviser of a Student Affiliate SIG must be a *TODOS* member in good standing. Other members of a Student Affiliate SIG are encouraged to join *TODOS*.
- e) The Voting Board shall have the authority to determine the requirements for establishing SIGs and for the requirements of membership.
- f) A new SIG must be approved by a majority of Voting Board members.

### Section 2: Special Interest Group Executive Committee

- a) The SIG Executive Committee Members will include the following: the President-Elect/Past President, one Board Director, two additional *TODOS* members, and Chair of each SIG (or his/her representative). The Chair of the SIG Executive Committee is to be a voting Board member.
- b) Duties of the SIG Executive Committee
  - 1) Provides general oversight for the operations of SIGs.
  - 2) Takes responsibility for SIG implementation.
  - 3) Makes recommendations to the Board regarding their establishment or dissolution.
  - 4) Recommends policies or procedures for the formation, operation, and dissolution of SIGs for Board review and approval.

### **Section 3: Dues**

All dues associated with the operations of a SIG or dues levied on its membership shall be determined by the SIG.

### **Section 4: Officers**

Each SIG, with the exception of Student Affiliate SIGs, shall have a Chair and a Secretary who are members of *TODOS*. The duties of the Chair and Secretary will be outlined in the SIG's Bylaws. Each Student Affiliate SIG shall have a President, Secretary, and Faculty Adviser who are members of *TODOS*. The duties of the President and Secretary of the Student Affiliate SIG will be outlined in the SIG's Bylaws.

### **Section 5: Bylaws**

SIGs shall have Bylaws that must be approved by the *TODOS* Voting Board. SIG Bylaws and activities may not conflict with the Articles of Incorporation or the Bylaws of *TODOS*.

### **Section 6: Dissolution**

A SIG may be dissolved by the *TODOS* Voting Board for good and sufficient reasons. Action to dissolve a Special Interest Group shall require a vote of two-thirds of the *TODOS* Voting Board.

## Article XI - Member Meetings

### **Section 1: Member Meetings**

There shall be at least one meeting of the members per year that shall include a business meeting.

### **Section 2: Additional Meetings**

Additional meetings of the organization shall be held at the call of the President.

### **Section 3: Quorum**

The members present at business meetings shall constitute a quorum.

### **Section 4: Transaction of Business**



The business of the organization shall be transacted at the member meetings and at Board meetings.

## Article XII – Nominations and Elections

### **Section 1:** Nominations

Any member in good standing may nominate or be nominated to serve as an elected member of the Board, including self-nominations

### **Section 2:** Candidates for Office

- a) A candidate for elected office must be a *TODOS* member in good standing for at least one year prior to the close of the nomination period.
- b) A candidate for President-Elect must have served on the Board.

### **Section 3:** The Election Cycle

- a) The President-Elect is elected to a term that begins in an odd-numbered year.
- b) The Directors shall be elected in a rotating pattern so that no more than two Directors are elected in any given year.
- c) The Vice President shall be elected the year that only one director is elected.
- d) All members in good standing may vote for all positions.

## Article XIII - Amendments to Bylaws

### **Section 1:** Amendment Process

The Board shall be empowered to establish, amend and rescind the Bylaws by a quorum vote of the Board's voting membership.

### **Section 2:** Submission and Effective Date of Proposed Amendments

All proposed amendments or revisions to the Bylaws shall be presented in writing to the Board. Unless otherwise stated in the resolution, an amendment or revision shall take place immediately after its ratification.

## Article XIV - Policy

## **Section 1: Non-Profit Incorporation Status**

*TODOS* is organized as a non-profit corporation and shall not use funds for the financial benefits of members or other private persons, except that the organization shall be authorized to pay reasonable compensation for services rendered and/or reasonable expenses incurred and to make payments and distributions to further the mission and goals of *TODOS*. Notwithstanding any other provision of the Bylaws, the organization shall not carry out any activities not permitted:

- a) By an organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or
- b) By an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Revenue Law).

## **Section 2: Dissolution**

If at any time the *TODOS* organization ceases to carry out the mission and goals, all assets and property held by it, whether in trust or otherwise, shall, after the payment of its liabilities, be paid over to an organization, selected by the final voting Board members of the organization. The selected organization must have similar purposes and have established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 as now enacted (or the corresponding provisions of any future United States Revenue Law), and such assets and property shall be applied exclusively for such charitable, scientific, or educational programs.