

**BY-LAWS
OF
The Education Research Alliance for New Orleans
12 November 2018**

**Article 1
GOVERNANCE**

Section 1.1 Background. The Education Research Alliance for New Orleans (“the Center”) is a not an independent corporate entity; it is an affiliate of Tulane University and therefore subject to all applicable rules and responsibilities.

Section 1.2 Membership. Membership in the Board of Directors of the Center (henceforth, “the Board”) shall be comprised of two groups: Institutional and Rotating members. The current members, listed below, are all Institutional members. Institutional members can become Rotating members, and vice versa, by vote of the board, provided that the Institutional members are organizations. Rotating memberships may be either organizations or individuals and will serve for a term of two years. Each organization that is selected as Board members have the right to select an individual person to represent it. The Board, by majority vote, may vote to add additional members. ERA-New Orleans will serve as a non-voting ex-officio member.

Institutional Members	Representative
Education Research Alliance for New Orleans	Douglas Harris
Louisiana Association of Educators	Deborah Meaux
Louisiana Association of Public Charter Schools	Caroline Roemer
Louisiana Department of Education	Kunjan Narachenia
New Schools for New Orleans	Patrick Dobard
Orleans Parish School Board	Thomas Lambert
Orleans Public Education Network	Nahliah Webber
The Murphy Institute, Tulane University	Steven Sheffrin
United Teachers of New Orleans	Jim Randels
Urban League of Louisiana	Dana Henry

Section 1.3 Purpose. The mission of the Center is to provide objective, rigorous, and useful research to inform the public and policymakers about school reform in the city and beyond. This includes both long-term deep dive research projects selected by the Center Director and other Center staff and practitioner-driven projects selected by the Board in consultation with the research team.

The primary responsibility of the Center Director and staff is to select deep dive projects, secure funding to support these projects, develop the infrastructure and human capital to carry out the most advanced education data analysis, maintain relationships with various relevant leaders and units of Tulane University, engage the Board and community in interpreting and making meaning of the results, and communicate findings broadly.

The general responsibility of the Board is to help the Center Director and staff fulfill the above mission. This includes, in particular, leading the selection of practitioner-driven projects, usually smaller in size and with shorter turnaround times, that are of direct relevance to local decision-making, and securing funds to support this practitioner-driven research. The deadlines of the practitioner-driven projects shall be determined by joint agreement between the Board and Center Director, and with due consideration to the staff and data resources available and other projects that have been selected.

ARTICLE 2 BOARD

Section 2.1 General Authority. The Board is the governance body of the Center. However, note that Tulane University is responsible for selecting the Center Director therefore this is not among responsibilities of the Board.

Section 2.2 Number. The number of Board members which shall constitute the Board may be fixed from time to time by action of the Board, provided that the number shall not be fewer than seven or greater than fifteen.

Section 2.3 Election, Term and Removal. Except as may be otherwise provided by resolution of the members, each board member shall be elected by the members for a term of two years. Each Board member shall hold office until his or her successor is elected and qualified or until his or her earlier resignation, removal or death. Any member may be removed at any time, with or without cause, by action of a three-quarters super-majority of the entire board membership.

Section 2.4 Vacancies and Newly Created Directorships. Vacancies and newly created memberships resulting from any increase in the authorized number of members may be filled by the members. A member elected to fill a vacancy shall serve for the remainder of the unexpired term of his or her predecessor.

Section 2.5 Meetings: General. The Board of the Center may hold meetings, annual, regular and special, either within or without the State of Louisiana.

Section 2.6 Annual Meeting. The annual meeting of the Board for the appointment of officers and the transaction of any other business shall be held at such time and at such place as may be determined by the board, and no notice of such annual meeting need be given in order to constitute the meeting legally called and convened, provided a quorum shall be present. In the event such meeting is not so held, the annual meeting shall take place as soon thereafter as is practicable, either at the next regular meeting of the board or at a special meeting.

Section 2.7 Regular Meetings. Regular meetings of the Board or any committee thereof may be held at such time and at such place as shall from time to time be determined by the Board, provided, that any member or committee member who is absent when such a determination is made shall be given notice of the determination.

Section 2.8 Special Meetings; Notice. Special meetings of the Board or of any committee thereof shall be held whenever called by the chairperson of the board, if any, or by any two directors. Notice of any meeting must be delivered to all directors at least seven days prior to the day on which the meeting is to be held, and may be delivered electronically or by paper copy. The notice shall state the date, time and place of the meeting but need not state the purpose thereof, except as otherwise herein expressly provided.

Section 2.9 Quorum; Required Vote; Adjourned Meetings. At all meetings of the Board or any committee thereof, a majority of the members shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Board or committee. If a quorum shall not be present at any meeting of the Board or committee thereof, the members present may adjourn the meeting, without notice other than announcement at the meeting at which the adjournment is taken, until a quorum shall be present. In the event that such board or committee is composed of an even number of persons, a majority means one-half of the number of such persons plus one.

Section 2.10 Organization. The chair of the board shall preside over meetings of the Board. If the chair of the Board is not present or there is none, the vice-chair shall preside, and if neither the chair nor vice-chair are present then a chair chosen at the meeting shall preside. The secretary of the board, or, if the secretary is not present, a person chosen at the meeting, shall act as secretary at the meeting.

Section 2.11 Action Without Meetings; Telephone Meeting. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all members of the Board or committee consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the board or committee. Board members, or any committee designated by such board, may participate in a meeting of such board or committee by means of conference telephone or other communications equipment by which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 2.11 shall constitute presence in person at such meeting.

Section 2.12 Committees. The Board may, by resolution adopted by a majority of the members then in office, designate one or more committees. Committees shall be comprised of the Board members only. In the absence of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not she or they constitute a quorum, may unanimously appoint another member or officer of the organization to act at the meeting in the place of any such absent or disqualified member. Committees shall report to the board.

Section 2.13 Committee Minutes. Each committee shall keep regular minutes of its meetings and report the same to the board when required.

Section 2.14 Compensation. The members shall not be compensated for their service on the board; provided, that Tulane University may reimburse members' expenses incurred in connection with their service on the Board.

Section 2.15 Resignation. Any Board member may resign at any time upon notice in writing to the Board. Unless otherwise specified in such notice, a resignation shall take effect upon

delivery thereof to the Board or the designated officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 2. 16 Conflict of Interest. Board members shall disclose any stake or interest in any organization requesting research, analysis, information, or assistance from ERA-New Orleans.

Section 2. 17 Attendance. Attendance at Board meetings, either in person or by phone, is expected. Any Board member or institution missing two consecutive meetings, or three meetings in one calendar year, may be removed from the Board. Members will notify the Board Chair 24 hours in advance if they must miss a meeting.

ARTICLE 3 OFFICERS

Section 3.1 Number. The officers of the board shall be chosen by the Board and may include a Board chair, vice-chair, secretary, and such other officers and agents as the board shall deem necessary or appropriate or as the business of the Center requires. All officers of the Board, in addition to any powers or duties set forth in this Article 3, shall exercise the powers and perform the duties that shall from time to time be determined by the board.

Section 3.2 Election; Term of Office; Removal; Resignation; Vacancies. The Board at its annual meeting shall elect an officer for each position created by resolution of the Board. Each Board officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation, removal or death. Any member or officer may resign at any time by written notice to the board or the Board chair. Unless otherwise specified in such written notice, the resignation shall take effect upon the delivery thereof to the board or the designated officer, and the acceptance of such resignation shall not be necessary to make it effective. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by action of the board. Any vacancy occurring in any office of the board shall be filled by or in the manner prescribed by the board.

Section 3.3 Chair of the Board. The chair of the Board shall be chosen from among the board members and shall preside at all meetings of the board. The chair shall perform such other duties and have such other powers as may from time to time be determined by the board.

Section 3.4 Vice-chair. The vice-chair shall be chosen from among the board members and shall preside at meetings in the absence of the chair.

Section 3.5 Secretary. The secretary shall maintain the board records and shall perform such other similar duties as may be assigned by the Board. The Board may give general authority to any other officer to sign official documents.

AMENDMENTS

The Board may amend, alter, change or repeal any provision contained in these bylaws in the manner now or hereafter provided by law, and all rights conferred herein on directors are subject to this reserved power; provided that any such amendment, alteration, change or repeal shall be consistent with the requirements of section 170(c)(2) and section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended; provided, further, that any amendment,

alteration, change or repeal which reduces or limits the exculpation or indemnification of the persons referred to herein, or which adversely affects (from the point of view of the director) any limitation on the personal liability of a director, shall apply prospectively only and shall not be given retroactive effect.

* * *