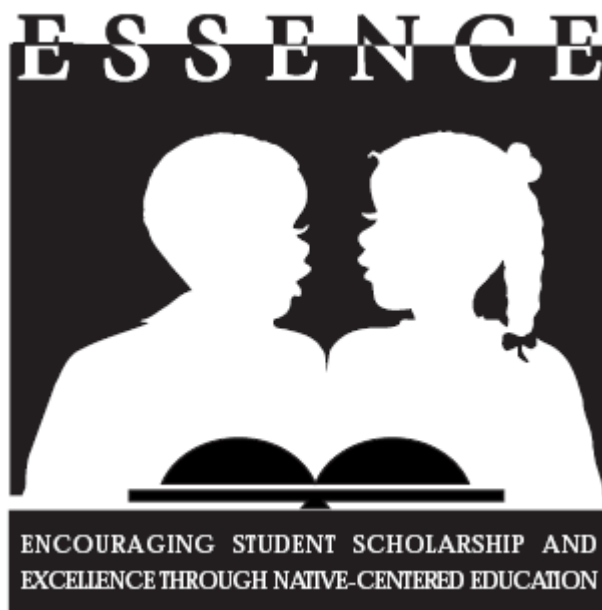


BYLAWS & REGULATIONS



Drafted: July 25, 2005
Revised: November 1, 2006
Approved: November 3, 2006

THE ESSENCE PROGRAM

I. History

The Encouraging Student Scholarship and Excellence through Native-Centered Education (ESSENCE) Program, a not-for-profit corporation, launched July 11, 2005 with an Education Enhancement Grant from the Louisiana Board of Regents. Dr. Nghana Lewis, the ESSENCE program's founder and recipient of the grant, currently serves as the program's Executive Director. Initial members of the ESSENCE Program's Board of Directors were appointed by Dr. Lewis.

II. Mission

The ESSENCE Program's mission is two-fold. First, the program seeks to enrich the standard knowledge base from which K-12 public school teachers in Louisiana draw when instructing students, especially, though not exclusively, in the areas of English Language Arts and Social Studies. Second, the program seeks to narrow the achievement gaps between Louisiana's at risk African American student populations and their academic counterparts. Toward these ends, ESSENCE works with K-12 public school teachers to develop curricula centered on the cultural contributions of African American Louisiana; align these curricula with the state's comprehensive curriculum, especially for English Language Arts and Social Studies; and measure the impact of the integrated curricula on K-12 student performance, classroom culture, and teachers' professional development.

III. Organizational Provisions

The ESSENCE Program serves a multiracial and multicultural population and adheres to the principle of equal opportunity to participating teachers and students without regard to race, sex, creed, religion, color, national origin, handicap, mental status, veteran status, sexual orientation, or age. The corporation is organized and operated exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaigns on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities nor have purposes not permitted (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

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ARTICLE I

Definitions

- A. **The ESSENCE Program.** ESSENCE is an acronym for the Encouraging Student Scholarship and Excellence through Native-Centered Education Program. The ESSENCE Program consists of four major components: The ESSENCE Teachers' Academy, ESSENCE Professional Development Workshops, the ESSENCE Website, and ESSENCE Assessments.
- B. **The ESSENCE Teachers' Academy.** The term "ESSENCE Teachers' Academy," as used in these Bylaws, shall refer to the four week-long summer session during which teacher-participants receive core content upon which to develop lesson plans for implementation each new academic year.
- C. **ESSENCE Professional Development Workshops.** The term "ESSENCE Professional Development Workshops," as used in these Bylaws, shall refer to training sessions during the academic year where teachers receive new content upon which to base lesson plans and troubleshoot implementation of existing lesson plans.
- D. **The ESSENCE Website.** The term "ESSENCE Website," as used in these Bylaws, shall refer to the ESSENCE Program's interactive learning resource accessible through the world wide web (www.theessenceprogram.org).
- E. **ESSENCE Assessments.** The term "ESSENCE Assessments," as used in these Bylaws, shall refer to the instruments used to measure the impact of The ESSENCE Program on K-12 student achievement, K-12 teachers' professional development, and K-12 classroom culture.
- F. **Executive Director.** The term "Executive Director," as used in these Bylaws, shall refer to the administrative head of The ESSENCE Program.
- G. **ESSENCE Participants.** The term "ESSENCE Participants," as used in these Bylaws, shall refer to teachers representing Louisiana school districts at the ESSENCE Teachers' Academy and ESSENCE Professional Development Workshops.
- H. **Board of Directors.** The term "Board of Directors," as used in these Bylaws, shall refer to the duly elected team of individuals, including, but not limited to, qualified academics, K-12 administrators, K-12 teachers, and not-for-profit educational program directors.
- I. **ESSENCE Agent.** Agents of the ESSENCE Program include the Executive Director, members of the Board of Directors, consultants, and participants in the ESSENCE Teachers' Academy and Professional Development Workshops.

ARTICLE II

Executive Director

The Executive Director is a compensated employee of the ESSENCE Program and is subject to the direction and control of the Board of Directors. He/she shall be responsible for all phases of ESSENCE operation as delegated by the Board of Directors.

Beginning in the 2010-2011 programming year, the Executive Director shall be an elected position and shall serve a term of four years, renewable for two consecutive four-year terms. An individual who has served a single term may be re-elected for another term. An individual serving two consecutive terms as Executive Director may be re-elected after eight

(8) years. During this eight year period, the individual shall remain eligible for election to the Board of Directors.

The Executive Director shall be a non-voting member of the Board of Directors; attend all meetings; and serve as ex officio member of all committees.

Copies of all minutes, papers, and documents of the ESSENCE Program, or of its committees, will be certified to be true and correct copies by the Executive Director.

The Executive Director will archive all minutes, papers, and documents of the ESSENCE Program and its committees.

ARTICLE III

A. Board of Directors

The Board of Directors shall consist of three (3) to seven (7) duly elected highly qualified individuals, including, but not limited to, post-secondary educators, public school district administrators, national board certified teachers, and directors of not-for-profit educational organizations. At least four (4) members of the Board of Directors shall at all times be residents of the state of Louisiana.

Board members shall be elected into office for a term of two years and shall be eligible to serve two consecutive terms. Each Board member's election year will be staggered so that one or two new Board members are elected bi-annually. An individual serving two consecutive years may be re-elected to the Board after four years.

The Board of Directors delegates everyday decisions and control of the ESSENCE program to the Executive Director and retains the right of review of all aspects of ESSENCE operations.

B. Officers

The **Chair of the Board of Directors** shall preside over all meetings, serve as ex officio member of all committees, name the appointive members of all standing and special committees, and fill all vacancies in the membership of such committees.

The **Vice Chair of the Board of Directors** cooperates with the Chair on all ESSENCE Program matters and presides over meetings in the Chair's absence. In case the Chair is unable to complete the term of office, the Vice Chair shall become Chair pro tempore. The Chair pro tempore shall serve out the unexpired term. The Vice Chair conducts all elections and balloting in consultation with the Financial Secretary.

The **Financial Secretary** keeps the financial records of the ESSENCE Program and has signatory authority on all financial matters. The Financial Secretary conducts all elections and balloting in consultation with the Vice Chair.

The **Treasurer/Secretary** confers with the Financial Secretary, and has signatory authority, on ESSENCE financial matters. The Treasurer/Secretary prepares and distributes the call and minutes of each meeting of the Board.

Board Member-at-Large shall perform duties on behalf of ESSENCE, as delegated by the Chair of the Board.

ARTICLE IV

Meetings

Section 1. **Regular Meetings.** The Executive Director and Board of Directors will hold four (4) regular meetings in each calendar year. All regular meetings shall be held at meeting places designated by prior action of the Executive Director.

Section 2. **Special Meetings.** Special meetings may be called at any time by the Executive Director or any member of the Board of Directors upon the Executive Director's receipt of a written request specifying the purpose of the desired meeting. Notification shall be sent by mail to each board member at least three (3) calendar days before the time of the meeting.

Section 3. **Quorum.** Four (4) members of the Board of Directors and the Executive Director shall constitute a quorum for the transaction of official business.

ARTICLE V

Order of Business

Section 1. **Rules of Order.** When not in conflict with any of the provisions of this article, Robert's Rules of Order (latest version) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board.

Section 2. **Order of Business.** The order of business of regular meetings shall be as follows:

- a. Call to order and invocation.
- b. Approval of agenda.
- c. Correction and approval of minutes of preceding regular meeting and of all special meetings held subsequent thereto.
- d. Reports and Recommendations.
- e. Pending Business.
- f. New Business.
- g. Adjourn.

Section 3. **Meetings.** In order that all interested parties and the public may be informed of all activities of the Board, it shall be the policy of the program that all meetings be open to all who wish to attend.

Section 4. **Minutes.** The minutes of the Board meetings shall record official action taken upon motions or resolutions which are voted upon by the Board and may contain a summary of reports and pertinent discussion. Minutes shall be posted to the ESSENCE Website.

ARTICLE VI

Amendment or Repeal of Bylaws

The Bylaws shall be subject to amendment or repeal by a two-third vote of the Board of Directors.

ARTICLE VII

Conflict of Interest Policy

ESSENCE and its affiliates establish safeguards to prevent employees, consultants, or members of governing bodies from using their positions for purposes that are, or give the appearance of being, motivated by a desire for private financial gain for themselves or others such as those with whom they conduct business or have personal ties. This conflict of interest policy is meant to serve as a guide for teachers, students, employees, consultants, and members of the governing bodies of the ESSENCE Program.

Exercising independent judgment requires an objective detachment from personal interests. This objectivity may be compromised by financial or personal conflicts. When an ESSENCE Agent has a direct or indirect interest in a program-related matter in operation or under review, the Agent shall neither directly nor indirectly participate in, or review, the matter. A direct or indirect interest exists when an ESSENCE Agent, or any member of the Agent's family, or any associated entity of the Agent possesses a financial interest in ESSENCE activities or business which may have an inappropriate influence, or appear to have such an influence, on the Agent's activities as a representative of the ESSENCE Program.

The following is a non-exhaustive list of contexts that create a conflict of interest and are, therefore, prohibited:

- An ESSENCE Agent may not assume an Executive Position in a for-profit business engaged in commercial or research activities of an educational nature.
- An ESSENCE Agent may not take administrative action, without prior disclosure and written authorization, which is likely to benefit a business in which the agent, a member of the agent's family, or an associate of the agent has a financial interest.

At all times discretion must be used. When in doubt about whether a conflict of interest exists, the agent should present the situation to the Board of Directors for review and final judgment.