

MASA CONSTITUTION

ARTICLE I - *Name*

SECTION 1. This Association shall be called the Michigan Association of School Administrators.

ARTICLE II - *Purpose*

SECTION 1. The purpose of this Association shall be to promote:

- (a) continuous improvement of public education;
- (b) research on public school and professional issues;
- (c) protection and advancement of the professional interests of administrators of public education, and
- (d) professional spirit and growth of its members.

ARTICLE III - *Membership*

SECTION 1. Membership shall consist of primary, associate, affiliate, business affiliate, and honorary members.

SECTION 2. Eligibility to **primary membership** in this Association shall include those persons who have fulfilled all financial requirements of this Association and who are the acting chief administrators or other central office administrators of the public school districts established by constitutional or statutory law of the State of Michigan.

SECTION 3. Eligibility to **associate membership** in this Association shall include, upon payment of dues:

- (a) The executive secretaries of the Michigan public school employees retirement funds;
- (b) The following personnel (or their first-line assistants) in colleges and universities in the State of Michigan which grant the baccalaureate degree:
 - Presidents
 - Deans of Colleges of Education
 - Directors of Placement Services
 - Directors (Deans) of University Extension Services
 - Regular full-time faculty members primarily engaged in the education of school administrators
- (c) Presidents of Community or Junior Colleges in Michigan
- (d) Administrators in the Michigan Department of Education
- (e) Individuals who are serving as independent contractors to districts and providing administrative services.
- (f) Those persons in addition to those eligible for membership as specified under (a), (b), (c) and (d) above who, in the judgment of the Executive Director, should be granted eligibility for associate membership.

SECTION 4. Persons eligible for honorary membership without payment of dues or service fees shall include (a) those who have been active or associate members of this Association and who are receiving benefits of a Michigan public school retirement fund; (b) those who have made an exceptional contribution to public education and have been recognized for this honor by a majority vote of the Council and of the Executive Board of the Association; (c) the Governor of the State of Michigan, and (d) the State Superintendent of Public Instruction of the State of Michigan.

SECTION 5. Membership in the Association shall be for the period July 1 through June 30 and shall be contingent upon payment of dues for each individual and a service fee for each public school district represented by one or more members according to the schedule contained in Article XI, Sections 5 and 6.

SECTION 6. Only primary members with dues and service fees paid may vote or hold elective office in this Association.

SECTION 7. Eligibility to business affiliate membership shall be determined by the Executive Board upon such terms and conditions and upon payment of such dues as shall be provided in each case by said Board.

SECTION 8. Affiliate membership shall be available to members of related K-12 public school organizations who pay an annual fee established by the Executive Board and who aspire to central office or superintendent positions. Affiliate members shall receive association publications and targeted services, and they shall be eligible to attend association conferences at the established member rate.

ARTICLE IV - *Meetings of the General Membership*

SECTION 1. A meeting of the entire membership shall be held annually. The time and place shall be established by the Executive Board. The Executive Board is empowered to call other meetings of the Association and shall call meetings of the Association when directed to do so by a majority of the Council.

SECTION 2. A majority of the active members of this Association present and voting at any constitutional meeting shall constitute a quorum for the transaction of business in all cases.

ARTICLE V - *Organization*

SECTION 1. The Michigan Association of School Administrators shall be organized into regional associations throughout the state and shall be headed by its officers, an Executive Board, a Council and four statewide standing committees. The administration of the Association shall be the responsibility of an Executive Director and staff of the Association.

SECTION 2. The membership of the Association shall be divided by the Council into regional groups according to county lines, except that the School District of the City of Detroit shall constitute one region.

SECTION 3. The purpose of regional associations is to provide a means through which the membership may meet for the discussion of their particular issues and of the program and policies of the Association as a whole.

SECTION 4. Each regional group shall elect three delegates to the Council one of whom shall be the Region President.

In the event that Intermediate School Districts do not have two delegates elected to the Council for a given year, the Michigan Association of Intermediate School Administrators shall elect delegates to the Council to serve for that year in sufficient number to provide for two delegates from Intermediate School Districts on the Council.

It shall be the annual responsibility of the Executive Board to ascertain that the Council elective process has resulted in at least two elected members from each enrollment category in the MASA service fee structure and has also provided for diverse representation (e.g. race, gender). If, in the judgment of the Executive Board, diversity has not been achieved, said Board shall appoint not to exceed four Council members at-large for one-year terms.

SECTION 5. Delegates and two alternates to the Council shall be elected in April by the regional groups and shall be certified annually to the Executive Director of the Association on or before May 1 following election. Delegates and alternates shall serve until their successors are elected and certified.

SECTION 6. Each regional group shall work out a plan for the rapid dissemination of information to all of its members and on or before July 1 shall delegate and certify annually to the Executive Director of the Association one person with whom the Association may communicate for the region.

SECTION 7. It shall be the responsibility of each regional group to elect its own officers and representatives and to effect its own organization.

ARTICLE VI - *Officers*

SECTION 1. The elected officers of this Association shall consist of a President, a President-elect and four Directors.

SECTION 2. The terms of all officers shall expire on June 30, or when their successors are duly elected and qualified.

SECTION 3. The President and the President-elect shall be elected for one-year terms. The President-elect shall assume the duties of the office of President-elect on the July 1 following his/her election. The President-elect shall immediately succeed to the presidency for a one-year term the next July 1 following his/her term as President-elect.

SECTION 4. The President of this Association shall preside at all meetings of the Executive Board and the Council except that, in his/her absence, the President-elect shall preside.

SECTION 5. In the event of a vacancy in the office of President, the President-elect shall take the office immediately for the unexpired term of the President and for the term following.

SECTION 6. In the event of a vacancy in the office of President-elect, the Executive Board may make an appointment for the unexpired term. In the spring election, both a President and a President-elect shall be elected by preferential ballot as outlined in Section 8 below, both to take office on July 1 of that year.

SECTION 7. The directors shall be elected to three-year terms. The terms of the directors shall be staggered so that only one director shall be elected each year, except that in 1977 and thereafter every third year, two directors shall be elected for three-year terms. No director upon completion of a full three-year elected term shall be eligible for nomination or election to an immediately succeeding term.

SECTION 8. The election of the President-elect shall be conducted by sending an annual ballot to all primary members of the Association. Places on the ballot shall be acquired by filing petitions signed by ten (10) active members in good standing from at least three (3) different regions of the Association on or before February 1 of each year. The Elections Committee, composed of Executive Staff and two primary members appointed by the President, shall determine whether sufficient valid signatures have been filed and shall certify the names of those persons duly nominated. The Executive Director, in cooperation with the committee, shall contact such persons to determine their availability to serve if elected. Those declining shall not be placed upon the ballot, and all other certified persons shall be listed on the ballot submitted to the primary members, unless more than two (2) names are certified. If more than two (2) are certified, a run-off election shall be held to reduce the number of nominees to two (2). In such case, the run-off ballot shall be sent on or before April 1, and returned with a postmark or transmission date not later than April 15. The final ballot shall be sent on or before May 1, and returned with a postmark or transmission date not later than May 15. In the event only one candidate accepts the nomination that person shall be declared elected by the Elections Committee, and no ballot shall be submitted.

The number of votes received by each candidate in the primary and final election shall be disclosed only to the candidates upon their request. On or before July 1 the Elections Committee shall officially certify and announce the results of the election. The member who receives the larger number of votes on the final ballot shall be declared elected. In the event of a tie vote, there shall be a run-off election conducted by mail by the Elections Committee. The candidate receiving a majority of these votes shall be declared elected.

SECTION 9. The members of the Executive Board shall be elected by the same procedure and mailing schedule as provided for in Section 8, with the exception that a run-off election shall be held if more than twice the number of Executive Board members to be elected are certified. No ballot shall be submitted if no nominations are accepted in excess of the number to be elected to the Executive Board.

In the event of a tie in the final balloting, the candidates involved may agree to a drawing of lots or the Elections Committee may direct a run-off election conducted by mail. On or before July 1 the Elections Committee shall certify the names of the persons elected, and they shall take office on July 1.

The number of votes received by each candidate in the primary and final elections shall be disclosed only to the candidates upon their request.

SECTION 10. The Executive Board may appoint one at-large director with full voting rights to fill an additional seat as deemed necessary to maintain broad-based representation for the organization on the Executive Board. Such appointment shall not exceed one full-year term and shall require a majority approval of the full Executive Board. This special at-large appointment may be used as a temporary arrangement to expand broad-based representation on the Executive Board when there are no Board vacancies or when candidates for vacancies do not achieve the Board's goals for broad-based representation.

ARTICLE VII - *Executive Board*

SECTION 1. The governing body of the Association shall be composed of the officers and directors and shall be known as the Executive Board of the Association. The Immediate Past President shall be a voting member of the Executive Board for one year immediately following his/her term as President. In the event the Immediate Past President is unable to serve on the Board, the Board shall fill the vacancy by appointment. The President-elect shall become a voting member of the Executive Board upon assuming office. The Board shall fill all vacancies on the Board until the next regularly scheduled election.

SECTION 2. The Executive Board shall meet upon call of the President or upon written request of a majority of the members of the Executive Board.

SECTION 3. It shall be the duty of the Executive Board to carry out the policies as approved by the Council and to make emergency decisions to the extent authorized by the Council.

SECTION 4. The Executive Board shall employ an Executive Director and any assistants, and shall define their duties and responsibilities. The Executive Board shall employ such administrative help as may be needed.

SECTION 5. All matters of finance not otherwise provided for in the Constitution shall be under the control of the Executive Board except as directed by vote of the Association at a legal meeting.

ARTICLE VIII - *Council*

SECTION 1. The Council shall consist of the Executive Board of the Association, the elected and appointed delegates as provided in Article V, and chair persons of the statewide standing committees of the Association as provided in Article X.

- SECTION 2. The Council shall approve general policies of the Association and will act on behalf of the membership. The Council shall act on recommendations forwarded from committees, the Executive Board or Executive staff.
- SECTION 3. The Council shall meet on call of the President or upon the written request of a majority of the Council members.
- SECTION 4. A majority of the Council members present and voting shall constitute a quorum for the transaction of business in all cases.
- SECTION 5. The Council shall have the authority to delegate such emergency policy decisions as it may deem advisable to the Executive Board.

ARTICLE IX - *Staff*

- SECTION 1. The Executive Board shall employ the Executive Director. The Executive Director shall be issued a written contract, length determined by the Executive Board not to exceed five-years. In the event of disciplinary action or dismissal of the Executive Director, the Executive Director may appeal the decision of the Executive Board to a committee comprised of the Executive Board and all region presidents. The decision of the above mentioned committee is final.

The Executive Board shall be responsible for an annual performance evaluation of the Executive Director.

- SECTION 2. The Executive Director shall be the chief executive officer of the Association. He/she shall have immediate direction of the work of the Association and the staff, and, under the direction of the Executive Board, shall act as general manager of the Association. He/she shall serve as secretary of the Executive Board, without voting power, shall assume responsibility for the preparation and management of the Association's budget, and shall perform such other specific duties as are assigned to him/her by the Executive Board.
- SECTION 3. The Executive Director will be responsible for the hiring of clerical staff, administrative assistants, and temporary contract employees. In the event of disciplinary action or dismissal of above-mentioned employees, the employee may appeal the decision of the Executive Director to the Executive Board. The decision of the Executive Board is final.
- SECTION 4. The Executive Director shall, with consent of the Executive Board, employ associate directors and other professional staff as appropriate. In the event of disciplinary action or dismissal of the above-mentioned staff, the employee may appeal the decision of the Executive Director to the Executive Board. The decision of the Executive Board is final.

Professional staff shall have a written contract not to exceed two-years. The Executive Director shall be responsible for an annual performance evaluation of professional staff.

ARTICLE X - *Committees*

- SECTION 1. There shall be four statewide standing committees of the Association as follows:
- Conference Planning
 - Professional Leadership
 - Legislation (with a sub-committee on school finance issues)
 - Membership Services

The chairperson of each committee shall be appointed annually by the President subject to the approval of the Executive Board. The President shall also appoint one member of the Executive Board as an ex-officio member of each committee without vote.

SECTION 2. Each M.A.S.A. region shall designate one representative to be a member of each committee listed under Section 1 of this Article, except for the Conference Planning Committee representative. Membership on the Conference Planning Committee shall be determined by the President of the Association.

The Presidents of the Michigan Association of Intermediate School Administrators, the Michigan Small and Rural Schools Association, the Middle Cities Education Association, the Michigan African American Superintendents Association and the School Equity Caucus will be invited to serve on the Legislation Committee.

SECTION 3. Each committee shall meet at least bi-monthly and report either orally or in writing at the next regular meeting of the Council subsequent to the meeting of the committee.

ARTICLE XI - *Finance*

SECTION 1. All matters of finance not otherwise provided for in this Constitution shall be under the control of the Executive Board except as directed by vote of the Association at a legal meeting of the membership.

SECTION 2. The fiscal year shall be from July 1 to June 30.

SECTION 3. The expenses of the delegates to the Council shall be borne by the respective regional groups with such aid by the Association and in such manner and to such extent as shall be determined by the Council and Executive Board. The expenses of the Executive Board shall be paid by the Association.

SECTION 4. The Executive Board shall annually consider an Association budget as prepared by the Executive Director and shall recommend a budget to the Council. Adoption of a budget shall be the responsibility of the Council together with the annual determination of dues and service fees as described in Section 5 of this Article.

SECTION 5. Before January 1, 1980, and annually thereafter before June 30, the Council shall establish: (a) dues for active, associate, affiliate and business affiliate members; and (b) a minimum basic service fee for all school districts for the ensuing calendar year and a graduated service fee based upon the size of the school districts according to the State Department of Education's audited membership figures for the preceding school year.

SECTION 6. Registration fees for attendance by members and nonmembers at each of the meetings provided for in Article IV hereof shall be determined annually by the Council as established by Article VIII hereof.

ARTICLE XII - *Relationship to Other Organizations*

SECTION 1. Members of the Michigan Association of School Administrators are urged to become members of the American Association of School Administrators with which this Association shall maintain affiliation.

SECTION 2. The president of this Association or a person designated by him/her and such other member or members as the Executive Board may authorize, shall represent the Association at meetings called by the American Association of School Administrators.

SECTION 3. This Association may affiliate or disaffiliate with other organizations when so authorized by a membership referendum conducted by the MASA council. Not less than 60 days written notice shall be given to the members of the Association of any referendum to determine affiliation or disaffiliation.

ARTICLE XIII - *Amendments*

- SECTION 1. Any proposed amendment to this Constitution must be submitted in writing to the Executive Director not less than 60 days before any constitutional meeting of the Association when it is to be considered.
- SECTION 2. A copy of any proposed amendment must be sent to each active member of the Association at least 30 days prior to the meeting of the Association at which it will be considered for adoption.
- SECTION 3. Each proposal for amendment shall be presented at a general or virtual meeting of the Association one day in advance of the vote on the question of its adoption.
- SECTION 4. A proposed amendment meeting the qualifications of Sections 1, 2 and 3 of this Article shall be made a part of the Constitution when favored by two-thirds of the votes cast.
- SECTION 5. The Executive Board shall consider convening a constitutional revision committee composed of the Region Presidents and the Executive Board every five years beginning in 2006.

ARTICLE XIV - *Resolutions*

- SECTION 1. *Initiation.* Resolutions may be initiated by a member of the Association, the Council, the Executive Board, or a Resolutions Committee, appointed by the President, except as provided in Section 4 hereof. Resolutions must be submitted in writing to the Resolutions Committee at least 45 days prior to the meeting at which they are to be presented. The Resolutions Committee may, with the initiator's consent, edit the resolution as to form and clarity.
- SECTION 2. *Submission at Association Meeting.* Copies of all resolutions except courtesy resolutions shall be submitted to all members at least 15 days prior to the meeting at which they may be presented. The Resolutions Committee, may, by majority vote of committee members, attach a negative recommendation to a proposed resolution prior to circulation to the membership. Resolutions having the endorsement of the Resolutions Committee shall be submitted by the committee at an Association meeting. Resolutions which have not received the endorsement of the Resolutions Committee may be accepted for discussion from the floor by a majority vote of Active members present and voting.
- SECTION 3. *Adoption.* A majority vote of Active members present and voting shall be required for adoption of a resolution introduced in accordance with Sections 1 and 2 of this Article.
- SECTION 4. *Emergency Submission.* A resolution which is presented at a meeting without prior submission to the Resolutions Committee and the membership, as provided for herein, may be accepted for discussion by a two-thirds vote of Active members present and voting and may be adopted by a two-thirds vote of Active members present and voting.

ARTICLE XV - *Rules of Order*

- SECTION 1. Robert's Rules of Order, as most recently revised, shall be the authority in the transaction of all business of the Association including meetings of the membership, the Executive Board, the Council, and regional meetings. The presiding officer may appoint a parliamentarian to assist in the interpretation of Robert's Rules of Order.

ARTICLE XVI - *Schedule*

- SECTION 1. This Constitution shall take effect and shall supplant the Constitution and Bylaws previously in effect immediately upon the approval by two-thirds of the votes cast upon the question of adoption at a duly called membership meeting. Copies hereof shall be circulated to all members at least 10 days in advance of such meeting.

ARTICLE XVII - *Indemnification*

SECTION 1. The corporation shall indemnify any officer or director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, by reason of the fact that he/she is or was a director or officer, of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, to the fullest extent permitted by law. The foregoing rights of indemnification shall not be exclusive of any rights to which any person may otherwise be entitled as a matter of law. Indemnification of officers and directors shall cover act, errors and omissions as agent of the corporation in any capacity, including but not limited to that of "fiduciary" of any employee benefit program.