

# MASA CONSTITUTION

As of January 17, 2018

## ARTICLE I - NAME

**SECTION 1.** This Association shall be called the *Michigan Association of Superintendents and Administrators (MASA)*.

## ARTICLE II – PURPOSE

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

- a) Lead and advocate for continuous improvement of public education, including instructional leadership;
- b) Lead and advocate for research on public schools and professional issues;
- c) Promote and advocate for the advancement of the professional interests of superintendents;
- d) Support the professional spirit and growth of its members;
- e) Support the professional growth and learning needs of central office administrators aspiring to become a superintendent.

## ARTICLE III – MEMBERSHIP

**SECTION 1.** Membership categories shall consist of LEA and ISD superintendents, central office administrators, retirees, associates and honorary members.

**SECTION 2.** Eligibility for **Primary Membership** in this Association shall include those persons who have fulfilled all financial requirements of this Association and who are LEA and ISD superintendents and central office administrators.

**SECTION 3.** Eligibility for **Associate Membership** in this Association shall include, upon payment of dues:

- a) Individuals who serve as independent contractors to districts.
- b) Individuals who provide administrative services.
- c) Postsecondary administrators.
- d) Others who, in the judgement of the Executive Director, should be granted eligibility for an associate membership.

**SECTION 4.** Persons eligible for **Honorary Membership** without payment of dues or service fees shall include: Those who have been active or associate members of this Association and who receive benefits of a Michigan Public School Retirement fund.

- a) 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.
- b) The Governor of the State of Michigan.
- c) The State Superintendent of Public Instruction of the State of Michigan.
- d) Executive directors of other state associations.
- e) Others as authorized by the Executive Director.

**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 LEA and ISD superintendents, central office administrators, retirees, associates and honorary members.

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

#### **ARTICLE IV - MEETINGS OF THE GENERAL MEMBERSHIP**

**SECTION 1.** A meeting of the entire membership shall be held annually or on an as-needed basis as determined by the MASA Executive Board, or when directed to do so by a majority of the Council. The time and location of the meeting shall be established by the Executive Board.

**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 Association shall be organized into ten regions throughout the state (*Addendum #1: State-Wide Region Map*) and shall be headed by its officers, an Executive Board, a Council and the chairpersons of the three statewide standing committees. The administration of the Association shall be the responsibility of an Executive Director and staff of the Association.

**SECTION 2.** The purpose of each region is to provide a means through which the membership should meet for the discussion of their particular issues and of the program and policies of the Association as a whole.

**SECTION 3.** Each regional group shall elect three delegates to the Council, one of whom shall be the Region President.

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. If, in the judgement 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 4.** Each region shall develop a plan for the prompt dissemination of information to all of its members, to be implemented by the Region President or his/her designee.

**SECTION 5.** It shall be the responsibility of each region to elect its own officers and representatives.

#### **ARTICLE VI – EXECUTIVE BOARD**

**SECTION 1.** The elected officers of the Executive Board shall consist of a President, a President-Elect, the Past President 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 the 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. In the event of a vacancy in the office of Director, the Executive Board may make an appointment for the unexpired term.

**SECTION 8.** An MASA member interested in running for the Executive Board shall file a petition signed by ten (10) active members in good standing from at least three (3) different regions of the Association on or before March 1 of each year. The Executive Director, shall determine whether sufficient valid signatures have been filed and shall certify the names of those persons duly nominated. The Executive Director, 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. 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 to the Executive Board, 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 Executive Director and/or the Board President 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 the Executive Director. The candidate receiving a majority of these votes shall be declared elected. In the event of a tie in the final balloting, the candidates involved may agree to a drawing of lots or the Executive Director may direct a run-off election conducted by e-mail. On or before July 1, the Executive Director 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 9.** The President-elect position will be filled by a current Executive Board member, as determined by the Executive Board.

**SECTION 10.** The Executive Board shall agree to an annual meetings schedule, but shall also meet upon the call of the President or upon written request of a majority of the members of the Executive Board.

**SECTION 11.** It shall be the duty of the Executive Board to provide governance of the association with the input of the Executive Director. The Council may also make recommendations for the Board's consideration.

**SECTION 12.** The Executive Board shall employ an Executive Director and shall define his or her duties and responsibilities.

**SECTION 13.** All matters of finance not otherwise provided for in the Constitution shall be under the control of the Executive Board.

#### **ARTICLE VII – 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 chairpersons of the statewide standing committees of the Association as provided in Article IX.

**SECTION 2.** The Council shall advise and recommend on behalf of membership on organizational matters and follow through with recommendations. The Council will act on recommendations brought forward from the Government Relations and Policy Committee, the Professional Growth and Learning Committee and the Conference Planning Committee.

**SECTION 3.** The Council shall agree to an annual meetings schedule, but shall also 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.

#### **ARTICLE VIII – 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 MASA staff and contractors. In the event of disciplinary action or dismissal of an employee, the employee may appeal the decision of the Executive Director to the Executive Board. The decision of the Executive Board is final.

The Executive Director (or his/her designee) shall be responsible for ensuring there is an annual performance evaluation of professional staff and others who he/she deem necessary.

#### **ARTICLE IX – COMMITTEES**

**SECTION 1.** There shall be three statewide standing committees of the Association as follows:

- Conference Planning Committee
- Professional Growth and Leadership Committee
- Government Relations and Policy Committee

The chairperson of each committee, upon recommendation from the Executive Director, 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 MASA region shall designate one representative to be a member of each committee listed under Section 1 of this Article.

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 Government Relations and Policy Committee or other committees as deemed appropriate by the Executive Director.

#### **ARTICLE X – 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 a vote of the Council.

**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 approve an Association budget as prepared by the Executive Director and the approved budget shall be reviewed with the Council on at least an annual basis.

#### **ARTICLE XI - RELATIONSHIP TO OTHER ORGANIZATIONS**

**SECTION 1.** Members of the Association 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.

#### **ARTICLE XII – 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 by those members in attendance at the meeting.

**SECTION 5.** The Executive Board shall consider convening a constitutional revision committee composed of the Region Presidents and the Executive Board every five years.

### **ARTICLE XIII – RESOLUTIONS**

**SECTION 1. *Initiation.*** Resolutions may be initiated by a member of the Association, the Council, or the Executive Board, except as provided in Section 4 hereof. Resolutions must be submitted in writing to the Resolutions Committee, appointed by the President, 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.*** An emergency resolution shall be submitted to the Board President and Executive Director which may be presented at a membership 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 may be adopted by a two-thirds vote of active members present and voting.

### **ARTICLE XIV - 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 XV – SCHEDULE**

**SECTION 1.** Changes to this Constitution, approved in accordance with the process previously outlined in this document, shall take effect and shall supplant the Constitution previously in effect immediately.

### **ARTICLE XVI – INDEMNIFICATION**

**SECTION 1.** The Association 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/association, 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.

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