

**THE MINNESOTA ASSOCIATION OF SCHOOL BUSINESS OFFICIALS
CONSTITUTION AND BYLAWS**

(insert date approved)

The following Bylaws are the internal governing documents of The Minnesota Association of School Business Officials, a Minnesota nonprofit corporation, which is exempt from federal income taxes pursuant to Internal Revenue Code Section 501(c)(3).

ARTICLE I - NAME

Section 1. This organization shall be known as The Minnesota Association of School Business Officials (the “Association”).

ARTICLE II - OBJECTIVES

Section 1. The objectives of the Association shall be:

- 1) To provide and develop opportunities for professional and personal development for school business officials and other staff who work in the areas of school business and operations.
- 2) To cooperate with the legislature, government agencies and other educational organizations.
- 3) To provide leadership and strive for increased efficiency and economy in the operation of the public and non-public schools of Minnesota.

ARTICLE III - MEMBERSHIP

Section 1. Membership in the Association shall consist of active, affiliate, associate, life, honorary and retired members.

- 1) Active members shall be restricted to any individual performing school business functions and employed by a public, private or parochial school, college or university, including educational cooperatives and consortiums supporting school business functions.
- 2) Affiliate members shall consist of persons involved directly or indirectly in education who are not qualified as active members. School Board members, students, and employees of government agencies and education associations are qualified for this classification.
- 3) Associate members shall consist of persons involved directly or indirectly in education who are not qualified as active members. Educational consultants, vendors and exhibitors are qualified for this classification. Associate membership may be either individual or company. Company memberships shall be entitled to

no more than four representatives per the base membership fee.

- 4) Life memberships may be conferred upon former active members of the Association who have retired.
- 5) Honorary memberships may be conferred upon former associate members and those who have made a special contribution to the profession and/or the Association.
- 6) Retired memberships may be conferred upon individuals who hold an active membership in the Association at the time of retirement from the field of school business administration. An individual cannot become re-employed in any area of school management or related endeavors and hold a retired membership.

Section 2. The procedure to apply for membership, including the application form and membership dues, shall be as determined by the Board of Directors from time to time. Each person eligible to become a member and having paid the annual dues for the current year shall be entitled to the privileges of membership as determined by the Board of Directors.

Section 3. Honorary and life memberships shall be elected by a majority vote of the Board of Directors. Such membership does not require the payment of dues.

Section 4. Only active members shall be voting members of the Association. All other members shall not have the right to vote with respect to the corporate affairs of the Association, but will receive other benefits, including the ability to attend conferences and educational training sessions of the Association and receive publications and information from the Association. Only active members may serve as officers and directors of the Association.

Section 5. A member may resign at any time. The resignation of a member does not relieve the member from any obligations the member may have to the Association for membership fees, assessments, or fees or charges for goods or services.

Section 6. Membership in the Association may be terminated as follows:

- a. Membership in the Association may be terminated for nonpayment of the annual membership fee.
- b. Membership in this Association may be revoked or suspended by the Board of Directors, provided that the member is given:
 1. not fewer than fifteen (15) days' prior written notice of the revocation or suspension, and the reasons for it; and
 2. an opportunity to be heard by the Board of Directors, orally or in writing, not fewer than five (5) days before the effective date of the revocation or suspension.

Section 7. The Board of Directors shall cause an annual meeting of the active members to be held for the purpose of elections and for the transaction of such other business as may come before the meeting. The annual meeting shall be held on the date and at the time and at a place fixed by the Board of Directors. Notice of meetings of the active members shall be given to each active member at least ten (10) days before the date of the meeting. The presence of five percent (5%) of the active members shall constitute a quorum for the transaction of business at any meeting of the active members. Special meetings of the active members shall be called by the President upon request of the Board or the written petition of ten percent (10%) of the active members of the Association.

Section 8. The right to vote or to have voice in the discussion on the floor of an active member meeting shall be limited to active members whose dues are paid. The privileges of the floor may be extended by the Board President to any other person (member or non-member).

Section 9. No matter affecting the policy of the Association arising from the floor of a meeting of the members shall be considered or voted upon until a full report has been made by the proper committee or the Board of the Association.

Section 10. Minutes of the meetings of the Association's active members may be published under the direction of the Board of Directors. Active members (and no other category of membership) of the Association shall be entitled, upon request, to a copy of the minutes of the meetings of the Association's active members.

Section 11. No paper, address, lecture or other communication shall be read, presented to, published or disseminated in the name of the Association without the approval of the Board of Directors or President of the Association.

ARTICLE IV - OFFICERS

Section 1. The officers of the Association are the President, President-Elect, Vice President, Treasurer, and Past-President. One director will be elected by the active members each year to be the Vice President, with the understanding that such officer will serve four one-year terms beginning July 1 and move through the officer succession process from Vice President and President-Elect to President, and then Past-President of the Association. The Treasurer is appointed by the Board of Directors, from one of the current Board members. There is no limit on the number of one-year terms the Treasurer may serve. The officers of the Association shall serve as the Executive Committee.

Section 2. The duties of the officers shall be:

- 1) The President shall be the executive officer of this Association and shall preside over all meetings of the active members, the Board of Directors and the Executive Committee. The President shall be an ex-officio, voting member of all standing and special committees. The President shall serve as a representative and/or shall appoint other representatives and alternates to any affiliated organizations for terms to be determined by the Board of Directors. The President shall perform

such other duties as usually pertain to the office of President.

- 2) The President-Elect, in the absence of the President, shall preside at all meetings of the Association members, of the Board of Directors and the Executive Committee. The President-Elect shall perform such other duties as usually pertain to that office or as may be assigned by the President or by the Board of Directors.
- 3) The Vice President shall, in the absence of the President and the President-Elect, preside at all meetings of the Association members, the Board of Directors and the Executive Committee.
- 4) The Treasurer shall oversee the financial records and policies of the Association and work with the Executive Director to ensure the Board of Directors receives regular reports of the financial affairs, financial record keeping and internal financial processes of the Association.
- 5) The Past-President shall chair the Nominating Committee.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of three directors plus the other officers stated in Article IV. The active members shall elect the director(s) and officer(s), via a slate of candidates proposed by the Nominating Committee to the active members. One director will be elected each year to serve a three year term beginning July 1. In the third year of the director's term, he or she will choose to move on to the Vice President position. The Nominating Committee will give this director first consideration for nomination to the Vice President position. If the director decides to serve only a three year term, the Nominating Committee will recommend another candidate for the Vice President position. That candidate need not have served a full three years in a director capacity.

Section 2. A director may serve a maximum of two three-year terms.

Section 3. Four or more members of the Board of Directors shall constitute a quorum sufficient for the transaction of business.

Section 4. Members of the Board of Directors shall be active members. If a director who qualified as an active member at the time of election thereafter loses eligibility, unless such person regains eligibility to be an active member within six months of losing eligibility, such director will not be eligible to continue serving on the Board.

Section 5. A director may resign at any time by giving written notice to the President or another officer of the Association. A vacancy resulting from a director or officer resignation will be filled as provided in Article VII of these Bylaws.

Section 6. A director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the remaining directors.

Section 7. The Board of Directors shall determine policies and activities of the Association, elect honorary and life members, approve budget, approve all disbursements, advise the President regarding appointment of regular committees, and have general management of the Association.

Section 8. The Board of Directors shall be vested with the power to act in the name of the Association between meetings of the active members on all matters pertaining to the welfare of the Association.

Section 9. The Board of Directors shall be vested with the power to call special meetings of the Association's active members and to designate the date, time and place of any such meeting, together with the reason for calling such a special meeting, same to be fully stated in a notice to be sent to each active member at least seven (7) days prior to the date of the meeting.

Section 10. The Board of Directors shall meet at least twice a year, at the times and places determined by the Board of Directors, at the call of the President, with notice of seven (7) days.

Section 11. The Board of Directors is hereby authorized to sponsor regional sections of the Association, where the members may meet, discuss and study subjects of interest to the Association.

ARTICLE VI - COMMITTEES

Section 1. There shall be appointed by the President, with the approval of the Board of Directors, standing committees, and it shall be the duty of each committee to (a) undertake such activities as may be assigned by the Board of Directors; and (b) make regular reports regarding the committee's activities to the Board.

ARTICLE VII - NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee is comprised of the President, President Elect, Vice President, and Past President, and is chaired by the Past-President. The Nominating Committee shall request and receive nominations from the active members for open director and officer positions with the Association. It shall be the duty of the Nominating Committee to submit at least one nominee for each vacancy to be filled. The report of the Nominating Committee containing the list of nominees shall be submitted in writing to the Board of Directors prior to the annual meeting of the active members.

Section 2. The Association's active members shall vote on the Nominating Committee's slate of officer and director candidates for open positions at the annual meeting of the active members.

Section 3. In case of a vacancy in the office of President, the President-Elect shall succeed to the office of President. In the case of a vacancy in the office of President-Elect, the Vice President shall succeed to the office of President-Elect. In case of other vacancies in the Board of Directors, the vacated office shall be filled, if deemed necessary by the Board, by a temporary

Board assignment of an Association Past-President, or an active member in good standing, for the remainder of the fiscal year in which the vacancy occurred, and the office shall be filled via the above-described process of nomination and election at the next annual meeting of the Association's active members.

ARTICLE VIII - THE EXECUTIVE DIRECTOR

Section 1. The Executive Director is responsible for managing the day to day operations of the Association, as authorized and directed by the Board of Directors. The Board of Directors shall determine the Executive Director's check signing and other financial authority from time to time.

Section 2. The Executive Director shall keep the records of active and other membership categories, and shall maintain logs of attendance and minutes of the meetings of the active members of the Association, the Board of Directors, and committees of the Board of Directors.

Section 3. The Executive Director will attend meetings of the Board and committees of the Board. The Executive Director is not a voting member of the Board or the committees of the Board.

ARTICLE IX - FINANCE

Section 1. The annual dues of members shall be established by the Board of Directors. Payment of such dues shall entitle members to receive the member benefits of the Association as determined from time to time by the Board of Directors. The Board of Directors is authorized to determine registration fees for all workshops and meetings.

Section 2. The fiscal year for financial reporting shall be July 1 through June 30 to coincide with the membership year.

Section 3. A full financial report shall be made annually by the Executive Director and the Treasurer to the Board of Directors. The accounts and financial reports of the Association shall at all times be open to any member of the Board of Directors, and Board-authorized auditors. The Association financial records shall be reviewed at least once annually by an independent auditing firm. The firm shall be approved by the Board.

Section 4. The Board of Directors shall determine the official depositories of the Association.

Section 5. The Board of Directors shall from time to time designate person(s) to be official signatories for the Association's financial and other accounts.

Section 6. To protect persons serving as directors and officers of the Association, the Association shall maintain directors' and officers' liability insurance in reasonable amounts. Further, to the full extent permitted by Minnesota Statutes Chapter 317A, the Association shall indemnify and hold harmless all officers, directors, employees and agents of the Association for acts performed by them for the Association, specifically including all costs and expenses, including attorneys' fees incurred in any action, claim or demand concerning any such act. This

provision shall be construed so as to provide and require the broadest scope of indemnification legally permissible at the time indemnification is sought or provided.

ARTICLE X - RULES OF ORDER

Section 1. Roberts Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE XI - AMENDMENTS

Section 1. Amendments to these Bylaws may be adopted by two-thirds (2/3) vote of the active members present at any meeting scheduled in accordance with these Bylaws provided that notice shall have been given active members at least two weeks prior to the date of said meeting.

ARTICLE XII - DISSOLUTION

Section 1. On dissolution of the Association, after paying the debts of the Association, the assets remaining shall be distributed to a charitable organization(s) described in Internal Revenue Code Section 501(c)(3), upon such terms and conditions and in such amounts and proportions as the Board of Directors may determine.