

Michigan Association of Secondary School Principals

Approved by Board of Directors

May 13, 1998

Amended April 18, 2002

Amended September 30, 2003

Amended June 18, 2004

Bylaws of the Association

Article I – Name

The name of this organization shall be the **Michigan Association of Secondary School Principals**.

Article II – Purpose

The Association is committed to the improvement of secondary education (middle level, high school, career technical). In pursuit of this commitment, the Association shall provide leadership, service, and information, promote standards of excellence, provide professional development, and promote cooperation with other professional associations.

It is also the purpose of the Association to: give appropriate assistance and advice to improve the status and welfare of its members, represent the beliefs of secondary school administrators to state and national policy makers, and promote student activities that instill leadership and community service.

Article III – Membership

Section 1 The membership of the Association shall consist of the following categories:

Professional membership is open to all persons engaged primarily in the administration of secondary instruction upon payment of annual dues. Professional members shall be entitled to all services provided by the Association, including legal assistance, membership discounts, voting rights, committee appointments, publications (printed and computer based), legislative updates, and reduced conference rates.

Associate membership is open to educators, not eligible for professional membership, who are interested in participating in the programs and activities of the Association upon payment of annual dues. Associate members shall be entitled to publications (printed and computer based), and reduced conference rates.

Retired membership is open to professional and associate members who have retired upon payment of annual dues. Retired members shall be entitled to publications (printed and computer based), special retired member reduced rates at conferences, and programs sponsored especially for retired members.

Life membership is open to all Past Presidents of the Association not serving in a principalship. Life members are entitled to printed publications and reduced conference rates.

Pre-Administrator membership is open to educators who are enrolled in a graduate education administration program upon payment of annual dues. Pre-Administrator members are entitled to publications (printed and computer based) and reduced conference rates.

- Section 2 The Executive Committee shall have the power to establish qualifications for membership.
- Section 3 Professional membership shall be terminated if a member ceases to be a practicing principal, assistant principal, or supervisor of secondary instruction and/or upon non-payment of dues. Associate, Retired, and Pre-Administrator membership shall be terminated upon non-payment of dues.
- Section 4 The membership year in the Association shall be from July 1st through June 30th of the following year with a ninety (90) day grace period.

Article IV- Dues

The Board of Directors shall establish the annual membership dues of the Association and its divisions.

Article V – Annual Meeting

An annual meeting of this Association shall be held as determined by the Board of Directors.

Article VI – Fiscal Year

The fiscal year of the Michigan Association of Secondary School Principals shall date from July 1st through June 30th of the following year.

Article VII – Officers

- Section 1 The elected officers of this Association shall be President and President-Elect. The Immediate Past-President shall serve as an officer of the Association for one year. All officers shall be professional members of the Association. (History: Amended 09/30/2003)
- Section 2 Election of Officers
- . The officers shall be elected by mail ballot and shall take office July 1st. (History: amended 4/18/02)
 - . All Professional members of the Association are eligible to vote.
- Section 3 Election to each office shall be for a one-year term.
- Section 4 Officers shall not succeed themselves upon completion of a term in office.
- Section 5 Should an officer be unable to complete the term of office, the Board of Directors may appoint a replacement as follows: If the officer is Chairman of a Commission or is the President, the Secretary or President-Elect, respectively, will move up, and the candidate who ran against the Secretary or President-Elect will be appointed to that position. If the officer is Secretary of a

Commission or President-Elect, the candidate who ran against him/her will be appointed. If a runner-up cannot assume the position, or has already been appointed to a position, the Board will be free to appoint anyone, using as a guideline for first choice, someone who ran for any office that year and lost the election. The Board may choose not to appoint anyone to the position.

Section 6 Duties of the Officers:

The President shall:

- . be a practicing secondary building administrator.
- . be a member of the Board of Directors.
- . be a member of the Executive Committee.
- . call meetings of the Board of Directors in addition to those prescribed in these Bylaws.
- . chair all official meetings of the Association.
- . perform the duties of a presiding officer as stated in Robert's Rules of Order, Revised, where appropriate.
- . appoint members to Association Committees.
- . be the official representative of the Association.
- . sign, along with the Executive Director, certified copies of acts of the Association.
- . be an official spokesman for the Association.
- . be responsible for the Annual Convention of the Association.
- . aid in the preparation of agendas for the Board of Directors and Executive Committee.
- . be an ex-officio member of all convention planning committees.
- . act as Michigan's State Coordinator for NASSP.
- . represent the Association; i.e., state leadership programs, The NASSP National Leadership Assembly, and NASSP national convention. (History: amended 4/18/02)
- . appear at the MASSP Summer Retreat, AP Fall Conference, Annual Convention, and Presidents' Golf Outing.
- . represent MASSP at major banquets of other educational associations, when deemed appropriate.
- . write an article for each Association BULLETIN during presidency.

The President-Elect shall:

- . be a practicing secondary building administrator.
- . be a member of the Board of Directors.
- . be a member of the Executive Committee.
- . become President of the Association after serving a term as President-Elect.
- . preside in the absence of the President.
- . promote membership in the Association.
- . act as advisor to the Michigan Association of Student Councils and Michigan Association of Honor Societies.
- . be an official representative of the Association as designated by the President.
- . be a member of the Annual Convention Committee and such other committees as designated by the President.
- . attend The NASSP National Leadership Assembly, one or more MASC/MAHS Student Leadership summer camps, and any other meetings if assigned by the President. (History: amended 4/18/02)

The Immediate Past-President shall:

- . be a member of the Board of Directors.
- . be a member of the Executive Committee.
- . chair the Association Nominating Committee.
- . be an official representative of the Association as designated by the President.
- . attend The NASSP National Leadership Assembly as co-NASSP Coordinator for Michigan. (History: amended 4/18/02)
- . coordinate, compile information, and develop narrative for executive committee to use for evaluation of Executive Director.

The Officers of each Commission shall:

- . Aim to achieve the objectives of the Association as they pertain to the area served by the Commission.

Article VIII- Board of Directors

- Section 1 The Board of Directors shall consist of the President, President-Elect, the Immediate Past President, Commission Officers, Regional Representatives, and Members At-Large. The Executive Director, the Michigan Association of Middle School Educators Representative, and the Michigan Alternative Educators Organization Representative shall be ex-officio members of the Board of Directors without a vote. (History: amended 9/30/2003)
- Section 2 All Commission Officers and Regional Representatives shall be nominated by petition. Candidates for Commission shall present petitions containing signatures of at least thirty (30) members. Candidates for Regional Representative shall present petitions containing the signatures of at least twenty (20) members from the Region in which they are seeking election. Petitions shall be submitted to the Executive Director 48 hours prior to the Nomination Committee meeting. (History: added 9/30/2003)
- Section 3 In the event there are no valid petitions for any vacancy requiring a petition, the Executive Director shall notify all eligible members that there was no candidate and the President shall exercise his or her power to appoint an eligible member to fill that vacancy until the next regular election of the MASSP. (History: added 09/30/2003)
- Section 4 Meetings
- . All meetings shall have a quorum present; 2/3 of the total voting members of the Board of Directors constitutes a quorum.
 - . A minimum of four meetings per year shall be held. (History: amended 4/18/02)
 - . Other meetings may be called by the President, Board of Directors, or the Executive Director.
- Section 5 The Board of Directors shall:
- . establish policies and goals of the Association.

- . employ an Executive Director to be the Chief Executive Officer of the Association and the Secretary-Treasurer for the Board of Directors and define his or her duties and responsibilities.
- . be responsible for establishing time and place of the annual meeting.
- . establish and structure Association dues.
- . approve annual Association budget.
- . prepare and publish policies for the operation of Association Committees consistent with these Bylaws.
- . establish Association Committees as needed, and advise the President in the appointment of members and chairs of such Committees.
- . specify the duties of the officers.

Article IX- Executive Committee

- Section 1 The Executive Committee shall consist of the President, who shall act as the chair of the committee; the President-Elect; the Immediate Past President; and one member of the Board of Directors elected by the Board. The Executive Director shall be an ex-officio member of the Executive Committee without a vote.
- Section 2 The Executive Committee shall meet upon call of the President or written request of a majority of the members of the Executive Committee.
- Section 3 The Executive Committee shall:
- . act as an administrative body to facilitate the operation of the Association. All actions taken will be subject to the review of the Board of Directors.
 - . carry out the policies as formulated by the Board of Directors and make emergency policy decisions to the extent authorized by the Board of Directors.
 - . develop and oversee an annual budget.
 - . review the performance of the Executive Director and make recommendations to the Board of Directors in regard to employment contract status.

Article X – Members At-Large

- Section 1 The Board of Directors shall reflect the diversity of the membership by encouraging participation of individuals based on gender, ethnic minority, urban, and rural school districts.
- Section 2 Each year, the President shall appoint one Association member to serve a two-year term as a Member At-Large.
- Section 3 The Member At-Large shall represent and speak for the needs of under-represented Association members as the Board of Directors complies with its responsibilities.

Article XI – Executive Director

- Section 1 The Board of Directors shall select an Executive Director with duties and compensation recommended by the Executive Committee. Other Association

Directors shall be selected by the Board of Directors upon recommendation of the Executive Director.

Section 2 Under the direction of the Board of Directors and Executive Committee, the Executive Director shall: be in charge of the executive office of the Association, manage and conduct the business of the Association, execute agreements on behalf of the Association, hire and discharge Association employees, and establish compensation for Association employees.

Section 3 The Executive Director shall be an ex-officio member of all committees.

Article XII – Commissions

Section 1 Commissions of the Association may be: the High School Commission; the Middle Level Commission; the Assistant Principals' Commission; and the Career Technical Education (CTE)– Michigan Career Leadership Network (MCLN) Commission. Commissions may be established or deleted by the Board of Directors. The membership shall elect commission officers. (History: amended 09/30/2003; amended 06/18/04)

Section 2 Each Commission shall be committed to achieve the objectives of the Association.

Section 3 The officers of each Commission shall be a Chair and a Secretary.

Section 4 A Commission representative will be elected for two years. The first year of service will be as Secretary, the second as Chair.

Section 5 Commission Officers shall not succeed themselves upon completion of a term in office. (History: added 09/2003)

Section 4 The duties of the Commission officers:

The Commission Chair shall:

- A. be responsible for the development of Commission programs at the Annual Convention of the Association and/or Fall Conference and shall assist in coordinating those programs with the Association President and Executive Director or his/her designee.
- B. assist in the development of workshop activities of the Association pertaining to the Commission and carry out the other responsibilities and committee work as designated by the Association President.
- C. advise Association staff regarding important topics and issues pertaining to the Commission for Association publication.
- D. assist in the marketing of Association membership to those positions represented by the Commission.
- E. The CTE/MCLN Commission chair shall be responsible for submitting a career tech related article for each Association BULLETIN during term of office. (amended 06/18/04)

The Commission Secretary shall:

- A. serve as Chair of the Commission in the absence of the Chair.
- B. be a candidate for the office of Chair of the Commission following the term of office as Secretary.
- C. assist the Chair in fulfilling the functions of the Commission.

- D. be responsible for the on-site coordination of Commission activities at the Annual Convention, and/or Fall Conference.
- F. assist in the marketing of Association membership to those in positions represented by the Commission.

Section 5 The Career Technical Education– Michigan Career Leaderships Network Commission (History - amended 06/18/04)

Purpose

The purpose of this commission is to assist in the development and implementation of career technical education in Michigan. The primary responsibility of the CTE/MCLN Commission is to:

- a. advise and recommend to staff as to needs for in-service programming for Commission members.
- b. develop for Board approval and dissemination positions related to CTE issues.
- c. provide channels of communication to and from MASSP – CTE/MCLN members through its regional structure.
- d. frame communication and articulation as it related to CTE with the Michigan Department of Education, and other state and federal CTE regulatory agencies.
- e. recommend long and short term organizational goals and action plans relating to the purpose of this commission to the Board of Directors.

CTE/MCLN Commission (Standing Committee)

Drawing from the MASSP-CTE membership, regional representation shall be elected, to serve on the CTE/MCLN standing committee. These elected regional representatives shall serve as a task force to accomplish the goals of the Commission, involve members within their region to meet the purpose of the Commission, serve as a communication link between the Board of Directors and CTE/MCLN Commission leadership and regional members, hold at least one annual regional membership meeting, and encourage membership within their region.

Meetings

The CTE/MCLN Commission (Standing Committee) shall hold one meeting during the MASSP Annual Conference for Instructional Leadership. The Chair of the Commission may call other meetings as deemed necessary. It is expected the Commission committee should meet at least five times during the school year.

Selecting the officers of the CTE/MCLN Commission

From the elected regional representatives on the CTE/MCLN Commission (Standing Committee), yearly, one member will be appointed to serve as Secretary of the Commission. This person will progress the next year to serve for one year as the Chair of the Commission. Officers of this Commission will serve on the Board of Directors.

Article XIII - Association Regions

The purpose of the Regional organization of the Association is to get the involvement of members at the "grass roots," to give members a way to actively participate in the

Association, to network with colleagues, share information, and get ideas from Association members.

Section 1 Geographical Regions

Geographical Regions located throughout the State shall be established by the Board of Directors. Separate subgroups within a Region may be established by the Board of Directors to address unique situations.

Section 2 Regional Actions

All actions taken by a Region shall conform to the Association Bylaws, Policies and Practices, and shall be reported to the Board of Directors.

Section 3 Regional Officers

A Region shall elect a Representative to represent the Region on the Board of Directors. (History: amended 09/30/2003) The CTE/MCLN Commission, drawing from its respective regions, shall appoint regional representatives to serve on the CTE/MCLN Commission standing committee. (History – added 06/18/04)

Section 4 Term of Office

The term of office of Regional Representatives serving on the Board of Directors shall be two years. Regional Representatives are limited to two uninterrupted terms of office.

Section 5 Election of Regional Officers

Odd numbered Regions shall elect a Representative in odd numbered years, and even numbered Regions shall elect a Representative in even numbered years.

Section 6 The Regional Representative shall:

- A. Serve on the Board of Directors of the Association.
- B. Be a member of the Association Nomination Committee.
- C. Attend the annual orientation meeting of Regional Representatives and Staff.
- D. Report Association business to the Region.
- E. Seek the opinion of members of the Region concerning Association activities, procedures, and positions.
- F. Comply with Regional policies and expectations developed by the Board of Directors.

Article XIV - Amendments

Association Bylaws may be adopted or amended by the Board of Directors with a two thirds vote of the Directors present and voting, provided that the amendment was submitted in writing at the preceding Board meeting.

Article XV- Rules of Order

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order adopted by the Association.

Article XVI - Indemnification

The corporation may indemnify any person who was or is a party or has threatened to be made a party to a threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, by reason of the fact that he or she is or was a director or officer of the Association, or is or was serving at the request of the Association, as a director or officer, against expenses, including reasonable attorney's fees and accountant's fees, judgments, penalties, fines, and amounts paid in settlement action and reasonably incurred by him or her in connection with the action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association or its Members, and the person submits a written claim for indemnification. In respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful and the person submits a written claim for indemnification he or she may be entitled to indemnification. The Association may, by action of its Board of Directors, or by action of any person to whom the Board has delegated such authority, provide indemnification to employees and agents of the Association, with the same scope and effect as the foregoing indemnification of directors and officers.

Indemnification, under this section, shall be made by the Association only as authorized in a specific case upon a determination that the indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this paragraph, and upon an evaluation of the reasonableness of expenses and amounts paid in settlement. This determination and evaluation shall occur within 60 days after a written claim for indemnification has been received by the Association and shall be made by a majority vote of a quorum of the Board of Directors, consisting of Directors who are not parties or are threatened to be made parties to the action, suit or proceeding. If the quorum described herein is not attainable, then by a majority vote of the Executive Committee.

Indemnification, provided, is non-exclusive of the rights to which the person seeking indemnification or advancement of expenses may be entitled, under the Association's Article of Incorporation, Bylaws or contractual agreement. The indemnification provided for herein continues to a person who ceases to be a director or officer and, if applicable, employee or agent, and shall inure to the benefit of the heirs, personal representatives and administrators of the person.

Article XVII - Election Procedures

Section 1 Beginning the first week of December, and continuing until the second week in January, all professional members of the Association will be notified and encouraged to become nominees for Association office. Nomination forms, *petitions*, and a description of duties for each office will be available to the membership. (History: amended 09/2003)

Section 2 The Regional Representatives to the Board of Directors shall meet as a Nomination Committee each year in conjunction with the January Board of Directors meeting to nominate at least two persons for the office of President-Elect. When meeting as a Nomination Committee, the session shall be chaired by the Immediate Past President, who shall serve without a vote except in cases of a tie.

- Section 3 The Nomination Committee, in selecting nominees, shall consider representation from different geographical locations, representation from middle level, senior high school, assistant principals, career technical center administrators, as well as minority representation. Every effort should be made to nominate a member for President-Elect who has served on the Board of Directors. (History: first sentence added 4/18/02)
- Section 4 The Secretary to the Board of Directors shall secure the written approval of a candidate's superintendent of any candidate whose name shall be placed in nomination.
- Section 5 Nominees shall be submitted for approval to the Board of Directors before going to the membership. (History: amended 4/18/02)
- Section 6 The list of nominees shall be submitted to the membership of the Association in the April Association BULLETIN. (History: amended 4/18/02)
- Section 7 If a nominated candidate is unable to stand for election, the alternate selected by the nominating committee shall be substituted.
- Section 8 The membership will vote on the nominees by mail, or electronic if available, ballot during a three-week election period beginning the fourth week in April. (History: amended 4/18/02)
- Section 9 A special committee to tally the votes shall be appointed by the Immediate-Past President and/or the Executive Director.
- Section 10 (1) A plurality of all votes cast is necessary for election.
- (2) In case of tie votes for elected offices, the Board of Directors shall break the tie by a majority vote of the Board of Directors.

Article XVIII - Committees

Committees of the Association shall submit reports to the Board of Directors at the request of the Board of Directors.

Article XIX - Policies

The Board of Directors may, from time to time, enact appropriate policies consistent with these Bylaws and the Association's Articles of Incorporation. These policies may be adopted or amended by the Board, with a majority vote of the Directors present and voting, provided that the amendment or policy was submitted in writing at the preceding Board meeting.

Article XX - Resolutions

A majority vote of the Professional Members present and voting at a membership meeting of the Association is required to adopt a resolution that is filed in writing with the Executive Director no later than 120 days prior to the annual meeting. The Board of Directors shall review, edit for clarification, and consolidate, if the Board deems it appropriate, all resolutions. A majority vote of the Board of Directors is necessary before a resolution can be considered at an annual meeting. Board of Directors accepted resolutions will be published by the Association prior to the annual meeting during which the resolution is to be considered.

Resolutions not accepted by the Board of Directors may be brought before the annual meeting. Such resolutions must be given to the Executive Director forty-eight hours prior to the annual business meeting for preparation and will require a two-thirds vote of the Professional members present and voting to be accepted.