

**Bylaws of the Association**  
*As revised and adopted June 25, 2012*

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, information, and professional development, promote standards of excellence, and encourage 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:

Associate: Open to educators not serving as secondary building administrators.

Professional: Open to all educators engaged in instructional leadership at the secondary level.

Executive: Open to all educators engaged in instructional leadership at the secondary level.

Retired: Open to professional and associate members who have retired and are no longer employed in an educational leadership capacity.

Life: Open to all Past Presidents of the Association no longer employed in an educational leadership capacity.

Section 2      A Committee appointed by the Executive Director shall have the power

to establish qualifications for membership and make recommendations to the Board of Directors.

Section 3 Professional and Executive membership shall be terminated if a member ceases to be an employed principal, assistant principal, or supervisor of secondary instruction and/or upon non-payment of dues (unless personally purchased). Associate and Retired 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-day (90) grace period.

Article IV – Dues

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

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 1<sup>st</sup> through June 30<sup>th</sup> 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 or Executive members of the Association and be a practicing secondary building administrator.

Section 2 The officers shall be elected by ballot and shall take office by July 1st. All Professional and Executive members of the Association who are practicing secondary building administrators are eligible to vote.

Section 3 Election to the Executive Board shall be for a one-year term.

Section 4 Presidents of the Association are limited to one term in office.

Section 5      Should an officer be unable to complete the term of office, the Board of Directors shall appoint a replacement from the current Board.

Section 6      The President-Elect and President shall be practicing secondary building administrators. They will be members of the Board of Directors, executive committee, and ex-officio members of all convention-planning committees.

Section 7      Officers of the Association shall:

- Promote and grow Association membership.
- Fulfill responsibilities as assigned by Bylaws and the Board of Directors.
- Attend annual business meeting, conferences, and as many other Association sponsored events as possible.
- Monitor and promote completion of duties by Representatives of the Board of Directors.
- Adhere to the guidelines and expectations established for members of the Board of Directors.

The President shall:

- Monitor and encourage members of the Board to perform their assigned duties.
- Perform the duties of a presiding officer at all official meetings of the Association.
- Be the official spokesperson and representative for the Board of Directors, in partnership with the Executive Director.
- Call meetings of the Board of Directors in addition to those prescribed in these Bylaws.
- Be the Michigan coordinator for the National Association of Secondary School Principals.
- Sign, along with the Executive Director, certified copies of acts of the Association.
- Develop, in partnership with the Executive Director, agendas for the Board of Directors and Executive Committee.
- Represent the Board of Directors at the MASSP Annual Convention and other Association functions deemed appropriate by the Executive Director.
- Communicate with the Association members utilizing the Association developed communication network.

The President-Elect shall:

- Become President of the Association after serving a term as President-Elect

- Preside in the absence of the President

The Immediate Past-President shall:

- Be an official representative of the Association as designated by the President.
- Coordinate, compile information, and develop narrative for executive committee to use for evaluation of Executive Director.

Article VIII - Board of Directors

Section 1      The Board of Directors shall consist of the President, President-Elect, Immediate Past President, twelve Regional Representatives, three Middle Level Representatives, three Assistant Principal Representatives, one Career Technical Education Representative, three Members-At-Large, and the Executive Director. The Board of Directors may appoint representatives from other organizations acting in a liaison capacity. Liaison representatives shall be ex-officio members of the Board without a vote.

Section 2      All members of the Board shall comply with legal requirements to serve on a board of a non-profit 503(c)(6) organization.

Section 3      In the event a region does not select a Representative to the Board, or a Representative fails to attend two Board of Directors meetings without just cause, the Executive Director shall make a recommendation to the President to appoint an eligible member to fill that vacancy until the next regular election.

Section 4      Meetings

- All meetings shall have a quorum present; two-thirds of the voting members of the Board of Directors constitute a quorum.
- A minimum of four meetings of the Board of Directors shall be held per fiscal year (July 1 to June 30).
- The President, Board of Directors, or the Executive Director may call other meetings.

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/place of the annual meeting.
- Approve structure of 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.
- Adhere to the guidelines and expectations established for members of the Board of Directors.

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 at its spring meeting. 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 Executive Director, 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 may be subject to the review of the Board of Directors.
  - Carry out the policies as defined 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 upon approval by the Board of Directors.
  - Review the performance of the Executive Director and make recommendations to the Board of Directors in regard to employment contract status.

Article X - Regional Representatives

The purpose of the Regional Representatives of the Association is to promote membership and participation in the Association, to network with colleagues, share information, and have a voice in Association affairs.

- Section 1      Geographical Regions located throughout the state shall be established by the Board of Directors.

- Section 2 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 A Region shall elect a Representative to the Board of Directors.
- Section 4 The term of office of Regional Representatives serving on the Board of Directors shall be three years. Regional Representatives are limited to two terms of office.
- Section 5 One-third of the regions shall elect a Regional Representative each year.

Article XI – Middle Level Representatives

The purpose of the Middle Level Representatives of the Association is to promote membership and participation of members working in middle level secondary schools to network with colleagues, share information, and have a voice in Association affairs.

- Section 1 Geographical regions located throughout the state shall be established by the Board of Representatives.
- Section 2 The term of office of a Middle Level Representative serving on the Board of Directors shall be three years. Middle Level Representatives are limited to two terms of office.

Article XII – Assistant Principal Representatives

The purpose of the Assistant Principal Representatives of the Association is to promote membership and participation of members working in secondary schools to network with colleagues, share information, and have a voice in Association affairs.

- Section 1 Geographical Regions located throughout the State shall be established by the Board of Directors.
- Section 2 The term of office of an Assistant Principal Representatives serving on the Board of Directors shall be three years. Assistant Principal Representatives are limited to two terms of office.

Article XIII – Career Technical Education Representative

The purpose of the Career Technical Education Representative of the Association is to promote membership and participation of members working in secondary schools to

network with colleagues, share information, and have a voice in Association affairs.

Section 1 The term of office of the Career Technical Education Representative serving on the Board of Directors shall be three years. The Career Technical Education Representative is limited to two terms of office.

Article XIV – Representatives-At-Large

The President shall be responsible to ensure that three members of the Board serve as an At-Large Representative and they represent under-represented members of the Association membership.

Section 1 The President shall appoint At-Large Representatives to serve a three-year term.

Article XV – Executive Director

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

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 XVI - Amendments

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

Article XVII - Rules of Order

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not

consistent with these Bylaws and any special rules of order adopted by the Association

#### Article XVIII – 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 XXIV - Election Procedures

Section 1 All Professional and Executive members of the Association will be



notified and encouraged to become candidates for Association office or a Representative in which he or she is qualified on the Board of Directors. A description of duties and the election process for each office will be available to the membership on the Association website.

(1) Candidates for President-Elect must have previously served on the Board of Directors.

Section 2 On or before the last Friday in March, candidates must submit to the secretary of the Board of Directors: a letter from his or her Superintendent giving approval to run for office and a completed nomination form.

(1) Candidates for the office of President-Elect must also submit an electronic petition signed by a minimum of 20 voting members.

Section 3 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 on the ballot.

Section 4 The Professional and Executive members will vote on the nominees during a three-week election period beginning the fourth week in April.

Section 5 The secretary to the Board of Directors shall verify the results. In case of tie votes for elected offices, the Board of Directors shall break the tie by a majority vote.

#### Article XX - Committees

Committees of the Association shall meet as needed and submit reports to the Board of Directors.

#### Article XXI - 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 Representatives present and voting, provided that the amendment or policy was submitted in writing at the preceding Board meeting.

#### Article XXII - Resolutions

A majority vote of the Professional and Executive 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 business 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 business meeting.

Board of Directors accepted resolutions will be published by the Association prior to the annual business 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 and Executive members present and voting to be accepted.

#### Article XXIII - Sunset

The Executive Director shall establish a committee to review and reconsider amending the Association Bylaws in 2015.