



CONSTITUTION

Effective: August 1, 2023

Article I - Name

The name of this organization shall be the Massachusetts School Administrators' Association, Incorporated (MSAA). This organization represents the interests of elementary school, middle school, and high school administrators in Massachusetts.

Article II - Purpose

Serving the needs of pre-K, elementary, middle, and high school administrators of the Massachusetts School Administrators' Association to support and promote quality educational opportunities for elementary, middle, and high school students throughout Massachusetts. The Association will:

- 2.1 Provide school leaders with services designed to promote collaboration, communication, and continuous school improvement.
- 2.2 Collaborate with other professional and educational organizations for the improvement of elementary, middle, and high school education.
- 2.3 Advocate positions of the Association on significant local, State, and national issues.
- 2.4 Provide leadership and support in areas of student services to include non-athletic activities, wellness, leadership, and citizenship.
- 2.5 Provide executive leadership training for members of the Association and sponsor professional development programs to support the staff and schools of Association members.
- 2.6 Provide programs to support the general welfare of the members.
- 2.7 Strive to ensure the development of future school leaders.
- 2.8 Encourage interscholastic athletic leadership both locally and through the Massachusetts Interscholastic Athletic Association.
- 2.9 Develop guidelines and regulations for middle level interscholastic and co-curricular activities.

Article III - Membership Statement

The Association is committed to diversity, equity, and inclusion of all its members. To that end, the Association will encourage representation across all membership, committees, employees, and

participants across age, race, color, national origin, sex, gender identity, religion, sexual orientation, and disability. When members join the Association, they will have the opportunity to self-identify as to any of the aforementioned categories.

Article IV – Membership

4.1 Active: Active membership is open to any practicing elementary, middle, or high school administrator in Massachusetts. A practicing school administrator is defined to include any educator who spends a major part of their daily assignment in administering and supervising an elementary, middle, or high school. An active member is eligible to vote, become a member of the Board of Directors including being an officer thereof and, on any committee established by the Board of Directors.

4.2 Associate: Associate membership is open to any individual who supports the objectives of the Association. Associate members shall have all the rights, services, and privileges of active members except that Associate member may not vote at the Annual Meeting nor serve on the Board of Directors, however, may become a voting member of a standing committee except not as chair thereof.

4.3 Aspiring: To be eligible for Aspiring Administrator membership, an individual must have earned a college degree and have as a career goal attainment of the position of elementary, middle, and high school administrator. Aspiring administrators may serve on Association standing committees in a non-voting capacity. They cannot serve on the Board of Directors in any capacity. However, they are entitled to the discounted workshop and conference registration fees of Active members. Aspiring administrators will receive all publications and mailings sent to Active members. Special services available to Aspiring members include mentoring by retired administrators, visits to schools of practicing administrators, workshops specifically designed for this membership category, and notification of job openings in elementary, middle, and high schools.

4.4 Retired: Retired membership is open to former members of the MESPA (Massachusetts Elementary School Principals Association), MMLSAA (Massachusetts Middle Level School Administrators Association), and MSAA (Massachusetts School Administrators' Association) who are no longer eligible for active membership. Retired members shall have all the rights, services, and privileges of active members except that they will not be eligible to serve as President or Vice President. A member who holds a "Retired" membership but then returns to active practice may choose the membership category to which to belong.

4.5 Honorary: Honorary life membership may be conferred upon any individual who is deemed worthy of the recognition by the Board of Directors.

4.6 Expulsion: Any member hereof may be removed due to a loss of good standing. For purposes of this instrument, a loss of good standing shall occur when (i) a member has missed more than three (3) consecutive meetings for reasons other than sickness; (ii) a member is in arrears on dues; or (iii) has been accused of a criminal action which may compromise the reputation of the Association. This determination shall be made by the Board of Directors, at least fourteen (14) days prior to a meeting, by two-thirds of the Quorum of members at a meeting of the Board of Directors specifically called for the purpose of expelling a member. However, the Board of Directors reserves the right to impose a lesser sanction, when appropriate, in its sole discretion.

4.7 Resignation: Any member may resign by notifying the President of the Board of Directors in writing. Unless a different date is stated in the letter of resignation, such resignation shall be presumed to be effective immediately upon receipt.

Article V – Organization

5.1 Officers: The Officers of the Association shall be the President, the President-elect, Vice-President and Past President, with the President-elect automatically assuming the presidency without further elections when the President’s term ends or is shortened due to circumstances beyond their control, and the Vice-President automatically assuming the position of President-elect without further elections when the President-elect’s term ends or is shortened due to circumstances beyond their control. If the Past President is unable to serve in that capacity for any reason the President shall contact the most recent Past President willing and qualified to serve the balance of the term.

The President-elect shall perform the duties of the President when the President is absent or unable to serve, and when so performing shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall perform the duties of the President when the President Elect is absent or unable to serve. The other Officers shall have such powers and perform such duties as are assigned by the Board of Directors, from time to time.

If at any time, the position of Vice President becomes vacant due to resignation or otherwise the Board of Directors may, consistent with the general principle that Association offices should be filled in accordance with an election process, call a special election on a date established as convenient to fill the Vice Presidency and any other office affected by the vacancy in the Vice Presidency. Such elections shall be preceded by a thirty (30) day nomination period and in the same manner as conducted in **Section 5.4 Election Procedures**.

5.2 Finance Committee: The Finance Committee shall minimally consist of the Officers. The President Elect shall serve as chairperson. A middle school administrator, a high school administrator and an elementary school administrator must also be members of the Finance Committee, if they are not serving in the role of Officer. The President shall select from the current Board of Directors to fulfill representation from the elementary, middle level, and high school on this committee.

5.2.1 Duties: The Finance Committee shall:

- Review the annual budget prepared by the Executive Director and make a recommendation to the Board of Directors for approval.
- Advise and confer with the Executive Director on fiscal matters.
- Advise the Board of Directors, standing committees, and members on financial policies and matters.

5.3 Joint Meetings with the MIAA Finance Committee: When requested by the Committee Chairs due to financial matters effecting both Associations and by consent of both Association Finance Committees, joint meetings may be held. For any action to be effective it must be voted in the affirmative by a majority vote of the then total membership of each Association Finance Committee, determined fourteen (14) days prior to such meeting.

5.4a. Election Procedures for Membership Years 2025 and Beyond: Nominees for the office of vice-president of the Association shall be nominated by the method of soliciting nominations from the entire membership by ballot form.

Members of the Board of Directors shall be nominated by the method of soliciting nominations from each of the respective geographical regions for representatives on the Board of Directors. Only Active members serving as school administrators shall be considered for membership.

The nomination procedure will be accomplished by sending nomination solicitations to the active

membership on February 1st, with returns due on February 15th. Such returns should be collected electronically to inform the President of the two persons receiving the highest vote tally. The President shall announce the names of the two persons receiving the highest votes for each office.

The nominees will be presented to the full membership on March 1st in a special notice which will include the names of the nominees for each office on a formal electronic ballot, which will be returned no later than March 15th, the President will announce the successful candidate for each office to the Board of Directors and formally present the successful candidate at the Summer Institute (SI).

Generally, the term of office for the President, President-elect, Vice-President and Past President, shall be for a period of one (1) year. Officers so elected shall assume their positions in accordance with the procedures contained in this Article unless elected pursuant to a special election to fill an unexpired term.

If a regional district Board of Director cannot serve, for any good reason, then the President of the geographical region, or their designee will fill in until the next regular election. If they are already on the Board of Directors, the official next in line at the geographical region level will serve.

When a candidate's name appears for two positions, and they receive sufficient votes for two positions, then they will be contacted to determine which position they wish to accept.

5.4b. Election Procedures for Membership Year 2024 (Beginning with the SI of 2023): Members of the Board of Directors shall be nominated by the method of soliciting nominations from each of the respective geographical regions for representatives on the Board of Directors. Only Active members serving as school administrators shall be considered for membership.

The nomination procedure will be accomplished by sending nomination solicitations to the Active membership on September 1, 2023, with returns due on September 30, 2023. Such returns should be collected electronically to inform the President of the two persons receiving the highest vote tally. The President shall announce the names of the two persons receiving the highest votes for each office.

The nominees will be presented to the full membership on October 1, 2023 in a special notice which will include the names of the nominees for each office on a formal electronic ballot, which will be returned no later than October 15, 2023. The President will announce the successful candidate for each office to the Board of Directors and formally present the successful candidates to the membership in October 2023.

5.4c. Election Procedures for Membership Modified by the President: The process for dates for a special election may be held in accordance with the process above at the discretion of the President.

5.5 President: The President is the Chief Executive Officer of the Governing Body and of the Board of Directors.

5.5.1 The President shall represent the Association or may appoint a delegate(s) to represent the Association at meetings or occasions deemed appropriate by the Board.

5.5.2 The President may, from time to time, appoint committees other than standing committees (temporary or special) as deemed necessary to effectuate the mission of the Association.

5.5.3 The President shall serve as a member of the Finance Committee and as a non-voting

member on each standing, temporary or special committee.

5.5.4 The President shall perform such other duties and shall have such other powers as the Board of Directors may from time to time prescribe.

5.5.5 The President shall be authorized to sign any documents on behalf of the Board of Directors and the Governing Body, including, without limitation, the Executive Director's Contract.

5.6 Clerk: The Executive Director or designee shall perform such duties as are incident to the office of Clerk of a cooperation, including, without limitation, the duty and power to give notices of all meetings of the Governing Body and the Board of Directors and to keep a record of the proceedings, maintain the list of members and their contact information and be the official custodian of the Association's records.

5.8 Executive Director:

5.8.1 The Board of Directors shall hire the Executive Director and determine the conditions of employment. Further, the Board of Directors shall evaluate the performance of the Executive Director.

5.8.2 The Executive Director's position is governed by contract and by job description both of which are amendable by the Board of Directors from time to time and are incorporated herein by reference as if stated herein in their entirety.

5.8.3 The Executive Director shall appoint a parliamentarian to oversee meetings of the Board of Directors and Governing Body. The parliamentarian shall be trained in Robert's Rules of Order, current addition.

5.8.4 The Executive Director shall serve as a non-voting member of each standing, special and temporary committee.

Article VI – Board of Directors

6.1 Composition: The Board of Directors shall consist of the Officers, and eighteen active members selected in accordance with the election procedures within Article V. The Board of Directors shall have the power to fill any vacancies in the committees until the next regular election and shall have the power to fulfill policy making functions, which normally would fall to a strong Board of Directors empowered to act and speak for the Association on such matters, including, without limitation, the power to invest and expend funds of the Association.

The Board of Directors should be broadly represented, not only regionally, but with respect to administrative representation; PreK, Elementary, Middle Level, High School, Urban, Career Vocational Technical Education, and Assistant Principals. In the event this representation is not included in the elected Board of Directors, the Board of Directors will appoint a non-voting member to satisfy the intent of this Section.

The term of office of a Board of Directors shall commence as soon as practicable in accordance with the process stated in Article V following their election and shall be for a period of three years. Elections shall be staggered, with four members being elected each year from the categories stated herein.

No person shall be elected to the Board of Directors for more than two consecutive terms.

The Board of Directors shall consist of the Officers and eighteen (18) additional members. The eighteen members shall consist of one individual representing PreK-8, and individual representing Grades 7 – 12 elected from each of the nine (9) Superintendent Roundtable Regions.

These categories may be amended from time to time by a vote of the Governing Body.

Whenever an MSAA member serves on the NASSP and/or the NAESP Board of Directors (and is not a member of the MSAA Board of Directors) that person shall serve on the MSAA Board of Directors as a non-voting member.

6.2 Duties:

6.2.1 The Board of Directors is the chief policy authority for the Association and shall maintain an electronic record of its Policies at the principal place of business for the Association.

6.2.2 The Board in its Policy making role shall draft, evaluate, and support best practice initiatives that impact the members professionally.

6.2.3 The Board of Directors has direct authority to hire and fire the Executive Director as well as to evaluate the position at least annually prior to the end of the fiscal year.

6.2.4 The Board of Directors shall approve the annual budget prepared by the Executive Director and reviewed by the Finance Committee; shall set the amount of annual dues; and fill vacancies on and determine the number of members on committees (unless otherwise provided for herein) but only until the next meeting of the Governing body.

6.2.5 The Board of Directors is also responsible for appointing nine (9) directors for the MIAA. In appointing those directors, one must be recommended from each of the nine (9) athletic districts of the MIAA and must also be a member in good standing, as determined pursuant to Section 4.6 herein, of the Association. Members so elected, will be for a three-year term.

6.3 Annual Meeting of the Board of Directors and the Governing Body: Any such meeting shall take place on the last Thursday of July or such other date as the President and Board of Directors mutually agreed upon. Notices therefore shall be sent to all members of record in good standing determined at least fourteen (14) calendar days prior, along with an agenda stating the initiatives to be taken up.

6.4 Regular meetings of the Board of Directors: Regular meetings may be called by the President with fourteen (14) calendar days advance notice with a copy of an agenda.

6.5 Special meetings of the Board of Directors: Special meetings may be called by the President with seven (7) calendar days advance notice with a copy of an agenda.

6.6 Location of meetings: All meetings shall take place at the Association's principal place of business located at 33 Forge Parkway, Franklin, MA, unless a different location is stated in the meeting notice.

6.7 Distribution of meeting notices: For purposes of all meetings of the Board of Directors or any committee, notice shall be duly given to each member (i) by giving each such member in person or by telephone; (ii) by sending an email; (iii) by delivering to the member's last known business or home

address; or (iv) by posting on the Association's website, on or before the respective time requirement for a regular or special meeting.

6.8 Meetings by telephone or virtually: Meetings of the Board of Directors or of any committee established herein, members thereof may participate and be eligible to vote in a meeting conducted by telephone or virtually as long as: (i) the notice for the meeting states that the meeting is to take place using a different method other than in person; (ii) all members participating in the meeting can hear each other and (iii) that all participating members must possess/have access to all materials that are to be discussed or considered.

6.9 Quorum: A Quorum consists of a majority of the total number of members of the Board of Directors, in good standing, pursuant to Section 4.6 herein, determined fourteen (14) days prior meeting. In the absence of a Quorum at any such meeting, a majority of the members present may adjourn the meeting without further notice, until a Quorum is present.

6.10 Action at Meeting: At any meeting of the Board of Directors at which a Quorum is present, the vote of a majority of the Quorum shall be sufficient to take any action except that in the case of a vote to expel a member or to terminate the Executive Director, two-thirds of the Quorum will be required to take any such action. All meetings hereunder will be conducted in accordance with the then current edition of Robert's Rules of Order as interpreted by the Parliamentarian.

Article VII – Governing Body

7.1 The Governing Body shall consist of all Active and Retired members in good standing. Each Active and Retired member in attendance at a meeting of the Governing Body shall have one vote. Determination of good standing shall be made in accordance with Section 4.6 herein, fourteen (14) days prior to the meeting.

7.2 Duties:

7.2.1 Meet at least annually at the call of the Board of Directors, at a place and time determined by the President of the Board of Directors and at such other times and places as President of the Board of Directors may decide.

7.2.2 Receive reports of officers and committees.

7.2.3 Consider any amendments to the Association's Constitution.

7.2.4 Consider any proposed major actions effecting the Association including, without limitation, significant changes to the structure of the Association such as additions/deletions of program areas and categories of members.

7.3 Governing Rule of Meetings: Robert's Rules of Order current edition, shall be the governing rule of the meetings of the Governing Body, as interpreted by the Parliamentarian.

7.4 Quorum: At any meeting of the Governing Body where official action of any kind is to be taken by vote, forty (40) members, in good standing in accordance with Section 4.6, determined fourteen (14) days before any such meeting, shall constitute a Quorum.

7.5 Action at meeting: At any meeting of the Governing Body at which a Quorum is present, the vote of two-thirds of the Quorum shall be sufficient to take action, except as otherwise provided for herein.

In the case of all elections of officers, members of standing committees or Board of Directors, only a majority of the Quorum shall be needed to effectuate such action.

7.6 Regular meetings: Regular meetings of the Governing Body may be called by the President with fourteen (14) calendar days advance notice with a copy of an agenda.

7.7 Special meetings: Special meetings of the Governing Body may be called by the President with seven (7) calendar days advance notice with a copy of the agenda.

7.8 Location of meetings: All meetings shall take place at the Association's principal place of business located at 33 Forge Parkway, Franklin, MA unless a different location is stated in the meeting notice.

7.9 Distribution of meeting notices: For purposes of all meetings of the Governing Body of notice shall be duly given to each Member (i) by giving notice to such member in person or by telephone; (ii) by sending an email; (iii) by delivering to member's last known business or home address; or (iv) by posting on the Association's website, on or before respective time requirement for either a special or regular meeting.

7.10 Meetings by telephone or virtually: Meetings of the Governing Body or any committee established herein, members thereof may participate and be eligible to vote in a meeting conducted by telephone or virtually as long as (i) the notice for the meeting states that the meeting is to take place using a different method other than in person; (ii) all members participating in the meeting can hear each other and (iii) that all participating members must possess/have accesses to all materials that are to be discussed or considered.

Article VIII Standing Committees

8.1 Standing committees are the working groups of the furtherance of the Association

8.2 The Board of Directors delegates to the Standing Committees the responsibility for specific functions involved in proper administration of the Association's responsibilities.

8.3 Each committee shall choose its own chair. The chair shall call meetings as needed and assume leadership in the work of the committee. Each committee shall choose a secretary. A secretary shall keep the records of the meeting and shall send copies of these records to the Executive Director. The chair or their designee shall attend meetings of the Board of Directors as requested by the Board or by the Assembly.

8.4 The powers and duties of any committee shall be those needed to regulate and control the activity it sponsors; however, these duties and powers may be designated in detail by the Board of Directors or by the Governing body.

8.5 Any active member of the Association may be a member of a Committee.

8.6 All appropriations and expenditures for all Committees shall be determined by the Executive Director and the Chief Financial Officer.

Article IX Annual Dues

Dues and assessments are due and payable on August 1 of each year.

Article X – Amendments

Amendments to this Constitution may be approved at any regular or special meetings of the Governing Body, by a majority vote of the Quorum. Any such proposed amendment(s) must be presented to the Board of Directors at least thirty (30) days prior to such meeting.

Amendments shall be referred to the membership by sending a notice of the proposed amendment to each voting member in good standing, determined pursuant to Section 4.6 herein, at least twelve (12) days prior to the meeting with each amendment(s).

The Constitution shall be reviewed and recodified to incorporate all prior and additional amendments every three years by a special committee appointed by the President and confirmed by the Board of Directors. The document drafted pursuant to this Section 10.3, shall be approved at a Special or Regular Meeting of the Governing Body, by a two-thirds vote of the Quorum.

Article XI - Internal Revenue Code

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members or any private individuals. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as permitted by Section 501 (h) of the Internal Revenue Code. The organization shall not carry on any activities not permitted under Section 501 (c) (3) of the Internal Revenue Code.

Article XII - Dissolution

Upon dissolution of the corporation, all of the assets of the corporation shall be distributed exclusively for the purposes of the corporation to an organization or organizations organized and operated exclusively for charitable purposes as shall qualify for exemption under Section 501 (c) (3) of the Internal Revenue Code and the laws of the Commonwealth of Massachusetts to the extent not preempted by federal law.