



CONSTITUTION

Effective: August 1, 2022

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 - Mission

Serving the needs of elementary level, middle level, 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 by:

- 2.1 Providing a voice for educational leaders in the state
- 2.2 Offering quality professional development for Association members and their staffs
- 2.3 Encouraging collaboration among members through networking
- 2.4 Training future school leaders
- 2.5 Organizing and facilitating statewide student activities such as Student Council, National Honor Society and Cheerleading/Dance
- 2.6 Acting as an ongoing provider of pertinent and timely information to our members
- 2.7 Maximizing the number of Active Association members
- 2.8 Collaborating with other educational leadership groups

In addition, the Association shall encourage interscholastic athletic leadership both locally and through partnership with the Massachusetts Interscholastic Athletic Association (hereinafter the MIAA).

The Association shall develop guidelines and regulations for middle level interscholastic athletic and co-curricular activities.

The MSAA shall also be charged with the responsibility to evaluate and recommend best practices relating to elementary, middle, and high school education.

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
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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 a President, First Vice President, Second Vice President, Third Vice President, Coordinator for the National Association of Secondary School Principals

(NASSP), Coordinator for the National Association of Elementary School Principals (NAESP), and the Executive Director. With the exception of the Executive Director, officers shall be elected by the Governing Body at the Annual Summer Business Meeting. The term of office for all elected officers shall be August 1 through July 31. In the event of a vacancy or vacancies of an officer position(s), the Nominating Committee will seek out candidates interested in filling the role(s). The Nominating Committee will then recommend candidates to the Board for approval. The person(s) approved by the Board of Directors, to fill such vacancy or vacancies, shall serve until the next meeting of the Governing Body.

5.2 President:

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

5.2.2 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.

5.2.3 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.

5.2.4 The President shall serve as a member of the Finance Committee and as a non-voting member on each standing, temporary or special committee.

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

5.2.6 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.

5.3 Vice Presidents: There are three Vice Presidents, the First Vice President, the Second Vice President, and the Third Vice President. The three Vice Presidents shall serve as members of the Finance Committee. The First Vice President shall serve as chairperson. The Vice Presidents shall succeed in order to the Presidency on an annual basis and shall perform the duties of the President in the event of the absence or unavailability of the President and shall assume other tasks as requested by the President. The First Vice President 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 Second and Third Vice Presidents shall have such powers and perform such duties as are assigned by the Board of Directors, from time to time.

5.4 Clerk: The Executive Director or designee shall perform such duties as are incident to the office of Clerk of a corporation, 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.

5.5 Executive Director:

5.5.1 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.

5.5.2 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.

5.5.3 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.

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

Article VI - Board of Directors

6.1 The Board of Directors shall consist of the Executive Director, President, First Vice President, Second Vice President, Third Vice President, six Members-At-Large, three immediate Past Presidents, the NASSP Coordinator, NAESP Coordinator, and the Chairs (elected annually by the members of the respective standing committees) of each of the following standing committees with the exception of the Finance Committee (see 6.4). Each Board member may only represent one of the aforementioned categories as well as those categories listed below:

Assistant Principals	Legislative
Career Vocational Technical Education	Middle Level
Cheerleading/Dance	Retired Administrators
Diversity, Equity, and Inclusion*	Student Council
Educational Policies	Summer Institute
Elementary	Teaching and Learning
Finance	Urban
High School	Woman in Leadership*

*A joint committee with the MIAA

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.

Any member of the Board of Directors may be expelled in accordance with the process in Section 4.6 hereof.

6.2 Duties: 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. The Board in its Policy making role shall draft, evaluate, and support best practice initiatives that impact the members professionally. 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. In addition, 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 Annual Meeting.

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 Meetings and Procedures

6.3.1 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.

6.3.2 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.

6.3.3 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.

6.3.4 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.

6.3.5 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.

6.3.6 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.

6.3.7 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.

6.3.8 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.

6.4 Finance Committee: The Finance Committee shall minimally consist of the three Past Presidents, the current President, and the three Vice Presidents. The First Vice President shall serve as chairperson. A middle school administrator, a high school administrator and an elementary school administrator must be members of the Finance Committee.

6.4.1 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.

The Finance Committee shall serve as the Nominating Committee for the Association.

6.5 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.

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 and powers of the Governing Body shall be to:

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 Elect officers, Board of Directors members, and standing committees.

7.2.4 Consider any amendments to the Association's Constitution.

7.2.5 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 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.

7.11 Nomination procedures for open Board of Director positions Members in good standing, in accordance with Section 4.6 herein, must submit a letter of interest to the Nominating Committee identifying the position they seek by the deadline annually established by the First Vice President of the Association.

The Nominating Committee shall review all such applications and recommend members ensuring that two of the six (6) at-large members are elementary school administrators, two are middle school administrators, and two are high school administrators. Furthermore, all such nominations shall consider geography and urban and career vocational technical education representation. In addition, special attention will be given to representation across age, race, color, national origin, sex, gender identity, religion and disability.

The Nominating Committee will submit a slate to the Governing Body at the Annual Meeting. At the Annual Meeting, the members in attendance will vote on the slate proposed by the Nominating Committee.

Article VIII - Standing Committees

Standing committees are the working groups for the furtherance of the Association.

8.1 Assistant Principals Committee (Advisory to the Board of Directors)

8.1.1 Duties - The Committee shall:

Conduct surveys and disseminate information on the role of the Assistant Principal and various practices in fulfilling that role.

Coordinate the study of issues of particular relevance to assistant principals and make recommendations to the Association regarding these issues.

Organize and promote workshops, conferences, and publications on the Assistant Principalship.

Develop position papers on issues relevant to the Assistant Principalship. Such papers shall be approved by the Board of Directors before publication.

Promote the membership of Assistant Principals in MSAA, NASSP and NAESP

Promote and develop skills and opportunities for assistant principals.

8.2 Career Vocational Technical Education Administrators Committee (Advisory to the Board of Directors)

8.2.1 Duties- The Committee shall:

Advise the MSAA Board of Directors in areas affecting vocational administrators that might benefit from MSAA action.

Provide a collegial forum for the discussion of vocational concerns, and the development of ideas for curriculum and procedural advances.

Maintain liaison with the vocational education section of the Massachusetts Department of Elementary and Secondary Education (DESE) in order to provide DESE personnel with input and suggestions from practitioners.

Disseminate information on best practices and curriculum initiatives in the field of vocational education.

8.3 Cheerleading/Dance Committee

(Advisory to the Board of Directors)

8.3.1 Duties-The Committee shall:

Oversee and regulate all cheerleading/dance activities.

Organize and sponsor Cheerleading /Dance Tournaments that will lead to State Championship(s).

Recommend policies and procedures to facilitate the same.

8.4 Diversity, Equity, and Inclusion Committee

(Advisory to the Board of Directors)

The DEI Committee is a joint Standing Committee of the MSAA and of the MIAA. An MSAA member of the DEI Committee, who is a member in good standing of the Association in accordance with Section 4.6 herein, shall also serve as a member of the Board of Directors.

8.4.1 Duties- The Committee shall:

Organize and promote programs, workshops, and conferences on related topics.

The DEI Committee shall promote diverse membership in the Association.

8.5 Educational Policies Committee

(Advisory to the Board of Directors)

8.5.1 Duties - The Committee shall:

Coordinate the study of specific educational issues confronting the members of the Association and make recommendations to the Association or any of its subdivisions in regard to these issues.

Develop position papers on issues referred by the Board of Directors, and initiate creation of position papers on other topics identified by the Committee. Such papers shall be approved by the Board of Directors before publication.

Review all policy statements of the Association on an annual basis to ensure that they

reflect the current positions of the MSAA and suggest revisions to the Board of Directors.

Maintain a policy manual that contains all current position papers.

Coordinate as appropriate with the Legislative Committee.

8.6 Elementary Committee

(Advisory to the Board of Directors)

8.6.1 Duties- The Committee shall:

Advise the MSAA Board of Directors in areas of leadership and service which MSAA will provide and expand where appropriate in support of elementary level administrators.

Develop strategies for promoting MSAA membership among elementary level administrators.

Organize and promote programs, workshops, and conferences on issues specifically appropriate for elementary administrators and schools.

Recommend courses of action to the MSAA Board of Directors and through the Board to other standing committees.

8.7 Finance Committee

(Advisory to the Board of Directors)

See Section 6.4

8.8 High School Committee

(Advisory to Board of Directors)

8.8.1 Duties - The Committee shall:

Advise the MSAA Board of Directors in areas of leadership and service which MSAA will provide and expand where appropriate in support of secondary school administrators.

Provide forums for high school MSAA members to study and exchange ideas relative to problems and situations pertinent to high schools.

Organize and promote programs, workshops, and conferences on issues specifically appropriate for high schools.

Recommend courses of action to the MSAA Board of Directors and through the Board to other standing committees.

8.9 Legislative Committee

(Advisory to the Board of Directors)

8.9.1 Duties - The Committee shall:

Provide relevant legislative information to the membership.

Recommend to the Board of Directors the positions the Association should take on legislation relative to the Association and to the elementary, middle, and high schools of the Commonwealth.

Recommend to the Board of Directors legislation which should be submitted in the best interest of students and their administrators.

Establish a system by which elected officials are kept informed consistently on issues of interest to the MSAA.

Develop legislative initiatives to be presented annually to the Board of Directors that does not violate IRS regulations which prohibit non-profit entities from engaging in political campaign activity.

8.10 Middle Level Committee

(Advisory to the Board of Directors)

8.10.1 Duties - The Committee shall:

Advise the MSAA Board of Directors in areas of leadership and service which MSAA will provide and expand where appropriate in support of middle level administrators.

Develop strategies for promoting MSAA membership among middle level administrators.

Recommend courses of action to the MSAA Board of Directors and through the Board to other standing committees.

8.11 Retired Administrators Committee

(Advisory to Board of Directors)

8.11.1 Duties - The Committee shall:

Sponsor activities for retired members.

Support active Association members through mentoring.

Support Association efforts to recruit future elementary, middle, and high school administrators.

Support efforts and goals of the Board of Directors and other standing committees.

Promote Active, Associate, and Retired memberships.

8.12 Student Council Committee

(Advisory to Board of Directors)

8.12.1 Duties - The Committee shall:

Oversee and regulate all Student Council activities.

Provide leadership training and development programs, workshops, and conferences.

8.13 Summer Institute Committee
(Advisory to the Board of Directors)

8.13.1 Duties - The Committee shall:

- Support the MSAA Staff to plan for the Summer Institute.
- Provide ideas for the theme of the Conference.
- Participate in the selection of the keynote and workshop speakers.
- Assist in the logistics and marketing of the Conference among members.
- Encourage participation of members in the Conference.

8.14 Teaching and Learning Committee
(Advisory to the Board of Directors)

8.14.1 Duties - The Committee shall:

- Encourage the continual evaluation and development of curriculum, instruction, and assessment in the best interests of the students being served.
- Conduct surveys of current best practices and disseminate information to the membership to innovative ideas and successful programs.
- Organize and promote programs, workshops, conferences, and publications.
- Establish liaisons with all other organizations studying curriculum, development, and instructional practices.
- Promote articulation between elementary schools, middle schools, and high schools.
- Coordinate as appropriate with the Legislative Committee.

8.15 Urban Committee
(Advisory to the Board of Directors)

8.15.1 Duties – The Committee shall:

- Advise the MSAA Board of Directors in areas of leadership and service which MSAA might expand in support of urban administrators.
- Provide forums for urban MSAA members to exchange ideas and provide collegial support.
- Develop strategies for promoting MSAA membership among urban administrators.

8.16 Women in Leadership
(Advisory to the Board of Directors)

The Women in Leadership Committee is a joint Standing Committee of the MSAA and of the MIAA. An MSAA member of the Women in Leadership Committee, who is a member in good

standing of the Association in accordance with Section 4.6 herein, shall also serve as a member of the Board of Directors.

8.16.1 Duties- The Committee shall:

Advise the Board of Directors in areas of leadership and service for female administrators and students.

Promote and expand leadership opportunities for female administrators and students.

Develop strategies for promoting Association membership among female administrators.

Organize and promote workshops, networking, and support opportunities specifically focused on female administrators and students.

All appropriations and expenditures for all Committee activities 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

10.1 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.

10.2 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).

10.3 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.