



MASSACHUSETTS SCHOOL
ADMINISTRATORS' ASSOCIATION

**Constitution Committee, Spring 2022
Executive Summary**

Introduction: Article 9 section 3 of the Constitution of the Massachusetts School Administrators' Association (MSAA) (hereinafter also referred to as the "Association") states, "The Constitution shall be reviewed at least every three years by an "Ad Hoc Committee" appointed by the President." This Committee was appointed by me to engage in this work. Volunteers were solicited at two Board meetings.

This work began with Dan Richards, NASSP Representative, and Ron Sanborn, NAESP Representative. After reviewing the MSAA Constitution, as well as the constitutions of other associations, an initial recommendation was made to make ten amendments.

I then reviewed these ten amendments with Bob Baldwin, Executive Director, Sherry Bryant, Chief Financial Officer, and Joseph O. Scardino, Esquire, legal counsel for the Association. At that meeting, it was determined there was a strong need for more changes to be made to strengthen the power of the Board of Directors, to codify our processes, and to effectuate our processes into policies.

At the recommendation of Attorney Scardino, an attempt was made to expand the Committee to broaden representation from the membership. A call for volunteers went out to each Committee. I would like to take this opportunity to thank Jessica Downey, Kathleen Duff, and Karen Hughes for joining our committee.

The expanded committee members included:

- Bob Baldwin, Executive Director, MSAA
- Sherry Bryant, Chief Financial Officer, MSAA
- Jessica Downey, Principal, High Rock School (Needham)
- Kathleen Duff, Director of Career Tech and Business Ed, Newton Public Schools
- Karen Hughes, Assistant Principal, Scituate High School
- Dan Richards, Assistant Principal, Manchester Essex Regional High School
- Ron Sanborn, Principal, Jaworek Elementary School (Marlborough)
- Joseph O. Scardino, Esquire, MSAA Legal Counsel
- Julie Vincentsen, Principal, Hanscom Primary School (Lincoln)

The expanded committee met for two additional meetings during which the entire Constitution was reviewed and updated. This Executive Summary serves as a cross-walk for the Board of Directors and the Membership to understand the changes that are being recommended. They will be presented and discussed at the June 23, 2022 meeting of the Board of Directors.

General Formatting Edits: Over forty general formatting edits were made to the document in general to clean up spacing, font size and unity in format. A document outlining those edits can be provided to any Board Member or Active Member who would like to review them.

Article II: To align with the constitutions of other organizations, this article was changed from “Purpose” to “Mission”. The Mission Statement of the Association is now included in lieu of the statements of purpose in the current Constitution.

Article III: Article III in the current Constitution is currently “Membership”. In this revised edition, the Committee is proposing that this “Membership Statement” be included to codify our commitment to diversity, equity and inclusion. This statement also modernizes our definition of the concept of diversity. The current Constitution is void of this commitment. The inclusion of this as a separate article felt important to the Committee. It changes the numbering of all other articles.

Article IV: Binary language was removed from Article IV section 1. The duties of an active member were also more clearly defined. Article IV sections 6 and 7 were added to strengthen the position of the Board and to codify our processes in these two areas.

Article V: The current Constitution does not outline a process for the event of a vacancy of an Officer. This codifies a process that is open to all members.

Article V Section 2 defines the role of the President more clearly and accurately. Clauses 1, 5 and 6 have been added. In the current Constitution, this portion is Article 4 Section 2. Please note that Article 4.2.4 regarding the Nominating Committee was moved to Article 7 Section 11 to better codify the current practices for this committee.

Article V Section 3 was updated to include that the Vice Presidents will perform the duties of the President in the event of the absence or unavailability of the President.

Article V Section 4 was added to codify this position’s roles and responsibilities.

Article V Section 5 was updated to reflect the responsibilities of the Board of Directors in relation to the Executive Director as well as to reflect the Executive Director’s role on the Board. In the current Constitution this is Article 4 Section 4 and reads more like a job description. At a recent Board meeting, we approved the job description written by the Finance Committee. It is referenced in 5.5.2 as is the Executive Director’s contract.

Article V Section 5 Clause 3 was added to safeguard the Board to make sure we are following the Constitution.

Article VI: The Standing Committee list was updated to include the Diversity, Equity, Inclusion Committee, Summer Institute and Women in Leadership. This will add three Committee Chairpersons to the Board. This codifies our current practices. The Summer Institute Committee is currently being referred to as an ad hoc committee. The definition of ad hoc is that it meets infrequently or for a special purpose. Because the current committee is not acting in this way, it

is recommended that it become a Standing Committee. The name of the Vocational Technical Administrators Committee was updated to modernize the title.

The duties of the Board were strengthened from a legal lens. Article VI Section 3 is new and outlines the rules for our meetings and procedures we need to follow as a Board. You will also note that a provision allowing us to have virtual meetings or phone meetings was added.

Article 6.2 formalizes the process the MSAA Board uses to appoint 9 directors of MIAA. Articles 6.4.1 and 6.5 were updated to codify our current practices.

Article VII: In this article a member in good standing was defined. This definition is absent in the current Constitution. Article VII now outlines the rules and procedures for the meeting(s) of the Governing Body. This also is absent from the current Constitution.

Article VIII: A clarification statement “Advisory to the Board of Directors” was added to each Committee to note that relationship.

In alignment with Article V, descriptors were added for the Diversity, Equity, Inclusion Committee, the Summer Institute Committee and Women in Leadership. The order of the committees was also changed so they are now alphabetical.

Articles IX – XII: Minor changes to these articles were made to strengthen the position of the Board of Directors from a legal perspective.

Next Steps: Members of the Board of Directors of MSAA are asked to read this Executive Summary and the revised Constitution prior to the Thursday, June 23, 2022 Board Meeting. There is time for discussion in the agenda prior to a vote on a recommendation of the Board. This Board vote will be an all-inclusive vote to approve or not to approve the Committee’s revisions. Should the Board vote to approve, the revisions will be forwarded to the membership per Article IX of the current Constitution.

Conclusion: Thank you to the entire Committee for your time and dedication to this important work. As is stated throughout this document, these recommended changes strengthen the position of the Board, safeguard the Board, modernize our language and positions and codify our current practices.

Respectfully Submitted,

Julie Vincentsen
President, MSAA Board of Directors
June 18, 2022