

**BYLAWS
OF THE
MICHIGAN ASSOCIATION OF
INTERMEDIATE SCHOOL ADMINISTRATORS**

ARTICLE I

Name

Section 1. The name of the Corporation shall be the Michigan Association of Intermediate School Administrators (MAISA).

ARTICLE II

Purpose

Section 1. The purpose of the Corporation is to promote in-service training, educational, scientific and governmental research; publish and disseminate reports, and any other related services as the MAISA Board of Directors may authorize. This Corporation shall be subject to, organized and operated exclusively for the purposes permitted of an exempt organization under section 501 (C) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United State Revenue Code and as a nonprofit corporation under the laws of the State of Michigan.

Section 2. The foregoing statement of purposes shall be constructed as a statement of both purposes and powers, and not as restricting or limiting in any way the general powers of this Corporation, or their exercise and enjoyments as may be expressly or implicitly granted by the laws of the State of Michigan except that they shall conform to the standards set forth in the Internal Revenue Code and corresponding regulation.

Section 3. The purposes of this Association shall be:

- a. To advance the professional interests of and promote cooperation among Intermediate School District (ESA) administrators.
- b. To serve as a clearinghouse for educational ideas and in general to foster the continuous improvement of public education.
- c. To provide leadership for the continued growth of the regional Intermediate School District (ESA) as an integral part of the Michigan three echelon structure of public education.
- d. To promote and encourage adherence of MAISA members to “A Code of Ethical Relationship for Board of Education Members and Educational Administrators” and provide leadership in continuing education related to ethical behavior and issues.

ARTICLE III
Membership

Section 1. Membership shall consist of 1) institutional members (superintendent and first-line administrators), and 2) honorary members. Honorary members will be approved on a case by case basis by the Board of Directors.

Section 2. Affiliate memberships include any ISD staff member who is not an administrator.

Affiliate members may serve on committees as a resource and voting committee member.

Honorary memberships include persons who have been active or associate members of this Association and who are receiving benefits under the Michigan Public School Retirement System. They:

- a) May attend membership meetings
- b) Are non-voting members
- c) Must abide by the rules established by the Board of Directors
- d) Receive general membership correspondence

Section 3. Membership in the Association shall be for the fiscal year (July 1 to June 30) and shall be contingent upon annual payment of dues for each individual/Intermediate School District/Educational Service Agency (ISD/ESA).

ARTICLE IV
Dues

Section 1. Dues invoices will be billed by May 31, payable within sixty (60) days. ISDs which do not make payments by September 1st of the fiscal year will lose all rights and privileges of the Association including voting rights and serving on committees.

Section 2. MAISA and its governance leadership will use the following process and tenants in the consideration of additional fees/assessments for MAISA members.

The proposed assessment will follow the 50/50 formula (50% of fee split equally among all member organizations; 50% based on percentage of K-12 enrollment).

Proposal to apply new assessment/fee must be submitted in writing to the MAISA Board of Directors for review. MAISA Board of Directors will take action to approve or disapprove.

If approved by MAISA Board of Directors, all supportive/background information about the proposed assessment/fee will be distributed to the MAISA membership. The MAISA Board of Directors will receive comments/feedback from membership and consider if any adjustment/changes should be made in the proposal. If changes are made, the new language will be distributed again to MAISA members.

At the next scheduled MAISA General Membership meeting, the proposed assessment/fee will be discussed, put to a vote and, if approved, the new assessment/fee will be implemented with the next dues cycle.

The MAISA Board of Directors reserves the right in an emergency to expedite this process with the understanding that MAISA members will be fully informed and that an opportunity for feedback will be provided. General membership approval will still be required and the use of electronic tools for voting may be used.

ARTICLE V

Meetings

Section 1. The time and place of the annual meeting and other meetings of the Association shall be determined by the Board of Directors.

Section 2. A majority of the active members of the Association present shall constitute a quorum for the transaction of business in all cases.

ARTICLE VI

Board of Directors

Section 1. In July 1, 2010 the current members of the Executive Board became members of the Board of Directors, dissolving the name 'Executive Board' and dissolving the name 'Council'.

Section 2. The President, President-elect, Immediate Past President and a Director from each region (not represented by President, President-Elect, or Past President), shall comprise the Board of Directors. The Immediate Past President shall be a voting member of the Board of Directors for one year immediately following his/her term as President. The Board of Directors shall receive and carry out the business of the Association within the Bylaws and Policies.

Section 3. The President, President-Elect and Past President will serve one year terms.

The Board of Directors will vote for the President-Elect at the first Board of Directors Meeting each year (with the exception of 2011-12 when the board will vote at the November meeting). Only sitting Board Members will be eligible.

The voting process for choosing a President-Elect will be as follows:

- The President will chair the beginning of the meeting.
- Nominations will be taken for the floor.
- A motion/second will be asked for in the order of the nomination(s), followed by the vote.

The President-Elect will take the seat of the President the following year.

Section 4. The President of this Association shall preside at all meetings of the Board of Directors and the General Membership, except that, in his/her absence, the Past President shall preside. The President shall appoint the Chairpersons of standing committees and be an ex-officio member of same.

Section 5. In the event of a vacancy in the office of President, the President-Elect will take the seat immediately. The Region of the departing President will vote on a Director replacement for that region, through June 30 of that year only.

Section 6. Director/Region Representation. Directors serve two year terms.

In the year that the term of a Director expires, the Region will hold an election (in May) to elect a representative to the next two year term on the Board of Directors. A majority vote of the Region members present at their meeting will determine the elected Director.

The President, President-elect, and Past President will serve as their own region representative for the year, requiring no additional vote in that region.

Section 7. In the event of a tie at Region or Board of Director level, a lottery will be conducted at the next meeting of the Board of Directors at which the names of the individuals who are tied will be written on a piece of paper and placed in a container. The President or a designated member of the Board of Directors will draw a name and that selected individual will be declared the winner of the election.

Section 8. The term of all Board of Directors shall expire on June 30 of the term year.

Section 9. Further, in the event of a vacancy in the position of Director, the Region may make an appointment for the remainder of that term.

Section 10. The Board of Directors responsibilities shall include, but not be limited to the following:

- Approve all Board Policies.
- Develop Board/Organizational Goals annually.
- Hire the MAISA Executive Director, who will also serve 10% of time as an MASA Associate Executive Director.
- Review and approve the Budget.
- Review and approve Annual Audit.
- Approve new hires.
- Evaluate semi-annually and annually the MAISA Executive Director.
- Develop standing committees as needed.

Section 11. The Business Director shall review all receipts and invoices paid by the Executive Director for the Association in accordance with direction from the Board of Directors. The Business Director shall assist in such work as the President shall direct. The books shall be audited annually, as directed by the Board of Directors.

Section 12. The Executive Director shall be the Chief Executive Officer and shall be responsible for and have the power to carry out all such duties and transact all such business as shall be determined by the Board of Directors, these Bylaws and as shall be necessary to transact business of the Association. The Executive Director serves as CEO and makes recommendations to the Board on all key issues including, but not limited to the following functions: 1) Ceremonial (SWP)
2) Administrative
3) Spokesperson (SWP)
4) Federal and State legislative research
5) Coordination of Committees and other relations with Associations/Agencies
6) Communication (SWP)
7) Mentoring
8) Coordination of training and development
SWP - Function is shared with the President.

The Executive Director will provide these services directly.

Section 13. The Executive Director, shall be the Director of Research and shall have the responsibility for all research, training and studies conducted by the Association, and shall have the power to carry out all such duties and the necessary coordination with all grant agencies. The Executive Director may appoint coordinators of research and training in areas deemed necessary and appropriate.

Section 14. The Business Director, with oversight from the Executive Director, will be responsible for keeping all financial records of the Association, filing all necessary forms, and rendering reports at each meeting. The Board of Directors shall review the books annually.

ARTICLE VII Committees

Section 1. Standing Committees are charged by the Board of Directors to work on the issues and goals of MAISA. The President will appoint chairs for the following Standing Committees:

- Administrative Leadership Committee
- Early Childhood Committee
- Instructional Leadership Committee
- Legislative Services
- Technology

Ad Hoc Committees may be appointed by the President to address organizational goals not appropriate for a Standing Committee.

All Committee reports will be forwarded to the Executive Director following each committee meeting.

Each Region will be represented on each Standing Committee.

ARTICLE VIII
Resolutions

Section 1. Resolutions may be initiated by a member of the Association or a staff member to the Board of Directors, except as provided in Section 2 of this article. The Board of Directors may, with the initiators consent, edit the resolution as to form and clarity. If the Board approves the resolution, it will go forward to General Membership for approval.

If the Board of Directors approves a resolution, a copy of the resolution shall be submitted to General Membership at least 15 days prior to the meeting at which it is presented. Resolutions placed before General Membership must pass by a majority vote of active members present.

Resolutions which have not received the endorsement of the Board of Directors shall be accepted for discussion from the floor by a majority vote of active members present.

Section 2. Emergency Submission: An emergency resolution which is presented at a General Membership meeting without prior submission to the Board of Directors and the membership as provided for herein, may be accepted for discussion by a majority of active members present, and may be adopted by a majority vote of active members present.

ARTICLE IX
Voting

Section 1. A majority vote of active members present shall be required for adoption.

Section 2. Emergency voting, either by email or conference call, may take place at the discretion of the Board of Directors only.

Section 3. Each member ISD/ESA is entitled to one (1) vote on all issues.

Article X
Bylaw Amendments

Section 1. Any proposed amendment to these bylaws must be sent to the Board of Directors not less than 7 days before Board of Directors meeting.

Section 2. If first bylaw reading is approved by the Board of Directors, a copy of the proposed amendment must be sent to each active member at least 15 days prior to the General Membership meeting at which it will be considered for adoption.

The proposed amendment will then be voted on by membership (second and final reading). The article shall be made part of these Bylaws when favored by a majority vote of active members present.

ARTICLE XI

Rules

Section 1. Roberts Rules of Order shall govern the proceedings of the Association where no other provisions are made.

ARTICLE XII

Schedule

Section 1. The Bylaws shall take effect and shall supplant the Constitution and Bylaws previously in effect immediately upon the approval by a majority vote of members present cast upon the question of adoption at a duly called membership meeting.

ARTICLE XIII

Miscellaneous Provisions

Section 1. Dissolution. Upon the dissolution of the business of the Association, after paying or making provisions for the payment of all liabilities, the MAISA Board of Directors shall dispose of the assets of the Corporation to such organizations as are qualified as tax exempt under section 501 (C) (3) of the Internal Revenue Code of 1986 or of the corresponding provisions of any future United States Internal Revenue Law. Any assets not so disposed shall be disposed by the Ingham County Circuit Court for such purposes as the Court shall determine which are organized and operated for such purposes.

Section 2. Prohibition. No substantial part of the activities of the Association shall be in the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publication and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the By-laws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (C) (3), or by a corporation, contributions to which are deductible under section 170 (C) (2) of the Internal Revenue Code of 1986.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin July 1 and end June 30.

Section 4. Dedication. The Michigan Association of Intermediate School Administrators is fully committed to the spirit, letter, intent and purpose of the Equal Opportunity Employment Act.

Section 5. Contractual and Other Powers. The Association may, in its name, sue and be sued. In addition, the Association may buy, acquire, hold in trust or otherwise improve, invest, mortgage, sell or otherwise dispose of the real and personal property of the Association furtherance of the purposes set forth herein and as permitted under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code and the laws of the State of Michigan. All contracts, conveyances or other documents or instruments

setting forth legal action of the Association shall be signed by the Executive Director, except that such authority may be delegated by the Board of Directors in such manner as determined by their action.

Section 6. No officer, director, member or other person shall have any title to, or interest in, the property or earning of the Association in his or her individual or private capacity. No part of the earnings of the Association shall inure to the benefit of any officer, director, member or other person.

ARTICLE XIV
Indemnification

Section 1. The Corporation shall indemnify any officer or director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, by reason of the fact that he/she is or was a director or officer, of the corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, to the fullest extent of the law. The foregoing rights of the indemnification shall not be exclusive of any rights to which any person may otherwise be entitled as a matter of law. Indemnification of officers and directors shall cover act, errors and omissions as agent of the corporation in any capacity, including but not limited to that of a fiduciary of any employee benefit program.

This agreement to indemnify is conditioned upon the indemnified person's full cooperation.