

**ARTICLES OF INCORPORATION
FOR THE
MINNESOTA ASSOCIATION OF SCHOOL ADMINISTRATORS**

The undersigned for the purpose of forming a corporation under and pursuant to the provisions of Chapter 317 Minnesota Statutes Annotated, known as the Minnesota Nonprofit Corporation Act, do hereby associate ourselves together as a body corporate and adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be MINNESOTA ASSOCIATION OF SCHOOL ADMINISTRATORS.

**ARTICLE II
MISSION**

As advocates for children, MASA's educational leaders will establish the statewide agenda for children, serve as the preeminent voice for public education, and empower members through quality services and support.

**ARTICLE III
STOCK**

This corporation shall have no capital stock.

**ARTICLE IV
MEMBERSHIP**

Section 1. **ACTIVE MEMBERSHIP:** (Voting)

- A. Active Membership: An active member of MASA can be any person who is a superintendent or central office administrator, in a public, private or parochial school system or regional, cooperative, or state agency.
- B. Service Membership: A service member of MASA is any instructor or administrator in a post secondary institution or any staff person in the Minnesota Department of Education. Service members receive all the benefits and services of active membership.
- C. All active or service members shall be eligible for any MASA award or recognition except where the criteria are controlled by some other group or organization.

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Section 2. ASSOCIATE MEMBERSHIP: (Non-Voting)

- A. Business Partner Membership: Any business organization, governmental agency, library or other institution wishing to support MASA may become a business partner member.
- B. Student Membership: A student member of MASA is any person who is a full time graduate student enrolled in an educational administration program and is not eligible for active membership.
- C. Persons on Leave Membership: A person on leave member is any member who is on professional leave from a full-time administrative position.
- D. Subscription Only Membership: A subscription only member is any individual or organization wishing to receive the MASA newsletter.
- E. Retired Membership: A retired member of MASA is any active member who retires from their full-time administrative position.
- F. Honorary Membership: All active members who retire from full-time administrative positions are considered honorary members and are invited to attend all MASA sponsored conferences at no registration fee except for food and lodging.

Section 3. Membership shall be contingent upon approval by the Board of Directors and payment of fees according to the existing schedule, and the revocation or suspension of membership shall follow the procedure as prescribed in the Bylaws. Membership year is from July 1 to June 30.

Section 4. Each active member in good standing shall have one vote which may be cast in person or by ballot.

Section 5. Business partner, student, persons on leave, subscription only, retired and honorary members shall be entitled to all rights and privileges of the Association as determined by the Executive Committee, except the right to vote and hold elective office.

Section 6. Directors may be elected by as provided in the Bylaws.

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ARTICLE V

No pecuniary gain, incidentally or otherwise, shall be realized by the members of this corporation.

ARTICLE VI

The corporate existence of this corporation shall be perpetual.

**BYLAWS
OF THE
MINNESOTA ASSOCIATION OF SCHOOL ADMINISTRATORS**

**ARTICLE I
OFFICES**

The registered office of this corporation shall be in St. Paul, Minnesota 55108, and the corporation may have offices at such other places as the Board of Directors shall from time to time determine.

**ARTICLE II
MEETINGS OF MEMBERS**

1. Annual meeting - There shall be an annual meeting of the members to be held at such time and place as fixed by the Board of Directors. Notice of the time and place of such annual meeting shall be mailed out to each member not less than five days before such meeting, together with a summary of any committee report to be acted upon at such meeting.
2. General meeting - A meeting of the membership shall be called by the Board of Directors to conduct general business of the corporation.
3. Special meetings - Special meetings of the members may be called by the President or by the Board of Directors or by fifty (50) members representing at least ten (10) different school districts or other allied organizations. In all such cases notice of such special meetings shall be mailed to the members not less than five days nor more than thirty days prior to said meeting stating the time, place and the express purpose of said special meeting.
4. Other meetings - Meetings may be held by members of a component group, region, district, school district, city or other practical organizational group within the State of Minnesota for the purposes of carrying on the mission of this corporation. Such organizational groups may have pro tempore officers for the convenience of calling meeting, and furthering its activities and the business of this corporation.
5. Quorum - A quorum for meetings of the members shall be 50 members present in person or by mail ballot or members from at least ten different school districts or other allied organizations present in person.
6. Voting -
 - a. Each active member shall have one vote which may be cast in person or by mail ballot. There shall be no voting by proxy.

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- b. There shall be no cumulative voting as such; however, directors shall be elected by component groups or regions as hereinafter provided.

**ARTICLE III
ORGANIZATION**

1. State Association - MASA shall be a statewide association, incorporated in the State of Minnesota, with membership as prescribed in these bylaws, and shall be governed as provided in these bylaws.
2. Regions
 - a. MASA shall be divided into nine (9) regions, the geographic boundaries to coincide with the Cooperative Service Unit boundaries.
 - b. The bylaws of each region shall be consistent with the MASA bylaws.
 - c. Each region shall have a leadership team which will include the MASA Board of Director Superintendent Component Group Representative. The elected region officers as provided in the region's bylaws. Region elections may be conducted by mail or some other non-meeting method as determined by the region's leadership team.
 - d. The functions of each region shall be to foster communications and to promote within the region the mission of MASA as stated in the MASA Articles of Incorporation.
3. Component Groups
 - a. MASA shall be divided into five component groups:
 1. Superintendents
 2. Central Office Administrators
 3. Special Education Administrators
 4. Service Provider Organization Instructors or Administrators
 5. Curriculum Administrators
 - b. Each MASA member may select a component group consistent with current or anticipated professional responsibilities.

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- c. New component groups may be approved by the Board of Directors upon petition of twenty-one (21) or more active or service members desiring to affiliate with the proposed component group.
- d. The bylaws of component groups shall be consistent with MASA bylaws.
- e. The functions of each component group shall be to foster communication and to promote within the group the mission of MASA as stated in the MASA Articles of Incorporation.

4. Other Groups

- a. An at-large group shall be permitted for those members choosing no component group. The at-large group shall not have component group status.
- b. A retirees group shall be permitted. It shall not have component group status but shall be represented on the Board of Directors as prescribed in these bylaws.

ARTICLE IV **BOARD OF DIRECTORS**

- 1. Board of Directors - The governing body of this corporation shall be known as the Board of Directors and shall consist of the following representatives:
 - a. The President, President-Elect, the Immediate Past President, and the Treasurer of the corporation, and
 - b. Representatives will be nominated and selected from, and by, the following affiliated component groups:
 - d. One elected representative of the Superintendent Component Group of each greater Minnesota region. (Regions 1-8)
 - e. Three elected representatives of the Superintendent Component Group of Region 9.
 - f. One elected representative of the Special Education Administrators Component Group from greater Minnesota.
 - g. One elected representative of the Special Education Administrators Component Group from Region 9.
 - h. One elected representative of the Central Office Administrators Component Group from greater Minnesota.
 - i. One elected representative of the Central Office Administrators Component Group from Region 9.
 - j. One elected representative of the Service Provider Organization Instructors or Administrators.

- k. One elected representative of the Curriculum Component Group of each greater Minnesota region. (Regions 1-8)
- l. One elected representative of the Curriculum Component Group of Region 9.
- m. One elected representative of the retired members. (~~limited to a single three year term~~)
- n. One appointed representative from the Minneapolis and St. Paul School Districts, with the appointment alternating on an bi-annual basis.

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2. Terms of Office

- a. The Directors shall serve three-year terms with approximately one-third expiring annually. A director is limited to serve no more than two full terms consecutively.
- b. A random procedure shall be developed for the initial terms of office under these bylaws so that approximately one-third of the Directors have one year terms, one-third have two year terms, and one-third have three year terms. In so far as possible, this procedure shall take into consideration term balance within and among component groups and regions.

3. Assumption of Office - Directors shall take office on July 1 immediately following their election.

4. Vacancies - Vacancies on the Board of Directors shall be filled in the same manner as their original election to fill the unexpired term.

5. Meetings and Quorum - The Board of Directors shall meet at least on two (2) separate occasions each fiscal year and at such other times as necessary. A meeting of the Board of Directors may be called by the President or by any two (2) of the directors. At least a five-day notice shall be given for any meeting of the Board of Directors. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing by all of the directors. A quorum for the transaction of business shall be a majority of the seated directors.

6. Executive Director - The Executive Director shall be an ex-officio non-voting member of the Board of Directors, and serve as secretary of the Board of Directors.

7. Powers - The Board of Directors, as the governing body of this corporation shall have these powers:

- a. Employ an Executive Director; including the setting of the terms and conditions of employment; determination of duties and annual contract review;
- b. Establish standing committees, confirm the President-Elect's appointments thereto, receive and formally act upon committee reports;
- c. Establish ad hoc committees, confirm presidential appointments thereto; receive and formally act upon committee reports;
- d. Approve an annual budget;
- e. Recommend educational policies of the corporation to the general membership for its formal action;

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- f. Adopt an annual formal legislative platform of the corporation and amend as necessary. The President or President's designee may alter adopted positions in an emergency case if advanced, unanimous approval of the officers of the corporation is obtained;
- g. Establish the annual meeting date of the corporation and call special meetings, as appropriate or required;
- h. Establish a membership dues structure;
- i. Receive proposed bylaws and forward same to the general membership with recommendations;
- j. Approve payment of bills; and
- k. Carry out other corporation duties as may be required.

ARTICLE V OFFICERS

1. The officers of this corporation shall be:
 - a. President
 - b. President-Elect
 - c. Immediate Past President
 - d. Treasurer

all of whom shall be active members of this corporation. Vacancies in any office may be filled by the Board of Directors until the next scheduled election. If the position of President becomes vacant, the President-Elect shall automatically become President and the Board of Directors shall fill the office of President-Elect until the next scheduled election.

2. The President-Elect shall be elected by the active members each year for a term of one year. The President shall serve as President for a one-year term immediately following his or her term as President-Elect and as Past President for a one-year term immediately following his or her term as President.
3. Members eligible to be a candidate for President-elect will annually alternate between Greater Minnesota (regions 1-8) and the Metro area (region 9).

4. The Treasurer shall be elected by the active members for a three-year term. (This term begins July 1, 1984.)

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5. The nominating and election procedure shall be established by the Executive Director with approval by the Executive Committee.
6. The candidates for elective office shall be nominated, elected by mail ballot, and shall assume duties on the July 1 immediately following election.

ARTICLE VI MEMBERSHIP

1. Any member of this corporation may be suspended or expelled from membership or have membership canceled by a majority vote of the active members of their constituent region after such member has had an opportunity for a hearing. If in their judgment such person is guilty of conduct unbecoming members of the profession or for violation of current Minnesota Code of Ethics for School Administrators (MN 3512.5200), suspension or expulsion may result.

All cases of suspension, expulsion, or cancellation of membership shall be reviewed by the Board of Directors, which shall make the final decision. A two-thirds vote of the Board of Directors shall be necessary for expulsion.

2. The membership year of the corporation in the form of the payment of dues shall be from July 1 to June 30.
3. Dues shall be payable by each member according to the structure established by the Board of Directors. Such dues shall be paid directly to the offices of this corporation.

ARTICLE VII EXECUTIVE DIRECTOR

1. The Board of Directors shall employ an Executive Director to conduct such business and perform such duties as determined and outlined by the Board of Directors.
2. The Board of Directors shall fix the salary and expenses of the Executive Director and shall review the Executive Director's duties annually.

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**ARTICLE VIII
COMMITTEES**

1. Standing committees shall be established by the Board of Directors or by a majority vote of the membership present at the annual meeting or special meeting called for that purpose. The President-Elect is empowered to appoint members and assign the chairpersons of the committees subject to approval by the Board of Directors or by a majority of the members present at a meeting. A chairperson of a standing committee, unless such committee is newly instituted, shall, when advisable, have served a previous two-year term on the committee assigned, or shall have shown special interest in such a committee.
2. Each standing committee shall have representation from each component group and from each region.
3. Ad hoc committees shall be formed by the President when it is deemed to be in the best interests of the Association. The Board of Directors shall approve such ad hoc committees at its regular meetings, or approval may be by a majority vote of the membership present at the annual meeting or special meeting called for that purpose.
4. Membership on committees shall be for the period of time designated by the Board of Directors and be subject to revision.

**ARTICLE IX
AASA MEMBERSHIP**

1. The Minnesota Association of School Administrators shall maintain charter membership with the American Association of School Administrators until such time as Board of Directors' action shall negate such membership.
2. MASA delegates to the AASA Delegate Assembly shall be:
 - a. The President will serve as an official delegate.
 - b. The additional allotted delegates and alternates are to be elected by ballot vote of Active AASA members.

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**ARTICLE X
FISCAL YEAR AND AUDIT**

1. The fiscal year of this corporation shall be July 1 to June 30. At the end of each fiscal year, finances shall be audited by an auditing committee appointed by the Board of Directors, or a professional auditor, as determined by the Board of Directors.

**ARTICLE XI
PARLIAMENTARY AUTHORITY**

1. The most recent published edition of "ROBERT'S RULES OF ORDER, REVISED" shall govern in all official meetings of this corporation.

**ARTICLE XII
AMENDMENTS**

1. Amendments may be proposed by either (A) a petition of fifty (50) or more members or (B) a majority vote of the Board of Directors. Amendments proposed by either method (A) or (B) shall be forwarded by the Board of Directors with its recommendations to the general membership.
2. Proposed amendments shall be submitted to the Executive Director in sufficient time to notify the membership at least thirty (30) days prior to the annual meeting or special meeting called for that purpose.
3. These Bylaws may be amended by a two-thirds vote of those members present at an annual meeting or special meeting at which a quorum is present, or by a two-thirds majority of those members voting thereon by ballot.

Last revision: May, 1993;
April, 1996;
October, 1999;
February, 2003;
September, 2009;
June, 2010