

# **MICHIGAN SCHOOL BUSINESS OFFICIALS**

## **BYLAWS**



Amended April 2009

# BYLAWS OF THE MICHIGAN SCHOOL BUSINESS OFFICIALS

## ARTICLE I – MEMBERSHIP

**Section I.** Membership in the Corporation shall consist of Active, School Contracted Associate, Associate, Emeritus, Student, and Honorary members.

- (a) Active membership shall be available to persons employed by a Michigan school, college or university, or state agency to facilitate or administrate one or more functions associated with the purpose of the organization as presented in Article II of the Restated Articles of Incorporation. Life memberships acquired prior to April 18, 1986 shall be deemed paid active memberships.
- (b) School Contracted Associate membership shall be available to persons who are not directly employed by a school but are working in a school district in the capacity of an active member, and are in some manner involved in the purpose of the organization presented in Article II of the restated Articles of Incorporation.
- (c) Associate membership shall be available to persons who are not employees of a school, but are in some manner involved in the purpose of the organization presented in Article II of the Restated Articles of Incorporation.
- (d) Emeritus membership shall be available to former active members of the Corporation who are no longer employed as defined in Section I.(a).
- (e) Student membership shall be available to full-time students.
- (f) Honorary memberships may be awarded by a majority vote of the Board of Directors.

**Section II.** The right to have a voice in discussions of the Corporation shall be open to all members.

**Section III.** The right to vote and hold office shall be limited to Active members whose dues are paid for the current year.

**Section IV.** The annual dues for membership in the Corporation are payable on or before July 1 of each fiscal year:

- (a) By majority vote, the Board may approve an increase in dues not greater than the percentage increase in the U.S. All Cities Consumers Price Index (CPI-U) of the prior calendar year. If the Board recommends an increase in dues greater than the CPI-U, it will require membership approval.
- (b) Eligible members who have paid their annual dues for the current year shall be entitled to all of the privileges of membership as stated in these Bylaws.

## **ARTICLE II – BOARD OF DIRECTORS**

The Board of Directors shall consist of a President, a President-Elect, an Immediate Past-President, and six (6) other Directors to be elected. The Executive Director shall be an ex-officio member of the Board of Directors. The term of office of the directors who are not also officers of the Corporation shall be three (3) fiscal years unless elected to fill an unexpired term. The Board of Directors may fill vacancies between annual elections; such appointment expires at the next annual election. The Board of Directors may appoint an Associate member (non-voting) to sit at Board meetings.

## **ARTICLE III – DUTIES OF BOARD OF DIRECTORS**

The Board of Directors shall be responsible for the conduct of the business of the Corporation between regular meetings on all matters pertaining to the welfare of the Organization, provided same are not in conflict with the Bylaws.

The Board of Directors shall be vested with the power to call special meetings of the members of the Corporation, to designate the date, time, and place of such meeting together with the reason for calling same. A notice fully stating the reason or reasons for special meetings shall be mailed to each member at least twenty days prior to the date of the meeting. The Board of Directors shall meet at the call of the President. A majority of the Board of Directors shall constitute a quorum.

Other duties of the Board of Directors:

- (a) Approve the budget and annual meeting program.
- (b) Appoint an Executive Director and define his/her duties.
- (c) Establish the compensation of the Executive Director, provide for such other expenses as may be required for his/her official duties, and make provisions for his/her surety bond.
- (d) Establish the rules for the conduct of the annual elections.
- (e) Make other reasonable rules for the operation of the Corporation's business that do not conflict with the Bylaws.
- (f) Establish the time, place, and date of the annual meeting and give thirty days prior notice thereof to all members.
- (g) Employ the services of an audit firm for the annual audit.
- (h) Retain a law firm to provide legal services.

## **ARTICLE IV – OFFICERS**

The officers of the Corporation shall consist of a President, a President-Elect, an Immediate Past-President and an Executive Director. All officers shall continue in office until their

successors are elected and qualified. New officers shall assume their duties at the close of the last general session of the Corporation's annual meeting. No officer may be elected to succeeding terms. Only active members shall be eligible to serve on the Board of Directors except that an Emeritus member shall also be eligible to serve as Immediate Past-President. To be eligible to serve as an officer, a member must have first served on the Board of Directors. The President-Elect shall be elected for a term of one (1) year, whereupon he/she shall succeed to the presidency without an election. The Board of Directors may fill vacancies between annual elections.

## **ARTICLE V – DUTIES OF OFFICERS**

**Section I.** President: The President shall:

- (a) preside at all meetings of the Corporation and of the Board of Directors. He/she shall have supervision of the affairs of the Corporation and shall perform the duties usually exercised by the chief executive of such non-profit corporations.
- (b) represent the Corporation and conduct the business of the Corporation in accordance with the Restated Articles of Incorporation and Bylaws, shall call and chair meetings of the Board of Directors, shall preside at all business sessions, and shall appoint all committees.
- (c) plan the programs for the general sessions of the annual meetings of the Corporation subject to approval of the Board of Directors.

**Section II.** President-Elect: The President-Elect shall exercise all the functions of the President in his/her absence and shall perform such other duties as may be delegated by the President.

**Section III.** Immediate Past-President: The Immediate Past-President shall coordinate the recording of significant organizational events occurring during his/her term, shall serve as chairperson of the Nominations Committee and shall perform such other duties as may be delegated by the President.

**Section IV.** Executive Director: The Executive Director shall:

- (a) keep a full and accurate record of the proceedings and transactions of all meetings of the Corporation and of the Board of Directors and shall officially sign same, certifying one copy to the President.
- (b) have his/her records present at all meetings of the members of the Corporation and of the Board of Directors. He/she shall keep a list of members, separating the same into active, associate, student, emeritus and honorary. He/she shall be custodian of all the property belonging to the Corporation.
- (c) keep a record of all correspondence, serve all necessary notices after the same have been approved by the President, and make a full report in writing of all Corporate transactions at the annual Corporate meeting.
- (d) attend all Corporate meetings whenever possible.

- (e) keep a correct account of all membership dues and receive or collect all monies due the Corporation, giving a receipt for the same, and shall hold in safe keeping all Corporation funds in his/her possession.
- (f) file with the President, on or before October 1, a certified statement by the auditing committee and a statement showing the actual financial condition of the Corporation.
- (g) provide the President and membership of the Corporation, at the annual meeting, an interim-status report showing the financial condition of the current fiscal year.
- (h) have the authority to approve and pay all expenses, within the Board guidelines, which are incurred by the Corporation or any of its officials.
- (i) keep a correct ledger account of all receipts and disbursements, supported by proper vouchers, and shall close and balance the books as of June 30 of each year. He/she shall immediately furnish the incoming President with a complete financial statement.
- (j) transfer to the successor in office all monies, books, papers, and other records and property possessed and belonging to the Corporation at the expiration of his/her term of office.
- (k) prepare, under the direction of the Board of Directors, the proceedings of the annual meeting in the form of an annual report. Each member of the Corporation shall be entitled to a copy of the report, same to be mailed by the Executive Director.
- (l) be empowered to sell copies of the annual and/or special reports at such a price as may be fixed by the Board of Directors. The proceeds from all such sales shall be deposited in the treasury of the Corporation.
- (m) prepare the annual budget under the direction of the President.
- (n) arrange for the annual meeting exhibits under rules established by the Board of Directors and shall act as agent of the Corporation in dealing with the exhibitors.
- (o) perform any other duties not herein specified which may be outlined by the Board of Directors.

## **ARTICLE VI – COMMITTEES**

**Section I.** Standing Committees: Unless specified to the contrary in this article, appointments to serve on standing committees shall be made by the President prior to September 1.

- (a) Resolutions Committee (5 members): The Resolutions Committee shall receive and consider all resolutions which may be referred to it by the membership at its annual meeting and may hold meetings to hear the proponents and opponents of such resolutions. Their report shall be presented before the adjournment of the annual meeting.
- (b) Audit Committee (3 members): The Audit Committee shall meet with the auditor and shall review the annual audit and auditor's recommendations. After such review, the

committee chairperson shall submit, in writing, a report of the audit findings, together with a qualified audit report, to the Board of Directors on or before September 1 of each year. If requested by the President, the committee chairperson shall make an oral report to the membership prior to the adjournment of the annual meeting.

- (c) Nominations Committee (5 members): Membership shall consist of the first five (5) most recent Past MSBO Presidents willing to serve on this committee. The Immediate Past-President will chair this committee. This committee will select and present nominees for elected positions.
  - (1) Names may be presented to the committee for consideration and possible nomination by submitting a petition bearing at least thirty active member signatures to the committee chairperson on or before December 1.
  - (2) The chairperson shall obtain written acceptance from all candidates whose names are being nominated prior to any announcement to the membership.
  - (3) The nominations shall be announced to the membership in written form at least thirty days prior to the voting.
- (d) Bylaws Committee (5 members): The Bylaws Committee shall report and make recommendations on proposed amendments thereto, in accordance with Article IX of the Bylaws, at the annual meeting.
- (e) Election Committee (5 members): The Election Committee shall conduct the annual election in accordance with the rules set forth by the Board of Directors and Article VIII of the Bylaws.

**Section II.** Ad Hoc: Ad Hoc committees may be appointed at the discretion of the President.

## **ARTICLE VII – MEMBERSHIP MEETINGS**

The Corporation shall hold an annual meeting of its members at such time as may be determined by the Board of Directors. At all annual and special meetings of the Corporation, twenty-five (25) or more active members shall constitute a quorum for the transaction of business.

## **ARTICLE VIII – ELECTIONS**

**Section I.** Provisions shall be made for an annual election by secret ballot, under the supervision of the Board of Directors.

- (a) The Board of Directors shall determine the method and time of balloting.
- (b) The results of the annual election shall be announced no later than the last general session of the annual meeting.

## **ARTICLE IX – AMENDMENTS**

Proposed amendments to the Bylaws of the Corporation may be made at the annual meeting of the Corporation, provided resolutions for such changes, additions, or deletions are first presented no later than the last regular session of the first day of the annual meeting. Such resolutions shall then be referred to the Bylaws Committee for recommendation and may be adopted by the members of the Corporation on the last day of the annual meeting, prior to adjournment, by a two-thirds (2/3) majority of votes cast, or as provided by state law.

## **ARTICLE X – FISCAL YEAR**

The fiscal year of the organization shall be from July 1 to June 30, both inclusive.