

# **MICHIGAN SCHOOL BUSINESS OFFICIALS**

## **BYLAWS**



Amended April 2022

# 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 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 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 students enrolled in a college or university.
- (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 up to the percentage increase in the U.S. All Cities Consumers Price Index (CPI-U) of the prior calendar year or three (3) percent, whichever is greater. If the Board recommends an increase in dues greater than this figure, 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.

**Section V.** The Board may remove an individual's membership for engaging in conduct that is unbecoming of the Corporation.

**Section VI.** A Board member's employment with an associate member or vendor will automatically forfeit a Board member's position with the Corporation.

## **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 Corporation officers is three (3) years. These three (3) year terms begin at the start of the last general session of the Corporation's annual conference/annual meeting 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 Corporation, 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 written or electronic notice fully stating the reason(s) for special meetings shall be provided to each member at least twenty (20) 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.
- (b) Appoint an Executive Director and define that person's duties.
- (c) Establish the compensation of the Executive Director, provide for such other expenses as may be required for official duties, and make provisions for that person's 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 a minimum of thirty (30) 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 begin their duties at the start of the last general session of the Corporation's annual conference/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 the President-Elect 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.
- (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.

**Section II.** President-Elect: The President-Elect shall exercise all the functions of the President in the President's 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 that person's term, serve as chairperson of the Nominations Committee, oversee the evaluation of the Executive Director, and 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. The Board of Directors meeting minutes will be available to active members within 30 days of being approved.
- (b) ensure that a list of members, separating the same into active, school contracted associate, associate, student, emeritus and honorary is maintained. The Executive Director shall be custodian of all the property belonging to the Corporation.
- (c) maintain records consistent with MSBO's Record Retention Policy.
- (d) attend all Corporate meetings whenever possible.
- (e) maintain accurate records of all membership dues, and collect and hold in safekeeping all Corporate funds.

- (f) file with the President, on or before December 1, a Financial Audit Report showing the actual financial condition of the Corporation.
- (g) have the authority to approve and pay all expenses, within the Board guidelines, which are incurred by the Corporation or any of its officials.
- (h) keep a correct ledger account of all receipts and disbursements, supported by proper documentation, and shall close and balance the books as of June 30 of each year.
- (i) 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 the term of office.
- (j) prepare, under the direction of the Board of Directors, an annual report, including financial information, within six months of fiscal year end. The annual report will be posted on the Corporation's website.
- (k) prepare the annual budget under the direction of the President.
- (l) arrange for the annual meeting exhibits, establish rules, and shall act as agent of the Corporation in dealing with the exhibitors.
- (m) perform any other duties not herein specified which may be outlined by the Board of Directors.
- (n) have the authority to delegate these and other tasks.

## **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) Bylaws and Resolutions Committee (5 members):

The Bylaws and Resolutions Committee shall report and make recommendations on proposed amendments to the Bylaws, in accordance with Article IX of the Bylaws, at the annual meeting.

The Bylaws and Resolutions Committee shall receive and consider all resolutions which may be referred to it by the membership at, or prior to, 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) Financial Review Committee (3 members): The Financial Review Committee shall meet with the auditor and shall review the annual audit and auditor's recommendations. After such review, the committee chairperson shall submit any audit findings, together with the audit report, to the Board of Directors on or before December 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 MSBO President, President-Elect, Immediate Past President, and the first two (2) other most recent Past

MSBO Presidents that are active members and 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 on or before December 1.
  - (2) The chairperson shall obtain acceptance, electronic or otherwise, 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 or electronic form at least thirty days prior to the voting.
- (d) Election Committee (minimum of 3 and a maximum of 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 by the membership may be made by any of these methods:

- (a) 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.
- (b) Prior to the annual meeting of the Corporation, provided resolutions for such changes, additions, or deletions are first presented no later than 90 days prior to the start annual meeting. Such resolutions shall then be referred to the Bylaws Committee for

recommendation and may be adopted by the members of the Corporation in conjunction with the board elections, by a two-thirds (2/3) majority of votes cast.

- (c) 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.