

November, 2006

**MONTANA ASSOCIATION FOR ADULT AND COMMUNITY EDUCATION
CONSTITUTION**

PREAMBLE

In the belief that only an informed, vigorous, and vigilant people can sustain and perpetuate our democratic way of life;

In the recognition that continuing learning opportunities are essential for the optimum development of each individual's capacity to perfect skills, to increase social understanding and effectiveness, and to enrich living; and

In the knowledge that education affords the means for seeking new and improved methods of achieving these ideals and objectives;

Now therefore, we who subscribe to these concepts seek to develop improved programs of adult and community education through this Association.

ARTICLE I

NAME

The name of this association shall be Montana Association for Adult and Community Education (MAACE).

ARTICLE II

PURPOSE

The purpose of this Association shall be:

1. To serve as an instrument of cooperation among persons and organizations engaged in, or interested in, adult and community education in the State of Montana.
2. To further the concept of education as a process continuing throughout life.
3. To promote and develop adult and community education in the State by affording opportunities to professional and non-professional educators to increase their competencies.

4. To provide a liaison between MAACE and other local, state, and federal agencies and organizations, including national associations.
5. To gather and disseminate pertinent information about adult and community education.
6. To perform any and all other lawful activities appropriate to the promotion and development of adult and community education in the State of Montana that are feasible within recognized time, financial and personnel limitations.

ARTICLE III

MEMBERSHIP

1. Any individual who submits a membership application and pays such dues as may be established by the members will become a member of the Association subject to the approval of the Board of Directors. Any decision of the Board may be appealed to the membership.
2. The Board may accept, as group members, any organization, institution, or corporation, which applies for membership and pays such dues as the Board may establish. Each group member may designate one of its members to exercise the same rights and privileges as an individual member.
3. Individual members may cast one vote on each item of business submitted to vote of the membership.
4. A student membership is available only to persons enrolled full time in a post-secondary institution or to those who are learners in a Literacy program.
5. Upon professional retirement, an individual who has been an active member of the Association for five consecutive years may request, or be recommended for, emeritus status. Emeritus status shall carry with it all the rights and privileges of a member and shall have no membership fee.
6. Membership dues shall be established at the annual meeting upon recommendation of the Board of Directors and subject to the approval of the membership. Dues are payable January 1 of each year.

ARTICLE IV

OFFICERS AND BOARD OF DIRECTOR

1. The governing Board of the Association shall consist of six (6) board members, two from the Eastern District, two from the Western District, and two members at-large, (as described in Article XII): a president, a president-elect, a past-president who serves as chairperson of the professional development committee, a treasurer, and ex-officio members consisting of one (1) person representing community education, and one (1) person from the Office of Public Instruction representing adult education.
2. At the end of the current President's term, the President-elect shall succeed to the Presidency. A new President-elect and Board members shall be elected as provided for in Article V.
3. The Board shall select a member to serve as the Association Treasurer and may remunerate this individual at a sum approved by the Board.
4. The Board shall select a member to serve as the Association Executive Secretary and may remunerate this individual at a sum approved by the Board.
5. The Board shall be empowered to select and/or appoint complementary personnel as needed.
6. The officers and board members shall be elected and shall take office by the close of the annual meeting for the terms specified below:
 - a) The President shall serve for one year and shall be succeeded by the President-elect. The President-elect will serve one year.
 - b) The Treasurer shall serve one year and will be reviewed by the Board for appointment to successive terms.
 - c) The term of office for the six Board members will be two years, with three members, one from each district and one member at-large, being replaced each year.
7. In the interim between elections, the Board shall fill vacancies for the un-expired term, which may occur in any office except in the event that the President's office becomes vacant. In that event, the President-elect shall succeed to this office. The replacement President-elect shall be nominated from the current board at the discretion of the President. Upon unanimous approval of the Board, the nominee shall become the President-elect and will serve the remainder of the term vacated. Completion of a partial term as President or as President-elect shall not be considered as part of, but in addition

to, the regular one-year term, which the officer would otherwise have assumed.

In all other cases, when a board vacancy occurs interim between elections, the Board shall fill vacancies for any un-expired term by first nominating current association members and then by a majority vote of the sitting board. In this situation, replacement board members will serve only the remainder of the term vacated AND will be eligible to be elected by the membership in the next regular election.

A Board member may request that a special election be held in lieu of appointment for a vacancy, if it is determined that a special election would be in the best interest of the membership. A special election can only be held by unanimous approval of the Board.

8. The duties of the Officers and Board shall be as follows:
 - a) The President shall serve as principal officer of the Association, its representative to the public, and shall preside at all meetings of the Association and the Board of Directors.
 - b) The President-elect shall perform such duties as prescribed by the Board and shall serve as chairperson of the Nominations and Elections committee.
 - c) The past President shall serve as the chairperson of the Professional Development Committee.
 - d) The Executive Secretary shall supervise the preparation and distribution of the minutes of all meetings of the Board and of the annual meetings.
 - e) The Treasurer shall receive and be responsible for the safekeeping and accounting of all funds of the Association and for submitting financial statements and budgets to the Board and to the membership at the annual meeting.
 - f) The Board of Directors shall manage the general affairs, property and administrative operations of this Association; interpret and implement its policies; prepare an annual budget and authorize expenditures within its limitations; assign duties and responsibilities among the officers and members as it may from time to time determine; and carry out instructions of the membership agreed upon at the annual meeting.
 - g) Should a board member miss two consecutive board meetings without timely notification to the president the second missed meeting shall be considered that board member's notification of resignation from the board.

ARTICLE V

NOMINATIONS AND ELECTIONS

1. The Chairperson of the Nominations and Elections committee (President-elect) shall secure nominations for the President-elect and necessary Board positions.
2. The membership shall submit nominations for president-elect and Board members to the Chairperson of the Nominations and Elections committee at least twenty (20) days prior to the commencement of the annual conference. No more than two nominees shall be placed on the ballot for the office of President-Elect. All President-Elect nominations shall have prior board experience.
3. Within ten (10) days, appropriate ballots shall be mailed to current members in good standing. The original mailed ballots must be returned by mail or returned at a designated time during the annual meeting in order to be valid.
4. Ballots will be counted and election results distributed to the president, board, and membership no later than the annual MAACE membership meeting.
5. In the event of a tie for election of the position of President-elect or of Board members, the President will interview the candidates and will vote to break the tie.

ARTICLE VI

COMMITTEES

1. Standing Committees of the Association shall include:
 - a) Awards
 - b) Legislative
 - c) Bylaws and Resolutions
 - d) Nominations and Elections
 - e) Public Relations
 - f) Professional Development
 - i) Conference and Programs
 - g) Finance
2. Ad hoc and special committees shall be created by the Board as needed. These committees shall have such power as determined by the resolution creating them, or later delegated to them, subject to the bylaws.
3. The President shall appoint the members of all committees with the concurrence of the Board of Directors, except that the committee on Nominations and Elections shall

- function as provided for in Article V.
- Chairpersons of all standing committees shall be responsible directly to the president or to the Board of Directors as determined by the Board and shall be appointed for terms corresponding to the term of the current President.

ARTICLE VII

MEETINGS

- The Association shall meet annually for the transaction of business, for the election of officers, and to perform such other functions as are consistent with the purposes of this Association. The Association may meet at other times upon the vote of a majority of the Board and with at least thirty (30) days written notice to the membership.
- The Board of Directors shall meet no fewer than two times per year. Special meetings will be subject to the call of the President and/or two-thirds of the members of the Board of Directors. They shall meet each year in connection with the annual conference. Due notice of all meetings shall be given in advance of the meeting. The Board shall be empowered to enact rules and to establish the newly elected officers and Board members; the President shall determine a time and place for a meeting between incoming officers and Board members and outgoing officers and Board members to discuss policies, procedures, and plans of the Association.

ARTICLE VIII

QUORUM

- A quorum at any meeting of the Association, including the Board of Director's meeting, shall consist of those members present.

ARTICLE IX

PARLIAMENTARY PROCEDURE

- Roberts' Rules of Order, Revised* shall govern the conduct of the official business meetings of this Association.

ARTICLE X

FINANCE

1. The fiscal year of the Association shall be January 1 through December 31.
2. The general fund of the Association shall consist of the income from the receipt of dues from members, interest on bank deposits and investments of general funds, fees, receipts from advertising and sales of Association publications or services and any other funds received by gift, bequest, devise or transfer to the Association for general fund purposes.
3. Fiscal policies and procedures not otherwise provided for in these bylaws may be adopted by the Board of Directors.

ARTICLE XI

AMENDMENTS

1. These bylaws may be amended at the annual meeting by a two-thirds (2/3) vote of the members voting at the business meeting, provided that the proposed amendment (s) has been published and distributed by the Board of Directors to the membership at least fifteen (15) days prior to the date of final balloting.
2. These bylaws may also be amended by a majority vote of those members voting on a mailed ballot. The amendment(s) shall be published and distributed by the Board of Directors to the membership at least thirty (30) days prior to the final date for balloting. Individual ballots shall be distributed to the membership ten (10) to fourteen (14) days prior to the date of final balloting.
3. These bylaws may also be amended at the annual meeting provided one-half (1/2) of the members present vote to have the amendment considered. An amendment proposed in this manner must be approved by a two-thirds (2/3) vote of the members present.
4. Such bylaw revisions shall be initiated by any member in writing to the Chairperson of the Bylaws and Resolutions committee.

ARTICLE XII

BOARD DISTRICTS

1. Association Board membership shall be allocated on the basis of two members elected to represent Eastern Montana, and two members elected to represent Western Montana, and

two members at-large. These districts shall be based on geography and are defined as follows: **Western District** includes the counties Beaverhead, Madison, Broadwater, Jefferson, Silver-Bow, Deer Lodge, Ravalli, Missoula, Lake, Powell, Granite, Mineral, Lincoln, Sanders, Flathead, Glacier, Toole, Liberty, Pondera, and Lewis and Clark. **Eastern District** includes the counties of Teton, Cascade, Meagher, Gallatin, Park, Sweet Grass, Wheatland, Judith Basin, Choteau, Hill, Blaine, Phillips, Fergus, Golden Valley, Stillwater, Carbon, Yellowstone, Big Horn, Musselshell, Treasure, Petroleum, Valley, Garfield, Rosebud, Custer, Powder River, Carter, Fallon, Prairie, Wibaux, Dawson, McCone, Richland, Roosevelt, Daniels, and Sheridan. **At-Large** means any resident in Montana and MAACE member in good standing.

ARTICLE XIII

STATUS UNDER FEDERAL LAW

1. Notwithstanding any other provision of these bylaws, this corporation shall not:
 - a) Carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax as an organization described in Section 501(c) (3) of the Internal Revenue Code, to which contributions are deductible under Section 170 of said Code;
 - b) Have the power to, and shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office;
 - c) Carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for exemption under Section 501(c) (3) of the Internal Revenue Code.