

**PROPOSED TO MEMBERSHIP FALL 2007**  
**MAACE BYLAWS (June 2007)**  
**MONTANA ASSOCIATION FOR ADULTS AND COMMUNITY EDUCATION**

**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 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 with 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 organizations, 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 a 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 upon recommendation of the Board of Directors and subject to the approval of the membership. Dues are payable July 1 of each year.

#### **ARTICLE IV - OFFICERS AND BOARD OF DIRECTORS**

1. The governing Board of the Association shall consist of six (6) voting board members, two from the Eastern District, two from the Western District, and two members at-large, (as described in Article XII) and one (1) non-voting representative from the Office of Public Instruction representing adult education.
2. The Board shall choose one of its members to serve as Chairperson and one to serve as Vice-Chair at the first meeting of the board after the election.
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 Board members shall be elected and shall take office at the fall annual meeting.
  - a) The Chairperson and Vice-Chair shall serve one year terms or until the next election of officers.
  - b) The treasurer and executive secretary shall serve one-year terms 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 positions, one from each district and one at-large, being up for election each year.
7. In the interim between elections, the Board shall fill vacancies for any un-expired term. In the event that the Chairperson Position becomes vacant, the Vice-chair shall succeed to this position. A replacement Vice-chair shall be appointed/elected from the current board.

In all other cases, when a board vacancy occurs in the 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 Board shall be as follows:
  - a) The Chairperson shall serve as principal officer of the Association, as its representative to the public, and shall preside at all meetings of the Association and the Board of Directors.
  - b) The Vice-Chair shall perform such duties as prescribed by the Board and shall serve as chairperson of the Nominations and Elections committee.
  - c) The Executive Secretary shall supervise the preparation and distribution of the minutes of all meetings of the Board.
  - d) 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.
  - e) The Board of Directors shall manage the general affairs, property, and administrative operations of the Association; interpret and implement its policies; prepare an annual budget and authorize expenditures within its limitations; and assign duties and responsibilities among the members as it may from time to time determine.
  - f) Should a board member miss two consecutive board meetings without notification to the Chairperson, 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 shall secure nominations for Board positions.
2. The membership shall submit nominations for Board members to the Chairperson of the Nominations and Elections committee at least twenty (20) days prior to the election.
3. Within ten (10) days prior to the election, appropriate ballots shall be mailed to current members in good standing. Ballots must be returned within 15 days by e-mail or mail in order to be valid.
4. Ballots will be counted and elections results distributed to the board, and membership.
5. In the event of a tie for election of Board members, the member with greatest seniority in the association will be elected to the board.

#### **ARTICLE VI - COMMITTEES**

1. Standing Committees of the Association shall include:
  - a) Awards
  - b) Legislative
  - c) Bylaws and Resolution
  - d) Nominations and Elections
  - e) Public Relations
  - f) Professional Development
    - i) Conference and Programs
  - g) Finance

2. Ad-hoc and special committees may 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 Chairperson 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.
4. Chairpersons of all standing committees shall be responsible directly to the Board of Directors as determined by the Board and shall be appointed for terms of one year. Chairpersons of these committees will be determined each year when new board members take office at the first meeting of the Board following the election.

#### **ARTICLE VII - MEETINGS**

1. 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.
2. The Board of Directors shall meet no fewer than two times per year. Special meetings will be subject to the call of the Chairperson and/or two-thirds of the members of the Board of Directors. 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 Chairperson shall determine a time and place for a meeting of incoming Board members and outgoing Board members to discuss policies, procedures, and plans of the Association.

#### **ARTICLE VIII - QUORUM**

1. 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. (If there is more than one version it should be noted which version is being used.)

#### **ARTICLE IX - FINANCE**

1. The fiscal year of the Association shall be July 1 through June 30.
2. The general funds 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 by a two-thirds (2/3) vote of the members voting at a 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. Ballots can be returned via email or mail.
3. These bylaws may also be amended at the annual meeting provided one-half 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 members present.
4. Such bylaw revisions may be initiated by any member in writing to the Chairperson of the Bylaws and Resolutions committee prior to the meeting.

#### **ARTICLE XII - BOARD DISTRICTS**

1. Association Board membership shall be allocated on the basis of two members elected to represent Eastern Montana, two members elected to represent Western Montana, and two members at-large. These districts shall be based on geography and defined as follows: Western District includes the counties of Beaverhead, Madison, Broadwater, Jefferson, Silverbow, 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 of Montana and MAACE member in good standing.
2. To be a viable candidate, he/she must have been a member of MAACE for one complete fiscal year.

#### **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 example under Section 501(c) (3) of the Internal Revenue Code.