BYLAWS

ASSOCIATION OF METROPOLITAN SCHOOL DISTRICTS

ARTICLE I

Authority – Definitions

Section 1. These bylaws are adopted pursuant to Article V, Section 5 of the "Articles of Incorporation for the Association of Metropolitan School Districts," effective August 15, 2002, which create the Association.

Section 2. Subdivision 1. For purposes of these bylaws the following terms have meanings given them by this section.

Subdivision 2. "Board" or "Board of Directors" means the Board of Directors of the Association.

Subdivision 3. "Association" means the Association of Metropolitan School Districts.

Subdivision 4. "Articles" mean the Association's Articles of Incorporation.

Subdivision 5. "Member" means a school district which is a member of the Association in accordance with the terms of the Articles.

Subdivision 6. "Associate Member" means a public education service organization or public education advocacy organization that has been approved for membership by the Association's Board of Directors upon recommendation of the Association's Executive Committee.

ARTICLE II

Membership

Section 1. The Executive Director of the Association shall keep a current list of members of the Association, which shall be attached to the Association's copy of these by-laws as Exhibit A and updated whenever the membership list changes.

Section 2. Associate Membership. A public education service organization or a public education advocacy organization may apply for an associate membership to the Association by submitting a letter of interest to the Chair of the Association. The Executive Committee will consider the application for associate membership and verify that the applying organization supports the mission and goals of the Association. If the Executive Committee approves the associate membership application, that recommendation must be forwarded to the Board of Directors for final action.

An associate membership will be in the name of the organization with two individuals appointed by the associate member to serve as ex-officio board members. Associate members are not eligible to vote or hold office. Associate members are eligible to:

a. Attend the Association's Board of Directors ~~and committee~~ meetings. ~~and serve in an advisory capacity on standing and ad hoc committees~~
b. Receive Association newsletters, research briefs, and legislative updates.
c. Attend and participate in Association conferences and workshops at the member rate.

ARTICLE III

Governing Body

Section 1. The governing body of the Association is its Board of Directors as provided in the Articles. Superintendents of members are ex officio directors with the right to vote.

Section 2. Each member may appoint an alternate director for each of its directors; provided however, that the alternate for a school board member shall be the superintendent or another school board member, and the alternate for a superintendent shall be a member of the school administrative staff or a school board member. Alternate directors may attend meetings of the Board and may vote in the absence of the member's director.

Section 3. When a vacancy in the office of director or alternate occurs for any reason stated in the Articles, it shall be filled by the school board of the member for which the director serves by resolution filed with the Chairperson of the Association.

Section 4. A majority of the Board constitutes a quorum, but a smaller number may adjourn from time to time.

ARTICLE IV

Officers and Employees

Section 1. As provided in the Articles, the officers of the Association are the Chairperson, the Vice-Chairperson, and the Treasurer. The Vice-Chairperson shall serve as Chairperson in the absence, disability or disqualification of the Chairperson. The Chairperson may appoint a Secretary who may or may not be a director. The Board may assign the duties of Secretary to the Treasurer, or may authorize the Secretary to appoint a recording Secretary to act under the Secretary's supervision and control.

Section 2. The Association acting through its Board of Directors may employ such personnel and retain such consultants as are authorized in the Articles and as may be necessary to carry out its purposes. The Board is authorized to make such employee contributions as may be authorized or required by law.

Section 3. The Treasurer shall have the duties assigned by Article VIII of the Articles, and by the Board of Directors. Persons may be employed to perform such services under the Treasurer's supervision and direction as may be authorized by the Board. The Treasurer shall post a fidelity bond or other insurance against loss of authority funds in the amount specified by the Board. The cost of such bond or insurance shall be paid by the Association. The Board may reimburse officers of the Association for their actual and necessary expenses incurred in the conduct of Association business.

Section 4. Vacancies in the office of Chairperson, Vice-Chairperson, and Treasurer shall be filled by the Board for the unexpired portion of the term of office.

Section 5. An officer of the Association; the Chairperson, the Vice-Chairperson or the Treasurer, must resign their Association officer position as soon as they are either endorsed by a political party for state or federal elective office or file as a candidate for state or federal elective office. A candidate for state or federal elective office may continue to serve on the Association's Board of Directors and on Association committees.

ARTICLE V

~~Minutes~~ Board of Directors

Section 1. As provided in the Articles, the Association shall conduct an annual meeting during the month of August of each year on a date and time set by the Board of Directors.

Section 2. Regular meetings of the Board are held at a time and place established by the Board at the annual meeting, but special meetings may be held at the call of the Chair by three (3) days written notice to each member of the Board.

Section 3. All meetings of the Board of Directors and the Association shall be open to the public. The Board shall establish procedures which are reasonably calculated to give the public adequate notice of all meetings of the Association and may establish procedures for adequate notification to the public of all meetings of the Association, its committees and subcommittees.

Section 4. Meetings of the Association shall be conducted in accordance with Robert's Rules of Order, Revised, except as otherwise provided in these bylaws or the Articles.

Section 5. An agenda for regular meetings of the Board of Directors must be distributed to members prior to the meeting. ~~The Board of Directors may from time to time determine the order of business at Association meetings. The usual order of business at meetings shall be as follows:~~

~~a. Call to order~~
~~b. Roll call~~
~~c. Minutes of previous meeting~~
~~d. Claims and bills~~
~~e. Reports of officers and committees~~
~~f. Communications~~
~~g. Unfinished business~~
~~h. New business~~
~~i. Adjournment~~

ARTICLE VI

Committees

Section 1. Executive Committee

Subdivision 1. There shall be an Executive Committee of the Board of Directors selected by the Board.

Subdivision 2. The Executive Committee shall be composed of the Chairperson and Vice-Chairperson of the Association, and seven other members of the Board of Directors as

elected by the Board; a majority of the members of the Executive Committee shall be school board members; the Chairperson of the Association shall be the Chairperson of the Executive Committee.

Subdivision 3. Individuals shall be elected by the Board to three-year terms on the Executive Committee. Service by an individual on the Executive Committee shall not exceed a period of three years, except that an individual appointed to fill a vacancy may be elected to an additional three-year term.

Subdivision 4. Except as otherwise provided in Article V, the Executive Committee may perform any function of the Board delegated to it by the Board.

Subdivision 5. Membership on other committees established by the Board shall be as directed by the Board.

Subdivision 6. The Chairperson of the Association shall be the chairperson of any other committee established by the Board, unless the Chairperson of the Association delegates that responsibility to another member of the Board of Directors serving on the committee.

Section 2. Legislative Committees

Subdivision 1. Individuals shall be elected by the Board to three-year terms on the Legislative Committee. Service by an individual on the Legislative Committee shall not exceed a period of three years, except that an individual appointed to fill a vacancy may be elected to an additional three-year term. ~~There shall be a Legislative Committee of the Board of Directors appointed by the Executive Committee and approved by the Board.~~ The Legislative Committee shall be composed of the Executive Committee and four additional board members: two directors and two superintendents.

Subdivision 2. The Legislative Committee shall develop and submit for approval to the Board, an annual legislative platform outlining the Association's legislative priorities.

ARTICLE VII

Legislative Procedure

Section 1. As provided in the Articles, the Association may make recommendations to the legislature regarding changes in the laws regarding school districts and take positions relative to any proposed legislation of such a nature.

Section 2. Except as otherwise specifically provided in the Articles or these bylaws, all formal legislative proposals or positions shall be advanced, publicized and represented as formal proposals or positions of the Association when they have been adopted by a two-thirds (2/3) vote of the Board of Directors at a duly called and regularly held regular or special meeting of the Board.

Section 3. ~~Prior to guideline dates set by the Board of Directors at its annual meeting~~ In any year, a member may propose a legislative position or proposal to the Board of Directors ~~in writing~~. The proposal shall be referred by the Board to the Legislative Committee for study and recommendation. Upon the recommendation of the Legislative Committee~~, or if a period of 30 days has elapsed without such recommendation,~~ the proposal shall be considered and acted upon by the Board at a ~~its next~~ regular meeting~~, but the consideration of various proposals may be set forward for consideration as a whole at any future meeting~~.

Section 4. The Board shall adopt its final legislative proposals on or before a date which is three (3) weeks prior to the opening of the regular legislative session of each year. The Board may provide for appropriate publicizing and distribution of such proposals to the legislature, its members, and such other persons and organizations as it deems necessary.

Section 5. The Executive Committee is empowered to authorize statements by its members or representatives on legislative matters not embodied in the formal legislative proposals in cases where, in its judgment, immediate action is necessary to carry out the objectives of the Association; provided however, that any such statement or representation shall clearly express the fact that it is the position of the Executive Committee only. Any position taken by the Executive Committee under this Section may be ratified by the Board and made part of the formal legislative position of the Association.

Section 6. Pursuant to Article V of the Articles, the Board may retain the services of a legislative consultant who may also be designated as the Association's legislative representative. The legislative representative shall perform the duties assigned by the Articles and any other matters relating to legislative proposals as may be assigned by the Board, or by the Executive Committee as authorized by the Board.

ARTICLE VIII

Financial Matters

Section 1. The fiscal year of the Association is from July 1 to June 30 of each year.

Section 2. Association funds shall be expended in accordance with the generally accepted accounting principles governing non-profit organizations. Orders, checks and drafts shall be signed by the Executive Director or the Treasurer. Other legal instruments shall be executed on behalf of the authority by the Chairperson and the Treasurer. Contracts shall be let and purchases made in accordance with the procedures established for non-profit organizations generally.

Section 3. The Treasurer shall perform the duties assigned by Article VIII of the Articles. The Treasurer shall report from time to time on the financial condition of the Association and shall prepare an annual financial report for the Board at least once each year. As provided in the Articles, all Association funds shall be maintained in a special fund, separate and apart from any other funds.

Section 4. The Board shall provide for either an annual audit or review of Association funds by a certified public ~~accountant~~ accounting (CPA) firm qualified to provide this service level to non-profit organizations. The audit or review may be performed by the ~~auditor~~ CPA firm or one of the members of the Association if the member maintains the required credentials.

Section 5. The Board shall make a financial accounting and report to members at least once each year. The books and records of the Association shall be open and available for inspection by members at all reasonable times.

Section 6. By May 31 of each year, the Executive Committee of the Association shall submit a budget for the following year, for approval by the Board of Directors.

Membership fees will be developed from the budget as follows:

A. Sixty percent of the expenditure budget for the following year shall be divided by the number of member districts as of the month of June, and the quotient or result shall be the "fixed fee" of each member district.

B. Forty percent of the expenditure budget for the following year shall be divided by the aggregate number of resident ADMs in all member districts for the previous year. A "variable fee" shall be assessed each of the member districts according to the number of its resident ADMs to a maximum of 11,000 resident ADM's. The variable fee shall not apply to member districts organized as joint powers organizations.

C. The membership fee for associate members shall be determined annually by the Executive Committee and approved by the Board of Directors.

The fees of member districts shall not be changed for a period of twelve (12) months, regardless of the number of member districts in the Association, or students enrolled in member districts.

ARTICLE IX

Miscellaneous

Section 1. In any case where these bylaws are in conflict with any provision of the Articles, the Articles shall control.

Section 2. These bylaws may be amended by a majority of the Board of Directors at any regular or special meeting of the Board upon ten days' written notice to each director, such notice to include the text of the proposed amendment.

Section 3. An amendment may be proposed in writing filed with the Chairperson by any member, a director, by the Executive Committee, or by the Board on its own motion.

Section 4. An amendment to these bylaws is effective upon its adoption by the Board of Directors.

ARTICLE X

Effective Date

Section 1. These bylaws are effective upon their adoption by the Board of Directors.