

MASC By-laws as amended through November 8, 2019

ARTICLE I - NAME

The Corporation shall be called the Massachusetts Association of School Committees, Inc., hereinafter referred to as the Association.

ARTICLE II - PURPOSE & POLICY

The objectives of the Corporation shall include:

1. To provide closer cooperation among all of the school committees of the cities and towns of the Commonwealth.
2. To study the problems of organization, administration and operation of the public schools and to work for the adoption of the best methods, practices and procedures in public school administration.
3. To encourage the enactment of legislation deemed beneficial to the public schools, school children and all of the citizens of the Commonwealth.
4. To sponsor, develop and encourage all projects, programs and matters deemed necessary or desirable to promote better public education in the Commonwealth.
5. To interpret the aims, functions and needs of the schools to the public.

ARTICLE III - MEMBERSHIP

1. Active Members—Active Members shall be those school committees (as used in these by-laws the term “school committee” shall mean a school committee exercising jurisdiction in Massachusetts) which pay annual dues for the then current fiscal year of the Association. The annual dues of active members shall be determined pursuant to Article IV hereof.

2. Associate Members—There shall be two classes of associate members: Associate Members Class A and Associate Members Class B. Any individual who has been a member of a school committee may become an Associate Member Class A of the Association upon payment of annual dues. Any entity, group or organization, however constituted, affiliated with education may become an Associate Member Class B of the Association upon election by the Board of Directors and payment of annual dues. The annual dues of each class of associate members are as follows.

Class A (former school committee members): \$100.00 per year (life members will be exempted from the fee).

Class B (Entity, group or organization, however constituted, affiliated with education): dues as follows:

Class B-1 Corporate Partners (Corporations serving the educational community, including for-profit entities providing services and products to the educational community): \$3500.00

3. Honorary Members—The Board of Directors may elect Honorary Members of the Association from among persons not serving on a school committee who are distinguished in the field of public education or in other allied fields in which the Association is interested. Honorary members shall be exempt from the payment of dues.

4. Life Members—Each president of the Association shall become a Life Member of the Association upon the assumption of office by his successor as President. Other persons who have made an outstanding contribution to the image of the Association and have served at least one full term on a school committee may be elected Life Members of the Association at any annual meeting of the Association upon recommendation of the Board of Directors. Candidates for election as Life Members at any annual meeting may be proposed by any active or associate member of the Association to the Board of Directors not later than July 1 and the names of candidates recommended by the Board of Directors for election as Life Members shall be included in the notice of the annual meeting at which their election shall be proposed. Life members shall be exempt from payment of dues.

ARTICLE IV - ANNUAL DUES

1. Active Members and Associate Members—Active members and associate members of any class shall pay annual dues in such amounts as may be approved by the Delegate Assembly after recommendations by the Board of Directors.

2. Basis for Dues—Each active member's annual dues are based on that member's operating expenses for support of all public day schools derived from all sources as last reported to the Department of Education prior to the start of the fiscal year of the Association—July 1. Operating expenses shall be the total of those expenditures reported under accounts 1,000, 2000, 3000, 4000, and 9100, 9200, 9300, 9400.

3. Dues Payment—A statement of dues shall be mailed to each active member on or before the first day of the fiscal year. Dues will be due and payable within 90 days after the first day of the fiscal year.

4. Exceptions—There shall be no exceptions or adjustments to the membership dues structure for any Active Member except with the approval of the Board of Directors.

ARTICLE V - DIVISION ORGANIZATION & ADMINISTRATION

1. Division Designations—For organizational and administrative purposes the Commonwealth shall be divided into nine divisions to include all school committees, as follows:

- Division I — Northeast Division
- Division II — Metropolitan Division
- Division III — Southeast Division
- Division IV — Central Division
- Division V — Connecticut Valley Division
- Division VI — Berkshire Division
- Division VII — Cape and Islands Division
- Division VIII — Vocational Tech. School Districts Division
- Division IX — Urban Division

Minority Caucus

Committees in Division VIII and Division IX shall be members of the appropriate geographical division as well as the Vocational Technical Schools Division and/or the Urban Division.

2. Division By-Laws—The active members belonging to each Division shall adopt by-laws which shall be consistent with the Association by-laws, for the regulation of the affairs and the conduct of the business of the Division. Upon determination by the Board of Directors that any provision of the by-laws of a Division is inconsistent with any provision of the Association by-laws, the Division by-laws shall be deemed to have been amended in such a manner as the Board of Directors may determine.

3. Adjustment in Division Assignment—Active members shall be assigned by the Board of Directors to membership in the various Divisions and the names of the active members in the various Divisions shall be published annually in an official publication of the Association.

4. Division Officers—Each Division shall elect such officers as its by-laws provide. The term of office of such officers shall be two years. Division officers shall take office on January 1 following election. The Division Meeting to elect officers shall be held at or in advance of the Annual Meeting of the Association, or, if a quorum cannot be reached, then as soon as is practical. The term of office of any Division chairman shall expire upon the Division Chairman's acceptance of any elected office of the Association. Any Division officer that ceases to be a member of a school committee shall be entitled to serve until the next June 30.

5. Division Meetings—Each Division shall hold a minimum of two meetings annually at least one of which must be a Division-wide meeting. At the discretion of the chairman, a series of regional meetings may be scheduled in order to satisfy the requirement for a second meeting. In any event, one of said meetings shall be held prior to January 1 of each school year and a second shall be held after January 1 of each school year. If there is only one Division-wide meeting, it shall be held after January 1 of each school year and shall be designated as the annual meeting for the election of officers.

6. Duties of Division Chairmen—Each Division chairman shall:

- (a) be responsible for promoting the aims and purposes of

the Association in the Division and shall preside at all Division meetings unless the chairman shall have made the appropriate arrangements for the Vice Chairman to preside;

(b) be a member of the Board of Directors of the Association. Whenever a Division chairman is unable to attend a meeting of the Board of Directors, he/she shall notify the Vice Chairman or such other Division officer as the Division by-laws may provide who may attend and act at such meetings with all the powers of the Division Chairman;

(c) maintain and file with the Executive Director of the Association a copy of its by-laws with all amendments thereto and a list of the names and addresses of its current officers.

7. Failure to Discharge Duties—In the event of the failure or inability of any Division Chairman to discharge the duties required under these by-laws, the Board of Directors shall have the power to call such meetings, to appoint interim officers for the Division, which officers shall serve until their successors are duly elected and qualified, and to perform all acts necessary to effectuate the aims and purposes of the Association within such Division.

ARTICLE VI - DUTIES OF OFFICERS & COMMITTEES

1. Association Officers—The officers of the Association shall be a President, a President-Elect, a Vice President and a Secretary-Treasurer.

2. President—The President shall preside at the meetings of the Association and of the Board of Directors and shall appoint (with the advice and consent of the Board of Directors) the several standing committees.

3. President-Elect—The President-Elect shall act in the absence or disability of the President. The Board of Directors shall by vote determine when such absence or disability exists. The President-Elect shall succeed to the Presidency provided the President-Elect is a member of a school committee when he or she assumes the Presidency. In the event that the President-Elect ceases to be eligible to succeed to the Presidency, the Vice President shall succeed to the office.

4. Secretary-Treasurer—The Secretary-Treasurer, under the direction of the Board of Directors, shall collect, take charge of, and disburse all funds belonging to the Association. The Secretary-Treasurer shall keep proper accounts and, at the annual meeting, and at other times when required by the Board of Directors, shall present a report of the financial condition of the Association. The Secretary-Treasurer shall also keep a record of all the proceedings of the Association and of the Board of Directors, shall give notice to members of the time and place of all meetings of the Association, and shall prepare each year a report of the annual meeting of the Association. All records, officers' reports, committee reports, regional meetings reports and minutes of all meetings of the Association and of the Board of Directors shall be signed by the Secretary and deposited in the office of the Association

and the Executive Director shall thereafter be responsible for their preservation and availability for future reference.

5. The Role of the Secretary, formerly described in Article VI, Section 5, was combined with the Treasurer's role in 1994.

6. Officer Requirements—Each Association officer, if that officer ceases to be a member of a school committee, shall be entitled to serve until the following January 1 and each Division officer who ceases to be a member of a school committee shall be entitled to serve until the next December 31.

7. Signature Authorization—Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, drafts and other obligations made, accepted or endorsed by the Association shall be signed by the President, the Secretary-Treasurer, or the Executive Director. The President, the Secretary-Treasurer, the Executive Director and each other person if any, from time to time so authorized to act shall furnish surety bonds in amounts and by companies approved by the Board of Directors, the premiums for such bonds to be paid by the Association.

ARTICLE VII - ELECTION OF OFFICERS

1. Election and Term of Office—The officers, except for the President, shall be chosen by ballot at the annual meeting of the Association and shall hold office until the next December 31 and until their respective successors are chosen and qualified. Any vacancy in any office may be filled by the Board of Directors subject to any action respecting such vacancy which the members of the Association may take at any meeting called for the purpose. The President, the President-Elect, the Vice President, and the Secretary-Treasurer shall serve for one year. The Nominating Committee, with the concurrence of the Board of Directors, may re-nominate any officer, including the President, for one additional term of one year only under extenuating circumstances. No person may hold more than one office at the same time. Should the Past President be unable to serve for any reason, the next previous Immediate Past President who is still an active school committee member shall be called upon to serve. For the election of officers printed ballots shall be provided which shall contain the name of each candidate nominated pursuant to Section 3 for each office and shall have a marking space opposite the name of each candidate. The officer presiding at the annual meeting shall appoint three tellers who shall have custody of the ballot box and who shall receive and count and report the votes cast for each of the candidates nominated.

2. Nominating Committee—A Nominating Committee of ten persons shall be appointed by the President with the advice and consent of the Board of Directors, on or before May 1 of each year. A Past President shall serve as a non-voting chair of the Committee. Five members shall be Division Officers and five shall be members of school committees which

are active members of the Association. The five Division officers and the five others shall be so appointed that each Division of the Association is represented.

3. Report of Nominations and Timing—The Nominating Committee shall nominate a candidate or candidates for each office of the Association to be elected by the members and shall file its report with the Secretary-Treasurer not later than the ninetieth day before the date set for the next annual meeting of the Association. The Secretary-Treasurer shall mail a copy of the report of the Nominating Committee to each active member at least eighty-five days before the date set for such meeting. Active members may make additional nominations from the floor at the annual meeting provided that a notice signed by at least five active members giving the names of the persons to be nominated and the offices for which they are to be nominated shall have been filed with the Secretary-Treasurer within thirty-five days after the date the report of the Nominating Committee was mailed. Upon expiration of the period within which such notices may be filed the Secretary-Treasurer shall notify any person proposed to be nominated for more than one office of the offices for which that person is proposed; such person may designate for which of such offices he or she desires to be a candidate by notice filed with the Secretary-Treasurer not later than ten days before the date of the annual meeting; and such persons may then be nominated only for the office so designated. Any person nominated for and elected to two offices shall be deemed elected to neither and the vacancies shall be filled by the Board of Directors as provided in Section 1 hereof.

ARTICLE VIII - BOARD OF DIRECTORS

1. Composition and Vacancies—The Officers, the Immediate Past President and the Division Chairmen and the Chair of the Minority Caucus shall constitute the Board of Directors except that no employee of the Association may serve on the Board of Directors. Should a vacancy occur in the Board of Directors for any reason, the vacancy, if not otherwise filled under the provisions of these by-laws, may be filled by a two-thirds vote of the remaining Directors, such appointee to serve until the next annual meeting or until election by the respective Divisions.

Any member of the MASC Board of Directors serving on the Board of Directors for the National School Board Association (NSBA) shall continue to serve as a voting member of the MASC Board until such time as his/her term on the MASC Board expires in accordance with these by-laws. Any member of MASC serving on the NSBA Board of Directors shall serve as an ex-officio, non-voting member of the MASC Board of Directors for the duration of his/her term on the NSBA Board.

2. Function—Except as reserved to the members by law, the agreement of association or these by-laws, the Board of Directors shall have full authority and power to manage and conduct the business and affairs of the Association and to exercise its powers, to control the expenditure of Association

funds, to authorize the borrowing of money and the pledge of its credit by the Association, to make regulations for the conduct of affairs of the Association, to determine its general policies and to act for its interest in any way not inconsistent with the by-laws and the agreement of the Association.

3. Agents of Association—The Board of Directors shall have the sole right to appoint and re-appoint an Executive Director and such assistants, agents and servants as it may deem necessary or useful to the Association, and to remove them if it shall think fit, and shall prescribe their respective duties and compensation.

4. Quorum—A majority of the members of the Board of Directors or, eight out of fifteen members, shall constitute a quorum. Where the President deems it urgent and necessary, the Board of Directors may hold a special meeting, via conference call, provided that all members of the Board are notified at least 72 hours prior to the call, stating the time of the conference call and the purpose of the special meeting.

For the purposes of achieving a quorum, the President will permit participation by a board member or members via telephone, voiceover internet protocol (VOIP) or other means that allow for distance participation in the meeting as long as all board members are able to hear all other board member comments easily at all times.

5. Audit—The Board of Directors shall at the close of each fiscal year, and may at any other time, employ a qualified accountant to audit the books and accounts of the Association and shall present at the annual meeting the written report of such audits; the Board of Directors may also cause to be audited in the same manner the accounts of any agents of the Association.

6. Committees—The Board of Directors may create such standing or special committees as it deems wise for carrying on the activities of the Association, may delegate to them such powers as it deems wise and may discontinue any such committee.

7. Executive Committee—The President, the President-Elect, the Vice President, the Secretary-Treasurer, and the Immediate Past President shall constitute the Executive Committee, the function of which shall be to meet from time to time and make recommendations for action to the full Board of Directors. The President of the Association shall be the Chairman of the Executive Committee.

During the interim period between meetings of the Board of Directors, the Executive Committee may take such actions on behalf of the Board as it deems prudent on matters that require immediate action and shall report such action immediately to the full membership of the Board of Directors.

ARTICLE IX - MEETINGS OF THE ASSOCIATION

1. Annual Meeting—The annual meeting of the Association, to be known as the Delegate Assembly, shall be held at such hour on such business day, not earlier than September 20 nor later than November 30, in each year and at such place within Massachusetts as the Board of Directors shall determine. Resolutions and other purposes for which an annual meeting is to be held additional to those proscribed by law, by the agreement of association, and by these by-laws may be specified by the Board of Directors and by written application made to the Secretary-Treasurer not later than June 1 in any year by at least five active members located in at least two Divisions. Resolutions submitted by a single school committee may be presented to the Delegate Assembly upon approval by the Board of Directors on the recommendation of the Resolutions Committee. If an annual meeting is not held within the dates specified above, a special meeting may be held upon call by the Board of Directors with all the force and effect of an annual meeting.

2. Special Meetings—Special meetings of the Association may be called by the Board and shall be called by the Secretary-Treasurer or; in the case of the death, absence, incapacity or refusal of the Secretary-Treasurer, by any other officer of the Association, upon written application by at least seven active members located in at least two divisions. Such call shall state the purpose of the meetings, the place and time, which shall not be sooner than forty-five days from the date of the call by the Board of Directors or of such application, as the case may be.

3. Place and Date—A written notice of the place, date, and purposes of all meetings of the Association shall be given by the Secretary-Treasurer or; in the case of death, absence, incapacity or refusal of the Secretary-Treasurer, by any other officer of the Association at least thirty days before the meetings to each member of the Association by mailing it postage prepaid and addressed to each member at that member's address as it appears in the records of the Association. The written notice of any meeting at which officers are to be elected shall include the names of the persons proposed by the Nominating Committee and of those persons named in notices filed pursuant to Article VII, section 3 with the office for which each person is proposed.

4. Quorum—Twenty active members shall constitute a quorum at all regular and special meetings of the Association. Except where a larger vote is required by law, by agreement of association or by these by-laws, a majority of the votes cast on any question at a meeting at which a quorum is present or in any mail ballot at which at least twenty active members cast ballots shall decide. Quorums at Division meetings shall be set by each Division's by-laws.

5. Voting by Mail—At the direction of the Board any question other than the election of officers may be submitted to the active members for vote by mail. Ballots shall be prepared by the Secretary-Treasurer and mailed, postage prepaid, to all ac-

tive members at their addresses on the Association's records. Each ballot, or an accompanying notice, shall state the date fixed by the Board, which shall not be earlier than thirty days after the date of the mailing, by which ballots shall be returned to the Secretary-Treasurer. All ballots shall be returned to the Secretary-Treasurer. All ballots shall be opened and counted by the Secretary-Treasurer and two other officers, designated by the President, on the day following the date so fixed. The Secretary-Treasurer shall report the result to the President and the Board.

6. Voting at Meetings—All members of the Association and all members of school committees which are active members of the Association may attend and speak at any meeting of the Association. Only active members shall be entitled to vote on the election of officers or on any other matter as to which members of the Association shall have the right to vote and each active member shall have one vote. No later than seven days prior to each meeting of the Association each active member shall by written notice to the Executive Director designate one of its members as its voting delegate. All ballots and other votes cast by an active member at any Association meeting shall be cast by and only by its voting delegate or, if the delegate is absent, by its alternate voting delegate if one shall have been designated. Votes cast by active members on any question submitted by mail as provided in Article IX, section 5 of these by-laws shall be cast by vote of each active member adopted and certified in the manner by which such active member adopts and certifies its official acts.

7. Superintendents at Meetings—Any superintendent of schools employed by an active member school committee may attend any meeting of the Association and may speak if, but only if, recognized by the presiding officer.

8. Parliamentary Procedure—At all meetings of the Association and the Board of Directors Robert's Rules of Order shall be the authority for determining parliamentary procedure.

ARTICLE X - INDEMNIFICATION

The Association shall, to the extent legally permissible, indemnify each of its directors and officers and persons who serve at its request as directors or officers of another Association in which it has an interest, against all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit, or other proceeding in which he may be thereafter, by reason of his acts or omissions as such director or officer, unless in any proceeding he shall be finally adjudged not to have acted in good faith in the reasonable belief that his action was in the best interests of the Association; provided, however, that such indemnification shall not cover liabilities in compromise payment by such director or officer pursuant to a consent decree or otherwise, unless such compromise shall be approved as in the best interests of the Association, after notice that it involves such indemni-

fication, (a) by a vote of the directors in which no interested director participates, or (b) by a vote or the written approval of a majority of the members, not counting any member who is an interested director or officer. Such indemnification may include payment by the Association of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification under these provisions. The rights of indemnification hereby provided shall not be exclusive of or affect other rights to which any director or officer may be entitled. As used in this paragraph, the terms "director" and "officer" include their respective heirs, executors, and administrators, and an "interested" director or officer is one against whom as such the proceeding in question or another proceeding on the same or similar grounds is then pending.

Like indemnification of employees and other agents of the Association (including persons who serve at its request as employees or other agents of another organization in which it has an interest) may be provided by the Association to whatever extent shall be authorized by the directors before or after the occurrence of any event as to or in consequence of which indemnification may be sought.

Any indemnification to which a person is entitled under these provisions may be provided although the person to be indemnified is no longer a director, officer, employee, or agent of the Association or of such other organizations.

ARTICLE XI - FISCAL YEAR

The fiscal year of the Association shall end on June 30 of each year.

ARTICLE XII - SEAL

The Association shall have a seal which consists of a flat-faced die with the Association's name, year of incorporation, and the word "Massachusetts" cut or incised thereon.

ARTICLE XIII - AMENDMENTS

1. Amendments by Members—These by-laws may be amended by a vote of at least two-thirds of the active members voting at any meeting of the Association called for the purpose, provided the subject matter of the proposed change has been included in the notice of the meeting.

2. Waiver by Board of Directors—The Board of Directors by a two-thirds vote of its entire number may from time to time waive any provision of these by-laws except one affecting the notice for meetings of the Association or the vote thereat and in all such instances shall within thirty days thereafter report to the members in writing the provision waived and the action taken pursuant to the waiver. Any action taken by the Board of Directors pursuant to such waiver shall have full force and effect until the next following meeting of the Association.