

Summary of Bylaw changes:

Membership Values: This section was deleted because while important, it seemed better included as part of our Strategic plan, and not as part of our organizational document.

Article II: The word accountability was added to 2 sections to make wording among the sections more consistent.

Article IV: Clarified that we are an Association in section 3, not a corporation. Also clarified that the budget is created by the Exec. Director in section 10.

Article VII: Corrected the Marketing Chair's title.

Article VIII:

In section 1, specified that the annual elections for elected officers are conducted prior to the spring conference.

In Section 2, the Nominating committee's name is corrected (this is done in several places throughout the remainder of the document), and the chair of that group is changed to the President-elect. This is part of a change where the President-elect will chair the Nominating committee, and the Past-President will chair the Program Committee. As the Program Committee coordinates the conferences, the chair of that committee requires more experience than the Nominating Committee, and swapping the duties for these two positions makes the President-elect's job more manageable.

Section 3 removes the recommendation for a competitive slate. This has not been possible in many prior years.

In section 5, wording is corrected to show that ballots for the elections are counted by the Sergeant-at-arms.

In Part B the Homeless and Truancy Liaison is added to the appointed positions. The position already exists, and this is bringing the bylaws into compliance. The Agency partners are removed from this section as their appointments are covered in Article VII, section 3.

In Part C the Sergeant-at-arms term is shortened to 1 year. This allows more flexibility in filling vacancies in the appointed positions on the Board. The references to the agency partners is removed as not needed, and the term limitation currently in place only for Board Officers is expanded to all Board members.

Article IX: Corrections are made to several position titles, and chairmanship of several Special Interest Groups is assigned. Changes were made the section 5 to show the work of the Marketing chair has changed since the Executive Director has taken over several of the listed tasks.

Article XII: Quorum was changed to be 51% of the voting Executive Board currently serving, instead of a static 9 members. This is done to allow for Quorum to be more easily reached when one or more positions on the Board may be unfilled.

Article XVI: Removes the requirement that the Board vote on the Bylaw changes at least 4 weeks prior to the membership meeting where they will be voted on. This has caused conflict in previous years when wording was ready within 2 weeks for member review, but not in time for Board approval, 4 weeks prior to the meeting.

Recommended for member approval 3/11/2016

**CONSTITUTION AND BY-LAWS OF THE
MICHIGAN PUPIL ACCOUNTING & ATTENDANCE
ASSOCIATION
(MPAAA)**

~~Membership Values:~~

~~With ever-tighter school funding, increasing demands for accuracy and frequency of membership and educational data reports, and rapid changes in the technology surrounding these reports, pupil accounting and data management is an increasingly important part of a school's operation.~~

ARTICLE I - NAME

Section 1

This Association shall be known as the Michigan Pupil Accounting and Attendance Association.

ARTICLE II - PURPOSE

As the premier resource for pupil accounting, data management, **accountability**, and attendance issues, the purpose of this Association shall be as set forth in the following sections:

Section 1

MPAAA will be the preeminent educational accountability association in the State of Michigan.

Section 2

MPAAA will be the premier provider of training related to educational data collection, quality, and management in the State of Michigan.

Section 3

MPAAA will keep members informed about current and emerging rules, regulations, and policies affecting pupil accounting, attendance, **accountability**, and data management.

Section 4

MPAAA will impact educational **data and** accountability legislation and regulatory policy in the State of Michigan.

Section 5

MPAAA will be committed to continuous organizational growth and improvement.

Section 6

MPAAA will promote networking opportunities among the membership and across the state of Michigan.

ARTICLE III - MEMBERSHIP AND VOTING PRIVILEGES

Section 1

Individuals interested in the purpose and work of this Association are encouraged to become members of the Association. Membership in the Association shall be established by the payment of annual dues. All members shall have voting privileges.

Section 2

Annually, the Association will seek to honor those persons who have provided extraordinary pupil accounting or attendance service to the Association or its members. Members will be invited to nominate other members or special friends of the Association for an Outstanding Service Award. Outstanding Service Awards will be issued at the Spring Conference.

ARTICLE IV - FINANCE

Section 1 Annual Dues

The Board, by resolution, shall prescribe the annual dues for membership. Any dues increase adopted by the Board shall not exceed 10 percent of the preceding year's dues, unless the increase is approved by a majority vote of the membership present and voting at an annual or special meeting. A dues increase shall not become effective until the beginning of the next fiscal year following approval.

Section 2 Deposits

The Board shall, from time to time, designate FDIC banks, trust companies or other depositories in which all funds of the Association not otherwise employed shall be deposited to the credit of the Association.

Section 3 Checks

All checks, drafts and orders for the payment of money shall be signed in the name of the ~~corporation~~ Association in such manner and by such officer or officers or such other person or persons as the Board shall from time to time designate for that purpose.

Section 4 Employment and Contracts

The Board may, from time to time, determine that the employment of one or more individuals, directly, through third-party vendors, or otherwise permissible under Michigan law, will benefit the Association and the Board may take such actions it determines necessary and reasonable to secure such employment or execute the agreement.

Section 5 Association Books and Records

The Association shall keep books and records of account and minutes of the proceedings of its Board and standing committees, if any. The books, records and minutes may be kept outside this state. Any of the books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. The Association shall convert into written form without charge any record not in written form, unless otherwise requested by a person entitled to inspect the records.

Section 6 Prohibited Actions

The Association shall not carry on activities not permitted to be carried on (a) by an Association exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code, as amended, (b) by an Association contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or (c) by a nonprofit Association organized under the law of the State of Michigan pursuant to the provisions of Act 162, public Acts of 1982, as amended.

No part of the assets or net earnings of the Association shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except as otherwise set forth in these bylaws.

The Association will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, as amended.

The Association will not retain any excess business holdings as defined in Section 4393(c) of the Internal Revenue Code, as amended.

The Association will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, as amended.

The Association will not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, as amended.

Section 7 Interest in Contracts

A contract or other transaction between the Association and one or more of the directors or officers, or between the Association and any other corporation, firm or association of any type or kind in which one or more of the directors or officers are directors, officers or otherwise interested, is not void or voidable solely because of such common directorship, officership or interest, or solely because such directors are present at the meeting of the Board or committee thereof which authorizes or approves the contract or transaction, or solely because their votes are counted for such purpose if either of the following conditions is satisfied:

- (a) The contract or other transaction is fair and reasonable to the Association when it is authorized, approved or ratified;
- (b) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or known to the Board or committee and the Board or committee authorizes, approves or ratifies the contract or transaction by a vote sufficient for the purpose without counting the vote of any common or interested director.

Section 8

Registration fees for any conference or workshop will be evaluated and established annually by the Executive Board of the Association.

Section 9

A biennial review of the Association's financial records shall be performed by an independent auditor selected by the Executive Board. The review will be in the form of a compilation statement and will be completed every two years corresponding with the election for the Treasurer position. In the opposite years an internal **audit review** shall be completed by Executive Board members other than the Treasurer.

Section 10

A budget of the Association's revenues and expenditures shall be prepared annually by the **Executive Director** ~~President and Treasurer~~. It shall be approved by the Executive Board.

ARTICLE V - OFFICES

Section 1 Registered Office

The initial registered office of the Association shall be located at 1001 Centennial Way, Suite 400, Lansing, MI 48917, or such other address as the Board may from time to time designate.

Section 2 Other Offices

The Association may also have offices at such other places both within and without the State of Michigan as the Board may from time to time determine or the business of the Association may require.

Section 3 Resident Agent

(a) The Association shall appoint a Resident Agent who may be either an individual resident in this state or a corporation authorized to transact business in this state and having a business office identical with such registered office. Upon appointment of such Resident Agent, the Association shall immediately file with the State Administrator a certificate of such appointment. The initial Resident Agent shall be the MPAAA Executive Director.

(b) The Association may change its registered office or its Resident Agent, or both, by resolution duly adopted by the Board. Such change may be executed by the President, President-Elect, or secretary of the Association. Such change shall become effective on the filing of a copy of such resolution in the office of the State Administrator and upon the Administrator's endorsement thereof unless a subsequent effective time is set forth.

ARTICLE VI-Tax Year; Seal; Notices

Section 1 Calendar Year

The Association shall be a fiscal year taxpayer July 1 - June 30.

Section 2 Corporate Seal

The Board may provide an Association seal, alter the seal, and use it by causing it or a facsimile to be affixed, impressed or reproduced in any other manner.

Section 3 Notices

Any notice required by statute or by these bylaws to be given to the directors or to any officers of the Association, unless otherwise provided herein or in any statute, shall be sufficient if given **by email transmission or** by depositing the same in a United States Post Office box or receptacle in a sealed, postpaid envelope, addressed to such director or officer at his last address as the same appears on the records of the Association, and such notice shall be deemed to have been given at the time of such mailing.

ARTICLE VII - OFFICERS/EXECUTIVE BOARD

Section 1

The officers of this Association shall be: President, President-Elect, Immediate Past President, Secretary, Marketing ~~and Membership~~ Chair, and Treasurer.

Section 2

The Executive Board shall consist of the officers, the Sergeant-at-Arms, the Technology Representative, the Pupil Accounting Representative, the PSA Representative, the Pupil Accounting Auditor Representative, the Legislative Liaison, the Educational Issues and Innovation Liaison, the Data Specialist, Homeless & Truancy Liaison, and the UP Representative.

Section 3

The Executive Board may request staff members of State of Michigan departments, agencies, or educational organizations to serve as liaisons between that entity and the Association. Any such liaison shall serve in a non-voting, ex-Officio capacity.

ARTICLE VIII - ELECTIONS

A. ELECTIONS

Section 1

~~The membership of the Association shall elect the Marketing Chair, Treasurer, Secretary and President-elect before the annual spring meeting each year based on terms.~~ These officers shall be duly installed and shall serve until successors are elected and installed.

Section 2

The ~~Nomination and Election~~ **Nominating** Committee will consist of (5) five members of MPAAA. The Executive Board will approve the members of the Association to serve on this Committee. The ~~Immediate Past President~~ **President-Elect** shall serve as chairperson without vote. Should the ~~Immediate Past President~~ **President-Elect** be unable to serve, the President of the Association shall designate a time and place for the first meeting of this committee and at which meeting the committee shall elect one of its members to serve as chairperson.

Section 3

The responsibilities of the ~~Nomination and Election~~ **Nominating** Committee shall include the preparation of a slate of candidates for each **open** office of the MPAAA. ~~When possible, this slate shall be competitive.~~ If a member of the Nomination Committee accepts a nomination for an office, that member shall be excused from the Nomination Committee.

Section 4

The Committee shall ascertain the willingness of the candidate to serve and verify that all nominees are paid members of the MPAAA. The ballot will be provided to members prior to the spring conference.

Section 5

~~According to terms of office~~ the ~~Nominating-ion-and-Election~~ Committee shall conduct the election of officers by secret ballot, provided to the members of the Association. This election shall take place prior to the spring conference, with members having at least 3 weeks to cast their ballots. The Executive Board may vote to allow an electronic balloting method so long as reasonable steps are taken to ensure against fraudulent votes. Members have the opportunity to cast one ballot. The ballots shall be counted by the ~~Nomination-and-Election-Committee~~ ~~Sergeant-at-arms~~. All elected officers shall be notified by the chairperson of the ~~Nomination-and-Election~~ ~~Nominating~~ Committee of their election.

Section 6

The President-Elect will be elected for one year, and the following year will automatically become President. There will be no election for the office of President.

B. Appointments

The following positions shall be annually appointed by the officers ~~concurrent~~ ~~subsequent~~ to the Annual Election process, but not later than May 31 of each year: Sergeant-at-Arms, Technology Representative, Pupil Accounting Representative, PSA Representative, Pupil Accounting Auditor Representative, Legislative Liaison, Educational Issues and Innovation Liaison, Data Specialist, ~~Homeless & Truancy Liaison~~ and UP Representative. ~~and State department, agency, or Educational Organization Liaison(s)~~. The ~~Nomination-and-Election~~ ~~Nominating~~ Committee shall make a recommendation to the officers on the appointed positions.

C. Terms of Office/Appointment

The terms of office shall be: President, one year; President-Elect, one year; Secretary, two years; Marketing ~~and Membership~~ Chairperson, two years; ~~and~~ Treasurer, two years; ~~and Sergeant-at-Arms, one year~~. Board appointments shall be for terms of three years, except that of the officers first appointed in May 2014 where five shall be selected for terms of one year and ~~five~~ ~~four~~ shall be selected for terms of two years. ~~Except for State Department, Agency, or Educational Organization Liaisons, No officer Board Member~~ may serve more than two successive full terms ~~in the same position~~.

ARTICLE IX - DUTIES

Section 3 1

The Immediate Past President shall chair the ~~Nomination and Election Nominating Program~~ Committee, represent MPAAA to other groups and organizations, recommend actions to the Executive Board, and fulfill other duties as assigned by the President. Refer to MPAAA Duties and Responsibilities for additional assignments.

Section 1 2

The President shall chair the Executive Committee, preside over all meetings, call special meetings at his/her discretion, appoint all committees, represent MPAAA to other groups and organizations, recommend actions to the Executive Board, and perform all other duties within his/her official capacity. Refer to MPAAA Duties and Responsibilities for additional assignments.

Section 2 3

The President-Elect shall perform all the duties of the President in his/her absence, ~~act as chairperson of~~ chair the ~~Program Nominating~~ Committee, represent MPAAA to other groups and organizations, and recommend actions to the Executive Board. Refer to MPAAA Duties and Responsibilities for additional assignments.

Section 4

The Secretary shall carry on all correspondence for the Association as required by the office, record minutes at all Executive Board and General Membership meetings, ~~post all documentation to website prior to Executive Board meeting~~, represent MPAAA to other groups and organizations, and recommend actions to the Executive Board. Refer to MPAAA Duties and Responsibilities for additional assignments.

Section 5

The Marketing ~~and Membership~~ Chairperson shall coordinate ~~registration at~~ conference and workshops. ~~registrations, receive membership fees, maintain a record of all members,~~ promote interest in securing new members, chair the Marketing Committee, ~~serve as a member of Program Committee~~, represent MPAAA to other groups and organizations, and recommend actions to the Executive Board. Refer to MPAAA Duties and Responsibilities for additional assignments.

Section 6

The Treasurer shall establish and maintain a system by which the Association's finances are organized, chair the Finance Committee, develop an annual budget, represent MPAAA to other groups and organizations, and recommend actions to the Executive Board. Refer to MPAAA Duties and Responsibilities for additional assignment.

Section 7

The Data Specialist shall stay current on issues related to data collection and reporting, **chair the Data Advisory Group**, represent MPAAA to other groups and organizations, and recommend actions to the Executive Board. Refer to MPAAA Duties and Responsibilities for additional assignments.

Section 8

The LEA/Pupil Accounting Specialist shall represent the interests of LEAs, **chair the LEA Special Interest Group**, and provide the Executive Board with information regarding the needs and concerns of LEA Pupil Accounting Specialist, represent MPAAA to other groups and organizations, and recommend actions to the Executive Board. Refer to MPAAA Duties and Responsibilities for additional assignments.

Section 9

The Sergeant-at-Arms shall preserve order, handle physical arrangements as requested, supervise the counting of election ballots, check credentials or eligibility for attendance at Association meetings, sessions or functions, serve as the Association's Compliance Officer, represent MPAAA to other groups and organizations, and recommend actions to the Executive Board. Refer to MPAAA Duties and Responsibilities for additional assignments.

Section 10

The Technology Representative shall coordinate electronic communication and distribution of Association materials, work with Marketing and Membership Chair to update the online Membership Directory, maintain the Association's website, make recommendations for the Association's purchase and use of technology, represent MPAAA to other groups and organizations, and recommend actions to the Executive Board. Refer to MPAAA Duties and Responsibilities for additional assignments.

Section 11

The Legislative Liaison shall keep the membership informed of current legislation, make recommendations for legislative positions, ~~serve as~~ Chair ~~of~~ the Legislative Committee, provide legislative updates at all conferences, represent MPAAA to other groups and organizations, and recommend actions to the Executive Board. Refer to MPAAA Duties and Responsibilities for additional assignments.

Section 12

The Educational Issues and Innovation Liaison shall stay current on issues of an educational nature, **chair the Educational Issues and Innovation Special Interest Group**, represent MPAAA to other groups and organizations, and recommend actions to the Executive Board.

Refer to MPAAA Duties and Responsibilities for additional assignments.

Section 13

The ISD/Pupil Accounting Auditor Representative shall maintain contacts with School District/Regional Educational Service Agencies, provide input and support for the ISD auditor trainings, **chair the Auditor Advisory Group**, report changes to the Pupil Accounting and Auditing Manuals, represent MPAAA to other groups and organizations, and recommend actions to the Executive Board. Refer to Responsibilities for additional assignments.

Section 14

The PSA Representative shall stay current on issues related to Public School Academies, **chair the PSA Special Interest Group**, represent MPAAA to other groups and organizations, and recommend actions to the Executive Board. Refer to MPAAA Duties and Responsibilities for additional assignments.

Section 15

The Upper Peninsula Representative shall assist in planning conferences, with special involvement in the Upper Peninsula conference, encourage involvement of Upper Peninsula members in the Association, **chair UP Advisory Group**, represent MPAAA to other groups and organizations, and recommend actions to the Executive Board. Refer to MPAAA Duties and Responsibilities for additional assignments.

Section 16

The Homeless & Truancy Liaison shall stay current on issues related to homelessness and truancy, **chair the Homeless & Truancy Special Interest Group**, ~~issues, Shall~~ maintain contacts with Intermediate School District/Regional Service Agencies, ~~and~~ Local School District homeless coordinators, and truancy officers~~+~~. The **Homeless & Truancy Liaison shall** represent MPAAA to other groups and organizations,~~+~~ provide input and support ~~for~~ the homeless coordinator and truancy officer trainings,~~+~~ and recommend actions to the Executive Board. Refer to MPAAA Duties and Responsibilities for additional assignments.

ARTICLE X - PROCEDURE

Section 1

Robert's Rules of Order shall govern the procedure in meetings of this Association.

Section 2

On occasion, because of limiting circumstances, a meeting may be conducted through telephone conferencing or other communications

equipment so long as all persons participating in the meeting can converse with each other.

Participants at remote locations will be counted as part of the quorum. All action taken at a meeting by telephone or similar equipment shall be by a vote that allows all participants to know how each board member voted.

ARTICLE XI - COMMITTEES

Section 1

The following committees are standing committees of the Michigan Pupil Accounting and Attendance Association:

- a. Legislative Committee
- b. ~~Nomination and Election~~ **Nominating** Committee
- c. Program Committee
- d. Finance Committee
- e. Executive Committee (elected officers)
- f. Marketing ~~and Membership~~ Committee
- g. Strategic Planning Committee

Section 2

Temporary ad hoc committees shall be appointed as needed by the Executive Board e.g. Bylaws, and MSBO Certification. These temporary committees will be for a designated period of time with a limited specific purpose.

ARTICLE XII - QUORUM

Section 1

Eligible members present and voting at any General Membership or special meeting of this Association shall constitute a quorum.

Section 2

A minimum of 51% ~~Nine members~~ of the voting Executive Board, currently serving, shall constitute a quorum.

ARTICLE XIII - GENERAL MEMBERSHIP MEETINGS

Section 1

General Membership Meetings of this Association shall be held in the fall and spring.

Section 2

The Executive Board shall have the power to make changes in time or place of General Membership Meetings.

ARTICLE XIV - SPECIAL MEETINGS

Section 1

Special meetings may be called at any time by order of the President of the Association.

ARTICLE XV- FILLING OF VACANCY

Section 1

When a vacancy occurs on the Executive Board, the Executive Board shall appoint a successor to complete the unexpired term. The successor shall be nominated by the President and be approved by the Executive Board. The appointed successor would serve out the remaining term.

ARTICLE XVI - AMENDMENT AND REPEAL

Section 1

Any proposed amendment to these By-Laws must be submitted, in writing, to the Executive Board ~~at least four weeks for~~ **recommendation to the membership** in advance of any meeting of the Association and circulated to the membership at least two weeks prior to the meeting.

Section 2

A proposed amendment shall be made a part of these By-Laws by two-thirds of the votes cast.

Section 3

By-laws shall be reviewed by the Executive Board at least every two years, and amended as needed.

Section 4

Upon approval, all previous Constitutions and By-Laws of this Association are hereby repealed.