

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

ARTICLE I - NAME

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

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 Strategic Plan of the Association. The Strategic Plan shall be reviewed and updated by the Board of Directors of the Association in years opposite those in which a financial review is conducted by an independent auditor per Article 4, Section 9 of these Bylaws.

ARTICLE III - MEMBERSHIP AND VOTING PRIVILEGES

Section 1

Individuals interested in the work and commitment of this Association are invited to join as members. Membership is obtained through the payment of annual dues. All members are required to confirm their commitment to adhering to the Code of Ethics and Professional Standards. Members in good standing are granted voting rights and are eligible to participate in Association committees.

Section 2

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 Conferences at the Board of Directors' discretion.

Section 3

A Member may be removed by the Board of Directors for reasons including not following the MPAAA Way and the Association's Code of Ethics. Removal of a member from the Association's membership requires approval through a vote by the Board of Directors. The process and procedures of removal are to be enumerated in the MPAAA Policy and Procedure document.

MPAAA reserves the right to remove any individual from an event or conference if their behavior is disruptive, unsafe, harassing, or otherwise detrimental to the experience and safety of others.

ARTICLE IV - FINANCE

Section 1 Annual Dues

The Board, by resolution, shall prescribe the annual dues for membership. 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 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

The Past President, President, and President-Elect will, by consensus, have the authority to enter and exit employment agreements. Additionally, the Past President, President, and President-Elect will, by consensus, have the authority to hire and terminate employment agreements.

Section 5 Association Books and Records

The Association shall keep books and records of accounts and minutes of the proceedings of its Board and standing committees, if any.

The books, records, and minutes shall be kept at the Association offices unless alternate arrangements are approved by the Board of Directors. 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 a 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, officer ship 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 Board of Directors of the Association.

Section 9

A biennial review of the Association's financial records shall be performed by an independent auditor selected by the Board of Directors. 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 review shall be completed by the Finance Committee.

Section 10

The proposed budget shall be reviewed and recommended by the Finance Committee and must receive final approval from the Board of Directors of the Association.

ARTICLE V - OFFICES

The registered office of the Association shall be located at 839 Centennial Way, Suite 220, Lansing, MI 48917, or such other address as the Board may designate.

ARTICLE VI-Tax Year; Notices

Section 1

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

Section 2

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/ Board of Directors

Section 1

The Officers of this Association shall be President, President-Elect, Immediate Past President, Secretary, Marketing Chair, and Treasurer.

Section 2

The Board of Directors shall consist of the officers, the Sergeant-at-Arms, the Pupil Accounting Representative, the Pupil Accounting Auditor Representative, the Data Specialist Representative, the Special Education Representative, and four Member-at-Large positions.

Eligibility for the Board of Directors shall be limited to a member while they are actively employed by an LEA, ISD, or PSA (or their management companies). A member who is employed by a third-party vendor is not eligible to hold a Board of Directors position.

Section 3

The Board of Directors 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.

Section 4

A Board Member may be removed by the Board of Directors for reasons including, but not limited to, poor attendance, poor stewardship, breach of requirements or fiduciary responsibilities, threatening our

relationships with state agencies, or other egregious behavior. A vote of no confidence shall be held in such cases. Passing such a vote by a majority of the remaining Board of Directors Members at a formal Board meeting will result in that person's removal from the Board. Any vacancies created through this section shall be filled by the same procedure as voluntary withdrawals from Board of Directors membership.

ARTICLE VIII - 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, or appointed and installed.

Section 2

The Nominating Committee will consist of five Board members of MPAAA plus the President-Elect. The President-Elect will notify the Board of Directors of which members volunteered to serve on this Committee by the time of the August board meeting. The President-Elect shall serve as chairperson without a vote. Should the 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 Nominating Committee shall include the preparation of a slate of candidates for each open office of the MPAAA. To be eligible to serve as President-Elect, a member must have first served on the Board of Directors. Applications shall be submitted to the Nominating Committee no later than January 1st of each year. If a member of the Nominating Committee submits an application for an elected office, that member shall be excused from the Nominating Committee. Should the committee fall below 5 voting members, the Nominating Chair will appoint a replacement.

Section 4

The Nominating 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 three weeks to cast their ballots. The Board of Directors 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. All candidates shall be notified by the chairperson of the Nominating Committee of the election results.

Section 5

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

A. Appointments

The Nominating Committee shall make a recommendation to the Officers on the appointed positions. The following positions shall be appointed by the Officers annually at the Spring conference: Sergeant-at-Arms, Pupil Accounting Representative, Pupil Accounting Auditor Representative, Data Specialist Representative, Special Education Representative, and four Members-at-Large.

B. Terms of Office/Appointment

The terms of office shall be: President, one year; President-Elect, one year; Past President, one year; Secretary, two years; Marketing Chairperson, two years; Treasurer, two years; and Sergeant-at-Arms, one year. Except for the positions listed above, all other Appointed positions to the Board shall serve terms of two years, and appointment shall be established in a rotating pattern approved by the Board of Directors to allow 1/2 of the positions to be appointed each year. At the recommendation of the Nominating Committee, the Board of Directors shall have the authority to make adjustments to appointed board positions annually.

ARTICLE IX - DUTIES

The duties and responsibilities of the members of the Board of Directors are to be enumerated in the MPAAA Duties and Responsibilities document. The specific duties therein may be adjusted or amended as needed by a majority vote of the Board of Directors. At a minimum, the Duties and Responsibilities document shall be reviewed during the Bylaws review process.

ARTICLE X - PROCEDURE

Section 1

The policies and procedures of the Association are to be enumerated in the MPAAA Policy and Procedure document. The specific policies therein may be adjusted or amended as needed by a majority vote of the Board of Directors. At a minimum, the Policies and Procedures document shall be reviewed during the Bylaws review process.

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

Section 2

On occasion, a meeting may be conducted through real-time communications technologies, provided that all participants can converse with each other. Participants at remote locations will be counted as part of the quorum. All action taken at a meeting by virtual means shall be by a vote allowing 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. Executive Committee (elected officers)
- b. Auditor Advisory Committee
- c. Finance Committee
- d. LEA/Data Committee
- e. Marketing Committee
- f. Nominating Committee
- g. Program Committee
- h. Strategic Planning and Bylaws Committee

Section 2

Temporary ad hoc committees shall be appointed as needed by the Board of Directors. 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 meetings of this Association shall constitute a quorum.

Section 2

A minimum of 51% of the voting Board of Directors, 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 Board of Directors shall have the power to make changes in the time or place of General Membership Meetings.

ARTICLE XIV - SPECIAL MEETINGS

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

ARTICLE XV- FILLING OF VACANCY

When a mid-term vacancy occurs on the Board of Directors, the Board of Directors may appoint a successor to complete the unexpired term. The successor shall be nominated by the President and be approved by the Board of Directors with preference being given to those with past MPAAA Board experience. 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 Board of Directors 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 part of these By-Laws by two-thirds of the votes cast.

Section 3

By-laws shall be reviewed by the Board of Directors 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.