

MICHIGAN ALTERNATIVE EDUCATION ORGANIZATION BY-LAWS

(Amended – May 2014)

ARTICLE I NAME

The name of the organization shall be the Michigan Alternative Education Organization. (MAEO)

ARTICLE II PURPOSE

The purpose of the Michigan Alternative Education Organization (MAEO) is to advocate quality alternative education for Michigan's youth, to provide a network of support for alternative educators and students, and to promote awareness of alternative education at local, state, and national levels.

ARTICLE III MEMBERSHIP

Section 1 – Eligibility

Membership shall be open to all interested in educational alternatives.

Section 2 – Membership Categories

A. Regular (voting)

Section 3 – Terms of Membership

Annual membership shall be for one calendar year as determined by the Executive Board.

Section 4 – Membership Dues

Members will be assessed annual dues, the amount of which will be established by the Executive Board.

ARTICLE IV EXECUTIVE BOARD OF DIRECTORS

The management and administration of the affairs of the Michigan Alternative Education Organization shall be directed by the Executive Board.

The Executive Board shall formulate policy and act on recommendations of the membership. Further, the Board shall perform such other duties as are provided for in these by-laws and as are customarily performed by an Executive Board. The executive Board of Directors shall consist of elected officers, elected representatives, and appointed members. Elected representatives must be members in good standing of M.A.E.O. A one year term as a board member is required to run for a position as an elected officer.

Section 1 – Executive Officers

- A. President
- B. Vice President
- C. Treasurer
- D. Recording Secretary

- E. Membership Secretary
- F. Past President

Section 2 – Elected Representatives

Seven (7) representatives shall be elected from the general membership.

Section 3 – Appointed Representatives

The following may be appointed by the President with the approval of the Board: (Only these members who are elected representatives shall have voting rights.)

- A. Awards/Scholarship Chairperson
- B. Members-at-Large
- C. Spring Conference Chairperson
- D. Liaison Representatives
- E. Communications Chairperson
- F. STARS Chairperson
- G. Parliamentarian

Section 4 – Terms

All positions shall be for a term of one year to begin July 1st and to conclude June 30th.

Section 5 – Elections

Elections shall occur once every twelve months prior to July 1st.

Section 6 – Duties

- A. **The President** shall: preside at all general membership meetings and at all Executive Board meetings, call special meetings of the general membership or Board whenever necessary, recommend to the Board individuals to fill any vacancy on the Board, appoint chairpersons to committees, and perform such duties as are necessary and appropriate. These may include taking action with approval of a majority of officers when emergencies or time restraints require.
- B. **The Vice President** shall: carry out all duties as assigned by the President. The Vice President shall perform the duties of the president in the event of absence, resignation, or inability of the president to perform said duties.
- C. **The Treasurer** shall: keep the organization's financial records and perform the normal duties of a treasurer to include:
 - 1. The preparation of an annual budget to be presented to the Board.
 - 2. The presentation of quarterly financial statements.
 - 3. An annual accounting of revenues and expenditures.
 - 4. Treasurers must be bonded, at MAEO's expense, prior to assuming duties.
- D. **The Recording Secretary** shall: keep official minutes of all general meetings and meetings of the Executive Board. Responsibilities shall include distribution of minutes and other appropriate communications to the Executive Board and the general membership. Further, the Recording Secretary shall fulfill other duties normally required of this office.

- E. **The Membership Secretary** shall: be responsible for maintaining the membership records as well as advertising and promoting the organization on a state-wide basis.
- F. **The Awards and Scholarship Chairperson** shall: be responsible for soliciting nominations for awards and scholarships to be rewarded by MAEO and shall chair the committee for selection of recipients.
- G. **The Elected Representatives and Appointed Members-At-Large** shall: represent the general membership and shall support the activities and goals of the Michigan Alternative Education Organization.
- H. **The Spring Conference Chairperson** shall: be responsible for planning the annual Spring Conference to include accountability for all fiscal transactions.
- I. **Liaison Representatives** shall: serve as a representative of MAEO at the discretion of the Executive Board of Directors.
- J. **The Communications Chairperson** shall: update, maintain, and post available changes of materials as communicated by elected representatives, appointed representatives and the executive board. Chair shall create and coordinate information relevant to the promotion of the organization for the benefit of its members as communicated by elected representatives, appointed representatives and the executive board.
- K. **The STARS Chairperson** shall: plan, organize, and implement annual events for the benefit of students in the alternative setting.
- L. **The Parliamentarian** shall: shall advise the President of rules of order.

Section 7 – Meetings of the Executive Board of Directors

- A. Board meetings will be held monthly or otherwise as determined by the Board. A quorum shall be required to conduct official business.
- B. Fifty percent (50%) of the Board shall constitute a quorum. Written notice of the meeting shall be provided prior to the meeting.
- C. When a quorum is present, a majority vote shall be necessary for official business to be conducted.
- D. All board members are expected to maintain regular attendance at board meetings. Two (2) consecutive absences in a term without notifying a board officer may result in dismissal from the Board.

Section 8 – Stipends

Stipends will be paid annually to the elected officers, the Communications Chairperson, the Spring Conference Chairperson, and the STARS Chairperson upon the satisfactory fulfillment of respective responsibilities. The amount of stipends will be determined by the Board and may be changed only for the following term.

ARTICLE V EXECUTIVE SECRETARY

Section 1 – Appointment and Compensation

An Executive Secretary may be appointed by the Executive Board of MAEO when deemed appropriate. The position will receive a monetary stipend which will be determined by the Executive Board.

Section 2 – Definition of Position

The position of Executive Secretary has the responsibility for maintaining the daily operations of the organization and carrying out the directives of the Executive Board. The duties of this position shall include but not be limited to:

1. Publication and dissemination of all membership communications.
2. Preparation of the annual conference or any other conference that the organization consents to be involved in.
3. Setting the agenda for the Executive Board meetings and providing the same with information when requested.
4. Other activities as directed by the Executive Board.

Section 3 – Function of Position

The Executive Secretary will be required to be present at the organization’s Executive Board meetings and at the organization’s annual conferences. The Executive Secretary will serve in an advisory capacity to the Executive Board but will not have voting rights.

ARTICLE VI MEETINGS

Section 1 – Annual Meeting

An annual meeting for the election of officers and Board members shall be held at such time and place as may be determined by the Executive Board. Election shall be by secret ballot. Prior notice of said meeting shall be communicated to the membership. Absentee ballots will be available by request.

Section 2 – Special Meetings

At the direction of the Executive Board or upon written request of five percent (5%) of the membership, the President shall call a special meeting of the total membership. Adequate notice of at least twenty (20) days must be provided.

ARTICLE VII SPECIAL COMMITTEES AND TASK FORCES

The President may, upon approval of the Executive Board, create such special committees and task forces as may be required to further the purpose of MAEO.

ARTICLE VIII PARLIAMENTARY AUTHORITY

Section 1 – Governing Rules

The rules contained in Robert’s Rules of Order (revised edition) shall govern the organization in all cases to which they are applicable, and in which they are not inconsistent with the by-laws, and/or the special rules of the organization.

ARTICLE IX METHOD OF AMENDING THE BY-LAWS

The by-laws of MAEO may be altered, amended, or repealed on the affirmation vote of the majority of the members present at any regular, special, or annual meeting, provided that written proposal for such action has been previously submitted to the Executive Board for consideration and recommended by the Board to the membership, provided the recommendation has been submitted in writing to the membership at least twenty (20) days before such meeting, and is otherwise in accordance with the laws of the State of Michigan.

ARTICLE X CONFLICT OF INTEREST POLICY

Section 1 – Purpose

MAEO is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of MAEO as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public. Consequently, there exists between MAEO and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of MAEO honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of MAEO. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with MAEO or knowledge gained there from for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

Section 2 – Persons Concerned

This statement is directed not only to directors and officers, but to all employees who can influence the actions of MAEO. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning MAEO.

Section 3 - Areas in Which Conflict May Arise:

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to MAEO.
2. Persons and firms from whom MAEO leases property and equipment.
3. Persons and firms with whom MAEO is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting MAEO.
6. Agencies, organizations, and associations which affect the operations of MAEO.
7. Family members, friends, and other employees.

Section 4 – Nature of Conflicting Interest:

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with MAEO.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with MAEO.
3. Receiving remuneration for services with respect to individual transactions involving MAEO.
4. Using MAEO's time, personnel, equipment, supplies, or good will for other than MAEO-approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with MAEO.

6. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

Section 5 - Interpretation of This Statement of Policy:

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy. The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of MAEO. However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

Section 6 - Disclosure Policy and Procedure:

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The MAEO Executive Board of Directors has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the MAEO President (or if she or he is the one with the conflict, then to the MAEO Vice-President), who shall bring the matter to the attention of the MAEO Executive Board of Directors. The MAEO Executive Board of Directors shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to MAEO. The decision of the MAEO Executive Board of Directors on these matters will rest in their sole discretion, and their concern must be the welfare of MAEO and the advancement of its purpose.

ARTICLE XI DISSOLUTION

The Michigan Alternative Education Organization, a non-profit entity, designates the Michigan Association of Secondary School Principals (MASSP) as the beneficiary of any remaining assets in the event of the dissolution of the Michigan Alternative Education Organization with the requirement that such assets be used solely to provide scholarship money for alternative education students.

ADDENDUM 1:

Michigan Alternative Education Organization (MAEO)

CONFLICT OF INTEREST DISCLOSURE STATEMENT

A conflict of interest arises whenever the personal or professional interests of a board member are potentially at odds with the best interest of the nonprofit organization. Such conflicts are common, and may be acceptable if they benefit the organization and if the board made the decision in an objective and informed manner. Conflicts of interests are vulnerable to legal challenges and public misunderstandings. Loss of public confidence and a damaged reputation are the most likely results of a poorly managed conflict of interest.

Because public confidence is important to the charitable organization, the board has enacted a comprehensive conflict of interest policy along with procedures to guide the board in reviewing conflicts that may arise in an efficient and respectful manner.

Directions: Please initial in the space provided at the end of item A or Item B, whichever is appropriate; complete Item C, then sign and date the statement and return it to the board chair.

A. I am not aware of any relationship or interest or situation involving my family or myself which might result in, or give the appearance of, a conflict of interest between such family member or myself on one hand, and the Michigan Alternative Education Organization on the other.

Initials _____

B. The following are relationships, interests or situations involving myself or a member of my family that I feel might result in, or appear to be, an actual, apparent or potential conflict of interest between such family member(s) or myself on one hand and the Michigan Alternative Education Organization on the other.

Initials _____

1. For-profit corporate directorships, positions and employment with:

2. Non-profit trusteeship(s) or position(s):

3. Membership(s) in the following organization(s):

4. Contract, business activities and/or investments with, or in, the following organization(s):

Other relationships and activities:

C. My primary business or occupation at this time is _____

I have the following relationship(s) with current donors, independent contractors or businesses that are doing business or intend to do business with Michigan Alternative Education Organization.

1. _____
2. _____
3. _____
4. _____
5. _____

Acknowledgement Statement

I have read and understand conflict of interest policy of the Michigan Alternative Education Organization and agree to be bound by it. I will promptly inform the board chair of the Michigan Alternative Education Organization of any material change that develops in the information contained in the foregoing statement.

Print Name _____

Signature _____

Signature Date _____