

MASSACHUSETTS ASSOCIATION OF SCHOOL BUSINESS OFFICIALS, INC. BYLAWS

Article I – Organization

Section 1. Name

The name of this organization is the Massachusetts Association of School Business Officials, Inc. (MASBO)

Section 2. Fiscal Year

The fiscal year of MASBO shall begin on the first day of July and end on the last day of June in each year.

Section 3. Audits and Financial Reports

- a. The Secretary-Treasurer shall render such financial reports as directed by the Board of Directors (Board).
- b. The Board shall appoint a CPA firm to audit the financial records of MASBO.
- c. The Executive Director shall publish the auditor's annual financial statement summary for the membership.

Article II – Purposes

The purposes for which MASBO are organized are:

- a. MASBO is an organization engaged exclusively to advance educational, research, and charitable endeavors within the meaning of Section 501(c)(3) of the Internal Revenue Code by providing programs and services that promote the highest standards of school business management practices, continuing professional education, and the effective use of educational resources.
- b. MASBO is not organized for the financial profit of its directors, officers, or members, nor may it issue stock nor declare nor distribute dividends, and no part of its net income shall inure to the benefit of any directors, officers, or members.

Article III – Powers

MASBO has such power as may be needed to carry out the purposes as set forth in Article II. Such power shall not be limited except as provided within these Bylaws.

Article IV – Membership

Section 1. Types

- a. The Board shall have the authority to determine membership categories within two types of membership: Voting and Nonvoting.
- b. MASBO membership does not require simultaneous membership in the Association of School Business Officials International (ASBO).

Section 2. Dues

The dues for each membership category shall be set by the Board and announced at the Annual Business Meeting, to become effective July 1, and payable by September 30.

Section 3. Discipline

- a. The Board may revoke the membership of an individual member for just cause, such as a violation of the MASBO Code of Ethics, after providing the member with due process.
- b. No member shall be expelled except by a two-thirds vote of the Board after a hearing at which the member whose expulsion is being considered was provided an opportunity to be heard in their own defense.

Article V – Board of Directors and Officers

Section 1. Board of Directors (Board)

- a. The Board shall be the governing body of MASBO and shall have the authority to execute its duties of meeting the organization's purpose, of managing its finances and properties, and establishing the necessary policies and procedures as the needs arise.
- b. The Board shall provide for the proper custody and disbursement of available MASBO funds and shall require and secure adequate and sufficient bonds for the protection of the funds.
- c. The Board shall be composed of the four (4) elected officers (President, Vice President, Immediate Past President, and Secretary-Treasurer), and six other individuals duly elected by the voting members.
- d. Any MASBO member, while serving as an elected officer in the Association of School Business Officials International (ASBO) would automatically serve on the MASBO Board as a nonvoting board member.
- e. The Board may establish and/or remove nonvoting ex-officio Liaison positions.

Section 2. Directors

- a. The term of office shall be three years commencing immediately after being sworn in at MASBO's Annual Business Meeting.
- b. An eligible candidate is one who is an Active Voting Member.
- c. Directors may not serve consecutive terms. A minimum of one (1) year must lapse between terms.

Section 3. Officers

MASBO officers shall be the President, Vice President, Immediate Past President, and Secretary-Treasurer.

- a. President
 - i. The President shall serve a one-year term commencing immediately after being sworn in at MASBO's Annual Business Meeting. The President shall serve as Chair of the Board, represent MASBO at other meetings, and perform other duties assigned by the Board. The President shall automatically succeed to the office of Immediate Past President after having served a one-year term as President.
 - ii. The Vice President shall automatically succeed to the office of President after having served a one-year term as Vice President.
- a. Vice President
 - i. The Vice President shall be elected annually by voting members and shall serve a one-year term commencing immediately after being sworn in at MASBO's Annual Business Meeting.
 - ii. The Vice President shall assume the duties and responsibilities of the President in the absence of the President, and perform other duties assigned by the President and the Board.
 - iii. The Vice President shall automatically succeed to the office of President after having served a one-year term as Vice President.
 - iv. An eligible candidate is one who:
 - a. Has served on the MASBO Board

b. Has complied with the election rules as prescribed by the Board.

b. Immediate Past President

After having served one year, the President shall automatically succeed to the office of Immediate Past President and shall serve a one-year term commencing immediately after being sworn in at MASBO's Annual Business Meeting. The Immediate Past President shall perform duties as assigned by the President and Board. The Immediate Past President shall preside over the election process.

c. Secretary-Treasurer

The Secretary-Treasurer shall be elected by the voting members. The term of office shall be three years commencing immediately after being sworn in at MASBO's Annual Business Meeting. The Secretary-Treasurer shall be responsible for keeping minutes of the meetings of the Board and overseeing maintenance of MASBO's financial and governance records.

Section 4. Application to Serve on the Board of Directors

Active members wishing to serve as a Director, Vice-President, or Secretary-Treasurer shall submit an application for the position that they seek.

Section 5. Elections

- a. The election of Directors, Vice-President, and Secretary-Treasurer shall be conducted by electronic ballot to eligible voting members as defined by the Board for a two-week period preceding MASBO's Annual Business Meeting.
- b. The Directors, Vice-President, and Secretary-Treasurer shall be elected by a plurality of ballots cast by the membership consistent with the term of office outlined by position in Article V., Section 3.
- c. If the number of candidates equals the number of open seats for any of the positions, MASBO may forego the electronic voting method and elect members by voice vote at MASBO's Annual Business Meeting if in person and by electronic means, if the Annual Business Meeting is held virtually.

Section 6. Vacancies on the Board of Directors

- a. President Vacancy
The Vice President shall perform the duties of the President for the balance of the President's term.
- b. Vice President Vacancy
The Immediate Past President shall serve as Acting Vice President for the balance of the term.
- c. Secretary-Treasurer Vacancy
If a Secretary-Treasurer vacancy occurs after the annual election, then a special election shall occur to elect a Secretary-Treasurer. Until a Secretary-Treasurer is elected and installed, a Director will be appointed to serve as the interim Secretary-Treasurer with the Immediate Past President will performing oversight functions.
- d. Immediate Past President Vacancy
If an Immediate Past President vacancy occurs, the Board will ask a prior President to fill in for the balance of the Immediate Past President's term.
- e. Director Vacancy
In the event of a Director vacancy, the Board may appoint a member who meets all eligibility requirements to be a Director to fill such vacancy until the next election.

Section 7. Removal

Any officer or director of the organization may be removed for just cause, such as a violation of the MASBO Code of Conduct, by a vote of eight (8) of the remaining Directors after a hearing at which the officer or director whose expulsion is being considered was given an opportunity to be heard in their own defense.

Article VI – Executive Director

The Executive Director shall be appointed by the Board; shall be authorized to administer all policies as prescribed by the Board; and shall perform other duties as assigned by the Board.

Article VII – Board of Directors and Committee Meetings

Section 1. Board of Director Meetings

- a. The Board will determine the Annual Meeting schedule at the Annual Planning Conference for the upcoming year.
- b. As needs arise, other meetings shall be called by the President or the Board.
- c. Notice shall be given by the Executive Director at least three days preceding the meeting date. However, the President may convene an emergency or special meeting should the Board need to meet to act or discuss items that are of importance. The Executive Director shall give a minimum of 24 hours' notice for emergency or special meetings.
- d. Meetings may be held in person or by virtual means, as determined by the President.

Section 2. Committees

- a. The Board shall have three standing committees: Executive Committee, Audit and Finance Committee, and Professional Development Committee.
- b. The President shall appoint chairpersons of standing committees on programs, as well as other ad hoc committees that may be necessary from time-to-time.
- c. Other membership on these committees shall be appointed by the committee chairperson in accordance with policies established by the Board.
- d. Committee basic functions shall be to provide professional development programs and to conduct research in the field of school business administration.

Section 3. Other Organization Committees

The Board may establish such other standing and ad-hoc committees as are necessary and appropriate.

Article VIII – Meetings for the Membership

MASBO shall hold professional development meetings, an annual meeting, and other such meetings as the Board deems necessary.

Article IX – Quorum

- A. A simple majority of seated Board members will be recognized as a quorum for any meetings of the Board.
- B. At any meeting of MASBO, a majority of the voting members present shall constitute a quorum for the transaction of business at any session of the meeting.

Article X – Policy Manual

- A. To supplement the MASBO Bylaws there shall be an updated and maintained Policy Manual containing additional rules, regulations, and procedures approved by the Board, to be used in managing the affairs of the organization.
- B. The Executive Director has the responsibility for maintaining the Policy Manual.

Article XI – Bylaw Amendments

- A. Recommendations for any amendments to the Bylaws may be presented continuously throughout the year to the MASBO Executive Director who will submit recommendations to the Board for review.
- B. If a majority of the Board approves the proposed amendments, they shall then be voted upon by the eligible membership as part of the Annual Business Meeting.
- C. Bylaw amendments require a two-thirds majority of the votes cast for passage.
- D. All amendments shall become effective immediately following the Annual Business Meeting.

Article XII – Dissolution and Liquidation

- A. No member, officer, or any private individual shall be entitled to share in the distribution of any of the assets of MASBO on its dissolution or liquidation.
- B. In the event of such dissolution or liquidation, MASBO assets after payments of debts and obligations, shall be transferred to an organization with federal tax exemption for charitable and educational uses and purposes similar to those of MASBO which is not a private foundation within the meaning of the federal tax laws.
- C. The exempt organization shall be designated by the final Executive Committee of the Organization.

Article XIII – Association of School Business Officials International Affiliation (ASBO)

The Massachusetts Association of School Business Official (MASBO) shall be an affiliate of the Association of School Business Officials International (ASBO).

Article XIV – Rules of Order

All meetings MASBO and the Board shall be run in accordance with accepted standards of parliamentary procedure.

Updated: Membership Approved May 15, 2024