

BYLAWS
OF THE MARYLAND ASSOCIATION OF BOARDS OF EDUCATION
Amended October 6, 2022

I. Title and Mission

A. Title

The name of this Association shall be the Maryland Association of Boards of Education, Inc. (MABE).

B. Mission

The mission of the Maryland Association of Boards of Education is to provide members with a strong collective voice, and to support local school board governance through professional development, advocacy, and member services.

II. Membership

A. Member Boards

Any board of education of a Maryland public school district, the governance of which is subject to the provisions of Title 3 of the Education Article of the Annotated Code of Maryland, is eligible to be a Member Board of this Association upon payment of dues.

B. Member

Each Member Board may be represented in the meetings of the Association by all of its members, each member having full privileges of participation.

C. Associate Member

Any board member who is no longer a member of a local board of education may become an Associate Member of this Association upon approval by the Board of Directors and payment of annual dues as set by the Board of Directors. Associate Members have all the privileges of membership except the right to vote or hold office.

D. Honorary Members

Former Presidents of this Association are entitled to be lifetime Honorary Members without the payment of dues and shall have all the privileges of membership except the right to vote or hold office. This honor also may be bestowed upon other individuals through Board of Directors nomination and a majority vote by the Board of Directors.

E. Affiliate Members

Individuals, organizations, corporations, and associations who wish to support public education may become Affiliate Members upon the Board of Directors' approval of their application and payment of annual dues, as set by the Board of Directors. Affiliate Members have all the privileges of membership except the right to vote or hold office.

III. Officers and Board of Directors

A. Officers

Officers of the Association shall be a President, a President-Elect, a Treasurer, and a Secretary, all of whom shall be elected from the membership, except that the President-Elect shall automatically become President, provided that the President-Elect remains a member of his or her own board during his or her tenure as President.

B. Board of Directors

The Board of Directors shall be composed of the officers of the Association, the Immediate Past President, and twelve additional members elected by the members at the annual business meeting. The Immediate Past President shall be invited to serve an additional year on the Board of Directors as the Past President 2nd Year, an ex-officio, non-voting member.

C. Qualifications of Officers and Members of the Board of Directors

The officers and members of the Board of Directors shall be members of the Association in good standing. Board members who are no longer serving on their local boards are not eligible to continue to serve on the Board of Directors.

D. Terms of Office

The officers shall be elected for a single term of one year each by the members of the Association at the annual business meeting and shall serve for one year or until their respective successors are elected. The members of the Board of Directors shall be elected to one-year terms by the members of the Association at the annual business meeting and each shall be limited to no more than three consecutive terms. If an officer or member of the Board of Directors is appointed to complete an unexpired term, he/she is still eligible to serve a complete additional term.

E. Beginning of Term of Office

The term of office for the officers and members of the Board of Directors shall commence at the scheduled conclusion of the Presidents' Dinner.

F. Meetings

The Board of Directors shall hold a minimum of four meetings a year. Special meetings may be called by the President as deemed appropriate and/or as requested by four members of the Board of Directors.

G. Vacancies

Vacancies in the Board of Directors or any office, except the President, shall be filled for the unexpired term through appointment by the President with approval of the Board of Directors.

If the office of the President becomes vacant, the President-Elect automatically becomes President. When the President-Elect becomes the President due to a vacancy in the office of President in between elections, he/she is still eligible to serve a complete additional term.

If the offices of President and President-Elect are both vacant, the Treasurer shall move to the office of the President, and the Secretary to that of President-Elect. The unfilled offices of Treasurer and Secretary then are appointed by the President with approval of the Board of Directors. A member who succeeds to any Association office by this method is still eligible to be elected to a complete term.

H. Duties of the Board of Directors

The Board of Directors is charged with governing the affairs of the Association. Actions taken by staff and committees are subject to the review of the Board of Directors, except as provided in Article V. Section E.

I. Duties of the Officers

- 1. President** - The President shall preside at all meetings of the Board of Directors and of the Association, speak on behalf of the Association, perform such other duties as pertain to the office of President, and as assigned by the Board of Directors.

The President, with the prior approval of the Board of Directors, is solely authorized to enter into a written agreement for employment of the Executive Director.

- 2. President-Elect** - The President-Elect shall render any assistance required by the President and perform such other duties as the President may assign. In the absence or disability of the President, the President-Elect shall discharge the duties of the President.
- 3. Treasurer** - The Treasurer shall monitor the financial status of the Association and present a report when required, including at Board of Directors' and annual meetings, chair the Budget Committee, and perform such other duties as the Board of Directors or President may assign.

4. **Secretary** - The Secretary shall keep minutes of all meetings of the Association and of the Board of Directors, and perform such other duties as the Board of Directors or President may assign.
5. **Duties of the Immediate Past President** - The Immediate Past President shall serve as chair of the Nominating Committee, and perform such other duties as the President may assign.

J. Executive Committee

The elected officers and the Immediate Past President shall serve as the Executive Committee. The Executive Committee may act between meetings on issues of an emergency or time critical nature. All such decisions shall be reported to the Board of Directors no later than the next meeting.

IV. Executive Director

The Executive Director shall be appointed by the Board of Directors and shall coordinate the administrative functions of the Association. The Executive Director may speak on behalf of this Association with authorization of the Board of Directors, the Executive Committee, or the President as circumstances require.

V. Committees

- A. Annually, the President shall appoint the members and chairs of the following standing committees: Conference Program, Legislative, Resolutions, Policies and Procedures, MABE Awards, Educational Equity, and Federal Advocacy; and the members of the Budget and Nominating committees.
- B. The Nominating Committee shall consist of no fewer than seven (7) local board members, with no more than one (1) member per local board. Appointments are made by the President of the Association. The Immediate Past President shall serve as chair. If the position of Immediate Past President is vacant, the President, with the approval of the Board of Directors, shall appoint a chair. Each member board may nominate one member and an alternate.
- C. Other committees as may be needed from time to time shall be appointed by the President.
- D. The President shall be an ex-officio member of all committees except the Nominating Committee.
- E. The Nominating and Resolutions Committees shall report to the membership at the annual business meeting for a vote of the members.
- F. The Policies and Procedures Committee shall review the policies and procedures of the Association and make recommendations to the Board of Directors for consideration and action.

- G. Every three years, the Board of Directors shall initiate a review of the Bylaws. An Ad Hoc Bylaws Committee, appointed by the President, shall review its recommendations with the Board of Directors and report its recommendations to the membership at the annual business meeting for discussion and action.
- H. Unless directed to report directly to the membership under these Bylaws, all other committees shall report to and serve under the direction of the Board of Directors.

VI. Association Meetings

- A. There shall be a statewide annual business meeting at a date to be determined by the Board of Directors in conjunction with the annual conference, and such other meetings as may be called by the President with the concurrence of the Board of Directors.
- B. Each member registered for the annual conference or any other general meeting of MABE shall be entitled to one vote in person.
- C. Notices of the annual business meeting and of any special meetings shall be conveyed to all member boards of education at least two weeks in advance of said meeting.
- D. At the annual business meeting, the Nominating Committee shall present a list of nominees for all officer vacancies, as well as for the Board of Directors. After the nominations have been presented, additional nominations may be made from the floor, provided that the written consent of the nominee has been obtained. Then, elections shall be held, and any candidate who receives a plurality of the votes cast shall be declared elected to the office for which he or she was a candidate. The twelve (12) candidates who receive the highest number of votes shall be declared elected to the at large positions on the Board of Directors.
- E. Any Resolution adopted by the majority of the membership at the annual business meeting shall be considered a Continuing Resolution until either the issue is resolved or three years have passed since its adoption.

VII. Dues and Annual Budget

- A. The Budget Committee, with the assistance of the Executive Director, shall propose to the Board of Directors a balanced annual budget and establish a dues structure adequate to support it in November of each year for the following fiscal year. This committee will meet again only if the Board of Directors seeks an increase or decrease of the annual budget greater than ten (10) percent.
- B. The Board of Directors adopts the budget for the following fiscal year no later than its February meeting.

- C. Dues are due and payable by August 1 for the current fiscal year and are delinquent after December 1, unless special arrangements are made with the Executive Director. When a member board is delinquent in the payment of dues, it will not be provided with MABE services nor may its board members serve MABE as Officers, Directors, Committee members, or as representatives of MABE on outside workgroups or task forces.

VIII. Fiscal Year

The Association fiscal year shall be July 1 to June 30.

IX. Quorum

- A. At meetings of the Association, a quorum shall consist of those voting members of the Association present.
- B. At meetings of the Board of Directors, a quorum shall consist of seven (7) members.

X. Rules of Order

- A. *Robert's Rules of Order*, most recent revision, shall govern the conduct of business of all meetings of the Association, unless inconsistent with these Bylaws. As authorized in *Robert's*, electronic conferencing and voting are permitted by these Bylaws.
- B. The President may authorize any electronic conferencing or voting.

XI. Indemnification

The Association will indemnify its Officers, Directors, and employees against claims asserted or imposed for service as an Officer, Director, or employee except for matters as to which the Officer, Director, or employee has been adjudged liable for gross negligence or willful misconduct in the performance of duties. This indemnification also will extend to claims made against the Officer, Director, or employee for service as a representative of the Association to other associations or organizations.

XII. Bylaws Amendments

- A. These Bylaws may be amended only as herein provided.
- B. Proposals for amending the Bylaws, for consideration at the next annual business meeting, shall be initiated in one of the following methods:
 - 1. By a simple majority at any business meeting;
 - 2. By any member board of education, by submission of a proposal to the Board of Directors no later than May 1 of any year;

3. By the Board of Directors; or
 4. By an Ad Hoc Bylaws Committee appointed by the President.
- C. The Ad Hoc Bylaws Committee shall consider any proposal submitted to it and shall adopt, reject, or recommend modifications to the proposal. The Ad Hoc Bylaws Committee may review the Bylaws in whole or in part and may make recommendations for amendments. No less than 30 days prior to the convening of the annual business meeting, the report of the Ad Hoc Bylaws Committee shall be forwarded to each member. At the annual business meeting, the report shall be submitted for consideration and action. All Bylaws amendments require approval by a two-thirds majority of those present and eligible to vote.