

Minnesota Elementary School Principals' Association

ARTICLES OF INCORPORATION AND BYLAWS



Minnesota Elementary School Principals' Association
1667 Snelling Avenue North, Suite C101
Saint Paul, Minnesota 55108
Phone: (651) 999-7310
E-mail: mespa@mespa.net
Web site: www.mespa.net

Revised February 2018

Articles of Incorporation

ARTICLE I

The name of this corporation shall be THE MINNESOTA ELEMENTARY SCHOOL PRINCIPALS' ASSOCIATION.

ARTICLE II

The purpose of this Corporation shall be to unite persons engaged as administrators in the schools of Minnesota or persons engaged in the professional training of principals; to promote and maintain their professional and ethical standards; to promote the improvement of elementary and middle school education in Minnesota; to encourage scientific studies and research in elementary and middle school programs; to provide a cooperative relationship and to support membership between its members and other state and national educational organizations and to engage in such other activities as may promote the professional, social and economic welfare of its members.

ARTICLE III

This Corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE IV

The period of duration of corporate existence of this Corporation shall be perpetual. In the event that this Corporation shall become unable to carry on the purposes of this Corporation as set forth in Article II hereof, then it is required that upon dissolution of the Corporation, the Board of Directors with the approval of the membership at the annual Meeting, shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE V

The location of the registered office of this Corporation in this state is 1667 Snelling Avenue North, Saint Paul, Minnesota 55108.

ARTICLE VI

The governance body of this Corporation shall be known as the Board of Directors. The number of directors constituting the first Board of Directors shall be fifteen and the tenure in office of each member of such first Board of Directors shall be until the date set forth, or until a successor is elected.

ARTICLE VII

There shall be no personal liability of the members for any corporate obligations.

ARTICLE VIII

This Corporation shall have no capital stock, but shall be organized on a membership basis as provided in the Bylaws.

ARTICLE IX

An Annual Meeting of this Corporation shall be held at a time and place to be set by the Board of Directors. The announcement of this meeting will be announced at least 30 days prior to the meeting in The Minnesota Elementary School Principals' Association PRINCIPAL magazine, and/or The Minnesota Elementary School Principals' Association ADVOCATE newsletter, and/or The Minnesota Elementary School Principals' Association E-News electronic newsletter.

Bylaws

ARTICLE I. MEMBERSHIP AND DUES

The Board shall establish the categories of membership in each category. Individuals interested in membership shall submit an application on the prescribed form.

Section 1 – **Application for Membership**

Upon approval of an application and payment of the prescribed dues, an individual shall become a member of the Association.

Section 2 – **Services**

The Board shall establish a program of services for members in each category of membership.

Section 3 – **Categories of Membership**

(a) *Active Member*

A licensed administrator employed as an elementary principal, middle school principal, assistant principal, principal on special assignment, interim principal, or dean/director (under an administrator contract) shall be an active member. An active member shall have the right to vote and hold office.

(b) *Other Membership Categories*

The following membership categories are established. Unless otherwise noted below, these members shall not have the right to vote or hold office.

1. **Associate Member**

An educator or administrator other than someone eligible for active membership. This may include, but is not limited to, an administrator currently working in education, but outside of an active principalship, or an intern principal working under the direct supervision of a principal. *Associate level legal services are limited to licensed school administrators who join/renew at the Associate with Legal Services membership level.*

2. **Retired Principal**

A retired principal who was an active member at the time of retirement.

3. **Aspiring Principal**

Educators interested in entering the profession or involved in a recognized administration program.

4. **Leave of Absence**

An Active member who is on unrequested leave or accepts a leave of absence from their employer. Members in this category must enroll as a member on leave to receive legal assistance with any dispute, which may arise during their absence from or upon re-entry to their employment. This category includes the right to vote.

Section 4 – **MESPA ADVOCATE Blog**

MESPA ADVOCATE blog is available to any person or institution for the purposes of promoting quality education in Minnesota.

Section 5 – **Rights and Privileges**

The Board shall establish a program of services for members in each category of membership.

Section 6 – **Annual Dues**

Annual dues categories are as follows:

- (a) Active
- (b) Associate
- (c) Associate with Legal Services
- (d) Retired Principal
- (e) Aspiring Principal
- (f) Leave of Absence

The annual dues for Active School Membership category shall be set by the Board of Directors with approval of the membership. Dues for all other categories shall be determined by the Board of Directors.

Section 7 – **Disbursement of Dues to Divisions**

A portion of the annual dues may be disbursed to divisions based upon the number of members in the ACTIVE membership category only. Funds dispersed are to be used by divisions for providing quality benefits for division members, such as professional development. The amount of the disbursement shall be determined by action of the Board of Directors at the time when annual dues are set as part of the budget process.

ARTICLE II. DIVISIONS

Section 1

The Association shall be comprised of divisions. The Board of Directors shall establish and modify the boundaries of divisions. Creation of new divisions shall be submitted to the membership of the Association at its Annual Meeting for approval.

Section 2

Subject to the authority of the Association, each division shall establish bylaws and rules for its own government, elect its own officers, hold meetings and promote the purposes of the Association. Copies of such bylaws and rules and a list of the divisions' officers shall be filed with the Association office and be a part of the Association's permanent records.

Section 3

Membership in the Association shall constitute membership in the division in which the member is employed but any member may elect to be a member of any other division, provided, however, that member may not elect to be a member of more than one division in any given school year.

ARTICLE III. OFFICERS

Section 1

The officers shall be President, President-Elect, Secretary/Treasurer and Past President. Anyone holding an active membership in the Association shall be eligible to become an officer.

Section 2 – Terms of Office

The President-Elect and Secretary/Treasurer shall be elected by the membership of the Association by ballot.

- (a) Upon the expiration of the term of office the President-Elect shall automatically become the President for a term of two years.
- (b) The term of office for the President-Elect and Secretary/Treasurer shall be for two years, commencing on July 1, in odd-numbered years, and running through June 30, in the next odd-numbered year.
- (c) The term of office for the Immediate past President shall be for one year, following the officer's completion of the presidency.

Section 3 – President

The President shall preside at all meetings of the Association and the Board of Directors and shall perform such other duties as these Bylaws require. The President is an ex officio member of all committees of the Association. The President shall execute all legal documents of the Association when called upon to do so.

Section 4 – President-Elect

The President-Elect shall temporarily perform the duties of the President in case of the latter's absence or inability to act. In the event of a vacancy in the office of President the President-Elect shall automatically become President for the remainder of the term. The President-Elect shall serve as a voting member of the Board of Directors and perform other duties as directed by the President or the Board of Directors.

Section 5 – Secretary/Treasurer

The Secretary/Treasurer shall keep a record of the proceedings of the Association and the Board of Directors. The Secretary/Treasurer shall attest with signature, when necessary, all legal documents signed by the President, and shall perform such other duties as these bylaws require.

Section 6 – NAESP State Representative

The NAESP State Representative elected pursuant to these bylaws shall be an officer of the Association.

Section 7 – Past President

The Past President shall perform such duties as the Executive Committee shall designate. A retired member, otherwise qualified, may complete the term of office of Past President.

Section 8 – **Executive Committee**

An Executive Committee consisting of the President, President-Elect, Secretary/Treasurer, and Past President beginning July 1 of the odd-numbered years and the NAESP State Representative during the three-year term, shall govern and manage the Association between meetings of the Board of Directors. All actions of the Executive Committee shall be consistent with the policies established by the Board of Directors and subject to review and ratification by the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 1 – **Board Membership**

The voting members of the governing body of the Association shall be known as the Board of Directors and shall consist of the President, President-Elect, Secretary/Treasurer, the Past President, the Association's Representative to the National Association of Elementary School Principals and the Presidents and Presidents-Elect of each division. *The Standing Committee Chairs shall be voting members. These include: Communications, Educational Advisory, Membership, Minnesota School of Excellence, Legislative Resolutions, Negotiations, and Financial Awareness.*

In the event a MESPA member is elected to the NAESP Board of Directors (Zone 7 Director, President or President-Elect) this individual shall serve as a non-voting, ex-officio member of the Board and shall have such duties and responsibilities as determined by the MESPA Board.

A MESPA member in the membership category of Retired Principal or a working retired principal in the Associate category may be elected (by members in those two membership categories) to the Board of Directors for a two-year term.

Section 2 – **Board Duties**

The Board of Directors shall manage and exercise general supervision and control over the affairs of the Association. It shall make plans for meetings of the Association; authorize payment of bills incurred in arranging for and conducting the meetings of the Association and for other purposes resulting from and essential to its activities and relations; direct the collection, disbursement, and accounting of all funds of the Association; direct and assist the Officers in the performance of their duties; appoint an Executive Director and other employees if it deems necessary and fix their duties and salaries; create such committees as it may deem desirable for the effective operation of the Association and appoint the members thereof; and exercise such other powers and duties as may be provided by the Bylaws.

Section 3 – **Executive Director**

The Board of Directors shall employ an Executive Director who will perform such duties as the Board has prescribed in an approved position description. The Executive Director shall be an ex-officio member of the Executive Committee, the Board of Directors and of all committee. The Board shall perform an annual evaluation of the Executive Director.

Section 4 – **Board Meeting Quorum**

The quorum for meetings of the Board of Directors shall be a majority of all of its voting members.

Section 5 – **Official Publication**

The Association E-News, Advocate blog, or the MESPA website may be used as the official publications of the Association.

ARTICLE V. GENERAL MEMBERSHIP MEETINGS AND ELECTIONS

Section 1 – **Annual Meeting**

The Annual Meeting of the members shall be held at a date and place designated by the Board of Directors.

Section 2 – **Nominations/Elections**

At the September Board meeting in even numbered years, a Nominating Committee established herein shall nominate two or more candidates for each state elective office. The President-Elect and Division Presidents shall serve as the nominating committee for the open positions.

Ballots (*paper or electronic*) shall be provided to all members eligible to vote not later than fifteen calendar days following the Annual Meeting. Such ballots must be marked and returned not later than thirty calendar days following the Annual Meeting to be counted. The Board shall appoint 2 members to meet and count the ballots. The results shall be promptly reported to the membership.

Section 3 – **NAESP State Representative**

The Nominating Committee shall nominate two or more candidates for the office of NAESP State Representative. Nominations and term of office shall be determined by NAESP directives or guidelines. The Board of Directors shall conduct a statewide election through a mail ballot (*paper or electronic*). Ballots shall be provided to all members eligible to vote. The NAESP State Representative office shall be limited to two terms.

Section 4 – **Other Meetings**

Other meetings of the members may be called by the Board of Directors at a date and place to be designated by it. Special membership meetings called by the Board of Directors shall be preceded by written notification to all members of the Association. All notices shall be sent to members at least ten days prior to the meeting.

Section 5 – **Annual Meeting**

All members of the Association shall be notified by publication in the official publications.

Section 6 – **All-Membership Meeting Quorum**

The quorum for all-membership meetings shall be those members in attendance.

Section 7 – **Proxies**

The use of proxies in voting shall not be permitted.

Section 8 – **Vacancies**

In the event of a vacancy in the office of Secretary/Treasurer, President-Elect or NAESP Representative, the following provisions apply:

- 1) The Board of Directors shall appoint as a new Secretary/Treasurer, President-Elect or NAESP Representative, the individual who was the runner-up candidate for the office in the immediate prior election. If that individual is unwilling or unable to accept the position, then the provisions of 2) apply.
- 2) The Board of Directors shall select a member to fill the vacancy after 30 days notice to the membership.

ARTICLE VI. COMMITTEES

Section 1

The Communications, Educational Advisory, Legislative Resolutions, Membership, MN School of Excellence, Negotiations, and Financial Awareness committees shall be standing committees. The Chairperson of each of these committees shall be nominated by the President, for approval by the Board of Directors for the term of the MESPA President. These committees shall consist of the Chairperson and one member from each division. Current elected members of the Board of Directors, other than the immediate Past President, shall not be eligible for membership on the standing committees unless approved in advance by the Executive Director and MESPA President.

ARTICLE VII. MISCELLANEOUS

Section 1

Robert's Rules of Order Newly Advised, insofar as consistent with the Articles and Bylaws, shall govern the meetings of the members, Board of Directors and all committees.

Section 2

The Secretary/Treasurer may call for copies of such papers, addresses and reports given before the Association as the Secretary/treasurer may wish to publish in the proceedings or in the official bulletin.

Section 3

The Association shall keep at its registered office correct and complete books of account and minutes of proceedings of meetings of its members and the Board of Directors.

Section 4

The Board of Directors shall employ the services of a licensed auditing firm which will, at the close of the financial year on June 30, audit the accounts of the Association. The Annual Report of this audit, to be presented to the Board of Directors, will show a complete financial breakdown of the balances in all budgeted funds. Complete breakdown of balances in all budgeted funds shall be made and provided to the Secretary/Treasurer prior

to each Board of Directors meeting. The Secretary/Treasurer shall authorize the Executive Director to hire the necessary services to accomplish this.

ARTICLE VIII. AMENDMENTS

THESE ARTICLES AND BYLAWS MAY BE AMENDED AS FOLLOWS:

The Board of Directors may propose amendments at a meeting of the general membership. Notice of such meeting, stating the purpose, shall be given to each member entitled to vote not less than ten days prior thereto by letter or through a publication of the Association. The quorum shall be those members present at the meeting. A proposed amendment is adopted by majority vote.

The above MESPA ARTICLES OF INCORPORATION AND BYLAWS were approved by the MESPA general membership at their Annual Meeting on February 9, 1996, Radisson Hotel South, Bloomington, MN.

Revisions approved at the annual meeting on February 11, 2000, February 11, 2005, February 5, 2010, February 8, 2013, February 5, 2016, and February 9, 2018