

## **By-laws of the Maine Adult Education Association**

### **Article I: Name**

This organization shall be known as the Maine Adult Education Association.

### **Article II: Purposes**

The purposes of this organization shall be:

1. To advocate for continuing educational opportunities for Maine adults in the 21<sup>st</sup> century.
2. To promote, conduct and encourage professional development among adult educators.
3. To advocate for the development and improvement of the quality of adult and community education in Maine.
4. To promote communication and networking among members.
5. To conduct activity with local, state and national policymakers as necessary to achieve the purposes of the organization.

### **Article III: Membership**

Section 1. Membership is open to any individual or organization interested in adult education. Categories of membership are described in the association's membership brochure.

Section 2. Annual dues may be changed by a majority vote of the members either through the mail, electronically, or at the annual business meeting.

Section 3. Each individual member present during the annual business meeting shall have one vote.

Section 4. No member, program representative, teacher, tutor, vendor, student, employee or board member shall be excluded from membership or association on the basis of race, color, age, sex, sexual orientation, nationality, religion, physical or mental handicap, or political belief.

### **Article IV: Officers and Duties**

**Section 1. President:** There shall be a President who shall preside at all business meetings, appoint action teams not otherwise provided, and generally carry out the duties of this office. The President shall be a member ex officio of all action teams or committees.

**Section 2. President-elect:** There shall be a President-elect to assume the duties of the President in his/her (the President's) absence.

**Section 3. Secretary:** There shall be a Secretary, elected from among and by the Board of Directors, who shall keep an accurate record of each business meeting, disseminate information to MAEA members, conduct the correspondence and generally carry out all of the usual duties required of the Secretary. At the discretion of the Board, these functions may be performed by the Executive Director.

**Section 4. Treasurer:** There shall be a Treasurer, elected from among and by the Board of Directors, who will oversee the receipt and distribution of monies coming to this Association, ensure an accurate accounting of receipts and disbursements, make a report

thereof at the annual meeting of the Association, and generally carry out all of the usual duties required of the treasurer.

**Section 5. Legislative Action Team:** There may be a legislative action team chairperson appointed by the President. The chairperson may advise the Association and officers on legislative matters affecting adult education and may organize, execute and communicate the Association's views on state and national legislation. The chairperson may recommend that the President appoint regional legislative coordinators to assist in legislative matters.

**Section 6. Other Action Teams:** Other Action Teams may be appointed by the President, with the approval of the Board of Directors.

**Section 7. Executive Committee:** The Executive Committee shall consist of the Officers of MAEA. The Executive Committee shall, during intervals between Board meetings, have the power to act on behalf of the Board. Actions shall be limited to those of an emergency or unanticipated nature and shall not expend any funds in excess of current budget outlines. Meetings of the Executive Committee do not require notice and may be conducted in person, via the U.S. mail, or by electronic means.

## **Article V: Board of Directors**

Section 1. The Board of Directors of this organization shall consist of the President-elect, the President, the Past-President, six (6) at-large members elected for 2 year terms on a schedule of three each year, at the annual business meeting or by mail or electronically, up to six (6) members appointed by the President with the approval of the Board of Directors with a goal of reflecting the membership, including directors, teachers/tutors, support staff, or counselors in local adult education programs as well as from the categories of membership including institutional partner, retireess and individual members. Each member of the Board of Directors shall have one vote.

Section 2. The President of this organization shall chair the Board of Directors and shall be responsible for assigning action team tasks to board members. Action Teams may recruit additional members from the general membership.

Section 3. The Board of Directors shall be responsible for carrying out the month to month activities of the organization, approving all expenditures, and generally pursuing the purposes of the organization as listed in Article II. The Board of Directors may employ an Executive Director or other staff.

Section 4. The Board of Directors shall meet regularly.

Section 5. Any vacancy on the Board of Directors may be filled by the President, with the consent of the Board of Directors. Such new members shall hold office until the next annual business meeting at which time the unexpired term if any shall be filled by a vote of the membership if an elected position.

Section 6. Notice of Board of Directors meetings shall be given by written, electronic or oral notice to each director no fewer than ten (10) days prior to the meeting, if possible. One-third (1/3) of the total number of directors shall constitute a quorum. All questions shall be decided by a simple majority of the directors present and voting.

Section 7. Meetings of the Board of Directors may be called by the President, the President-elect, or a majority of the board members.

Section 8. The Board may vote on time-sensitive recommended action items via electronic, oral, or written vote. Questions will be decided by a simple majority of 1/3 of all Board members within a time limit of no less than 24 hours.

#### **Article VI: Elections**

Section 1. The President-elect shall annually chair the Election Action Team. This chair shall then assemble a team of MAEA. The Election Action Team shall prepare a slate of candidates from the membership for the positions of President-elect and candidates for election to the three at-large Board of Directors slots. This slate shall be advertised no earlier than the end of September for mail-in or electronic ballot. Voting will end 2 hours prior to the start of the Annual Meeting.

Section 2. Any current MAEA member interested in being a candidate for any elected position on the Board of Directors shall declare such by submitting his/her name to the Election Action Team chair no later than twenty-one (21) days prior to the annual meeting.

#### **Article VII: Meetings**

Section 1. There shall be an annual business meeting of this Association. Other meetings may be held at the discretion of the Executive Committee or the President.

Section 2. Written or electronic notice of all meetings of the Association shall be sent to the membership at least twenty-one (21) days in advance.

#### **Article VIII: Staff**

This Association may hire personnel, under the direction and the supervision of the Executive Committee, to carry out the purposes of this organization.

#### **Article IX: Indemnification of the Board of Directors**

Each and every member of the Board of Directors, including any member whose term of office has expired, shall be indemnified by MAEA against any and all expenses actually and necessarily incurred by such member in connection with the defense of any action, suit, or proceeding in which such member is made a party by reason of being or having been a member of the Board of Directors, except in relation to matters as to which such member shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of the duties of the member; and such right of indemnification shall not be deemed exclusive of any other rights to which such director may be entitled under any bylaws agreement, vote of the members otherwise.

#### **Article X: Amendments**

Any changes or additions to these bylaws shall be made only by a vote of two-thirds (2/3) of the membership present at a regular or special meeting of this Association. Notice of

the proposed changes shall be given to each member at least twenty-one (21) days prior to the meeting at which the vote will be taken.

10/1988

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Revised 10/25/1996

Revised 10/20/1998

Revised 10/26/2001

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