

**AMENDED AND RESTATED BYLAWS OF
MICHIGAN ASSOCIATION OF ADMINISTRATORS OF SPECIAL EDUCATION**

**ARTICLE I:
NAME AND PURPOSES**

1.01 Name. The name of the Corporation shall be Michigan Association of Administrators of Special Education (“MAASE”).

1.02 Affiliation. MAASE shall be recognized as (i) an official subdivision of the International Council of Administrators of Special Education, and (ii) a unit of the International Council for Exceptional Children, and shall be affiliated with the Michigan Federation of the Council for Exceptional Children.

1.03 Corporation. MAASE is a Michigan nonprofit Corporation, and is exempt from income tax under §501(c)(6) of the Internal Revenue Code of 1986 (the “Code”), as amended. MAASE shall not carry on any activities prohibited for a Corporation exempt from income taxation under §501(c)(6) of the Code.

1.04 Mission. The stated mission of MAASE is to “provide its members with knowledge and skills to provide leadership for the development and implementation of quality programs and services for students with disabilities within the total education community.” The mission of MAASE shall also be for the purposes otherwise stated in the Articles of Incorporation for MAASE.

1.05 Strategic Priorities. Annually, the Board of Directors shall approve strategic priorities to carry out MAASE’s mission, and shall distribute said priorities to the members of the Corporation at the annual membership meeting.

**ARTICLE II:
OFFICES**

2.01 Principal Office. The principal office shall be at such place within the State of Michigan as the Board of Directors may determine from time to time.

2.02 Other Offices. The Board of Directors may establish other offices in or outside of the State of Michigan.

**ARTICLE III:
MEMBERSHIP**

3.01 Classes of Membership and Eligibility.

3.01.1 International Members. International Members must hold concurrent membership in the International Council for Exceptional Children and the International Council of Administrators of Special Education. International Members shall meet the membership qualifications established by the International Council for Exceptional Children’s Representative Assembly and all membership qualifications established by the International Council of Administrators of Special Education. MAASE shall maintain a minimum of fifteen (15) International Members.

3.01.2 State Members. Any of the following may become a State Member:

3.01.2.1 Any individual who is currently approved and employed as a special education supervisor, director, planner or coordinator who has the primary responsibility for administration, direction, supervision or coordination of special education programs and services for exceptional children, including, without limitation, state, intermediate and local programs approved by the Michigan Department of Education;

3.01.2.2 Any individual who is employed by a college or university in the State of Michigan who has responsibilities related to special education;

3.01.2.3 Any individual who is employed by the Michigan Department of Education who has administrative and or consultative responsibilities concerning special education;

3.01.2.4 Any individual employed in an administrative role who directly supervises special education programs and special education certified staff that coordinate special education programs;

3.01.2.5 Any individual who is employed in an administrative position in a federally-sponsored program for exceptional children; or

3.01.2.6 Any other individual recommended to and approved by the Board of Directors.

3.01.3 Nonvoting Associate Members. Any individual that does not meet the requirements for becoming an International Member or a State Membership may become a Nonvoting Associate Member upon being approved by the Board of Directors. Nonvoting Associate Members shall not be entitled to vote.

3.02 Membership Determination. All applications for membership shall be submitted to the President, and shall be approved or denied by the Board of Directors.

3.03 Membership Year. The membership year is July 1 to June 30.

3.04 Dues and Fees.

3.04.1 International Dues. International Members shall pay all dues and fees for membership in the International Council for Exceptional Children and the International Council of Administrators of Special Education. International Members shall also pay the State Dues required under Section 3.04.2 below. The Board of Directors may recommend, on an annual basis, that International Member's State Dues required under Section 3.04.2 below be offset by any member rebate received by MAASE from either the International Council for Exceptional Children or the International Council of Administrators of Special Education.

3.04.2 State Dues. State dues shall be established by the Board of Directors on an annual basis, not later than the annual April meeting of Members. Such determination shall be communicated to Members not later than the annual April meeting of Members.

3.04.3 Nonvoting Associate Dues. Nonvoting Associate dues shall be established by the Board of Directors on an annual basis, not later than the annual April meeting of Members. Such determination shall be communicated to members not later than the annual April meeting of Members.

3.04.4 Payment of Dues. Dues shall be due and payable on or before October 15th.

3.05 Termination of Membership. Membership in MAASE may be terminated by the Board of Directors upon the occurrence of any of the following events:

3.05.1 Failure to pay dues to MAASE as required in Section 3.04.4 of these Bylaws; or

3.05.2 Failure to satisfy the requirements of Section 3.01 of these Bylaws.

3.06 Regular Meetings. Five (5) regular meetings of the Members shall be held throughout the school year, one in each October, December, February, April and June. The specific date and time of each regular meeting shall be determined by the Board of Directors.

3.07 Special Meetings. Special meetings of the Members may be called by the Board of Directors or by the President. Such meetings shall also be called by the President or Secretary at the written request of not less than 25 percent of the voting Members.

3.08 Place of Meetings. All membership meetings shall be held at the Corporation's principal office or at any other place determined by the Board of Directors and stated in the notice of the meeting.

3.09 Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by mail to each Member of record entitled to vote at the meeting at his or her last address as it appears on the books of the Corporation. Alternatively, notice may be published on the Corporation's website not less than 10 days nor more than 60 days before the date of the meeting.

3.10 Record Dates. The Board of Directors may fix in advance a record date for the purpose of determining Members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.

3.11 List of Members. The Secretary of the Corporation or the agent of the Corporation having charge of the membership records of the Corporation shall make and certify a complete list of the Members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each Member, be produced at the time and place of the membership meeting, be subject to inspection by any Members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

3.12 Quorum. The presence of Members in good standing at a meeting of the Members shall constitute a quorum.

3.13 Voting. Each Member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing at a regular or special meeting of Members, or, if the Board of Directors determines it appropriate to submit an electronic vote to all Members, by electronic vote in the manner and timeframe (but not less than seven (7) days from the opening of the electronic vote) required by the Board of Directors. When an action, other than the election of directors, is to be taken by a vote of the Members, it shall be authorized by a majority of the votes cast by the Members entitled to vote, unless a greater vote is required by statute.

3.14 Meeting by Telephone or Similar Equipment. A Member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE IV: BOARD OF DIRECTORS

4.01 General Powers. The business, property, and affairs of the Corporation shall be managed by the Board of Directors.

4.02 Number. There shall be not less than three (3) nor more than eleven (11) directors on the Board of Directors. All Directors shall be International Members. The Board of Directors shall include the following:

4.02.1 The Immediate Past President;

4.02.2 The Vice-President;

4.02.3 One (1) member representative from an Intermediate School District special education administration (hereinafter an "ISD Director");

4.02.4 One (1) member representative from a Local Education Agency (which term includes special education administration from public school academies) (hereinafter an "LEA/PSA Director"); and

4.02.5 Five regional representatives. The five regions from which regional representatives are to be elected shall consist of the State of Michigan Regions as defined by the Michigan Department of Education Office of Special Education and Early Intervention Services, with the exception that the current Region 1 shall be subdivided into two (2) sub-regions, Region 1a and Region 1b (hereinafter "Regional Directors"). Regional Directors are elected by members from the respective regions.

4.03 Nominations. Potential directors shall be nominated at the February and April meetings of the Members. All nominations shall be received by the President of MAASE.

4.04 Elections. The Board of Directors shall be elected by the Members entitled to vote. Only International Members and State Members in good standing shall be entitled to vote for the Board of Directors. All elections shall be conducted online during the month of May. A ballot provision shall be

made for “Write-In” candidates for each position. The candidate receiving the most votes for each director position shall be deemed the winner. Election results shall be announced at the June regular meeting of Members. Elections of directors shall take place as follows:

4.04.1 An ISD Director shall be elected in odd-numbered years;

4.04.2 An LEA/PSA Director shall be elected in even-numbered years;

4.04.3 Regional Directors shall be elected as follows:

4.04.3.1 Regions 1a, 2 and 4 shall elect a Regional Director in even-numbered years; and

4.04.3.2 Regions 1b and 3 shall elect a Regional Director in odd-numbered years.

4.05 Tenure. With the exception of the Vice-President-Elect, Directors shall hold office for two year terms, or until the Director’s successor is elected and qualified, or until the director’s earlier death, resignation or removal. The Vice-President-Elect shall hold office for a four year term, or until the Vice-President’s successor is elected and qualified, or until the Vice-President’s earlier death, resignation or removal.

4.06 Removal. Any director may be removed with or without cause by a majority vote of the voting Members entitled to vote at an election of directors at any regular or special meeting of the Members.

4.07 Board Vacancies. If any of the required seats on the Board of Directors is vacant, the vacancy must be filled by a Member of the same status as the vacating Member. A vacancy on the board may be filled with a person selected by the remaining directors of the board, though less than a quorum of the Board of Directors, unless filled by proper action of the Members. Each person so elected shall be a director for a term of office or until the next election of directors by the Members for the vacated director seat.

4.08 Regular Meetings. Regular meetings of the Board of Directors shall be held prior to the regular meetings of Members.

4.09 Special Meetings. Special meetings of the Board of Directors may be called by the President or any two directors at a time and place as determined by those persons that have called the special meeting. Notice of the time and place of special meetings shall be given to each director in manner provided herein.

4.10 Notice of Meetings. Except as otherwise provided by statute or these bylaws, written notice of the time and place of a meeting of the Board of Directors shall be given not less than 10 nor more than 60 days before the date of the meeting. Notice shall be given either personally or by mail to each director at his or her last address as it appears on the books of the Corporation. Alternatively, notice may be published on the Corporation’s website not less than 10 days nor more than 60 days before the date of the meeting.

4.11 Statement of Purpose. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice for that regular meeting. The business to be transacted at and the purpose of any special meeting of the Board of Directors shall be specified in the notice for that special meeting.

4.12 Waiver of Notice. The attendance of a director at a Board of Directors meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

4.13 Meeting by Telephone or Similar Equipment. A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

4.14 Quorum. A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board of Directors. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the Board of Directors.

4.15 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the Board of Directors may be taken without a meeting if, before or after the action, all directors then in office consent to the action in writing. Written consents shall be filed with the minutes of the Board of Directors' proceeding.

ARTICLE V: OFFICERS

5.01 Number and Offices. The officers of MAASE shall be appointed by the Board of Directors. The officers shall be a President, a Vice-President, a Secretary, a Treasurer, and an Immediate Past President. There may also be a chairperson and such other officers as the Board of Directors deems appropriate. All officers shall be voting members of the Board of Directors. All officers must also maintain a current membership in both the International Council for Exceptional Children and the International Council of Administrators of Special Education. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the President or by the board to be executed, acknowledged, or verified by two or more officers.

5.02 Term of Office. All officers shall hold office for a one-year term. An officer may resign at any time by providing written notice to the Corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

5.03 Removal. An officer appointed by the Board of Directors may be removed with or without cause by the Board of Directors. Additionally, a petition for removal may be submitted to the President (or the Vice-President if the President is the subject of such petition) if the petition is signed by not less than one-third (1/3) of the voting members then in good standing. Within seven (7) days after receipt of such petition, the President (or the Vice-President) shall notify each member of the Board

of Directors and shall solicit relevant evidence from all parties concerned. The Board of Directors shall hold a special meeting to vote on such a petition within thirty (30) days after the President's receipt of such petition. Removal of an officer from office requires the affirmative vote of two-thirds (2/3) of the Board of Directors at a meeting at which a quorum is present, and in determining a quorum, if the officer being considered for removal is also a director, that officer/director shall not be counted in determining the existence of a quorum. Any officer subject to a petition for removal shall be given written notice of the Board of Directors action on such petition within seven (7) days. The removal of an officer shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

5.04 Vacancies. In the case of a vacancy in the office of President, the Vice-President shall assume the office of President, and the Vice-President-Elect shall assume the office of the Vice-President. Vacancies in any other office for any reason shall be filled by the Board of Directors.

5.05 President. The President shall be the chief executive officer of the Corporation and shall have authority over the general control and management of the business and affairs of the Corporation. The President shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The President shall sign all corporate documents and agreements on behalf of the Corporation, unless the President or the board instructs that the signing be done with or by some other officer, agent, or employee. The President shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the President's right and the right of the board to delegate any specific power to any other officer of the Corporation. The President shall also appoint all Project Leaders, Standing Committee Chairs, and Appointees, and shall be an *ex officio* member of all Committees and Projects, with the exception of the Nominating Committee. The President, or such alternate as may be designated, shall represent MAASE at meetings of other groups where MAASE representation is necessary or desired.

5.06 Vice-President. The Vice-President shall have the power to perform duties that may be assigned by the President or the Board of Directors. If the President is absent or unable to perform his or her duties, the Vice-President shall perform the President's duties until the Board of Directors directs otherwise. The Vice-President shall perform all duties incident to the incident to the office.

5.07 Vice-President-Elect. The Vice-President-Elect shall serve as a member at large of the Board of Directors for the first year of his/her term, as the Vice-President during the second year of his/her term, as the President during the third year of his/her term, and as the Immediate Past President during the fourth year of his/her term.

5.08 Immediate Past President. The Immediate Past President shall perform duties as assigned by the President or the Board of Directors.

5.09 Secretary. The Secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each member or director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each member, officer and director; and (e) perform all duties incident to the office and other duties assigned by the President or the board.

5.10 Treasurer. The Treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all

moneys and securities received by the Corporation at such depositories in the Corporation's name that may be designated by the board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the President or the board.

ARTICLE VI:
COMMITTEES, PROJECTS, COMMUNITIES OF PRACTICE AND APPOINTEES

6.1 Definitions.

6.01 Project. A project is defined as a group of MAASE members who research and analyze issues, formulate plans and make recommendations for Board of Directors for action or approval. Projects are time-limited and have a designated completion date.

6.02 Committee. A committee is defined as a group of MAASE members who focus on particular areas of responsibility to support ongoing major activities within MAASE as established from time to time by the Board of Directors. Committees may include Standing Committees, which facilitate MAASE's purpose and assist in reaching its mission and strategic priorities, Executive Committees which enable MAASE to fulfill its responsibilities and manage its activities, and Ad Hoc Committees, which are appointed with specific charges and limited tenure.

6.03 Community of Practice. A community of practice is defined as a self-organizing network of MAASE members who share a concern or a passion for a defined area of practice and who interact regularly to advance their own knowledge by sharing information and learning from others in order to develop professionally.

6.04 Appointee. An appointee is defined as a MAASE member who serves as a representative of MAASE on a committee or advisory group of another organization or entity.

6.1 Current Executive Committees. Executive Committees shall include the following:

6.01 Audit Committee;

6.02 Bylaws/Procedures Committee;

6.03 Legislative Action Committee;

6.04 Professional Development Committee.

6.1 General Powers of Committees. The Board of Directors, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board. All committee members shall be Members of the Corporation.

A committee designated by the board may exercise any powers of the board in managing the Corporation's business and affairs to the extent provided by resolution of the board. However, no committee shall have the power to:

6.01 Amend the Articles of Incorporation of the Corporation;

6.02 Adopt an agreement of merger or consolidation on behalf of the Corporation;

6.03 Amend the Bylaws of the Corporation;

6.04 Fill vacancies on the Board of Directors;

6.05 Fix compensation of the Directors serving on the board or on a committee;

6.06 Recommend to members the sale, lease or exchange of all or substantially all of the Corporation's property or assets;

6.07 Recommend to the members a dissolution of the Corporation or a revocation of a dissolution of the Corporation; or

6.08 Terminate memberships.

6.1 Qualifications for Projects, Committees, Communities of Practice and Appointees. Only MAASE members in good standing or Michigan Department of Education staff may be members of projects, committees, communities of practice and appointees. A project group may use non-MAASE members as *ex officio* members, as needed.

6.1 Meetings. Committees shall meet as directed by the Board of Directors, and their meetings shall be governed by the rules provided in Article IV of these Bylaws for meetings of the Board of Directors. Minutes shall be recorded at each committee meeting and shall be presented to the Board of Directors.

6.1 Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

6.1 Rules Applicable to Projects, Committees, Communities of Practice and Appointees.

6.01 The Board of Directors shall determine all projects, committees, communities of practice and appointees, as appropriate from time to time.

6.02 The President, with the approval of the Board of Directors, shall annually approve project, committee and community of practice chairs and appointees.

6.03 Proposals for new projects, committees, communities of practice and appointees may be submitted to the Board of Directors at any time.

6.04 Chairs shall appoint members of their respective projects, committees and communities of practice.

6.05 Projects, committees and communities of practice are not permitted to make policy decisions, public position statements or other significant decisions without approval from the Board of Directors.

6.06 Chairs of projects, committees and communities of practice, and all appointees, shall submit status reports to the Board of Directors, in a format and such frequency as the Board of Directors shall determine appropriate.

6.07 When it is necessary to attend a meeting of the Board of Directors, the Chair of any project, committee or community of practice shall contact the President to be placed on the agenda of such meeting.

6.08 Chairs of projects, committees and communities of practice, and all appointees, shall provide an oral or written report at each regular and special meeting of members.

6.09 Chairs of projects, committees and communities of practice, and all appointees, are responsible for production and dissemination of reports of their respective activities.

ARTICLE VII: CORPORATE DOCUMENT PROCEDURE

No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

ARTICLE VIII: COMPENSATION

When authorized by the board, persons shall be reasonably compensated for services rendered to the Corporation as an officer, director, employee, agent or independent contractor, except as prohibited by these bylaws.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Corporation shall end on June 30.

ARTICLE X: AMENDMENTS

These Bylaws may only be amended by a majority vote of the Members in good standing at a regular or special meeting of the Corporation, provided notice of the nature and opportunity for

discussion of the proposed amendment has been made at a previous regular meeting of Members. Proposed amendments to these bylaws shall be posted to the MAASE website not less than 14 days prior to the date of the regular or special meeting called for voting on such proposed amendments.

ARTICLE XI:
DISSOLUTION

In the event of a dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, dispose of the assets of the Corporation following the specific procedures as determined by the International or State Council of Administrators of Special Education / Council for Exceptional Children, or, if no such procedures are mandated, by distributing the remaining assets of the Corporation to a qualified nonprofit organization under the applicable provisions of the Internal Revenue Code, the purpose of which is to serve the needs of exceptional children. Under no circumstances shall any of the assets of the Corporation be distributed to any officer, member, employee or subsidiary of this Corporation upon its dissolution.