

**ARTICLES OF INCORPORATION
And BY-LAWS
OF THE
MINNESOTA ASSOCIATION
FOR SUPERVISION AND CURRICULUM DEVELOPMENT
Effective September 2006**

Article I. NAME

The name of this organization shall be the Minnesota Association for Supervision and Curriculum Development, hereinafter referred to as Minnesota ASCD or The Association. The geographic boundary of Minnesota ASCD shall be coincident with the political boundaries of the state of Minnesota. Publications and other text stating the name shall consistently display "Minnesota ASCD" in keeping with the official name.

Article II. MISSION

The mission of the Association shall be:

Minnesota ASCD is committed to developing leadership among educational decision makers to improve curriculum and instruction for Minnesota students.

Article III. PURPOSE

The purpose of the Association shall be:

1. To develop an active interest in supervision and curriculum development;
2. To provide opportunities for the exchange of ideas and materials regarding supervision and curriculum;
3. To further the cooperative study of problems relating to supervision and curriculum development at the elementary, secondary and college levels;
4. To work for the improvement of supervision and curriculum development at the elementary, secondary, and college levels in Minnesota;
5. To work for improvement of conditions of employment and service of members of the Association and members of the profession in general;
6. To operate as a nonprofit educational organization.

The Association is organized exclusively for educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code. All activities shall be conducted in a manner consistent with the requirements of the Internal Revenue Code and regulations relating to organizations described in Section 501(c)(3) of the Code, as now or hereafter amended.

Article IV. AFFILIATION

This organization shall be affiliated with the Association for Supervision and Curriculum Development. The Association shall encourage its members to become members of the Association for Supervision and Curriculum Development.

Article V. MEMBERSHIP

Section 1. Eligibility

Membership in this Association shall be open to all persons interested in promoting the purpose of the organization. A member is in good standing when annual dues are paid as established by procedures set by the Board of Directors.

Section 2. Classification of Membership

The Board of Directors may establish or modify various classes of members in the Association, recommend adoption of the dues for each class at the annual meeting, and designate members' rights, privileges, and responsibilities.

Section 3. Nondiscrimination Policy

This organization fully supports a policy of equal opportunity and will not discriminate in membership eligibility on the basis of race, color, religion, creed, national origin, gender, marital status, sexual orientation, economic status or public assistance, or disability. This organization will neither accept invitations from nor participate in any activity or organization that does not support an equal opportunity or nondiscrimination policy.

Section 4. Diverse Membership

In order to support our belief that diversity strengthens society, Minnesota ASCD shall actively seek members and leaders who represent diversity in gender, age, job role, ethnicity, geographic location, and viewpoint.

Article VI. OFFICERS

The officers of the Association shall be comprised of at least five positions: a president-elect, whose position shall automatically succeed annually to the office of president and then to the office of immediate past-president, a secretary, and a treasurer. Two guaranteed representatives to the ASCD Leadership Council shall be a part of the offices of president-elect and president, in accordance with Article IX of the bylaws of the Association. In addition, there shall be established one additional ASCD Leadership Council Proportional Representative for each 5,000 paid ASCD members based on a membership count on December 31 of each calendar year.

Article VII. ELECTION OF OFFICERS

Section 1. Nominations of Candidates

Nominations for officers shall be solicited from the entire membership prior to the annual conference. Solicitation shall be made through the Association's newsletter, by direct mail, or both. At the annual meeting additional nominations shall be taken from the floor. The nominations committee shall determine the final slate of candidates. The nominations committee shall have the authority to seek additional candidates such that there is an attempt to assure at least two candidates for every office. It shall also be the responsibility of the nominations committee to review all nominations and inform nominees of their nominations and to seek approval thereof. The nominations committee shall report its slate of candidates not later than February 15 and preceding the date of balloting by at least 15 days. The committee shall also have the responsibility of preparing and distributing ballots in accordance with Section 2 of this Article.

Section 2. Elections

The election of the office of President-Elect shall be held every other year in odd-numbered years; the election of the office of Treasurer shall be held every other year in odd-numbered years; the office of Secretary shall be held every other year in even-numbered years.

Section 3. Terms of Office

The term of the President shall be for two years. The terms of President-elect and Immediate Past-President shall be for one year. The position of President-Elect shall succeed to the office of President and then to the office of Immediate Past-President. The terms of Secretary and Treasurer shall be for two years.

Proportional Representatives to the ASCD Leadership Council shall serve for three years, and must have been members in good standing of ASCD for at least one year prior to assuming office. With the exception of the office of President-Elect and its succeeding offices, all officers may run for re-election for no more than one consecutive term. New officers shall assume office on June 1 following their election.

Section 4. Resignations

- a) In the case of a resignation of the Secretary or Treasurer prior to the end of an elected term, the President will appoint a member of the board to serve the remainder of the term of office. The board of directors will confirm, by majority vote, the president's nominee.
- b) In the case of a resignation by the President-elect, an election by the membership will be held to select a new President-elect.
- c) In the case of a resignation by the President, the President-elect will succeed into the President's position to complete the remainder of the term as well as their elected term of office. An election by the membership will be held to select a new President-Elect.

Article VIII. DUTIES OF OFFICERS

The duties of the officers shall be such as are inherent in their respective offices. In addition, the president, president-elect and immediate past-president shall each hold the position of Representative to the ASCD Leadership Council such that each serves a total of 4 years. The first such succession will be held by the offices of president and Immediate Past-President.

Article IX. OFFICES OF REPRESENTATIVES TO THE ASCD LEADERSHIP COUNCIL

Section 1. Terms of Office

The guaranteed offices of Representative to the ASCD Leadership Council shall be concurrent with the office of President-Elect through Immediate Past-President, effective with the election in 2005. They shall exercise their positions effective with this constitution and with the establishment of the ASCD Leadership Council.

Section 2. Proportional Representative

Should there be a Proportional Representative to the ASCD Leadership Council; the Board of Directors shall determine the expiration of the first term in order to assure staggered terms for all three or more offices.

Article X. THE BOARD OF DIRECTORS

Section 1. Membership

The Board of Directors shall consist of the President, President-Elect and Immediate Past-President,

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Secretary, Treasurer, Proportional Representatives, if any, to the ASCD Leadership Council, the chairperson of each standing committee, and Editor of Minnesota ASCD Publications. In addition, the president may appoint additional representatives: geographic area (regional) representatives, representatives from colleges and universities, representatives from the Minnesota Department Education and such other representation as the president deems essential to carrying out the duties of the Association. Officers newly elected but not yet starting their term, at the discretion of the President, may serve on the Board as members-at-large until they assume office.

Section 2. Eligibility

Membership to the Board of Directors is contingent on appointment by the president and active membership status in the Association. Prior to the beginning of a president's term each year, members shall indicate their willingness to be reappointed to the board or state their preference to withdraw. Renewal of an appointment is up to the discretion of the president.

Section 3. Duties and Responsibilities

The Board of Directors shall pass on all membership, make recommendations to the Association, and make disbursements of money. It shall have the power to make rules and recommend bylaws not in conflict with Articles I through IV and shall report such rules and bylaws to the membership for its approval. It shall have power to formulate policy. The Board of Directors shall have the right to establish, hire, evaluate, set salaries and terminate employment positions and employees, including but not limited to an Executive Director and an Executive Secretary. It shall have power to act in a judicial capacity, and it shall have power to set policies for the membership in any way necessary, and not counter to the constitution and bylaws, between meetings. The Board of Directors shall report its activities to the membership at the annual meeting. In case of any vacancy in any elective office, the Board of Directors shall appoint from the active membership for the remainder of the term.

Article XI. EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Section 1. Membership

The Executive Committee shall be made up of the officers of the Association. It also comprises the core membership of the Governance Committee.

Section 2. Duties and Responsibilities

The Executive Committee shall have the power to meet for urgent decisions or emergencies of the Association's business between regular meetings or to meet by a directive from the Board of Directors. It shall always report its emergency actions to the Board of Directors for final consideration.

Article XII. COMMITTEES

Section 1. Standing Committees

Standing committees shall be appointed by the president for a term of one year and shall be as follows: 1) Program, 2) Communications, 3) Political Action, 4) Membership, and 5) Governance. The Governance Committee shall always be comprised of the officers of the Association and additional members, if any, as appointed by the president. The Board of Directors shall establish the duties and responsibilities of the Standing Committees

Section 2. Special Committees

There shall be a nominations committee appointed by the president whose responsibility shall be to seek nominations for the election of officers in accordance with Article VII of these bylaws. There shall be a Leadership Recognition Committee appointed by the president, to annually make nominations for and present Minnesota ASCD awards.

Section 3. Ad Hoc Committees

The president, with the approval of the executive board, may, as needed, appoint ad hoc committees.

Section 4. Past-Presidents' Council

The Past-Presidents Council shall be made up of all past presidents including the Immediate Past-President who are paid-up members of Minnesota ASCD. The Immediate Past-President shall be the Council's chair. The duties of the Council shall derive from directives set by the Board of Directors, the President, and by responsibilities set by the constitution and bylaws.

Article XIII. MEETINGS

Section 1. All meetings of the Board of Directors are open to all Minnesota ASCD members in good standing.

Section 2. Regular Meetings

The regular meetings of the Board of Directors shall be for conducting business. Meetings shall be held periodically as set by decision of the officers and members of the Board of Directors, but not less than four times per calendar year.

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Section 3. Special Meetings.

The Board of Directors may call special meetings.

Section 4. Annual Meeting

An annual meeting shall be held not later than December 31 of each year in order to report its business to the membership and to carry on Association business as defined in this constitution and bylaws.

Article XIV. QUORUM

Section 1. Annual Meetings.

A quorum of the Board of Directors and at least 10 additional members of the Association in good standing shall constitute a quorum for the transaction of business at any annual meeting

Section 2. Board of Director Meetings.

A majority of the Board of Directors shall constitute a quorum of that body.

Article XV. MEMBERSHIP DUES AND MEMBERSHIP YEAR

Section 1. Membership Dues

A change of membership dues shall be set at any annual meeting by majority vote of the members present upon recommendation of the board of directors.

Section 2. Membership Year

Members may elect to pay their dues

- a. on an anniversary basis through ASCD's Joint Dues Solicitation Program, or
- b. on an anniversary basis directly through a Minnesota ASCD membership application and renewal procedure.

Article XVI. ADOPTION

The constitution and bylaws becomes effective upon its adoption by a majority vote of the members present at the first annual business meeting after its proposal and following a review by The Association for Supervision and Curriculum Development (ASCD).

Article XVII. AMENDMENTS

Section 1. Amendment Proposals

Any member in good standing, including a member of the Board of Directors, may present amendments to the constitution and bylaws. No proposed amendment can be accepted or rejected without a vote by the Board of Directors following a recommendation by the bylaws committee.

Section 2. Bylaws Committee

Upon receipt of a proposed amendment, the president shall establish a bylaws committee of not less than four (4) persons to consider the inclusion of the proposed amendment. At least one member of the committee shall be an officer of the Association. This committee shall have the responsibility of reviewing the proposal solely for consistency with the first four articles of the constitution and bylaws and to determine that it is not in conflict with the purposes of the Association. The bylaws committee will bring a recommendation to the Board of Directors for its vote at the next meeting. A vote to approve an amendment shall be an endorsement of the amendment for approval by the membership.

Section 3. Notification to Members

Members must receive a copy of all proposed bylaw amendments at least 30 days prior to the mailing of ballots. If the bylaw amendment is a modification of an existing article or section, notification must display both the existing language and the proposed amendment. Notification may be placed in an issue of the Association's newsletter or as a separate postal mailing to the membership, or both.

Section 4. Adoption of Amendments

Amendments must be adopted by a majority of those voting. Amendment voting shall be a part of the ballot for the annual election of officers, with the ballot displaying the amendment's language and a place for voters to mark "yes" or "no" for adoption or rejection of the proposed amendment.

Article XVIII. REVISION

Section 1. Review

The Board of Directors shall review the provisions of the Constitution at least every five years. The reviews shall be conducted during the first and fifth year of each decade. If the constitution has need of major revision, the Board of Directors may authorize the past Presidents Council to review the constitution. The Past Presidents Council shall present proposed constitutional revisions to the Board of Directors. Revisions may also be directed by the Leadership Council of the Association for Supervision

and Curriculum Development in order to comply with its governance changes. In such instances, it may exercise a right of review.

Section 2. Adoption

If accepted by the Board of Directors, the revised constitution must then be submitted to the membership for approval. The revised constitution must be approved by a majority of the members voting, as described in Article XVII of this constitution and bylaws.

Article XIX. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Constitution or special rules of order of the Association. The president may appoint a parliamentarian at any time, or the Board of Directors may direct that a parliamentarian be present at a designated future meeting.

Article XX. ASSETS ON LIQUIDATION

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XXI. REGISTERED OFFICE ADDRESS AND AGENT

The place in this state where the principal office of the Corporation is to be located is the 5033 W 56TH St, Edina, Minnesota, 55436, Hennepin County, c/o Lori Sandvig.

Article XXII. SHARES

The Association is not authorized to issue shares.

Article XXIII. EARNINGS AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Association shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, of the corresponding section of any future federal tax code, or (b) by an association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XXIV. INCORPORATORS

We the undersigned incorporators certify that we are authorized to sign these articles and that the information in these articles is true and correct. We also understand that if any of this information is intentionally or knowingly misstated that criminal penalties will apply as if we had signed these articles under oath.