

**Michigan Staff Development Council -- Bylaws**  
**ARTICLE I - PURPOSE**

**Section 1.01 - NAME**

The name of the organization shall be the Michigan Staff Development Council, a non-profit educational organization hereafter referred to as MSDC. MSDC is an affiliate of the National Staff Development Council, hereafter referred to as NSDC.

**Section 1.02 - STATEMENT OF PURPOSES**

The purposes of the Michigan Staff Development Council are to facilitate professional learning and school improvement throughout the state and to partner with state educational groups having similar professional interests.

**Section 1.03 - MISSION STATEMENT**

The Michigan Staff Development Council advocates for quality research-based professional development policies and practices to increase the capacity of those who work to improve student learning.

**Section 1.04 - QUALIFICATION EXEMPT ORGANIZATION**

The Michigan Staff Development Council is organized exclusively for educational purposes and intended to be a tax exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended; therefore all terms, conditions, and provisions of these bylaws and all operations of MSDC shall be construed, applied and carried out in accordance with such intent.

**ARTICLE II - MEMBERSHIP**

**Section 2.01 - QUALIFICATIONS**

Membership in the Michigan Staff Development Council is open to any person interested in Michigan education.

**Section 2.02 - TERMS OF MEMBERSHIP**

A MSDC member shall retain membership as long as the yearly dues are paid in full. Dues shall be payable on the yearly anniversary date of joining the organization.

**Section 2.03 - PRIVILEGES OF MEMBERSHIP**

A MSDC member shall have the following privileges:

- a.) Elect members- at- large of the MSDC Board as specified in Section 3.04.
- b.) Vote on matters officially brought to the attention of the membership.
- c.) Offer suggestions to the Board as may seem advisable for the good of the organization.
- d.) Receive at least two (2) newsletters per year.
- e.) Receive invitations to all Michigan Staff Development Council functions.

**ARTICLE III - GOVERNANCE**

**Section 3.01 - MICHIGAN STAFF DEVELOPMENT COUNCIL BOARD**

The Board of the Michigan Staff Development Council shall consist of the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, and twelve (12) members- at- large.

All Board members are expected to:

- a.) be a member in good standing in MSDC and NSDC.
- b.) attend and participate in four (4) Board meetings annually.
- c.) actively support MSDC's and NSDC's mission statements and activities.
- d.) chair or serve on at least one standing committee each year
- e.) study and/or research recommendations to establish appropriate policies and procedures for MSDC.
- f.) represent MSDC at the request of the President.
- g.) perform other duties as requested by the President.
- h.) contribute to the newsletter by writing articles and/or contacting contributors.
- i.) act in accordance with the norms of the MSDC Board.
- j.) promote membership and MSDC services to members.

A quorum of 51% is required to conduct Board business. The Board shall conduct business in accordance with the bylaws of MSDC. The Board will use consensus or a simple majority vote of Board members present to take action on MSDC business.

**Section 3.02 - OFFICERS**

Michigan Staff Development Council officers shall consist of a President, President-Elect, Secretary, Treasurer and the Immediate Past President. The officers shall be elected by current members of the Board by March 1. All officers shall hold their respective offices as indicated or until their successors are duly elected or qualified. To be eligible for an officer position, one must have been a member-at-large for at least one year and be in good standing as a MSDC and NSDC member. The officers shall perform the duties listed in accordance with Section 3.01 in addition to the specific duties assigned each officer.

- a.) President. The President shall:
  1. preside at an annual membership meeting.
  2. preside at all Board meetings.
  3. designate a presider in the event of the President-Elect's absence.
  4. appoint committees in accordance with Section 4.02.
  5. be a member of all committees by virtue of the office.
  6. serve one (1) year as President.
  7. submit an article for each newsletter.
- b.) President-Elect. The President-Elect shall:
  1. perform all the duties of the President in his/her absence.
  2. become President in case the office of President becomes vacant. In such case, a new President-Elect shall be elected from among the remaining Board members to fill the remainder of the term.
  3. serve one (1) year as President-Elect.
- c.) Immediate Past President. The Immediate Past President shall:
  1. chair the Nominations and Elections Committee.
  2. serve as a member of the Board.
  3. serve one (1) year as Immediate Past President.
- d.) Secretary. The Secretary shall:
  1. keep, or cause to be kept, an accurate record of the minutes of all Board and membership meetings.
  2. hold in custody and be responsible for all reports, contracts, and minute books.
  3. attend to all official business required by the Board.
  4. serve one (1) year as Secretary.
  5. send draft minutes to all Board members within thirty (30) days of the Board meeting.
- e.) Treasurer. The Treasurer shall:
  1. be custodian of the funds of the Michigan Staff Development Council and pay out or cause to be paid out, funds authorized by the Board.
  2. keep or cause to be kept, a record of all financial transactions, and submit a financial report at each Board meeting.
  3. submit a financial report, covering the last complete fiscal period, at the annual membership meeting.
  4. count, or cause to be counted by the appointment of qualified persons, all funds received, and be responsible for their deposit.
  5. place, or cause to be placed, the funds of this organization in the bank or other depository approved by the Board.
  6. serve one (1) year as Treasurer.

### Section 3.03 – EXECUTIVE BOARD

The officers are the Executive Committee of MSDC and will set the agenda for Board meetings. The agenda will be submitted to the Board no less than seven days prior to Board meetings. The Executive Committee may act on behalf of the MSDC Board in any manner that does not violate the MSDC Bylaws

### Section 3.04 – BOARD MEMBERS-AT-LARGE

MSDC members-at-large shall be elected by the membership. To qualify, a candidate must:

- a.) be an active member of MSDC
- b.) complete an application
- c.) sign a letter of commitment to actively support MSDC's and NSDC's mission and goals

Members-at-large serve three (3) year terms. Terms are staggered to provide continuity within the organization.

### Section 3.05 – ELECTION PROCEDURE

Candidates for members-at-large shall be placed on the ballot by the Nominations and Elections Committee. The Nominations and Elections Committee shall make written and electronic announcements to the membership by March 1. Any person wishing to be considered as a member-at-large must submit an application according to written and electronic announcements made to the general membership by March 15. Candidates are required to submit the following information:

- a.) name, title/position, address, phone number, fax number, and e-mail address.
- b.) a list of three (3) contributions to the field of staff development in the last five (5) years.
- c.) a written statement of no more than 150 words indicating a direction or issue they think MSDC could/should address for Michigan educators.

The slate of candidates will be approved by the Board by April 15. The slate, in the form of a ballot including provision for write-in votes, shall be mailed to the entire membership of MSDC no later than May 1 of each year. Ballots shall be returned to the Nominations and Elections Committee no later than May 15 of each year. Ballots will be opened and tallied by the Nominations and Elections Committee by June 1. Elections shall be by plurality of the votes received by the established deadline. The President of MSDC shall notify those elected and arrange for them to take office on July 1. A letter from the MSDC President will be sent to those candidates who were not elected.

An exception to the procedure shall occur when the Board directs the Nominations and Elections Committee that it is in the best interests of the organization to alter the above timeline.

Newly elected officers and members-at-large shall take office on July 1. Officers and members-at-large shall serve from July 1 in the year in which they were elected through June 30 of the year in which their term expires. Any Board member unable to fulfill their responsibilities to the Board may be asked to leave the Board by majority vote of the Board. Should a member leave before a term expires, the MSDC Board may appoint an individual to fill the unexpired portion of a member-at-large's term.

Section 4.01 – NOMINATIONS AND ELECTIONS COMMITTEE

The Nominations and Elections Committee consists of the Immediate Past President or a designee of the President who is not a candidate for office, and two members of MSDC appointed by the President.

Section 4.02 – FORMATION

Committee chairpersons, with the exception of the Nominations and Elections Committee, shall be appointed by the President. The Chairperson, in conjunction with the President, shall invite membership for the committee.

Section 4.03 – STANDING COMMITTEES

Each Board member is expected to be an active member of at least one standing committee during the entire term of office. Members of the Board shall chair the committee, with the option to invite a MSDC member to co-chair. Others from the general membership may be included as committee members.

Standing committees include:

- a.) Communications
- b.) Membership
- c.) Education and Advocacy

Ad-hoc committees may be established at any time.

**ARTICLE V – MEETING PROCEDURES**Section 5.01 – SCHEDULED MEETINGS

A tentative schedule of Board meetings is initiated by the President and approved by the MSDC Board in the spring of the prior year. The dates are provided to the MSDC newly elected Board members and the membership by July 1.

Section 5.02 – ORDER OF BUSINESS

The regular order of business at Board and membership meetings, unless otherwise agreed on by the Board, shall include the following:

- Roll Call
- Approval of the Agenda
- President's Report
- Approval of the Minutes of the previous meeting
- Treasurer's Report
- Membership Report
- Reports of Committees
- Unfinished Business
- New Business

Board members may submit items for Board meeting agendas two (2) weeks prior to scheduled meetings. The Board meeting agenda, minutes, treasurer's report, and action items shall be given to Board members a week prior to the scheduled Board meeting.

**ARTICLE VI – BYLAWS AMENDMENTS**Section 6.01 – PROCEDURE

Proposed amendments to these bylaws must be submitted to the Board for consideration. Board recommendations for proposed amendments must be presented to MSDC members (30) days in advance of the vote. These regulations may be repealed, amended, or changed by two-thirds of MSDC members voting on the amendment.

**ARTICLE VII – OPERATIONS**Section 7.01 – PROHIBITED TRANSACTIONS

No part of the net earnings of the MSDC shall inure to the benefit of or be distributable to its members, 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 I hereof. No substantial part of the activities of the MSDC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the MSDC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding other provision of these bylaws, the MSDC shall not carry on any other activities not permitted to be carried on a) by an organization exempt from federal income tax under Section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, of (b) by an organization, contributions to which are deductible under Section (c) (2) of the Internal Revenue Code.

**ARTICLE VIII – DISSOLUTION**

No part of the net income, revenue, and grants of the MSDC shall inure to the benefit of any member, officer, or any private individual (except that reasonable compensation may be paid for services rendered in connection with one or more of its purposes), and no member, officer, or any private individual shall be entitled to share in the distribution of any part of the asset of the MSDC, on its dissolution or liquidation. In the event of such dissolution or liquidation, the assets of MSDC, after payments of debts or obligations, shall be transferred to an organization with federal tax exemption for charitable and educational uses and purposes similar to those of MSDC. This exempt organization shall be designated by the final Board.