

Constitution of the Missouri Association for Adult Continuing and Community Education

ARTICLE I - NAME

The Name of this Association shall be the Missouri Association for Adult Continuing and Community Education (MAACCE).

ARTICLE II - PURPOSES

The purposes for which this Association is formed are:

1. To promote the principles of and opportunities for adult, continuing and community education in the State of Missouri.
2. To serve as a medium of exchange of information among individuals, industries, agencies, institutions and organizations through publications, conferences, workshops and other media.
3. To provide professional improvement opportunities and advance the standards of adult, continuing and community education.
4. To serve as liaison agency among groups interested in adult, continuing and community education. To affiliate with the American Association for Adult and Continuing Education (AAACE), and the Commission on Adult Basic Education (COABE). Additional affiliations can be established only by following the guidelines for amending the constitution as set forth in Article VII Section 1. of this constitution.

ARTICLE III - LIMITATIONS

The Association shall at all times be operated on a non-profit basis and shall engage exclusively in activities consistent with its purpose and with its status as an organization described in Section 501 (c) (3) of the Internal Revenue Code as now or hereafter amended, or any statutory provision superseding or succeeding said Section 501 (c) (3), and without limitation shall not devote any of its activities to political campaign efforts on behalf of any candidate for public office and shall not devote any substantial part of its activities to attempt, by propaganda or otherwise, to influence legislation. No part of the net earnings of

the Association shall inure to the benefit of any member, sponsor, donor, creator, trustee, officer, employee, or, without limitation, any other private individual or to the benefit of any corporation or organization, any part of the net earnings of which inure to the benefit of any private individual or any substantial part of the activities which is carrying on propaganda or otherwise attempting to influence legislation; provided, this shall not prevent payment of reasonable compensation for services actually rendered to or for the Association in effecting its purpose. The Association shall not divert any part of its income or corpus to any members, sponsor, donor, creator, trustee, officer, or employee, by lending any part of its income or property without the receipt of adequate security and a reasonable rate of interest by paying any compensation in excess of reasonable allowance for salaries, or other compensation for personal services actually rendered; by making any purchase of security or other property for more than adequate consideration for money or money's worth; by selling any substantial part of its securities or other property for less than adequate consideration for money or money's worthy; or by engaging in any other transaction with either directly or indirectly results in such diversion of its income or property. The Association shall not make any accumulation of its income unreasonable in amount or duration, or use any income for purposes other than the objects hereinbefore set forth or invest income in any manner as to jeopardize the fulfillment or carrying out of its objects. In general, the Association shall not act in any way or engage in any activity which might affect its right to file tax exemption or their right of donors to the Association to full tax deduction of their contributions to the Association, and the Association shall be so operated as to be entitled to and receive all tax exemptions, federal or local, which may from time to time be granted to charitable, scientific, or education associations or foundations.

ARTICLE IV - MEMBERSHIP

- Section 1. Classes of Membership: There shall be two classes of membership—Individual and Lifetime.
1. Individual Membership – Any person interested in or engaged in adult, continuing and community education in Missouri may become a member of the Association by paying the annual membership fee as provided in this Constitution and shall be eligible to hold office, and shall receive any special publications or regular publications of the Association.
 2. Lifetime membership shall be awarded to Presidents of the organization upon completion of their term.

- Section 2. Dues and Membership Year. Dues for individual membership shall be paid during the membership year from conference up to conference. Unpaid memberships shall be delinquent after the beginning of the annual conference.
- Section 3. Voting Rights. Each individual and lifetime member shall be entitled to vote.
- Section 4. Professional Interest Categories. Existing professional interest categories are adult education & literacy, community education, after school and higher education. Other categories may be established by the process set forth in the organization's By-Laws, when there is sufficient interest and need.

ARTICLE V - OFFICERS

- Section 1. The officers of this Association shall be Immediate Past President, President, President-Elect, Secretary, and Treasurer. These officers will heretofore collectively be referred to as the Executive Council.
- Section 2. The President shall be elected for a (3) three-year term serving first year as President-elect, second year as President and third year as Past President. The Secretary and the Treasurer shall be elected for two-year terms. The new treasurer shall be installed at the annual conference, but the current treasurer shall retain fiscal responsibility until the audit is completed. All shall be elected by a majority of the voting members at the annual conference from a slate prepared by the nominating committee. All terms of office begin at the conclusion of the annual meeting.
- Section 3. To be eligible for office, an individual must be a member of the Association.
- Section 4. In the event of the President's office becoming vacant, the past President shall succeed to the office. If the immediate past President is unable to fill the vacancy, the Board shall elect a President to complete the term. In the event of a vacancy in the office of President-Elect, the President shall call a special election by the membership to fill the office. All other vacancies shall be filled by the Executive Council until the next annual meeting.

Section 5. The President-Elect shall be selected from the membership and have previously served on the Executive Council or as a Standing Committee Chair or as an affiliate Liaison. Category affiliation of the President-Elect should vary to ensure that all professional categories are represented.

ARTICLE VI – BOARD

Section 1. The President of the Association shall serve as Chairperson of the Executive Council and shall call all meetings.

Section 2. Board members shall be the following and have voting privileges:
members of the Executive Council,
one representative from AEL Administrators,
one representative from AEL Teachers, and
two representatives each from Community Education,
after school, and Higher Education categories,
Four Standing Committee Chairs; Membership,
Nominating and Awards, Public Relations and Publicity,
Legislative, and the two Affiliate Liaisons of the
Association; AAACE and COABE.

Section 3. The duties of the Board shall be to interpret and implement the policies of the Association.

Section 4. Only members in good standing are eligible for election to and service on the Executive Council and Board.

Section 5. One more than half the Board members shall constitute a quorum.

Section 6. Ex officio members may be named from time to time by the Executive Council; said members shall have no voting privileges.

Section 7. The Board shall meet at least twice a year, with one meeting being held in conjunction with the annual conference.

Section 8. Any member of the Board who is not in attendance at two consecutive Board Meetings shall submit to the Executive Council a written documentation of reasons for the absence. The Executive Council will review the individual's absentee documentation; a majority vote will be required to sustain the individual's membership on the board.

Section 9. The Board shall transact all business of the Association except that delegated to its officers as provided in the Constitution and By- Laws.

ARTICLE VII - AMENDMENTS

- Section 1. This Constitution may be amended at any general meeting of the Association by a simple majority of the members present, providing that notice is given to the membership by mail or email at least thirty (30) days before the voting takes place. Amendments to this Constitution will be initiated by the Executive Council or by written petition from a minimum of 25% of MAACCE members to the Board.
- Section 2. By-Laws may be adopted, amended or repealed by a simple majority vote of the Board.

ARTICLE VIII - DISSOLUTION

- Section 1. Upon the dissolution of the Association, the Executive Council shall, after paying or making provision for the payment of all the liabilities, dispose of all the assets exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of the 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Council shall determine. Any such assets not so disposed of shall be disposed of by the court of common Pleas of the county in which the principal office of the organization 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.