



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 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 operate on a non-profit basis and will exclusively engage in activities consistent with its purpose and its status as an organization described in Section 501(c)(3) of the Internal Revenue Code, as currently or hereafter amended.

Section 1. General Operation and Prohibited Activities

To maintain its tax-exempt status, the Association is subject to the following limitations:

- **Political Campaigns:** The Association shall not devote any of its activities to political campaign efforts on behalf of, or in opposition to, any candidate for public office.
- **Influencing Legislation (Lobbying):** The Association shall not devote any substantial part of its activities to attempting, by propaganda or otherwise, to influence legislation.
- **Tax Compliance:** The Association shall not act in any way or engage in any activity that



might affect its tax-exempt status or the right of donors to claim a full tax deduction for their contributions. The Association must be operated to ensure it receives all applicable federal or local tax exemptions granted to charitable, scientific, or educational organizations.

Section 2. Private Inurement and Compensation

- Prohibition on Private Benefit: No part of the net earnings of the Association shall benefit (inure to the benefit of) any private individual, including, but not limited to, any member, sponsor, donor, creator, trustee, officer, or employee. This prohibition also applies to any corporation or organization whose net earnings benefit any private individual.
- Exception for Compensation: This prohibition does not prevent the payment of reasonable compensation for services actually rendered to or for the Association in effecting its purpose.

Section 3. Financial Restrictions and Prohibited Transactions

The Association shall not divert any part of its income or principal (corpus) through the following specific actions, or any other transaction that directly or indirectly results in such a diversion:

- Lending: Lending any part of its income or property without the receipt of adequate security and a reasonable rate of interest.
- Excessive Compensation: Paying any compensation in excess of a reasonable allowance for salaries or other personal services actually rendered.
- Purchases: Making any purchase of security or other property for more than adequate consideration for money or money's worth.
- Sales: Selling any substantial part of its securities or other property for less than adequate consideration for money or money's worth.
- Income Accumulation: Making any accumulation of its income that is unreasonable in amount or duration.
- Jeopardizing Investments: Investing income in any manner as to jeopardize the fulfillment or carrying out of its objectives.

ARTICLE IV - MEMBERSHIP

Section 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.

Section 2. Dues and Membership Year: Dues for individual membership shall be paid during the membership year from conference up to conference.

Section 3. Voting Rights: Each individual member shall be entitled to vote.

Section 4. Professional Interest Categories: Existing professional interest categories are adult education & literacy, corrections education, community education, and after school. 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 three-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 conference.

Section 3. To be eligible for office, an individual must have served for a minimum of 2 years on the MAACCE conference planning committee, and be a member in good standing 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. Nominees for the President-Elect shall be selected from the membership and must have previously served on the planning committee. All Board members must maintain an active role on the planning committee. Recognizing that a majority of the membership may be drawn from a single professional category, the nominating process shall nonetheless strive to propose candidates for President-Elect whose category affiliation varies, whenever feasible, to promote the broadest possible representation of professional categories on the



Board.

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
- One representative from Corrections Education
- One representative from Community Education
- One representative from Afterschool
- Standing Committee Chairs
- The affiliate liaison of COABE

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

Section 4. Only board 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. Board Members-at-Large (BMAL) - Ex officio members may be named from time to time by the Executive Council; said members shall have no voting privileges. The Role of the Board Member-at-Large shall be to provide special counsel to the Board and/or take on special projects assigned and deemed by the Board to be pertinent to the business of the Association or conference.

- The selection of a BMAL is solely the responsibility of the Executive Council. This selection requires more than 50% of the Executive Council's vote.
- This role shall not be longer than three (3) years, but can be less at the request of the BMAL.
- At the end of three (3) years, there shall be at least one (1) year of separation before the Executive Council can choose to reinstate a BMAL.
- Removal of a BMAL at any time is also at the discretion of the Executive Council, requiring a majority vote.
- The Executive Council shall determine the number of BMALs to work with the Board.

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 by a simple majority of membership of the Association, 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.