

# Massachusetts Educational Opportunity Association

## Constitution & By-laws

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Approved by the Board of Directors: 10/7/1994

Amended: 10/25/2012

Section: Constitution	Number: C.1.1	Chapter: Article I
Subject: Name	Page: 1 of 1	Date: 10/7/94
		Amended: 10/5/12

**Section 1:**

The name of the organization shall be The Massachusetts Educational Opportunity Association hereafter referred to as MEOA or The Association.

**Section 1:**

The mission of MEOA is to advocate for access to and success in post-secondary education for low income individuals, first generation college students and college students with disabilities and to develop the skills and knowledge of educational opportunity professionals working with this population.

**Section 2:**

To achieve this mission, educational opportunity personnel and others committed to advancing educational opportunity come together in a work and study community:

1. to further the expansion of educational opportunity programs,
2. to provide professional development opportunities for educational opportunity personnel,
3. to make the policies and practices of colleges and universities more responsive to the needs of low income students,
4. to further communication and cooperation amongst educational opportunity programs and personnel,
5. to further public awareness of the needs of low income students aspiring to pursue or enrolled in post-secondary education,
6. to form coalitions with organizations and individuals who have an interest in advancing educational opportunity, and
7. to engage in other activities which strengthen the organization and advance our mission.

Section: Constitution

Number: C.3.1

Chapter: Article III

Subject: Affirmative Action

Page: 1 of 1

Date: 10/7/94

**Section 1:**

The Association will recruit, appoint, promote and compensate without regard to race, color, creed, national origin, sex, disability, sexual orientation, gender identity or expression.

Section: Constitution	Number: C.4.1	Chapter: Article IV
Subject: Membership	Page: 1 of 1	Date: 10/7/94

**Section 1:**

The membership shall consist of individuals and institutions interested in the purposes of the Association.

- a) Regular membership is defined as individuals and institutions who are committed to the purposes of the Association and have paid annual dues.
- b) Student Membership is available to persons enrolled in institutions of higher learning not less than 50% of the time and are actively engaged or interested in the promotion of educational opportunity

**Section 2:**

A member shall be dropped from membership for nonpayment of dues or other just cause, as defined by the Board of Directors.

**Section 3:** Dues

- a) Annual dues for members shall be established by the action of the Board of Directors
- b) All members must pay dues annually to the Association in order to exercise the rights and privileges of membership described above.
- c) Membership is on an annual basis, beginning on November 1 and ending on October 31 of each year.

**Section 1:**

The Board of Directors is comprised of the officers elected by the Delegate Assembly; the immediate Past President and the standing committee chairpersons appointed by the President with consent of the elected Board members. The State Liaison to the Board of Directors of the New England Educational Opportunity Association (formerly known as the New England Association of Educational Opportunity Program Personnel) shall have voice and vote on the Board of Directors.

**Section 2:** Meeting Times

The Board may be called into regular sessions by the President. There must be a minimum of five days notice to all current Board members. Meetings may be called on a shorter notice (special session) by the President or any three members on the Board. The quorum for regular meetings and the Board's special sessions will be a majority of the Board. All current members must be notified of special sessions.

Section: Constitution	Number: C.6.1	Chapter: Article VI
Subject: Officers	Page: 1 of 3	Date: 10/7/94

**Section 1:**

- a) The officers of the Board of the Association shall be the President, Past-President, President Elect, Vice President, Secretary and Treasurer
- b) All officers will be elected in accordance with these By-Laws during the annual meeting-convention of the Associations Delegate Assembly.

**Section 2:** Tenure

The term of office for all officers shall be one year and run from November 1 to October 31.

**Section 3:** Nomination and Election of Officers

- a) Prior to the Delegate Assembly, the President shall appoint Nominations and Election Committee, chaired by the immediate Past President and comprised of not less than three members. This committee will solicit nomination through a direct mailing to the active membership and put forth a slate of candidates for election as officers and shall notify the membership of those candidates at least thirty days prior to the Assembly. Other candidates may be nominated at the Delegate Assembly. The Chairperson of the Nominations and Election Committee must receive in writing a nominating form (available at the Assembly) with the name of the nominee and the officer to which s/he has been nominated and said form must be signed by at least three active members of the Association.
- b) The Nominations and Election Committee shall conduct the election and tabulate the results at the Delegate Assembly. A majority vote shall determine the results. Absentee ballots may be submitted to the Chairperson of the Nominations and Election Committee but must be postmarked at least ten days prior to the Delegate Assembly.

Section: Constitution	Number: C.6.1	Chapter: Article VI
Subject: Officers	Page: 2 of 3	Date: 10/7/94

**Section 4:** Duties of the Officers

- a) **The President** shall be the chief executive officer of the Association, preside at all general meetings of the Association, chair the Board of Directors, appoint all members of the committees subject to the confirmation of the Board and hold ex-officio membership on all committees. The President shall perform the duties customary to that office and such additional duties as directed by the Board.
- b) **The President Elect** shall serve with the same powers as the President in the event that the President becomes incapacitated or resigns. He or she shall be the chairperson of the Association's Development Committee. The President Elect shall be a member of the Association's Finance Committee.
- c) **The Vice President** shall serve with the same powers as the President Elect in the event that the President Elect becomes incapacitated or resigns. He or she shall be the chairperson of the Association's annual conference committee.
- d) **The Secretary** shall have both recording and corresponding responsibilities. Upon request, the Secretary shall provide minutes to the membership. Minutes shall be provided to the Board.
- e) **The Treasurer** shall represent the Association in assuring that the receipts and expenditures of funds are in accordance with the directives of the Association as defined by the Board. He or she shall submit a financial report prior to or at the annual meeting and such interim reports as the Board may direct. The Treasurer shall assure compliance with all federal and State non-profit organization regulations. He or she shall serve as a member in the Association's Finance Committee.
- f) **The NEOA Liaison** (Elected by Massachusetts MEOA members) shall be a full member of the Association's Board of Directors.

Section: Constitution	Number: C.6.1	Chapter: Article VI
Subject: Officers	Page: 3 of 3	Date: 10/7/94

**Section 5:** Vacancies

If an officer fails to fulfill the responsibilities of his or her office, the Board shall appoint a person to complete the term except in the case of the President. The President Elect will assume Presidency in the event that the President is unable to fulfill his/her term. In the event that he President-Elect is unable to fulfill his/her term, the Vice-President will assume the President-Elect position.

**Section 6:** Impeachment

- a) The Board of Directors shall have the power to remove a Board member. Removal may be effected, within the best interest of the Association, by a 2/3 vote of the five elected officers of the Board of Directors and the NEOA Liaison.
- b) Before final action may be taken with respect to the removal of a board member, the effected person must be notified in writing of the vote. The officer shall have fifteen days to respond, in writing, to a board member.
- c) No response by the officer after the fifteen days shall confirm the impeachment. A response by the officer, within fifteen days, requesting reconsideration of impeachment requires a special Board meeting to be held within no more than fifteen days for final determination.

Section: Constitution

Number: C.7.1

Chapter: Article VII

Subject: The Delegate Assembly (Annual Meeting)

Page: 1 of 1

Date: 10/7/94

**Section 1:** Authority

The Delegate Assembly consists of the assembled membership of the Association. The supreme authority of the Association shall be the Delegate Assembly.

**Section 2:** Time and Place

The annual meeting shall be held at a time a place designated by the Executive committee. At this time membership will conduct the business of the Association and elect officers. Special meetings may be called at the discretion of the Board of Directors. Notice of all meetings of the Delegate Assembly shall be mailed to each member at least fifteen days prior to the meeting.

**Section 3:** Membership and Voting Eligibility

- a) All categories of the Association membership are allowed to participate in Delegate Assembly meetings as stipulated in Article IV of these By-Laws.
- b) A quorum shall be a simple majority of those currently paid members who are present to vote at a meeting of the Delegate Assembly called by the Board.

Section: Constitution	Number: C.8.1	Chapter: Article VIII
Subject: Committees	Page: 1 of 2	Date: 10/7/94

**Section 1:** Standing Committees

The Association shall have the following standing committees. The chairperson to each shall be established as per the provisions of Article VI; section 4a of this constitution. Each standing committee chairperson shall submit to the Board of Directors for approval a list of proposed committee membership.

- a) **Membership and Marketing:** The Membership and Marketing Committee shall be responsible for promoting membership in the Association and to generally determine membership class and eligibility for purposes of participation in Association activities. The Membership and Marketing committee shall, for each Association meeting, certify to the Board of Directors the names of eligible voters and shall also be responsible for monitoring the tallying of votes when necessary.
- b) **Research and Planning:** The Research and Planning Committee shall be responsible for research and planning of the Association’s purposes and goals. This committee shall be a resource for all the Association’s committees and shall generally react to priorities established by the Board of Directors.
- c) **External Relations:** The External Relations Committee shall be responsible for working to expand access to and increase success in formal post-secondary education for low-income students, first generation college students and/or students with disabilities.
- d) **Development Committee:** The Development Committee shall be responsible for developing and implementing strategies aimed at enhancing the fiscal resources available to the Association and to educational opportunity programs.

Section: Constitution	Number: C.8.1	Chapter: Article VIII
Subject: Committees	Page: 2 of 2	Date: 10/7/94

- e) **Scholarship Committee:** The Scholarship Committee shall be responsible for the administration of the Association’s scholarship and award programs.
- f) **Finance Committee:** The Finance Committee shall be responsible for monitoring all fiscal matters pertinent to the Association’s activities. The Treasurer and the President Elect shall be members of this committee along with two additional persons appointed by the President with the approval of the Board of Directors.
- g) **Professional Development:** The Professional Development Committee shall be responsible for working to increase the skills and knowledge that educational opportunity program personnel to meet the needs of the TRIO, GEAR-Up, and other educational opportunity and access programs.

**Section 2:** Special Committees

Task-orientated special committee which may be established from time to time as the President and Board of Directors see fit. Such committee shall operate within the purposes and objectives of the Association, shall be specifically charged, and automatically dismissed upon the completion of their task.

**Section 3:** Reports

Each committee shall make an annual written report of its activities and status to the Board of Directors at least 15 days prior to the date of the annual meeting, and shall report at any time as requested to do so by the Board of Directors.

Section: Constitution	Number: C.9.1	Chapter: Article IX
Subject: Rules of Order	Page: 1 of 1	Date: 10/7/94

**Section 1:** Robert's Rules of Order Revised

Robert's Rules of Order Newly Revised, 11th edition (by Henry M. III Robert (Author), Daniel H. Honemann (Author), Thomas J. Balch (Author), Daniel E. Seabold (Contributor), Shmuel Gerber (Contributor) shall be the parliamentary authority for all proceedings of the Association unless otherwise specified in the By-Laws.

**Section 2:**

The President, at his or her discretion, shall appoint a parliamentarian for all members of the Delegate Assembly.

Section: Constitution	Number: C.10.1	Chapter: Article X
Subject: Indemnification	Page: 1 of 1	Date: 10/7/94

**Section 1:**

The Association hereby indemnifies each member of its Board of Directors, as described in Article V hereof, and each of its officers, as described in Article IV hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these By-Laws, in a manner and to the extent permitted by applicable law.

**Section 2:**

The Association hereby indemnifies each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially that he or she reasonably believe to be in the best interests of the Association and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. All determinations as to the foregoing by the Board of Directors shall be in the reliance upon the advice of independent legal counsel on questions involved.

**Section 3:**

Every reference herein to a member of the Board of Directors or officer of the Association shall include every director and officer thereof or former director and officer thereof. This indemnification shall apply to all judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as stated. The right of indemnification herein provided shall be in addition to any and all rights to which any trustee or officer of the Association might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.

**Section 1:**

The Association is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Sections 170 (c) (2) (b), 501(c) (3), 2055 (A) (2), and 2522 (a) (2) of the Internal Revenue Code. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinafter stated). No substantial part of the activities of The Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code. The Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any other provision herein, the Association shall not carry on any activities not permitted to be carried on by:

- a) an organization exempt from federal income taxation under Section 501 (a) of the Internal Revenue Code as an organization described in Section 501 (c) (3) of such code;
- b) an organization described in Section 509 (a) (1), (2) or (3) of the Internal Revenue Code as the case may be;
- c) an organization, contributions to which are deductible under Sections 170 (c) (2), or 2552 (a) (2) of the Internal Revenue Code.

Section: Constitution

Number: C.12.1

Chapter: Article XII

Subject: Dissolution or Final Liquidation

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Date: 10/7/94

## **Section 1**

On dissolution or final liquidation of the Association, the Board of Directors of the Association shall (after paying or making provisions to pay all debts, obligations, and liabilities) make adequate provisions to transfer, convey, or distribute all remaining assets of the Association to one or more of the following categories of recipients, as determined by the Board of Directors upon a majority vote;

a) a nonprofit organization or organizations, which may have been created to succeed the Association, as long as such organizations or each of such organizations shall then qualify as an organization exempt from federal income taxation under Section 501 (a) of such Code as an organization described in Section 170 (c) (2) and 501 (c) (3) of such Code; and/or

b) a nonprofit organization or organizations having similar aims and objectives as the Association and which may be selected as an appropriate recipient of such assets, as long as such organizations or each of such organizations shall then qualify as an organization exempt from federal income taxation under Section 501 (a) of such Code as an organization described in Sections 170 (c) (2) and 501 (c) (3) of such Code.

Section: Constitution	Number: C.13.1	Chapter: Article XIII
Subject: References	Page: 1 of 1	Date: 10/7/94

**Section 1:**

References herein to sections of the Internal Revenue Code, as amended, are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States Internal Revenue law.

**Section 1:**

Proposals to amend these By-Laws may be initiated by the Board of Directors, unanimous recommendation of a standing committee, or any one member qualifying for membership under Article IV. If a proposal to amend is initiated by an individual member, it shall be accompanied by a petition signed by at least 15% of the active membership. Six (6) copies of a proposed amendment will be certified to the Secretary at least forty-five (45) days before action is expected. The Secretary shall make such certified proposed amendments available to all members at least thirty (30) days before expected action and no vote shall be taken until at least thirty (30) days after copies have been made available to the total membership of record.

**Section 2:**

The By-Laws may be amended by a duly called meeting of the Delegate Assembly. A two-thirds (2/3) affirmative vote of all eligible members in attendance is required.