

Missouri Association of School Business Officials
(MoASBO)

Constitution and By-Laws

CONSTITUTION

ARTICLE I – NAME

The name of the organization governed by this Constitution and associated By-Laws shall be the Missouri Association of School Business Officials (MoASBO or the Association), also known as the Association of School Business Officials of the State of Missouri.

ARTICLE II – AIMS and OBJECTIVES

The aims and objectives of this Association shall be:

- A. To promulgate and establish high standards of ethics and efficiency in business methods and practices as related to the administration and operation of the public schools in the State of Missouri.
- B. To stay well informed and disseminate legislative information pertaining to public schools in the State of Missouri.
- C. To study, analyze and disseminate the most efficient methods and practices in all matters pertaining to school business administration.
- D. To make comprehensive and progressive study of the school business profession and to recommend standards of practice for the school business official.

ARTICLE III - AFFILIATION

MoASBO shall be affiliated with the Association of School Business Officials International.

ARTICLE IV - MEMBERSHIP

Membership in the Association shall consist of Active, Educational Associate, Business Associate, Emeritus, Emeritus Business Associate and Honorary Members.

Section 1. **Active Members**

- A. Active membership shall be open to persons employed in the business affairs of school districts in the state of Missouri.
- B. Active members will be entitled to publications, the privilege of registering for conferences and meetings at membership prices, all mailings and other services determined by the board of directors.
- C. Active members shall have the right to vote and to hold office.

Section 2. **Educational Associates**

Persons involved directly or indirectly in education who are not qualified as active members may become educational associates. School board members, faculty members, educational consultants, Missouri Department of Education, post-secondary institutions and other state agencies, etc., are eligible for membership in this classification.

- A. Educational associate members will be entitled to publications, the privilege of registering for conferences and meetings at their membership prices, all mailings, and other services determined by the board of directors.
- B. Educational associate members shall have the right to vote, but may not hold office. (Exception - In the event an Active Member who is serving on the Board of Directors, changes jobs and is no longer classified as an Active Member, he/she may continue to serve on the Board until the end of the current fiscal year, providing there is no conflict of interest.)

Section 3. **Business Associates**

Representatives of business firms doing business with schools, or who are interested in furthering the management objectives of schools, are eligible to join this Association in this member category. This includes, but is not limited to: MoASBO exhibitors and advertisers, certified public accountants, attorneys, management consultants, professional engineers, architects, editors and publishers, bank organizations, school supply distributors and manufacturers.

- A. Business Associate members will be entitled to applicable publications and mailings, the privilege of registering for conferences and meetings at their membership rates and other services as determined by the board of directors.
- B. Business Associate members shall not have the right to vote or hold office.
- C. Business Associates shall have the opportunity to serve on the Business Associate Advisory Council in order to help guide the Association.

Section 4. **Emeritus Members**

An Emeritus member shall have been an active MoASBO member for a minimum of three consecutive years at the time of his/her retirement and shall no longer be employed as a full-time employee by a board of education. Retired means having been accepted for retirement by PSRS, PEERS or MoSERS.

- A. Emeritus members will be entitled to publications, the privilege of registering for conferences and

meetings at their membership rates, all mailings, and other services as determined by the Board of Directors.

B. Emeritus members shall not have the right to vote or hold office.

C. If an Emeritus member returns to a position that qualifies for Active Membership, their Emeritus status shall expire.

Section 5. Emeritus Business Associate Members

An Emeritus Business Associate member shall have been an active Business Associate MoASBO member for a minimum of three years at the time of retirement, shall be fully retired from the field of business/sales, and shall no longer be employed on a full-time basis in the field of business/sales.

A. Emeritus Business Associate members will be entitled to applicable publications and mailings, the privilege of registering for conferences and meetings, and other services as determined by the board of directors.

B. Emeritus Business Associate members shall not have the right to vote or hold office.

Section 6. Honorary Members

Honorary membership may be granted by the Board of Directors to any former official of MoASBO who is no longer employed in school administration, and to such other persons who, by their actions or positions, have shown outstanding interest in MoASBO, and have contributed to the betterment of the organization. Honorary memberships in MoASBO will be awarded at the annual meeting to persons who may be so honored by the Board of Directors.

A. Honorary members will be entitled to publications, the privilege of registering for conferences and meetings at their membership rates, all mailings, and other services as determined by the Board of Directors.

B. Honorary members shall not have the right to vote or hold office.

Section 7. Determination of Membership

A. Any properly qualified person or entity shall be considered a member upon payment of the dues required for membership.

B. Qualification for membership shall be determined by the Board of Directors.

ARTICLE V – OFFICERS AND EXECUTIVE COMMITTEE

Section 1. Officers of the Board of Directors

A. Officers of the Board of Directors

The officers of MoASBO shall consist of a President, a Vice President and immediate Past President.

B. Eligibility for officers

- i. The right to hold office shall be limited to Active Members, as defined in Article IV, Section 1. of this Constitution, whose dues are paid for the current year.
- ii. If an officer no longer qualifies as an Active Member as defined in Article IV, then the officer may be allowed to complete the fiscal term of his/her office at the discretion of the board of directors.
- iii. A candidate for the office of Vice President must have served as a director for at least two years and is recommended by the Nominating Committee, approved by the Board, and installed at the annual meeting. Board members who wish to be considered for the office of Vice President must submit a letter of interest to the Nominating Committee no later than November 30.

C. Terms of offices

- i. The term of office for president, vice-president and past president shall be for one year.
- ii. The vice president shall automatically succeed to the office of president after his/her one-year term as vice president.
- iii. The president shall automatically succeed to the office past president after his/her one-year term as president.
- iv. The treasurer is an appointed position. The person who holds this position shall serve in this capacity for two years.

D. Vacancies

Should a vacancy occur in any of the offices, the following plan for succession shall be followed:

- i. Office of President – Vice president serves as Acting President. Vice President may remain vacant or the board of directors may appoint an acting Vice President for the remainder of the unexpired term.
- ii. Office of Vice President - the position may remain vacant or the Board of Directors may appoint an acting Vice President for the remainder of the unexpired term.
- iii. Office of Past President - the position may remain vacant or the Board of Directors may appoint an acting Past President for the remainder of the unexpired term.
- iv. Treasurer – the Board of Directors shall appoint an acting treasurer for the remainder of the unexpired term.

Section 2. Responsibilities of Officers

A. Officer: President

Member: Board of Directors

Term: The President shall serve for one year to begin on the first day of July.

General: The President shall be responsible for providing leadership, planning, organizing and overseeing the operation of MoASBO in order that MoASBO's goals may be achieved in accordance with the Constitution/By-Laws and Strategic Plan of MoASBO.

Responsibilities:

- a. The President shall be the presiding officer at all meetings of the Board of Directors. He/she shall also be the presiding officer at the Annual Meeting of the general membership.
- b. The President shall work closely with the Executive Director to see that all matters of business are expedited.
- c. The President or his/her designee is to represent the membership of MoASBO at all times when needed.
- d. The President shall, in conjunction with the MoASBO Board of Directors, set, establish, and monitor goals for MoASBO through, but not limited to, the annual evaluation of the Executive Director/CEO.
- e. The President shall also see that the relationship with the Association of School Business Officials International be promoted in order that MoASBO and the Association of School Business Officials International can grow together for mutual professional benefit.
- f. The President may call meetings of the Board of Directors as he/she deems necessary with twenty-four hours' notice. The President shall present a list of scheduled Board of Directors meetings no later than July 31. The list shall contain not less than four Board of Directors meetings.
- g. The President shall also manage any other special needs as they develop throughout his/her tenure of office.

B. Officer: Vice-President

Member: Board of Directors

Term and Succession to President: The Vice-President shall serve for a term of one year to begin on the first day of July, and shall automatically succeed to the office of President upon the completion of his/her term of office as Vice-President.

General: The Vice-President shall work closely with the President in assuming major responsibilities to provide leadership continuity for the organization. He/she, in the absence of the President or the inability of the President to serve, shall assume the duties of the President.

Responsibilities:

- a. The Vice-President shall work closely with the President and Executive Director in establishing leadership for each committee, (or task force, or ad hoc work group), provide major assistance in making contacts necessary to develop a workable membership for each committee, serve as a "committee liaison" for the Board of Directors to make any contacts during the year with committee leadership to review progress, to offer suggestions and assistance to committees, and to otherwise aid committees in carrying out MoASBO goals.
- b. The Vice-President will meet as necessary with the President to become fully aware of the responsibilities of the office of President which will continue into the following year, and will handle other assignments requested by the President.
- c. The Vice-President must be willing to commit the necessary time and service to MoASBO. He/she may be charged with other pertinent assignments as needed.

C. Past President

Member: Board of Directors

General - The Past President, as part of the Board of Directors, has defined responsibilities. Like the officers, he/she is an integral part of the planning, organizing, carry-out, and decision-making functions.

Responsibilities:

- a. The Past President will have the basic responsibility of giving guidance and benefit of his/her past experiences as President to the officers and the Board of Directors.
- b. The Past President will serve as chairperson of the Nominating Committee. This Committee will present a slate of candidates to the general membership at the Annual Meeting.
- c. The Past President will also be responsible for reviewing and making recommendations to the Board of Directors for updating the MoASBO Policy Manual and MoASBO's Constitution and By-Laws.

D. Treasurer

Member: Board of Directors

Term and Term Limits: The Treasurer is an appointed position. He/she shall be appointed in alternate years for a term of two years to begin on the first day of July next ensuing and will be limited to two consecutive terms.

General: The Treasurer shall serve as the liaison between the MoASBO Executive Director and the Board of Directors in order to ensure the financial stability of the organization.

Responsibilities:

- a. The Treasurer shall review the annual budget as prepared by the Executive Director.
- b. The Treasurer shall receive and review financial statements after the close of the month.
- c. The Treasurer, along with the Executive Director, shall approve all disbursements and review receipt records.
- d. The Treasurer shall work with the Executive Director and staff to present a financial report at each Board of Directors' meeting.

The Treasurer is an appointed officer in MoASBO and, as such, the person selected must be willing to commit the necessary time and service to MoASBO. He/she may be charged with other pertinent assignments as requested.

Section 3. **Executive Committee**

The Executive Committee shall consist of the President, Vice-President and Past President. The MoASBO Executive Director shall serve as ex-officio, non-voting member.

Responsibilities:

- a. Plans the agenda for meetings of the Board of Directors.
- b. Provides leadership to the association between meetings of the Board of Directors.
- c. Serves as a direct resource to the Executive Director.
- d. Evaluates the performance of the Executive Director on an annual basis.
- e. Functions as the Nominating Committee to solicit, review and submit nominations for members of the Board of Directors and the office of Vice-President.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors shall consist of the President, the Vice President, six Active Member Directors, the immediate Past-President, and the Executive Director, a non-voting ex-officio member of the Board.

Section 1. **Eligibility for Officers and Members of the Board of Directors**

Requirements for eligibility

A. A school business official (defined as an individual who is an employee of or directly employed by a school district board of education).

B. An active member of MoASBO as defined in Article IV, Section A, of this Constitution.

C. If a director no longer qualifies as an active member as defined in Article IV, the director may be allowed to continue to serve only until the close of the fiscal year following the next annual meeting.

Section 2. **Appointments and Terms**

- A. Nominating Committee shall present names of eligible MoASBO members to the Board of Directors at the April meeting:

Active Member Directors shall be seated each year for a period of two years to maintain a total of nine Board members, such terms to commence July 1 following the appointment, and continue until the successor is appointed and qualified.

- B. Board of Directors are limited to a total of three terms (six years) of service. An exception may be made, at the discretion of the Board, when a vacancy occurs and the unexpired term of a Director needs to be filled.

Section 3. **Powers and Responsibilities**

- A. The Board of Directors shall be vested with the power to act in the name of MoASBO on matters pertaining to the welfare of the organization, provided same are not in conflict with the Constitution and By-Laws.

- B. The Board of Directors shall be empowered to employ an Executive Director, and to determine the compensation of the Executive Director. The Board of Directors shall annually evaluate the Executive Director in a manner determined by the Board of Directors.

- C. The Board of Directors shall approve the annual budget of MoASBO on or before June 30.

- D. The Board of Directors may revoke the membership of an individual member for cause. No member shall be expelled except by a two-thirds vote of the Board of Directors after a hearing at which the member whose expulsion is being considered is given an opportunity to be heard in his/her own defense.

Section 4. **Quorum; Meetings; Voting**

- A. At all meetings of the Board of Directors, a simple majority of the total members of said Board shall constitute a quorum for the transaction of business. Meetings of the Board of Directors may be held through communications technology if all persons participating can hear each other, and such participation shall constitute presence at such a meeting.

- B. Between meetings of the Board of Directors, questions may be put to the Board by electronic mail, and members of the Board may cast their votes on said questions by electronic mail, with the protocols and procedures for same to be established by the Board of Directors in its policies.

- C. In the event an emergency arises and the Executive Director and/or the President deem it advisable to take action on an issue prior to a regularly scheduled meeting of the Board of Directors, the Executive Director or the President may contact the Board of Directors via conference call or electronic means to determine the wishes of the Board. Any action resulting from such an informal poll must be confirmed by official action at the next regularly scheduled meeting of the Board of Directors.

Section 5. Vacancies

Should a vacancy occur in any of the offices or on the Board the Directors, such vacancy shall be filled by the President and approved by the Board of Directors. If the vacancy occurs in relation to a term extending beyond June 30 next following the vacancy, such appointee shall hold office until his/her successor (a) is elected at the Annual Meeting next following the vacancy and (b) takes office the following July 1 to fill the remainder of the unexpired term.

ARTICLE VII - ANNUAL MEETING

The Annual Meeting is to be held concurrent with the annual spring conference. In the event the Annual Meeting is canceled due to an extraordinary event or force majeure that can be neither anticipated nor controlled; and/ or if such a gathering becomes impossible or impracticable due to events that could not have been foreseen, the Annual Meeting may be conducted virtually or in such a manner necessary to fulfill the required business as set forth in this Constitution.

The business of the Annual Meeting shall be conducted in accordance with "Robert's Rules of Order Revised" and shall include:

- A. The election of MoASBO Officers and Board of Directors.
- B. Committee reports as needed.
- C. Appropriate items in pursuit of the general aim and purposes set forth in of this Constitution.

The right to vote and to have a voice in discussions at the general session of the meeting of this Association shall be limited to active and educational associate members whose dues are paid for the current year. The right to a voice for all others may be granted by a unanimous vote of the members attending the session. All items brought before the membership at the general session of the Annual Meeting shall require a simple majority vote for passage.

ARTICLE VIII - ELECTION, DISCIPLINE OR REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS (INCLUDING OFFICERS)

Section 1. Election of a Member of the Board of Directors

Except as otherwise stated in this Constitution and By-Laws, the election of officers and members of the Board of Directors for an ensuing term shall take place at the Annual Meeting. The term of all officers and members of the Board of Directors shall begin on the first day of July following the Annual Meeting.

Section 2. **Method of Election**

- A. A Nominating Committee shall prepare a list of candidates to be voted on at the Annual Meeting. The Nominating Committee, which is chaired by the Past President, shall include the President, Vice-President and Executive Director. It will be the Past President's responsibility to convene the Nominating Committee.
- B. Candidates will be solicited through a communication to all members. Members meeting the eligibility and qualifications as defined in Article VI may apply or be nominated by another member. All candidates shall have given their consent and had an interview by the Nominating Committee.

Section 3. **Discipline or Removal of a Member of the Board of Directors**

The Board of Directors may invoke disciplinary proceedings against any of its members whose actions, conduct, or behavior violates the Constitution and By-Laws or policies of MoASBO, or threatens its order, function, peace, reputation, or dignity. Such disciplinary action may be in the form of a reprimand, suspension, request for resignation, or expulsion.

The Board shall prepare a written statement of the charges against the Board member, including a request to show cause why disciplinary action should not be taken. The statement of charges shall be presented to the Board member, either directly or by certified or registered mail.

Such Board member shall have thirty (30) days from the date of notice to file a written response with the President. Thereafter, at the request of the Board member, the Board of Directors shall schedule a hearing, with notice of said hearing being served to the Board member personally or by certified or registered mail. If, after hearing the evidence presented or in the absence of a request for a hearing, the Board of Directors by a two-thirds majority vote finds the Board member guilty as charged, the Board of Directors may order appropriate disciplinary action.

A certified copy of the order shall be served upon the Board member personally, or by certified or registered mail. If a Board member shall have been removed or suspended, or shall have resigned, his or her position on the Board of Directors shall be declared vacant and will be filled according to the provision of Article VI – Vacancies.

ARTICLE IX - REGIONAL CHAPTERS

Section 1. **Regions**

There are seven recognized MoASBO regions: (5) St. Louis, (3) Kansas City, (4) Central, (2) Northeast, (1) Northwest, (7) Southwest and (6) Southeast.

Section 2. **Affiliation**

The regions are affiliated with the Missouri Association of School Business Officials. The Executive Director will work with the region presidents to insure a coordinated and functional statewide structure.

Section 3. **Officers**

Each regional group shall elect a president, vice-president and secretary.

The president will preside at all meetings; act as a liaison to provide a close relationship between the chapter and MoASBO; serve as a member of the Professional Development Committee.

The secretary will take minutes of all meetings.

Section 4. **Meetings**

A schedule of meetings shall be submitted to the Executive Director for posting on the MoASBO website calendar.

Meetings shall be open to any and all MoASBO members.

The purpose of the meeting shall be three-fold:

- Provide networking opportunities for members.

- Provide professional development and training.

- Share pertinent information from MoASBO and ASBOI.

ARTICLE X – AUDIT OF FINANCIAL RECORDS

A review of MoASBO's financial records shall be made at least annually by the Finance Committee, at the discretion of the Board of Directors.

ARTICLE XI - CHANGES IN CONSTITUTION AND BY-LAWS

Section 1. **Procedure**

Changes or additions to the Constitution and By-Laws may be made at the Annual Meeting or any other meeting of MoASBO, provided that resolutions for such changes or additions shall be first presented to the voting members of MoASBO at least 10 days prior to the vote on same.

Notwithstanding the foregoing, such resolutions may be so presented to the voting members of MoASBO by electronic mail, and such votes may be taken by electronic mail in accordance with protocols and procedures established by the Board of Directors in its policies.

Changes and additions not brought before MoASBO shall be referred to the Past President for review and recommendation. Any proposed changes shall become an order of business at the general session of the same Annual Meeting.

Section 2. Vote Required

Changes or additions to the Constitution and By-Laws shall be determined by a two-thirds majority of Active Members in attendance at the Annual Meeting. All other questions shall be decided by a simple majority vote.

ARTICLE XII - DISSOLUTION OF ASSETS

No member, officer, or private individual shall be entitled to share in the distribution of any part of the assets of the Association on its dissolution or liquidation. In the event of such dissolution or liquidation, the assets of the Association, after payment of debt and obligations, shall be transferred to an organization with federal tax exemption for charitable and educational uses and purposes similar to those of this Association. The receiving organization shall be designated by the Board of Directors at its final meeting.

BY-LAWS

ARTICLE I - FISCAL YEAR

The fiscal year of MoASBO shall begin on the first day of July following and end on the last day of June in the following calendar year.

ARTICLE II - MEMBERSHIP YEAR, TERMS and CONDITIONS

The membership year shall be the same as the fiscal year. Membership must be registered annually. Memberships that have not been renewed prior to January 1 shall terminate on June 30 of the same fiscal year.

The enrollment period for membership in the next fiscal year will open on January 1 of the fiscal year prior and close on December 31 of the membership year.

Upon receipt of full payment of membership dues, members are entitled to all MoASBO membership rights for the appropriate membership type as outlined in the Constitution and By-Laws. Dues are non-transferable, non-refundable, and are not pro-rated.

ARTICLE III - DUES

All Active Members whose dues are paid are entitled to participate in the Annual Meeting. Dues are on an annual basis for the period of July 1 through June 30. Dues for the next succeeding year shall be established by the Board of Directors at its November meeting each year. Each additional person from a school or firm must also pay dues to be considered an active member of MoASBO.

ARTICLE IV - COMMITTEES

The MoASBO President, with the Board of Directors, shall be responsible for the recommendation of appointments to, and the annual goals of, the committees. Ad hoc committees shall be appointed as deemed necessary by the President. All committee members must be active MoASBO members in one of the classes of membership, as listed in Article IV of the MoASBO Constitution.

Standing committees shall be as follows:

1. Ethics Committee - monitors and maintains the MoASBO Code of Ethics, promotes ethical behavior throughout the organization, and works to mitigate ethical concerns as they arise.
2. Finance Committee - works with the Treasurer to recommend and oversee the operating budget. This committee assists the Board in fulfilling its responsibility for the association's accounting and financial reporting practices by conducting an annual audit; recommends to the Past President any Constitution, By-Laws, and Policies changes.

3. Legislative Committee -Drafts the organization's legislative priorities for the year and presents them to the Board of Directors for approval. In collaboration with the executive director, they work with other state organizations to promote legislation favorable to school districts and inform legislators about the potential outcomes of proposed legislation.
4. Membership Committee - Reviews membership data on an annual basis in order to ensure representative membership from across the state. Members of this committee are also tasked with assisting to recruit, engage and retain new members.
5. Recognition Committee – Seeks and reviews nominations for the MoASBO Business Official of the Year and Support Staff Member of the Year award and make recommendations to the Board regarding such; seeks information regarding retirees and makes recommendations regarding retiree gift; and provides any other recommendations for special member recognitions.
6. Professional Development Committee – Organizes professional development offerings and makes adjustments as necessary for the successful completion of professional development for all member types. This committee manages the process for ensuring registration, evaluation, etc. required for CPE credit.

The President and/or Executive Director, with the approval of the Board of Directors, may establish such other committees as are necessary and appropriate.

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