

1 **BYLAWS**
2 **OF**
3 **MARYLAND EXECUTIVE COUNCIL FOR EDUCATIONAL OPPORTUNITIES, INC.**

4 **ARTICLE I. MEMBERS**

5 Section 1. Types of Membership

6 The membership of the Maryland Executive Council for Educational Opportunities, Inc. (the
7 “Council”) shall be of four types: (1) Active; (2) Associate; (3) institutional Program; and (4)
8 Auxiliary.

9 Section 2. Description of Each Type of Membership and Its Privileges.

10 2.1 Active Membership

11 Active membership shall be open to all persons employed in a state of Maryland TRiO program
12 funded by the U.S. Department of Education (“TRiO Programs). Active membership shall be
13 open also to former staff members of TRiO programs.

14 All active members are entitled to vote, serve on committees, and chair committees. Only
15 active members who are currently employed with TRiO programs may hold an elected or
16 appointed office. All active members shall elect the officers of the Council.

17 2.2 Associate Membership

18 Associate membership shall be open to all who have an active interest in or who are
19 professionally involved in broadening accessibility to and/or success in post-secondary
20 education.

21 Associate members are entitled to speak on issues before the Council and are eligible to serve
22 on committees. Associate members, however, are not entitled to vote or hold an elected or
23 appointed office.

24 2.3 Program Membership

25 Program membership shall be open to all TRiO programs. The personnel of n Institutional
26 program member shall be entitled to active membership at a reduced membership rate. The
27 Institutional program membership is not entitled to vote.

28 2.4 Auxiliary Membership

29 Auxiliary membership shall be open to all participants enrolled in TRiO programs. Auxiliary
30 members are entitled to speak on issues before the Council and are eligible to serve on
31 committees. Auxiliary members are not entitled to vote.

32 Section 3. Determination of Members

33 3.1 All individuals and organizations seeking membership in the Council shall complete a
34 membership application and shall submit it with the appropriate dues to the Membership Chair.
35 The Membership Committee or the Chair shall confirm eligibility and type of membership (i.e.,
36 Active, Associate, Program or Auxiliary).

37 3.2 The Membership Committee shall report the status of membership applications to the Board
38 of Directors for action. Approval by a majority of the Membership Committee - is required to
39 become a member.

40 3.3 Upon approval of membership status, the Membership Chair shall submit all dues to the
41 Treasurer for immediate deposit and file all applications.

42 3.4 The Secretary shall inform new members of their status as soon as possible after
43 membership has been approved or disapproved. Dues of disapproved applicants are to be
44 returned promptly.

45 Section 4: Annual Meeting of the Members

46 The members shall meet at least two annually per fiscal year-at the annual conference and at
47 the regional conference.

48 Section 5: Quorum

49 33% of the active members shall constitute a quorum for the transaction of business at every
50 meeting. established (This ending to be placed back on)

51 Section 6: Dues

52 The annual dues for members shall be determined by a majority of the Board of Directors and
53 subject to approval of the active members.

54 Section 7: Membership Year and Tenure

55 The membership year for all membership types shall run from September 1 through August 31.
56 Members shall maintain a membership status in the Council for a period of one-year and shall
57 renew annually upon payment of dues. Membership status shall remain in effect after payment
58 of annual dues as long as it is in the Council's best interests.

59 Section 8: Number of Members

60 There shall be no limit on the number of members of the Council.

61 **ARTICLE II: BOARD OF DIRECTORS**

62 Section 1: General Powers

63 The Board of Directors (“Board”) shall coordinate the activities of the Council, shall embody
64 the philosophy of the Council, and shall establish policy according to the advice and consent of
65 the Council. The Board is empowered to act on behalf of the Council in an emergency
66 situation. An emergency is defined as a situation requiring a decision before a meeting of the
67 members could reasonably be called.

68 Section 2: Number and Tenure

69
70 2.1 The Board shall consist of all officers, , chairpersons of the six standing committees, a
71 representative from each of the six types of TRIO programs: Upward Bound, Talent Search,
72 Educational Opportunity Center, Upward Bound-Math/Science Initiative, the Ronald E.
73 McNair Post-Baccalaureate Achievement Program, and Student Support Services and a
74 Member-at-Large to represent non-TRIO College Access Programs or any TRIO Program
75 subsequently funded in MD. – Note: Do we want to include TRIO Dissem., TRIO Daycare, and
76 VUB?

77 2.2 Tenure for Board members shall be for a period of -two years except as noted in Article III,
78 Section 10. Term of office should be 2 yrs for non officer positions. There should be a
79 provision for staggering of vacancies so that only half of the program reps leave each year.

80 Section 3: Regular Meetings and Minutes.

81 3.1 The Board shall meet at least three (3) times a year. The first regular meeting of the Board
82 shall be held no later than October 15 and prior to the first regular meeting of the members.
83 Other regular meetings of the Board shall be held on such dates and at such times as may be
84 designated from time to time by the President or by the Board.

85 3.2 The Board shall keep minutes of its meetings and a full account of its transactions.

86 3.3 Meetings may held in person, via phone conference, or via web-based technologies.

87 Section 4. Special Meeting.

88 4.1 Special meetings of the Board may be called by the President or by request of any three
89 board members officers. The purpose(s) of the special meeting must be clearly defined upon
90 notification to the Board.

91 4.2 Special meetings must be held eight business days after notification but before the
92 thirteenth business day of the request or decision by the president.

93 Section 5: Place of Meetings

94 The Board may hold its regular and special meetings at such place within or outside the State of
95 Maryland as it may from time to time determine. In the absence of such determination, regular
96 and special meetings of the Board shall be held at the principal business office of the Council.

97 Section 6: Notice

98 6.1 Notice of the place, day and hour of every regular and special meeting shall be given to
99 each Director via email. However, postal mail shall be sent in the event of email failure.

100 6.2 Regular meeting notices shall be provided at least 25 business days in advance of the
101 meeting. Special meeting notices shall be provided at least eight business days in advance of
102 the meeting.

103 Section 7: Quorum

104 7.1 A majority of the Board shall constitute a quorum for the transaction of business at every
105 meeting.

106 7.2 But if at any meeting there be less than a quorum present a majority of those present may
107 adjourn the meeting from time to time, but not for a period in excess of 25 business days.

108 7.3 At any such adjourned meeting at which a quorum shall be present, any business may be
109 transacted which might have been transacted at the meeting as originally called. Except as
110 otherwise provided in the Charter or these Bylaws, the action of a majority of the Directors
111 present at a meeting at which a quorum is present shall be the action of the Board.

112 Section 8. Vacancies.

113 In the event of a vacancy, the president shall appoint a member of the Council within thirty
114 (30) days of the declared vacancy with the approval of the majority of the Board. An active
115 member elected to fill a vacancy shall be elected for the unexpired term of the office.

116 Section 9: Removal.

117 At any meeting of the Board called for the purpose of removing a member of the Board, a
118 director may, by vote of a majority of the other directors, be removed from office, with cause,
119 and an active member may be elected in the place of the person so removed to serve for the
120 remainder of the term.

121 Section 10: Compensation.

122 Directors shall receive no compensation for their services as such but may, by resolution of the
123 Board, be allowed reimbursement for their expenses actually and reasonably incurred on behalf
124 of the Council.

125 Section 11: Informal Action by Directors.

126 Any action of the Board may be taken without a meeting if written consent is received by the
127 president, president-elect, treasurer, and secretary and such consent is filed with the minutes of
128 the Council.

129 Section 12: Alternative Participation

130 Members of the Board or any committee thereof may participate in a meeting of the Board or
131 such committee by means of a conference telephone or similar communications equipment by
132 means of which all persons participating in the meetings can hear each other at the same time
133 and participation by such means shall constitute presence in person at the meeting.

134 **ARTICLE III. OFFICERS**

135 Section 1.: In General.

136 1.1 The officers of the Council shall consist of a President, a President-Elect, the Immediate
137 Past President Secretary, and a Treasurer, and whenever deemed advisable by the Board, one or
138 more Assistant Secretaries or Assistant Treasurers. No member shall serve in more than one
139 capacity.

140 1.2 The board of directors may from time to time appoint such other agents and employees,
141 with such powers and duties as the Board may deem proper.

142 1.3 Officers may not simultaneously act as chairperson of a standing committee.

143 1.4 All officers shall be elected from among the Active membership by the Active members.

144 Section 2: Slate

145 2.1 The ad hoc Nominations/Elections Committee shall be responsible for securing an official
146 roster of active members.

147 2.2 The ad hoc Nominations/Elections Committee shall be responsible for canvassing the
148 membership with the expressed purpose of forming an election slate. No member's name will
149 appear on the slate without the permission of the member. The slate shall be presented at the
150 general meeting in May of an election year. Further nominations from the floor of the May
151 general meeting may be accepted at the meeting.

152 2.3 Elections shall be held every year in June. The election date (i.e., the day designated for
153 counting the ballots) shall be determined by the chairperson of the ad hoc
154 Nominations/Elections Committee.

155 Section 3. Election Procedures.

156 3.1 All officers shall be elected from among the Active members and by the Active members
157 (except in the replacement of an officer).

158 3.2 Voting shall be held open for at least 14 calendar days. Voting shall be conducted using a
159 web-based method that ensures one vote per active member.

160 3.3 The ad hoc Nominations/Elections Committee shall report the results of the election to all
161 members within ten (10) days of the conclusion of the election.

162 Section 4: Contested Election.

163 Any active member may contest in writing to the entire Board the results of the election within
164 ten (10) days after an election. Final resolution of the contested election shall be decided by the
165 Board.

166 Section 5: President.

167 5.1 The President shall be the Chief Executive Officer of the Board.

168
169 5.2 The President shall preside over meetings of the general membership and of the Board, and
170 shall authenticate by his/her signature, when necessary, all acts, orders, and proceedings of the
171 Council.

172
173 5.3 The President shall appoint all committee chairpersons and approve all committee members
174 except as otherwise specified in the Constitution and By-Laws, and shall be an ex officio
175 member of all committees.

176
177 5.4 The President shall represent the Council on the Board of the Mid-Eastern Association of
178 Educational Opportunity Program Personnel.

179
180 5.5 In the event that the position of the President-Elect, Treasurer or Secretary becomes vacant,
181 the President shall appoint a member of the Council within 30 days of the declared vacancy
182 with the approval of the majority of the Board.

183
184 5.6 The President shall have authority to employ an administrator or other persons at salaries
185 fixed by resolution of the Board of Directors to assist with the general management and
186 direction of the activities of the Council.

187 5.7 Any President shall also perform such other duties as from time to time may be assigned by
188 the Board.

189 Section 6. President-Elect.

190 6.1 The President-Elect shall perform the duties of the President in his/her absence and shall
191 assume the Office of President at the expiration or vacancy of the President's term.

192
193 6.2 The President-Elect shall be the chairperson of the Council's Annual Conference
194 Committee.

195

196 6.3 The President-Elect shall represent the Council on the Board of the Mid-Eastern
197 Association of Educational Opportunity Program Personnel.

198 6.4 The President-Elect shall also perform such other duties as from time to time may be
199 assigned by the President or the Board.

200 Section 7. Secretary.

201 7.1 The Secretary shall keep minutes of the meetings of the Board, see that all notices are duly
202 given in accordance with the provisions of these Bylaws or as required by law, and be
203 custodian of the corporate records and of the seal of the Council.

204
205 7.2 The Secretary shall execute the correspondence as directed by the President, transmit copies
206 of the minutes to the membership and serve on the Newsletter Committee.

207 7.3 The Secretary shall also perform such other duties as from time to time may be assigned by
208 the President or the Board.

209 Section 8. Treasurer.

210 8.1 The Treasurer shall represent the Council in assuring that the receipts and expenditures of
211 funds are in accordance with the directives established by the Council. He/She shall submit a
212 full financial report to the Board and at the Annual Business Meeting of the Council and such
213 interim reports as the Board may direct.

214
215 8.3 The Treasurer shall be under such bond as may be determined by the Board.

216
217 8.4 The Treasurer shall have charge and custody of all funds and securities of the Council,
218 receive and give receipts for monies due to the Council, and deposit all such monies in the
219 name of the Council in such banks or other depositories as shall from time to time be selected
220 by the Board.

221
222 8.5 The Treasurer shall also perform such other duties as from time to time may be assigned by
223 the President or the Board.

224 Section 9. Assistant Officers.

225 Each Assistant Secretary and Assistant Treasurer (if any) shall hold office for such period and
226 shall have such authority and perform such duties as the President or Board may prescribe.

227 Section 10. Term of Office.

228 10.1 The officers shall be elected to serve as follows: President and President- Elect for one
229 year and Treasurer and Secretary for two years.

230 10.2 No individual may serve as an officer in the same office more than two (2) consecutive
231 terms.

232 Section 11 . Time of Assuming Office.

233 Each officer shall assume the duties of office on September 1 of an election year.

234 Section 12. Reports.

235 All officers shall be required to submit written reports to the membership each year at a regular
236 meeting.

237 Section 13. Compensation.

238 No officers shall receive any compensation for their services as such but may, by resolution of
239 the Board, be allowed reimbursement for their expenses, actually and reasonably incurred on
240 behalf of the Council.

241 Section 14, Removal.

242 By affirmative vote of two-thirds of the Active membership at any regular or special meeting
243 called for the purpose, any officer may be removed from office for cause.

244 Section 15. Vacancies.

245 15.1 The Board at any regular or special meeting shall have power to fill a vacancy occurring in
246 any office, except in the case when the President-Elect replaces the President.

247 15.2 The following process to fill vacancy for president shall be: 1. President-Elect steps up to
248 President. 2. The election committee is reinstated for the purpose of holding elections to fill
249 the president-elect vacancy.

250 **ARTICLE IV. PAST PRESIDENT**

251 7.1 The Immediate past President may represent the Council on the Board of the Mid-Eastern
252 Association of Educational Opportunity Program Personnel in the absence of the President or
253 President President Elect. rve on the Council's Board.

254 7.2 The Immediate Past President may also perform such other duties as from time to time may
255 be assigned by the President of the Board.

256 7.3 The Immediate Past President may chair the strategic planning committee of the
257 association.

258 **ARTICLE V. COMMITTEES**

259 Section 1 . Committees.

260 1.1 There shall be seven 6 standing committees: Membership, Legislative, Professional
261 Development, n Communication, , Fundraising and Finance. There shall also be 3 ad hoc
262 Committees: Nominations/Elections Committee, Constitution Committee and Audit
263 Committee.

264 1.2 The Board may, by resolution, constitute and appoint other standing or ad hoc committees
265 to perform such other duties and functions as the Board may deem appropriate.

266 Section 2. Chairperson.

267 One member of each committee shall be appointed chairperson by the President.

268 Section 3. Committee Members.

269 The committee chair shall select committee members from a pool of interested members.

270 Section 4. Quorum.

271 A majority of the whole committee shall constitute a quorum.

272 Section 5. Reports.

273 The chairperson of each committee shall be required to make written reports to the membership
274 each year at a regular meeting.

275 Section 6. Rules.

276 Each committee may adopt rules for its own governance not inconsistent with the Articles of
277 Incorporation, with these Bylaws, with rules adopted by the Board, or with any applicable laws
278 of the State of Maryland.

279 **ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND GIFTS**

280 Section I. Contracts.

281 The Board may authorize any officer or officers, agent or agents of the Council, in addition to
282 the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any
283 instrument in the name of and on behalf of the Council, and such authority may be general or
284 confined to specific instances.

285 Section 2. Checks, Drafts, Etc.

286 All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness
287 issued in the name of the Council, shall be signed by such officer or officers, agent or agents of

288 the Council, and in such manner as shall from time to time be determined by resolution of the
289 Board.

290 Section 3. Deposits.

291 All funds of the Council shall be deposited from time to time to the credit of the Council in
292 such banks or other depositories as the Board may select.

293 Section 4. Gifts.

294 The Board may accept on behalf of the Council any contribution, gift, bequest or devise for the
295 general purposes or for any special purpose of the Council.

296 **ARTICLE VII. SUNDRY PROVISIONS**

297 Section 1. Fiscal Year.

298 The fiscal year of the Council shall be the program year unless some other fiscal year is
299 specified by resolution of the Board.

300 Section 2. Record Maintenance.

301 The Secretary shall be charged with the maintenance of permanent files. The Treasurer shall be
302 charged with the maintenance of all financial matters. The chairperson of the Membership
303 Committee shall maintain a copy of all member records.

304 Section 3. Auditing.

305 3.1 The Council shall have an alternate-year auditing system. Beginning with the year in which
306 these Bylaws are adopted, and every two years thereafter, the Council's account shall be
307 audited by an independent auditor or other agents designated by the board. In alternate years,
308 the Council's account shall be audited by a three (3) member ad hoc Audit Committee
309 appointed by the President. No two Audit Committee members shall be employed at the same
310 Institution.

311 3.2 No member of the standing Finance Committee shall be a member of the auditing
312 committee. The auditor's reports will be presented at the September meeting of the members or
313 at the first meeting of the members of the fiscal year.

314

315 8.2 The Finance Committee shall be responsible for arranging an annual audit of the Council's
316 finances and for arranging for the completion of Federal Tax Forms. (moved to appropriate
317 section of bylaws)

318 Section 4. Seal.

319 The seal of the Council shall be circular in form with the name of the Council inscribed around
320 the outer edge, and in the center shall be inscribed the word "Maryland" and the year of
321 incorporation. In lieu of affixing the corporate seal to any document, it shall be sufficient to
322 meet the requirements of any law, rule, or regulation relating to a corporate seal to affix the
323 word "(SEAL)" adjacent to the signature of the authorized officer of the Council.

324 Section 5. Indemnification.

325 To the maximum extent permitted by the Maryland General Corporation Law and the Internal
326 Revenue Code of 1986, as from time to time amended, the Council may indemnify its currently
327 acting and its former Directors, officers, agents and employees. The Council shall indemnify
328 such individuals to the extent required by the Charter.

329 Section 6. Amendments to Bylaws.

330 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted, by the
331 vote or written consent of two-third of the members at any regular meeting or at any special
332 meeting called for that purpose.

333 I, Wallace Southerland, III Ph.D. , President of the Maryland Executive Council for
334 Educational Opportunities, Inc. (the "Council"), hereby certify that the foregoing constitutes all
335 of the provisions of the Bylaws of the Council, as currently in effect.

336 **IN WITNESS WHEREOF**, I hereunto subscribe my name and affix the seal of the
337 Council this ____ day of _____, 2009.

338

339

340

341

_____ (SEAL)

342

Wallace Southerland, III Ph.D., President

343