

BYLAWS OF THE
MARYLAND EXECUTIVE COUNCIL FOR EDUCATIONAL OPPORTUNITIES, INC.

ARTICLE I: MEMBERS

Section 1: Membership Types

The membership of the Maryland Executive Council for Educational Opportunities, Inc. (MECEO) shall be of four types: (1) Active Professional; (2) Associate; (3) Institutional Program; and (4) Honorary.

Section 2: Description & Privileges of Membership Types

2.1 Active Professional Membership

Active Professional membership shall be open to all persons employed in a state of Maryland TRIO program funded by the U.S. Department of Education. Active Professional membership shall be open also to former staff members of TRIO programs.

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

2.2 Associate Membership

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

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

2.3 Institutional Program Membership

Institutional Program membership shall be open to all TRIO programs within the state of Maryland which support the purpose and objective of the organization. Each institutional program member is entitled to voice and one vote for those persons employed full-time and/or part-time in the annual day to day administration or general operation of educational opportunity programs.

2.4 Honorary Membership

Honorary Membership is available to any appropriate business, industry, foundation or other organization or individual contributing one hundred dollars (\$100.00) or more annually either to the general support of MECEO or to special projects.

Honorary members are entitled to voice but not vote in meetings, nor can they hold office. Honorary membership is non-transferable and non-refundable.

Section 3: Determination of Members

3.1 All individuals, programs, and organizations seeking membership in the organization shall complete a membership application and shall submit it with the appropriate dues to the Membership Chair. The Membership Committee or the Chair shall confirm eligibility and type of membership.

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

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

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

Section 4: Annual Meeting of the Members

The membership shall meet at least twice annually per fiscal year. One meeting shall take place at the regional conference.

Section 5: Quorum

A simple majority of paid membership present within the gathering body at any meeting shall constitute a quorum.

Section 6: Dues

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

Section 7: Membership Year & Tenure

The membership year for all membership types shall run from July 1 through June 30, in accordance with the organizational federal tax filing period. Members shall maintain a membership status in the organization for a period of one year and shall renew annually upon payment of dues. Membership status shall remain in effect after payment of annual dues as long as it is in the best interest of the organization.

Section 8: Number of Members

There shall be no limit on the number of members.

ARTICLE II: BOARD OF DIRECTORS

Section 1: General Powers

The Board of Directors shall coordinate the activities, embody the philosophy of, and shall establish policy according to the advice and consent of the organization. The Board is empowered to act on behalf of the organization in an emergency situation. An emergency is defined as a situation requiring a decision before a meeting of the members could reasonably be called.

Section 2: Members & Tenure

2.1 The Board shall consist of all officers, chairpersons of the five standing committees, and four representatives to represent the TRIO programs within the state of Maryland: Collegiate Program Representative (representing Ronald E. McNair Post-Baccalaureate Achievement Program and Student Support Services), Pre-College Program Representative (representing Educational Talent Search and Upward Bound Math & Science), Pre-College Adult Program Representative (representing Educational Opportunity Center and Veterans Upward Bound), and the Upward Bound Program Representative.

2.2 Tenure for Board members shall be for a period of two years except as noted in Article III, Section 11. Term of office shall be two years for non-officer positions. There shall be a provision for staggering of vacancies so that only half of the program representatives leave each year.

2.3 The Board year of operation shall run from September 1 to August 30.

Section 3: Regular Meetings & Minutes

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

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

3.3 The method of conducting meetings shall be determined by the President with consent of the Board.

Section 4: Special Meeting

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

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

Section 5: Location of Meetings

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

Section 6: Notice

6.1 Notice of every regular and special meeting shall be given to each Board member via email, or other method as deemed appropriate by the President with consent of the Board.

6.2 Regular meeting notices shall be provided at least twenty-five business days in advance of the meeting. Special meeting notices shall be provided at least eight business days in advance of the meeting.

Section 7: Quorum

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

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

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

Section 8: Vacancies

In the event of a vacancy, the President shall appoint a member of the organization within thirty days of the declared vacancy with the approval of the majority of the Board. An active member elected to fill a vacancy shall be elected for the unexpired term of the office.

Section 9: Removal

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

Section 10: Compensation

Officers and members of the Board shall receive no compensation for their services as such but may, by resolution of the Board, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the organization.

Section 11: Informal Action

Any action of the Board may be taken without a meeting if written consent is received by the President, President-Elect, Treasurer, and Secretary and such consent is filled with the minutes of the organization.

ARTICLE III: OFFICERS

Section 1: General Rules

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

1.2 The Board of Directors may from time to time appoint such agents and employees, with such powers and duties as the Board may deem proper.

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

1.4 All officers shall be elected from among the active membership.

Section 2: Slate

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

2.2 The Nominations & Elections Committee shall be responsible for canvassing the membership with the expressed purpose of forming an election slate. No members name will appear on the slate without the permission of the member. Further nominations may be gathered from the floor of the spring membership meeting at the annual regional conference.

2.3 Elections shall be held annually in May. The election date shall be determined by the chairperson of the Nominations & Elections Committee.

Section 3: Election Procedures

3.1 All officers shall be elected from among and by the active membership, except in the replacement of an officer.

3.2 Voting shall be held open for at least fourteen calendar days. Voting shall be conducted allowing one vote per active member. The method of voting shall be determined by the chairperson of the Nominations & Elections Committee with approval by the Board.

3.3 The ad hoc Nominations & Elections Committee shall report the results of the election to all members within ten days of the conclusion of the election.

Section 4: Contested Election

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

Section 5: President

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

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

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

5.4 The President shall represent the organization on the Board of the Mid-Eastern Association of Educational Opportunity Program Personnel.

5.5 In the event that the position of the President-Elec, Secretary, or Treasurer becomes vacant, the President shall appoint a member within thirty days of the declared vacancy with the approval of the majority of the Board.

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

Section 6: President-Elect

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

6.2 The President-Elect will serve as the co-chairperson of the Annual Conference Committee with the Immediate Past President.

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

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

Section 7: Immediate Past President

7.1 The Immediate Past President may represent the organization on the Board of the Mid-Eastern Association of Educational Opportunity Program Personnel in the absence of the President or President-Elect.

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

7.3 The Immediate Past President will chair the Strategic Plan Committee of the organization.

7.4 The Immediate Past President will serve as co-chair of the Annual Conference Committee with the President-Elect.

Section 8: Secretary

8.1 The Secretary shall keep minutes of the meetings of the Board, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, and be custodian of the corporate records and of the seal of the organization.

8.2 The Secretary shall execute the correspondence as directed by the President, transmit copies of the minutes to the membership and serve on the ad hoc Newsletter Committee.

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

Section 9: Treasurer

9.1 The Treasurer shall represent the organization in assuring that the receipts and expenditures of funds are in accordance with the directives established. He/she shall submit a full financial report to the Board and at all meetings of the organization and such interim reports as the Board may direct.

9.2 The Treasurer shall be under such bond as may be determined by the Board.

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

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

Section 10: Assistant Officers

Any Assistant Secretary and Assistant Treasurer shall hold office for such period and shall have such authority and perform such duties as the President or the Board may prescribe.

Section 11: Term of Office

11.1 The officers shall be elected to serve as follows: President and President-Elect, one year terms; Secretary and Treasurer, two year terms.

11.2 No individual may serve as an officer in the same office more than two consecutive terms.

Section 12: Time of Assuming Office

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

Section 13: Reports

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

Section 14: Compensation

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

Section 15: Removal

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

Section 16: Vacancies

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

16.2 The following process to fill a vacancy for President shall be: 1. The President-Elect assumes the office of President. 2. The Nominations & Elections Committee is reinstated for the purpose of holding elections to fill the President-Elect vacancy.

16.3 In the event of a vacancy in the office of Immediate Past President, the office will be offered to the most recent Past President.

ARTICLE IV: COMMITTEES

Section 1: Committees

1.1 There shall be five standing committees: Finance, Fundraising, Membership, Legislative, and Professional Development. Additional ad hoc committees shall be established as shall become necessary, including the Audit Committee, Constitution Committee, and Nominations & Elections Committee.

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

Section 2: Chairperson

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

Section 3: Committee Members

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

Section 4: Quorum

A majority of the whole committee shall constitute a quorum.

Section 5: Reports

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

Section 6: Rules

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

ARTICLE V: CONTRACTS, CHECKS, DEPOSITS, & GIFTS

Section 1: Contracts

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

Section 2: Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issues in the name of the organization, shall be signed by such officer or officers, agent or agents of the organization, and in such manner as shall from time to time be determined by resolution of the Board.

Section 3: Deposits

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

Section 4: Gifts

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

ARTICLE VI: SUNDRY PROVISIONS

Section 1: Fiscal Year

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

Section 2: Record Maintenance

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

Section 3: Auditing

3.1 There shall be an alternate year auditing system. Beginning with the year in which these Bylaws are adopted, and every two years thereafter, the organizational account shall be audited by an independent auditor or other agents designated by the Board. In alternate years, the account shall be audited by a three member ad hoc Audit Committee. No two Audit Committee members shall be employed at the same institution.

3.2 No member of the standing Finance Committee shall be a member of the auditing committee. The auditor's report will be presented at the first meeting of the members of the fiscal year.

3.3 The Finance Committee shall be responsible for arranging an annual audit of the organizations finances and for arranging for the completion of federal and state tax forms.

Section 4: Seal

The seal of MECEO shall be circular in form with the full name of MECEO inscribed around the outer edge, and in the center shall be inscribed the word "Maryland" and the year of incorporation. In lieu of affixing corporate seal to any document, it shall be sufficient to meet the requirements of any rule, or regulation to a corporate seal to affix the word "(SEAL)" adjacent to the signature of the authorized officers of MECEO.

Section 5: Indemnification

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

Section 6: Amendments to the Bylaws

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

Amended: 4/20/2015