

BY-LAWS

PENNSYLVANIA ASSOCIATION OF PRIVATE SCHOOL ADMINISTRATORS (PAPSA)

MID ATLANTIC ASSOCIATION OF CAREER SCHOOLS (MAACS)

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Revised January 28, 2021**

The Pennsylvania Association of Private School Administrators (PAPSA), a Pennsylvania Nonprofit Corporation, incorporated on November 7, 1967, under the provisions of the Pennsylvania Nonprofit Corporation Law by a decree of the Court of Common Pleas of Westmoreland County, Pennsylvania, by the vote of its membership hereby adopts the following By-Laws.

By a vote of the board on January 28, 2021, Pennsylvania Association of Private School Administrators officially changed the name to Mid Atlantic Association of Career Schools (MAACS) and became a regional association.

ARTICLE I – MEMBERSHIP

SECTION I: Membership in this Association shall be limited to a career school or college licensed, registered, or approved by the Commonwealth of Pennsylvania or another state agency, or accredited by an officially recognized regional or national accrediting agency, or to individuals who are representatives of education, government, business, or industry and interested in the advancement of career education and the ideals and objectives of the Association.

SECTION II: Classes of membership. Individual members of this Association shall hold their membership by virtue of one of the following classifications:

- (A) Class I – Full Membership – the duly authorized representative of a career school or college shall have full voting and office-holding privileges. In the event that the representative shall cease to hold a position with the referred-to career school or college, his/her membership in the Association shall cease. A new representative shall be appointed by the school to fill the vacancy.
- (B) Class II – Associate Membership – representatives of education, government, business, and industry and also a representative from any school owned by or affiliated in any manner with a school represented in this Association by membership under Class I above. All privileges, except those of voting and holding office, are extended to associate members.
- (C) Class III – Honorary Membership – honorary members elected by three-fourths of the members present at a regular meeting. Such membership shall be restricted to persons who have performed outstanding work or have contributed unselfishly to the furtherance of the aims and objectives of this organization. Honorary members pay no dues and shall have the full privileges of the Association except those of voting and holding office. All past presidents shall be considered honorary members after leaving school employment.
- (D) Class IV – Registered School Membership – The owner, CEO, administrator or duly authorized representative of a registered career school or college as qualified in SECTION I. All privileges, except those of voting and holding office, are extended to registered school members.

SECTION III: Membership approval. All candidates for membership shall apply through the Executive Director's office. The Executive Director shall forthwith investigate to be certain they meet the qualifications for membership as defined in SECTIONS I and II.

SECTION IV: Payment of dues. Annual dues for each membership in the Association shall be payable October 1 of each year, and such payment shall be due for the full fiscal year of the Association. If a school has never been a member of ~~PAPSA~~ MAACS and wishes to join after the start of the fiscal year, its dues shall be assessed on a pro-rata per month basis.

SECTION V: Fiscal year. The fiscal year of the Association shall commence on October 1 and terminate on September 30 of the following year.

SECTION VI: Classes of membership and dues. Full membership (Class I) annual dues shall be computed on the basis of the gross annual tuition income of the school represented by the Class I member. The schedule of full membership annual dues shall be set by the Board and published annually.

Association Membership (Class II). The dues of Associate Membership shall be determined by a majority vote of the Board of Directors.

Registered School Membership (Class IV). The dues of a Registered School shall be determined by a majority vote of the Board of Directors.

SECTION VII: Assessments. No assessments other than regular dues may be made without a two-thirds majority vote of the Board.

SECTION VIII: Members in arrears. In accordance with these Bylaws, annual dues are payable by October 1. A member whose dues are not paid by October 31 shall be considered delinquent. If extenuating circumstances have occurred, the member may file for a 60-day extension with the Executive Director.

ARTICLE II – MEETINGS AND PUBLICATIONS

SECTION I: Annual meeting. There shall be one annual meeting at such time and place as the Executive Committee may designate. The Executive Committee shall be responsible for conducting the business session of the annual meeting.

SECTION II: Special meetings. Special meetings of the Association may be called at any time by a majority of the Board of Directors or by petition of ten (10) Class I members in good standing. Notice of such a meeting stating the purpose for which it is called shall be served personally or by mail or by facsimile or by email transmission not less than twenty (20) days before the date set for such meeting. If mailed, notice of the meeting shall be directed to the member at his/her address as it appears on the membership records.

SECTION III: Voting. At all meetings of the Association, each designated representative shall be entitled to one vote. Votes may be cast in person or by authorized proxy. A mail ballot of the membership may be authorized by the Board of Directors. Whenever a vote is conducted by mail, a majority of the ballots postmarked within 30 days of the initial mailing shall determine the vote.

SECTION IV: Membership Quorum. A quorum shall consist of those present at the annual or special meeting.

SECTION VI: Publications. The Board of Directors shall have full and sole authorization for all publications and publicity releases either written or verbal pertaining to the activities of the Association. The Association's Board of Directors may explicitly delegate its authority to publicize Association information through standing committees or special delegates. The ethics pertaining to the release of all Association publications and publicity, in any form, shall be governed by these By-laws.

ARTICLE III – BOARD OF DIRECTORS

SECTION I: Number. A Board of Directors, shall consist of twelve members in good standing. The Board of Directors and Immediate Past President, when acting together, shall be the Board of Directors.

SECTION II: How elected. Each member of the Board of Directors shall be elected for a three-year term by vote of Class I Association members. The election process shall be conducted as described below:

Nominations shall be made by a Nominating Committee, chaired by the Immediate Past President. The Executive Committee shall appoint to the Nominating Committee four representatives; these appointees shall not be current officers or current members of the Board of Directors.

The Nominating Committee shall convene 150 days in advance of the Annual Meeting to prepare a slate of qualified candidates. The Nominating Committee shall be directed to nominate, whenever possible, more candidates than open positions in a given election year. The slate of qualified candidates shall be presented to the President 105 days prior to the Annual Meeting. A mailing of the slate of qualified candidates shall be made to all Class I members of the Association 90 days prior to the Annual Meeting. Additional nominations of eligible candidates may be made by petition of no less than five signatures of Class I members. Such petitions must be presented to the President 75 days in advance of the Annual Meeting. The President shall be responsible for overseeing the ballots containing nominations from the Nominating Committee as well as those submitted by petition of the membership.

In order to maintain the diversity of the Board, as a reflection of all member schools, the following policy will be followed. Unless the Nominating Committee determines that special and unique circumstances require to the contrary, the Nominating Committee shall allow only one candidate from the same entity to serve on the Board at any one time.

Ballots shall be furnished to each Class I member of the Association 60 days in advance of the Annual Meeting, and returned 30 days in advance of the Annual Meeting. Membership on the Board of Directors will be determined by numerical ranking based upon number of votes received within the specified time limit.

In the event of tie votes for a single seat on the Board of Directors, new ballots listing candidates involved in the tie vote shall be sent to all Class I members eligible to vote within 5 days of the

close of the initial round of voting. Ballots must be returned by mail no later than 5 days before the Annual Meeting.

SECTION III: Terms of Office. The term of office of each Director shall be three years and shall begin following the annual business meeting.

SECTION IV: Duties. The Board of Directors shall have control and general management of the affairs and business of the Association. Such Directors and Officers shall in all cases act as an Board of Directors, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper, not inconsistent with these By-laws, the laws of Pennsylvania or any other regulatory body.

SECTION V: Board of Directors Meetings. The Board of Directors shall meet at least four times a year. One of the meetings will be held at the time of the annual membership meeting. The President will serve as the President of the Board of Directors and preside over Board of Directors meetings. The Secretary shall also serve as Secretary to the Executive Committee. Special meetings of the Executive Committee may be called by the President at any time.

SECTION VI: Notice of Meetings. Notice of meetings shall be given by service upon each Director in person, by facsimile transmission, or by mailing, or emailing to his/her address as shown in Association records.

SECTION VII: Vacancies. In the event of a vacancy of the Board of Directors, the Board or Officer vacancy shall be filled for the remaining unexpired portion of the vacated member's term by the Board of Directors. Nomination for replacement shall be made and seconded by the members of the Board of Directors. A simple majority vote will apply, with a quorum being present. In the case of a Board member no longer being employed by a member school, the Board shall review on a case by case basis situations where a person may continue their service on the Board, ~~PAPSA~~ [MAACS](#) committee or special Board project while allowing them reasonable time to secure another position with a member school.

SECTION VIII: Attendance. Board of Directors members are encouraged to attend all meetings. Any member absent for two (2) meetings in a fiscal year without notification or just cause will no longer be considered a member in good standing on the Board of Directors, and the Board of Directors may determine their seat be vacated. At the Board of Directors' discretion, he/she may be asked to vacate the office.

SECTION IX: Board Quorum. One more than half of the Board of Director's membership present and voting in person or by email shall constitute a quorum.

SECTION X: Mail, Email or Fax Balloting. Whenever a vote of the Board of Directors is conducted by mail, email or fax, a majority of the ballots returned within thirty days from the date of the initial mailing shall determine the vote.

ARTICLE IV – OFFICERS

SECTION 1: Number. The Officers of the Association shall be:

President
Vice President
Secretary
Treasurer
Immediate Past President

SECTION II: Election. The Officers of the Association shall be elected from the Board of Directors for a one-year term by majority vote of the Board of Directors. Officer nominations and elections will be held at the first Board of Directors meeting. Officers' terms will begin at the Board of Directors Meeting which is held at the annual conference.

SECTION III: Duties of Officers. The Officers serve as the Executive Committee. The duties and powers of the Officers of this Association shall be as follows:

PRESIDENT

The President shall preside at all meetings of the Board of Directors and of the Association.

The President shall present a report on the condition of the Association at each annual meeting and Board of Directors meeting.

The President shall call to order regular and special meetings of the Association, of Directors, and Executive Committee in accordance with the By-laws.

The President shall sign and make all contracts and agreements in the name of the Association and have general supervision over the affairs of the Association.

The President shall appoint the regional coordinators and committee chairpersons deemed necessary for the term of office.

The President shall be an ex-officio member of all committees except the Nominating Committee.

The President shall enforce these By-laws and perform all the duties incident to the position and office and which are required by law.

VICE PRESIDENT

During the absence or inability of the President to render and perform duties or exercise powers as set forth in these By-laws of the acts under which this Association is organized, the same shall be performed and exercised by the Vice President, and when so acting, he/she shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President.

SECRETARY

The Secretary shall keep the minutes of the meetings of the Association.

The Secretary shall oversee all notices of the Association.

TREASURER

The Treasurer is responsible for the payment of all bills and financial obligations of the Association.

The Treasurer shall be custodian of the financial records of the Association.

The Treasurer shall present a current financial report to the Board of Directors at each scheduled meeting.

The Treasurer shall submit the end-of-the-year financial statement at the annual business meeting.

The Treasurer shall oversee that all records available for audit.

The Treasurer shall oversee that the required annual State and Federal Tax Return are submitted at the appropriate time.

IMMEDIATE PAST PRESIDENT

The Immediate Past President shall sit on the Board of Directors and shall have voting privileges.

The Immediate Past President shall assist and serve as a consultant to the President.

The Immediate Past President shall serve as Chairperson of the Nominating Committee.

ARTICLE V – BILLS, NOTES, ETC.

SECTION I: How made. All bills, notes, checks, drafts, warrants, or other negotiable instruments of the Association shall be made in the name of the Association and must be signed or electronically approved by the President, Treasurer, or other person duly authorized by the President. Two of these signatures or electronic approvals will be required for all checks or transfers. No officer or agent of the Association, either singly or jointly with others, shall have the power to make any bills payable, note, check, draft, warrant, or other negotiable instrument, or endorse the same in the name of the Association except as herein prescribed and provided. Any investments made in the name of the Association shall be federally-insured investments; exceptions to this provision must be approved by the Board of Directors.

ARTICLE VI – STANDARDS

SECTION I: Standards. It is the objective of ~~PAPSA~~ MAACS to maintain a respectable reputation within the Educational Community of ~~Pennsylvania~~ our members. All ~~PAPSA~~ MAACS members are expected to operate their businesses in a professional and ethical manner as set forth by their appropriate state licensing board.

ARTICLE VII – AMENDMENTS

SECTION I: Amendments. These By-laws may be amended by a majority vote of the members of the Association who are present and entitled to vote, or by their prior authorized proxy at any regular or special meeting. Notice of the proposed amendment and the scope of the amendment shall be given to the membership of the Association at least 30 days prior to the meeting at which the amendment will be voted upon.