**Article I: Name**

This organization shall be known as the Maine Adult Education Association.

**Article II: Purposes**

The Maine Adult Education Association is organized for charitable and educational purposes as described under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. These purposes include:

* Advocating for continuing educational opportunities and educational advancement for all Maine adults.
* Promoting, conducting and encouraging professional development among adult educators.
* Advocating for the development and improvement of the quality of adult and community education available in Maine.
* Promoting communication and networking among members and other Maine educators.
* Conducting outreach activities with local, state and national policymakers as necessary to further the purposes of the organization as defined above.
* Acting as fiscal agent for members applying for grants under the following conditions:
  + Grant exceeds $100,000 or lesser amount with Executive Board approval.
  + MAEA Board reviews and approves all applications.
  + Grant does not include an audit requirement.
  + MAEA to assess a minimum of 3 points/percent to approved grants for processing.

**Article III:  Membership**

**Section 1.**Membership is open to any individual or organization interested in adult education. Categories of membership are described in the association’s membership brochure.

**Section 2.**Annual dues may be changed by a majority vote of the members either through the mail, electronically, or at the annual business meeting.

**Section 3.**Each individual member present during the annual business meeting shall have one vote.

**Section 4.**No member, program representative, teacher, tutor, vendor, student, employee or board member shall be excluded from membership or association on the basis of race, color, age, sex, sexual orientation, nationality, religion, physical or mental handicap, or political belief.

**Article IV:  Officers and Duties**

**Section 1.**  *President:*There shall be a President who shall preside at all business meetings, appoint action teams not otherwise provided, and generally carry out the duties of this office. The President shall be a member ex officio of all action teams or committees. *The President shall serve in the role for one year and be a member of the board for the following year as Past-President.*

**Section 1a.***Past-President:*As assigned by the President, the Past-President may serve as ex officio member of an Action Team. The Past-President will also serve as a member of the Executive Committee.

**Section 2.***President-elect:* There shall be a President-elect to assume the duties of the President in his/her (the President’s) absence. Any Board member interested in serving as President-elect shall submit their name to the Executive Committee by April 15. By May 15, a President-elect for the upcoming year shall be appointed by the Executive Committee, with the approval of the Board of Directors.

**Section 2a.***Annual Conference Chair:*The President-elect, or another Board member designated by the President, shall serve as the Conference Chair. The Conference Chair will participate in the Professional Development action team.

**Section 3.***Secretary:*There shall be a Secretary, elected from among and by the Board of Directors, who shall keep an accurate record of each business meeting, disseminate information to MAEA members, conduct the correspondence and generally carry out all of the usual duties required of the Secretary. At the discretion of the Board, some or all of these functions may be performed by the Executive Director.

**Section 4.** *Treasurer:*There shall be a Treasurer who will oversee the receipt and distribution of monies coming to this Association, ensure an accurate accounting of receipts and disbursements, make a report thereof at the annual meeting of the Association, and generally carry out all of the usual duties required of the treasurer.

By May 15, the Treasurer for the upcoming year shall be appointed by the President, with the approval of the Board of Directors. The Treasurer is a voting member of the board and a member of the Executive Committee. To ensure continuity, a person *may* serve more than one year.  Ideally, the Treasurer will have served at least one, two-year term as a board member.

**Section 5.***Legislative Action Team:*There may be a legislative action team chairperson appointed by the President. The chairperson may advise the Association and officers on legislative matters affecting adult education and may organize, execute and communicate the Association’s views on state and national legislation. The chairperson may recommend that the President appoint regional legislative coordinators to assist in legislative matters.

**Section 6.** *Other Action Teams:*Other Action Teams may be appointed by the President, with the approval of the Board of Directors.

**Section 7.** *Executive Committee:* The Executive Committee shall consist of the Officers of MAEA:  President, Past-President, President-elect, Treasurer, and Secretary. The Executive Director shall also sit on the Executive Committee as a non-voting member. A member of the Executive Committee may also fill a board seat for their Hub.

The Executive Committee shall, during intervals between Board meetings, have the power to act on behalf of the Board. Actions shall be limited to those of an emergency or unanticipated nature and shall not expend any funds in excess of current budget outlines. Meetings of the Executive Committee do not require notice and may be conducted in person, via the U.S. mail, or by electronic means.

**Section 8:** *Assistant Treasurer:* The board may choose to fill the role of Assistant Treasurer.  This person will provide accounting and bookkeeping for the board. This may or may not be a paid or contracted position. If filled, this position shall be appointed annually by the Treasurer. Any change in person for this position will require a vote of the full board at a regular meeting or by electronic means.  This person will work directly under the Treasurer and is not a member of the Executive Committee.

**Article V: Board of Directors**

**Section 1.** The Board of Directors of this organization shall consist of the President-elect, the President, the Past-President, Treasurer, and up to fifteen (15) additional board members.

Nine (9) members shall be elected at the regional level by Hub. These members shall be elected for two-year terms on a schedule of four Hubs one year and five Hubs the next. The President, with the approval of the Board of Directors, may appoint up to six (6) additional board members with a goal of reflecting the membership–including directors, teachers/tutors, support staff, counselors, or others.

Each member of the Board of Directors shall have one vote.

**Section 2.** The President of this organization shall chair the Board of Directors and shall be responsible for assigning action team tasks to board members. Action Teams may recruit additional members from the general membership.

**Section 3.**The Board of Directors shall be responsible for carrying out the month to month activities of the organization, approving all expenditures, and generally pursuing the purposes of the organization as listed in Article II. The Board of Directors may employ an Executive Director or other staff.

**Section 4.** The Board of Directors shall meet regularly.

**Section 5.** Any vacancy on the Board of Directors may be filled by the President, with the approval of the Board of Directors. Such new members shall hold office until the next annual business meeting.

**Section 6.** Notice of Board of Directors meetings shall be given by written, electronic or oral notice to each director no fewer than ten (10) days prior to the meeting, if possible. One-third (1/3) of the total number of directors shall constitute a quorum. All questions shall be decided by a simple majority of the directors present and voting.

**Section 7.** Meetings of the Board of Directors may be called by the President, the President-elect, or a majority of the board members.

**Section 8.**The Board may vote on time-sensitive recommended action items via electronic, oral, or written vote. Questions will be decided by a simple majority of 1/3 of all Board members within a time limit of no less than 24 hours.

**Article VI: Elections**

**Section 1.**The President-elect shall annually chair the Election Action Team. The chair may then assemble a team of other MAEA Board members to assist as needed.

**Section 2.**When the Board seat within each Hub is up for reelection, any current MAEA member within that Hub interested in being a candidate for the Board of Directors shall declare such by submitting their name to the Election Action Team chair no later than May 10.

The Election Action Team shall prepare a slate of candidates for those Hub seats up for reelection.  Each slate shall be advertised within the respective Hubs by May 15 for voting by mail-in or electronic ballot. Voting will end five days prior to the start of the Annual Meeting.  If a Hub is not represented by election, the President shall, with the approval of the Board of Directors, appoint a member to fill the seat.

The President may subsequently appoint up to six (6) additional board members, as described in Article V, Section 1.

**Article VII: Meetings**

**Section 1.** There shall be an annual business meeting of this Association. Other meetings may be held at the discretion of the Executive Committee or the President.

**Section 2.**Written or electronic notice of all meetings of the Association shall be sent to the membership at least twenty-one (21) days in advance.

**Article VIII: Staff**

This Association may hire personnel, under the direction and the supervision of the Executive Committee, to carry out the purposes of this organization.

**Article IX: Indemnification of the Board of Directors**

Each and every member of the Board of Directors, including any member whose term of office has expired, shall be indemnified by MAEA against any and all expenses actually and necessarily incurred by such member in connection with the defense of any action, suit, or proceeding in which such member is made a party by reason of being or having been a member of the Board of Directors, except in relation to matters as to which such member shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of the duties of the member; and such right of indemnification shall not be deemed exclusive of any other rights to which such director may be entitled under any bylaws agreement, vote of the members otherwise.

**Article X:  Amendments**

Any changes or additions to these bylaws shall be made only by a vote of two-thirds (2/3) of the membership present at a regular or special meeting of this Association. Notice of the proposed changes shall be given to each member at least twenty-one (21) days prior to the meeting at which the vote will be taken.

**Article XI: Dissolution**

In the event of dissolution, all of the remaining assets and property of the Corporation shall after the payment of necessary expenses thereof be distributed to such organizations as they qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws, or to the Federal Government or State of Local Government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Maine, according to Maine State Law, Title 13-B M.S.R.A. sec. 110/ et. Seq.

10/1988

10/1988, Revised  5/30/1991, Revised 10/25/1996, Revised 10/20/1998, Revised 10/26/2001, Revised 10/21/2005, Revised 2/1/2007

Revised 10/17/2008, Revised 9/19/2014, Revised 7/9/2016, Revised 5/25/22  To be certified on 6/15/22