

# **THE MEYERHOFF PARENTS ASSOCIATION BYLAWS**

**~Revised 10.6.2018~**

## **PREAMBLE**

The mission of the Meyerhoff Parents Association is to support and perpetuate the MEYERHOFF SCHOLARS PROGRAM by fostering unification among Meyerhoff Scholars, both past and present, as well as among their families.

## **Article I      Organization Name**

The name of this association is MEYERHOFF PARENTS ASSOCIATION, hereinafter referred to as the "MPA".

## **Article II      Membership**

All parents of Meyerhoff Scholars are members of the MPA and are encouraged to be actively involved in the organization. Members are encouraged to participate in the annual election of the Board of Directors and are requested to pay the designated annual membership donation.

## **Article III      Board of Directors**

Section 1 - Governance. The MPA shall be governed by a Board of Directors, hereinafter referred to as the "BoD", which shall exercise the powers of the MPA in accordance with statute and except as hereinafter otherwise provided.

Section 2 - Number and Qualifications. The BoD shall consist of a minimum of sixteen (16) persons who shall be of legal age. There shall be 9 officers, preferably two to four representatives from each of the five cohorts groups currently enrolled in the Meyerhoff Program, and any interested alumni parents.

Section 3 - Nominating Procedures. The Nominating Committee shall analyze the composition of the BoD and shall present a slate of officers and cohort representative candidates to be elected at the annual meeting at least two (2) weeks prior to the annual meeting. At the annual meeting, nominations other than those presented by the Nominating Committee may be made from the floor by any MPA member present.

Section 4 - Elections. Elections shall be conducted during the annual meeting. The BoD members will be elected by a simple majority of those MPA members in attendance.

Section 5 - Terms of Office. The terms of office for the BoD members shall be about one (1) year, beginning after installation at the first BoD meeting following the Annual meeting and

ending after installation of a successor at the first BoD meeting following the next Annual meeting. Officers should not serve in excess of two (2) terms except at the request of the BoD.

Cohort representatives may, however, serve for as long as they are annually elected.

#### Section 6 - Powers and Duties.

In addition to and without limiting the general powers vested in the BoD, it shall have the following specific powers:

- (a) To work with and collaborate closely with the Meyerhoff Program Staff to ensure that program goals and objectives are fully supported;
- (b) To establish organizational policies, make recommendations, and change rules and regulations for the management of the MPA;
- (c) To approve long range plans and an annual plan of operations;
- (d) To approve and adopt an annual budget setting forth in detail the proposed expenditures for the work of the MPA during the ensuing fiscal year, as well as major interim budgets;
- (e) To collect donations and gifts;
- (f) To approve expenditures, contracts, and other agreements in excess of \$500 on behalf of the MPA;
- (g) To maintain the financial integrity of the MPA and direct expenditures of the MPA's funds within the limits set by the annual budget;
- (h) Receive committee recommendations and act upon them.

The BoD shall, in general, control and manage the affairs and business of the MPA and shall use the same degree of due diligence or effort, skill and care that an ordinarily prudent person would use in similar circumstances. The BoD shall in all cases act as a unit and convene monthly meetings, for the transaction of business. The act of a majority present at a meeting except as otherwise provided by statute shall be an act of the BoD, provided that a quorum is present as outlined in Article III Section 10 of these Bylaws.

The BoD may adopt such rules and regulations for the conduct of its meetings as it deems proper, not inconsistent with statute or any provision of these Bylaws. Roberts Rules of Order, as newly revised, shall govern in all matters not specifically covered by these Bylaws.

Section 7 - Regular Meetings. The BoD shall hold at least eight (8) regular meetings during each academic year for the transaction of the business of the MPA. At least one (1) meeting a year should be an open meeting for any interested MPA member to attend.

The Corresponding Secretary shall, not less than fourteen (14) calendar days prior to the date of each regular meeting of the BoD, give written notice by email to each BoD member. The notice shall state the location, date and hour of the meeting.

Section 8 - Special Meetings. Special meetings of the BoD or MPA, other than those regulated by Statute, may be called by the President at any time, or must be called upon written request of a member of the BoD. Such meeting is to be held not more than fifteen (15) calendar days after the receipt of such request. No other business other than that specified in the notice of meeting shall be transacted at any special meeting.

The Corresponding Secretary shall, not less than seven (7) calendar days before such special meeting, give written notice personally or by email to each applicable member (BoD, or MPA) entitled to vote at such a meeting. The notice shall state the location, date and hour of the meeting; the purpose or purposes for which the meeting is called; and the name of the person by whom, or at whose request, the meeting is called.

Section 9 - Annual Meeting. The annual meeting of the MPA for the purpose of election of the BoD and the transaction of such other business as may properly come before the association shall be held at the University of Maryland Baltimore County (UMBC) or at any venue as the majority of the members of the BoD deem appropriate. The annual meeting shall be held in the fall of each and every year, at a time to be set forth in the notice of annual meeting.

The Corresponding Secretary shall, not less than fifteen (15) not more than fifty (50) calendar days before the annual meeting, give written notice personally, by mail, or by e-mail to each parent of a Meyerhoff student, both past and present. The notice shall state the location, date, and hour of the meeting.

Section 10 - Quorum. At any meeting of the BoD, the presence of thirteen (13) of the twenty-five (25) of the current members shall constitute a quorum for the transaction of business. However, should a quorum not be present, a lesser number may adjourn the meeting to some future time, not more than seven (7) calendar days following the date of the meeting originally scheduled. (2018)

Section 11 - Voting. At all meetings of the BoD each member of the BoD shall have one (1) vote. All members of the standing committees of the-BoD shall be entitled to vote in committee.

Section 12 - Removal. The BoD may remove a member of the BoD upon that member's failure to attend three (3) consecutive meetings of the BoD without providing an acceptable reason to the BoD, for conduct inimical to the well-being or interest of the MPA, or for ethical or moral behavior inconsistent with acceptable conduct and prejudicial to the image of the MPA. Such removal must be by a two-thirds vote of those BoD members present at any BoD meeting, provided that written notice to the affected member of the BoD was sent by certified mail - return receipt requested to the last known mailing address at least fourteen (14) calendar days prior to such vote. No member of the BoD may be removed from office except as specified in these Bylaws.

Section 13 - Resignation. Any member of the BoD may resign from office at any time. Such resignation is to be made in writing and delivered either in person or by mail to the President; such resignation will take effect immediately.

Section 14 - Vacancies. Vacancies on the BoD shall be filled by a simple majority vote of the remaining BoD members at a special meeting of the BoD called pursuant to Article III Section 8 of these Bylaws. Any person elected to fill a vacancy shall serve for the unexpired portion of the term and will be eligible to run for office in the regular elections.

Section 15 - Compensation. No member of the BoD shall receive monetary, or other tangible, compensation for serving as a member of the BoD.

## **Article IV     Officers**

Section 1 - Officers and Qualifications. The Officers of the MPA shall be comprised at a minimum of nine (9) officers: President, Vice President, Assistant Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, Editor and Historian. Each Officer must be, or have been a parent of a Meyerhoff Scholar; however, the Historian should be the parent of a graduate. 2018

Section 2 - Election. All Officers of the MPA shall be elected at the annual meeting in accordance with Article III Section 4.

Section 3 - Term of Office. All Officers of the MPA shall hold office in accordance with Article III Section 5.

Section 4 - Removal. Any Officer may be removed either with or without cause by the vote of two-thirds of the members of the BoD at a special meeting of the BoD called for such purpose in accordance with Article III Section 8.

Section 5 - Vacancies. Vacancies in any office shall be filled promptly by the BoD at a special meeting called for that purpose in accordance with Article III Section 14.

Section 6 - Duties. The duties and powers of the Officers of the MPA shall be as follows:

### **President**

The President shall:

- (a) serve as chairperson of the BoD and as an ex officio member of each standing committee of the MPA, and preside at all meetings of the BoD, acting as Parliamentarian and conducting meetings in an efficient manner;
- (b) serve as chairperson of the Executive Committee of the BoD and preside at all meetings of the Executive Committee;
- (c) serve as Executive Committee liaison to the-BoD
- (d) cause to be called regular and special meetings of the BoD in accordance with the requirements of statute and of these Bylaws;
- (e) cause all books, reports, statements, and certifications to be properly kept and filed as required by statute;
- (f) preside at the annual meeting and report on the condition of the business of the MPA at that time;
- (g) attend UMBC functions on behalf of the MPA, when requested;
- (h) appoint, if necessary, an Advisory Board to assist the MPA in accomplishing its mission; and
- (i) enforce these Bylaws and perform all duties incidental to the office and generally supervise and control the business and affairs of the MPA.

## **Vice President**

The Vice President shall:

- (a) during the absence or incapacity of the President perform the duties of the President and, when so acting, have all the powers and be subject to all the responsibilities of the office of President;
- (b) serve as chairperson of the Program Committee of the BoD and preside at all meetings of the Program Committee;
- (c) serve as Program Committee liaison to the BoD;
- (d) be responsible for the effective functioning of all committees and attend committee meetings when possible; and
- (e) perform such duties and functions as the BoD may prescribe.

## **Assistant Vice President**

The Assistant Vice President shall:

- (a) perform all the duties and functions of the President in the event the President and Vice President are absent or incapacitated;
- (b) shall serve on the program committee and lead the coordination and execution of MPA events as identified annually by the BOD

## **Recording Secretary**

The Recording Secretary shall:

- (a) accurately record and transcribe the minutes of the BoD meetings, send the draft minutes to the President no more than one (1) week following the meeting, and send the final minutes to the Corresponding Secretary for distribution to BoD members at least (1) week before the next monthly meeting;
- (b) execute the official minutes of the BoD and the Executive Committee and cause a copy of each to be kept in the official minute book of the MPA;
- (c) notify the President and Vice President well in advance if unable to attend a meeting at which minutes are to be taken in order for an alternate to be appointed for that meeting;
- (d) be the custodial of the corporate records of the MPA; and
- (e) keep at the principal office of the MPA a corporate minute book containing final copies of the following documents of the MPA: official minutes of meetings of the BoD and the Executive Committee, minutes of all standing and ad hoc committee meetings, and all corporate reports filed on behalf of the MPA, as well as a copy of the official Bylaws of the MPA.

## **Corresponding Secretary**

The Corresponding Secretary shall:

- (a) maintain all current contact information for the MPA membership at large and serve as liaison to the Meyerhoff Staff for updated parent and other information;
- (b) keep a record of the members of the BoD of the MPA;
- (c) distribute notices of meetings and all other correspondence to the BoD and the MPA;

- (d) attend to the general corporate correspondence of the MPA and distribute to each member of the BoD at each regular meeting copies of all communications received and issued;
- (e) notify all members of the BoD, i.e., Officers, Cohort Representatives and each committee member of their election, appointment or assignment;
- (f) file all corporate reports as required by statute in a timely manner, and see to it that all applicable certifications of the MPA are filed and kept current; and
- (g) attest to the signatures of the President and the Vice President on all agreements, documents, instruments, and other papers that require the attention of the MPA, except as otherwise provided by statute and by these Bylaws.

### **Treasurer**

The Treasurer shall:

- (a) cause to be deposited such funds and securities in the name of the MPA in the Operating and Endowment funds or such accounts as the BoD may designate;
- (b) serve as chairperson of the Finance Committee of the BoD and preside at all meetings of the Finance Committee;
- (c) serve as Finance Committee liaison to the BoD.
- (d) be responsible for receiving all payments and donations at MPA events and designate an alternate member of the Finance Committee in the event of absence;
- (e) review the financial affairs of the MPA on a regular basis with the President and, in the event of an audit, provide that information;
- (f) promptly process deposits and disbursement requests as necessary, keep accurate books of account of all MPA business and transactions and, at all reasonable hours, exhibit books and accounts to any member of the BoD upon request;
- (g) render and present a full written report which includes a listing of expenditures, a current balance sheet, and an income statement of the MPA at each regular meeting of the BoD and at such other times as shall be required and present a copy of completed audit of the most recently ended fiscal year of the MPA to each member of the BoD within fifteen (15) calendar days of the completion of such audit;
- (h) ensure the safeguarding of the assets of the MPA through appropriate controls;
- (i) maintain all financial books of the MPA within the State of Maryland or its environs;
- (j) give such bond if required by the BoD as shall be determined appropriate for the faithful performance of his/her duties, and make recommendations to the BoD as to who else should be bonded; and
- (k) further perform all duties incident to the office of Treasurer of the MPA.

### **Assistant Treasurer**

The Assistant Treasurer shall:

- (a) serve on the Finance committee and assist the Treasurer with all the duties of the said office;
- (b) shall perform all duties of the Treasurer during the absence or incapacitation.

### **Editor**

The Editor shall:

- (a) perform all the duties and functions necessary to prepare the MPA newsletter

- (b) coordinate articles to be written by volunteer parents;
- (c) work with parents and scholars office staff to include photographs
- (d) prepare and distribute at least two (2) issues per year; submitted to the BoD for review
- (e) submit to Corresponding Secretary for distribution upon approval by the President

## **Historian**

The Historian shall:

- (a) serve as the alumni liaison to the BoD and shall provide a historical perspective at MPA meetings for sake of continuity;
- (b) serve as chairperson of the Nominating Committee of the BoD and preside at all meetings of the Nominating Committee;
- (c) serve as Nominating Committee liaison to the BoD;
- (d) chair an ad hoc committee to review Bylaws and standing rules annually; and
- (e) maintain a record book of completed reports and lessons learned from each MPA event coordinator, and provide applicable copies to new event coordinators.

## **Article V. Cohort Representatives**

Section 1 - Cohort Representatives and Qualifications. Cohort Representatives shall be parents of Meyerhoff Scholars and represent the cohorts of their individual scholars, for current scholars, or all alumni cohorts for alumni scholars.

Section 2 - Election. All Cohort Representatives shall be elected at the annual meeting in accordance with Article III Section 4.

Section 3 - Term of Office . Cohort Representatives hold office in accordance with Article III Section 5.

Section 4 - Removal. Any Cohort Representative may be removed either with or without cause by the vote of two-thirds of the members of the BoD at a special meeting of the BoD called for such purpose in accordance with Article III Section 8

Section 5 - Vacancies. Vacancies shall be filled promptly by the BoD at a special meeting called for that purpose in accordance with Article III Section 14.

Section 6 - Duties

Cohort Representatives shall:

- (a) actively participate in the monthly meetings of the MPA BoD;
- (b) establish a communication network among the parents in their cohort;
- (c) chair one program event per year and solicit the support of the parents in their cohort in order to coordinate and execute a successful event; and
- (d) serve as committee members for the standing and ad hoc committees of the MPA.

## **Article VI. Committees**

Section 1 - Standing Committees. The standing committees of the BoD shall be: the Executive Committee, the Program Committee, the Finance Committee, and the Nominating Committee.

Section 2 - General. Each standing committee shall consist of at least three (3) members of the BoD, except as otherwise specified elsewhere in these Bylaws. Any member of the BoD may serve on more than one (1) committee. Members of each standing committee shall be elected or appointed at the first BoD meeting following the Annual MPA meeting. Committee members shall serve for a term of one (1) year. Vacancies on each standing committee shall be filled by appointment by the President.

A simple majority of the members of each standing committee, or ad hoc committee, shall constitute a quorum for the transaction of the business of the committee. Written minutes shall be kept of all committee meetings and shall be filed with the Recording Secretary in a timely manner.

Section 3 - Functions of Standing Committees.

### **Executive Committee**

The Executive Committee shall:

- (a) consist of the Officers of the MPA, to-wit: the President, the Vice President, the Recording Secretary, the Corresponding Secretary, the Treasurer, and the Historian.
- (b) hold meetings at the call of the President or any two other members of the Executive Committee.
- (c) discuss issues and suggest actions to the BoD. The authority of the Executive Committee shall be subordinate to the authority of the BoD. At no time and under no circumstances shall action by the Executive Committee be construed to constitute action by the full BoD.
- (d) also conduct long-range planning on behalf of the MPA and shall recommend to the full BoD any fiscal and property resources that will be needed by the MPA for the effective management and delivery of its services over the next two (2) years.

### **Nominating Committee**

The Nominating Committee shall:

- (a) hold meetings at the call of the Historian or any two other members of the Nominating Committee.
- (b) analyze the composition of the BoD consider the eligibility of candidates for membership on the BoD, and present a slate of Officers for vacancies occurring on the BoD at least two (2) weeks prior to the annual meeting.
- (c) comply with the letter and intent of all existing statutes and not discriminate in nominating persons for membership on the BoD on the basis of race, color, sex, age, sexual preference, religion, disability, national origin or citizenship status.
- (d) respect the cultural and gender diversity of all peoples and shall seek to ensure that the membership on the BoD truly reflects the cultural diversity of the community which the MPA serves.



- (e) consider persons who are of legal age and whose interests include the broad comprehensive and/or definitive multi-faceted compatible concerns addressed by the MPA as eligible to be members of the BoD.

### **Finance Committee**

The Finance Committee shall:

- (a) hold meetings at the call of the Treasurer or any two other members of the Finance Committee.
- (b) direct the financial affairs of the MPA and the preparation and submission of the annual budget by the President to the BoD for approval and have oversight of that portion of the endowment fund to which the MPA has contributed or solicited funds.
- (c) also set goals and strategize with the BoD to maintain and increase annual MPA income.

### **Program Committee**

The Program Committee shall:

- (a) shall hold meetings at the call of the Vice President or any two other members of the Program Committee.
- (b) shall establish the MPA's program for the delivery of its services with advice and consent from the Meyerhoff Staff and assist and advise the BoD in the planning and delivery of such services when and where appropriate.
- (c) also conduct long-range program planning on behalf of the MPA and recommend to the Finance Committee those budget resources that will be needed by the MPA for the effective delivery of its program services over the next two (2) years.

### **Additional Committees**

The BoD may by resolution create additional standing committees and alter or terminate such committees as warranted. The President may appoint ad hoc committees of the BoD as deemed necessary and appropriate.

### **Article VII. Fiscal Year Designation**

The fiscal year of the MPA shall be the same as that of UMBC and shall be based on the academic year, commencing on July 1 and end on June 30.

### **Article VIII. Office Location**

The principal office of the MPA shall be located on the campus of UMBC.

### **Article IX. Amendments**

These Bylaws may be altered, amended, repealed, or revised by the affirmative vote of two-thirds of the total number of members of the general body of the MPA attending a special meeting called for such purpose, provided that notice of such meeting is given pursuant to Article III Section 8 of these Bylaws, or at the Annual meeting called in accordance with Article III Section 9.

**Article X. Waiver of Notice**

Whenever, under the provision of these Bylaws or of any statute, a member of the BoD is entitled to notice of any regular or special meeting or of any action to be taken by the MPA, such meeting may be held or such action may be taken without giving such notice provided that every member of the BoD entitled to such notice waives in writing the requirements of these Bylaws with respect thereto.

**Article XI. Nondiscriminatory Policy**

The MPA shall not discriminate in the provision of its program services, on the basis of race, color, sex, age, sexual orientation, religion, disability, national origin or citizenship status. Furthermore, the MPA shall in all its practices respect the cultural and gender diversity of all peoples.