



Constitution and By-Laws

APPROVED March 1976
LAST AMENDED
November 1995
November 2008
November 2009

Article I -- NAME

This corporation has been incorporated as the Minnesota Nonpublic School Accrediting Association, Inc. and for the purposes of this set of By-Laws shall be described as the Accrediting Association.

Article II -- OFFICERS AND DIRECTORS

The management and administration of the affairs of the Accrediting Association shall be by a Board of Directors. The Board of Directors shall consist of no fewer than eight (8) members and no more than twelve (12) persons. The elected members of the Board of Directors shall be chosen by vote of the full members at the annual meeting.

The Board of Directors of the corporation shall include the following:

- (A) Up to seven (7) elected representatives from elementary schools
- (B) Up to two (2) elected representatives from secondary schools
- (C) Up to three (3) appointed associate members

Associate members are persons who are in agreement with the objectives and function of the Accrediting Association, who possess expertise in one or more areas relating to the accrediting of non-public schools, and who are willing to serve on the Board of Directors. Associate directors are appointed by elected members of the board to serve at the discretion of the board.

Nominations and elections

Each fall, the nominating/governance committee of the Board of Directors determines the slate of candidates for the November annual meeting election based on nominations received from the field and the needs of the organization. Diversity in geographic location and affiliation should also be considered.

The Board of Directors may fill any vacancy occurring on the Board of Directors for the remainder of the unexpired term.

There shall be a President, Vice-President, and Secretary-Treasurer elected by the Board of Directors. The officers of the Board of Directors shall be chosen by a vote of the Board of Directors after the election of the Board of Directors. All officers shall serve for one year.

The term of each member of the Board of Directors shall be for three years. Terms shall be staggered.

Any officer or director may be removed for cause at a meeting of the Board of Directors by unanimous vote of those voting on the question of removal, except the person whose removal is being considered. No officer or director shall be removed unless notice of the meeting at which such removal is to be considered states such purpose.

There shall be no compensation by the corporation to any of the corporate officers other than reimbursement to them for expenses incurred by and on behalf of the corporation.

There shall be an Executive Director chosen by the Board of Directors to carry out the business affairs of MNSAA. The Executive Director shall be given a job description and shall be accountable to the Board of Directors.

Article III – POWERS AND DUTIES OF OFFICERS AND BOARD OF DIRECTORS

The Board of Directors shall have exclusive control and management of all property and funds of the corporation, from whatever source derived, and shall constitute the governing body of the corporation with full power and authority to designate that power and to carry out the objectives and purposes of the corporation as set forth in the Articles of Incorporation, these By-Laws, and the laws of the State of Minnesota.

The duties and privileges of the offices of President and Vice-President, Secretary-Treasurer shall be those as are normally subscribed to such duties and shall be as assigned to them from time to time by the Board of Directors or their designated persons of authority.

In the absence of a Board of Directors meeting the President shall have the obligation and privilege of assigning various functions of the corporation to the officers of the corporation.

The Board of Directors is specifically authorized to establish an Executive Committee. The Executive Committee shall consist of at least the three officers of the MNSAA, viz., the President, Vice-President, and Secretary-Treasurer. The Executive Committee may employ and determine the expenses of five additional committee members from the MNSAA Board of Directors to conduct the ordinary business affairs of the Accrediting Association.

The Board of Directors is specifically authorized to establish an Evaluation Committee which shall consist of the officers of MNSAA and as many of the full members as shall be deemed necessary to examine and evaluate the Annual Reports submitted by schools desiring to become members of the Accrediting Association, and to be responsible for visitations.

The Board of Directors is specifically authorized to establish a Nominating Committee who will present to the full membership at the annual fall meeting a slate of a Board of Directors. The Nominating Committee shall adhere to the operational code, established by the Board of Directors.

The Board of Directors is specifically authorized to promulgate qualifications, definitions, rules and regulations governing membership and accreditation in the Accrediting Association.

Article IV – FUNDS

All monies belonging to the corporation shall be deposited to the credit of the corporation in such banks, trust companies, other depositories as the Board of Directors may designate.

The funds received by the corporation from whatever source shall be kept in general accounts on the books of the Treasurer and may be dispersed by the Board of Directors for any purpose reasonably suited to the purposes of the corporation.

Disbursement of funds of the corporation shall be made by check drawn by the Treasurer or Executive Director pursuant to procedures to be set forth and proscribed by resolution of the Board of Directors.

Article V – MEMBERSHIP

There shall be two categories of membership: Full membership and associate membership (as defined in Article II). Full members only shall have voting power, and each shall have only one vote.

Each nonpublic school accredited by the MNSAA and in good standing as established by the Board of Directors shall have one full membership in MNSAA.

Members with conditions on their accreditation status shall not lose their membership in the Accrediting Association or voting privileges.

Article VI – DUES

The Board of Directors shall establish the annual membership dues and fees for full members and associate members.

Article VII – STOCK

There shall be no stock issued or designated by the organization.

Article VIII – MEETINGS

It shall not be necessary to hold regular pre-appointed or scheduled meetings of the corporation except the Annual Meeting required by law. Meetings may be called upon ten (10) days written notice by twenty-five percent (25%) of the full membership or any three members of the Board of Directors or any two members of the Executive Committee.

The order or procedure at any given meeting shall be informal but in the event of conflict the procedures as prescribed in Robert's Rules of Order shall pertain.

In order to constitute a quorum for official business of the corporation, it shall be necessary to have a majority of the Board of Directors or the full membership, as the case may be, present and voting.

The Annual Meeting shall be held during the fall of each calendar year.

Article IX – DISSOLUTION

At such time as the Accrediting Association shall be dissolved by action of its Board or otherwise, the assets of the corporation shall be distributed pursuant to the resolutions of the governing body of the corporation of Minnesota law as the case may be.

Article X – AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended by two-thirds (2/3) of the full membership who are present and voting at a meeting called for such purpose. Notice of such purpose of the meeting shall be given at least ten (10) days prior in writing to the full membership.

These By-Laws of the Accrediting Association were reviewed, adopted and ratified by the first Board of Directors, as set forth and designated in the Articles of Incorporation on the 11th day of March 1976.