

REVISED BYLAWS

METROPOLITAN EDUCATION COMMISSION

TRANSCRIBED FROM ORIGINAL FORM AUGUST 23, 2024

ADOPTED AUGUST 29, 2024

ARTICLE I: NAME

The name of the corporation shall be the Metropolitan Education Commission. All hereinafter stated references to the corporation shall be made using the term "the Commission". The Commission's principal office shall be located in Tucson, Arizona.

ARTICLE II: PURPOSES

The Commission, a non-profit corporation, has been formed by the City of Tucson and Pima County as a joint Commission for educational and advocacy purposes. The Commission's primary tasks will be to identify issues upon which to act; determine appropriate actions it may take that would enhance the community's education standards; coordinate the efforts of the Commission with other educational entities within the community; articulate and advocate on behalf of the educational interests of the citizens of Metropolitan Tucson and Pima County, Arizona.

The Commission shall also endeavor to inform its audiences and constituencies on matters of educational importance by engaging in research, publication, and other dissemination of information, and serving as a clearinghouse for innovative and otherwise pertinent educational data, ideas, methodologies, and programs.

ARTICLE III: MEMBERSHIP

The Commission shall include appointments and members as defined by the Board of Supervisors and the Mayor and Council resolutions.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Powers. Subject to the provisions of the laws of the state of Arizona governing non-profit corporations, the activities and affairs of the Commission shall be managed and all

powers will be exercised by or under the direction of the Board of Directors. The Board of Directors shall comprise the officers of the Commission and may delegate the management of the day-to-day operation of the business of the Commission to an Executive Director, committee (however composed), or other person or persons, provided that the activities and affairs of the Commission shall be managed and all powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2: Number of Directors. The authorized number of directors of the Commission shall not be less than five. There shall be no maximum limit on the number of directors.

Section 3: Composition of the Board of Directors. As a minimum, the Board of Directors shall consist of a chairperson, vice-chairperson, immediate past chairperson, secretary, and treasurer.

Section 4: Qualification of Directors. Each director shall be a member in good standing of the Metropolitan Education Commission and a resident of Pima County.

Section 5: Executive Director. The primary Executive Officer for the Commission will be the Executive Director. The Executive Director will be selected and hired by and serve at the pleasure of the Commission. The Executive Director is responsible for supervising and controlling all the business affairs of the Commission, subject to the policies set by the Board of Directors and/or the Commission.

Section 6: Vacancies of Office. A vacancy in the Board of Directors shall be deemed to exist on the occurrence of any of the following:

- Resignation or death of any director.
- The Board of Directors shall declare a vacancy in the office of a director who has failed to meet the required regular meeting attendance criteria, as hereinafter stated, for a total of four (4) unexcused absences from meetings of the Board of Directors in any one fiscal year.
- Removal for non-performance of duties or for other causes as determined by the Board of Directors and ratified by the membership of the Commission.

In the event such a vacancy, or cause therefore, occurs, the Executive Director shall notify the Board of Directors and request that the Board appoint a replacement director subject to ratification of the Commission as a whole. Any director may resign at any time by giving written notice to the Chairperson of the Board. Such resignation shall take effect on the date of receipt of said notice.

Section 7: Annual Meeting. The Board of Directors shall hold an Annual Meeting in May of each year. This meeting may be held concurrent with or immediately preceding or following a regular Commission Meeting. The Annual Meeting will be held for the purpose of electing or appointing directors, officers, and committee chairs who will serve the Commission for the ensuing year and to transact other business appropriate to the Annual Meeting.

Section 8: Other Commission Meetings. Ten regular Commission meetings will be held throughout the year at the call of the Chairperson. The Board of Directors shall meet, at the call of the Chairperson or the majority of the Board, as frequently as Commission business requires. Committee and/or sub-committee meetings shall be called at the discretion of the chair of the committee or subcommittee as frequently as is required to conduct that body's work.

Section 9: Special Meetings. Special meetings of the Board of Directors may be called for any purpose and at any time by the Chairperson, the majority of the Board, or by any one-fifth of the membership of the Commission.

Section 10: Place of Meetings. All meetings of the Commission as a whole, the Board of Directors, or any committee or subcommittee shall be held at a place and time designated by the leadership of that body.

Section 11: Notice of Meetings. The Executive Director shall give or cause to be given notice of the time, place, and business to be transacted at all Regular and Special meetings of the Board of Directors and written notice for all Regular, Annual, and Special meetings of the full Commission. Public meeting notices must be posted 24 hours in advance with either the City Clerk or the Clerk of the Board.

Notice of Regular, Annual, and Special meetings of the Commission shall be given at least seven (7) days in advance of the meeting. Agendas of regular meetings of the Commission or the Board of Directors shall be given seven (7) days in advance of the meeting.

Section 12: Action at a Meeting: Quorum and Required Vote. The presence of the majority of Directors then in office at a meeting of the Board of Directors constitutes a quorum for the transaction of business. The same would apply to the number of Commissioners then in office at a general meeting of the entire Commission. Or, if the requested amendment to the City and County resolutions regarding the quorum requirement is approved, the following shall apply: "At a meeting of the Executive Board or the full Commission, one-third (1/3) of the members then in office constitutes a quorum for the transaction of business." Every act done or decision made by a majority of the Directors or Commissioners present at a meeting duly held and where a quorum is present shall be regarded as an act of the Board of Directors or the Commission. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors or Commissioners if any action taken is approved by at least a majority of the quorum for such a meeting.

Section 13: Open Meetings. All meetings and activities of the Metropolitan Education Commission shall be open to the public.

Section 14: Parliamentary Authority. The parliamentary authority of the Board of Directors shall be derived from Robert's Rules of Order, newly revised, as applicable.

Section 15: Compensation of Directors and Commissioners. Directors and commissioners shall receive no compensation for their services but may receive reasonable reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors. The Executive

Director, the office secretary, and other persons, as authorized and needed, shall be paid for their services in a manner and at a rate of scale determined by the Board of Directors and ratified by the Commission as a whole.

ARTICLE V: OFFICERS

Section 1: Officers. All officers elected or appointed by the Commission shall serve in dual roles as officers of the Commission as a whole and as officers of the Board of Directors.

As a minimum, the officers of the Commission and the Board of Directors shall consist of the Chairperson, Vice Chairperson, Immediate Past Chairperson, Secretary, and Treasurer. The Board of Directors may elect or appoint such other officers as the activities of the Commission may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time direct.

Section 2: Election and Term of Office. Officers of the Commission shall be elected or appointed by a majority vote of their fellow commissioners at the Annual Meeting. In the event an Annual Meeting is not held, officers may be elected or appointed at any duly held Commission meeting.

The term of office for any officer of the Commission and/or Board of Directors shall not exceed one (1) year. Every officer shall hold office from the date elected or appointed to the date of the next duly held meeting wherein the following year's officers are appointed or elected to replace them, except in the event wherein the term of office is interrupted by death, incapacitation, resignation, or removal from office.

Section 3: Duties of the Chairperson or Designee. The duties of the Board/Commission Chairperson or Designee shall be:

- To preside at Board/Commission meetings and ensure that all meetings are conducted in compliance with these Bylaws and any subsequent resolutions that may be relevant.
- To ensure that standing and other committees required to conduct the business of the Commission are established, staffed, chaired, and that they accomplish their assigned tasks efficiently and expeditiously.
- To serve, or designate a Commission member to serve, as ex-officio member of all committees except for any Nominating Committee.
- To assume full responsibility for the commission pursuing its objectives and goals.
- To act as spokesperson for the Commission.
- To execute in the name of the commission all financial and other official documents.
- To have the power to perform such other duties as the Board of Directors deems necessary.

Section 4: Duties of the Vice Chairperson. The duties of the Vice Chairperson shall be:

- To assume the powers and discharge the duties of the Chairperson in the event of the latter's absence or disability.
- To act in an advisory and consultative capacity to the Chairperson and to perform such other duties as may be assigned by the Chairperson.

Section 5: Duties of the Immediate Past Chairperson. The duties of the Immediate Past Chairperson shall be:

- To act in an advisory and consultative capacity.
- To assure continuity from one administration to another.
- To perform such other duties as may be assigned by the Chairperson.

Section 6: Duties of the Secretary. The Secretary shall be responsible for the following duties with the support of the Executive Director and/or the Commission staff:

- To record all meetings of the Board of Directors and the total Commission.
- To produce written minutes of all meetings of the Board of Directors and of the total Commission in accordance with the Open Meeting Law.
- To maintain permanent files at the commission offices of all written transcripts or other records of the proceedings of all Board of Directors and full commission meetings.
- To give, or cause to be given, notice of all meetings where such notice is required by the Open Meeting Law.
- To produce the annual report of the commission's activities for the year as required by the City and the County.

Section 7: Duties of the Treasurer. The Treasurer shall be responsible for the following duties with the support of the Executive Director and/or the Commission staff:

- To recommend the selection of an accounting firm and an audit firm.
- To maintain correct and adequate business accounts of the commission.
- To provide a monthly accounting to the Board of Directors or the full Commission of all financial transactions of the commission.
- To accomplish an annual audit of all commission financial transactions by a disinterested, yet fully qualified third party.
- To perform such other duties as may, from time to time, be prescribed by the Board of Directors or a majority of the membership of the total Commission.
- To produce the annual report of audit of the Commission's financial activities for the year.

ARTICLE VI: COMMISSIONERS

Section 1: General Membership. Membership of the Metropolitan Education Commission shall consist of the number of members deemed necessary by the Board of Supervisors and Mayor and Council to ensure the Commission fulfills its responsibilities to the citizenry of this community as well as the educational establishment that serves its people.

Section 2: Conditions and Terms of Commission Service. Appointment of the membership of the Commission must always reflect an equitable representation of the community. Every effort must be made to ensure the achievement of fair and equitable representation of the agencies within this metropolitan area which are concerned with education and educational services for our citizenry. The term of the members of the Commission appointed by the Chairperson of the Pima County Board of Supervisors shall be contiguous with the Chairperson's term of office. The terms of the members of the Commission appointed by the Mayor and Council shall be for four (4) years. The terms of the remaining members shall be three years.

Section 3: Designated Membership. Membership is defined by Mayor and Council and Board of Supervisors resolutions.

Section 4: Vacancies. 1. Vacancies on the commission shall be filled by appointment in the same manner in which members are initially appointed as outlined in the City and County resolutions establishing the Commission; 2. Appointment to a vacated position shall be for the unexpired portion of the term; 3. Appointments to fill vacancies caused by expiration of terms shall be filled no more than ninety (90) days after notification.

Section 5: Removal. A member of the Commission who misses four (4) consecutive meetings for any reason or who fails to attend for any reason at least forty percent (40%) of the meetings called in a calendar year shall be dropped from the Commission automatically, or in the case of appointees of Pima County or the City of Tucson, in accordance with written directives regarding joint Board, Committee, and Commission appointments as established by the individual governing bodies.

Section 6: Voting Rights. Under no circumstances may a Commission member delegate his or her voting rights to any other person.

ARTICLE VII: COMMITTEES

Section 1: General. The execution of all programs and projections adopted by or assigned to the Metropolitan Education Commission shall, in most instances, be accomplished by working committees.

Section 2: Organization of Committees. The Board of Directors shall establish and disband committees and subcommittees as required to accomplish the work of the commission.

Section 3: Committee Structure. The number of committees to be organized, their functions, and staffing shall be at the discretion of the Board of Directors, with one standing committee being a youth committee.

Section 4: Committee Membership. Appointment to committee membership shall, as nearly as possible, conform to the service preferences of the individual Commission member; however,

the needs of the commission, as a whole, will take precedence over individual preferences. Each member of the commission shall be assigned membership to and be actively involved in at least one Commission committee.

Section 5: Committee Leadership. Chairs of each committee will be appointed by the Commission Chair or the Board of Directors or may be elected or appointed by the membership of the committee. Organization of the committee, creation of sub-committees, and the tasking of its members shall be the responsibility of the committee chair who will be ultimately responsible to the Commission Chairperson and the Board of Directors for the accomplishment of tasks assigned to the committee/sub-committee.

ARTICLE VIII: AFFILIATIONS AND ASSOCIATIONS

Section 1: General. The Metropolitan Education Commission may, from time to time, affiliate or become associated with other organizations targeted on advocating and promoting excellence in education and/or issues critical to the educational establishment, children, youth, or other citizens of this community, so long as such relationships provide a clearly discernible benefit to the Commission in accomplishing its goals and missions.

ARTICLE IX: REPORTS

Section 1: Annual Report. The Executive Director shall prepare the annual reports for the city and county.

Section 2: Annual Report of Audit. Within one hundred twenty (120) days of the close of each fiscal year the Executive Director shall present the annual audit to the Board of Directors for approval.

Section 3: Other Reports. The Executive Director and the Board of Directors will be responsible for the preparation and timely submission of all other reports required of the Commission by governmental law or regulation.

ARTICLE X: MAINTENANCE AND INSPECTION OF COMMISSION RECORDS

Maintenance of the Commission records will be in accordance with the laws governing public records.

ARTICLE XI: FISCAL YEAR

The Metropolitan Education Commission's fiscal year will extend from the first (1st) day of July through the thirtieth (30th) day of June of the following year.

ARTICLE XII: AMENDMENTS

These Bylaws may be adopted, amended, or repealed at any duly held meeting by a two-thirds vote of the total membership of the Commission. Such action is authorized only if written notice setting forth the proposed Bylaw revisions, with an explanation thereof, is provided at least seven (7) days prior to such meeting.