

Amended March 30, 2010

## Bylaws

# *MISSISSIPPI SOCIETY OF ASSOCIATION EXECUTIVES*

### Article I

#### NAME

The name of this organization shall be Mississippi Society of Association Executives.

### Article II

#### PURPOSES

The purpose of this Association will be:

Section 1. To provide the means for exchanging experiences and opinions through discussion and study of all the aspects and functions of an association and its management.

Section 2. To broaden and increase public understanding of the importance of associations in the local economy as well as the American economy.

Section 3. To promote the purposes and effectiveness of associations by demonstrating that their aims are in the public interest.

Section 4. To cooperate with other local and regional groups of association executives as well as maintaining close liaison with American Society of Association Executives.

Section 5. To undertake any other functions consistent with these Bylaws which will further advance the usefulness of this Association to its members.

### Article III

#### LIMITATIONS

The Society shall not take any position on such issues as may fall within the purview of members' associations.

### Article IV

#### *DEFINITIONS*

Section 1. The term “association” as used in these Bylaws, will include such organizations as are established to perform, upon a mutual basis, an industrial, professional, non-profit or trade function for the purpose of promoting and protecting the respective industry, profession, or trade represented.

Section 2. “Executive” membership of this Association will be primarily composed of the chief association executives, and other association staff members that devote a major part of their professional time to association responsibilities.

Section 3. “Associate” membership shall consist of individuals, or employees or owners of companies who provide goods and/or support services to Associations.

Section 4. The fiscal year of the Association shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December each year.

## Article V MEMBERSHIP AND DUES

Section 1. Annual Dues. The Board of Directors shall establish annual dues for all classes of membership. The Association shall invoice each member for the dues for the succeeding year beginning in November of each year. No member who has failed to pay dues shall be entitled to vote in any annual meeting, regularly scheduled meeting, or special meeting of the Association, or to serve as an officer or director, until such dues are paid. Expulsion from membership shall be the sole remedy for the nonpayment of dues. The Board of Directors may drop any member who is delinquent for payment of dues as of February first.

Section 2. Qualified applicants shall be elected to membership upon: making written application; and (b) approval by the Board of Directors.

Section 3. Members resigning will be responsible for payment of the current year’s dues unless such resignation is received within thirty (30) days following the annual date the dues are payable.

Section 4. Change of employment resulting in lack of qualifications for members will automatically result in termination of membership status at the close of the fiscal year.

Section 5. Membership status may be terminated by the Board of Directors for violation of generally accepted business ethics. Membership in question must be advised of such violation and given reasonable opportunity to respond or appeal to the Board of Directors.

## Article VI BOARD OF DIRECTORS

Section 1. The government and management of the funds, properties, and affairs of the Association will reside in the Board of Directors. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President, four other executive members, and four associate members. The Board of Directors shall be elected by the membership at the annual meeting.

Section 2. The members of the Board of Directors shall serve for a term of two years or until their successors have been elected and assume office. Newly elected officers will take office January 1 each year.

Section 3. Nominations. There shall be a Nominating Committee consisting of five (5) members including the Chair. The Immediate Past President shall serve as Chair. In the event of the unavailability of the Immediate Past President to serve, the Chair of the Nominating Committee shall be appointed by the President from the membership. The President shall appoint the Four (4) members of the Nominating Committee. Each member of the Nominating Committee shall serve a one-year (1) term. The Nominating Committee shall recommend a slate of candidates for Board of Director's positions at least thirty days (30) prior to the annual meeting. Such candidates shall have been adequately vetted to ensure that they are members in good standing of MSAE and are willing to serve. Nominations shall also be accepted during the Annual Membership Meeting.

The President shall have served on the Board of Directors.

Section 4. Term Stagers.

The President, Secretary, two Executive Member Directors and two Associate Member Directors shall be elected in even numbered years at the annual meeting. The Vice-President, Treasurer, two Executive Member Directors and two Associate Member Directors shall be elected in odd numbered years at the annual meeting. (the terms are outlined in Article VII, Section 1.)

Section 5.. Vacancies. Vacancies on the Board of Directors may be filled by a majority vote of the Board. Unexcused absences of any Board member from three (3) consecutive meetings of the Board of Directors shall immediately create a vacancy.

Section 6. Quorum. At all meetings of the Board of Directors, seven (7) members, including the President or Vice President, shall constitute a quorum.

## Article VII OFFICERS

Section 1. The members of the Association will bi-annually elect a President, Vice President and Secretary and Treasurer to serve for two years or until their successors have been elected and assume office.

Section 2. Elections will be held at the Annual Membership Meeting of the Association. Those nominees receiving the majority vote of those voting members present will be declared elected. Board members shall serve a term of two years (unless they are filling an unexpired term).

## Article VIII VOTING

Each Member is allowed one vote. Action taken by the Association will be a majority vote of the voting membership present, except as otherwise provided in these Bylaws.

## Article IX MEETINGS

Section 1. Meetings will be held at such time and place as determined by the majority of the Board of Directors.

Section 2. Notices shall be sent ten days in advance of business meetings.

Section 3. Twenty percent (20%) of members in good standing shall constitute a quorum to transact business of the Association at any duly called membership meeting.

Section 4. *Robert's Rules of Order* will govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order of this Association.

## Article X COMMITTEES

The President shall appoint Finance, Membership, and Convention Committees and may appoint such ad hoc committees as the programs, goals or objectives of the Association require. The President shall be an ex-officio member of all committees; however, the President shall have no vote on committee business.

## Article XI AMENDMENT

These Bylaws may be amended or repealed at any meeting of the Association by a two-thirds vote of the required quorum as defined in Article IX, provided proposed changes are submitted to each Member by the Association at least ten (10) days prior to the meeting at which changes are to be considered.

## Article XII DISSOLUTION

On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors. These funds and other assets shall be distributed according to the laws of the State of Mississippi.