

Amended October 9, 2019

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 and state 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. Industry Partners 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 1st day of January and end on the 31st 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 April first.

Section 2. Qualified applicants shall be those who meet criteria for membership set forth.

Section 3. Members resigning may transfer membership to another employee of that association. Dues will not be refunded.

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. Member 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 following Officers: President, President-Elect, Secretary, Treasurer, Immediate Past President, Directors: four other executive members, and four industry partners. The Board of Directors shall be elected by the membership at an annual meeting.

Section 2. Officers will serve a one-year term but are eligible for another one-year term. The Directors shall serve for staggered terms of two years or until their successors have been elected and assume office. Newly elected officers and directors 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 may 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 an Annual Membership Meeting.

The President and President Elect shall have served on the Board of Directors.

Section 4. Term Stagers.

Two Executive Member Directors and two Industry Partner Directors shall be elected in each year to serve a two-year term. Subsequently, two Executive Member Directors and two Industry Partner Directors the following year to serve a two-year term, therefore establishing staggered terms for the Directors of the Board

Section 5.. Vacancies. Vacancies on the Board of Directors may be filled by a majority vote of the Board. An Officer or Director may be removed from the board following absences from three (3) consecutive meetings of the Board of Directors which shall immediately create a vacancy.

Section 6. Quorum. At all meetings of the Board of Directors, a majority of members, including the President or President Elect shall constitute a quorum.

Article VII OFFICERS

Section 1. The members of the Association will annually elect a President, President Elect, Secretary, and Treasurer to serve for one year or until their successors have been elected and assume office.

Section 2. Elections will be held at a regularly called Membership Meeting of the Association. Those nominees receiving the majority vote of those voting members present will be declared elected.

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.