

Revised 12/2023

MISSOURI SOCIETY OF ASSOCIATION EXECUTIVES

Bylaws

ARTICLE I – NAME

**Section 1. NAME:** The name of this association shall be the MISSOURI SOCIETY OF ASSOCIATION EXECUTIVES hereinafter referred to as MSAE.

ARTICLE II – MISSION

**Section 1. MISSION:** The mission of MSAE is to promote and support excellence and professionalism among association staff and to work diligently to increase the effectiveness, the image, and the impact of associations as they serve their members and society.

**Section 2. FISCAL YEAR:** The fiscal year shall be the calendar year, unless otherwise designated by the Board of Directors.

**Section 3. ORGANIZATION:** MSAE is organized as a not-for-profit, tax exempt organization under section 501(c) (6) of the Internal Revenue Code. The activities of MSAE shall not be transacted and carried on for profit.

**Section 4. LIMITATIONS:** The MSAE, its Board of Directors, and its Committees shall refrain from taking any position or from expressing any opinion on such questions as clearly fall solely within the purview of the individual trade and professional associations.

ARTICLE III – DEFINITIONS

**Section 1. TRADE ASSOCIATION:** The term "trade association", shall mean a national, regional, state or local voluntary membership organization which have members and are established to promote and protect the interests of particular manufacturing industries, particular distributing trades, and particular service trades, the members of which are business organizations.

**Section 2. PROFESSIONAL ASSOCIATION:** The term "professional association" shall mean a national, regional, state or local voluntary membership organization which have members and are established to promote and protect the interests of the profession represented by such association, and specifically, an association representing members of a common profession whose members derive their incomes from the practice of said profession. The requirement that the organization be voluntary shall not exclude representatives of such organizations as an integrated state bar association or other professional society with a licensing function. However, it is not intended to include such organizations as political or labor groups.

**Section 3. OTHER ASSOCIATION:** The term "other association", as determined by the Board of Directors and as used in these Bylaws, shall mean an organization representing educational, philanthropic, service, technical, business and governmental organizations.

**Section 4. CHIEF EXECUTIVE OFFICER (CEO):** The term “Chief Executive Officer (CEO)” as used in these By-Laws shall mean a salaried individual, or individual engaged in multiple association management, whose primary responsibility is to implement the management goals set by that officer's organization's board of directors.

**Section 5. REGULAR MEMBER:** A “regular member” as used in these Bylaws shall mean those individuals employed by the association who implements the management goals set by their Board of Directors.

#### **ARTICLE IV - MEMBERSHIP**

**Section 1. REGULAR (VOTING) MEMBERSHIP:** Regular Membership with voting rights shall be limited to those persons that meet the requirements in Article III, Section 5.

#### **Section 2. NON-VOTING MEMBERS**

**A. INDUSTRY PARTNER MEMBERSHIP:** Industry Partner Membership shall be available to any person representing a firm or corporation engaged in selling products or services to members of MSAE; persons employed as meeting planners by governmental agencies and educational institutions; individuals in salaried positions working less than fifty (50) percent in association duties; lawyers, certified public accountants, and other members of learned professions who provide services to associations; individuals formerly holding Regular Membership who no longer qualify for such membership. Policies governing the participation of Industry Partner Members shall be determined by the Board of Directors. An Industry Partner Member may serve as a voting member of the Board of Directors if nominated and elected. Industry Partner Members may serve on committees, including the Executive Committee.

**B. EMERITUS MEMBERSHIP:** Emeritus Membership may be bestowed by the Board of Directors upon those members who have retired from association management and have been an active member of MSAE for at least five (5) years or a member of an allied society of American Society of Association Executives for at least fifteen (15) years. Emeritus members will enjoy all privileges except voting and holding office.

**Section 3. APPLICATION FOR MEMBERSHIP:** All applicants for membership must submit a completed membership application for MSAE. Acceptance for membership shall be based solely on the criteria set forth in Article III.

**Section 4. MEMBERSHIP LIMITATION:** Membership in MSAE shall be limited to individuals and is not transferable, with the exception of Industry Partner Membership as outlined in Article IV, Section 2.

#### **ARTICLE V – DUES**

**Section 1. ESTABLISHMENT OF DUES:** Dues for all classes of membership shall be established by the Board of Directors.

**Section 2. DELINQUENCY AND CANCELLATION:** Any member of the MSAE who shall be delinquent in dues for a period of sixty (60) days from the time the dues come due, shall be notified of such delinquency and suspended from further services. If payment of dues is not made within the next succeeding thirty days the delinquent member shall be notified that they are being dropped from the rolls and thereupon forfeit all rights and privileges of membership.

## **ARTICLE VI – MEETINGS**

**Section 1. ANNUAL MEETING:** The annual meeting of the MSAE shall be held immediately prior to or immediately after the beginning of the fiscal year at a time, place, and manner to be designated by the Board of Directors.

**Section 2. REGULAR MEETINGS:** Regular meetings of the MSAE may be called by the Board of Directors at any time at such time, place, and manner as approved by the Board of Directors.

**Section 3. NOTICE OF MEETINGS:** A notice of any meeting of the MSAE shall be sent by mail or electronically to the membership not less than ten nor more than sixty days before the date of the meeting.

**Section 4. QUORUM:** The transaction of business and elections shall be by majority vote of the members of MSAE present and voting at the annual meeting.

**Section 5. RULES OF ORDER:** At all meetings, including meetings of the Board of Directors, the current edition Robert's Rules of Order shall govern.

## **ARTICLE VII - OFFICERS**

**Section 1. PRESIDENT:** The President shall serve as President of the Board of Directors; appoint three Vice Presidents to serve as Vice President of Membership, Vice President of Community/Public Relations and Vice President of Education/Programs; appoint such committees and make recommendations that in his/her judgment are necessary to carry out the purposes and functions of the organization; serve as liaison to the American Society of Association Executives, and perform such other duties as are assigned by the Board of Directors.

**Section 2. PRESIDENT-ELECT:** The President-Elect shall automatically assume the office of President at the next annual meeting following his/her election or at any time the President becomes unable to fulfill the remainder of his/her term. In the absence of the President, the President-Elect shall preside.

**Section 3. SECRETARY –TREASURER:** The Secretary-Treasurer shall monitor the list of members, monitor accounts of all monies received and expended; make disbursements authorized by the Board of Directors; make a report at the annual meeting and when called upon by the President; make an accurate record of business transacted at any meeting of the Board of Directors or any meeting of the MSAE; make recommendations to the President that in his/her judgment are necessary to carry out the purposes and functions of the organization; and perform such other duties as are assigned by the Board of Directors.

**Section 4. NOMINATIONS:** At least thirty days prior to the annual meeting, the Nominating Committee, consisting of the Immediate Past President, who shall serve as Chairman, the current President, the President-Elect and a voting member at large (appointed by the current President) shall recommend at the Annual Meeting to the membership one nomination for each of the required offices and directorships of the MSAE as provided in these by-laws. Such recommendation shall not preclude nominations from the floor at the annual meeting.

**Section 5. ELECTIONS:** Elections of officers and directors shall be held at the annual meeting of the MSAE. Only regular voting members present at the annual meeting shall be entitled to vote.

**Section 6. TERMS OF OFFICE:** An elected officer shall assume office at the end of the annual meeting and serve a term of one year or until his/her successor is duly elected and assumes office.

## **ARTICLE VIII VICE-PRESIDENTS**

**Section 1. VICE-PRESIDENT FOR MEMBERSHIP:** The Vice-President for Membership as appointed by the President, shall compile and update as necessary a membership directory distributed to all members; maintain and furnish name badges to all members at any regular meeting or social functions of the association as deemed necessary; make recommendations to the President on any action he/she deems necessary to recruit additional members and perform such other duties as are assigned by the President.

**Section 2. VICE-PRESIDENT FOR COMMUNITY/PUBLIC RELATIONS:** The Vice-President for Community/Public Relations, as appointed by the President, shall promote the association's image and mission through public relations efforts in the local community and statewide, make recommendations to the President regarding events and programs that, in their judgment, are necessary to carry out the purposes and functions of the organization, and perform such other duties as are assigned by the President.

**Section 3. VICE-PRESIDENT FOR EDUCATION/PROGRAMS:** The Vice-President for Education/Programs, as appointed by the President, arrange and supervise a Certified Association Executive (CAE) and Certified Meeting Planner (CMP) study group when, in his/her judgment, sufficient interest is shown by members; assist all CAE and CMP candidates and current CAEs and CMP's in verification of appropriate experiences and credits necessary to obtain and maintain the status as CAE's or CMP's; make recommendations to the President regarding educational activities, special events and programs that, in his/her judgment, are necessary to carry out the purposes and functions of the organization and perform such other duties as are assigned by the President.

## **ARTICLE IX – EXECUTIVE DIRECTOR**

**Section 1. APPOINTMENT OF EXECUTIVE DIRECTOR:** The Board of Directors may contract with an Executive Director or a management company.

**Section 2. DUTIES OF EXECUTIVE DIRECTOR:** The Executive Director shall be responsible for the Association's administrative operations, projects and programs. The Executive Director shall edit the reports and publications of the Association, and shall prepare the programs for all general meetings of the Association. The Executive Director shall have charge of the records and accounts of the Association in accordance with the budget as approved by the Board of Directors, and shall prepare an annual budget of revenues and expenditures for consideration and approval by the Board. The Executive Director shall deposit all funds received by the Association in such banks, financial institutions and guaranteed securities prescribed by the Board to the account or in the name of the Missouri Society of Association Executives. The Executive Director shall have active charge of the affairs of the Association subject to the general managerial and executive supervision of the Board.

## **ARTICLE X - BOARD OF DIRECTORS**

**Section 1. AUTHORITY:** The government and management of the funds, properties, and affairs of the MSAE shall be vested in a Board of Directors.

**Section 2. COMPOSITION:** The Board of Directors shall consist of the President, the President-Elect, the Secretary-Treasurer, the Vice President for Membership, the Vice President for Community/Public Relations, the Vice President for Education/Programs, the Immediate Past President, and four additional regular voting members, two of whom are elected in even years each to serve a two year term and two of whom are elected in odd years each to serve a two year term and two Industry Partner members who shall serve a staggered two year term, which will be elected in alternating years.

**Section 3. QUORUM:** At all meetings of the Board of Directors, seven members shall constitute a quorum for the transaction of any business. Any such business thus transacted shall be valid providing it is affirmatively passed by a majority of those present.

**Section 4. VACANCIES:** A vacancy in the office of President-Elect, Secretary-Treasurer or Board of Directors shall be filled by the Board. The person chosen by the Board of Directors shall serve at the discretion of the Board of Directors until the next annual meeting.

**Section 5. INDUSTRY PARTNER MEMBER:** In addition to the Directors described in Sections 1 through 6 of this Article, Industry Partner Members shall be represented on the Board of Directors by two individuals in a voting capacity. These individuals shall be elected by the Industry Partner Members and shall be and remain qualified as an Industry Partner Member. The President shall appoint a Nominating Committee of three Industry Partner Members to recommend to the Industry Partner Members individuals for these positions. The manner of the election shall be at the discretion of the Industry Partner Nominating Committee. Such recommendation shall not preclude nominations from the floor at the annual meeting. The persons elected shall serve a two-year term. Each associate member will serve a staggered term to be elected in alternating years with any vacancies filled by the Board of Directors for the remainder of the unexpired term.

## **ARTICLE XI - DISCIPLINE**

**Section 1. TERMINATION:** Members of any classification may be removed for cause from membership by a two-thirds vote of the Board of Directors present at any meeting. For any cause other than nonpayment of dues, a vote of removal shall occur only after the member complained against has been advised of the complaint so lodged and has been given reasonable opportunity for defense.

**Section 2. APPEAL:** The terminated member, if removed, may appeal the decision of the Board at any meeting of the Society, providing that notice of the intent to appeal is provided to the President at least thirty (30) days in advance of the meeting. Only those charges brought by the member's employing association or by a voting MSAE member will be considered.

**Section 3. REINSTATEMENT:** A former member may be reinstated upon showing proof of qualification.

**Section 4. RESIGNATION:** Any member may resign by filing a written resignation with the President, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

## **ARTICLE XII - MISCELLANEOUS**

**Section 1. AUDIT:** An audit or review of the accounts of the MSAE shall at the discretion of the Board of Directors and must be made by either a Certified Public Accountant or by a Committee of members appointed by the Board of Directors. The audit or review report shall be submitted to the Board of Directors.

**Section 2. INDEMNIFICATION:** The Missouri Society of Association Executives shall indemnify each director, officer, employee or agent of the MSAE and that person's legal representatives against all liabilities, expenses, counsel fees and costs incurred by the person in connection with or arising out of any action, suit, or proceeding whether civil, criminal, administrative, or investigative, other than an action by or in the right of the MSAE, in which the person was, is, or is threatened to be made a party by reason of the fact that the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the MSAE and with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

## **ARTICLE XIII - AMENDMENTS**

**Section 1. AMENDMENTS:** The By-Laws may be amended or repealed by a majority vote of a constituted quorum of the members at any regular or annual meeting of the MSAE duly called and regularly held. The notice of such proposed changes shall be sent in writing to the members thirty days before such meeting. Amendments may be proposed by the Board of Directors on its own initiative or upon petition of any twenty-five members addressed to the Board of Directors. All such proposed amendments shall be presented by the Board of Directors to the membership with or without recommendation. Further amendments germane to the subject of the proposed amendment(s) shall be accepted from the floor.

## **ARTICLE XIV - DISSOLUTION OF THE ASSOCIATION**

**Section 1. DISSOLUTION.** Upon the dissolution of the association, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the association, dispose of all the assets of the association exclusively for the purposes of the association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.