

Bylaws of the Maryland Society of Association Executives

Article I. Name

The name of this society shall be the Maryland Society of Association Executives.

Article II. Mission

The Maryland Society of Association Executives is a creative and effective community of committed and respected professionals leading associations into the future.

It shall:

- (1) provide a network for members for personal and business interaction;
- (2) communicate information on association issues;
- (3) provide an avenue of personal growth;
- (4) foster professionalism;
- (5) promote a favorable legislative and regulatory environment for associations; and
- (6) promote a positive public image of associations.

Article III. Membership

Section 1. This society shall have the following membership classifications: association, service supplier, affiliate, retired, and honorary.

Section 2. Association membership shall be available to any individual who spends over 50 percent of his or her time in a managerial, executive, or administrative capacity in a local, state, territorial, national, or international trade, professional, technical, educational, philanthropic, or similar type voluntary membership organization. Individual memberships are portable with the individual.

Section 3. Association/corporate membership shall be available to any organization engaged in those activities described in Section 2. An organization may list the number of individuals determined by the Board of Directors from time to time. Those individuals named on a corporate membership shall be treated as individual members with the same privileges as individual association members. The individual listings are transferable within the organization.

Section 4. Service supplier membership shall be available to any person who represents a firm or corporation providing or offering products or services to organizations of the nature set forth in Section 2 of this Article. Service supplier members shall be entitled to all privileges of membership except that of voting and holding elective office. Service supplier members may serve on all committees except the Nominating Committee and the Budget and Finance Committee. Individual memberships are portable with the individual.

Section 5. Service supplier/corporate membership shall be available to any company engaged in those activities described in Section 4. A company may list the number of individuals determined by the Board of Directors. Those individuals named on a corporate membership are treated as individual members with the same privileges as individual service supplier members. The individual listings are transferable within the company.

Section 6. Affiliate membership shall be available to persons not covered in Sections 2 or 3 of this Article who have a special interest in association management, and also to individuals engaged in association management who devote less than 50 percent of their working time to the association duties. Affiliate members shall not have voting privileges nor hold elective office, but may serve on all committees except the Nominating Committee and the Budget and Finance Committee.

Section 7. Retired membership may be granted by the Board of Directors to any association or service supplier member who has retired from active service in association management or from a business providing products or services to associations. Retired members shall be entitled to all privileges of membership extended to them at the time of retirement except that of voting and holding elective office, Retired association members shall pay 50% of the dues established from time to time for association members, and retired service supplier members shall pay 50% of the dues established from time to time for service supplier members. Requests for retired membership must be submitted to the Board of Directors in writing.

Section 8. Honorary membership may be conferred by the Board of Directors upon persons who have rendered outstanding service to the association field. Honorary members shall have all rights and privileges of members except that they shall be exempt from the payment of dues.

Section 9. Any member who resigns or is removed from membership for non-payment of dues shall forfeit all rights and privileges in the affairs and/or property of this society and shall remain liable for any dues or other charges due and owing at the time membership is terminated.

Article IV. Dues

Section 1. Membership dues shall be established by the Board of Directors. The membership year shall coincide with the fiscal year. New members joining after January 1 shall pay one-half annual dues for the remainder of the membership year.

Section 2. Members shall be removed from membership for failure to pay dues within 90 days of the date of billing, except that the Board of Directors may upon the written request of a member; waive this provision in recognition of hardship or other special circumstance.

Article V. Finance

Section I. The fiscal year of this society shall be July 1 to June 30.

Section 2. The Board of Directors shall adopt a budget each year before the next fiscal year of this society. If the Board of Directors fails to adopt the budget in advance of the fiscal year, the level of expenditures are frozen at the level of the previous budget until a new budget is adopted.

Section 3. The accounts of this society shall be examined not less than once a year and a written report provided to the Board of Directors. The examination may be done by the Budget and Finance Committee or a public accountant who shall be appointed by the President with the approval of the Board of Directors.

Article VI. Meetings

Section 1. This society shall hold an annual meeting each year on a date determined by the Board of Directors, and may hold such other meetings from time to time as may be deemed appropriate by the Board. Ten members who are eligible to vote shall constitute a quorum for the transaction of business at any meeting.

Section 2. At least ten (10) days written notice shall be given to members prior to each meeting.

Article VII. Officers and Directors

Section 1. The officers of this society shall be a president, a president-elect, a secretary, and a treasurer.

Section 2. The officers of this society, except the president, shall be elected at the annual meeting from among the voting members of this society and shall hold office for one year or until their successors are chosen and qualified.

Section 3. The president shall be the chief elected officer of this society and shall preside at all meetings of this society, the Board of Directors, and the Executive Committee.

Section 4. The President-elect shall succeed to the office of president at the end of the annual meeting following his/her election. The president-elect shall perform such duties as are assigned by the president and shall perform the duties of the president in the event the president is unable to serve.

Section 5. The secretary shall be responsible for sending notices required by these bylaws and maintaining the minutes of all business meetings of this society, the Board of Directors, and the Executive Committee.

Sect/on 6. The treasurer shall be responsible for maintaining membership and financial records, sending dues statements, and collecting dues receipts owed this society and paying bills owed by this society In accordance with the annual budget.

Section 7. In case of death, resignation or other disability of any officer other than president or president-elect, a successor shall be chosen for the un-expired term by the Board of Directors. In the case of a vacancy in the office of the president, the president-elect shall become president. A vacancy in the office of president-elect shall be filled by election at the next meeting of the membership provided that written notice of the vacancy and election has been mailed to the membership ten days prior to the meeting.

Article VIII. Board of Directors

Section I. The governing body of this Society shall be the Board of Directors. It shall actively pursue the mission of this society and shall have supervision, control and direction of the affairs of this society, its committees and publications.

Section 2. The Board of Directors shall consist of the officers of this society, the immediate past president, and four directors.

Section 3. Two directors shall be elected annually from among the voting members of this society at the same time and in the same manner as officers and shall serve a two-year term. No Individual may serve more than two full terms consecutively as a director. However, a member may serve additional terms as director if one year has elapsed after having served two consecutive full terms as director.

Section 4. In the case of death, resignation, or other disability of a director, the president, with concurrence of a majority of the Board of Directors, shall appoint a voting member to fill such vacancy and that member shall serve until the next annual meeting of this society at which time the members shall elect a director.

Section 5. Meetings of the Board of Directors may be called by the president and shall be called upon the request of three members of the Board of Directors submitted in writing to the secretary. Written notice of all meetings shall be sent to each Board of Directors member at least ten days prior to the meeting.

Section 6. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 7. In exceptional circumstances as determined by the president, meetings of the Board of Directors may be held by telephone conference call.

Section 8. The Board of Directors may vote by mailed ballot provided that all members of the Board of Directors consent to the procedure of a mailed ballot. In the case of a mailed ballot, a majority of the entire Board of Directors must vote in favor of the issue presented in order for it to be approved.

Section 9. If an officer or director misses two consecutive meetings of the Board of Directors without prior notification to the president or executive director, or if an officer or director fails to attend all meetings of the Board of Directors for one year, his/her office or position shall be declared vacant and shall be filled in accordance with these bylaws.

Article IX. Executive Committee

Section 1. There shall be an Executive Committee composed of the officers of this society and the immediate past president.

Section 2. The Executive Committee shall be responsible for the day-to-day operations of this society in accord with policies established by the Board of Directors and may perform such other duties as delegated by the Board of Directors.

Section 3. A majority of the members of the Executive Committee shall constitute a quorum.

Section 4. Meetings of the Executive Committee may be called by the president and shall be called on the written request submitted by three members of the Executive Committee to the secretary.

Article X. Management

Section 1. The Board of Directors is empowered to retain an executive director who shall assume such duties as may be assigned by the President and/or Board of Directors including those of assisting the Secretary or Treasurer.

Article XI. Voting and Elections

Section 1. Unless otherwise provided, any election or other matter voted on by the membership shall be decided by a majority of those members eligible to vote who are present and voting.

Section 2. The slate of nominees submitted by the Nominating Committee shall be mailed to all voting members at least ten days prior to the annual meeting together with notice that nominations may be made from the floor at the meeting. Nominations from the floor must be submitted to the secretary in writing signed by five voting members. No member may be nominated without his/her consent.

Section 3. Proxy Voting: There shall be no proxy voting.

Article XII. Committees

Section 1. Unless otherwise stated in these bylaws, the president shall appoint the members and chairpersons of all standing committees of this society within one month of assuming office. All committees shall have at least three members, and the president and president-elect shall be members of all committees except the Nominating Committee.

Section 2. The Budget and Finance Committee shall review the finances of this society, make recommendations regarding the management of the financial assets of this society to the Board of Directors, and prepare the annual budget. The treasurer shall be chairperson.

Section 3. The Membership Committee shall develop and implement, with the approval of the Board of Directors, plans and programs designed to recruit new members to this society and to retain current members.

Section 4. The Nominating Committee shall be composed of the most immediate past president available to serve who shall be chairman and two voting members appointed by the president with the approval of the Board of Directors. It shall present to the secretary at least 45 days before the annual meeting the names of one or more candidates for each office or position to be filled at the meeting.

Section 5. The Program Committee shall develop and present programs of educational value to the members of this society In accordance with the mission of this society.

Section 6. The President, with the approval of the Board of Directors, shall establish such other committees or task forces as are deemed necessary and shall appoint committee chairs consistent with these bylaws and the policies of this society.

Article XIII. Dissolution

Section 1. This society shall use its funds only to accomplish the mission and purposes specified in these bylaws and no part of said funds shall inure, or be distributed, to the members of this society. On dissolution of this society, any funds remaining shall be distributed to one or more regularly operated organizations exempt under section 501 (c) of the Internal Revenue Code, to be selected by the Board of Directors.

Article XIV. Indemnification

This society shall indemnify and hold harmless to the fullest extent of the law as provided in Maryland code of corporations and associations 2-418, as amended from time to time, any and all of Its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such

action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article XV. Amendments

Section 1. These bylaws may be amended by a two-thirds vote of the voting members present and voting at any meeting of this society, provided that notice of any proposed amendments have been sent in writing to the members thirty days before such meeting.

Section 2. Amendments to these bylaws may be proposed by the Board of Directors or by written statement submitted to the secretary by twenty-five voting members. All such proposed amendments shall be presented to the membership.

Article XVI. Parliamentary Procedure

The governance of this society shall be by those procedures as spelled out in “Robert's Rules of Order Newly Revised”

Bylaws amended May 1998.