

# **Bylaws of the Michigan Society of Association Executives**

## **Article I Membership**

1.1 Membership Eligibility: Membership is comprised of persons supportive of MSAE's purposes as defined in its Articles of Incorporation with rights and privileges as provided in these bylaws and policies of the Board of Directors.

1.2 Regular Membership: A person whose dues are current and meets the criteria for one of the following classes of regular membership

- Association Chief Staff Executive (CSO). Serves as the top administrative and executive officer of a membership-based not-for-profit association or association management company.
- Association Professional. Serves in an executive, non-CSO role of a membership-based not-for-profit association or association management company and may have strategic, management, administrative or program responsibilities.
- Industry Supplier/Consultant Executive. Serves as the top paid administrative and executive officer of a company that provides products or services to membership-based not-for-profit associations.

1.3 Associate Membership: A person whose dues are current and meets the criteria for one of the following classes of associate membership

- Non-executive Association or Association Management Company Staff. Handles internal administrative or programmatic matters of a membership-based not-for-profit association.
- Non-executive Industry Supplier/Consultant Staff. Handles internal administrative or programmatic matters of a company that provides products or services to membership-based not-for-profit associations.
- Student. Enrolled in a two- or four-year institution of higher education pursuing a degree or certificate in a field related to association management or operations.

1.4 Honorary Membership: A person so designated by the Board of Directors for long-term meritorious service to the Society.

1.5 Regular members shall have voting rights. Associate members and Honorary members do not have voting rights.

1.6 Removal: A member may be expelled from membership under rules adopted by the Board of Directors that are reasonable, germane to the society's purposes and equally enforced to all members after the member has been advised of the complaint and has been given reasonable opportunity to respond.

1.7 Reinstatement: An expelled member may be reinstated by the Board of Directors.

## **Article II - RULES OF ORDER**

The rules contained in the current edition of ROBERT'S RULES OF ORDER shall govern the conduct of the Society in meetings.

### **Article III Meetings and Voting of the Members**

3.1 Annual Business Meeting: The Annual Business Meeting of the membership shall be held to conduct any business that may come before the meeting as determined by the Board of Directors. The meeting may be held during the society's annual conference or at a time and place determined by the Board of Directors. The Chair of the Board of Directors shall preside at the annual business meeting and shall determine the order of business.

3.2 Other Business: The Treasurer shall present a report on the society's financial position whenever asked by the Board of Directors or the President. Other matters to be brought before the membership by a regular member must be presented to the Chair of the Board no less than twenty (20) days before the meeting and approved by the Board of Directors.

3.3 Special Meetings: A special meeting of the membership may be called by the Board of Directors at any time, or shall be called within three (3) months by the Chair of the Board upon receipt of a written request by no fewer than twenty-five (25) Regular members at a time and place determined by the Board of Directors. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

3.4 Notice of Meetings: Written notice of any business meeting of the membership shall be delivered to each Regular member by mail, electronic transmission, or any other reasonable means authorized by the Michigan Nonprofit Corporation Act, not less than thirty (30) nor more than sixty (60) days before the date of the meeting.

3.5 Election of Board of Directors: Members of the Board of Directors shall be elected by a single slate either during the Annual Business Meeting or, if approved by the Board of Directors, by any other process consistent with the laws of the State of Michigan. The voting process shall be established and administered by the Board in accordance with these Bylaws and the Society's Board policies and procedures.

3.6 Quorum of Members: At an Annual Business or special meeting of members, a quorum shall consist of a minimum of 15 Regular members present in person or via teleconference, video conference, or any other such technology in accordance with the Michigan Nonprofit Corporation Act. All actions taken by said members shall be implemented by the Board of Directors.

3.7 Voting at Meetings of the Membership: Members may vote by voice, ballot, mail, electronic transmission, or any means that is convenient and complies with the Michigan Nonprofit Corporation Act and implemented pursuant to Board policy. A Regular member shall have one (1) vote on all matters voted upon by the Regular members.

Any voting procedure determined by the Board shall remain in effect until changed by the Board. The effective date of any change in voting procedure must be made at least thirty (30) days before announcement of the Board slate for the next regular election.

3.8 Voting by Ballot. Any action that the members are required or permitted to take at an annual or special meeting, including the election of directors, may be taken without a meeting if the Society provides a ballot to each member that is entitled to vote on the action in the manner provided in the Michigan Nonprofit Corporation Act for providing notice of meetings of members.

The ballot provided to members shall meet all of the following:

- (a) Set forth each proposed action.
- (b) Provide an opportunity for the members to vote for or against each proposed action.
- (c) Specify a time by which the Society must receive a ballot in order to be counted as a vote of the member. The time specified shall be not less than 20 or more than 90 days after the date the Society provides the ballot to the members.

#### Article IV Governance

4.1 Board of Directors: The Board of Directors shall consist of no less than ~~nine (9)~~ twelve 12 and no more than ~~twelve-fifteen (1215)~~ Directors elected from the Regular membership.

4.1.a Eligibility: Any Regular member in good standing may be nominated for the Board of Directors by a Regular member or the Board.

4.1.b. Authority and Responsibility: The society's governing body shall be the Board of Directors. The Board of Directors shall manage or direct the Society's business and affairs through adopting policies regarding its own governance, desired outcome, fiduciary oversight, and programs and services. The Board shall have sole responsibility to interpret these Bylaws.

The Board shall delegate authority to the Society's President as necessary and convenient for the efficient management and administration of the Society's business and affairs and shall establish a system to monitor the President's compliance with Board policies.

The Board shall determine the Society's fiscal year and annually adopt and periodically amend a budget to allocate the Society's financial resources to achieve desired outcomes and shall establish dues for various membership classes.

4.1.c Nominations: The Board shall present to the membership a slate of candidates, which shall include at least one for each seat on the Board that is due to expire no later than 45 days before the Annual Business Meeting.

4.1.d Term of Office: Elected Directors in undesignated seats shall serve three-year staggered terms or until successors have been elected and assume office. Directors within designated seats shall serve in two-year and one-year terms, respectively, as indicated below. The term of the Chair-Elect, Chair, and Immediate Past-Chair will each be one year, with a three-year progression through the positions as listed above. Board terms begin immediately following the Annual Business Meeting. Board terms expire upon the resignation, death or disability of a director or when their successor director has been elected.

4.1.e Re-election: Directors in undesignated seats may be re-elected; however, no Director shall serve for more than two (2) full consecutive terms until at least one (1) year has elapsed between terms, and after one (1) year has lapsed they shall be eligible for two (2) more terms

with the exception of the person elected by the Board to the role of Chair-Elect. If elected anytime within their second term, that person shall serve the full three-year progression.

4.1.f Vacancies: Any vacancy occurring among the elected Directors between Annual Business Meetings of the Membership may be filled by the Board of Directors or left vacant so long as the number of Directors remains as stated in section 4.1 above. A director so appointed to fill a vacancy shall serve the unexpired term of his or her predecessor.

4.4.g Designated Board Seats: Three seats on the board are designated as follows: (1) regular member representing a convention and visitors bureau, one (1) regular member representing an association management company and one (1) regular member representing an industry partner. Terms of office for Directors filling designated board seats are as follows: convention and visitors bureau, two (2) years; association management company, two (2) years; and industry partner, one (1) year. Designated board seats are limited to a single term. In the event that a Director within a designated board seat is elected to an office, their term of office and limits shall be as defined in 4.1.d Term of Office and 4.3.e Term Limits.

#### 4.2 Board of Director Meetings:

4.2.a Board Organization Meeting: Following the Society's annual member business meeting, the Board of Directors shall convene a Board meeting to elect Board officers except the Chair, confirm and/ or appoint committee memberships and committee chairs, establish its regular meeting scheduled for the ensuing year and any other business that may come before the Board.

4.2.b Meetings of the Board: Regular meetings of the Board of Directors shall be held no less than two (2) times during the Society's fiscal year at such time and place as the Board may prescribe. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the date of the meeting.

4.2.c Special Meetings: Special meetings of the Board may be called by the Chair of the Board, or at the request of any six (6) elected Directors, by notice to each member of the Board of Directors not less than seventy-two (72) hours before the meeting is to be convened.

4.2.d Board Quorum: A majority of the members of the Board elected and serving shall constitute a quorum for the transaction of business.

4.2.e Absence: Any Director who shall have been absent without excuse by the Chair from two (2) consecutive regular meetings of the Board during a single fiscal year is automatically expelled from the Board without further action as of the date of the second meeting at which they were absent.

4.2.f Action by Unanimous Written Consent: The Board may act by unanimous written consent without a formal meeting if all of the members of the Board send written consent by email or other similar means within 96 hours of a written motion.

4.2.g Removal: The Board of Directors may seek to remove for cause any Director by two-thirds affirmative vote at any regular or special meeting and the process by which to do so will follow the current Michigan Nonprofit Corporations Act.

### 4.3 Board Officers

Composition: The Board officers shall consist of the Chair, the Chair-Elect, the Secretary, and the Treasurer. The duties of each officer shall be:

4.3.a Chair: The Chair is the chief elected officer and shall develop a proposed agenda for and preside at meetings of the Board of Directors and the Executive Committee. The Chair automatically succeeds to the office of the Immediate Past Chair of the Board following the annual business meeting after their year as Chair. The Chair shall serve as an ex officio member of all committees and task forces except the Leadership Identification Committee and the Finance Committee. The Chair shall appoint, subject to confirmation by the Board of Directors, committee and task force chairs except for the Finance Committee, whose chair shall be the Treasurer and the Leadership Identification Committee whose chair shall be the Immediate Past Chair.

4.3.b Chair-Elect: The Chair-Elect performs the duties of Chair of the Board when that Officer is unable to serve due to absence or any other duties assigned to the Chair-Elect by the Chair or the Board. The Chair-Elect also serves as a member of the Finance Committee. The Chair-Elect automatically succeeds to the office of Chair of the Board following the annual business meeting or in the event of a vacancy in that office.

4.3.c Treasurer: The Treasurer is the principal elected financial Officer, shall be a signatory on all the financial accounts, and serves as Chair of the Finance Committee. The Treasurer shall report the Society's financial position to the Board of Directors and at the Annual Business Meeting.

4.3.d Secretary: The Secretary shall oversee the proper recording of proceedings of meetings of the membership, the Board of Directors, and the Executive Committee and proper custody of all society vital records. Administration of the Secretary duties may be delegated by the Board to the chief staff executive.

4.3.e Term Limits: Officers may only serve in the Chair progression once during their term. The Secretary and Treasurer shall serve a one (1) year term but may not serve more than three (3) consecutive one-year terms. Board officers will serve until their resignation, death, disability or until their successor assumes office.

4.3.f Officer Vacancy: Vacancies in an officer position shall be filled by a majority vote of the Board of Directors for the remainder of the applicable term.

4.3.g Removal: Officers may be removed by the Board of Directors for cause, following notification to the officer of the Board's intention thirty (30) days prior to the Board action.

### 4.4 Chief Staff Executive

4.4.a Appointment: The Board of Directors shall appoint/ hire a chief staff executive to serve at the Board of Director's pleasure. The Board of Directors may enter into a contract with the chief staff executive specifying compensation and terms of employment.

4.4.b Authority and Responsibility: The chief staff executive shall be an unelected officer of the Corporation and serve as its resident agent. The chief staff executive shall manage and direct

the Society's business and affairs subject to the policies of the Board of Directors and in accordance with any employment contract between the chief staff executive and the Society. The chief staff executive shall supervise and have general charge of the operations of the organization and shall assist the Board of Directors in carrying out the policies, programs, orders, and resolutions of the Board. The chief staff executive reports to the Board of Directors and shall attend all business meetings of the members as well as Board and Executive Committee meetings unless the Board or Executive Committee votes by a 2/3 majority to go into executive session. The chief staff executive may attend or appoint a representative to attend meetings of standing and special committees and task forces. The chief staff executive's work performance shall be reviewed as indicated in any employment contract and the Board policies and procedures.

#### 4.5 Committees

The Leadership Identification Committee, the Executive Committee, and the Finance Committee shall be standing committees. Standing committees shall meet at least once each year.

4.5.a Leadership Identification Committee: The Leadership Identification Committee shall be chaired by the immediate Past Chair and have at least two Directors and two at-large members. The Leadership Identification Committee is responsible for identifying candidates for open Board of Director seats. A quorum for the Leadership Identification Committee shall be three (3) Members. The members of the Leadership Identification Committee shall be appointed by the Immediate Past Chair.

4.5.b Executive Committee: The Chair of the Board shall preside over the Executive Committee which shall be comprised of the Chair, the Chair-Elect, the Secretary, and the Treasurer. The Executive Committee shall have the limited authority, as described herein, to act in between Board meetings. This authority is limited to business that requires immediate action or where it is impractical or detrimental to the Society's best interest to postpone action until the next scheduled Board meeting or a special Board meeting. The Executive Committee shall not have authority to alter a decision of the Board of Directors or act on matters specifically reserved to the Board by these bylaws. Actions of the Executive Committee shall be reported to the Board of Directors within three days of the executive committee meeting. A quorum for the Executive Committee shall be three (3) Members. Any action taken by the Executive Committee must be approved by a quorum of the Executive Committee. The Executive Committee may take action by unanimous written consent.

4.5.c Finance Committee: The Finance Committee shall be chaired by the Treasurer and include as its member at least the Chair-Elect. The Finance Committee shall annually recommend to the Board of Directors a budget for the ensuing year. The Finance Committee may from time to time recommend to the Board of Directors amendments to the current fiscal year budget. The Finance Committee shall recommend to the Board of Directors a qualified person or firm to conduct an annual review or audit of the society's financial records. A quorum for the Finance Committee shall be two (2) members. The members of the Finance Committee shall be appointed by the Treasurer.

4.5.d Other Committees and Task Forces: The Board of Directors may from time to time establish other committees or task forces to carry out the Board's work, with members and chairs appointed by the Chair of the Board unless overridden by a two-thirds vote of the Board. The Board Chair shall be an ex officio member of committees and task forces, excluding disciplinary committees. Committees and task forces shall be established and shall convene in accordance with the Board policies and procedures in effect at the time.

## **Article VI Indemnification**

Each person who is a director, officer, employee, volunteer, agent or member of any committee of MSAE may be indemnified by MSAE to the fullest extent to which MSAE has the power to indemnify such persons pursuant to the corporation laws of the State of Michigan as they may be in effect from time to time. MSAE may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification to any employee or agent of MSAE under the laws of the State of Michigan as they may be in effect from time to time. In the event any legal claim against MSAE, a director, officer, member of a committee, employee, volunteer, or agent is covered by any liability insurance or any other insurance, then this indemnification policy shall not apply to the extent of the insurance coverage.

## **Article VII Amendments or Repeal**

7.1 Proposing: Amendments to or a repeal of these Bylaws may be proposed by the Board of Directors on its own initiative or upon written petition by fifty (50) Regular members.

7.2 Approval: Amendments to or a repeal of these Bylaws shall be approved by: a majority affirmative vote of the Regular members present or by ballot at any Annual Business Meeting or special meeting of the membership, duly called, provided written notice of proposed changes have been sent to Regular members not less than thirty (30) nor more than sixty (60) days before such meeting; or by a two-thirds affirmative vote of the Board of Directors subject to ratification by a majority of Regular members present at any Annual Business Meeting or special meeting of the membership, or by ballot voting, duly called, provided written notice of proposed changes have been sent to Regular members not less than thirty (30) nor more than sixty (60) days before such meeting or ballot vote or any other method approved by the Board of Directors and allowed by Michigan law.

## **Article VIII Dissolution**

On dissolution of the Society, any assets remaining shall be distributed to one or more regularly organized and qualified not-for-profit organizations, to be selected by the Board of Directors, which are engaged in activities substantially similar to or consistent with those of the Society and which are tax exempt under Section 501(c) of the Internal Revenue Code.

These bylaws were adopted by the general membership at the annual meeting on August 4, 2020.  
[These bylaws were amended by the general membership at the annual meeting on August 3, 2022.](#)

Ara Topouzian 8/3/22  
Chairman of the Board of Directors

Donna Oser, CAE 8/3/22  
President & CEO

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Jean Jernigan, CAE, CMP 8/3/22  
Secretary of the Board