Bylaws

Mid-Atlantic Society of Association Executives

To be Effective January 1, 2010
Revised and Approved June 8, 2010
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Contents

Article I: Name
The name of this organization shall be the Mid-Atlantic Society of Association Executives (MASAE), a not-for-profit organization in the State of New Jersey.

Article II: Objectives
The objectives of this Society shall be to carry out all of the aims and purposes of the organization as described in its Mission Statement and:

1. To provide opportunity for the exchange of experiences and opinions through discussion, study and publications.

2. To promote the profession of association management and educate members and the public in the advancement, improvement and uses of voluntary associations.

3. To encourage the practice of ethical standards among all those serving voluntary, not-for-profit membership organizations, such as trade, professional, educational, philanthropic, service, technical or similar associations or societies.

4. To cooperate with other groups of association executives in a common endeavor to advance association management as a profession.

5. To present awards for outstanding association management accomplishments and for services to business, professions, government, and the public.

6. To conduct and cooperate in courses of study for the benefit of persons desiring to prepare and educate themselves for executive and administrative functions in the association management field; to hold meetings and conferences for the mutual improvement and education of members.

7. To acquire, preserve, and disseminate data and valuable information relative to the functions and accomplishments of voluntary organizations.

8. To promote the purpose and effectiveness of voluntary, not-for-profit membership organizations, such as trade, professional, educational, philanthropic, service, technical or similar associations or societies.

Article III: Membership
Membership in this organization shall consist of: Professional, Associate, Honorary, and Retired Members. Qualifications for membership, as well as admission to, suspension from, and dues for membership in the organization shall be governed by the following statements:

Section 1 Professional Members

Individuals in compensated positions who devote more than 75% of their working time to association management activities of voluntary, not-for-profit membership organizations, such as trade, professional, educational, philanthropic, service, technical or similar associations or societies. Professional Members shall be entitled to vote and hold office in the Society.

Section 2 Associate Members

Any person representing a firm or corporation engaged in selling products or services, other than association management services, to voluntary trade, professional, educational, philanthropic, technical or similar organizations or individuals in compensated positions who devote less than 75% of their working time to association management activities of voluntary, not-for-profit membership organizations. Except for up to two director positions, Associate Members shall not be eligible to hold office

in the Society. Associate Members shall be eligible to vote on issues brought before the general membership. Policies governing the participation of Associate Members may be determined by the Board of Directors.

Section 3 Honorary Members

Honorary membership shall be conferred upon members of the Society at such time and under such terms as the Board of Directors, by a simple majority vote, shall determine. Generally, these privileges are reserved for individuals who, as judged by the Board of Directors, have provided outstanding service to the association management profession and/or the Society over an extended career. Honorary Members shall be entitled to all rights and privileges of Professional Members except that they shall not be entitled to vote on any matters, and they shall not be entitled to hold elected offices in the Society.

Section 4 Retired Members

Any individual who was a Professional Member in good standing for at least ten consecutive years and who retired from employment. Retired Members shall be entitled to all rights and privileges of Professional Members, with the following exceptions: Retired Members shall not be entitled to hold elected offices in the Society or vote on any matters.

Section 5 Admission

Any person who believes he/she is qualified for membership in the Society must submit a completed application for membership to the Society's Headquarters. Upon review and approval of the applicant's qualifications and payment of the appropriate dues amount, the applicant shall be accepted in the Society.

Section 6 Establishment of Dues

Dues for all classes of membership, as well as policies on when and how dues are collected, shall be established by the Board of Directors. The Board of Directors has the ability to waive and/or reduce dues for individuals in some circumstances; to do so, the Board of Directors must be petitioned by the member seeking the waiver or reduction and two-thirds of the Board of Directors must vote affirmatively to waive or reduce the individual's dues for a specific time period. No dues shall be refunded to any member whose membership terminates for any reason.

Section 7 Delinquency, Cancellation and Removal

Any Member of the Society who shall be delinquent in dues for a period of 60 days from the time dues become due shall be notified of such delinquency. If payment of dues is not made within the next succeeding 30 days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by a simple majority vote of the Board of Directors.

Members of any classification may be removed from membership for cause by a two-thirds affirmative vote of the Board of Directors. For any cause other than nonpayment of dues, a vote for 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; and such member, if removed, may appeal from the decision of the Board to the Annual Meeting of the Society, providing that notice of intent to appeal is provided to the President at least thirty (30) days in advance of the meeting. Only those charges brought by a member's employing association or by a voting Society member will be considered.

Section 8 Assessments

The Board of Directors shall have the power to levy assessments and to provide reasonable regulations for their enforcement and collection.

Article IV: Meetings of Members

Section 1 Annual Meetings

The Annual meeting of the Society shall be held at such place and on such dates as may be determined by the Board of Directors.

Section 2 Regular Meetings

Regular meetings of the Society will be held according to a schedule adopted by the Board of Directors.

Section 3 Special Meetings

Special meetings of the Society may be called by the Board of Directors at any time, or shall be called by the President upon receipt of a written request by 20% of the Professional Members, within 30 days after the filing of such a request with the Executive Director. 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.

Section 4 Notice of Meetings

Notice of annual, regular, and special meetings of the Society at which official Society business is to be transacted shall be forwarded to each member on the active roster not less than 10 days before the date of the meeting.

Section 5 Voting

(A) At all meetings of the Society, each Professional and, Associate Member shall have one vote and may take part and vote in person or by proxy. A professional or associate member may vote by proxy and must provide authorization in writing for a proxy vote to act in his or her place by at least one (1) day in advance of the action(s) being voted upon. Except as otherwise noted herein, all voting at meetings may be either written or oral. Unless otherwise specifically provided by the Bylaws, a majority vote of those Professional and Associate Members present and voting shall govern. Proposals to be offered to the members for a vote, except election ballots and business conducted at a special meeting pursuant to Article IV, Section 3 above, shall first be approved by the Board of Directors. To the extent permitted by applicable law, the Board of Directors may determine to conduct any membership vote by mail or electronic mail ballot.

(B) The following voting procedures shall be followed for electronic voting:

i. The Society will furnish notice to all members (voting and non-voting), in advance, setting forth the proposed action for which it is seeking consent of the voting members by email or another electronic vehicle;

ii. The action will not be considered approved unless a majority of the voting members of the Society ratify their acceptance by emailing an appropriate response evidencing such consent or indicating such consent via another electronic vehicle;

iii. The proposed action shall not be deemed effective until at least ten days shall have passed after the giving of the notice under (i) above;

iv. The notice under (i) above must recite that at least ten (10) days must elapse before the action is effective; and

v. After the action is taken, consistent with the preceding steps, the emails or other electronic submission evidencing the requisite consent shall be maintained with the minutes of the proceedings of the Society.

vi. The Society shall have in place necessary security protocols to validate the membership status of anyone submitting an electronic vote and ensure that individuals can only record one electronic vote per action being voted upon.

Section 6 Quorum of Members at Meetings

A quorum of either or both Professional and Associate Members is required to conduct any business at any annual, regular, or special meeting of the Society. At an annual, regular, or special meeting of Society members, a quorum shall consist of at least 10% of those voting Members, either or both Professional and Associate in good standing at the time of said meeting.

Section 7 Cancellation of Meetings

The Board of Directors may cancel any meeting, except for special meetings held pursuant to Article IV, Section 3 above, for cause, (e.g. lack of quorum, insufficient notice to members, etc.).

Section 8 Rules of Order

All meetings and proceedings of this Society shall be regulated and controlled according to Roberts Rules of Order revised for parliamentary procedure, except as may be otherwise provided by these Bylaws or in rules or procedures duly adopted by the Board of Directors.

Article V: Board of Directors

Section 1 Authority and Responsibility

The governing body of this Society shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Society, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives; shall supervise the disbursement of its funds; shall establish the financial policies of the Society and be accountable for Society assets; and shall be responsible for the interpretation of these bylaws. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted delegate certain of its authority and responsibility to the various Officers of the Society.

Section 2 Composition of the Board

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President and no less than 6 Directors elected as herein provided. At least three Directors shall be Chief Staff Executive of their association. Only two persons from one organization whether an association or an association management company may sit as voting members on the Board of Directors. Up to two directors shall serve from the Associate Member Category of Membership.

Section 3 Meetings of the Board

Regular meetings of the Board of Directors shall be held each fiscal year at such times and such places as the Board may prescribe. Special meetings of the Board of Directors may be called by the President at any time and shall be called by the President upon the written request for same by at least four (4) Directors; notice of a special meeting shall be given to all Directors at least twenty-four (24) hours in advance of such meeting.

Section 4 Quorum at Board Meetings

A majority of the Board of Directors elected or appointed for any given year shall constitute a quorum for all Board meetings.

Section 5 Voting at Board Meetings

Voting rights of an Officer or Director shall not be delegated to another or exercised by proxy. Each member of the Board of Directors shall have only one vote, regardless of the number of positions in the Society the member may hold. Voting by electronic mail by Directors is permissible. However, all of the members of the Board of Directors must furnish their written consent to an action for it to be ratified by email.

Section 6 Absences from Board Meetings

Any Officer or Director who shall have been absent from two consecutive regular meetings of the Board of Directors during a single fiscal year shall automatically vacate such office and seat on the Board of Directors and the vacancy shall be filled as provided by these Bylaws; however, the Board of Directors shall consider each absence of an elected Officer or Director as a separate circumstance and may expressly waive such absence by the affirmative vote of the majority of its members.

Section 7 Vacancies and Removal from Board

Any vacancy occurring on the Board of Directors between annual meetings shall be filled by the President of the Society with the consent of a majority of the Board of Directors. An Officer or Director appointed to fill a vacancy shall serve the unexpired term of the person vacating the seat. The Board of Directors may by the affirmative vote of two-thirds of its members remove any Officer or Director for cause or suspend any Officer or Director pending a final determination that cause exists for removal.

Section 8 Executive Committee

The Executive Committee shall be comprised of the President, Vice President, Immediate Past President, Secretary and Treasurer. The Executive Director shall also be a member of the Committee but shall serve without vote. The Chairman of the Executive Committee, who shall be President of this Society, shall serve as presiding Officer of the Executive Committee and shall call meetings throughout the year as deemed necessary in the best interest of the Society. The Executive Committee acts with the authority and responsibility of the Board of Directors between regular meetings of the Board. A majority of the Executive Committee shall constitute a quorum. Each member of the Executive Committee shall have only one vote, regardless of the number of positions in the Society the member may hold. Voting rights on the Executive Committee shall not be delegated to another or exercised by proxy. The affirmative vote of the majority of the Executive Committee shall be necessary to transact business. The Executive Committee shall give a complete report of its activities at each meeting of the Board of Directors.

Article VI: Officers & Directors

Section 1 Officers

The Officers of this Society shall consist of a President, Vice President, Secretary, Treasurer and Immediate Past President. Officers serve a term of one year, which shall be the same as the fiscal year of the Society, or until their successors have been elected and assume office. Each Officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

Section 2 Duties of Officers

The duties of the President, Vice President, Secretary, Treasurer and Immediate Past President shall be such as their titles by general usage would indicate, or as may be assigned to them from time to time, and such as may be required by law. With that limitation of the foregoing powers of the Officers, the following powers and duties are conferred upon the Officers:

A. President: It shall be the duty of the President to preside at all meetings of the Society. He/she shall appoint all committee chairs and be ex-officio member of all active committees of the Society. At the Annual Meeting of the Society and at such other times as deemed proper, the President shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Society. The President shall perform such other duties as are necessarily incident of the office of President or as may be prescribed by the Board of Directors. The President shall ensure there is an annual review of organizational performance and effectiveness; this will include a review of the Executive Director's performance. The President shall be the chief spokesperson for the Society to the public, press, legislative bodies and others. The President shall succeed to the office of Immediate Past President.

B. Vice President: It shall be the duty of the Vice President to preside and act as President in the absence of the President. The Vice President- shall perform such duties as are delegated or assigned by the President or Board of Directors. The Vice President shall assist the President and Committee Chairs on the selection of any Vice Chairs and committee members. The Vice President shall work with the Executive Director to plan the annual leadership retreat/planning meeting for the Board of Directors.

C. Secretary: The Secretary shall oversee the proper recording of proceedings of meetings of the Society, the Board of Directors and the Executive Committee and shall ensure that accurate records are kept of all members. The Secretary shall ensure distribution of minutes to the Board of Directors prior to each Board of Directors meeting. The Secretary shall ensure proper notice of all meetings, elections and other votes are issued to the membership. Such duties of the Secretary as may be specified by the Board of Directors may be delegated to the Executive Director.

D. Treasurer: The Treasurer shall oversee the Society's funds and records, the collection of member dues, and the establishment of proper accounting procedures for the handling of the Society's funds. He/she shall report on the financial condition of the Society at all meetings of the Board of Directors or at other times when directed by the President. The Treasurer shall review monthly expense statements submitted by the Executive Director and shall oversee an audit of the society's funds every three years and compilations in the intervening years. The Treasurer shall serve as Chair of the Finance Committee. Such duties of the Treasurer as may be specified by the Board of Directors may be delegated to the Executive Director.

E. Immediate Past President: The Immediate Past President shall lend historical background and continuity to the Board of Directors and Executive Committee. The Immediate Past President shall chair the Nominating Committee.

Section 3 At-Large Directors

There shall be a minimum of six At-Large Directors of the Society, of which no more than two shall be Associate Members. At-Large Directors may serve a maximum of two consecutive 2-year terms (for a total of 4 years) as At- Large Directors which shall correspond with the fiscal year of the society, at which time they may move into an officer position or retire from the board. At-Large Directors

who have not assumed officer positions, must remain off the board for at least one year before participating as a director again. When possible and practical, only three Directors shall be elected each year to allow for staggered terms.

Section 4 Duties of At-Large Directors

The duties of the At-Large Directors shall be to represent the Members at each Board of Directors meeting, and to assume any responsibilities as may be assigned to them by the President or Board of Directors.

Section 5 Officer and Director Qualifications

Any Professional Member in good standing shall be eligible for nomination and election to any elective office of this Society, except Immediate Past President. The Immediate Past President shall have just completed a term as President; if the Immediate Past President is unable to serve, the previous President may serve. No more than two Associate Members in good standing shall be eligible for nomination and election to a Director position on the Board of Directors.

Article VII: Conduct of Elections

Section 1 Nominating Committee

At least 60 days prior to the end of the fiscal year of the society, a nominating committee shall be appointed by the President. The Policies and Procedures Manual shall outline the makeup and responsibilities of this committee and will include the qualification required to run for office. No member of the Nominating Committee shall stand for election. The Nominating Committee shall place in nomination the name of one eligible member for each Officer and Director position which is vacant or about to expire. Upon acceptance by each candidate, the Nominating Committee shall report such names to the President, who shall ensure all members are notified in writing of the Nominating Committee's selections, and any nominees by petition, at least 45 days prior to the end of the fiscal year of the society.

Section 2 Nomination by Petition

Members not receiving a nomination from the Nominating Committee may run by petition. Such a petition must be filed with the Board of Directors, through the Society's office, at least 45 days prior to the end of the fiscal year of the society and must be signed by at least 25% of the Members in the same membership category as the petitioner.

Section 3 Voting in Elections

If no nominations are made by petition, a voice vote of all Professional Members in attendance at any regular or special meeting convened by the society will be taken to elect those nominated by the Nominating Committee. When there are multiple nominations for a position, a written ballot for the contested position(s) shall be distributed to each Professional Member. Candidates receiving the highest number of votes shall be declared elected. The Board of Directors may determine that Officer and Director elections shall be conducted by mail or in person.

Article VIII: Committees

Section 1 Committees

The President shall appoint sufficient committees for the transaction of the Society's business. The Policies and Procedures Manual shall outline the makeup and responsibilities of these committees. To create, combine or eliminate a committee, a two-thirds affirmative vote of the Board of Directors is required. The Board of Directors shall define the roles of each committee through policy statements. Each committee

shall have a Chair and should have a Vice Chair and members.

Article IX: Finance

Section 1 Finance Committee

There shall be a Finance Committee consisting of the Treasurer and up to four other members appointed by the President two of which shall not be Executive Committee members. The Executive Director shall also be a member of the Committee but shall serve without vote. The Policies and Procedures Manual shall outline the makeup and responsibilities of this committee.

Section 2 Fiscal Year

The Fiscal year of the Society shall be January 1 through December 31.

Section 3 Annual Budget

The Board of Directors shall adopt an annual budget for the Society's upcoming fiscal year at least 14 days prior to the start of the fiscal year.

Section 4 Accounting

The Finance Committee shall make a recommendation to the Board annually as to the level of independent reporting to be required beyond the financial statements prepared by management.

Article X: Staff

Section 1 Executive Director

The Board of Directors may employ or engage staff as may be required to perform the functions necessary to successful operation of the Society. The Chief Staff Executive shall have the title of Executive Director. Terms and conditions of initial employment or engagement shall be specified by the Board. The Executive Committee is delegated the authority to determine the ongoing compensation and other financial arrangements of the Executive Director. Such data will be reported to the Board of Directors.

Section 2 Staff Authority and Responsibility

The Executive Director shall manage and direct all activities of the Society subject to the policies and ultimate control of the Board of Directors. The Executive Director shall employ or engage and may terminate the employment or engagement of members of the staff necessary to carry on the work of the Society and fix their compensation within the approved budget. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall be in the best interest of the Society. The Executive Director shall serve without vote as an ex officio member of all the Society's committees.

Article XI: Indemnification

Section 1 Hold Harmless

To the extent permitted by law, the Society shall indemnify and hold harmless each Officer, Director, Committee Chair, Committee Vice Chair, committee member, and staff member serving the Society from and against any and all such claims and liabilities to which he/she may be or may become subject by reason of his/her being or having been an Officer, Director, Committee Chair, Committee Vice Chair, committee member or staff member of the Association and/or by reason of his/her alleged acts or omissions as such. The Society shall reimburse any current or former Officer, Director, Committee Chair, Committee Vice Chair, committee member or staff member for legal and other expenses reasonably incurred in connection with defending against any such

claims or liabilities provided, however, no indemnification shall be made to or on behalf of an Officer, Director, Committee Chair, Committee Vice Chair, committee member or staff member if a judgment or other final adjudication adverse to the Officer, Director, Committee Chair, Committee Vice Chair, committee member or staff member establishes that his/her acts or omissions (1) were in breach of his/her duty of loyalty to the Society or its members, (2) were not in good faith or involved a knowing violation of law, or (3) resulted in receipt by the Officer, Director, Committee Chair, Committee Vice Chair, committee member or staff member of an improper personal benefit.

Section 2 Liability

No Officer, Director, Committee Chair, Committee Vice Chair, committee member or staff member of the Society shall be personally liable to this Society or to any member of this Society for breach of any duty owed to the Society or its members. However, this provision shall not relieve an Officer, Director, Committee Chair, Committee Vice Chair, committee member or staff member from liability based upon an act of omission (1) in breach of such person's duty of loyalty to the Society or its members, (2) not in good faith or involving a knowing violation of law, or (3) resulting in receipt by such person of an improper personal benefit.

Article XII: Dissolution

The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall be distributed to the Members of this Society. On dissolution of this Society, any funds remaining after payment of, or provision for, all liabilities, shall be distributed pursuant to a plan of distribution consistent with applicable New Jersey law and with the provisions of the U.S. Internal Revenue Code applicable to organizations exempt from taxation under Section 501(c)(6) thereof, which plan has been approved by the Board of Directors and the members of the Society.

Article XIII: Amendments

These Bylaws may be amended or repealed by two-thirds vote of the Professional Members present at any annual meeting of the Society duly called and regularly held, notice of such proposed changes having been sent in writing to members 30 days before such meeting, or by a majority vote of the Professional Members voting by a 30 day mail ballot. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of 10% of the Professional Members addressed to the Board. All such proposed amendments shall be presented by the Board to the membership with or without recommendation.