

BYLAWS of the MAINE SOCIETY OF ASSOCIATION EXECUTIVES

Revised and adopted February 2, 1998

Amended January 20, 2011

Proposed amendments January 2018

Article 1. NAME

The name of the organization shall be “Maine Society of Association Executives” (“MSAE”).

Article 2. PURPOSE

The purpose of this Society shall be to promote the profession of association management and provide a statewide medium for the exchange of experience and opinions, through discussion and study, of:

- (a) The proper objectives, functions and activities of associations;
- (b) The basic principles of association structure;
- (c) The legal aspects of association activity;
- (d) Policies relating to association management;
- (e) Efficient methods, procedures and techniques of association management; and
- (f) The responsibilities and professional standards of association Executives.

Article 3. MEMBERSHIP

*REGULAR VOTING MEMBERS* – The membership in the Association shall be limited to full-time staff personnel engaged in the management of voluntary trade, professional, educational, philanthropic, technical or similar type organizations or to individuals who devote 50% or more of their working time to association management. The requirement that the organization be voluntary shall not exclude representatives of organizations or professional groups with a licensing function; however, it is not intended to include such organizations as cooperative buying or selling groups or strictly political groups. An unemployed Regular Member who is seeking employment as an association Executive may continue to hold Regular Membership for one additional full membership year past the current membership year for which dues payment has been made.

*LIFE AND HONORARY MEMBERSHIP* – Life and Honorary membership without voting rights may be conferred upon members of the association at such time and under such terms as the Executive Committee shall determine.

*ASSOCIATE NON-VOTING MEMBERS* – Associate membership shall be available to any person representing a firm or corporation engaged in selling products or services to members of MSAE or to any person having a special interest in advancing the profession of association management. Policies governing the participation of Associate members in MSAE activities shall be determined by the Board of Directors. An Associate member may serve as a voting member of the Board of Directors if nominated and elected. Associate members may serve on committees other than the Nominating, Executive, or Budget Committee.

#### Article 4. OFFICERS

The officers shall be regular members and consist of a Chair, Vice Chair, a Secretary and a Treasurer, who shall serve until their successors have been duly elected and assume office. The term of office of each officer shall be one year. The officers shall constitute the Executive Committee. The Board of Directors may, by majority vote, appoint any regular member to fill an unexpired term of office of any officer who vacates office.

#### Article 5. BOARD OF DIRECTORS

There shall be a Board of Directors consisting of the elected officers, as set forth in Article 4; three regular members and one associate member elected by the membership at the annual meeting. The Board shall serve as an administrative Board with the Chair serving as chair. Board members shall serve without pay.

A regular meeting of the Board shall be held no less than twice each year at such time and place as the Board may prescribe. Notice of such meetings shall be given to the Directors not less than seven days before the meeting is held. Voting rights of a Board member shall not be delegated to another nor exercised by proxy. Meetings may be held electronically or telephonically. At any meeting of the Board, a majority of the voting members of the Board shall constitute a quorum for the transaction of the business of MSAE, and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present and voting.

#### Article 6. FISCAL YEAR; ANNUAL MEETING; ELECTION OF OFFICERS AND DIRECTORS

The fiscal year shall run from January 1 – December 31. An annual meeting shall be held during the fiscal year, at which time the officers and Directors for the upcoming year shall be elected and other necessary business conducted. At the annual meeting, a quorum shall consist of those regular members present and voting.

Subject to prior approval of the Board of Directors or Executive Committee, MSAE may take a position and express an opinion on issues directly and generally affecting voluntary associations.

#### Article 7. MEETINGS

Membership meetings shall be held at the call of the Chair or upon petition of 10% of the membership. The Secretary shall give notice to the members seven days prior to a meeting. Unless in conflict with these bylaws, all meetings shall be governed by Robert's Rules of Order.

At all business meetings of MSAE each regular member shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these bylaws, a majority vote of those regular members present and voting shall govern.

## Article 8. DUES

The dues payable from each member category in the association shall be set from time to time by the Board of Directors of the association.

## Article 9. COMMITTEES

(a) There shall be a nominating committee of three members appointed by the Chair at least 30 days prior to the annual meeting. The nominating committee shall recommend candidates for board member and officer positions to the full board of directors. The Committee shall be responsible to the Board of Directors through the Chair. The Nominating Committee shall provide a single slate of nominees to fill vacancies among officers and the Board of Directors in accordance with these Bylaws. The slate of nominees for the Board of Directors set forth in Article 5 for the following year shall be distributed with the notice of the annual meeting. Nominations from the floor shall be permitted.

(b) The Chair shall appoint additional committees as necessary

## Article 10. AUTHORITY TO ACT

The Board of Directors may authorize any officer or officers or agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Each of the Chair, the Vice Chair, and the Treasurer is authorized to act as a certifying officer of the Association.

## Article 11. RECORD KEEPING

The Treasurer shall make and have charge of the records of the Association. Such records shall be the property of the Association held subject to the order of the Board of Directors. The records of the Association shall be available for inspection by any regular member upon request to the Chair or upon approval of the Board of Directors.

## Article 12. AMENDMENTS

Amendments to these bylaws may be made at any meeting by a vote of two-thirds of the members present, providing written notice of proposed amendments has been given 30 days in advance.

## Article 13. INDEMNIFICATION

Every Director, Officer, employee of MSAE and such others as specified from time to time by the Executive Committee shall be indemnified by MSAE against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, Officer or employee of MSAE, or any settlement thereof, whether the person is a Director, Officer or employee at the time such expenses are incurred, except in such cause wherein the Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of

indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.