

# MISA Bylaws

**Effective 01/01/2018**

## **ARTICLE I Section 1 - Name**

The name of this organization shall be the Michigan Information Systems Association (MISA), hereafter referred to as the Association.

## **ARTICLE II Section 1 – Purposes**

MISA is designed to be a non-profit organization, whose day to day operations are run entirely by volunteers. The association is recognized as a non-profit organization and has established By-laws with the intention of remaining a non-profit organization in perpetuity. As such, all monies spent by the association and functions sponsored by the association should be performed in a manner consistent with this non-profit status.

If this association is dissolved for any reason, all assets and real and personal property will revert to a 501(c)3 organization. The designated recipient organization should closely match the purposes of MISA, as prescribed in these By-laws.

The purposes for which this organization is formed are:

- a. To promote and foster the improvement of the field of management information systems through study, education, research, and the cooperative exchange of ideas
- b. To assume responsibility for leadership and enlightenment of management in areas where the membership has demonstrated a competency or interest
- c. To promote a broader understanding and acceptance of the management information systems function as a component of effective management
- d. To provide a forum for members to discuss their current problems and to provide a medium for mutual self-improvement
- e. To facilitate inter-departmental and inter-agency cooperation in all phases of management information systems
- f. To promote the uniformity of standards in all phases of management information systems

- g. To encourage, establish, and maintain a high standard of professional education, competence and performance and
- h. To do all things that are lawful and appropriate in the furtherance of these purposes

### **ARTICLE III Section 1 - Membership**

There shall be five (5) classes of membership in this Association as follows:

#### **a. Regular Membership**

Any current or former State of Michigan employee, contractor or student position can be a regular member.

#### **b. Commercial Individual Membership**

Any licensed commercial organization staff person interested in partnering with MISA to advance and promote educational opportunities in Information Technology for all MISA members.

#### **c. Commercial Corporate Membership**

Any licensed commercial organization interested in partnering with MISA to advance and promote educational opportunities in of Information Technology for all MISA members can have a corporate membership which would cover up to three (3) personnel from that organization.

#### **d. Life Membership**

A life Membership shall be granted to any person who has been a regular member in good standing for at least twenty (20) consecutive years. A life member shall not be required to pay annual dues and shall retain all the rights and privileges of a regular member at the beginning of their twentieth membership year.

#### **e. Past President Membership**

A past president membership shall be granted to any person who has served on the Association's board for a minimum of three (3) consecutive years, with at least one of these years being in the role of President. An individual with past president membership shall not be required to pay annual dues and shall retain all the rights and privileges of a regular member upon the completion of the requirements for this membership.

### **Section 2 - Rights and Privileges**

Only Regular Members are entitled to:

- a. be an officer of this Association
- b. vote on matters pertaining to Association business
- c. attend and participate in Board meetings and committee meetings, when so invited

### **Section 3 - Application for Membership**

Membership application procedures shall be as follows:

- a. Application for membership shall be submitted online at [www.misasom.org](http://www.misasom.org), or on a form supplied by the Association.
- b. Approval of an application for membership only requires a cursory verification of membership eligibility by a member of the Board. The application shall be reviewed by the Board at the next scheduled Board meeting for approval.
- c. Disapproved candidates will be given fifteen (15) days from date of notification in which to appeal the action.

### **Section 4 - Membership Suspension** Membership shall be suspended if:

- a. payment of dues is not received by March 1st
- b. payment for lunches, conferences, etc. is not received within 30 calendar days of the event

A suspended member shall lose all rights and privileges.

A member shall be reinstated if all payments and fees are paid in full prior to the end of the fiscal year.

### **Section 5 - Membership Termination**

A membership is terminated when requested by the member in writing to the Association with no further obligation.

Two-thirds (2/3) vote of the Board shall be required to terminate a membership when:

- a. A member has committed a breach of professional ethics, or
- b. A member exhibits behavior unbecoming of a MISA member

### **ARTICLE IV Section 1 - Fiscal Year**

The fiscal year shall begin on January 1 of each year and close on the following December 31.

### **Section 2 - Dues**

- a. Regular and Commercial members shall pay dues on an annual basis.
- b. Life members are exempted from paying dues.
- c. The association board will be exempted from paying dues while in office. If a board member does not participate or leaves the board before their term has ended they will be responsible to pay that year's dues.

To ensure the financial well-being of the association, the Board shall review the annual dues amount each fiscal year and adjust as appropriate for the next fiscal year.

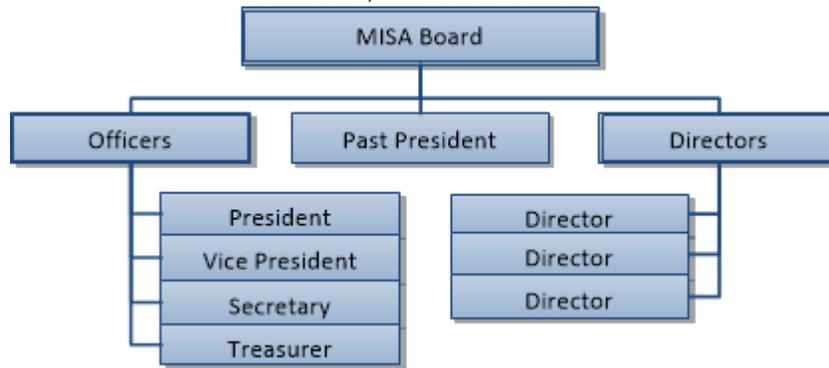
### **ARTICLE V Section 1 – Association Meetings**

- a. Association meetings shall be held monthly, except for the months of June, July and August, which shall be left to the discretion of the Board.

1. A quorum for the conduct of business at Association meetings shall consist of at least twenty-five percent (25%) of all Regular Members in good standing.
  2. Association meeting notices shall be sent to the membership or posted to the MISA web site at least seven (7) days prior to the meeting.
- b. The Annual Business Meeting shall be held once per year during the Annual Conference. Should an annual conference not be held during a particular year, that year's Annual Business Meeting shall be held at the December monthly meeting instead.
  - c. Standing Committee and Ad Hoc committee meetings shall be scheduled at the discretion of the committee chair.
  - d. Special meetings may be called by the President when approved by two-thirds (2/3) of the members of the Board.

#### ARTICLE VI Section 1 – Board Positions

The MISA Board shall consist of Officers, Directors and the immediate Past President:



- a. The Officers of this association are as follows, and shall be elected each year:
  1. President
  2. Vice President
  3. Secretary
  4. Treasurer
- b. There are three (3) Directors on the board, and they shall be elected each year.
- c. The non-elected official of this Association is the immediate Past President

## **Section 2 - Term of Office**

The term of office for all Officers and Directors shall be one (1) year and will begin on February 1st.

- a. The President, Vice President, Secretary, Treasurer and Directors may serve a maximum of two 1-year terms consecutively if elected by the membership.
- b. No member shall serve as President or Vice President until that member has served at least one (1) year as an elected Officer, or Director.

## **Section 3 - Vacancies**

At the discretion of the Board, any office vacated during the fiscal year shall be filled by a two-thirds (2/3) vote of the Board.

- a. All officers appointed per Section 3 shall serve for the remainder of the fiscal year.

## **Section 4 - Elections**

All offices shall be filled by a simple majority vote of Regular Members present at the Annual Business Meeting.

## **ARTICLE VII Section 1 - Roles and Responsibilities of the Officers and Directors**

- a. The Association shall maintain the individual roles and responsibilities of the Officers and Directors in a separate document and ensure that they are posted to the Association website, and are readily available to Association members.

## **Section 2 - Roles and Responsibilities of the Board**

The Association Board shall

- a. determine the nature, time, and place of all meetings;
- b. approve all expenditures of Association funds;
- c. provide for audit of financial records and reports of the Treasurer;

- d. review the annual dues amount each fiscal year and adjust as appropriate for the next fiscal year;
- e. review the roles and responsibilities of the Association Officers and Directors at least once each fiscal year and adjust as appropriate;
- f. perform all duties provided by these By-Laws.

### **Section 3 - Meetings of the Board**

The members of the board shall meet monthly, or as deemed necessary by the President. The food expenses of the January Monthly Meeting shall be covered by the Association, up to a maximum of \$250.00.

### **ARTICLE VIII Section 1 - Rules Committee**

- a. This committee is chaired by the immediate Past President with the Directors serving as members of the committee.
- b. It shall be responsible for maintaining a current manual of all resolutions, standing rules, and the By-Laws of the Association.
- c. The chair of this committee, with the advice of the other members of this committee, is the final authority on the interpretation of these By-Laws and upon the order of conduct of all disputes arising during a meeting.

### **Section 2 - Nominating Committee**

- a. This committee is chaired by the immediate Past President with the Directors serving as members of the committee.
- b. It shall solicit from the membership and accept a slate of candidates for Officers and Directors for the ensuing year.
- c. It shall make available for review by the membership, 10 days prior to the Annual Business Meeting, the slate of candidates for officers and directors for the ensuing year.
- d. The chair shall place the slate of candidates in nomination at the Annual Business Meeting.

## **ARTICLE IX Section 1 – Voting**

- a. Unless otherwise provided herein, voting shall be based upon a simple majority of the votes cast.
- b. Election of Officers and Directors at the Annual Business Meeting shall be by secret ballot for positions with multiple candidates.
- c. Secret balloting shall not be used on other matters unless deemed necessary by the President, or upon the request of at least 10% of the members present.

## **Section 2 - Parliamentary Authority**

- a. All meetings of the Association and the Board shall be governed by the rules of order as prescribed in "Roberts' Rules of Order - Revised", provided the same are not superseded by the By-Laws.
- b. The rules of order and/or By-Laws may be suspended by a two-thirds (2/3) vote of the Regular Members present at a monthly meeting.
- c. The Rules Committee shall be the authority for the interpretation of these Bylaws.

## **Section 3 - Association Communications**

- a. All written communications distributed under the name of the Association, except for pre-approved correspondence, shall have the approval in its final form by a two-thirds (2/3) votes of the Association Board.

## **ARTICLE X Section 1 - Amendments**

- a. Amendments to these By-Laws shall be proposed in writing to the rules committee, with notification of proposed changes being sent to the President.
- b. The Rules Committee shall report to the Board their recommendation at the next meeting of the Board;

- c. The Board shall direct the Secretary to submit the proposed amendment to all Regular Members at least ten (10) days prior to the next monthly meeting, along with the recommendations of both the Rules Committee and the Board.
- d. Passage of the amendment shall require a two-thirds (2/3) vote of the Regular Members present at the monthly meeting.

#### **ARTICLE XI Section 1 - Indemnification Statement**

- a. The Association shall indemnify to the extent allowed by the corporation statutes of the State of Michigan any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative due to the fact that the person is or was a director, officer, employee or agent of the Association or served any other enterprise at the request of the Association. The person to be indemnified must have acted in good faith and in a manner, she/he reasonably believed to be in or not opposed to the best interests of the Association or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe her/his conduct was unlawful.