BYLAWS OF THE
MISSISSIPPI STATE UNIVERSITY ALUMNI ASSOCIATION

PREAMBLE
We, the graduates, former students, and friends of Mississippi State University, in order to fully implement the Constitution of The Mississippi State University Alumni Association, do hereby ordain and establish these Bylaws in accordance with and pursuant to the Constitution.

ARTICLE I
MEMBERSHIP

SECTION 1. To obtain active membership, an annual contribution to Mississippi State University shall be required except as indicated in Sections 2-4. A contribution shall be required each year to retain active membership. Evidence of such contributions shall be issued to each member in the form of a membership card as prescribed by the Board.

SECTION 2. The members of each graduating class who shall receive a diploma before the date of any meeting of The Alumni Association or any subdivision thereof to which such individual shall belong or be entitled to full privileges and powers shall have full privileges and powers to vote and participate. This right shall exist for one (1) year from the date of graduation, after which such individuals shall be required to comply with Section 1, Article I of these Bylaws.

SECTION 3. Life members may contribute to Mississippi State University if they so choose, but such shall not be required to maintain their membership.

SECTION 4. Honorary members shall not be required to make an annual contribution.

ARTICLE II
CHAPTERS

SECTION 1. Upon application conforming to the requirements provided in Article V of the Constitution and these Bylaws, chapters inside or outside this state may be chartered by the Board and/or Executive Committee of the Board at its discretion. Each chapter, prior to being chartered, shall present in writing its Constitution and Bylaws to the Board and obtain approval of same.

SECTION 2. Two (2) or more in-state county chapters shall have the right to join for organizational purposes, provided such desirous chapters petition the Board in writing, certifying that the membership of each has expressed its desire of union. Dissolution of the joinder can be effected by a majority vote of one (1) of the chapters joined in the union, provided written notice of dissolution vote is immediately filed with the Executive Director and spread on the minutes of the next meeting of the Board.

SECTION 3. Such petitioning county chapters shall not be combined until the petition for union has received a majority vote of the Board and/or Executive Committee of the Board. When two (2) or more counties are joined together, they shall participate in all meetings of The Alumni Association as one (1) chapter.

SECTION 4. All chapter officers shall be active members as defined in Article I of these Bylaws.

ARTICLE III
ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. Prior to the Annual Business Meeting, a Nominating Committee, comprised of the three (3) most immediate and available former national presidents and four (4) members appointed by the Board of Directors, shall submit to the Executive Director a qualified candidate for each national office and for each elected Director position for which the term will expire at the end of the fiscal year, except those positions elected by chapters. Such slate shall be duly publicized prior to the Annual Business Meeting.

SECTION 2. In addition to the slate presented for consideration at the Annual Business Meeting, nominations may be made from the floor.

SECTION 3. All chapters present at the Annual Business Meeting shall be eligible to cast their votes for national officer positions in accordance with the provisions of Article VII of these by-laws. The chapters represented by a Regional Director, Out-of-State Director, or Young Director are only eligible to cast votes for their respective Director(s).

SECTION 4. In addition to serving as members of the Nominating Committee, the members appointed by the Board shall be responsible for the verification of candidates’ qualifications.

SECTION 5. The nine (9) in-state regions shall be as follows:
(a) The North 1 Region shall consist of Calhoun, Chickasaw, Coahoma, Desoto, Lafayette, Marshall-Benton, Panola, Quitman, Tallahatchie, Tate, Tunica, and Yalobusha Chapters;
(b) The North 2 Region shall consist of Alcorn, Itawamba, Lee, Monroe, Pontotoc, Prentiss, Tippah, Tishomingo, and Union Chapters;
(c) The North 3 Region shall consist of Clay, Grenada-Montgomery, Lowndes, Okitibeha, and Webster Chapters;
(d) The Central 1 Region shall consist of Bolivar, Holmes, Humphreys, Leflore-Carroll, Sharkey-Issaquena, Sunflower, Washington, and Yazoo Chapters;
(e) The Central 2 Region shall consist of Attala, Kemper, Neshoba, Noxubee, and Winston-Choctaw Chapters;
(f) The Central 3 Region shall consist of Central Mississippi (Hinds, Madison, Rankin), Leake, Scott, Smith, and Warren Chapters;
Bylaws of the MSU Alumni Association

SECTION 6. All elections herein shall be conducted as called for in these Bylaws with the candidate receiving the most votes being declared the winner. In case of a tie, the vote shall be taken again with the two candidates receiving the most votes being on the ballot. If a tie still results and a winner cannot be declared by agreement, the two candidates shall draw lots to determine the winner.

SECTION 7. The National President, National First Vice President, and National Second Vice President shall take office on July 1, and serve for the fiscal year, or until their successors have been elected. The National Treasurer shall likewise take office on July 1 but serve a term of three (3) years. No person shall be eligible to serve as National President, National First Vice President, or National Second Vice President more than two (2) consecutive terms. The National Treasurer shall be eligible to serve three (3) consecutive terms.

SECTION 8. The In-State Directors, Out-of-State Directors, Young Directors, Chapter Directors, and At-Large Directors shall take office on July 1 and serve a three (3) year term.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall determine all policy, goals, and management objectives of The Alumni Association, except where specifically reserved to the Executive Committee. The Board shall be the final governing authority on any question presented, except those questions specially reserved to other entities, and there shall be no appeal from the action of the Board, except an appeal to The Alumni Association at its next business meeting, provided notice of such appeal has been made to the Executive Director no less than two (2) weeks prior to the meeting in which such appeal will be made. The action of the Board can be rescinded only by a three fourths (3/4) affirmative vote of the duly qualified delegates present and voting at the meeting of The Alumni Association.

SECTION 2. The Board may hold meetings at such time and place as called by the National President and/or by a majority of the Board. However, it shall meet two (2) times a year, once in the spring and once in the fall. The National President shall designate the hour and place of meetings.

SECTION 3. The National President may call special meetings of the Board, or any six (6) members of the Board may direct, in writing, the National President to call a special meeting from time to time as may be required to conduct the business of the Association, provided that written notice of the time and place of such meeting shall be given to each member thereof at least ten (10) days in advance of such meeting.

SECTION 4. In order that the Board may conduct business and make any official discussion, a quorum of twenty percent (20%) of the membership of the Board shall be required. Official action of the Board upon any question for consideration shall require a majority vote of members present.

SECTION 5. The National President shall preside at all Board meetings. In the absence of the National President, the National First Vice President shall preside. In the absence of the National First Vice President, the National Second Vice President shall preside. In the absence of all of the above officers, the Board shall elect a presiding officer.

SECTION 6. The Executive Director shall keep minutes of the meeting of The Alumni Association, and all official action taken by the Board shall be recorded therein. The minutes of each meeting of the Board shall be signed by the Executive Director and the presiding officer at such meeting, and at the very next meeting, the minutes shall be approved by a majority vote of the Board or disapproved accordingly.

SECTION 7. Any director or officer who misses two (2) consecutive meetings of the Board and/or the Executive Committee of the Board without an excuse approved by the Executive Committee of the Board shall by such absences vacate the office, and such vacancy shall be filled in accordance with the applicable provisions of the Constitution and/or Bylaws.

ARTICLE V
EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

SECTION 1. The Executive Committee, other than the designated national officers, shall be elected by the Board of Directors not later than June 15 prior to the beginning of the fiscal year in which the Executive Committee is to serve.

SECTION 2. The Executive Committee shall be elected by those individuals who will comprise the Board for the fiscal year in which the Executive Committee is to serve.

SECTION 3. The National President shall preside at all meetings of the Executive Committee. In the absence of the National President, the National First Vice President shall preside. In the absence of the National First Vice President, the National Second Vice President shall preside. In the absence of all
of the above officers, the Executive Committee shall elect a presiding officer.

SECTION 4. The Executive Director shall keep minutes of the meetings of the Executive Committee in a permanent book known as "Minutes of the Meetings of the Executive Committee of the Board", and all official action taken by the Executive Committee shall be recorded therein. The minutes of each meeting of the Executive Committee shall be signed by the Executive Director and the presiding officer at such meeting, and shall be presented for approval, or disapproval accordingly, by a majority of the Executive Committee at the next meeting of the Executive Committee. Further, minutes of the Executive Committee meetings should be duly mailed to all members of the Board.

ARTICLE VI
ASSOCIATION MEETINGS

SECTION 1. At the Board meeting immediately preceding the Annual Business Meeting, the Executive Director shall certify to the Board each chartered chapter's membership and its voting strength at such meeting being one (1) vote for each ten (10) active members of the chapter or a major fraction thereof above the first ten (10) active members. Board approval of the audit shall be effective as of the last day of the month preceding the month in which the Annual Business Meeting is held, and such approved audit shall be utilized at the Annual Business Meeting. The same procedure shall be followed for every other meeting of The Alumni Association. If there be no Board meeting preceding such meeting of The Alumni Association, the Executive Director shall make his audit report to the Executive Committee of the Board; and after approval is given, such report shall be provided for use at the meeting of The Alumni Association.

SECTION 2. Each chartered chapter in any meeting of The Alumni Association shall be entitled to vote, provided the chapter's delegates have presented appropriate and timely credentials. The vote(s) may be cast by proxy, provided one (1) member of the chapter is present in the meeting of The Alumni Association and has presented proper credentials to the Executive Director, signed by the chapter president.

SECTION 3. Each chapter shall, by the time the National President calls the meeting of The Alumni Association to order, be it the Annual Business Meeting or otherwise, have reported to the Executive Director such chapter's delegates by name and general address. The Executive Director shall check each chapter's report against the Executive Director's audit of the membership and based on such audit, disqualify ineligible delegates.

SECTION 4. Elected National Officers, Directors, and Former National Presidents shall be delegates at large entitled to one (1) vote in all meetings of The Alumni Association on all issues, except elections, provided such individual is not acting as a chapter delegate.

SECTION 5. The National President shall preside at all meetings of The Alumni Association. In the absence of the National President, the National First Vice President shall preside. In the absence of the National First Vice President, the National Second Vice President shall preside. In the absence of all of the above officers, the most immediate Former National President shall preside; and if no Former National President is present, then The Association shall elect a presiding officer for its meeting.

SECTION 6. A resolution may not be offered for adoption at an Annual Business Meeting unless it has first been considered by the Board of Directors, except such a resolution may be presented from the floor at an Annual Business Meeting in cases of an emergency. If, after a resolution concerning programs or policies of The Alumni Association has been filed for consideration of the Board, as provided in the Bylaws, and such resolution fails to receive favorable action by the Board and is not presented at the Annual Business Meeting, the President of the chapter in which such resolution was initiated may offer a motion for consideration of such resolution. If the motion for its consideration receives a majority vote of the delegates present and voting, such resolution shall be presented for consideration in due form. The right to offer a motion for consideration of such a resolution shall not prevail with respect to a resolution that the Board has not been afforded the opportunity to consider at a regular or special meeting, or with respect to a resolution which has been referred for proper action and report to a standing or special committee, and the time designated for such action and report of such committee has not expired.

SECTION 7. A majority vote of the delegates of the Annual Business Meeting shall be required for adoption of all matters presented to it, except as may be otherwise provided in the Constitution and Bylaws.

SECTION 8. At each meeting of The Alumni Association, the National President may appoint a Parliamentarian, and any ruling of the Parliamentarian is binding unless such ruling is overruled by three-fourths (3/4) of the duly qualified delegates in attendance and voting at such meeting. ROBERT'S RULES OF ORDER NEWLY REVISED shall apply to all meetings of The Alumni Association, except as otherwise provided herein, and except that the "motion to lay on the table" shall not be used unless a specified time is provided, and provided that such motion shall be debatable.

ARTICLE VII
COMMITTEES

SECTION 1. The Alumni Association shall have the following standing committees: Constitution and Bylaws and Long Range Planning.
Bylaws of the MSU Alumni Association

SECTION 2. The National President with the advice and consent of the Board may from time to time create and appoint committees not specifically mentioned in the Constitution and/or the Bylaws.

ARTICLE VIII

OFFICIAL PUBLICATIONS

Each member of The Alumni Association shall be entitled to receive a copy of each official publication, and such rights shall continue as long as he or she remains a member in good standing in The Alumni Association.

ARTICLE IX

DUPLICATION

A chapter president cannot serve as a national officer.

ARTICLE X

ARCHIVES

SECTION 1. The office of Executive Director shall be the archivist of The Alumni Association and as such, the Executive Director shall be charged with the responsibility of permanently preserving all minutes, committee reports, correspondence, membership and financial records, activity records, photograph documents, and memorabilia of The Alumni Association.

SECTION 2. When any item in Section 1 is ten (10) years old, the Executive Director shall orderly arrange the material and present same to the archivist of Mississippi State University for safekeeping.

ARTICLE XI

AMENDMENT TO BYLAWS

SECTION 1. Bylaws of The Alumni Association not inconsistent with the Constitution may be enacted, and/or amendments may be approved by the Board of Directors.

Revised January 27, 2007