Explanation of Bylaws Changes

Dear Members,

The MSA Board of Directors is proposing changes to the Bylaws. The proposed additions are highlighted in yellow. Proposed deletions are crossed through.

Here is a summary of the changes:

Article III.

 Categories of membership for educational consultant and business/vendor have been made distinct and district offices have been made distinct as a part of Institutional membership.

Article IV.

 The dues category listing has been updated.

Article V.

 Section 1. The President has previously been able to appoint a Parliamentarian. This ability remains. Language is added that the Parliamentarian may be selected from the General Membership, meaning that this person does not have to be selected from only the Board.

Previously, the Parliamentarian, who is a member of the Board and of the Executive Committee, could vote as a member of both entities. The proposed change would allow the Parliamentarian to retain voting rights on the Board, but not on Executive Committee matters.

Section 2. Previously, the President started his/her term at the conclusion of the Annual Conference. Language is added that the term starts on the first day of the first month following the conference.

Section 3. Language was added clarifying that a President-Elect must have served two full years on the Board before assuming the position, rather than having served two full years before being nominated to serve.

Article VI.

Section 1. Language is added clarifying that the President serves as an ex-officio member of all committees, and performs duties as appropriate to the pillars as well as the mission of MSA.

Section 2. Conforming language was added about the start date of the term of the President-Elect.

Article VII.

Section 1. Redundant language was removed pertaining to the Specialized Directors, and language was added reinforcing that the Parliamentarian is a position that may be appointed.

Section 3. Language was added that the President may call additional meetings of the Board if needed.

Article VIII.

Section 1. Letters A, C, and F. Clarifying language was added.

 Letter I. Language was added specifying that Board members

 need to adhere to conflict of interest provisions and role

 guidelines.

Article IX.

Sections 1. and 2. Language was added to create conformity of nomenclature for MSA’s committee names and whether they are Standing or Operating Committees.

Article X.

Section 1. Language was added clarifying that the Executive Committee recommends an appointment for approval by the Board, and that the 2/3 majority required is of the full Board.

Section 2. Language was added that the Executive Director’s role is to carry out Board policies as well as those listed in the Policy and Procedures Manual, rather than as listed in the employment contract.

Article XI.

Section 2. A quorum of the Board is identified as being a majority of those present at the meeting of the Board, not of its committees as well.

Section 3. Votes may be held electronically.

Article XII.

Section 1. Language was added to conform to MSA’s updated membership classifications.