

BYLAWS

MISSISSIPPI ALLIANCE FOR ARTS EDUCATION

Article I

Name and Purpose

Section 1.1) Name. The name of this organization shall be the Mississippi Alliance for Arts Education.

Section 2.1) Purpose. The purpose of this organization shall be, in general, to constitute an entity through which organizations and individuals interested in or associated with the arts or arts education in Mississippi may cooperate with one another, and with the governments of the United States and Mississippi, towards the furtherance of knowledge in the arts. The Mississippi Alliance for Arts Education (MAAE) is organized and operated as a non-stock corporation, exclusively for non-profit educational, artistic and charitable purposes.

Section 2.2) Mission. The mission of the Mississippi Alliance for Arts Education is to advocate for high quality, comprehensive and sequential arts education for all Mississippi students.

Article II

Organization and Membership

Section 1.1) Organization. MAAE shall be comprised of its members, a Board of Directors, and an Executive Committee. Except as otherwise provided in these Bylaws, the affairs of the MAAE shall be governed by the Board of Directors with the advice of the Executive Committee.

Section 2.1) Membership. Any person, corporation or association interested in the objects and purposes of this nonprofit corporation shall become a member upon meeting the terms and conditions of membership determined from time to time by the Board of Directors.

2.2) Classification. Membership shall be classified into one of the following categories:

(01) Individual, which shall be individuals interested in or involved in arts education in Mississippi and who shall have paid the annual dues required under Article II, Section 2.7 hereof; and

(02) Organizational, which shall be comprised of organizations or institutions interested in or involved in arts education in Mississippi and who shall have paid annual dues required under Article II, Section 2.7 hereof.

2.3) Representatives. Each Organizational Member may designate a person to represent it and to exercise on its behalf the duties and privileges of an organizational member.

BYLAWS

MISSISSIPPI ALLIANCE FOR ARTS EDUCATION

Organizational Membership does not confer Individual Membership on any member of an organization which joins the Alliance.

2.4) Autonomy of Organizational Members. No Organizational Member shall be deemed to have surrendered any of its authority, autonomy or sovereignty whatsoever as to the conduct of its own affairs by virtue of its membership in MAAE and the representatives of such members should keep their respective organizations apprised of the activities of the MAAE.

2.5) Duties and Privileges of Membership. Individual Members and representatives of Organizational Members shall be entitled to attend and participate in meetings of the general membership, and to receive an annual report on the state of the Alliance from the President. Only Individual Members shall have the right to vote on matters which the Board of Directors submits to a vote of the membership. Each Individual Member shall have one vote. Individual Members are eligible to serve on the various committees established to carry on the work of the Alliance.

2.6) Transferral of Membership. No member may transfer, either voluntarily or involuntarily, its membership in MAAE or any right arising therefrom, and all such rights shall cease upon the termination of membership status.

2.7) Dues. From time to time the Board of Directors may, at its discretion, establish annual dues to be paid by the respective classes of membership. Dues shall not be refundable upon termination of member,s membership for any reason whatsoever.

Section 3.1) Meetings of the General Membership. For purpose of these Bylaws, the General Membership shall consist of all Individual and Organizational Members.

3.2) Annual Meetings. An annual meeting of the General Membership shall be held at least once each fiscal year and no later than June 30 at such time and place as the Board of Directors may designate. The business of the annual meeting shall be the election of members of the Board of Directors as set forth in these Bylaws, the presentation of the annual report on the state of the Alliance by the President, and such other business as the Board of Directors brings to the attention of the General Membership.

3.3) Special Meetings. Special meetings of the membership may be called by the Executive Committee or the Board of Directors at which no other business will be allowed other than that for which the meeting was called.

3.4) Notice. Written notice of each General Membership meeting shall be given to every Individual and Organizational Member. Such notice shall state the time, place, and in the case of a Special Meeting, the purpose of the meeting, and shall be mailed by United States mail or emailed, no fewer than fourteen nor more than forty-five days before the meeting, excluding the day of the meeting.

3.5) Voting Privileges and Procedures. Voting privileges and procedures of the General Membership will be determined by the Board of Directors, and shall be consistent with other

BYLAWS

MISSISSIPPI ALLIANCE FOR ARTS EDUCATION

provisions of these Bylaws. The voting members present at a properly called meeting shall constitute a quorum, and a majority of the votes entitled to be cast by the members at a meeting shall be necessary for the adoption of any matter voted upon by the General Membership. Voting by proxy is not permitted. When candidates to be voted upon are present, a secret ballot shall be cast.

ARTICLE III

Board of Directors

Section 1.1) General Powers. The property, affairs, and business of the Mississippi Alliance for Arts Education shall be managed by the Board of Directors.

1.2) Qualifications and Term of Office. Board Members must be Individual Members of the MAAE and residents of the state of Mississippi at the time of their election. Each member of the first Board of Directors named in the Articles of Incorporation and each successor or additional Board Members shall hold office until the term of office is complete and until his/her successor shall be elected, or until death, resignation, incapacity preventing administration of the office of Board Member, or removal by a majority vote of the Board of Directors. The nominal term of office for a Board Member is two years. A Board Member may be elected for a maximum of two consecutive terms without interruption. A one-year period of ineligibility shall then follow before consideration of re-election.

The Board of Directors should include artists, arts educators at all levels, education administrators and policy makers, and business and professional persons. Representatives from the professional arts education organizations should be invited to fill designated seats on the Board of Directors. In addition, achieving broad geographic representation and cultural diversity reflective of our state's population shall be a consideration in determining Board membership.

The President shall serve as Chair of the Board of Directors and Executive Committee. Voting members of the Executive Committee who are not otherwise members of the Board of Directors are ex-officio members with full voting privileges and responsibilities. Their term of membership is determined by their term of membership on the Executive Committee.

1.3) Number and Organization. At no time shall the Board of Directors consist of fewer than fifteen (15) Board Members. The number of Board Members shall be fifteen (15) unless such number is increased by the Board of Directors, when authorized. The Board Members shall be divided into two groups of no fewer than seven persons to be elected in alternate years.

1.4) Election. At its annual meeting, the General Membership shall approve new Board Members from a slate proposed by the Nominating Committee. At its discretion, the Board of Directors may elect, by majority vote, an Individual Member of MAAE to fill a vacancy on the Board until the next annual meeting of the General Membership.

BYLAWS

MISSISSIPPI ALLIANCE FOR ARTS EDUCATION

1.5) Meeting - Meetings of the Board of Directors shall be held and conducted in accordance with the following provisions:

(01) Location - A meeting of the Board of Directors may be held at any place, within or without the state, designated by the Board.

(02) Call - Each meeting of the Board of Directors shall be held at the call of the President or President-Elect and must be called by either of them on the written request of any member of the Board.

(03) Notice - Notice of the time, place, and purpose or purposes of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by personally serving, mailing, or emailing notice thereof at least ten (10) days before the meeting to the usual business or residence address of the Board Members. The Board may adopt a resolution which authorizes regularly scheduled meetings of the Board of Directors to be held without notice and at such time and place as shall be determined in the resolution.

(04) Waiver of Notice - A Board Member may make written waiver of notice before, at, or after a meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

(05) Board Action - Any action that could be taken at a meeting of the Board of Directors may be undertaken through direct communication or by electronic means.

(06) Quorum - Twenty-five percent of the number of eligible voting members of the Board of Directors shall constitute a quorum for the transaction of business at a properly called meeting of the Board. An act of the majority of the Board Members present at a meeting at which a quorum is present is an act of the Board. Executive Committee members with voting privileges are considered part of a quorum.

(07) Voting by proxy - A Board Member shall not appoint a proxy or vote by proxy.

(08) Attendance - A Board Member who misses more than two consecutive Board meetings, unless special circumstances exist, may be removed from the Board.

(09) Roberts' Rules - All business meetings will be governed by Roberts' Rules of Order.

1.6) Dues, Assessments. The Board of Directors may levy dues or assessments, or both, upon the membership of the MAAE. Such dues, assessments, or both, may be imposed upon all classes of members alike or differently upon different classes of members. The Board may fix the amount from time to time and determine the methods of collection.

BYLAWS

MISSISSIPPI ALLIANCE FOR ARTS EDUCATION

1.7) Compensation. Board Members shall not receive any stated salary for their routine services to the Board, as such, but by resolution of the Board a fixed, reasonable sum or expense of attendance, if any, or both, may be allowed for attendance at each meeting of the Board.

1.8) Executive Committee. The President, President-Elect, Past President, and two at-large members of the Board of Directors constitute the voting members of the Executive Committee. To the extent determined by the Board of Directors, the Executive Committee shall have the authority to manage the business of the MAAE. The Executive Committee shall act only in the interval between meetings of the Board and at all times is subject to the control and direction of the Board. The two at-large members of the Executive Committee shall be elected at the first meeting of the Board of Directors of each fiscal year. In addition, the President may appoint two non-voting members who will act as advisors to the Executive Committee.

1.9) Resignation and Removal. A Board Member may resign at any time by delivering a written resignation to the President of the MAAE. The resignation shall be effective as of the date of receipt by such officer and shall not constitute a resignation as a member of the Alliance. The Board of Directors may, with or without cause, remove a Board Member from office at a Board meeting, provided that the notice of the meeting at which removal is to be considered states such purpose. When a Board Member has been removed, a new Board Member may be elected at the same meeting.

ARTICLE IV

Officers

Section 1.1) Numbers. The officers of the MAAE shall be a President, a President-Elect, and a Past President. Other officers with such powers and duties not inconsistent with these Bylaws may be determined and appointed by the Board of Directors. Any two offices except those of President, President-Elect, and Past President may be held by the same person.

1.2) Election, Term of Office, and Qualifications. The President-Elect shall be elected in alternate years by the Board of Directors at the first meeting of that fiscal year. Other officers may be appointed by the Board of Directors at such time and from among such persons as the Board of Directors may see fit. Officers may be removed by the affirmative vote of a majority of the whole Board of Directors. The term of office of the President-Elect, President, and Past President shall be two years. After completion of the two-year term as Past President, a period of two years must pass before re-appointment to the Executive Committee. The term of other officers shall be determined by the Board of Directors. All officers must be members of the MAAE. The President-Elect shall be a member of the Board of Directors at the time of election.

BYLAWS

MISSISSIPPI ALLIANCE FOR ARTS EDUCATION

1.3) Vacancies. In case any office of the MAAE becomes vacant by death, resignation, retirement, incapacity or any other cause, such vacancy shall be filled by affirmative vote or action of a majority of the Board Members then in office, and the office so elected shall hold office and serve until the meeting of the Board of Directors at which the vacated office would have been elected and until the election and qualification of his or her successor with the following qualifications:

(01) The office of Past President may be filled from among any of the members of the MAAE who have previously served as President. If such person is not available, an additional at-large member of the Executive Committee may be elected and, the other duties assumed by the Past President may be assigned by the Board as it deems appropriate.

(02) The office of President may be filled by the President-Elect, or may be filled by another member of the Board of Directors.

1.4) President. The President shall preside at all meetings of the General Membership, the Board of Directors, and the Executive Committee. The President shall have and exercise general management and supervision of the affairs of the MAAE and shall do and perform such other duties as may be assigned by the Board of Directors. The President shall have the responsibility of appointing committees. The President shall hire and supervise an Executive Director approved by the Executive Committee to manage the routine operations and programs of the MAAE as approved and budgeted by the Board of Directors.

1.5) President-Elect. At the request of the President or in the event of his/her absence or disability, the President-Elect shall perform the duties and possess and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

1.6) Past President. The Past President shall serve as the Chair of the Nominating Committee, and shall perform such other duties as the Board of Directors shall prescribe.

1.7) Executive Director. The Executive Director shall perform the duties of the Secretary and Treasurer of the MAAE. The Executive Director shall attend all meetings of the General Membership, the Board of Directors, and the Executive Committee, and shall participate in the deliberations of these bodies as a non-voting member. Specifically, the Executive Director:

(01) As Secretary, shall record all the proceedings of meetings of the General Membership, Board of Directors, and Executive Committee. He/she shall give proper notice of meetings of members and Board Members; shall keep the seal of the MAAE and shall affix the same to any instrument requiring it and shall attest the seal by his/her signature.

(02) As Treasurer, shall keep accurate accounts of all moneys of the MAAE received or disbursed; shall deposit all moneys, drafts, and checks, in the name of and to the

BYLAWS

MISSISSIPPI ALLIANCE FOR ARTS EDUCATION

credit of the MAAE in such banks and depositories as the Board of Directors shall designate from time to time; shall have the power to endorse for deposit all notes, checks and drafts received by the MAAE; and shall disburse the funds of the MAAE as authorized by the Board of Directors. He/she shall render to the President and the Board of Directors, when required, an account of all transactions and of the financial condition of the MAAE.

(03) Shall perform such other duties as may be prescribed by the Board of Directors from time to time.

1.8) Additional Officers, Agents, and Representatives. The Board of Directors may appoint additional officers as it may deem necessary, who shall perform the duties and assume the responsibility of the prescribed office under the general direction of the President or President-Elect, and as the Board of Directors may direct. The Board of Directors may appoint such agents and representatives of the MAAE with powers and to perform such acts or duties on behalf of the MAAE and the Board of Directors as the Board of Directors may see fit.

1.9) Compensation. The compensation of the Executive Director shall be fixed by the Board of Directors, and shall be reasonable in amount for the services rendered. All other members and officers of the MAAE shall serve without salary or other compensation for their Board services, except for those expenses directly incurred while acting on behalf of the MAAE.

1.10) Officers Shall not Lend Corporate Credit. Except as authorized by the Board of Directors, no officers of this corporation shall sign or endorse in the name of or on behalf of this corporation, or in his official capacity, any obligations for the accommodation of any other party or parties, nor shall any check, note, bond, stock certificate or other security or thing of value belonging to this corporation be used by any officer or Director as collateral for any obligation other than valid obligations of the MAAE.

ARTICLE V

Committees

Section 1.1) Standing and Ad Hoc Committees. The President and Board of Directors may appoint such standing and ad hoc committees as it may from time to time deem appropriate or necessary. Each committee shall have the powers, duties, and responsibilities specified in its appointment, and shall be organized and function as specified in its appointment. Each such committee shall have at least two members, none of whom shall be required to be a member of the Board of Directors. All committee members shall be Individual Members of the MAAE.

BYLAWS

MISSISSIPPI ALLIANCE FOR ARTS EDUCATION

The Committee on Nominations shall be a standing committee chaired by the Past President of the MAAE and shall consist of at least two other persons. This committee shall propose a slate of candidates for vacant positions on the Board of Directors at the annual meeting of the General Membership; shall propose a recommendation to the Board of Directors for the office of President-Elect at the first general membership meeting in alternate fiscal years; and shall propose candidates for such vacancies which from time to time may occur as requested by the Board of Directors.

1.2) Restrictions on Committee Powers. The power of all committees of the MAAE shall be limited to that of making reports and/or recommendations to the Board of Directors or the General Membership.

1. 3) Reports of Standing Committees. Each standing committee appointed hereunder shall submit to the Board of Directors or to the General Membership of the MAAE an annual report at the time of the annual meeting of the General Membership or at a time designated by the Board of Directors.

ARTICLE VI

Financial and Property Management

Section 1.1) Fiscal Year. The fiscal year of the corporation shall end on June 30 of each year.

1.2) Audit of Books and Accounts. The books and accounts of the corporation shall be audited annually and at such times as may be ordered by the Board of Directors.

1.3) Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation for consideration that the Board of Directors deems expedient.

1.4) Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the corporation shall be signed by the treasurer or such other officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of the Executive Director, the President may sign checks for the corporation.

1.5) Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

BYLAWS

MISSISSIPPI ALLIANCE FOR ARTS EDUCATION

ARTICLE VII

Amendments

Section 1.1 Procedure. The Board of Directors shall propose any amendment to these Bylaws by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the General Membership. Notice of the meeting of the General Membership, stating the purpose, shall be given to each Individual Member entitled to vote on the proposed amendment, and to each officer and Board Member. The proposed amendment may be adopted at any such meeting.

ARTICLE VIII

Miscellaneous

Section 1.1) Indemnification of Officers, Board Members, Employees, and Agents. The corporation shall indemnify 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 (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a board member, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the MAAE, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner in which he/she reasonably believed to be in or not opposed to the best interests of the MAAE, and with respect to any criminal action or proceeding had reasonable cause to believe that his/her conduct was unlawful.

Revision of document approved: 10/8/2004

Revision of Article II, Section 3.2 and Article III, Section 1.4 approved: 11/5/2005