

MISA By-Laws

Effective 01/01/2026

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 study, education, research, and sharing of technology. With an emphasis on making technology accessible for all.
- b. To assume responsibility for leadership and enlightenment of management in areas where the membership has demonstrated competency or interest.
- c. To promote a broader understanding and acceptance of technology 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 cooperation amongst all Michigan residents in all aspects of technology.
- f. To promote the uniformity of standards in all aspects of technology in the State of Michigan.
- g. To encourage, establish, and maintain a high standard of professional education, competence, and performance.
- h. To do all things that are lawful and appropriate in the furtherance of these purposes.

ARTICLE III

Section 1 - Membership

There shall be two (2) classes of membership in this Association as follows:

a. Regular Membership

Any resident of the State of Michigan that is interested in technology in any facet may 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 technology for all MISA members.

Section 2 - Rights and Privileges

Only Regular Members are entitled to:

- a. Can or may 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 on our website.

Section 4 – Membership Suspension Membership shall be suspended if:

- a. 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 membership when:

- a. A member has committed a breach of professional ethics.
- b. A member exhibits behavior unbecoming of a MISA member.
- c. A member whose account is suspended for more than thirty (30) days.
- d. If a member no longer meets the requirements listed above in Article III, Section 1.

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 (When Applicable)

- a. Regular and Commercial shall pay dues on an annual basis and will be due by 1/31 of each year.
- b. Life and Past President 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 for paying 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. The board may, at their discretion, offer discounted rates or other similar incentives regarding the various membership types that are not exempted from paying dues.

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. Association meeting notices shall be sent to the membership or posted to the MISA website at least seven (7) days prior to the meeting.
- b. All voting shall be passed only with a 2/3 vote of attending members of that meeting. Members may assign a proxy if they are unable to attend a meeting.

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. Directors
 - 1. The number of directors shall be determined by the board each year.
 - 2. 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, beginning on January 1 and ending on December 31.

- a. No member shall serve as President until that member has served at least two (2) years on the Board, with at least one (1) year being an elected Officer.
- b. No member shall serve as 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 vacant or 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 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. Review the roles and responsibilities of the Association Officers and Directors at
- e. least once each fiscal year and **adjust** as appropriate.
- f. Perform all duties provided by these By-Laws.

Section 2 – Meeting of the Board

The members of the Board shall meet Monthly or as deemed necessary by the President.

ARTICLE VIII

Section 1 – Rules Committee

- a. This committee is chaired by the immediate non president officer with the Directors serving as members of the committee.
- b. The Rules Committee 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. The Nominating Committee shall solicit from the membership and accept a slate of candidates for Officers and Directors for the ensuing year.
- c. 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 may be used on other matters if deemed necessary by the President or requested by at least 10% of 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 one officer and chair related committee member.

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.

President Signature:

Date

