



MISSISSIPPI COMMUNICATIONS TECHNOLOGY ALLIANCE

(MCTA www.MCTAOnline.org)

BYLAWS

ARTICLE I - NAME

The name of the organization shall be Mississippi Communications Technology Alliance, an incorporated non-profit member organization, hereinafter referred to as the Association.

ARTICLE II - PURPOSE

The purpose of the Association shall be to enhance and develop the Telecommunications management function by promoting a means whereby major users of telecommunications facilities and services can readily exchange information, experience and concepts to the mutual benefit of the individual members and their companies.

ARTICLE III - MEMBERSHIP

SECTION 1 - Categories of Membership.

A. Membership shall be comprised of two categories of members:

1. Regular members (eligible to vote and hold office).
2. Associate members (not eligible to vote or hold office).

B. Regular membership shall consist of organizations which are users of telecommunications technology and/or services and which meet the following criteria:

1. Organization's home or main office or some portion of their operations is located in Mississippi.

2. Organization is not predominantly engaged in the production, sale or rental of telecommunications equipment or consulting services. Subsidiaries or affiliates of these companies that are not primarily engaged in furnishing the foregoing services may be eligible for membership.
3. If the organization is a subsidiary of another company and their communication services are sufficiently extensive and essentially distinct from those of their parent company, it can qualify for separate membership.

C. Associate membership shall consist of organizations having home or main offices or some portion of their operations in Mississippi and which are predominantly engaged in the production, sale or rental of telecommunications equipment or consulting services.

SECTION 2 - Application for Membership.

A. Applicants for membership shall be sponsored by a Regular member of the Association, who shall submit an application to the Secretary-Treasurer.

B. The Board of Directors shall determine that the applicant meets the eligibility requirements and is likely to contribute to the purpose of the Association and shall submit approved applications to the membership through the Secretary-Treasurer for approval or disapproval.

SECTION 3 - Member Representatives.

A. Regular membership shall include one voting representative and one designated alternate per organization and may include up to four other non-voting representatives in the same organization. The voting representative shall have as a major responsibility the development and/or management of the organization's telecommunications services regionally, divisionally, or nationally. Alternates or others shall be associated with these services, though this need not be their major responsibility.

B. Associate Membership shall include no more than two representatives per company or division thereof as outlined in the Policy and Procedure Manual.

SECTION 4 - Changes in Representatives.

Any change in voting or alternate representatives shall be submitted in writing to the Secretary-Treasurer for review and any further appropriate action.

SECTION 5 - Disciplinary Procedures.

Any member and/or representative may be expelled from the Association for conduct detrimental to the interest of the Association. Charges may be brought against a member and/or representative at any scheduled meeting by any other member, and must be submitted in writing to the President of the Association for appropriate action. Upon presentation of the charges to the membership, a two-thirds majority vote of the members present and voting is necessary for expulsion. The Secretary-Treasurer will notify the representative and organization involved.

SECTION 6 - Alternate Voting Representatives.

Alternates may attend meetings with a regular representative or in his absence. An alternate may vote in a business meeting only if the regular voting representative is absent.

ARTICLE IV - OFFICERS AND BOARD OF DIRECTORS

SECTION 1 - Officers.

The officers of the Associations shall consist of a President, a Past President, a Vice President who also serves as President-elect, and a Secretary-Treasurer. The President, Vice President, and Past President shall each serve a two-year term with the Vice President assuming the office of President at the end of two years. The Secretary-Treasurer shall serve for a term of two years and may succeed himself for no more than one additional term.

SECTION 2 – Board of Directors.

The Board of Directors shall consist of the Officers of the Association, and two elected directors-at-large. Directors-at-larges shall serve two-year staggered terms. A director-at-large may succeed himself for no more than one additional term.

SECTION 3 - Requirements for Officers and Directors-at-large.

Candidates for a position as Association officer or director-at-large shall be selected from the roster of voting or alternate representatives, representing a Regular Member organization in good standing. Should an alternate representative be proposed as a candidate, they must submit in writing the approval to accept such nomination from the voting representative of their respective organization. In the event an alternate representative is nominated and elected to an office of the Association, they will assume the voting representative's position for their organization during the term of the office.

ARTICLE V - DUTIES OF OFFICERS, DIRECTORS-AT-LARGE, AND BOARD OF DIRECTORS

SECTION 1 - President.

The President shall preside over all meetings of the Association. The President shall appoint all committees as deemed appropriate.

SECTION 2 - Vice President.

A. The Vice President shall preside at meetings if the President is unable to do so.

B. The Vice President shall prepare the Association's meeting programs within the scope of policy as outlined by the Board of Directors in the Policy and Procedure Manual.

C. The Vice President shall notify all regular and Associate Members of the time and place of each meeting.

SECTION 3 – Past President

The Past President shall serve as Chair of the Nominating Committee.

SECTION 4 – Secretary-Treasurer.

A. The Secretary-Treasurer shall keep an accurate record of the activities of the Association. The Secretary-Treasurer shall have a list of the members, a copy of the Bylaws, and minutes of the last previous meeting available at every meeting.

B. The Secretary-Treasurer shall prepare a membership roster, copies of which shall be made available to all voting representatives and designated alternates.

C. The Secretary-Treasurer is responsible for annual dues billing as stated in VIII, Section 3.

D. The Secretary-Treasurer shall collect, hold and disburse the funds of the Association under the direction of the Board of Directors. The Secretary-Treasurer shall give an accounting of receipts and disbursement at the annual meeting.

E. The Secretary-Treasurer shall maintain and distribute absentee ballots upon request. (See Article VI, Section 3.)

F. The Secretary-Treasurer shall maintain the Policy and Procedure Manual adopted by the Board of Directors.

SECTION 4 – Directors-at-large

The Directors-at-large shall annually review these Bylaws and report any recommendations for amendment to the Board of Directors.

SECTION 5 - Board of Directors.

A. The Board of Directors shall establish policy and direct the affairs of the Association.

B. The President shall act as Chairman of the Board.

C. The Board of Directors shall be specifically responsible for:

1. Authority for disbursing Association funds.
2. Establishing policies and procedures listed in the Policy and Procedure Manual maintained by the Secretary-Treasurer.
3. Establishing registration fee members and guests shall pay for luncheon meetings; the amount is to be stated in the Policy & Procedure Manual.
4. Approving the places and dates of luncheon meetings.
5. Providing for an audit of the Secretary-Treasurer's records when deemed necessary.

D. The Board of Directors shall hold at least one meeting each year.

E. Other meetings may be called during the year by the Chairman of the Board of Directors who shall require the Association Secretary-Treasurer to notify all Board members of the place, date, and time of the meetings.

ARTICLE VI - ELECTION OF OFFICERS AND DIRECTORS

SECTION 1 - Election Schedule.

Election of Officers and Directors-at-larges shall be held at the November meeting, to become effective immediately.

SECTION 2 - Nominating Committee.

A. The Nominating Committee shall meet to prepare a slate of consenting nominees to be presented at the September meeting.

B. The Nominating Committee shall consist of the most recent Past President who is an active member, and at least two other members who will be selected by the chairman of the Board of Directors. The most

recent Past President who is an active member shall serve as Chairman of the Nominating Committee.

SECTION 3 - Election Procedures.

Election of Officers and Directors-at-larges shall be determined by a majority vote of the voting representatives present plus absentee ballots, provided the combined voting representatives and absentee ballots constitute a quorum. (See Article VII, Section 2). Absentee ballots must be requested from the Secretary-Treasurer at least 20 days prior to the vote and must be returned to the Secretary-Treasurer prior to the vote. Nominations may be made from the floor by any voting representative with the consent of the nominee, at the September meeting. The Board may declare an Officer or Director-at-large position vacant at any time when deemed necessary.

SECTION 4 - Vacancy of An Office.

When an Officer or Director-at-large vacancy occurs, the position shall be filled by a majority vote of the Board of Directors. An appointee may be any Regular Member including any current member of the Board of Directors. Such appointee shall serve until the next election.

ARTICLE VII - MEETINGS

SECTION 1 - Regular Meetings.

Effective January 2007, regular meetings of the Association shall be held on the second Thursday bimonthly unless otherwise specified by the President and upon due notification of members by the Vice President.

SECTION 2 - Quorum.

A quorum shall consist of a simple majority of the Regular Members of the Association. If no quorum is present, voting may take place by electronic ballot.

SECTION 3 - Annual Meeting.

The November meeting of each year shall be designated as the annual meeting.

ARTICLE VIII - FEES

SECTION 1 - Meetings.

The Secretary-Treasurer will collect a registration fee from all persons present at each meeting except the presenter according to policy established by the Board of Directors as stated in the Policy and Procedure Manual.

SECTION 2 - Annual Dues.

Applicants for Membership in the Association will submit to the Secretary-Treasurer the current annual dues stated in the Policy and Procedure Manual

SECTION 3 - Billing for Annual Dues.

The Association will bill each member organization for annual dues. The amount of the dues will be established by the Board of Directors at their Board meeting described in Article V, Section 5, C 3. The Secretary-Treasurer will render an invoice to each member organization by September 1 to permit payment by the November meeting. Members who have not paid their annual dues within sixty days of billing date shall automatically cease to be members provided they have been notified of such delinquency at least twice by the Secretary-Treasurer.

ARTICLE IX - AMENDMENTS

These Bylaws may be amended at any business meeting of the Association by at least a two-thirds vote of the voting representatives and absentee ballots, provided the combined voting representatives and absentee ballots constitute a quorum. Absentee ballots must be requested from the Secretary-Treasurer at least 20 days prior to the vote and must be returned to the Secretary-Treasurer prior to the vote. The proposed amendments shall be either mailed or sent electronically, to each member at least 20 days prior to the meeting at which the voting is to take place.

June 19, 1986

Revised January 19, 1989

Revised March 17, 1994

Revised March 19, 1998

Revised November 18, 2004

Revised November 16, 2006