

**CONSTITUTION AND BYLAWS
MID-SOUTH EDUCATIONAL RESEARCH ASSOCIATION**

Deletions: ~~red strikethrough~~

Additions: **bold red text**

(Proposed Amendments for Action on November 9, 2017)

CONSTITUTION

ARTICLE I

NAME AND MEMBERSHIP

The organization shall hereafter be known as the Mid-South Educational Research Association. Any person who supports the purposes of the Association shall be eligible for membership and shall be an active member in this organization upon payment of annual dues as provided in the ~~bylaws~~ **Bylaws**.

ARTICLE II

PURPOSES

The Mid-South Educational Research Association shall be a nonprofit incorporated educational organization whose purposes are to encourage quality educational research in the Mid-South and to promote the application of the results of quality educational research in the schools.

Said corporation is organized exclusively for educational and scientific purposes; i.e., as a nonprofit educational organization whose purpose is to encourage and provide results of quality educational research in elementary and secondary schools and in institutions of higher learning, including, for such purposes, the receipt of donations and books to further educational research and the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

In the event of dissolution of the corporation, any assets remaining after paying all liabilities shall revert to and become the property of an organization which is qualified under section 501 (c) (3) of the Internal Revenue Code of 1954 amended.

ARTICLE III

INCORPORATION

The Association shall be incorporated upon provision of the laws of the State of Mississippi.

ARTICLE IV

OFFICES AND TERMS OF OFFICE

Section 1.a. The governing body of the Association shall consist of a President, Vice President/President-Elect, Secretary, Immediate Past President, Directors, and Executive Director, who are members of the Association. These officials shall constitute the Board of Officers and Directors of the Association (hereafter called the Board of the Association). The term of office for each elected official shall begin on the first day of the calendar year following election to the Board of the Association.

b. The Directors shall consist of four members at large; one from among the representatives of local education agencies or state education agencies; one from among the representatives who are **undergraduate or** graduate students at the time of election; and one from each of the constituent states.

Section 2.a. The Officers of the Association who serve as Vice President/President-Elect and Secretary shall be elected at the Annual Meeting of the Association to terms of one year for the Vice President/President-Elect and two years for the Secretary. The Secretary shall be elected at the Annual Meeting **of the Association** during even-numbered years. The Vice President/President-Elect shall succeed automatically to the office of President for a term of one year upon completion of a term as Vice President/President-Elect or upon the occurrence of a vacancy in the office of President. Each officer shall serve until a successor assumes office except for the Vice President/President-Elect who would succeed to the office of President due to a vacancy in the office.

b. The Directors of the Association **except for the Director representing the undergraduate/graduate students** shall be elected for a term of two years. The Directors elected at large, **and** the Director representing the local education agencies/state education agencies, ~~and the Director representing the graduate students~~ shall be elected at the Annual Meeting **of the Association** during odd-numbered years, and the Directors representing the states shall be elected at the Annual Meeting **of the Association** during even-numbered years. Each Director shall serve until a successor assumes office. **The Director representing undergraduate/graduate students shall serve a one year term and is eligible for re-election to a second one-year term.**

c. All **elective elected** Officers and Directors will be eligible for re-election to the offices that they hold for one additional term except the Vice President/President-Elect **and the graduate student**, who **are is** restricted to one term, and the Secretary, who is not restricted as to the number of terms served.

d. In case a vacancy occurs in the office of Secretary or among the Directors, the successor to fill the vacancy shall be named by a majority vote of the Board of the Association. If a vacancy occurs in the office of Vice President/President-Elect, the office will be filled by election at the next Annual Meeting of the Association. Any person who is named to fill an unexpired term shall be eligible for election to the office to which the appointment is made.

Section 3. The Immediate Past President of the Association shall be an ex officio voting member of the Board of the Association and shall serve during the term of office of the successor as President.

Section 4. The Board shall appoint an Executive Director of the Association who will be an ex officio nonvoting member of the Board **of the Association** and will serve **at the pleasure of the Board a three-year term with appointment to one or more additional terms at the will of the Board of the Association and the incumbent Executive Director**.

Section 5. The Board shall appoint a Historian of the Association who will be an ex officio nonvoting member of the Board and will serve at the pleasure of the Board.

Section 6. The President, Vice President/President-Elect, Secretary, and Immediate Past President shall constitute the Executive Committee of the Board. The Executive Director will serve as an ex officio non-voting member of the Executive Committee.

Section 7. The Officers, Directors, and Executive Director of the Association shall be residents of the constituent states during their terms of service on the Board, except that the Directors elected at large may be residents from within or outside the constituent states. Any vacancy on the Board that occurs as a result of a failure to comply with this requirement shall be filled in the manner prescribed herein for the respective office. The Officers, Directors, and Executive Director must be members of the Association in good standing during the time that they serve in their respective positions.

ARTICLE V

MEETINGS OF THE BOARD OF THE ASSOCIATION

The Board of the Association shall hold at least two meetings per year at sites designated by the President. One meeting shall be held for the purpose of outlining and planning activities for the **Association's Annual Meeting of the Association** (including the program for the Association), approving the annual budget, approving changes in the **constitution and bylaws Constitution and Bylaws**, and discussing such other matters of business that need to be addressed at that time. The second meeting shall be held prior to the Annual Meeting of the Association for the purpose of finalizing program plans, acting upon proposed changes in the **constitution and**

~~bylaws~~ **Constitution and Bylaws**, and conducting such other business as the President or other members of the Board may deem necessary.

ARTICLE VI

NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1.a. A slate of nominees for Officers and Directors to be elected at the Annual Meeting of the Association will be named by a committee appointed by the President, chaired by the Immediate Past President, and composed of equal representation of one or more members from each of the constituent states.

b. Nominations for any position may be made to the committee by any active member of the Association, provided that the member secures (1) the written permission of the nominee and (2) the signatures of four other active members endorsing the nomination. The committee shall establish and announce a deadline for receiving nominations.

Section 2. The nominating committee shall announce the nominations for all positions, direct the preparation of ballots, and conduct the election. The President will announce the results of the election at the **Business Session** of the Annual Meeting of the Association. ~~The Immediate Past President shall serve as chair of the nominating committee.~~

Section 3. The ~~elective~~ **elected** Officers and Directors of the Association shall be ~~named~~ **elected** by secret ballot of the members attending and voting at the **Business Session** of the Annual Meeting of the Association. A majority of the votes cast shall be required to elect Officers and Directors except for the Directors elected at large. A plurality of the votes cast on ballots for Directors elected at large shall be required for election.

Section 4. Each Director representing a constituent state shall be elected by the members of the Association who are from the **constituent** state represented by the respective Director.

ARTICLE VII

MEETINGS OF THE ASSOCIATION

The Association shall hold an ~~annual meeting~~ **Annual Meeting, including an Annual Business Session**, at such time and place as is designated by the Board of the Association.

ARTICLE VIII

BYLAWS

The Association may adopt such Bylaws as are necessary for its operation by a majority of the active members present and voting at any Annual Meeting of the Association. Such Bylaws shall not be in conflict with the provisions of this ~~e~~**C**onstitution. Bylaws or their modifications may be proposed by an active member of the Board of Directors or any active member of the Association.

ARTICLE IX

AFFILIATIONS

A state research association whose members are desirous of promoting the purpose of this Association and sharing in its work may become affiliated with this organization as provided in the Bylaws.

ARTICLE X

AUTHORITY FOR CONDUCTING MEETINGS

Section 1. Robert's Rules of Order shall serve as the guide to be followed in conducting all regular and special meetings of the Association and the Board of the Association. At the beginning of each **session meeting**, the President will name a parliamentarian to advise on all parliamentary questions during the meeting.

Section 2. This ~~cc~~ Constitution shall go into effect immediately upon acceptance by a three-fourths majority vote of the members of the Board of the Association attending and voting at a regular Board meeting and by a three-fourths majority vote of the members attending and voting at a regular meeting of the Association.

ARTICLE XI

AMENDMENTS

Section 1. This ~~constitution~~ **Constitution** may be altered, amended, or repealed and a new Constitution or portions thereof may be adopted by a vote of two-thirds of the votes cast at an Annual Meeting of the Association ~~or by a majority of the total voting power membership of the Association, whichever is less~~, provided that notice of any proposed revision has been **mailed distributed** to every member of the Association at least thirty days prior to the Annual Business Session at which the revision is to be considered.

Revisions of this Constitution as provided above shall not be considered by the membership of the Association until such proposed revisions have been submitted to, reviewed by, and approved by the Board of the Association. Upon its election, in the case of conflict of interest or other special circumstances, the Board may choose to submit a proposed revision of the Constitution to the Association members without recommendation provided that the Board communicates the basis for this election to the members along with the proposed amendment. For the purpose of the review and recommendation by the Board, proposed revisions of the Constitution shall be submitted to the Board at any regular or special meeting. After review and appropriate action thereon, the Board shall forward the proposed revisions to the membership of the Association for consideration. During its review and prior to forwarding the proposed revisions with its recommendation, the Board may make such editorial revisions as are necessary and appropriate.

Section 2. The activities of the Association shall be regulated by the Bylaws. The Bylaws of the Association may be altered, amended, or repealed and new Bylaws or portions thereof may be adopted in the same manner as prescribed for the Constitution in the above Section 1 of this Article.

BYLAWS

ARTICLE I

CONSTITUENT STATES OF THE ASSOCIATION

The constituent States of the Association include Alabama, Arkansas, Florida, Kentucky, Louisiana, Mississippi, and Tennessee.

ARTICLE II

DUTIES OF THE OFFICERS AND DIRECTORS

OF THE ASSOCIATION

Section 1.a. The President shall preside at all regular and special meetings of the Association and all regular and special meetings of the Board, or shall designate an individual to assume this responsibility.

b. The President shall ensure the coordination of all activities of the Association through cooperative efforts with the Executive Director, shall represent the Association at all regular and special functions, shall speak for the Association at all times while serving as President, and shall **coordinate the preparation of the annual budget** ~~prepare the annual budget~~.

c. The President shall appoint committees of the Association as necessary to perform specific responsibilities with the chair of each committee serving as a nonvoting representative to the Board. The Chair and members of each committee must be members of the Association in good standing during the time that they serve in their respective positions.

d. The President shall appoint an Annual Meeting Program Committee Chair who will also serve as editor of the Proceedings of the Annual Meeting for the year he/she serves as the Annual Meeting Program Committee Chair.

d-e. The President, upon **reviews of responses to requests for proposals and** recommendations from the Executive Committee of the Board, shall appoint **the editor(s) for the Proceedings of the Annual Meeting** Mid-South Educational Researcher, **the editor(s) for the Research in the Schools**, **the Webmaster(s) of the Association**, and **the editors of** any other periodic publications of the Association. **Each editor will serve a three-year term upon appointment. The terms of office for the editors and Webmaster(s) shall be staged to avoid more than one appointment being made in a given calendar year.** Each **editor appointee** shall serve as a nonvoting representative to the Board. The **Editors appointees** must be members of the Association in good standing during the time that they serve in their respective positions.

e f. The President shall conduct the selection of the recipients of the service awards that are presented at the ~~MSERA annual meeting~~ **Annual Meeting of the Association**.

f g. The President shall be responsible for annually reviewing and updating as appropriate the section of the Operations Manual applicable to the office of President.

Section 2.a. The Vice President/President-Elect shall assist the President at all times. In the case of the resignation or incapacity of the President, the Vice President/President-Elect shall assume the office of President and complete the unexpired term. In such case, the Vice President/President-Elect shall also serve the subsequent full term as President that would have accrued by succession to the office.

b. The Vice President/President-Elect shall be responsible for coordinating the preparation and dissemination of current revisions and additions to the Operations Manual of the Association. These materials shall be distributed at semi-annual meetings of the Board and the committee chairpersons as appropriate.

c. The Vice President/President-Elect shall conduct the selection of recipients of the distinguished paper award and the outstanding dissertation/thesis award that are presented at the ~~MSERA annual meeting~~ **Annual Meeting of the Association**.

d. The Vice President/President-Elect shall be responsible for annually reviewing and updating as appropriate the section of the Operations Manual applicable to the office of Vice President/President-Elect.

Section 3. a. The Secretary shall conduct the correspondence for the Association; keep minutes and records for all regular and special meetings of the Association; keep minutes and records for all meetings of the Board; and supervise **in coordination with the Executive Director the collecting, depositing, and reporting of** registration **fees at for** the ~~Association's~~ Annual Meeting **of the Association**.

b. The Secretary shall prepare and distribute minutes to the Board Members for any regular and special meetings within six weeks after the conclusion of each meeting. Unless there is written notice from any Board Member within four weeks after the distribution of the minutes concerning errors in the minutes, these shall become the official record of the proceedings of the meeting upon approval by the Executive Committee of the Board.

c. The Secretary shall receive, record, and maintain membership applications for the current year and ~~forward any dues received to the Executive Director to be deposited in the Association's financial account~~ **supervise in coordination with the Executive Director the collecting, depositing, and reporting of any membership dues received**. The Secretary shall update the directory of members for the current year upon receipt of registration information from the Executive Director following the ~~MSERA~~ Annual Meeting **of the Association**.

d. The Secretary shall maintain the membership roster for the current year and the previous year and shall provide such information to any authorized users upon request.

e. The Secretary shall transmit the official membership roster to the Historian upon the conclusion of the Association's business year.

f. The Secretary shall be responsible for annually reviewing and updating as appropriate the section of the Operations Manual applicable to the office of ~~s~~Secretary.

Section 4. The Directors elected at large shall attend all regular and special business meetings of the Board, stimulate interest in the membership of the Association, and perform such responsibilities as are designated by the President. The Directors elected at large shall be responsible jointly for annually reviewing and updating as appropriate the section of the Operations Manual applicable to the office of Director at large.

Section 5. The Directors who represent the local education agencies/state education agencies and ~~undergraduate~~/graduate students shall attend all regular and special meetings of the Board, coordinate activities within these groups, actively solicit memberships in the Association from their respective groups, and perform such responsibilities as are designated by the President. The Directors who represent the local education agencies/state education agencies and ~~undergraduate~~/graduate students shall be responsible jointly for annually reviewing and updating as appropriate the section of the Operations Manual applicable to their respective offices.

Section 6. The Directors who represent the various states shall attend all regular and special meetings of the Board, solicit memberships in the Association from their states, and perform such responsibilities as are designated by the President. The Directors who represent the various states shall be responsible jointly for annually ~~for~~ reviewing and updating as appropriate the section of the Operations Manual applicable to the office of Directors who represent the various states.

Section 7.a. The Executive Director shall be responsible for coordinating the work of the Association and serving as advisor in all activities of the Association.

b. The Executive Director shall ~~provide~~ ~~serve in a~~ liaison ~~relationship~~ with other professional organizations and entities on behalf of the Association.

c. The Executive Director shall maintain a current compilation of the policies and procedures approved by the Board.

d. The Executive Director shall perform business and communication functions of the ~~a~~Association ~~in coordination with the Secretary~~ as directed by the Board.

e. The Executive Director, who shall be bonded, shall ~~keep account of and report all monies received on behalf of the Association and shall write all checks as authorized by the Board~~ ~~have access to all accounts (all financial accounts/records, including but not limited to checking, savings, credit card, and any other financial account types that the organization holds). The cost of the bond for the Executive Director shall be underwritten by the Association. The Executive Director shall manage, account for, and report on all financial accounts. The~~

Executive Director is authorized to receive monies and make payments on behalf of the organization as authorized by the Board of the Association.

f. The Executive Director shall prepare and submit the books of the Association for an annual review to be conducted after the close of the business year on December 31 by an independent third party with appropriate financial expertise who will be recommended by the President and appointed by the MSERA Board at the Fall Board meeting. A certified statement attesting to the accuracy of the financial records for the preceding year will be presented to the Executive Committee of the Board by June 30 of the next calendar year.

At the conclusion of the first and second years of the term of office of the Executive Director, the President of the Association shall appoint a budget advisory committee to prepare and submit the books of the Association to the Executive Committee at least two weeks prior to the Spring Board Meeting each year. At the conclusion of each three-year term of office by the Executive Director, the President of the Association will recommend to the Executive Committee a certified public accountant to conduct a financial review of the Association's financial records and to issue a certified financial statement on its financial status. The President or his/her designee will submit the certified financial statement prepared by the certified public accountant to the Executive Committee of the Association for review at the subsequent Fall Board Meeting.

g. The Executive Director shall be evaluated annually by the members of the MSERA Executive Committee of the Association and other officials as may be designated by the MSERA Board of the Association using procedures approved by the Board.

h. The Executive Director shall be responsible for annually reviewing and updating as appropriate the section of the Operations Manual applicable to the office of Executive Director.

Section 8. a. The Historian shall maintain an archival repository of historical records and documents of the Association **in an electronic form** as specified by the Board **of the Association in an electronic form**. These records and documents shall include, but not be limited to, the minutes of all **MSERA Board meetings of the Board of the Association**, copies of all committee reports **submitted** to the **MSERA Board of the Association**, annual **MSERA membership records of the Association**, and rosters of officers and other **MSERA officials of the Association** for each year.

b. The Historian shall coordinate the collection of **MSERA membership records of the Association** with the Secretary to ensure that the records maintained on membership are accurate and complete.

c. The Historian shall coordinate the creation and maintenance of archival records and documents with the entity that maintains the official archives of the Association.

d. The Historian shall be responsible for annually reviewing and updating as appropriate the section of the Operations Manual applicable to the office of Historian.

Section 9. a. The Immediate Past President shall chair the **MSERA** nominating committee **of the Association**.

b. The Immediate Past President shall be responsible for annually reviewing and updating as appropriate the section of the Operations Manual applicable to the office of Immediate Past President.

Section 10. a. The Executive Committee of the Board will meet on call of the President of the Association. The committee shall have general supervision of the affairs of the Association between meetings of the Board, shall make recommendations to the Board on any matters affecting the Association, shall be responsible for annually reviewing and updating as appropriate the section of the Operations Manual applicable to the Executive Committee, and shall perform such other duties as the Board may assign to the Executive Committee.

b. Notice of all meetings of the Executive Committee and actions taken at these meetings shall be reported promptly to the entire membership of the Board. Actions of the Executive Committee shall be in conformity with these Bylaws and shall be subject to approval of the Board at its next meeting.

ARTICLE III

MEMBERSHIP ~~DUES AND OTHER FEES~~

The Board of Directors has the authority during any budget year to establish the annual dues and ~~also~~ fees effective **beginning** the subsequent **calendar** year.

The membership year for individuals is January 1 – December 31 of the calendar year. Any individual attending an Annual Meeting who has paid either a Professional, Retired, or Undergraduate/Graduate Student fee for the Annual Meeting receives a complimentary membership beginning on the first day of the Annual Meeting. This will permit the individual to cast votes on any organizational business brought before the membership during the Annual Business Session of the Association.

Any individual who pays membership dues outside the Annual Meeting registration fees will be a member in good standing from the date his/her payment is processed by an agent of the Association until December 31 of the same calendar year.

ARTICLE IV

REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS

Section 1. The absence of a Board Member from two meetings during a term of office shall constitute grounds for declaring the office vacant. In such case, the Board shall determine the reasonableness of the absences. If the Board deems that the absences are without merit, it shall declare the office vacant. In the case of an elective office except for the office of Vice President/President-Elect, the successor to fill the vacancy shall be named by a majority vote of the Board of the Association.

Section 2. The Board of the Association may remove a member of the Board, for good cause, by a two-thirds majority vote of the Board members present and voting at a regular or special meeting of the Board. One, but not the only, good cause is the failure to perform the duties of the office held by the member of the Board.

ARTICLE V

AFFILIATION WITH THE ASSOCIATION BY

STATE RESEARCH ASSOCIATIONS

Section 1. The Association may establish affiliate relationships with state research associations in the Association's region that promote the purposes of the Association.

Section 2.a. The Association shall act on a request for affiliation by a state research association upon the submission to the President of the Association of a petition requesting affiliation which has been approved by the membership of the state research association and a copy of the ~~constitution and bylaws~~ **Constitution and/or Bylaws** of the state research association.

b. The establishment of an affiliate relationship between the Association and a state research association must be approved by a majority vote of the members of the Board of the Association attending and voting at a Board meeting and a majority vote of the members of the Association attending and voting at the Annual ~~Meeting~~ **Business Session** of the Association.

Section 3.a. The affiliate relationship between the Association and a state research association shall have as a provision that each organization may appoint a nonvoting representative to serve on the board of its affiliate organization. The appointment of the Association's representative to an affiliated state research association shall be made by the President. The appointment of the state research association representative to the Board of the Association shall be made in the manner prescribed by the state research association.

b. The Association and an affiliated state research association shall advise their members of the activities of both organizations. Each organization shall encourage membership and participation in the other organization by persons from the state served by the state research association.

c. The Association and an affiliated state research association may cite their affiliation with each other where appropriate and desirable. The Association shall be identified as the senior organization because of its multistate, regional scope.

d. The affiliation between the Association and a state research association shall not infringe upon the autonomy of either organization nor cause either organization to incur any responsibility for the financial obligations of the other organization.

e. The affiliation between the Association and a state research association may be terminated at any time by the decision of either organization. The decision by the Association to terminate the affiliation with a state research association must be approved by a majority vote of the

members of the Board attending and voting at a Board meeting and a majority vote of the members of the Association attending and voting at the Annual Meeting of the Association.

f. Membership of an individual in either the Association or an affiliated state research association shall not constitute nor imply membership in the other organization.

ARTICLE VI

ARCHIVES OF THE ASSOCIATION

Section 1. The Board of the Association may designate one or more educational agencies and/or institutions to serve as official archives of the Association.

Section 2.a. The establishment of archives for the Association shall require approval by a majority vote of the members attending and voting at any regular Board meeting.

b. Archives shall be established by entering into a formal agreement between the Association and an educational agency or institution that includes specifications of the materials to be placed in the archives, the operational procedures for maintaining the archives, the services to be provided for users, and other matters as determined by the Board and the agency or institution.

c. Any educational agency or institution that maintains archives for the Association shall be located within the Association's region.

Section 3.a. An educational agency or institution that maintains archives of the Association shall comply fully with the specifications in the agreement with the Association. Failure to comply with these specifications will constitute cause for termination of the agreement by the Association.

b. The archives must be organized and maintained in such manner that the contents are readily identifiable, accessible, and retrievable to serve users.

c. A report on the status and operation of the archives shall be made at least annually to the Board by the agency or institution that maintains archives of the Association.

Section 4.a. The agreement between the Association and an educational agency or institution that maintains archives for the Association may be terminated by a decision of either party.

b. A decision by the Board of the Association to terminate such an agreement must be approved by a majority vote of the members attending and voting at any regular Board meeting.

c. Written notification of termination by either party shall be given to the other party and must include a delineation of the reason for the decision.