



AMENDED BYLAWS OF THE MISSISSIPPI ASSOCIATION OF SUPERVISORS

As Approved by the Membership

June 18, 2014

ARTICLE I. NAME, PRINCIPAL OFFICE, PURPOSE AND RESTRICTIONS

1.1 The name of the Association shall be “THE MISSISSIPPI ASSOCIATION OF SUPERVISORS,” a Mississippi nonprofit corporation.

1.2 The principal office of the Association shall be located in Jackson, Hinds County, Mississippi or such other place as the Board of Directors (“Board”) shall designate or as the business of the Association may require from time to time.

1.3 As a fundamental unit of local government in the State of Mississippi, county government is responsible for the provision of services necessary to the maintenance of the health, safety and welfare of all citizens of the county. In order to meet this responsibility, the counties of Mississippi recognize the necessity and importance of an organization within which all counties can work together to meet the needs they have in providing these services. The organization to meet this purpose shall be The Mississippi Association of Supervisors. The objectives of the Association shall be as follows:

- (a) To develop and maintain an organizational structure within which ideas can be presented and a unified policy developed enabling the Association to speak with a unified voice;
- (b) To ensure that the legal basis of counties is such that public services may be provided in a cost effective manner;

- (c) To ensure that an adequate revenue base for counties is established and defended against special interests;
- (d) To provide opportunities to county government officials for the interchange of ideas and experiences and to obtain expert advice;
- (e) To provide Congress and the state legislature with information necessary for the development of sound legislation of benefit to the nation, state and counties;
- (f) To establish a dialogue and relationship with the Governor and his several departments and agency heads and with all other state executive branch officials to facilitate on an ongoing basis the exchange of ideas on the administration of programs which involve or affect county government and county residents;
- (g) To better inform and educate county officials as to their respective powers and duties;
- (h) To investigate, study and discuss the application of more efficient and effective methods of public administration and to provide or sponsor the training programs necessary for the implementation of the foregoing;
- (i) To collect, compile and distribute to county officials information about county government and the administration of county affairs through publications, meetings and seminars;
- (j) To develop and provide a program of direct services to counties;

- (k) To serve as liaison between the state's counties and other levels of government;
- (l) To achieve an increased public understanding of the role of counties in the intergovernmental system; and
- (m) To do any and all things necessary, proper and convenient for the benefit of counties in the administration of their affairs.

1.4 All policies and activities of the Association shall be consistent with:

- (a) Applicable federal, state and local antitrust and trade regulation laws;
- (b) Applicable tax exemption requirements including that no part of the Association's net earnings shall inure to the benefit of any private individual; and
- (c) All other legal requirements including the Mississippi Nonprofit Corporation Act under which this Association is incorporated and to which its operations are subject.

ARTICLE II. MEMBERSHIP

2.1 Active Member. Active Members of the Association shall be the county governments of the State of Mississippi. County governments shall be represented at all business sessions of the Association by the duly elected or appointed and serving members of the boards of supervisors of each county of Mississippi that are current in paying their annual dues in accordance with a schedule of dues adopted by the Board of

Directors. Active Members shall be entitled to all services offered by the Association. All former Presidents of the Association who are no longer members of a board of supervisors shall be honorary members of the Association with all membership privileges except these honorary members do not have the right to vote, nor may they hold office in the Association.

2.2 Associate Members. Associate Members of the Association shall be those duly elected or appointed and serving chancery clerks, county board attorneys, county administrators, county engineers, county road managers, circuit clerks, tax assessors and tax collectors who are current in paying associate membership dues in accordance with a schedule of dues adopted by the Board of Directors. Associate Members shall be entitled to attend regular meetings of the Association but shall not have the right to vote nor may they hold an office in the Association or serve on any committee.

2.3 Affiliate Members. Affiliate Members shall be those statewide associations whose voting membership consists primarily of county employees or officials whose request for affiliation shall be approved by the Board of Directors and who are current in paying affiliate membership dues in accordance with a schedule of dues adopted by the Board of Directors. The Board's review of each request for affiliation shall be conducted in accordance with policies established by the Board for such affiliation. Affiliate Members shall not be eligible to vote nor may they hold an office in the Association or serve on any committee.

2.4 Affiliate Partners. Affiliate partners shall be individuals, partnerships, corporations or organizations that do not qualify for

membership or affiliation but have a bona fide interest in the aims and goals of the Association and are current in paying annual dues in accordance with a schedule of dues adopted by the Board of Directors. Affiliate partners shall not be eligible to vote nor may they hold office in the Association or serve on any committee.

2.5 Membership Cards. Each county representative of an Active Member shall be issued a membership card by the Association that shall constitute his official status as an Active Member county representative in the Association.

2.6 Member Obligation to Follow Association Rules. These Bylaws constitute a binding legal agreement between the Association and its members which may be supplemented by amendment and by actions of the Board of Directors. Each member of the Association agrees to be bound by these Bylaws and by any amendments thereto and by the lawful actions of the Board or voting membership of the Association.

2.7 Member Liability. No member of the Association shall be personally liable or otherwise liable for any of the debts or obligations of the Association.

ARTICLE III. DUES

3.1 The Board of Directors shall set dues and fees for every level of membership in the Association and make assessments and set the terms of payment.

3.2 Any member of the Association whose dues have not been paid within sixty (60) days after the commencement of a fiscal year shall cease to be a member in good standing. No representative of any Active Member not in good standing shall

be eligible to hold office, to serve as a member of the Board, to serve on any Association Committee or to vote on any matter coming before the Association.

3.3 No dues will be refunded.

ARTICLE IV. MEETINGS

4.1 Annual Membership Meeting. The Association shall hold an Annual Membership Meeting of the Active Members at the place and on the date that the Board determines. At the Annual Membership Meeting, one-half of the board of directors shall be elected, the Board shall report to the membership on its activities and other business shall be transacted as may be properly brought before the meeting.

4.2 Special Meetings. Special Meetings of the Association's Active Members may be called by a majority vote of the Board of Directors.

4.3 Notice. The Board of Directors shall give the Association members reasonable written or electronic notice of the place, date and time of the Annual Membership Meeting and of all special meetings. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member representatives at their addresses as they appear in the records of the Association with postage thereon prepaid. The notice must include a brief description of the business to be discussed at the meeting and must be given at least ten (10) days and not more than ninety (90) days before the meeting.

4.4 Quorum, Voting. The Board of Directors shall adopt rules of procedure for conducting the business of the Association. Those procedures shall provide that only duly elected or appointed and serving supervisors of Active Members shall be eligible to vote and that each county supervisor representative of an Active Member shall have one (1) vote on all matters coming before the membership for a vote. Finally, the procedures shall provide that voting shall be conducted by a show of hands or by standing unless at least ten (10) of the county supervisor representatives present request the use of a secret ballot. A majority of county supervisor representatives of the Active Members of the Association is necessary to conduct business at the Annual Membership Meeting except where some other number is required by law. Voting, quorum and other rules of procedure for other meetings of the Association may be established by the Board of Directors.

ARTICLE V. NOMINATION AND ELECTION OF OFFICERS, BOARD OF DIRECTORS AND COMMITTEE MEMBERS

5.1 Nomination and Election of Board of Directors and Committee Members. Each year, during the Spring regional Planning and Development District meetings, supervisor representatives of Active Members in attendance shall elect county supervisor representatives of Active Members to serve on the Association's Board of Directors and on the Association's Legislative and Nominating Committees. Active member representatives at each Planning and Development District meeting shall elect one (1) supervisor to serve on the Board of Directors and one (1) supervisor to serve on each of the two (2) committees, except that two (2) nominees for the Board and for

each committee shall be elected by Active Member representatives from any Planning and Development District that is composed of twelve (12) or more counties. Additional county supervisor representatives of Active Members shall be nominated to serve on the Association's Board of Directors by the Nominating Committee, meeting at the call of its Chair, one representing a county belonging to each Planning and Development District except that in a Planning and Development District composed of twelve (12) or more counties, there shall be two (2) nominees representing counties in such district. Nominees selected by the Nominating Committee shall be reported to the members at the Annual Membership Meeting at which time their nominations shall be put to a vote along with any other nominations that may be made in accordance with the Nominating Committee's nomination procedures adopted by the Board.

5.2 Nomination and Election of Officers. Every year, prior to the Annual Membership Meeting, the Nominating Committee shall, in accordance with a process adopted by the Nominating Committee and approved by the Board of Directors, meet and nominate county supervisor representatives of Active Members of the Association to serve as Third Vice-President, Secretary-Treasurer and Sergeant-at-Arms of the Association. The Third Vice-President shall represent an Active Member County located in one of the Mississippi Supreme Court Districts that is not then represented by those serving as First and Second Vice-President at that time. Such nominations shall be reported to the members at the Annual Membership Meeting at which time their nominations shall be put to a vote along with any other nominations that may be made in accordance with the

procedures of the Nominating Committee and approved by the Board.

5.3 Minority Members. At least one (1) racial minority county supervisor representative of an Active Member of the Association shall be elected to serve on the Board of Directors and the Legislative and Nominating Committees of the Association. If none is elected through the process otherwise set forth in this Article, then the President of the Association shall nominate a minority supervisor representative of an Active Member for service on the Board of Directors and on the Legislative and Nominating Committees. Such nominees shall also be reported to the membership at its Annual Membership Meeting at which time these nominations shall be put to a vote along with all other nominations for consideration of the membership. Such minority supervisors elected in this manner shall have the same rights of all other Board and Committee members serving in these positions.

ARTICLE VI. OFFICERS

6.1 Officers. The officers of the Association shall be a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Secretary-Treasurer, a Sergeant-at-Arms and an Immediate Past-President.

6.2 Qualification. Officers of the Association must be county supervisor representatives of Active Members of the Association who have served at least one (1) full term as a county supervisor prior to their election as an officer, except for the Immediate Past-President who shall automatically attain this office as a result of having served as the Association's President in the immediately preceding year. The office of President shall rotate annually

among county supervisor representatives of Active Member counties located in the three (3) Mississippi Supreme Court Districts of the State. Each Vice-President shall be a county supervisor representative of an Active Member county located in one of the Mississippi Supreme Court Districts and no two Vice-Presidents may represent a county located in the same Mississippi Supreme Court District, with the office of Vice-President rotating annually among representatives of counties located in each of the three (3) districts. No person may hold more than one Association office at the same time. Any officer of the Association who is indicted under the criminal laws of the State of Mississippi or the United States government shall be immediately suspended from his service as an officer of the Association until all such charges have been adjudicated in his favor.

6.3 Term of Office. The terms of the three (3) Vice-Presidents shall run concurrently. The Secretary-Treasurer and the Sergeant-at-Arms shall be elected from the State at large. Each officer shall hold office for one (1) year beginning on the date of their election and ending on the date of the next succeeding election at the Annual Membership Meeting or until their successors have been duly elected.

6.4 Succession of Officers. The persons serving as First, Second and Third Vice-President shall automatically succeed to the offices of President, First Vice-President and Second Vice-President of the Association without election each year so long as they continue to be eligible for service and unless another supervisor representing a county located in the appropriate Supreme Court District is nominated by and elected by the membership. Upon the vacancy of the office of President,

however, the First Vice-President shall automatically succeed to the office of President and shall serve the remainder of his unexpired term. Such service shall not prevent the succeeding Vice-President from serving a full term as President following his service of the unexpired term of his predecessor, if elected by the membership.

6.5 Duties and Powers. The officers shall perform those duties that are usual to their positions and that are assigned to them under these Bylaws and by the Board, including those duties that are set forth in the position descriptions for each office as adopted by the Board from time to time. The President shall preside at all meetings of the Association and shall serve as an ex officio, non-voting member of all Association Committees except that he shall not serve on the Nominating Committee. The President may also appoint such special committees as he deems necessary for the benefit of the Association and its affairs. The Officers of the MAS shall sit on the Board of Directors and shall be voting members of the Board. In addition, the First Vice-President shall act in the place of the President when the President is not available. Should the First Vice-President also be unavailable, then the Second Vice-President shall act in place of the President and if he is likewise absent, the Third Vice-President shall act in place of the President.

6.6 Vacancies. If a vacancy occurs among the officers of the Association, other than the President, the position shall be filled for the unexpired term by the Board of Directors. If the offices of President and First Vice-President become vacant simultaneously, the Board of Directors shall, within three (3) weeks of such joint vacancy, proceed to call a special meeting of the membership for

the purpose of electing successors to these offices, with such successors to serve until the next regular meeting of the membership.

ARTICLE VII. BOARD OF DIRECTORS

7.1 Duties and Powers. The Board of Directors shall have general control of the property and business of the Association in accordance with the duties and powers conferred upon it by these Bylaws, the articles of incorporation and as provide by law. The Board is the governing body of the Association and is responsible for setting its direction.

7.2 Composition. Board members shall be elected annually during the Association's regional Spring Planning and Development District meetings and nominated by the Nominating Committee as provided for in Article V. The Board member nominees of the Nominating Committee and other candidates nominated in accordance with the Nominating Committee's nominating procedures adopted by the Board shall be submitted for a vote by the county supervisor representatives of the Active Members at the Association's Annual Membership Meeting.

7.3 Qualifications. No county supervisor representative shall be elected to membership on the Board of Directors unless he shall be a county supervisor representative of an Active Member and has served at least one (1) full term as a county supervisor prior to his election as a Director.

7.4 Term of Office. Unless a Board member dies, leaves office or resigns, he shall hold office for a term of one (1) year ending on

the last day of the Annual Membership Meeting or until his successor shall be duly elected.

7.5 Chair. The Board shall meet and elect one of its members as Chair whose name shall be reported to the Association members. The Board Chairpersonship shall rotate annually among Board members representing Active Members located in each of the State's three (3) Mississippi Supreme Court Districts.

7.6 Resignation. Any Board member may resign at any time by delivering written notice to the Chair of the Board or by giving oral or written notice at any Board meeting. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

7.7 Vacancies. If a vacancy occurs on the Board for any reason, the Board shall, at a meeting called within thirty (30) days from the date of the resignation's effective date, choose another representative of an Active Member of the Association to fill the unexpired term of the position that has been vacated. Such appointment shall be made by a majority vote of the remaining members of the Board. Board members chosen to fill vacancies shall be chosen from the same planning and development district in which the county whose representative is vacating the Board is located.

7.8 Call of Meetings. The Chair of the Board of Directors or a majority of the Board members may call meetings of the Board. The Board shall hold meetings at the time and place it selects, however, the Board shall meet at least once each year prior to the

Annual Membership Meeting of the Association and the Chair of the Board shall report to the members of the Association at the Annual Membership Meeting on the work of the Board.

7.9 Notice. The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board. The Board may hold special meetings upon seven (7) days' notice by first class mail or three (3) days' notice if notice is delivered personally or by telephone, facsimile or electronic means to each Board member. In all cases, the notice shall specify in reasonable detail the business to be transacted. The attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting, except when a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7.10 Quorum. A quorum of the Board shall be a majority of the directors then in office.

7.11 Meetings by Telephone or Teleconference. Members of the Board or of any committee designated by the Board may participate in a meeting of the Board or committee by means of conference telephone or teleconference or similar communications equipment by means of which all people participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.

7.12 Place of Meeting. All meetings of the Board shall be held at the principal office of the Association or at such other place designated by the Board.

7.13 Board Action. Every act or decision done or made by a majority of the directors present at a Board meeting duly held at which a quorum is present is the act of the Board, unless the vote of a greater number is required by these Bylaws, the articles of incorporation or applicable Mississippi law.

7.14 Action by Board without a Meeting. Any action which could have been taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by every member of the Board. Such written consents may be signed in two or more counterparts each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any written consents shall be inserted in the minute book as if they were minutes of a Board meeting.

7.15 Absence. Any member of the Board who is unable to attend a meeting shall notify the Chair of the Board of his reason for absence. If a Board member is absent from two (2) consecutive meetings of the Board in any single fiscal year for reasons the remaining members of the Board shall determine to be insufficient, his resignation shall be deemed to be tendered and accepted, and he shall be so notified.

ARTICLE VIII. NATIONAL ASSOCIATION OF COUNTY OFFICIALS BOARD MEMBER

8.1 Election. The Board position(s) on the National Association of Counties (NACo) to which the counties of Mississippi are entitled shall be filled by a county representative of an Active Member. Any such representative shall declare his candidacy at least forth-five (45) days in advance of the Annual

Membership Meeting by submitting a written statement to the Board of Directors explaining his interest in and qualifications to serve. At its meeting at the Annual Membership Meeting, the Board shall review the written statements of candidacy it has received and by majority vote of those directors when a quorum is present select one representative of an Active Member to serve as the Mississippi member of the NACo Board of Directors.

8.2 Term. The term of the county representative selected to serve on the NACo Board of Directors shall be one (1) year.

8.3 Vacancy. If any Active Member county representative selected to serve on the NACo Board of Directors is unable to serve in that capacity or resigns from this position, the Board of Directors shall conduct another election to fill the position for the remainder of the one (1) year term no later than thirty (30) days after the effective date of the vacancy. The Board shall announce the vacancy to the membership and accept written statements of interest until a deadline to be set by the Board. The Board shall select a new NACo Board member from such statements of interest and announce the selection to the membership.

ARTICLE IX. ASSOCIATION PERSONNEL

9.1 Executive Director. The Board of Directors shall appoint an Executive Director of the Association who shall report to the Board. The Board shall fix the Executive Director's compensation and all other terms and conditions of his employment.

9.2 Duties. The Executive Director shall be responsible for the administration and operation of the Association including the employment and direction of its staff. The Executive Director

shall perform such other duties and exercise such other responsibilities as are determined by the Board for the efficient functioning of the Association.

9.3 Staff. The staff shall report to the Executive Director who shall establish the compensation for each staff member under his supervision.

9.4 Executive Director Vacancy. Whenever a vacancy occurs in the position of Executive Director, the Board of Directors shall act to fill the vacancy in accordance with a succession policy adopted by the Board.

ARTICLE X. ASSOCIATION COMMITTEES

10.1 Legislative Committee.

- (a) The Legislative Committee is responsible for the preparation and recommendation of a proposed legislative program for consideration of the membership at its Annual Membership Meeting.
- (b) Following the election of the Legislative Committee pursuant to the process set forth in Article V of these Bylaws, the members of the Committee shall meet and elect the committee Chair and report the name of the Chair to the membership.
- (c) The Legislative Committee members shall serve until the next ensuing Annual Membership Meeting of the Association or until their successors are duly elected.

- (d) If any member of the Legislative Committee is absent from two (2) consecutive called meetings of the Committee within a single fiscal year, that member shall be automatically suspended from the Committee unless he offers justification for the absences acceptable to the Committee at the next called meeting.
- (e) Vacancies on the Legislative Committee shall be filled by a majority vote of the remaining members of the Committee as soon as practicable after the effective date of the vacancy. New members shall be chosen from the same planning and development district in which the county whose representative is vacating the Committee is located.
- (f) The First Vice-President shall be an ex-officio, non-voting member of the Legislative Committee.

10.2 Nominating Committee.

- (a) The Nominating Committee is responsible for the nomination of one half of the membership of the Board of Directors and all the officers of the Association pursuant to Article V of these Bylaws.
- (b) Following the selection of the Nominating Committee, the members shall meet and elect their Chair whose name shall be reported to the members.
- (c) The members of the Nominating Committee shall serve until the next ensuing Annual Membership Meeting or until their successors shall be duly elected.

- (d) If any member of the Nominating Committee is absent from two (2) consecutive called meetings of the Nominating Committee within a single fiscal year, that member shall be automatically suspended from the Committee unless he offers justification for his absences acceptable to the Committee at the next called meeting.
- (e) Vacancies on the Nominating Committee shall be filled by a majority vote of the remaining members of the Committee as soon as practicable after the effective date of the vacancy. New members shall be chosen from the same planning and development district in which the county whose representative is vacating the Committee is located.

10.3 Finance Committee.

- (a) The Finance Committee shall approve the annual budget for the Association and all emergency non-budgeted expenditures of the Association in excess of \$20,000.00.
- (b) The Committee shall be composed of three (3) county supervisor representatives of Active Member counties, one (1) from each of the three (3) Mississippi Supreme Court Districts.
- (c) The Finance Committee members shall be nominated by the outgoing President of the Association prior to the Annual Membership Meeting of the Association following his election. At such meeting, the members shall vote to elect these nominees or others who may be

nominated from the floor by Active Member county representatives.

- (d) The members of the Finance Committee shall serve from the adjournment of the Annual Membership Meeting at which they are elected until the adjournment of the next ensuing Annual Membership Meeting or until their successors are duly elected.
- (e) The Secretary-Treasurer of the Association shall be the Chair and a voting member of the Finance Committee.
- (f) If any member of the Finance Committee is absent from two (2) consecutive called meetings of the Committee within a single fiscal year, that member shall be automatically suspended from the Committee unless he offers justification for his absences that is acceptable to the Committee at its next called meeting.
- (g) If a vacancy occurs in the membership of the Finance Committee, the President of the Association with approval of the Board of Directors shall appoint a new member of the Committee to serve the unexpired term of the vacating member.

10.4 Education Committee.

- (a) The Education Committee shall be responsible for planning and coordinating the educational programs of the Association for its members.
- (b) The Education Committee shall be composed of twelve (12) county representatives of Active Members, four (4)

from each of the three (3) Mississippi Supreme Court Districts.

- (c) The Education Committee members shall be nominated by the President of the Association after his election at the Annual Membership Meeting and shall be elected upon approval of a majority of the Board of Directors present and voting at its Fall Education Conference.
- (d) The Third Vice-President shall serve as the Chair and as a voting member of the Education Committee.
- (e) The President shall serve as an ex-officio, non-voting member of the Education Committee.
- (f) The members of the Education Committee shall serve from the date of their election until their successors are duly elected.
- (g) If any member of the Education Committee is absent from two (2) consecutive called meetings of the Committee within a single fiscal year, that member shall be automatically suspended from the Committee unless he offers justification for his absences that is acceptable to the Committee at its next called meeting.
- (h) If a vacancy occurs in the membership of the Education Committee, the President of the Association with approval of the Board of Directors shall appoint a new member of the Committee to serve the unexpired term of the vacating member.

10.5 Restrictions. Notwithstanding anything to the contrary contained herein, no representative of an Active Member shall be eligible to serve concurrently on the Legislative and Nominating Committees and not more than one (1) member of the Legislative and Nominating Committees shall come from any one (1) county.

ARTICLE XI. RATIFICATION AND AMENDMENT OF BYLAWS

After adoption of these Amended and Restated Bylaws, the same may be amended at the Annual Membership Meeting of the Association or at any other meeting at which a quorum of the Association's Active Member county representatives is present in the following manner: A copy of the proposed amendment to the Bylaws shall be submitted, in writing to the Executive Director and to each Director of the Association at least thirty (30) days in advance of a vote on the amendment. If approved by a majority of the Board of Directors present and voting at such meeting, the proposed amendment shall be mailed to the chancery clerk and President of the Board of Supervisors of each Active Member for review by county representatives at least thirty (30) days before the meeting of the members at which the proposed Bylaws amendment is submitted for a vote. Such proposed Bylaws amendment shall be adopted by a vote of approval of two-thirds (2/3) of the Active Member county representatives present and voting at the meeting. Voting shall be in accordance with Article IV of these Bylaws.

ARTICLE XII. PUBLICATION AND DISTRIBUTION OF BYLAWS

The Executive Director of this Association is hereby authorized and directed to have the Bylaws of the Association printed and mailed to each county representative of an Active Member of the

Association and, in like manner, to have all amendments hereto printed and distributed to the county representatives of Active Members.

ARTICLE XIII. DISSOLUTION OF THE ASSOCIATION

In the event of dissolution of the Association, all property of the Association shall be distributed among counties of the State of Mississippi that are Active Members of the Association at the time of its dissolution, in accordance with a plan of distribution adopted by the Board of Directors. In no event shall any of the property of the Association inure to the benefit of any person or organization.

Mississippi Association of Supervisors
793 North President Street
Jackson, Mississippi 39202
Phone (601) 353-2741
www.mssupervisors.org