

Bylaws of
The Missouri State Chiropractors
Association

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Bylaws of
The Missouri State Chiropractors
Association

ARTICLE I
Name

The name of this Association shall be "The Missouri State Chiropractors Association," hereinafter referred to as the Association, MSCA or Corporation.

ARTICLE II
Offices

The principal office of this Association shall be the State of Missouri at a location designated by the Board of Directors.

The Corporation may have such other offices, either within or without the state of incorporation, as the business of the Corporation may require from time to time.

The registered office of the Corporation required by The General and Business Corporation Law of this state to be maintained in this state may be, but need not be, identical with the principal office in this state, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III
Duration

The duration of this Association shall be perpetual.

ARTICLE IV
Purposes

The Purposes for which the Association is formed are:

- Section 1.** To advance and promote the art, science and philosophy of chiropractic.
- Section 2.** To mutually improve interprofessional and community good will.

- Section 3.** To encourage and promote continuing education among our members.
- Section 4.** To participate in and encourage chiropractic research and study to expand our knowledge of this profession.
- Section 5.** To encourage and promote among its members the highest standards of
- a. professional competence;
 - b. professional and social ethics;
 - c. business acumen;
 - d. patient commitment; and
 - e. pride of the profession.
- Section 6.** The Corporation is not formed for pecuniary or financial gain, and no part of its assets, income, or profit is distributable to, or inures to the benefit of its Directors or Officers except for the extent permitted under the Not-for-Profit Corporation Law of this state.
- The Corporation shall not engage nor shall any of its funds, property or income be used in carrying on propaganda, or otherwise attempting, to influence legislation, nor shall the Corporation participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive or un-American activities.
- Section 7.** In general, the purposes of this Not-for-Profit Corporation are to do any and all things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the state for the purposes of accomplishing any of the purposes of the Corporation.

ARTICLE V

Members

- Section 1.** Classes of Members: The Corporation shall have four classes of members: regular members, associate members, student members and honorary members.
- Section 2.** Voting Rights: Each regular member shall be entitled to one vote on each matter submitted to a vote of the members. Members must have their dues paid in full or have paid the preceding 4 quarters of their dues to be eligible to vote at convention. Associate, student and honorary members shall not be entitled to vote or hold office.
- Section 3.** Termination of Membership: The Board of Directors, by affirmative vote of two-thirds of all Directors, may suspend or expel a member for cause

after an appropriate hearing, and, by a majority vote of those present at any regular constituted meeting, may terminate the membership of any member who becomes ineligible for membership, for any reason except that any member shall be in default in payment of dues as set out in Article XIV shall automatically be terminated without further action of the Board of Directors by the President of the Corporation.

Section 3A. Procedure for Suspension or Expulsion of a Member for Cause: In the event that the Board of Directors elects to Suspend or Expel a Member for Cause, the following procedure must be followed. The Board shall provide the member to be expelled or suspended with written notice via Certified Mail not less than 15 days prior to the effective date of the suspension or expulsion. The written notice shall set out clearly and concisely the reasons for the Board's decision to suspend or expel a member and the date, time and place where he may be heard, not less than 5 days before the effective date of the expulsion or suspension, before the vote by the full Board of Directors. Any person challenging an expulsion or suspension must commence within one year after the effective date of the expulsion or suspension.

Section 4. Resignation: Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 5. Reinstatement: Upon written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of a majority of members of the Board, may reinstate such former member to membership such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership: Membership in this Corporation is not transferable or assignable.

Section 7. Regular Membership: Regular members shall be registered and licensed chiropractors in the State of Missouri, whose dues in the Association are fully paid.

Section 8. Associate Members: Associate members shall include the following:

- a. Any chiropractic physician not practicing in Missouri who is a member of another state association recognized by the MSCA may be eligible for an associate membership.
- b. Any person or business firm who has a personal or professional interest in chiropractic may be eligible for an associate membership.

Section 9. Student Membership: Any qualified chiropractic student in good standing with a recognized chiropractic college shall be eligible for student membership in this organization.

Section 10. Honorary Membership: Any person whom the Association sees fit to honor because of services rendered to chiropractic may become an honorary member by a two-thirds vote of the members present at the state convention.

ARTICLE VI

Meetings of Members

Section 1. Annual Meeting: An annual meeting of the members shall be held at a location designated by the Board of Directors two years in advance, for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings: Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting: The Board of Directors may designate any place, either within or without the state of incorporation as the place of meeting for annual meetings or for any special meeting call by the Board of Directors.

Section 4. Notice of Meetings: Written or printed notice stating the place, day and time of each annual, regular and special meetings of members shall be delivered either personally or by mail to each member entitled to vote at such meeting, no less than ten (10) days, or if notice is mailed by other than first class mail or registered, not less than 30 days nor more than 60 days before the meeting date.

Section 5. Informal Action by Members: Any action required by law to be taken at a meeting of members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members, entitled to vote with respect to the subject matter thereof.

Section 6. Quorum: The members holding ten percent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies: Proxies shall not be allowed.

Section 8. Voting by Mail: Where Directors or officers are to be elected by members

or any class or classes of members, such election may be conducted by mail in such a manner as the Board of Directors shall determine.

- Section 9.** Absentee Ballots --When: Any member who will be unable to attend the Annual Meeting may request a ballot at any time prior to thirty (30) days before the convention and vote absentia for candidates only. These ballots must be returned to the State Office fifteen (15) days before the Annual Meeting. Ballots will not be opened until convention meeting.

ARTICLE VII

Board of Directors

- Section 1.** General Powers: The affairs of the Corporation shall be managed by its Board of Directors. Directors need to be members of the Corporation.
- Section 2.** Number, Tenure and Qualifications: The Board of Directors shall consist of the President, two Vice-Presidents, Secretary, Treasurer and District Presidents, District Representatives and shall include the President-Elect after his or her selection, all of whom shall be regular members of the Corporation.
- Section 3.** Regular Meetings: A regular annual meeting of the Board of Directors shall be held without other notice than these Bylaws, immediately after, and at the same place as, the Annual Meeting of members. The Board of Directors may provide by resolution the time and place, either within or without this state, for holding of additional regular meetings of the Board without other notice than such resolution.
- Section 4.** Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the state, as the place for holding any special meeting of the Board called by them.
- Section 5.** Notice: Notice of any special meeting of the Board of Directors shall be given at least two days previous thereto by written notice delivered personally or sent by mail or telegram to each director at his/her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where

a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 6. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Vacancies: Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation: Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VIII

Officers

Section 1. Officers: The officers of the Corporation shall be a President, President-Elect, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2. Eligibility and Vacancies:

- a. No person shall be eligible to any elective office set out in Section 1 who has not been a member in good standing for at least one (1) year immediately preceding nomination and must be licensed and practicing in Missouri.
- b. No member is eligible to the office of President-Elect who has not served at least two (2) years of the five (5) preceding years prior to the election on the Board of Directors of this Association.
- c. Any officer of this Association, who during a term of office, may become a member of the Board of Directors of a chiropractic school or college, or who may become a member of the Missouri State Board of Chiropractic Examiners, automatically loses his elective office.
- d. No officer at large shall succeed in office except the Secretary.

Section 3. Election and Term of Office: The officers of the Corporation shall be elected each two years at the Annual Convention, the date and place of which within the State of Missouri shall be decided two (2) years in advance by the Board of Directors. Regular Members only shall be entitled to vote and the officers will be elected for a term of two (2) years. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 4. Nomination of Officers: Nominations for elective office must be filed with the State Office sixty (60) days before the Annual Convention. Nominations must be accompanied by a letter from nominee accepting the nomination. Nominees will be put on a ballot alphabetically. There will be no floor nominations at the Annual Convention.

Section 5. Removal: The Board may remove any officer at any time with or without cause.

Section 6. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6A. If an officer resigns, his or her resignation will be effective upon the date the notice was delivered to the Board unless said notice specifies a future effective date. If the resignation is made effective at a future date and the Board accepts the future effective date, the Board may then fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 7. President: The President shall be the principal executive officer of the

Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. President-Elect: In the absence of the President or in the event of his/her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any President-Elect shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 9. First Vice-President: In the absence of the President-Elect or in the event of his/her inability or refusal to act, the First Vice-President shall perform the duties of the President-Elect, and when so acting, shall have the powers of and be subject to all restrictions upon the President-Elect. The First Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 10. Second Vice-President: In the absence of the First Vice-President or in the event of his/her inability or refusal to act, the Second Vice-President shall perform the duties of the First Vice-President, and when so acting, shall have the powers of and be subject to all the restrictions upon the First Vice-President. The Second Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 11. Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article X of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 12. Secretary: The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal , of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provision⁸ of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 13. Assistant Treasurers and Assistant Secretaries: If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President of the Board of Directors.

Section 14. District Officers: The District Officers of the Corporation shall be a President, President-Elect, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, and such other District Officers as may be elected in accordance with the provisions of this Article. The District Board of Directors may elect or appoint such other District Officers, including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall deem desirable, such District Officers to have the authority to perform the duties prescribed, from time to time, by the District Board of Directors. Any two (2) or more District Offices may be held by the same person, except the Offices of District President and District Secretary.

Section 15. Eligibility and Vacancies:

- a. No person shall be eligible to any elective office set out in Section 3, who is not a regular member in good standing as defined in Article V, Section 8, of these By-Laws.
- b. No member is eligible for the Office of District President who has not been a member in good standing for at least one (1) year immediately preceding nomination, and must be licensed and practicing in the State of Missouri.
- c. Any District Officer, who during the term of office, may become a member of the Board of Directors of a Chiropractic School or College,

or who may become a member of the Missouri State Board of Chiropractic Examiners, automatically loses his elective office.

- d. All District Officers may succeed in office.
- e. All District Representatives elected pursuant to Article XVIII may succeed in office.

ARTICLE IX

Committees

Section 1. Committees of Directors: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

Committees shall not authorize distributions to members, directors, officers, agents or employees except in exchange for value received; Committees shall not approve or recommend the solution, merger or sale of a corporation's assets; Committees shall not elect, appoint or remove directors or fill vacancies in the Board or in any of its committees unless otherwise authorized within these bylaws; and Committees shall not adopt, amend or appeal the articles or bylaws.

Section 2. Other Committees: Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the member thereof. Any member thereof may be removed by the person or persons authorized to appoint such members whenever in their judgement the best interests of the Corporation shall be served by such removal.

Section 3. Term of Office: Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

- Section 4.** Chairman: One member of each committee shall be appointed Chairman by the person or persons authorized to appoint members thereof.
- Section 5.** Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- Section 6.** Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- Section 7.** Rules: Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE X

Contracts, Checks, Deposits and Funds

- Section 1.** Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific interests.
- Section 2.** Checks, Drafts, Etc.: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such 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 such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or the President-Elect of the Corporation.
- Section 3.** Deposits: All funds of the Corporation 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.
- Section 4.** Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XI
Certificates of Membership

The Board of Directors may provide for the issuance of certificates evidencing Membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or the President-Elect and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the Corporation.

The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

ARTICLE XII
Books & Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principle office a record giving names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose so long as notice of at least five (5) business days before the date in which the member, his agent or attorney wished to inspect and/or copy the records is provided in writing via first class mail. A reasonable fee will be charged for copying of said books and/or records.

ARTICLE XIII
Fiscal Year

The fiscal year of the Corporation is January 1 to December 31 of each year.

ARTICLE XIV
Dues

- Section 1.** Annual Dues: The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members of each class.
- Section 2.** Payment of Dues: Dues shall be payable either in advance or on such terms as the Board of Directors may from time to time establish.
- Section 3.** Default and Termination of Membership: When any member of any class

shall be in default in the payment of dues for a period of three (3) months from the time when such payment is due, his/her membership may thereupon be terminated by the Board of Directors in the manner provided in Article V of these Bylaws.

ARTICLE XV

Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal" and shall designate the state of incorporation.

ARTICLE XVI

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Non-profit Corporation Act of the state of incorporation or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

A person's attendance at a meeting waives any and all objections to lack of notice or defect of notice of the meeting, unless a member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

Any person's attendance at a meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

ARTICLE XVII

Amendments

These Bylaws may be amended by a two-thirds vote at any Annual Meeting or Special Meeting providing the proposed amendments have been submitted in printed form to the members of this Association at least thirty (30) days before the Annual Meeting or Special Meeting.

ARTICLE XVIII

Districts

Section 1. Districts Defined --Purpose: For the purpose of electing District Representatives and regional associations who shall serve as members of

the Board of Directors of this Corporation, there shall be seven (7) Districts in the following counties:

- a. District I: Franklin, Jefferson, St. Charles, St. Louis City, St. Louis County, Warren and Washington.
- b. District II: Cass, Clay, Jackson, Lafayette, Ray, Platte, Henry and Johnson.
- c. District III: Audrain, Boone, Callaway, Chariton, Cole, Gasconade, Macon, Maries, Osage, Phelps, Randolph, Cooper, Howard, Miller, Moniteau, Morgan, Pettis, and Saline.
- d. District IV: Bollinger, Butler, Cape Girardeau, Carter, Dunklin, Iron, Mississippi, Madison, New Madrid, Pemiscot, Perry, Reynolds, St. Francois, Ste. Genevieve, Scott, Ripley, Stoddard and Wayne.
- e. District V: Barry , Barton, Bates, Benton, Camden, Cedar, Christian, Crawford, Dade, Dallas, Dent, Douglas, Greene, Hickory, Howell, Jasper, Laclede, Lawrence, McDonald, Newton, Oregon, Ozark, Polk, Pulaski, Shannon, St. Clair, Stone, Taney, Texas, Vernon, Webster and Wright.
- f. District VI: Andrew, Atchison, Buchanan, Caldwell, Carroll, Clinton, Daviess, DeKalb, Gentry, Grundy, Harrison, Holt, Linn, Livingston, Mercer, Nodaway, Putnam, Sullivan and Worth.
- g. District VII: Adair, Clark, Knox, Lewis, Lincoln, Marion, Monroe, Montgomery, Pike, Rails, Schuyler, Scotland and Shelby.

Section 2. District Determination: The member's office address shall determine the District of the member. The Board of Directors may for good cause shown transfer the member's District.

Section 3. Representatives:

- a. Each District shall be entitled to a minimum of one (1) Representative, elected for a two (2) year period. Additional Representatives for a District, based upon total regular membership, shall be as follows:
 1. 1-74 MSCA members, one (1) Representative;
 2. 75-124 MSCA members, two (2) Representatives;
 3. 125-174 MSCA members, three (3) Representatives;
 4. 175-224 MSCA members, four (4) Representatives;
 5. 225-284 MSCA members, five (5) Representatives;
 6. 285-354 MSCA members, six (6) Representatives

7. 355-434 MSCA members, seven (7) Representatives;
 8. 435-524 MSCA members, eight (8) Representatives;
 9. Additional Representatives may be elected for each additional 100 members.
- b. Such additional Representatives to be elected for a term of one (1) year.
- c. No single district may have a voting majority of seats on the Board. If a district qualifies for more than eight (8) Representatives, the votes of the Representatives of the district shall be fractionated to add up to a total of eight (8) votes. In such cases, the district board will decide how the eight (8) votes will be divided among its MSCA Board Representatives. The MSCA Executive Director will be advised of that decision.

Section 4. Election of District Representatives --When --How: Each of the seven (7) Districts when the term of its Representative expires, shall, at the first meeting before the Annual Convention, elect a Representative and an Alternate. The nominee receiving the next highest vote after the elected Representative shall be the Alternate and will serve in place of the Representative when the latter is absent. Representative and Alternate shall be elected only by MSCA members present at said meeting and the elected Representative and Alternate shall be members of the MSCA.

Section 5. District Representatives and Alternates Must Be Installed at Annual Meeting: The elected District Representatives and Alternates shall be installed by the Corporate Officers at the annual meeting and thereafter assume the duties of the office.

Section 6. District Offices: The regular members in each District shall meet annually and elect the following officers:

District Representative(s) and Alternate (s);
 District President;
 District Vice-President;
 District Secretary;
 District Treasurer; and
 District Board of Directors (as required),

who shall serve for a term to be determined by the District except that in most instances one District Representative (and Alternate) shall be elected for two (2) years, or until their successors are elected and shall have qualified. These officers' names, addresses and elected office shall be promptly furnished to the Secretary of this Corporation. These officers shall constitute the governing body in each District. District

Representatives elected for two (2) years shall be elected in odd years for Districts II, IV, and VI and all others in even years.

- a. All District Officers and Representatives shall be MSCA members for at least one year prior to being elected to office.
- b. All District Officers and Representatives and State Officers shall attend a planning session on the proper procedure for conducting the duties and responsibilities of their office and the business of the MSCA. This planning session will be given every year at a time determined by the Board of Directors of the Corporation.

01) All District Officers and Representatives and State Officers must be in attendance at the Annual State Convention to be confirmed into their office by the Regular membership. The Board of Directors of this Corporation may waive this requirement upon application and showing that said absence was unavoidable for good cause shown.

Section 7. Districts Shall Adopt These Bylaws: All districts shall at the earliest possible time adopt these Bylaws or modify their existing Bylaws to reflect the purposes and all relevant procedures of these Bylaws.

Adopted: July 1996
Revised: January 2003