

SUMMARY OF PROPOSED CHANGES TO MASE CONSTITUTION AND BY-LAWS

for

February 23, 2016 Annual Meeting

The following list of proposed changes is based on a thorough and thoughtful review of the current version by several members of the Board and a few MASE members who have volunteered their time. The intent of these proposed changes is to make general edits for readability, grammar and more conforming to the way MASE has been “conducting its business” over the last several years. Some sections are outdated and no longer apply, and other sections proposed for insertion are believed to be applicable and make this document more complete.

A red-lined, tracked changes copy and a proposed final draft copy (without the red lines) will be provided to the MASE Membership for your review. Please be prepared to discuss any issues that you may have and be ready to vote on its acceptance at the MASE Annual Business Meeting on February 23, 2016. The goal is to not spend any significant amount of time at the meeting reviewing, but rather receiving any comments prior to the meeting so that they may be incorporated in to a final draft for the meeting.

Not every edit is listed below, just what the Board believes is “substantive” the membership’s consideration:

- Changed “The Association” to *MASE* throughout the documents
- Changed the order of some articles in both the Constitution and By-Laws for better readability and a more logical sequence of discussion
- Tried to be sure that this document be gender neutral
- Edited numerous grammatical errors

Constitution

Art. IV

- Defined “good standing” and “Voting Member”
- Made more clear who can vote

Art. V

- Made more clear when dues must be paid, changed to *beginning of annual meeting* versus a specific date, like first day of calendar year, etc.

Art. VI

- Further defined Officers on the Executive Board, including Vice President as *President-elect* and Past President as an *Ex-Officio* that may serve on the Board on a courtesy basis to help with continuity and transition
- Changed Director term to 1-year and other Officers (Pres., Vice Pres., Secretary and Treas.) to 2-year terms
- Added *Proxy* option
- Defined *quorum* for Board meetings
- Edited how vacancies on the Board are filled

Art. VII

- Defined *quorum* for meetings of the membership

Art. VII

- Significantly changed the Standing Committees, their names, their roles, etc. to better reflect the current and recent needs, and the typical annual operation of MASE. The names and roles of past Committees were either combined or eliminated to create just four Standing Committees, of which not all may be active every year, depending on the organization's needs and the membership's assigned tasks to the Board
- The proposed new Committees will be the
 - Nominating Committee*
 - Public Relations (PR) Committee*
 - Legal/Legislative Committee*
 - Technical Committee*

Art. XI

- Added *Rules of Order* for guiding how MASE conducts business

Art. XII

- Added *Conflict of Interest* for guiding how MASE conducts business

Art. XIV

- Edited Effective Date of when proposed revisions will take effect and wanted to preserve the recognition of the original, charter Board Members who adopted the original Constitution on February 5, 1980.

By-Laws

Art. I

- Edited when dues must be paid and how that affects the members “good standing”, and right to vote

Art. III

- Edited the Board’s authority to approve *minor* (\leq \$5,000) versus *major* ($>$ \$5,000) purchases, with anything greater than \$5,000 requiring the MASE membership’s approval

Art. V

- Redefines the duties of the proposed four, new Standing Committees
The *Nominating* and *Technical* (previously called the Code Committee) Committees are more or less the same

The *PR Committee* is a combination of the Program, Education and Publication Committees that we have had in the past

The *Legal/Legislative* Committee will handle all of the legal, ethical and legislation issues that may arise affecting MASE

We eliminated the reference to a Performance Standards Committee and Finance Committee as they have not been active in many years and those duties have been handled by the Board for years.

A Special Committee can always be appointed by the President, and confirmed by the Board), if a specific task is required that cannot be addressed by one of the Standing Committees