

BYLAWS OF MISSISSIPPI INSTITUTE OF ARTS AND LETTERS
As amended by the MIAL Board of Governors January 9, 2014

ARTICLE I

NAME, SEAL AND OFFICES

I.1 Name. The name of this corporation is Mississippi Institute of Arts and Letters.

I.2 Seal. The seal of the corporation shall be in such form and bear such inscription as determined by the Board of Directors. The Board of Directors may change the form of the seal or the inscription therein at pleasure.

I.3 Offices. The domicile of the corporation shall be P. O. Box 2346, Jackson, Mississippi 39225-2346. The corporation may also have offices at such other places as the purposes of the corporation may require.

ARTICLE II

OBJECTIVES, PURPOSES, ACTIVITIES AND
DISPOSITION OF ASSETS ON DISSOLUTION

2.1 Object. This corporation has been organized and shall be operated exclusively as a nonprofit literary, educational and civic improvement association. No shares of stock shall be issued.

2.2 Purposes. The purposes of the corporation are:

A. To promote civic improvement, literary development, and education by encouraging and stimulating creative endeavor in the arts and letters among the people of Mississippi through providing a means for the recognition of those endeavors that excel to levels being meritorious, and to further these purposes by assisting practitioners of the arts and letters with the improvement of their craft and the dissemination of their works.

B. To establish and maintain necessary relations with other organizations, individuals or groups so as to bring optimum benefits to the people of Mississippi and of the United States of America by reason of the existence of this corporation.

C. To accept, buy, sell, own, hold, lease, operate, mortgage, insure, pledge, assign, transfer, or otherwise receive or dispose of real and personal property; provided, however, that any activity authorized by this provision shall not be engaged in any manner that would jeopardize the federal income tax exemption of this corporation granted pursuant to Section 501 (a) of the Internal Revenue Code of 1954, as now in force or as afterwards amended.

D. To sue or be sued, complain and defend in its corporate name.

E. To elect officers, appoint agents and define their duties; to make and alter bylaws, not contrary to law or to the charter of the corporation governing the affairs of the corporation and the qualifications for membership.

F. Notwithstanding any other provisions of these articles, these purposes are limited to those described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

2.3 Prohibited Activities. Notwithstanding any other provision of the articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the 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). Additionally, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its exempt purposes). Furthermore, no substantial part of the operations of the corporation shall involve activities unrelated to its exempt purpose. Finally, no substantial part of the corporation's activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

2.4 Disposition of Assets on Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or

to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III MEMBERS

3.1 Eligibility. Voting membership in the corporation shall be open to all Mississippi individuals and entities, both private and corporate, and to any Mississippi clubs, organizations and public bodies who have been recommended by the Membership Committee as being interested in the purposes of the corporation and its activities and who have been determined to be eligible for membership by the corporation's Board of Directors. In meeting the requirement that the membership applicant be a "Mississippi" individual or entity, it is sufficient that the individual or entity be significantly identified with the State of Mississippi. Annual membership shall begin on the day following the Annual Meeting/Awards Event and shall expire the following year on the date of the Annual Meeting/Awards Event.

3.2 Voting Privileges. All persons and entities, whether an individual, corporation, club, public agency, or other organization who meet the eligibility requirements of the Article and who have accepted membership in the corporation by the payment of a contribution determined from time to time by the Board of Directors, but in no event to be less than twenty-five dollars (\$25.00), shall each be entitled to one vote at the Annual Meeting held in the calendar year of the contribution. If a contribution is made during the year but after the date of the Annual Meeting for that calendar year the contributor shall be entitled to one vote at the next Annual Meeting. All contributors entitled to vote at the next Annual Meeting of the membership shall be entitled to vote at all special membership meetings.

ARTICLE IV OFFICERS

4.1 Eligibility. The elected officers of the corporation shall be a President, a Vice-President/President-Elect, a Secretary, a Treasurer, and an Archivist. Any individual member, in good standing, may be eligible to hold one of these offices. Officers should come from the MIAL Board of Directors.

4.2 Terms of Office. All elected officers shall serve one-year terms or until their successors are elected and qualified and shall be eligible to succeed themselves. Officers elected at the annual meeting or appointed by the Board of Directors shall assume their duties immediately following the meeting at which they are elected or appointed.

4.3 Vacancies. In case of a vacancy in the office of the President, the Vice-President/President-Elect shall become President for the unexpired term. In case of a vacancy in any of the other offices, the Board of Directors shall appoint a successor to fill the unexpired term upon recommendation from the Nominating Committee.

4.4 Duties.

A. The President shall:

1. Preside at all meetings of the Executive Committee, Board of Directors and all other meetings of the corporation.
2. Represent the corporation at all times unless another representative is designated by the President.
3. Prepare a brief annual report for presentation at the annual meeting.
4. Appoint all committees, including the Nominating, the Program, the Membership, and the Awards Committee.
5. Prepare a written agenda for all meetings.
6. Serve as an ex-officio member of all committees except the Nominating Committee.
7. Be the principal executive officer of the corporation.
8. Have authority with the Treasurer to sign and execute all authorized bonds, mortgages, contracts, checks, notes or other obligations in the name or and on behalf of the corporation

except in cases where the signing and execution thereof shall be expressly otherwise delegated by the Board of Directors or Bylaws.

B. The Vice-President/President-Elect shall:

1. Preside at any meeting at which the President is not present or when requested by the President to preside.
2. Perform such other duties as may be assigned by the Executive Committee and/or the Board of Directors.

C. The Secretary shall:

1. Send written notice of all meetings to appropriate members.
2. Be responsible for having the minutes at all meetings recorded.
3. Deliver a copy of the minutes to each member of the Board of Directors before the next regularly scheduled meeting of the Board.
4. Keep a permanent file of all minutes, important correspondence and other properties of the corporation.
5. Prepare a written report for presentation at the annual meeting.
6. Perform such other duties as may be required by the Executive Committee and/or the Board of Directors.

D. The Treasurer shall:

1. Be responsible for all receipts and disbursements of the corporation.
2. Maintain a checking account of corporation funds.
3. Prepare annual financial statements indicating the corporation's receipts and disbursements.
4. Perform such other duties as may be required by the Executive Committee and/or the Board of Directors.

E. The Archivist shall:

1. Maintain and preserve the historical documents and artifacts of the corporation.
2. Keep a permanent duplicate file of all official minutes of the corporation and maintain a permanent file of historically important correspondence, awards, events, and properties of the corporation.

ARTICLE V

EXECUTIVE COMMITTEE

5.1 Composition. The Executive Committee shall consist of the corporation's elected officers plus the Immediate Past President. Others needed for counsel may be invited to attend meeting of the Executive Committee but without voting privileges.

5.2 Meetings. Meetings of the Executive Committee shall be called by the President.

5.3 Responsibilities. The Executive Committee shall transact the business of the corporation between meetings of the Board of Directors. Action taken by the Executive Committee is subject to review by the Board.

5.4 Quorum. A quorum shall consist of a majority of the Executive Committee membership.

ARTICLE VI

BOARD OF DIRECTORS

6.1 Power and Composition. Management of the corporation shall be vested in a Board of Directors, which shall also be known as the Board of Governors. Its powers shall include, but shall not be limited to, the authority to determine eligibility for membership by a majority vote of those Directors present at any regular or special meeting of the Board. The Board shall be elected at the Annual Meeting of the general membership and shall consist of no more than twenty-eight (28) members, which number shall include the five elected officers named in Article IV, and the immediate Past President of the Board. Any individual member in good standing shall be eligible to serve on the Board of Governors.

6.2 Terms of Office. Each elected member of the Board of Directors shall serve a term of three (3) years; except, the initial Board of Directors shall have one-third (1/3) of its members elected for four (4) year terms, and one-third (1/3) of its members elected for five (5) year terms in order to create staggered terms of office.

6.3 Meetings. There shall be a minimum of one Board meeting a year, which shall be held in conjunction with the required membership meeting. Additionally, a special Board meeting may be called at any time upon the written request of any two Board members.

6.4 Notice. A minimum of seven days notice shall be given for any Board meeting.

6.5 Quorum and Proxy. A quorum shall consist of a majority of the Board membership, except that a Director may send a representative with a written proxy to act on his behalf. All rules with regard to membership proxy voting shall be equally applicable to Director proxy voting.

6.6 Guests. Guests may be invited to attend Board meetings but shall not be entitled to vote.

6.7 Vacancies. Any vacancy among the Directors by reason of death, resignation or inability to act, or any other circumstances, may be filled for the unexpired portion of the term, upon nomination of candidates by the Nominating Committee, or nominations from the floor at a subsequent meeting of the Board by the Board of Directors at any meeting of the Board. No person shall be chosen to fill a vacancy on the Board of Directors who is at that time ineligible for election as a Director.

6.8 Required Attendance. Any members of the Board of Governors who have missed two (2) consecutive meetings are at risk; if a Board member misses three (3) consecutive meetings, he/she may be subject to removal from the Board by vote of a majority of those Directors present at any regular or special meeting of the Board.

After a board member has missed two consecutive meetings, the president shall notify him/her of the possibility of removal if three consecutive meetings are missed; determine if he/she wishes to continue on the board; and notify the board member of the time and place of the next meeting. No member may be removed without having received such written notification.

6.9 Board Emeritus/Emerita. The Board, in its sole discretion and by majority vote, may grant Emerita/Emeritus status to a Board Member who (1) through consistent involvement in Board activities has made significant contributions to MIAL and (2) has retired from the Board having completed a minimum of 15 years of active service. A retiring Board Member who is granted the status of Board Emeritus/Emerita shall continue that status as long as he or she maintains membership in MIAL. A Board Member Emeritus/Emerita shall have the right to attend and participate in discussions at all meetings of the Board but shall have no Board voting rights and shall not be eligible for service as a Board Officer or Category Chair.

ARTICLE VII COMMITTEES

7.1 Standing Committees. In addition to such other committees as the President, Board of Directors or the Executive Committee may from time to time authorize or appoint, there shall be the following standing committees:

Program Committee
Awards Committee
Nominating Committee
Membership Committee

The President shall be an ex-officio member of all standing committees, except the Nominating Committee, and of all other committees created by the President, Board of Directors or the Executive Committee. Any individual member in good standing may serve on or chair standing committees.

The President, Board of Directors or the Executive Committee from time to time may create such other committees, with such membership, powers and duties as may be deemed necessary or advisable in conducting the business, activities and affairs of the corporation, and may appoint the members thereof. Members of such committees may be but need not be directors, members or officers of the corporation.

7.2 Terms of Office and Procedures of Committees. All Committee members shall hold office from the date of their election or appointment until the next annual meeting of the membership, and until their successors are elected and qualified.

A majority of the members of each committee shall constitute a quorum and the act of a majority of a quorum present at the meeting shall constitute the act of such committee, except that in the case of the Nominating Committee and Membership Committee only the act of a majority of the entire committee shall constitute the act of such committee. Meetings of each committee may be called by its Chairman or by the President on five days notice. Any two members of any committee may call a meeting of such committee upon

fourteen days written notice by certified mail. The Executive Committee shall cause minutes to be kept of its meetings, which minutes shall be submitted to the Board of Directors at its next succeeding meeting.

The Nominating Committee shall mail to all members a list of the candidates for election to the Board and election to serve as officers of the corporation at least two weeks prior to the Annual Meeting. Nominations may be made from the floor by members at the Annual Meeting, providing the nominee is a member and has consented to serve if elected.

ARTICLE VIII MEETINGS

8.1 Membership Meeting. There shall be an Annual Meeting of the corporation to be held each calendar year at a time and place decided by the Board of Directors or Executive Committee. All elections of the corporation shall be conducted at this meeting, except as otherwise provided in these by-laws.

8.2 Notice. Notice of the Annual Meeting and all other meetings of the members shall be given to the members, who meet the eligibility requirements of Section 3.2 of these Bylaws, at least seven days prior to the date of such meeting.

8.3. Quorum. A quorum shall constitute the presence, either in person or by proxy, of one-tenth (1/10) of the members of the corporation.

8.4 Proxy Voting. At any meeting, a member of the corporation may cast his vote by proxy. To be effective, the proxy must be executed in writing by the individual member or the duly authorized representative of a corporate member. No proxy shall be valid for more than eleven months after the date of its execution.

8.5 Authority. Roberts Rules of Order (Latest Revision) shall govern the meetings of the members, the Directors, and the Committees of this corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

8.6 Amendments. At any meeting of the Board of Directors or of the members of the corporation at which at least a majority of the members entitled to vote at such meeting are present, these Bylaws may be altered, amended or repealed by a two-thirds (2/3) majority vote of the members present and voting at the meeting, provided the notice of the meeting sets forth the proposed alteration, amendment, or repeal. Notice of such meeting shall be served personally, or by mail, on all members entitled to vote not less than seven days before such meeting. Changes in the Bylaws may be proposed by recommendation of the Board of Directors or the Executive Committee, or upon recommendation in writing of any three members of the Board of Directors.

8.7 Indemnification. The corporation shall indemnify each present and future director and officer against all expenses reasonably incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be guilty of bad faith, gross negligence or reckless disregard of his/her duties as such officer or director.

ARTICLE IX AWARDS

9.1 Award Nominees. Nominees must be living Mississippi artists.

9.2 Categories. The Board of Governors will have the authority to establish award categories on a year-by-year basis.

9.3 Judges. Judges in the award categories must be without significant ties to Mississippi. The Executive Committee must approve the selection of all judges.

9.4 Lifetime Achievement Award. The Board of Governors will have the authority to bestow an annual award for Lifetime Achievement in the Arts. Recipients of this award shall be determined in accordance with guidelines and policies set by the Board.

(SEAL)

Secretary

These amended by-laws were adopted September 11, 1997.

Article VI, 6.1 was further amended and adopted January 13, 1999.
Further amendments were adopted September 4, 2003.
Article VI, 6.9 was adopted on June 8, 2013.
Article IX, 9.4 was adopted on January 9, 2014.