Bylaws

Article 1

NAME

Section 1. NAME

This association shall be known as the Mississippi Tourism Association, Inc. The name is commonly abbreviated as MTA.

Article 2

NATURE AND PURPOSE

Section 1. PURPOSE

The purpose of this association is to unite representatives of the travel and tourism industry to include, but not limited to accommodations, restaurants, attractions, casinos, destination marketplace organizations and tourism service organizations, for the promotion, protection, and development of their common interests

Section 2. DIVERSITY AND INCLUSION STATEMENT OF PURPOSE

The Mississippi Tourism Association is committed to fostering an inclusive membership that reflects the cultural diversity of our state. The values and unique backgrounds and perspectives of all members are welcome and appreciated. Our intention will always be to respect and celebrate diversity of thought, culture, and lifestyles. Inclusive treatment of all people will enrich the quality of life and expand the reach of our hospitality industry throughout the state of Mississippi.

Section 3. NATURE

This association is a membership organization and shall be a non-profit, non-stock Mississippi corporation.

Section 4. LIMITATIONS

No officer or board of the association shall receive directly or indirectly, any remuneration for services rendered in his/her capacity as officer or board member, or in any other capacity, unless authorized by the bylaws of the association or the board of directors.

Notwithstanding any other provision of these bylaws, the association shall not carry on any other activities not permitted to be carried on by an entity exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code.

Article 3

OBJECTIVES

Section 1. OBJECTIVES

The objectives of the association shall be to represent the common interests of the travel and tourism industry, with particular attention to the following:

A. Attract more out-of-state visitors to Mississippi, and to encourage them to stay longer in the state.
B. Encourage state residents to see Mississippi first.
C. Foster cooperative action in advancing by all lawful means the common purposes of its members.
D. Assert a more cohesive, well-defined travel and tourism industry presence and voice within the government of Mississippi.
E. Encourage development of Mississippi's travel products.
F. Educate the citizens of Mississippi on the importance of the travel and tourism industry as related to economic development.

Article 4

MEMBERSHIP

Section 1. COMPOSITION

The membership of the association shall be composed of individuals and entities, (persons, firms, or corporations) engaged in business within or with the State of Mississippi tourism industry.

Section 2. INDUSTRY DIVISIONS

Membership in the association shall be in the name of an individual or individuals in one of the following industry divisions:

A. Accommodations: An entity engaged in owning, operating, or managing a licensed business within the state of Mississippi, such as, but not limited to a hotel, motel, condominium, vacation rental, bed and breakfast or campground.
B. Restaurants: An entity engaged in owning, operating, or managing a licensed business within the state of Mississippi for preparing and serving food to the public, such as, but not limited to, a restaurant, lounge or nightclub.
C. Destination Marketing Organization: An entity marketing a city, county or region in the state of Mississippi.
D. Attractions: An entity engaged in owning, operating or managing of an attraction within the state of Mississippi such as, but not limited to, museums, festivals and fairs.
E. Tourism and Associate Member Organizations: Any entity that supports the objectives of the Mississippi Tourism Association
F. Casinos and Resorts: An entity engaged in owning, operating or managing a licensed casino or resort in the state of Mississippi.
G. Individuals: Anyone who supports the objectives of the Mississippi Tourism Association.
H. Outdoor Recreation: Any entity engaged in outdoor recreational activities that specifically promote tourism related activities in Mississippi, such as, but not limited to, golf, fishing, camping, hunting, boating and other sporting activities.

Section 3. QUALIFICATIONS FOR MEMBERSHIP

To qualify for membership an applicant must A) Meet the requirements for the classification for which he/she seeks admission, and B) Must support the objectives of the Mississippi Tourism Association.

Section 4. MEMBERS IN GOOD STANDING

To remain a member in good standing a member must maintain their membership by the payment of dues and compliance with the provisions of the bylaws and other duly adopted regulations. Only members in good standing may be entitled to vote, hold office or otherwise enjoy the rights and privileges of membership.

Section 5. DISMISSAL AND REMOVAL

The association shall have the right to exclude, suspend or expel a member who has violated the bylaws or who is 90 days delinquent in their dues.

Article 5

BOARD OF DIRECTORS

Section 1. AUTHORITY

A. The property, business, and affairs of the association shall be managed under the direction of the board of directors with the executive director having the discretion to run the day-to-day operations of the office and programs.
B. The board of directors shall have the sole power to contractually obligate the association in amounts of $5,000 or more but for no more than 3 years duration on any single contract without it being reconsidered for renewal.
C. The board shall hire an executive director, or if necessary, retain the services of an association management firm to manage the association.

Section 2. COMPOSITION OF THE BOARD OF DIRECTORS

The board of directors shall consist of the following:

A. Directors Elected by Membership. The following members of the board of directors shall be elected by the membership and have the power to vote:
President of the Board – One Year Term
President-Elect – One Year Term
Vice President – One Year Term
Secretary/Treasurer – One Year Term
Immediate Past President – One Year Term
Three (3) area directors from each five (5) geographical areas who are from the active member classification, as follows:
Area 1: Northeast Mississippi "The Hills";
Area 2: Northwest Mississippi "The Delta";
Area 3: East-Central Mississippi "The Pines";
Area 4: Southwest Mississippi "The Capital/River";
Area 5: Southeast Mississippi "The Coastal" – three year terms.
Three At Large Directors – State Wide
B. Ex-Officio Members of the Board.
The following shall be ex-officio, non-voting members of the board of directors:
All executive directors of destination marketing organizations who are not currently serving on the board.
The executive director of the Mississippi Tourism Association.
Director, Visit Mississippi, Mississippi Development Authority.
Ex-officio members of the board shall be non-voting and shall meet with the full board of directors. Members shall receive due notice of the scheduled meetings.

Section 3. NOMINATING DIRECTORS

A. Prior to the date selected for the annual meeting, the president of the board shall appoint a nominating committee, which shall consist of: The immediate past president, if he/she remains a member in good standing of the association and the current president, and (1) member from each area. In addition, the executive director shall serve as an ex-officio member of the nominating committee.
B. Members will nominate one person for the executive board for position of secretary/treasurer, one person for area director, within their respective region and one at-large director. The area directors and at-large directors will serve a three-year staggered term.
C. At least (30) days prior to the annual meeting the chairman of the nominating committee shall advise the membership by general notice of the positions to be filled on the board of directors by election at the annual meeting; and, he/she shall request that the membership nominate to the chairman of the nominating committee the names of members who are highly qualified, willing and able. These names are to be received by the chairman of the nominating committee within (10) days after said notice is sent to the membership. All submissions made to the nominating chairman are confidential.
D. The nominating committee shall meet to select a slate of candidates to fill the elective positions on the board of directors. In selecting such candidates, the committee shall give due consideration to their potential for enhancing the efforts and influence of the association, the degree of their active participation in the committee programs and other activities of the association in the past as well as their regularity in attendance at all association meetings which they had a responsibility to attend during the previous year; and the committee shall nominate those members in good standing whom they believe best qualified to serve the interests of the association.
E. At least 15 days prior to the annual meeting the nominating committee shall by general notice to the membership, publish the proposed slate of directors.
Additional nominations for election to the board of directors may be made by a member in good standing by submitting in writing the name and business address of such additional nominees, supported by the signatures of five (5) members in good standing, indicating the specific position (area, industry, etc.) on the board for which he/she is nominated; and by mailing or emailing such nomination and supporting documentation to the president of the board in time to be presented at the annual meeting. Such additional nominees must be members in good standing and meet the qualifications for directors to fill the specific positions for which nominated.

Section 4. ELECTION OF DIRECTORS

At the annual meeting the membership will elect members of the board of directors from the slate of directors that have been duly nominated and who meet geographical, industry, and other qualifications of the bylaws. Directors shall be elected by a majority of the votes of the members present and voting at the annual meeting. There shall be no voting by proxy.

Section 5. TERM OF OFFICE OF DIRECTORS

Members of the board of directors shall be elected to serve as follows: Officers for one year in each position and will rotate up. Example: the secretary/treasurer will rotate to the vice president position after one year; the vice president will rotate to the president elect position; the president elect will move to the president position; the president will rotate to the past president position; directors from the five (5) areas of the state will serve three years and will have staggered terms for each area. Newly elected directors shall take office on July 1 following their election to office. If a board seat becomes vacant at any time, the Executive Committee has 30 days to appoint a replacement with a member in good standing.

Section 6. MEETINGS OF THE BOARD OF DIRECTORS

The board of directors shall meet quarterly. General notice of quarterly board of director's meetings shall be sent to board members ten (10) days prior to the board meeting. Special meetings of the board may be called by the president with three days' notice.

Board members who fail to attend 50% of scheduled board meetings in one fiscal year without an excused absence will be removed from their position on the board. Unexcused absences will be determined by the executive committee. The president will appoint a replacement of any vacated position of the board of directors.

Section 7. QUORUM OF BOARD MEETINGS

A majority of the voting members of the board of directors shall constitute a quorum of the board.

Section 8. EXECUTIVE SESSION

The president may request at any regularly scheduled board meeting that the board go into executive session to discuss sensitive matters. At this time, only voting members of the executive board may stay. A quorum consists of a majority of the voting members.

The president may also call a special meeting of voting members only and must give five days' notice of such meeting.

Section 9. MISSISSIPPI TOURISM ASSOCIATION MARKETING ADVISORY BOARD

An act to create a Mississippi Tourism Association Marketing Advisory Board to assist the Mississippi Development Authority in the planning of initiatives for advertising and promoting tourism in Mississippi; to establish the membership of such board; to amend section 27-65-75, Mississippi code of 1972, to divert one percent of sales tax revenue from restaurants and hotels to the Mississippi Development Authority Tourism Advertising fund in fiscal year 2020, to be increased to two percent in fiscal year 2021 and to three percent in fiscal year 2022 and thereafter; to provide that the joint legislative committee on performance evaluation and expenditure review shall provide an annual report to the legislature indicating the amount of funds deposited into The Mississippi Development Authority Tourism Advertising Fund and a detailed record of how the funds are spent; and for related purposes. Be it enacted by the legislature of the State of Mississippi:

section 1. (1) there is hereby created a Mississippi Tourism Association Marketing Advisory Board to assist the Mississippi Development Authority in the planning of initiatives for advertising and promoting tourism in Mississippi. (2) the advisory board shall be composed of the following members: (a) the executive director of the Mississippi Tourism Association; and (b) the members of the Mississippi Tourism Association board of directors, composed through the bylaws of the Mississippi Tourism Association as being geographically and ethnically diverse members from the five (5) tourism regions designated as the hills, the delta, the capital/river, the pines and the coastal regions of Mississippi, and three (3)at-large members. (3) members of the advisory board may not be compensated for the performance of their duties. (4) the advisory board will give input and advice to the Mississippi Development Authority's tourism division on marketing and advertising planning, but shall have no executive powers at the Mississippi Development Authority.

Article 6

EXECUTIVE COMMITTEE

Section 1. COMPOSITION OF THE COMMITTEE

The executive committee shall possess and may exercise all the powers of the board of directors between meetings of the board. The executive committee will also perform such specific duties and functions as may be assigned to it by the board of directors.

Section 2. DUTIES AND AUTHORITY

The executive committee shall possess and may exercise all the powers of the board of directors between meetings of the board. The executive committee will also perform such specific duties and functions as may be assigned to it by the board of directors.

Section 3. MEETINGS

The executive committee shall meet as often as deemed necessary by the president, who shall give members of the committee at least five (5) days advance notice of such meetings unless such advance notice is expressly waived by committee members who do not attend the meeting. Emergency meetings may be called by the president with notice of meeting sent via email. Such meeting may be conducted by conference call with a quorum participating and the secretary/treasurer recording minutes. If a vote is required, said vote must be emailed to the MTA executive director.

Section 4. QUORUM

At any regular or special meeting of the executive committee a quorum shall consist of a majority of members of the executive committee entitled to vote, and a majority of the votes cast by the executive committee members who are present at any meeting at which a quorum is present shall be necessary and sufficient for the transaction of any business.

Article 7

OFFICERS

Section 1. PRESIDENT OF THE BOARD

The president of the board shall preside at all meetings of the association, the board of directors, and the executive committee, with the power to vote in each such meeting; and shall have the authority to call special meetings of the board and meetings of the executive committee between regular meetings of the board. He/she shall advise with the board and keep it fully informed concerning the business and activities of the association, and shall make on behalf of the board an annual report to the members of the association.

Section 2. PRESIDENT-ELECT OF THE BOARD

The president elect of the board shall serve a one-year term as president elect of the board and then rotate to president of the board. He/she shall serve as president in the absence of the president of the board.

Section 3. VICE-PRESIDENT OF THE BOARD

The vice president shall serve a one-year term as vice president of the board and then rotate to president elect of the board. He/she shall serve as secretary/treasurer in the absence of the secretary/treasurer of the board.

Section 4. SECRETARY/TREASURER

The secretary/treasurer shall be elected by the membership and shall serve a one-year term as secretary/treasurer and rotate to the vice president of the board. The secretary/treasurer shall consult with the executive director and CPA on a regular basis on the financial condition of the association. He/she shall see that adequate and accurate records are maintained and reviewed covering all such receipts and disbursements, as well as all reserve and special funds of the association.

Section 5. IMMEDIATE PAST-PRESIDENT OF THE BOARD

The immediate past president shall serve a one-year term as immediate past president before rotating off the board of directors.

Article 8

EXECUTIVE DIRECTOR

Section 1. POLICIES AND GOALS

A. The executive director will implement the policies of the association as adopted by the board.
B. The executive director will provide and manage the staff necessary to accomplish the annual goals of the association.

Section 2. POWERS

The executive director shall exercise appropriate fiduciary authority to implement the goals of the association as outlined in its budget, including, but not limited to, The Mississippi Tour Guide, Governor's Conference on Tourism and other events and programs.

Article 9

COMMITTEES

Section 1. AD HOC COMMITTEES

The president in consultation with the executive committee may from time to time establish ad hoc committees for special purposes or projects and shall name the chairman and membership to serve on any such ad hoc committee; such as:
A. Marketing/Public Relations
B. Membership
C. Education
D. Advocacy
F. Long-Range Planning
G. CVB
The primary duty of these ad hoc committees is to review the association's activities and functions, which fall within their respective committees. The committee may make recommendations to the executive committee for improvements to effectively support and assist the officers in planning and performing such activities and functions of the association when requested by the president to do so.

Article 10

DUES

Section 1. ANNUAL DUES

The annual dues of each association member shall be in such amount as may be determined by the board of directors and shall be payable in advance on the first day of July each year or may be paid annually.

Section 2. ADJUSTMENT AND PAYMENT OF DUES, PENALTIES FOR NON-PAYMENT AND TERMINATION FOR NON-PAYMENT OF DUES

In case of unusual conditions or circumstances, either permanent or temporary, affecting any member of the association, the board of directors by two-thirds vote of those present and voting at any meeting of the board, may suspend, reduce the amount of dues to be paid by such member, or may use different methods of computation; and may limit or restrict the rights and privileges of any such member.

Article 11

MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETING

The annual meeting of the members of the association for the election of the officers and directors and the transaction of any business relating to the affairs of the association shall be held in each fiscal year on such date at such time and place as may be designated by the board of directors. If, due to an emergency, such annual meeting or a special meeting of the members of the association cannot be held, the executive committee, may by resolution, adopted by the board of directors, provide for other means of electing officers and directors and taking such action as is necessary.

Section 2. MEETING NOTICES

The executive director, at the direction of the president of the board, shall cause notice of the annual meeting to be sent to each member in good standing by general notice not less than twenty (20) days prior to the meeting. But no failure or defect in the delivery of the notice shall invalidate the meeting or any procedure taken thereat. Notice of association meetings may be waived either by signing of a formal waiver by the members, by conduct where attendance occurs without notice, or by ratification of the actions taken at the meeting.

Section 3. SPECIAL MEETING

A special meeting of the members may be held at any time and place as deemed necessary by the board of directors with appropriate notice or appropriate waiver of notice.

Section 4. QUORUM

If a majority of the membership shall not be present at an annual meeting of the association, the majority of such members as are present and entitled to vote, may transact any business.

Section 5. NO VOTE BY PROXY

At all meetings of the membership of the association, a vote shall be cast in person by the duly designated representative of a member establishment in good standing. There shall be no voting by proxy except authorized or prescribed by the board of directors.

Article 12

BYLAWS

Section 1. Subject to the Articles of Incorporation

The basic rules for the management and government of the association shall be set forth in the bylaws. The board of directors shall approve the bylaws and any changes or amendments thereof.

Section 2. The bylaws may be amended, repealed, or added to in the following manner only:

A. The executive committee or the bylaws committee, or one-third of the members of the association eligible to vote may at any time propose in writing, addressed to the president of the board, the proposed amendment or deletion of or addition to any existing provision or provisions of the bylaws.
B. The president shall present such proposed amendments, repeals or additions at the next regular or special meeting of the board of directors and shall incorporate in the notice of that meeting a statement that such proposed amendments, deletions or additions will be considered. No such proposed amendments, deletions or additions shall be considered at any meeting of the board of directors unless such notice has been given to each member of the board of directors not less than (10) days prior to its meeting.
C. At the meeting of the board of directors called in accordance with the above provisions, the proposed amendments, or additions to the bylaws shall be considered and voted upon by the directors present who are eligible to vote. If, at this meeting, a quorum being present, a majority of the directors vote in favor of such amendments, deletions, or additions, it shall be considered as adopted by the board of directors. If there is not a quorum present, the president of the board shall within ten (10) days thereafter transmit, by mail or email, such proposed amendments, deletions or additions to each voting member of the board of directors for vote. If the president of the board shall have received within thirty (30) days thereafter votes in writing of a majority of the board in favor of such proposed amendments, deletions or additions, it shall be deemed to be adopted with the same force and effect as if it had been adopted at a duly constituted meeting.
D. Amendments, deletions, or additions to the bylaws adopted by the board of directors shall be published by the president of the board in the official bulletin. They shall become effective thirty (30) days after the publication.

Article 13

MISCELLANEOUS PROVISIONS

Section 1. FISCAL YEAR

The fiscal year of the association shall be July 1 through June 30.

Section 2. NOTICES

Any notice to members or to any officer or director shall be deemed sufficiently given if sent to the last physical or e-mail address furnished by him/her to the association.

Section 3. ACTIVITIES

With the object of rendering service for the general benefit of the members and others, the association may undertake such activities at the sole discretion and judgement of the board of directors as designated to promote and develop the association and to carry into effect the purposes stated in the bylaws, including the establishment of divisions or sections to meet specialized interests and needs, provided the rights and privileges of all members are not adversely affected.

Section 4. ORDER OF BUSINESS AT MEETINGS

The order of business at meetings of the association, the board of directors, the executive committee and other committees shall be such as may be prescribed by presiding officers; or if objection be made then by a majority vote those present and qualified to vote thereat or as follows:

(1) Roll call
(2) Agenda
(3) Reading of minutes of preceding meeting
(4) Reports of officers
(5) Reports of ad hoc committees
(6) Unfinished business
(7) New business
(8) Adjournment

ROBERTS RULE OF ORDER shall govern all meetings of the association, of the board of directors, the executive committee, and of all other committees on any point not covered by the bylaws.

Section 5. FINANCES

All checks, drafts, and notes of this association shall be signed by such officer or officers or such other person or persons as the executive committee may from time to time designate.

Article 14

PROFESSIONAL SERVICES

Section 1. LEGAL COUNSEL

The legal counsel of the association shall be named by the executive committee as deemed necessary, and shall handle the association's legal affairs and represent the association as its attorney at law. Special counsel to handle particular matters requiring specialized knowledge and experience may be employed by the association or joint recommendation of the legal counsel and the president and Executive Director, the executive committee and with approval by the board of directors.

Section 2. AUDITORS

The board of directors shall designate a firm of Certified Public Accountants to conduct an audit of the association every three years. The executive committee shall request an audit prior to the scheduled audit when deemed necessary.