

**BY-LAWS OF
MILWAUKEE INTERACTIVE MARKETING ASSOCIATION**

As originally adopted in August 2011

Article 1
MISSION

The mission of Milwaukee Interactive Marketing Association (MIMA) is to deliver unparalleled value to our members and the broader professional community through exceptional programming, professional development and networking opportunities.

Article 2
DEFINITIONS

The following definitions shall apply to these By-laws:

(a) Board: Board of Directors.

(b) Member: Member through individual membership or by working at a company with an active corporate membership.

Article 3
GENERAL STATEMENT

(a) The Fiscal Year of the Chapter shall be from January 1 to December 31

(b) The approved By Laws will be posted on the MIMA website.

Article 4
MANAGEMENT

(a) The Board shall be responsible for management of and generally oversee the administration of the affairs of the organization and its members, formulate general plans for pursuing its objectives, determine its current and long-range programs, control the policies, activities, properties and funds of the organization, and generally perform such other duties as may be specifically assigned to it by the By-laws.

(b) The Board may, at its discretion, employ a manager and/or additional clerical help for the Secretary/Treasurer and other Board members. The duties, title, and compensation of the manager shall be defined by the Board. Such action may permit a delegation of clerical duties by officers, but is not to be construed as to relieve any officer of the final responsibilities assigned by the By-laws.

Article 5
MEMBERSHIP AND DUES

(a) There shall be no limit to the total number of members of MIMA.

(b) Membership is individual and non-transferable. However, company paid-for individual memberships may be transferred to another employee of the same organization from which the original member is no longer connected with the company or department.

(c) The amount of membership dues and the manner of their payment shall be established and determined by the Board.

(c) The current list of dues requirements for each membership classification shall appear on the MIMA website.

(d) Membership shall be renewed annually and will be good for one year.

Article 6
TREASURY

- (a) The monies of the chapter shall be kept in accounts at federally insured depositories and disbursements shall be authorized by the Treasurer or President.
- (b) Expenditures over \$1,000 must be submitted to the treasurer for review and approval, then must be approved by the Board.
- (c) Expenditures less than \$1,000 must be approved by the president or treasurer.

Article 7

AUDIT OF BOOKS OF ACCOUNT

The Board has the power to cause the books of account of the Chapter to be audited by a committee made up of a minimum of four (4) members. The committee should include the incoming Treasurer, incoming President and the Executive Administrator or by a certified public accountant.

Article 8

BOARD MEETINGS

- (a) Meetings of the full Board of Directors shall be held monthly at its discretion.
- (b) Board members are expected to regularly attend monthly board meetings. It is at the discretion of the president to determine what constitutes excessive absences and to address board members who miss regularly.
- (c) In the event that a board member is absent, they will be expected to provide in writing any reports in which they are responsible. These report(s) are to be given to the president and/or secretary one day prior to the meeting.

Article 9

BOARD VOTING

- (a) The board shall hold a formal vote only on the following issues:
 - Amendments and/or revisions to the By Laws
 - Expenditure requests exceeding \$1,000
 - The election of a new president
- (b) Only board members who are present can vote
- (c) Majority vote constitutes a passing vote. In the event of a tie, the president will decide if the vote passes or fails.

Article 10

QUORUMS

- (a) Fifty percent of the Board shall constitute a Quorum at any Board meeting.

Article 11

ELECTIONS

- Board members terms run from Jan 1 through December 31.
- All board members will serve a term of one year.
- The president will serve a one year term, with the option to serve a second term.
 - A board member must serve on the board one calendar year before they can become president elect.
 - In August, the president will declare to the board if they plan to serve a second term. If they do not plan a second term, the board will need to select a president-elect in October.
 - The president is responsible for nominating the president elect.

- What action does the board have to remove board members and/or presidents who are deemed ineffective.

Article 12
BOARD POSITIONS

- (a) The Board shall consist of the President, Secretary, Treasurer, Membership Chair, Program Chair, Communications Chair, University Outreach Chair, Sponsorship/Partnership Chair and Creative Director.
- (b) All members of the Board must have active memberships.
- (c) The President may appoint such other Special or Temporary Committees to perform functions not covered by the above standing committees, including the designation of personnel and scope of duties as he/she may deem necessary or advisable.
- (c) All Officers and Directors upon retiring from the Board shall deliver to the newly elected President all records, papers or other property belonging to the Chapter.

Article 15
AMENDMENTS

- (a) Any board member may propose an amendment(s) to the By-laws by submitting the amendment(s) in writing to the President. The President must submit the amendment(s) to the Members or the Board within sixty (60) days after receiving the proposal.
- (b) These By-laws may be amended by the majority of the board.

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