



BYLAWS OF THE MISSISSIPPI SOCCER ASSOCIATION, INC.

(As Revised and Amended, Effective February 3, 2024)

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1 **ARTICLE I: NAME**

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3 This organization will be known as the Mississippi Soccer Association, Inc. a non-profit
4 organization incorporated under the laws of the State of Mississippi.

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6 **ARTICLE II: PURPOSE**

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8 The purposes of this organization shall be as stated in the Articles of Incorporation of the
9 Mississippi Soccer Association, Inc., hereinafter referred to as MSA. The organization is a state
10 association member of the United States Soccer Federation, Inc. hereinafter referred to as
11 Federation, the United States Adult Soccer Association, Inc. hereinafter referred to as USASA, and
12 the United States Youth Soccer Association, Inc. hereinafter referred to USYSA.

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14 **ARTICLE III: MEMBERSHIP**

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16 **Section 1. Eligibility.**

- 17 A. The membership of MSA is open to all youth and adult soccer organizations and all soccer
18 players, coaches, trainers, managers, administrators, and officials without discrimination
19 on the basis of race, color, religion, age, sex, or national origin.
20 B. Membership in MSA shall be organizations or individuals interested in advancing soccer
21 within Mississippi. Such organizations or individuals may apply for affiliation with MSA.

22
23 **Section 2. Authority.**

- 24 A. The governing authority of MSA will be vested in the Membership and the council as
25 provided in these Bylaws.
26 B. Each member organization or individual shall recognize the authority, rulings, Articles of
27 Incorporation, Bylaws, Policies, Rules and Regulations of MSA, USASA, USYSA, and the
28 Federation.

29
30 **Section 3. Categories.** MSA shall have the following membership categories:

- 31 A. **Full Members.** Full Members are voting members of MSA who are domiciled and operating
32 within the legal boundaries of the State of Mississippi. Only soccer organizations,
33 including, but not limited to, clubs, leagues, or associations, which directly register
34 players, form teams, and coordinates competition between teams are eligible. Full
35 Members shall be designated as Youth or Adult Members.
36 B. **Associate Members.** To qualify for associate membership, an organization may be formed
37 to advance a particular aspect of soccer, subject to all requirements Section 4 of this
38 Article, in the following categories:
39 1. Competitive I; or
40 2. TOPSoccer.
41 C. **Affiliate Members.** An individual or an organization not fitting a member category as
42 provided by this Article may be an affiliate member of MSA for one year upon completing
43 an affiliate member application form, paying a yearly membership fee to MSA, and
44 complying with requirements established by the council.

45 **Section 4. Admission to Membership.**

- 46 A. Membership in MSA will be member organizations or individuals interested in advancing
47 soccer within Mississippi. Such organizations or individuals may apply for affiliation with
48 MSA.
- 49 B. The council of MSA will determine all requirements for membership in MSA.
- 50 C. An organization desiring to become an organization member of MSA must submit a written
51 application for membership to the Executive Director, for approval as provided by this
52 Section 4 of Article III, which includes the following:
- 53 1. the classification of organization membership being applied for; and
 - 54 2. copies of its charter, articles of incorporation, bylaws, rules, regulations, any rules
55 of play, and other governing documents appropriate to understanding the structure
56 and activities of the organization.
- 57 D. Membership may be granted by the council as follows:
- 58 1. The council may grant to, deny or withdraw provisional membership.
 - 59 2. An applicant granted provisional membership has all the rights and responsibilities
60 of that classification of member granted except that an affiliate member may not
61 vote.
 - 62 3. Membership may be granted after one (1) year, or sooner, at the discretion of the
63 council or, at the request of the council, by the Executive Director, on determination
64 that the applicant has met all requirements for membership as provided in clause 2
65 of Section C of this Article and all other MSA requirements.
- 66

67 **Section 5. Territories.** Each full member shall operate within an MSA approved boundary as
68 specified in the member's governing documents.

- 69 A. All boundaries must be physical features, for example, rivers, streets, highways, and other
70 similar elements.
- 71 B. Any change to a full member's boundaries must be submitted on an MSA approved form.
72 No revision is applicable until approved by the council in writing.
- 73 C. MSA may form political and playing districts and sub-districts as needed to accomplish its
74 objectives and in its sole discretion. When possible, district boundaries shall follow county
75 boundaries and reflect relatively equal player registrations among the established districts
76 and deviations are acceptable when approved by the council.
- 77 D. Restrictions.
- 78 1. Each full member has an established territory and boundaries in which it shall
79 operate.
 - 80 2. No other member may establish programs or operations within existing, approved
81 territory without first receiving written approval from the existing member and the
82 council.
 - 83 3. Council approval shall be recorded in the approved public minutes of the Council
84 meeting.
- 85

86 **Section 6. Good Standing.** The term of membership is for one seasonal year. However, if the
87 member is admitted and the membership is effective before the beginning of the next seasonal
88 year, the initial term of membership for that member is for the balance of the seasonal year.

- 89 Membership automatically renews each seasonal year as long as the member remains in good
90 standing with MSA, which includes:
- 91 1. Must be current with all dues, fees, and assessments owed;
 - 92 2. Must have on file with MSA a copy of the member's Articles or Certificate of Incorporation,
93 Bylaws, Rules and Regulations, and any amendments to those documents;
 - 94 3. Must register all players, referees, coaches, assistant coaches, team managers,
95 organization officers, directors, and any other individuals in a timely manner as set by the
96 Council.
 - 97 4. Must follow all other such rules or procedures as the council may direct.
 - 98 5. If a member fails to meet any of these qualifications, the council may suspend, fine,
99 terminate or impose any other penalty on the member subject to the provisions of these
100 bylaws.

101
102 **Section 7. Reinstatement.** A suspended member of MSA may submit a written request for
103 reinstatement. The council may reinstate the membership of a suspended member on reasonable
104 terms that the council considers appropriate.

105
106 **Section 8. Resignation.** Any member may resign by giving written notice to the Council at its
107 offices. The resignation will take effect at the time specified therein or immediately if no time is
108 specified. Unless specified therein, the acceptance of such resignation will not be necessary to
109 make it effective.

110 **ARTICLE IV: FEES AND FINANCE**

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113 **Section 1. Fees.** The fees for full members shall be established by the membership. The council
114 will establish the amount and due date of associate and affiliate member fees which shall include
115 the cost of insurance, any player registration fees required by USASA, USYSA, or the Federation,
116 and any other fee as determined by the council.

117
118 **Section 2. Failure to Pay Fees.** Any member failing to pay any fees due MSA shall be provided
119 written notice of the delinquency. If those fees are not paid within 15 days after the date of the
120 notice of delinquency, the delinquent member may be suspended from membership in MSA in
121 accordance with these bylaws.

122
123 **Section 3. Budget.** The council shall cause an annual budget to be prepared for distribution to the
124 membership.

125
126 **Section 4. Audit.** The MSA financial records will be audited annually. This audit shall be
127 accomplished by independent auditor. The audit shall include all records and require the
128 submission of a written report and recommendations. The secretary/treasurer shall distribute the
129 audit to the council and all members.

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131 **Section 5. Fiscal Year.** The fiscal year shall be as determined by the council.

ARTICLE V: OFFICERS AND DIRECTORS

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Section 1. Officers and Directors.

- A. The elected officers of MSA shall be the president, the vice president, the member-at-large, the secretary/treasurer, and the referee representative.
- B. The elected directors shall be the four (4) district directors.

Section 2. Qualifications. The candidates for elected office shall:

- A. be in good standing with MSA;
- B. be 19 years of age prior to August 1st of the seasonal year of election;
- C. be a legal resident of the State of Mississippi;
- D. not be a paid employee of MSA, or of any member; and
- E. with respect to the referee representative, be (or have been) a member of the State Referee Committee (SRC).

Section 3. Term of Office.

- A. An officer or director will serve for a period of two years and (except as otherwise noted herein) may succeed themselves.
- B. Elected officers and directors shall assume office immediately following the membership meeting during which he/she is elected. All officers and directors shall serve for a term of two years or until their successors are elected or appointed. If the individual is fulfilling a vacancy, the term of office or position begins immediately after being elected to fill the vacancy.

Section 4. Duties of Officers and Directors. The officers and directors shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, by the council, or in the adopted parliamentary authority.

- A. **Duties of the President.** The president:
 - 1. shall serve as chair of all meetings of the membership and the council;
 - 2. may execute instruments for MSA that the council authorizes to be executed;
 - 3. oversee the activities of the executive director and act as the liaison between the council and the executive director; and
 - 4. shall perform other responsibilities assigned by the council.
- B. **Duties of the Vice President.** The vice president shall:
 - 1. assist the president;
 - 2. assume the responsibilities of the president when the president is absent, cannot act, or refuses to act;
 - 3. be an advocate for ALL levels of soccer programming, emphasizing member growth and retention; and
 - 4. perform other responsibilities assigned by the council or the president.
- C. **Duties of the Member-at-Large.** The member-at-large shall:
 - 1. assist the president and vice president;
 - 2. assume the responsibilities of the president when the president and vice president are absent, cannot act, or refuses to act;

- 176 3. be an advocate for ALL levels of soccer programming, emphasizing member
177 satisfaction; and
- 178 4. perform other responsibilities as assigned by the council or the president.
- 179 **D. Duties of the Secretary/Treasurer.** The secretary/treasurer shall:
- 180 1. record and transcribe the minutes of all meetings and advise the executive director
181 on distribution;
- 182 2. provide oversight to the management of all MSA funds and act as a signatory on
183 assigned accounts;
- 184 3. in accordance with the financial policies of MSA, cooperate in such a manner as to
185 enable timely completion of an independent audit of the financial accounts and
186 transactions of MSA when requested by the council; and
- 187 4. perform other responsibilities assigned by the by the council or the president.
- 188 **E. Duties of the Referee Representative.** The referee representative shall:
- 189 1. promote soccer and MSA;
- 190 2. represent referees on matters of interest or concern in consultation with the SRC on
191 all matters associated with referee growth, retention, satisfaction, and
192 development;
- 193 3. inform the council of the requirements outlined in the Federation policies; and
- 194 4. perform other responsibilities as assigned by the council or the president.
- 195 **F. Duties of the District Directors.** The district directors shall:
- 196 1. promote soccer and MSA;
- 197 2. represent the membership on matters of interest or concern; and
- 198 3. perform other responsibilities assigned by the council or the president.
- 199

200 **Section 5. Removal from Office.**

- 201 A. Officers and Directors may be removed from office by majority vote of those present and
202 voting at a meeting of those entitled to vote for that office.
- 203 B. A member of the council who does not attend two (2) consecutive meetings of the council
204 may be removed by a majority vote of the council unless such absences are excused by the
205 president.
- 206 C. Any officer or member of the council may resign by giving written notice to the council. The
207 resignation will take effect at the time specified therein or immediately if no time is
208 specified. Unless specified therein, the acceptance of such resignation will not be
209 necessary to make it effective.
- 210

211 **Section 6. Vacancy in Elected Office.**

- 212 A. If the office of president becomes vacant for any reason, the vice president shall become
213 the president for the balance of the term.
- 214 B. If the office of any other officer or director becomes vacant for any reason, the president
215 may appoint an individual to the office or position to fill the vacancy subject to approval by
216 the council until the next membership meeting.
- 217 C. However, if a vacancy is caused by an election during a membership meeting, the election
218 to fill the vacancy for the balance of the term shall occur during that meeting.
- 219

ARTICLE VI: ELECTIONS

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222 **Section 1. Nominations from the Floor.** Nominations from the floor are not allowed unless there
223 are no candidates for an office to be elected.
224

225 **Section 2. Elections of Officers and Directors.**

- 226 A. At the Annual General Meeting, the following officers and directors will be elected in odd-
227 numbered years: President, Secretary/Treasurer, North District Director, and the South
228 District Director.
- 229 B. At the Annual General Meeting, the following officers and directors will be elected in even-
230 numbered years: Vice President, Member-at-Large, Referee Representative, Central
231 District Director, and the West District Director.
- 232 C. Any individual seeking a position on the council shall submit notice to MSA on a form
233 approved by the council electronically, by certified mail, or commercial delivery service
234 with signature verification at least 45 days prior to the Annual General Meeting.
- 235 D. Members of the council, except the district directors, shall be elected by majority vote of
236 the members.
- 237 E. Each district director shall be elected by majority vote of those members eligible to vote for
238 a respective district director.

239 240 **ARTICLE VII: MEETINGS**

241
242 **Section 1. Annual General Meeting.** Annual general meetings of MSA shall be held in January or
243 February at a time and place determined by the council.

- 244 A. Notice of Meeting. MSA shall provide to each organization member and the council:
245 1. no more than ninety (90) days but no fewer than forty-five (45) days before the date
246 of the meeting, notice of the annual general meeting, giving the date, time, and
247 location of the meeting; and
248 2. at least fifteen (15) days before the date of the meeting, a proposed agenda with
249 copies of reports of officers and any items proposed to be considered at the
250 meeting.
- 251 B. Business Items. Any business item (other than proposed amendments to the articles of
252 incorporation or bylaws of MSA) to be presented at an annual general meeting must be
253 submitted in writing to MSA at least forty-five (45) days before the meeting.
- 254 C. Voting Body.
255 1. The voting body shall be composed of one or more representatives designated in
256 writing by the governing authority of the member organization.
257 2. Full Members shall be accorded votes based on the number of players registered
258 with MSA during the current seasonal year according to the following system:
259 a. up to and including 300 players (1 vote)
260 b. up to and including 600 players (2 votes)
261 c. and so forth up to a maximum of 10 votes
262 3. Associate and affiliate members shall have one (1) vote in those matters which
263 either or both are eligible to vote.

- 264 4. Each member of the council, except the individual chairing the meeting, is entitled
265 to one vote each at meetings. The individual who is chairing a meeting may vote only
266 when the vote is by ballot or, in all other cases, to affect the result of the vote.
267 5. Each member shall register its primary and alternate delegates to the AGM with the
268 secretary/treasurer or the secretary/treasurer's delegate no later than thirty (30)
269 days prior to the meeting. No member may vote for more than one organization.
270 6. Quorum. A quorum for any membership meeting shall be established with 50% plus
271 1 of the votes eligible to be cast represented.

272 D. Agenda.

- 273 1. Roll Call.
274 2. Minutes of the Previous Meeting.
275 3. Communications.
276 4. Report of the President and Other Council Members.
277 5. Financial Report of the Secretary/Treasurer including approval of the budget.
278 6. Reports of Other Committees.
279 7. Organizational Reports.
280 8. Unfinished Business.
281 9. New Business.
282 10. For the Good of the Game.
283

284 **Section 2. Special Meetings.**

- 285 A. Special meeting of MSA may be called at any time by the president, a majority of the
286 council, or on the request of one-third (1/3) of full members eligible to vote.
287 B. Notice of a special meeting shall be provided no less than ten (10) days nor more than
288 thirty (30) days prior to the meeting and shall state the place, day and hour of the meeting
289 as well as the purpose or purposes.
290 C. The procedural clauses C and D of Section 1 of this Article VII apply to Special Meetings.
291

292 **Section 3. Standing Policies.**

- 293 A. The secretary/treasurer, or the secretary/treasurer's delegate, shall give written notice to
294 all concerned parties. In the case of a Special Meeting, the reason for the meeting shall be
295 expressly provided in the required notice and no other matter shall be considered at the
296 meeting.
297 B. The president, or in the case when the council disagrees with the president, a majority of
298 the council, may allow guests to attend and address the council.
299 C. The parliamentary authority is as provided in Article XV.
300 D. The president shall appoint a Parliamentarian only for the AGM to serve as an advisor on
301 parliamentary procedure.
302

303 **Section 4. Cancellation.** In the event of a national or local emergency, the council may cancel a
304 meeting of MSA by mail, electronically, or by other form of wire or wireless communication. All
305 members shall be notified and the meeting shall be reasonably rescheduled.

ARTICLE VIII: COUNCIL

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Section 1. Composition. The members of the council shall be:

- A. the president;
- B. the vice president;
- C. the member-at-large;
- D. the secretary/treasurer;
- E. the referee representative;
- F. four (4) district directors; and
- G. the executive director, ex officio, non-voting.
- H. Each member of the council may hold only one position on the council at a time.

Section 2. Duties of the Council. Except as otherwise provided in these bylaws, the council shall:

- A. enforce the bylaws, rules, policies, and procedures of MSA;
- B. approve a budget for each fiscal year to be distributed to the membership;
- C. establish membership requirements for each category of membership;
- D. adopt the report of the auditor when applicable;
- E. set the place, date, and time of meetings as prescribed in these bylaws;
- F. establish fees as prescribed in these bylaws or MSA policies and procedures;
- G. establish or create geographic divisions, called Districts, within the state of Mississippi with clearly defined boundaries;
- H. establish and manage all territorial designations for members;
- I. fill vacancies as provided in these bylaws;
- J. make employment and compensation decisions concerning the MSA Executive Director;
- K. adopt policies regarding the management, compensation, and fringe benefits provided to MSA personnel; and
- L. exercise such other duties as prescribed for the council in these bylaws, by the membership, in the MSA policies and procedures, or in the adopted parliamentary authority.

Section 3. Meetings.

- A. **Regular Meetings.** The council shall hold at least four (4) regular meetings, at least once per each calendar quarter, each year. The president shall establish the time, place, and location of the meetings. Notice of a regular meeting must be given at least fifteen (15) days prior to the date of the meeting.
- B. **Special Meetings.** The council may hold special meetings called by the president or by any four (4) members of the council. Notice of a special meeting shall be provided to all members of the council not less than five (5) days prior to the date of the meeting.

Section 4. Voting. Each voting member of the council has one vote, except that the individual presiding at a council meeting may vote only when the vote is by ballot or, in any other case, to affect the result of the vote.

349 **Section 5. Quorum.** A quorum for any council meeting shall be at least six (6) members of
350 the council.

351
352 **Section 6. Proxies.** Proxies are not permitted at meetings of the council.
353

354 **ARTICLE IX: COMMITTEES**

355
356 **Section 1. Standing Committees.** MSA shall have the following standing committees:

- 357 A. Bylaws and Policies Committee;
- 358 B. Disciplinary and Appeals Committee; and
- 359 C. Rules and Revisions Committee.

360
361 **Section 2. Duties of Standing Committees.** Except as otherwise provided in these bylaws, the
362 president and executive director shall prescribe the responsibilities of any standing committee
363 with the approval of the council.
364

365 **Section 3. Composition of Standing Committees.**

- 366 A. Each standing committee shall consist of a minimum of three (3) members.
- 367 B. The president shall appoint the chair and members of the Bylaws and Policies Committee
368 and the Disciplinary and Appeals Committee with the approval of the council.
- 369 C. Members of the Bylaws and Policies Committee, Disciplinary and Appeals Committee, and
370 the Rules and Revisions Committee shall be appointed annually. A committee member
371 continues to serve until a successor has been appointed.

372
373 **Section 4. Special Committees.** Subject to approval of the council, the president may establish
374 special committees, appoint the members and chair of each of those committees, and prescribe
375 the responsibilities of each.
376

377 **Section 5. Restriction.** No member of a committee may receive compensation (except
378 reimbursement for expenses) for services performed as a committee member.
379

380 **ARTICLE X: ELECTRONIC COMMUNICATION AND MEETINGS**

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382 **Section 1. Meetings.** The council and all committees shall be authorized to meet and may vote
383 on matters by telephone conference or through other electronic communications media so long
384 as all the members can simultaneously hear each other, participate during the meeting, be
385 included in all communications media, and a quorum is established.
386

387 **Section 2. Communication.** Unless members indicate otherwise to MSA, all communication
388 required in these bylaws, including meeting notices, may be sent electronically.
389

390 **ARTICLE XI: GRIEVANCES, DISPUTES, AND APPEALS**

391
392 **Section 1. General Requirements.**

- 393 A. MSA and its members will provide equitable and prompt hearing and appeal procedures to
394 guarantee the rights of individuals to participate and compete. Those procedures shall
395 include that all grievances involving the right to participate and compete in activities
396 sponsored by MSA, USYSA, USASA and the Federation may be appealed to the respective
397 organization.
- 398 B. Each member shall have grievances, disputes, and appeals provisions in its bylaws, rules,
399 or other document that clearly states the procedures under which adjudication of appeals
400 and other disciplinary matters shall occur.

401

402 Section 2. Appeals.

- 403 A. Except as otherwise provided by Federation Bylaw 705 or other Federation bylaw or policy,
404 appeals of MSA matters shall be as provided by the council.
- 405 B. The council shall prescribe a policy to carry out this bylaw, including the amount of the
406 appeals fee.

407

408 Section 3. Exhaustion of Remedies.

- 409 A. No member of MSA, official, league, club, team, player, coach, administrator or referee
410 may invoke the aid of the courts of the United States or of a state without first exhausting
411 all available remedies within the appropriate soccer organizations, and as provided within
412 USYSA, USASA, and the Federation.
- 413 B. For a violation of this bylaw, the offending party shall be subject to suspension and fines,
414 and shall be liable to MSA for all expenses incurred by MSA and its officers and members of
415 the council in defending each court action, including the following:
- 416 1. court costs;
 - 417 2. attorney's fees;
 - 418 3. reasonable compensation for time spent by MSA officials and employees in
419 responding to and defending against allegations in the action, including responses
420 to discovery and court appearances;
 - 421 4. travel expenses; and
 - 422 5. expenses for holding special meetings necessitated by court action.

423

424

ARTICLE XII: EXECUTIVE DIRECTOR

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426 **Section 1. Appointment.** The executive director shall be appointed by the president subject to
427 the approval of the council.

428

429 **Section 2. Duties.** The conduct of business and the management of affairs of MSA shall be under
430 the direction of the executive director.

- 431 A. Accountability. The executive director shall report to the president.
- 432 B. Duties. The executive director shall:
- 433 1. be responsible for the complete management of the operations of the organization;
 - 434 2. be responsible for the employment of such personnel as required to carry out the
435 operations of MSA provided that such employment falls within the constraints
436 established by the budget and personnel policies established by the council;

- 437 3. establish committees and committee members as needed, in consultation with the
438 president and in accordance with the provisions of these bylaws;
439 4. serve as an ex-officio member of all committees, except the nominating committee;
440 and
441 5. perform such other duties as may be stated in these bylaws and other MSA
442 governing documents, the policies and procedures, and the personnel policies
443 established by the council, and as may be directed by the president or the council.
444

445 **ARTICLE XIII: ADMINISTRATION**

446
447 **Section 1. Equal Opportunity.** MSA shall provide an equal opportunity to athletes, coaches,
448 trainers, managers, administrators, and officials to participate in soccer competitions. Individuals
449 serving on the council or any committee of MSA shall be selected without regard to that
450 individual's race, color, religion, national origin, or sex. MSA may not have eligibility criteria
451 relating to amateur status more restrictive than those of the Federation.
452

453 **Section 2. Seasonal Year.** The seasonal year shall be from September 1 through August 31.
454

455 **Section 3. Operating Procedures.** MSA operating procedures will be described in the
456 Administrative Manual which will be reviewed and updated as necessary. In the event of a conflict
457 between the charter and bylaws of the Federation, USASA, or USYSA, the articles, bylaws,
458 policies, and requirements of the Federation govern.
459

460 **Section 4. Accounts, Books, and Records.** MSA shall maintain adequate and correct accounts,
461 books, and records of its business and properties. All of those accounts, books, and records shall
462 be kept at the office of MSA. All accounts, books, and records of MSA are open for inspection by
463 members of the council and members of MSA in the manner provided for in the Mississippi
464 Nonprofit Corporation Law.
465

466 **Section 5. Penalties, Debts, and Assessments.** Any member debt to MSA shall be paid within
467 fifteen (15) days of such notification. Any member who fails to comply with this time deadline
468 shall forfeit all benefits of membership until the next AGM.
469

470 **Section 6. Proper Notification.** Proper notification of any or all notices, actions, meetings,
471 suspensions, penalties, and any other communication will be deemed to have been delivered
472 when such notice has been deposited with the United States Postal Service addressed to the
473 appropriate party as it appears in the records of MSA.
474

475 **Section 7. Suspensions.** Suspensions or other disciplinary actions imposed by USYSA, USASA,
476 or the Federation in accordance with its respective bylaws shall be recognized by MSA and its
477 member organizations upon notification by the above mentioned organizations. Suspensions and
478 other disciplinary actions taken by members of USYSA, USASA, and the Federation shall be
479 recognized by these organizations, MSA and its member organizations upon proper notification to
480 these organizations and determination by these organizations that the party subject to the action

481 received hearing and procedural rights substantially similar to those set forth in the USYSA,
482 USASA, and the Federation bylaws.

483
484 **Section 8. Saving Clause.** If any word, phrase, sentence, or other provision of these bylaws or its
485 application to any person or circumstances is held invalid, this finding shall not affect the other
486 words, phrases, clauses, sentences, or provisions or applications of these bylaws, and to this
487 end, the provisions of these bylaws are declared to be severable. In the event that any provision of
488 the constitution, bylaws, policies, procedures, or rules shall be deemed in illegal or contrary to or
489 amended by the Federation, USASA, or USYSA such portions shall be changed administratively.

490
491 **ARTICLE XIV: INDEMNIFICATION**
492 To the extent not inconsistent with the laws of the State of Mississippi, MSA shall indemnify every
493 governing person or former governing person against reasonable expenses actually incurred by
494 the person in connection with a proceeding in which the person is a respondent because the
495 person is or was a governing person if the person is successful, on the merits or otherwise, in the
496 defense of the proceeding, or any claim, issue, or matter in the proceeding, notwithstanding that
497 he or she was not successful on any other claim, issue, or matter in the proceeding.

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499 **ARTICLE XV: PARLIAMENTARY AUTHORITY**
500
501 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern
502 MSA in all cases to which they are applicable and in which they are not inconsistent with these
503 bylaws and any special rules of order that MSA may adopt. The parliamentary authority of MSA
504 shall be adopted by each of its members.

505
506 **ARTICLE XVI: AMENDMENT OF ARTICLES AND BYLAWS**
507
508 **Section 1. Proposing Amendments.** Any proposed amendment to the articles of incorporation or
509 bylaws of MSA may be made by: (1) a full member; (2) the council; (3) a member of the council; (4)
510 the executive director; (5) a committee of MSA; or (6) a member of a committee of MSA.

511
512 **Section 2. Advance Notice.**
513 A. Any proposed amendment to the charter or bylaws of MSA must be submitted in writing to
514 the executive director at least forty-five (45) days in advance of a meeting at which the
515 amendment is to be considered by no later than 4:00 p.m. Central Time.
516 B. Each proposed amendment received in compliance with section 2A of this Article shall be
517 sent in writing by MSA to each member and the council at least 14 days in advance of the
518 meeting at which the amendment is to be considered.

519
520 **Section 3. Voting Requirement.** Any amendment to the charter or bylaws of MSA requires a two-
521 thirds vote of the members.

522 **Section 4. Priority.** In the event of a conflict between the articles of incorporation and bylaws of
523 MSA and the articles of incorporation, bylaws, policies, and requirements of the Federation, the
524 articles, bylaws, policies, and requirements of the Federation govern.
525

526 **Section 5. Effective Date.** Unless otherwise provided, any amendment to the charter or bylaws of
527 MSA is effective on conclusion of the meeting in which the amendment is adopted.