Bylaws of the
Miss-Lou Rural Tourism Association, Inc.

Article I – Purpose
The purpose of the Miss-Lou Rural Tourism Association, Inc. (hereafter referred to as the “Association”) shall be to plan and implement educational programs targeted to agencies and organizations focusing on tourism-related issues and owners of tourism-related operations in the Miss-Lou region. This region is defined as being the following counties and parishes:

- Louisiana – Avoyelles, Catahoula, Concordia, East Carroll, East Feliciana, Franklin, Madison, Point Coupee, Richland, St. Helena, St. Tammany, Tangipahoa, Tensas, Washington, West Carroll and West Feliciana
- Mississippi – Adams, Amite, Claiborne, Copiah, Franklin, Hancock, Issaquena, Jefferson, Lamar, Lincoln, Marion, Pearl River, Pike, Sharkey, Walthall, Warren and Wilkinson

Article II – Principal Office
The Association may have such other offices, either within or outside the State of Mississippi, as the business of the Association may require from time to time. Correspondence other than dues payments will be mailed to the Secretary as designated by the Association’s website or other such means as designated by the Board of Directors. Dues payments shall be mailed to the Treasurer as designated by the Association’s website or other such means as designated by the Board of Directors.

Article III – Membership

1. Annual membership shall be automatically extended to any person, institution, organization, agency, or business interested in tourism-related operations (irrespective of race, color, national origin, religion, sex, age, or disability) and paying dues to the Association in the appropriate category and amount.

2. No membership or interest in the Association shall be assignable or transferable to any member. No membership or interest shall pass to any legal representative of any deceased member.

Classification of Membership
Classifications of membership shall include voting member (active) and non-voting member (associate) members as follows:

1. Voting (Active) Members: Voting members shall consist of individuals either residing, employed, or having a business interest located in the previously defined parishes or counties and who have paid annual dues as listed in the membership categories.

2. Non-voting (Associate) Members: Non-voting members shall consist of entities located outside the 33 founding parishes and counties and who have paid the appropriate dues. This category shall also include members from states other than Louisiana and Mississippi. Associate memberships shall be classified as individual memberships and shall not possess voting privileges.
The membership year will be based on the calendar year. Dues paid at or after the annual meeting will be for the following calendar year.

**Article IV – Dues**
The initial level of dues will be set by the Association’s Board of Directors as elected in the inaugural meeting and publicized to the potential membership by e-mail to the conference attendees and at the inaugural meeting of the Association. Any changes in the level of dues will be recommended by subsequent elected Boards of Directors and voted upon by the active membership at the annual meeting. A majority vote will be required to implement any dues changes.

**Article V – Meeting of Members**
The minutes of all meetings shall be reported to the membership at the next regular meeting of the Association and posted on the Association’s website as designated by the Board of Directors. No action or vote at any meeting of the association shall be valid unless a quorum (10% of the registered active membership) is present. Meeting types shall be classified as Annual, Regular, and Special.

1. The annual membership meeting shall be held and include the election and installation of elected officers, reports of the affairs of the Association and any other business that may be properly brought before the meeting. The annual membership meeting will be held in conjunction with the Miss-Lou Regional Tourism Summit and notice of this Summit shall contain information regarding the date, time, and location of the annual membership meeting.
2. Regular meetings shall be held to conduct the affairs of the Association. The Executive Committee of the Association shall meet once each quarter, with the date and location to be determined by the Executive Committee (defined below). The Board of Directors shall meet once each quarter, with the date and location to be determined by the Board. The regular Board of Directors meeting for a particular month will be held after the regular Executive Committee meeting for that month to enable the Board to take action on proposals by the Executive Committee. Notices of such meetings shall be provided by the President-Elect to the membership by e-mail, fax, U.S. Postal Service mail, or posted on the Association’s website so that all voting members shall receive it no less than 10 days prior to the meeting.
3. Special meetings of the members for any purpose may be called by the President, by a vote of the majority of the Board of Directors, or by a majority vote of a quorum of voting members. Notice of such a meeting shall be given in a manner (e-mail, fax, or U.S. Postal Service mail) as determined by the Board of Directors so that all voting members shall receive it no less than 10 days nor more than 30 days prior to the meeting. Business transacted at any special meeting shall be limited to the purpose stated in the notice.
Article VI – Board of Directors, Officers, Committees, and Advisory/Liaison Board

Any candidate for Officer (President, President-Elect, Secretary, or Treasurer) or Board of Directors positions must have an active membership in the Association and will be elected at the appropriate annual meeting (see Terms of Office below). The Executive Committee shall manage the business and financial affairs of the Association. The Executive Committee shall consist of current Officers and the immediate Past President.

The Board of Directors shall develop and implement the overall policies of the Association. The Board of Directors shall also appoint any additional Officers or Assistant Officers as deemed necessary for the efficient operation of the Association. The number of Directors will be 12 (two from each of the following regions and two at-large members from each state). Designated regions include:

- **Region 1 – River Region West:** Catahoula, Concordia, East Carroll, Franklin, Madison, Richland, Tensas and West Carroll parishes
- **Region 2 – River Region East:** Adams, Claiborne, Copiah, Issaquena, Jefferson, Sharkey, Warren and Wilkinson counties
- **Region 3 – Border Region North:** Amite, Franklin, Hancock, Lamar, Lincoln, Marion, Pearl River, Pike and Walthall counties
- **Region 4 – Border Region South:** Avoyelles, East Feliciana, Point Coupee, St. Helena, St. Tammany, Tangipahoa, Washington and West Feliciana parishes

The immediate Past President shall have the following duties:
1. Provide guidance and institutional memory to the Executive Committee.
2. Serve as a non-voting Chair of the Board of Directors.
3. Serve as Chair of the Nominating Committee.
4. Carry proposed policy actions to the Board of Directors from the Executive Committee for consideration and action.
5. Such other duties as a majority of the Board of Directors shall deem necessary.

The President shall have the following duties:
1. Preside at all meeting of the membership and at all meeting of the officers.
2. Report to the members at regular meeting on items of interest or of concern.
3. Submit a report of operations of the association to the membership at the annual meeting.
4. Appoints necessary committees.
5. Such other duties as a majority of the officers shall deem necessary.

The President-Elect shall have the following duties:
1. Assist the president in the management of the business of the Association.
2. In the absence of the president, preside at meetings.
3. Serve as an ex-officio member of standing committees.
4. Serve as Chair of the Annual Meeting Committee.
5. Such other duties as majority of the officers shall deem necessary.
The Treasurer shall have the following duties:
1. Keep and maintain adequate and correct accounts of the properties and business transactions of the Association.
2. Prepare statements of financial condition for all annual and regular Association meetings.
3. Account for and make provisions for collecting annual membership dues.
4. Deposit all money and other valuables in the name and to the credit of the Association.
5. Sign or co-sign, as necessary, all such bills, checks, contracts associated with Association’s business.
6. Such other duties as a majority of the officers shall deem necessary.

The Secretary shall have the following duties:
1. Keep accurate records of the Association membership.
2. Record and maintain the minutes of the Association, including general meetings of the Association’s membership and meetings of the Association’s Board of Directors, Officers, and Executive Committee. These minutes shall be posted on the Association’s website as designated by the Board of Directors.
3. Sends all notices to membership required by the bylaws.
4. Be the custodian of the Association’s records.
5. Coordinate member submissions; prepare and distribute a quarterly Association newsletter to the membership by e-mail and website posting.
6. Serve as Chair of the Membership Services Committee.

In order to effectively conduct the business of the Association, it may be deemed necessary by the Board of Directors or the Officers to create either standing or temporary committees. While a majority vote of the Officers is sufficient to recommend the formation of either standing or temporary committees, the formation of these committees will be sanctioned by a majority vote of the Board of Directors. This vote will also determine whether the nature of the committee is standing or temporary and, in the case of temporary committees, the duration of the committee. The Board, with advice from the Officers, will appoint committee members and a Chair for each committee.

Terms of Office: Each Director and the Association’s Secretary and Treasurer shall be elected for a two-year term, while the President and President-Elect will be elected for a one-year term. No Officer or Director may hold a particular office for more than two consecutive full terms without a break of at least two years after the second consecutive term. If a vacancy occurs, the President, with a simple majority approval of the Board, will appoint an active member to serve until the time of the next annual meeting (in the case of a vacancy in the President’s office, the President-Elect shall serve in this capacity until the time of the next annual meeting). At that time, an election shall be held to choose a replacement Officer or Director to fill the unexpired term.

In the case of standing committees, the term limit of the committee members and the Chairman will be two years and no committee member may serve more than two consecutive terms. In the case of temporary committees, committee members and the Chair will have a term of two years or the duration of the committee, whichever is shorter. In the case of a committee vacancy, the Board of Directors, by majority vote, shall appoint an active member to fulfill the unexpired term.

Removal of Officers and Directors: Any Officer (elected or appointed) shall be removed from office if two-thirds of the voting membership present at any meeting vote to end their term. Furthermore, any
Officer or Director that misses three consecutive meetings (whether regular or specially-called meetings) of the Executive Committee or Board of Directors, respectively, shall be subject to dismissal as an Officer or Director if a simple majority of the Board of Directors affirms this dismissal.

Committees: The Board of Directors is authorized to create such standing or temporary committees as it deems necessary to facilitate the operation of the association. The Board is also authorized to appoint any Active or Associate member to any committee.

Standing committees, their responsibilities, and membership requirements are as follows:

1. **Nominating Committee**: The Nominating Committee is responsible for developing a slate of candidates for open Officer and Director positions. The membership of this committee shall be comprised of one representative from each of the Association’s regions. The committee chair is designated as the Association’s immediate Past President.

2. **Annual Meeting Committee**: The Annual Meeting Committee is responsible for planning and hosting the annual meeting of the Association and the Miss-Lou Regional Tourism Summit. Membership of this committee shall be representative of the Association’s Voting Members. The committee chair is designated as the Association’s President-Elect.

3. **Membership Services Committee**: The Membership Services Committee is responsible for marketing the organization to current and potential members as well as determining the wants and needs of current and potential members. This committee shall be comprised of two representatives of each of the Association’s regions. The committee chair is designated as the Association’s Secretary.

Advisory/Liaison Representatives: There shall also be an Advisory Council of representatives of agencies, institutions, and organizations that have an interest in the goals and activities of the Association. This council shall be considered as advisers to the Executive Committee, the Board of Directors, and the Association and, as such, will be invited to all Executive Committee and Board meetings. The Executive Committee shall determine the entities to be invited to serve on this committee and the administration of each entity shall appoint no more than two representatives to this committee. Each representative must maintain at least an Associate Membership in the Association for the duration of the appointment. The Louisiana State University Ag Center, the Louisiana Office of Tourism, the Mississippi State University Extension Service, and the Mississippi Development Authority–Division of Tourism Development shall have permanent standing as organizational members of this Council.

**Article VII – Contracts, Loans, Checks, Deposits**

Any contract or other financial instrument issued on behalf of the Association shall be authorized by a resolution of the Board of Directors through a majority vote.

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

All checks, drafts or other orders for the payment of money, as well as contracts, shall be signed by the Treasurer and one co-signer designated by the Board of Directors.
All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

**Article VIII – Fiscal Year**
The fiscal year of the association shall coincide with the calendar year. The Treasurer shall prepare an annual end-of-the-year statement of financial conditions for the prior fiscal year, current year budget and current year-to-date statement of financial condition for presentation at the annual meeting.

**Article IX – Rules**
The Roberts Rules of Order as amended and revised shall govern the conduct of any and all meetings.

**Article X – Amendment of Bylaws**
The bylaws may be amended at any meeting of the membership by the affirmative vote of two-thirds of the active members present and voting. A written notice of the proposed amendments shall first be sent to the membership at least one month in advance of the meeting.

Adopted August 9, 2007.

Witnessed by:

**Officers**

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*President*

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*President-Elect*

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*Treasurer*

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*Secretary*