

**By-Laws of the Mobile Shredding Association**

**Approved for Revision 10/9/2016**

**ARTICLE I**

Name

**NAME:** The name of the Association shall be The Mobile Shredding Association (MSA)

**ARTICLE II**

Purpose

**PURPOSE:** The Mobile Shredding Association is a non-profit corporation and shall be operated exclusively as a trade association for the benefit of mobile shredding companies within the meaning of Section 501 (C)6 of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. The Mobile Shredding Association's purpose shall be to promote secure records destruction. All income from dues and other sources will be used for the fulfillment of its stated purposes as set forth in its Articles of Incorporation and in this Article.

**ARTICLE III**

Membership

**Section 1. MEMBER:** Any mobile shredding company actively engaged in providing onsite mobile shredding to residential or business customers utilizing an approved mobile shred truck may apply to become a Member of the Association, subject to and bound by all the bylaws and requirements of the Association. All Members of MSA must meet the Board approved Membership Requirements published on the MSA Membership Application and are considered a Certified Member on successful completion of the MSA Audit. Only Members will be qualified to vote on matters pertaining to the Association and issued the MSA logo.

**Section 2. ASSOCIATE:** Individuals who wish to support the purpose of MSA, which do not qualify for MSA Membership under other membership categories, may apply to become individual members. Such members shall not be eligible to vote or hold office in the Association or display the MSA logo in any manner. (Feb17)

**Section 3. VENDOR:** Any vendor which provides products and services to the Members of the Association and is in good standing with the mobile shredding industry may become a Vendor of the Association subject to and bound by all the bylaws and policies of the Association. Vendors shall not be eligible to vote on matters pertaining to the Association.

**Section 4. APPLICATIONS:** Completed applications for Members, Associates, and Vendors and related required documents will be received and reviewed by the Executive Director. When the Executive Director determines that the applicant company has met the minimum requirements, the applicant will be awarded the type of membership they seek. If for any reason the requirements are not met, then the application will be denied pending further completion or withdraw. If there is any discrepancy or differing views between the applicant and the Executive Director, then the Board of Directors or an assigned committee will review and render a final decision.

**Section 5. VOTING RIGHTS, QUORUM, AND MANNER OF ACTING:** Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of one tenth of the total voting members present. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

**Section 6. LOGOS:** Only Members shall receive from MSA the official MSA logo. The MSA logo signifies certified membership of MSA and if membership is terminated for any reason, use of the logos shall

cease and all use of the logos or reference to the Association shall be eliminated from all marketing material, media, and company vehicles.

**Section 7. TERMINATION OF MEMBERSHIP:** Membership will continue until terminated by member for any reason. Any member may be removed from membership by a majority vote of the Board of Directors for any cause deemed conflictive to the purpose of the Mobile Shredding Association.

**Section 8. REINSTATEMENT:** Upon written request to the Executive Director, a firm or corporation whose membership in the Association has been terminated for any reason may request the Executive Director to reinstate them as a member. If there is any discrepancy or differing views between the applicant and the Executive Director, then the Board of Directors or an assigned committee will review and render a final decision.

**Section 9. ANNUAL DUES:** The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable by each classification of membership described in these Bylaws. Dues shall be paid annually at a time designated by the corresponding application. Renewal notices will be sent out prior to the annual anniversary and dues must be paid upon receipt of invoice to ensure non-interruption in membership.

**Section 10. ANNUAL MEETING:** There shall be an annual meeting of the members upon such date, time and place as the Board shall determine. The purpose of the meeting will be for presenting the state of affairs for the association and annual reports. During the annual meeting, if elections are held, voting members shall have the right to vote on the election of the Board of Directors and officers, and approval of any amendments to the Bylaws that may be proposed by the Board. Voting on all other matters is expressly reserved for the Board of Directors.

**Section 11. SPECIAL MEETINGS:** Special meetings of the members may be called by the President or upon the request of one third of the voting members. Members shall receive not less than 10 days prior written notice of special meetings.

**Section 12. NOTICE OF THE MEETINGS:** Written notice stating the place, date and hour of any meeting of members shall be sent by the Executive Director to each member no less than 10 days prior to such meeting.

#### **ARTICLE IV** Board of Directors

**Section 1. AUTHORITY:** There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

**Section 2. NUMBER & QUALIFICATIONS:** The Board of Directors of the Corporation shall be composed of no less than 4 and no more than 12 individuals. Any person who is an owner or manager of a mobile shredding company that is a MSA Member and is actively engaged in the day to day operations of the business shall be eligible for election by the members to the MSA Board of Directors.

**Section 3. ELECTION & TERM OF OFFICE:** The members of the Interim Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected. If one of these Interim Directors vacates their seat for any reason, the remaining Interim Directors may vote in a replacement. The Interim Board of Directors shall serve staggered terms of no less than 1 year and no more than 3 years as determined by the Board. The future members of the Board of Directors shall be elected by the voting members by which a method will be determined by the current Board of Directors. The Elected Directors shall serve for a period of 2 years and shall be eligible for re-election for

successive terms should the voting members so vote. In order for an individual to be eligible to be nominated or elected to serve as President, he or she must have served on the Board of Directors for a minimum of 2 years or served on the Interim Board of Directors.

**Section 4. MEETINGS OF THE DIRECTORS:** A regular annual meeting of the Board of Directors of the Corporation shall be held a minimum of once per year, at such time, day, and place as shall be designated by the Board of Directors. Additional meetings may be held throughout the year from time to time if the majority of the Directors agree to hold the additional meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

**Section 5. VOTING & QUORUM:** Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Each director shall have one vote. The Board may take action throughout the year without a meeting if written consent to the action is agreed to by a majority of the directors.

**Section 6. ABSENCE, REMOVAL, & VACANCIES:** Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation. If a Director is absent from more than 2 meetings during their term, the President has the option of declaring their seat on the Board vacant. Vacancies for any reason shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

**Section 7. CONFLICTS OF INTEREST:** In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate non-confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

## **ARTICLE V**

### **Officers**

**Section 1. OFFICERS:** The officers of the Corporation shall consist of a President, a President-Elect, a Past President, a Secretary, and a Treasurer. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary and such officers shall have the authority prescribed by the Board. The Board of Directors on recommendation of the Executive Committee will hire an individual or a company designated as Executive Director. The Executive Director will be the operational leader of the Association and carries the authority and responsibility of running the organization day to day, reporting to the Board of Directors.

**Section 2. PRESIDENT:** The President will be the principal member of the Association and will have general supervision and control over the business and affairs of the Association. The President will call and preside at all meetings of the Association, and the Board of Directors. The President may sign any instruments which the Board of Directors may authorize to be executed and in general will perform such other duties as are incident to the office of President or which may be assigned by the Board of Directors. The President shall appoint the chair of each committee, unless stipulated otherwise by the bylaws, and shall be a member ex-officio, with the right to vote, of all committees, except the Nominating Committee. In the event of a vacancy in the position of the office of President that cannot be filled by a sitting President-elect,

any appointee duly approved by the MSA Board of Directors, must meet the requirements of having had 2 years of service on the MSA Board of Directors or as a committee chair within the previous 6 years.

**Section 3. PRESIDENT-ELECT:** In the absence of the President, or in the event of the President's inability or refusal to act, the President-Elect will perform the duties of the President, and when so acting will have all the powers of the President. The President-Elect shall be the Chair of the Ethics Committee and will perform such other duties as may be assigned from time to time by the President or by the Board of Directors.

**Section 4. SECRETARY:** It shall be the duty of the Secretary to attend all meetings of the Board of Directors and keep a written record of the proceedings; and monitor the implementation of decisions made by the Board of Directors.

**Section 5. TREASURER:** The Treasurer will have general supervision and control over the fiscal affairs of the Association. The Treasurer will also be responsible for directing an annual audit of the Association's financial transactions. The financial records of the Association shall be open to all members of the Board of Directors at any time and also open to inspection by any member of the Association.

**Section 6. PAST PRESIDENT:** The Past President is the person who has just completed their term as President. He/she will serve in advisory capacity to the Board with full voting rights. The Past President will be the chair of the Nominating Committee as provided for herein.

**Section 7. EXECUTIVE DIRECTOR:** The Executive Director will be responsible for the administrative and day-to-day operation of the Association and may be either a salaried employee of the Association or an organization employed by the Board of Directors. The Executive Director will be responsible to the Board of Directors. The Executive Director will have the authority to execute contracts on behalf of the Association as approved by the Board of Directors and shall perform such other duties as may be assigned by the President or by the Board.

## **ARTICLE VI** Committees

**Section 1. COMMITTEES OF DIRECTORS:** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal the Articles of Incorporation of the Corporation, these Bylaws, elect or remove any officer or director, or adopt a plan of merger, or authorize the sale or other disposition of all or substantially all the assets of the Corporation, or the voluntary dissolution of the Corporation.

**Section 2. EXECUTIVE COMMITTEE:** Between meetings of the Board of Directors, the day-to-day affairs of the Corporation may be conducted by an Executive Committee. The Executive Committee shall be composed of the President, Past-President, Treasurer, and Secretary. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions.

## **ARTICLE VII** Indemnification

**INDEMNIFICATION:** Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

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Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

#### **ARTICLE VIII** Amendments

**AMENDMENTS TO BYLAWS:** These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of the majority Board of Directors or a majority of the members at any regular or special meeting of the members. The notice of the meeting shall set forth a summary of the proposed amendments.

#### **ARTICLE IX** Miscellaneous

**Section 1. FISCAL YEAR:** The fiscal year of the Corporation shall be the calendar year.

**Section 2. FINANCE:** Upon approval of the budget, the Executive Director under the leadership of the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval from the Board of Directors.

**Section 3. BUDGET:** As soon as possible after the election of the new Board of Directors and Officers, the Board shall approve and adopt the budget for the coming year.

**Section 4. NOTICE:** Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.