

BYLAWS OF MISSISSIPPI TECHNOLOGY USER GROUP

The name of this organization is Mississippi Technology User Group (“MSTUG”). The MSTUG has not been formed to make any profit or gain personal financial gain. The assets and income of MSTUG shall not be distributable to or benefit any trustees, Board Members, or other individuals. The investments and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to Board Members, employees, and independent contractors for services provided for MSTUG's benefit. MSTUG shall not carry on any activities not permitted to be carried out by an organization exempt from state or federal income tax. MSTUG, as an organization, shall not endorse, contribute to, work for, or otherwise support (or oppose) any State or Federal elected official or candidate.

PURPOSE

The purpose of MSTUG is to unite IT and Procurement professionals in the State of Mississippi to foster collaboration with technology vendors and manufacturers to foster education and innovation. MSTUG aims to support its members & their efforts in achieving the missions and objectives of their organization through education and effective use of modern technology solutions.

MSTUG is organized exclusively according to section 501(c)(4) of the Internal Revenue Code.

MISSION

The mission of the Mississippi Technology User Group (MSTUG) is to unite IT and Procurement professionals across the State of Mississippi to promote knowledge sharing and innovative thinking and foster an engaging and collaborative relationship with technology solution providers and manufacturers.

MAILING ADDRESS & LOCATION

MS Technology User Group

PO Box 3586

Jackson, MS 39207

ARTICLE I – BOARD OR DIRECTORS

SECTION I. Composition of the Board of Directors

The Board of Directors shall consist of the following leadership members:

- President
- Vice President of Events
- Vice President of Communications
- Secretary
- Treasurer

The Board of Director shall additionally consist of the following advisory members:

- President Emeritus
- Treasurer Emeritus

SECTION II. General Powers

The MSTUG organization shall be managed by its Board of Directors.

As the leader of MSTUG and Chairman of the Board, the President shall bear the ultimate responsibility for the organization's well-being and establish its strategic direction and goals. The members of the Board of Directors, including the President, shall oversee and manage MSTUG's affairs, finances, properties, and interests. The Board of Directors is responsible for making critical decisions that shape MSTUG's operations and future.

SECTION III. Roles and Responsibilities

1. **President** – The President shall be the principal executive director of the MSTUG and shall oversee all activities and affairs of the MSTUG. The President shall preside over all meetings of the Board of Directors and the membership.
2. **Vice President of Events** – The Vice President of Events shall oversee all event planning, coordination, and related activities of the MSTUG. The Vice President of Events shall serve as second in charge in the absence of the President.
3. **Vice President of Communications** – The Vice President of Communications shall oversee all communication platforms, including social media accounts and websites, and be responsible for all branding and imagery. The Vice President of Communications shall serve as third in charge in the absence of the President and Vice President of Events.
4. **Secretary** – The Secretary shall keep and maintain the minutes of all official meetings and ensure that notices of meetings are duly given. The Secretary shall report directly to the President for general directives and decision-making.
5. **Treasurer** – The Treasurer shall be responsible for all finance and financials of the organization, including the receipt and disbursement of funds, preparing financial reports, budget tracking, and ensuring compliance with all financial regulations. The Treasurer shall report directly to the President for general directives and decision-making.
6. **President Emeritus** – Upon completing their term as President, the individual shall serve as President Emeritus on the Board of Directors for a term of six (6) months. In this advisory role,

they will provide guidance and support to the incumbent President and the Board of Directors. The President Emeritus will not have voting rights on Board matters.

7. **Treasurer Emeritus** – Upon completing their term as Treasurer, the individual shall serve as Treasurer Emeritus on the Board of Directors for a term of six (6) months. In this advisory role, they will provide guidance and support to the incumbent Treasurer and the Board of Directors. The Treasurer Emeritus will not have voting rights on Board matters.

SECTION IV. Terms of Office

The MSTUG voting membership will elect the Board of Directors, consisting of the President, Vice President of Events, Vice President of Communications, Secretary, and Treasurer.

Effective January 1, 2026, after conducting a full board election in 2025, the term of office for all Board of Directors positions shall be set to three (3) years.

SECTION V. Board of Directors Decision Process

All decisions by the Board of Directors shall be made through a majority vote of active members. The President shall facilitate discussions by opening the floor for deliberation before calling for a vote from all present Board members. A decision is approved if it receives a majority of votes from the Board. In a tie, the President's vote shall count as two votes, serving as the decisive factor.

If any Board of Directors member cannot attend a meeting, they may designate another attending member to vote on their behalf by providing written or electronic notice to all Board members before the meeting. Approved decisions shall take effect immediately unless otherwise specified as part of the approval. Decisions not approved may be reconsidered and re-presented at future Board meetings.

SECTION VI. Formation of Committees

The Board of Directors may establish committees as needed to assist with specific tasks, such as planning large events. These committees shall have no authority over membership or organizational operations and spending; however, the Board of Directors must notify the membership of the committee's formation and its intended role.

In rare instances where the Board of Directors deems it necessary to grant select members of a formed committee enhanced authorities, such as the ability to make purchases or collect funds, the Board must notify the membership of the specific authorities being granted and the individuals to whom they will be assigned. The membership will then vote to approve or deny these enhanced authorities before they take effect.

ARTICLE II - BOARD OF DIRECTORS VACANCIES AND REMOVALS

SECTION I. General Vacancies

In the event of a vacancy in any Board of Directors position other than the position of President, the Board of Directors members shall appoint a replacement to fill vacant positions. All replacements shall serve in their role until the end of the position's term.

SECTION II. Vacancy of the President

In the event of a vacancy in the President's position, a vote from the voting membership shall be held to elect a new President. An expeditious election process shall be initiated, allowing a minimum of 30 days for members to submit nominations, followed by an official vote. Only voting members not currently serving on the Board of Directors shall be eligible for nomination and election. The newly elected President shall serve for the remainder of the current term. Once the election is concluded, notice of the election results will be distributed via MSTUG's standard communication channels.

SECTION III. Board-Initiated Removals

Any member of the Board of Directors may propose removing a fellow Board of Directors member on justifiable grounds. The initiating Board member must present a motion and provide a detailed justification for the proposed removal.

1. After the justification is presented, the Board shall open the floor to questions, and reasonable responses must be provided to all inquiries.
2. A vote shall be held immediately following the discussion.
3. If a majority vote of the Board approves the removal, the Board member shall immediately surrender all responsibilities and cease their duties.

Following the decision, the MSTUG membership must be notified of the vacancy and the process for filling the position within 24 hours. Additionally, all sponsors, partners, and contractors shall be informed of the vacancy.

SECTION IV. Membership-Initiated Removal

Voting members of MSTUG may initiate the removal of a Board of Directors member by submitting a petition that includes signatures from at least 20 voting members or 20% of the overall membership, whichever is greater.

1. Upon receipt of a valid petition, the Board must notify all petition members and schedule a special meeting within 14 days.
2. During the special meeting, the petitioners shall present their arguments for removal, and the Board member in question shall have the opportunity to respond.
3. A vote on the removal shall be held within 48 hours of the special meeting.

For the removal to be approved, a majority vote of all voting members participating in the vote is required. If approved, the Board member shall immediately surrender all responsibilities and cease their duties.

The MSTUG membership must be notified of the vacancy and the process for filling the position within 24 hours of the decision. Additionally, all sponsors, partners, and contractors shall be informed of the vacancy.

SECTION V. Penalties Upon Removal

A member of the Board of Directors who is removed from their position shall incur the following penalties:

1. Shall be ineligible from membership for one (1) year.
2. Shall be ineligible to hold a Board position for one (1) full term upon reinstatement.
3. If removed due to a violation of State or Federal laws, they shall be ineligible from holding membership indefinitely.

ARTICLE III – MEMBERSHIPS

SECTION I. Membership Categories

The MSTUG shall provide the following types of memberships:

1. **SLED IT Membership:** This membership category is designated for individuals currently holding an information technology position or are responsible for information technology functions within a State of Mississippi State, Local, or Education (SLED) organization or Federal organization based in Mississippi.
2. **SLED Procurement Membership:** This membership category is designated for individuals currently holding a procurement position or are involved with procurement functions within a State of Mississippi State, Local, or Education (SLED) organization or Federal organization based in Mississippi.
3. **Board of Directors:** The Board of Directors membership comprises individuals elected or appointed to oversee the organization's governance, strategic direction, and fiduciary responsibilities.

SECTION II. Eligibility for Membership

1. To qualify for “SLED IT” or “SLED Procurement” membership, an individual **MUST** meet the following requirements:
 - 1.1. Must be currently employed, Full-Time or Part-Time, with a
 - 1.1.1. Mississippi SLED organization;
 - 1.1.2. Mississippi-based Federal organization.

OR

 - 1.2. Must be a retiree, having been employed Full-Time or Part-Time with a
 - 1.2.1. Mississippi SLED organization;
 - 1.2.2. Mississippi-based Federal organization.
2. For MSTUG members seeking a Board of Directors position, the following criteria must be fully met to be eligible for election.
 - 2.1. Must currently hold a valid membership and be in good standing.
 - 2.2. Must meet the requirements outlined in Section II, Items 1, 1.1, and 1.1.1
 - 2.2.1. Members meeting Section II, 1.2.2, are ineligible to hold a Board of Directors membership.
 - 2.3. Cannot be currently employed as an Executive Director or Agency Head.
 - 2.4. Must have at least five (5) years of relevant experience directly related to the Board position they seek.
 - 2.5. Must have at least five (5) years of Mississippi SLED employment and work experience.

SECTION III. Revision of Membership Types

The Board of Directors may propose the additional, removal, or amendment of membership categories. Any proposed changes that are approved by the Board of Directors must be presented to the MSTUG membership per Article VII of these BYLAWS.

SECTION IV. Membership Period

New memberships or continuation of memberships, with the exclusion of the Board of Directors memberships, may be purchased starting in January of each year, with the membership term running from January 1 to December 31 of each year, regardless of the purchase date.

Effective January 1 of each year, all memberships from the previous term are considered expired, and new memberships must be purchased. While no penalties or late fees will be applied, members with expired memberships are prohibited from participating in organizational events or activities unless otherwise specified.

Membership terms or payments may be temporarily deferred as the Board of Directors deems necessary.

SECTION V. Membership Dues

1. Dues for General Membership
 - 1.1. The membership fee will be set at \$25.00 for 2025, in accordance with the BYLAWS in effect at the start of 2025.
 - 1.2. Effective January 1, 2026, the annual membership fee will be set at \$35.00. This change shall be updated on all organizational websites and documents, and any references to outdated fees within the BYLAWS will be automatically considered removed.
2. Dues for Board of Directors Membership
 - 2.1. In return for their voluntary service to MSTUG and maintaining eligibility, members of the Board of Directors shall be exempt from annual membership fees during their term of office.

SECTION VI. Rights and Privileges of Members

Members in good standing with a valid membership are entitled to participate in all MSTUG-sponsored and co-sponsored events and activities, including voting in Board of Directors elections and other organizational voting matters.

ARTICLE IV - MEETINGS

SECTION I. Annual Meeting

MSTUG shall hold an annual meeting, the date and time of which shall be determined by the Board of Directors. The purpose of the annual meeting is to provide members with an overview of the MSTUG's well-being, including updates on current tasks, developments, and future initiatives. The results of Board elections, should any have been held, shall be presented during the annual meeting. Members shall also be able to engage in discussions and provide feedback during the annual meeting. All Annual Meetings must be held in person.

SECTION II. Special Meetings

Special meetings may be called by a majority vote of the Board of Directors or as determined by the President, as needed to address urgent matters, updates, or pertinent information that cannot wait until the annual meeting. Notice of special meetings shall be provided to the membership promptly, along with an agenda of topics to be discussed. Special Meetings may be held in person or virtually.

SECTION III. Board Meetings

As the President schedules, the Board of Directors shall convene regularly to discuss MSTUG's official business and address any new or unresolved matters. Meetings must follow a structured agenda that includes reports from Board members and discussions on old and new business. Board members shall present updates, share insights, and participate in decision-making, using the Board of Directors Decision Process when necessary. This process ensures that the board stays aligned with the MSTUG's goals, financial obligations, and operational needs, promoting transparency and collaboration. Board Meetings may be held in person or virtually; however, at least one meeting of each quarter of the calendar year must be held in person.

SECTION IV. Notice of Meetings

Notice of annual and special meetings shall be provided to all members via the MSTUG's communication channels. Notice of the annual meeting must be provided to members at least 30 days prior to the meeting and notice of any special meetings must be provided at least 7 days in advance. Board meetings will be scheduled at the beginning of each year and adjusted as needed throughout the year.

SECTION V. Quorum

1. Annual Meetings and Special Meetings

- 1.1. The quorum required for conducting business during annual or special meetings with MSTUG's membership will be two (2) times the total number of Board of Directors positions existing. If the quorum is not met, the meeting must be postponed, and a new date must be scheduled.

2. Board Meetings

- 2.1. A minimum of three (3) out of five (5) Board of Directors members must be present to establish a quorum for conducting business during board meetings. If a quorum is not met, the meeting cannot proceed, and any decisions or votes must be deferred until the next scheduled meeting or until a quorum can be established.

SECTION VI. Meeting Minutes

- ❖ **Recording of Minutes:** All official meetings must have minutes taken and recorded in a standardized format, with the Secretary responsible for documenting the minutes; if the Secretary is unavailable, the Treasurer shall assume this responsibility, or the President may appoint a board member to document the meeting minutes.
- ❖ **Approval of Minutes:** After each official meeting, the Secretary will prepare the meeting minutes for review and distribute them to the Board of Directors. If any adjustments are requested, the Secretary will make the necessary amendments, subject to majority approval, and recirculate the revised minutes. Once all amendments are approved, the President and Vice Presidents will sign the document, and the Secretary will store a digital copy for future reference.

ARTICLE V – ELECTIONS

SECTION I. Election Process

Elections for the MSTUGs Board of Directors Members positions shall follow a process similar to the State of Mississippi and Federal election procedures, ensuring fairness, transparency, and accountability.

1. Designated Election Day

- 1.1. The first Monday of October shall be considered the official Election Day of MSTUG during years requiring elections.

2. Nomination Period

- 2.1. Sixty (60) days before the designated election day, a call for nominations shall be made to the membership, including a list of available positions.
- 2.2. Members will have thirty (30) days to submit their nominations. Members may either self-nominate or be nominated by other members.
- 2.3. Once the nomination period has concluded, nominees will be contacted to:
 - 2.3.1. Confirm their willingness to run for the position they have been nominated to serve.
 - 2.3.2. Select a single position to run for, as members may only run for one position per election cycle.
- 2.4. Fourteen (14) days before the election, a list of verified nominees and the positions they are running for will be provided to the membership, along with the date and location for the annual meeting. Each nominee must submit a statement explaining their qualifications, why they believe they best fit the position, and how they will benefit the MSTUG organization.

3. Election Day

- 3.1. Voting will be open from 8:00 AM CST on the first Monday of October and end at 5:00 PM CST on the following Wednesday.
- 3.2. Elections will be conducted via the eBallot Voting System.
- 3.3. Each voting member is required to cast only one vote per position.

4. Certification and Announcement of Results

- 4.1. Election results shall be tabulated and certified by the eBallot Voting System. The certified results shall be presented by the President of the Board of Directors and announced to the membership within 3-business days following the election's conclusion.
 - 4.1.1.1. **Tie Voting:** In the event of a tie, a runoff election shall be held between the tied candidates. The runoff election shall be held no later than 24 hours before the annual meeting.
 - 4.1.1.2. **Election Stats:** The President shall provide all election results, including all voting stats, at the time of announcement. This ensures transparency and allows the membership to fully understand the outcomes of the election process, fostering trust and accountability within the organization."

SECTION II. Taking Office

Newly elected members shall officially take office on January 1 of the year. The current board members shall continue to assume all responsibilities until the conclusion of their term and remain fully responsible for the MSTUG during this period. Any decisions made by the current board that would affect the new board's term, including board appointments, must be submitted as recommendations to the new board; the new board shall deliberate and provide final approval.

The current Board of Directors shall be responsible for the handoff of all responsibilities and functions to incumbent Board of Director members, including the handover of all credentials, login information, banking information, and other critical organization information. All handoffs must be completed by January 7th of the new Board of Directors' first term.

ARTICLE VI – FINANCIALS

SECTION I. Fiscal Year

The MSTUG's fiscal year shall begin on January 1 and end on December 31 of each calendar year.

SECTION II. Compensation for the Board of Directors

Members of the Board of Directors of the Mississippi Technology User Group (MSTUG) shall not receive any form of regular compensation, including pay, salary, or benefits. All Board members serve on a voluntary, non-compensatory basis.

SECTION III. Budget Management

The Board of Directors shall create an annual budget at the beginning of each fiscal year to manage expenses and allocate resources effectively. The Treasurer is responsible for tracking and maintaining this budget. The Treasurer shall provide regular budget updates at each Board Meeting to ensure transparency and facilitate financial planning and decision-making.

SECTION IV. Payment Approvals

All payments and expenditures must receive approval from at least two of the following Board of Directors members: President, Vice President of Communications, and Vice President of Events. No payment may be processed without the authorization of these Board Members. For routine operational expenses, the President and Treasurer may authorize payments independently, but any new expenses or expenses above a set threshold must be reviewed and approved by the Board. All payments shall be recorded in detail for auditing purposes.

SECTION V. Bank Accounts, Credit Cards & Debit Cards

1. Bank Accounts
 - 1.1. The President, Board Advisor, and Treasurer shall have access to MSTUG's bank accounts, with the President and Treasurer having full access and authority.
2. Debit Cards
 - 2.1. The Treasurer shall be permitted access to all MSTUG Debit Cards for emergency use only.
 - 2.2. Without the Board of Directors' approval, no external or third-party accounts shall be configured to utilize the MSTUG Debit Card.
 - 2.3. All MSTUG Debit Card usage must be documented with receipts and justifications and provided to the Treasurer for filing.
3. Credit Cards
 - 3.1. In the event the Board of Directors deems it necessary for the organization to obtain a credit card to aid in conducting business, access and authority shall be granted to the President, Vice Presidents, and Treasurer.
 - 3.2. MSTUG credit cards are to be used exclusively for approved MSTUG purchases and activities.
 - 3.3. All MSTUG Credit Card usage must be documented with receipts and justifications and provided to the Treasurer for filing.
 - 3.4. MSTUG shall maintain a zero or near-zero monthly balance to all credit card accounts.

SECTION VI. Bank Checks

Bank checks should only be issued as needed and with prior approval from the Board of Directors. The Treasurer and the President must sign all checks issued by MSTUG. If either the President or Treasurer is unavailable, the Vice President of Events or Vice President of Communications may serve as an alternate signatory, ensuring continuity in financial operations while maintaining accountability.

Scheduled payments via bank checks through online banking may be utilized, provided prior approval from the Board of Directors has been given.

SECTION VII. Board of Directors Reimbursements

MSTUG will reimburse expenses for Board of Director members, provided available funding is predetermined, and the expenses are necessary for fulfilling board duties. All fuel and meal expense reimbursement rates shall be based on Mississippi's Federal Per Diem rates.

1. **Board Travel:** Travel expenses incurred for attending out-of-town official MSTUG events or activities hosted more than twenty (20) miles outside the Jackson, MS Metro area may be reimbursed. Items that may be reimbursed, if a receipt is provided, include:
 - 1.1. Fuel (0.25¢ /mile)
 - 1.2. Meals (Max: \$68/day)
 - 1.3. Hotel Room (Max 2 Nights)
2. **Room & Board for Fall Members Conference:**
 - 2.1. Venue Selection: During the process of selecting the venue for the Fall Members Conference, MSTUG shall cover or reimburse Board of Directors members. Items that may be covered or reimbursed, if a receipt is provided, include:
 - 2.1.1. Fuel (0.25¢ /mile)
 - 2.1.2. Meals (Max: \$68/day)
 - 2.1.3. Hotel Room (Max 2 Nights)
 - 2.2. Event Week: During the week of the Fall Members Conference, MSTUG shall cover or reimburse Board of Directors members. Items that may be covered or reimbursed, if a receipt is provided, include:
 - 2.2.1. Fuel (0.25¢ /mile)
 - 2.2.2. Hotel Room
 - 2.2.3. All Meals Not Provided During Event (Max: \$68/day)

All reimbursement requests must be submitted with accompanying receipts and approved by the Treasurer and President. The Board of Directors reserves the right to review and approve all reimbursements.

SECTION VIII. Financial Auditing and Reporting Requirements

All members of the Board of Directors are responsible for participating in financial auditing and reporting requirements. The Treasurer is responsible for implementing all financial audits and developing all financial audit reports.

1. A financial audit shall be conducted annually.
 - 1.1. The audit shall fully review the income, expenditures, and overall financial health of MSTUG for the prior fiscal year and compile it into a report.
2. A draft financial audit report shall be provided to the Board of Directors Members for review.
 - 2.1. The draft financial audit report should compare the immediate prior fiscal year and no less than three (3) consecutive fiscal years to track changes, trends, and outcomes visually.
3. A final financial audit report shall be provided to all MSTUG members.
 - 3.1. A final audit report on the findings shall be presented to the membership via MSTUG standard communication channels.
 - 3.2. The final report must note all changes, updates, or amendments made during the draft.
 - 3.3. Audits must be prepared and submitted to membership by January 31 each year.

SECTION IX. Minimum Funds Maintained

To ensure financial stability, the MSTUG shall maintain a minimum reserve fund of \$10,000 and any additional amount required to sustain the organization's general operations. The Board of Directors Members shall review the minimum fund requirement annually to ensure it meets the MSTUG's operational needs.

SECTION X. Non-Profit Status

The Treasurer shall ensure that MSTUG maintains its non-profit status and is in good standing with the State of Mississippi and the Internal Revenue Service. This includes the timely submission of all required forms, reports, and fees annually.

ARTICLE VII - LIABILITY

The liability of each member of the Mississippi Technology User Group (MSTUG) shall be limited to the amount of their annual membership fees. No member shall be personally liable for any debts or obligations of the MSTUG except for any indebtedness incurred by the MSTUG as specifically authorized by the membership. Members are not responsible for any liabilities beyond the scope of their dues or approved MSTUG obligations.

MSTUG shall obtain liability insurance to cover all members of the Board of Directors during their term of office, ensuring protection from personal liability related to the performance of their duties.

ARTICLE VIII – AMENDMENTS

The Board of Directors shall have the right and authority to make pre-approved amendments to the Bylaws of the Mississippi Technology User Group (MSTUG) during official Board meetings, using the Board Decision-Making Process. All pre-approved amendments must be submitted to the membership for final approval and implementation. These changes will be presented to the membership during a Special Meeting or the Annual Meeting. Any approved amendments to the Bylaws will take effect immediately unless otherwise specified within the Bylaws.

THESE BYLAWS, consisting of this typewritten page and the preceding fifteen (15) typewritten pages, were adopted this 19th day of February 2025.

DANIEL JORDAN, PRESIDENT

DAVID MCBRIDE, VICE PRESIDENT

DIANE DUNN, VICE PRESIDENT

MELANIE MCEWEN, TREASURER

WILTON LOVETT, SECRETARY