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### **MAA AT A GLANCE**

#### ***Mission Statement***

*As a united voice of the rental housing industry we educate and advocate for members and community interests.*

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The Mississippi Apartment Association, an affiliate of the National Apartment Association, promotes and enhances the professionalism of the apartment industry by providing quality education, national designations, networking events, and trade shows. Additionally, its members provide a unifying body to lobby for or against local, state and federal laws and regulations that affect the apartment industry. Overall, its members encourage and advocate high professional standards and sound business methods for the best interests of the industry and the public.

Members are rental housing owners, property management companies, apartment communities and companies that supply products or services to the apartment industry.

The jurisdictional limits of the MAA are the entire state except, Desoto, Hancock, Harrison, Jackson & Tunica counties.

## **MAA OFFICE & STAFF**

P.O. Box 1202  
Brandon, MS 39042  
601-992-9933

[www.msaptassoc.org](http://www.msaptassoc.org)

Office hours: 8:00-5:00 Monday-Friday

### ***MAA Holidays:***

Good Friday, MLK Day, Memorial Day, Independence Day, Labor Day, Presidents Day, Thanksgiving Day and The Day After, Christmas Eve & Christmas Day, New Year's Eve & New Year's Day

### ***Staff:***

Meghan Elder, Association Executive

[Meghan@msaptassoc.org](mailto:Meghan@msaptassoc.org)

Cadie Collins, Director of Membership Services

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## **BOARD MEMBER RESPONSIBILITIES**

**As a board member you must make sure you meet the needs of the people you serve.**

The Mississippi Apartment Association Board of Directors exists to serve the general membership. The bottom line of every decision the board makes is that it should benefit the organization.

**Board members must play an active role in supporting the organization and the Association Executive.**

One of the primary responsibilities of a board is to support the Association Executive not to give he/she daily orders. Your role is to provide the direction in which you want your Association Executive to take your organization. Timely communication with the Association Executive is essential in providing this direction. You must also provide the Association Executive with the necessary resources to get you there.

Board members do not carry out policy. Your Association Executive implements your decisions.

It's also important to understand that board members do not act as individuals but rather always act as a team.

**Board members must ensure that their organization has adequate finances and money is responsibly spent.**

A board cannot set policy and make plans for the future without assessing the need for financing. As a trustee of your organization's money, you are responsible for seeing it is well

spent. This can be accomplished by a detailed budget, monthly financial reports and annual performance audits.

**Board members, acting as a team, should make a written plan that outlines the long-term future of the organization.**

A successful board will establish a long-term strategic plan with details outlining their steps to achieve such goals.

**Individual board members should attend monthly meetings and actively participate on committees.**

It is vital to the success of this organization that board members actively attend monthly meetings and participate in committee activities.

## **POLICIES THAT ARE SET BY THE BOARD**

### **The Board:**

Makes policy

Directs the Association Executive to implement the policy

Monitors implementation and outcome of policy

### **Policies that are set:**

- Approving the annual budget
- Approving committee activities
- Approving new services for the organization
- Approving education programs
- Approving membership

- Approving the minutes of board meetings
- Approving monthly and yearly financial reports
- Approving board replacements
- Approving non-budgeted purchases for the association
- Establish long-range plans for the association

## **BOARD MEETING AGENDAS AND ATTENDANCE**

In order to enable board meetings to run as efficiently as possible, please follow these guidelines:

- Notify the Association Executive by the Friday prior to the meeting if you would like to be placed on the agenda to present a committee report or an item of new business.
- Notify the Association Executive by 3 days prior to the meeting if you will not be able to attend.
- If you are a committee chair and unable to attend, send a committee update to the President and President-Elect.
- Send any items you'd like included in the board packets to the Association Executive by the Friday before the meeting.

## **MAKING A MOTION AT A BOARD MEETING**

Draft your motions before the meeting. This will allow you to correct the wording and be better able to respond to questions and comments brought up at the meeting.

Seek help from your Association Executive when writing the motion. Your Association Executive will probably be responsible for carrying out your motion and may be able to provide some insight on how to make it clear and operable.

Clarify each motion before voting. Have the chairperson repeat your motion to make sure it will be recorded as you intend it. If you don't understand a motion someone else makes, ask questions before the vote.

Examine minutes before they're approved. Your meeting minutes are the official record of board action. Recording motions in the minutes are critical-they must be accurate. Minutes should be checked closely before approval to see that motions have not been changed.

Seek assistance from an attorney or other professionals. When the wording of a motion is critical, it is best to obtain professional advice.

## **COMMITTEE'S & GUIDELINES**

As stated in the MAA Bylaws, we shall have the following committees:

Education & Events  
Government Affairs  
Membership & Public Relation  
Nominations

All board members must sit on a committee and report to the Board of Directors as necessary.

All committee meetings are to be scheduled through the MAA office and should be made several weeks in advance due to possible scheduling conflicts with other MAA events or meetings.

An MAA staff member will be present at all meetings. Agendas, minutes and attendance records are to be kept by committee chairs for each meeting and a copy of the minutes should be forwarded to the executive director.

The committee chair will send out a meeting reminder via e-mail one week in advance of the meeting date to all committee members.

Contracts are signed on behalf of MAA by the Association Executive.

If a committee chair has an action item for the Board and cannot attend the next scheduled board meeting, please supply the President and President-Elect with notes and information to be brought before the Board.

# **EXECUTIVE COMMITTEE DUTIES AND RESPONSIBILITIES**



## **EXECUTIVE COMMITTEE DUTIES AND RESPONSIBILITIES**

*The Executive Committee shall be accountable to the Board of Directors and minutes of all meetings of the Executive Committee shall be kept by the Secretary and presented to the Board of Directors. The President shall be the Chairperson of the Executive Committee.*

### **PRESIDENT**

The President shall be the principal volunteer, non-staff elected officer of the Association, subject to the control of the Board of Directors, shall be in general charge of the affairs of the corporation, in the ordinary course of its business. He/She shall preside at all meetings of the Board of Directors and may make, sign and execute all contracts and other obligations and any and all instruments and papers of any kind or character in the name of the Association. He/She shall preside at all meetings of the Association and of the Board and shall do and perform such other duties as may from time to time be assigned to him/her by the Board of Directors.

#### **Qualifications**

- Shall meet qualifications for the office of President as set forth by the MAA bylaws.

#### **Duties, Responsibilities, and Authority**

Within the limits of the Bylaws, Mission Statement, and policies, the President is responsible and has commensurate authority to accomplish the duties set forth below.

- Presides at all meetings of the Board of Directors and the Executive Committee.
- Ensures that the Board of Directors and Executive Committee are kept fully informed on the progress and operations of the Association in conjunction with the Association Executive.

- Consults and advises the Associate Executive on all matters pertaining to Association policies, programs, and finances.
- Serves as spokesperson for the Association to the press, the public, legislative and regulatory bodies, and related organizations.
- Has an obligation to keep the President-Elect involved and informed.
- Works with the Board of Directors and Association staff in furthering the goals and objectives of the Association.
- Appoints the chair and vice-chair of any task force; outlines the purpose and duties of these task forces; and monitors their progress.
- Sees that the organizational structure and policies of MAA are reviewed annually with the Association Executive.
- In cooperation with those with financial responsibilities, helps develop recommendations and, upon approval, operate within the annual budget.
- Supports policies and programs adopted by the Board of Directors and the Executive Committee.
- Provides leadership to the Association in all areas where possible and ensure that programs and projects assigned are effectively completed in a timely manner.
- Association Board member and attend its meetings.
- Pledges to develop the Association as a positive influence for the advancement of the multifamily housing industry in Mississippi.
- Attends the following NAA meetings: Educational Conference & Exposition.

## **PRESIDENT-ELECT**

The President-Elect serves in the capacity of President in the absence or disability of the President and in such case would be responsible for the same duties as outlined for the President.

## **Qualifications**

- Shall meet qualifications for the office of President-Elect as set forth by the MAA bylaws.
- Automatically ascends to the Office of President.

## **Duties and Responsibilities**

Within the limits of the Charter, Bylaws, Mission Statement, and policies, the President-Elect is responsible and has commensurate authority to accomplish the duties set forth below.

- Serves as a voting member of the Mississippi Apartment Association and attends its meetings.
- Serves as Plan Monitor for MAA's 3-year Strategic Plan and regularly checks in on committees responsible for achieving plan goals. Reports monthly at Board meeting on status of plan.
- Serves on a committee.
- Reviews the Charter, Bylaws, and Mission Statement annually and makes recommendations to the Board regarding, as necessary.
- Attends all meetings of the Board of Directors and the Executive Committee.
- Keeps informed on policies, programs, and operations of the Association.
- Is prepared to temporarily step into the position of President if vacancy should arise.
- Maintains communication with the President and Association Executive.
- Approves appointments of the President and approves individuals nominated to fill an unexpired term vacated by an elected Board member.
- Serves as a representative, either elected or appointed, of the membership in conducting business of the Association and setting policies of the Association.

- Provides leadership to the Association in all areas where possible and ensures that programs and projects assigned are effectively completed in a timely manner.
- Participates in developing resources (volunteer manpower and dollars) to effectively operate the Association and its programs.
- Attends monthly meetings and periodically attends other committee meetings to maintain an active commitment to the Association and its membership.
- Pledges to develop the Association as a positive influence for the advancement of the multifamily housing industry in Mississippi.

## **TREASURER**

### **Qualifications**

- Shall meet qualifications for the office of Treasurer as set forth by the MAA bylaws.
- Does not automatically ascend to the Office of President-Elect.

### **Duties and Responsibilities**

Within the limits of the Charter, Bylaws, Mission Statement, and policies, the Treasurer is responsible and has commensurate authority to accomplish the duties set forth below.

- Responsible for overseeing the accounting of all funds and securities belonging to the Association.
- Responsible for overseeing full and accurate accounts of the finances of the Association and books especially provided for that purpose.
- Oversees the preparation of a true statement of assets and liabilities as of the close of each calendar year and shall regularly report to the Board of Directors and to the membership with respect to the finances of the Association.
- Assists in budget preparation.

- Works with accountant and Association Executive on filing of annual tax returns.
- Reviews monthly bank records as prepared by accounting firm to ensure accuracy and reasonableness.
- Approves appointments of the President and approves individuals nominated to fill an unexpired term vacated by an elected Board member.
- Serves on a committee.
- Serves as a representative, either elected or appointed, of the membership in conducting business of the Association and setting policies of the Association.
- Provides leadership to the Association in all areas where possible and ensure that programs and projects assigned are effectively completed in a timely manner.
- Participates in developing resources (volunteer manpower and dollars) to effectively operate the Association and its programs.
- Attends monthly meetings and periodically attend other committee meetings to maintain an active commitment to the Association and its membership.
- Pledges to develop the Association as a positive influence for the advancement of the multifamily housing industry Mississippi.

## **SECRETARY**

### **Qualifications**

- Shall meet qualifications for the office of Secretary as set forth by the MAA bylaws.
- Does not automatically ascend to the Office of Treasurer.

### **Duties and Responsibilities**

Within the limits of the Charter, Bylaws, Mission Statement, and policies, the Secretary is responsible and has commensurate authority to accomplish the duties set forth below.

- Responsible for accurate records (minutes) of all meetings of members and Directors and that such records are provided to the Association Executive **within one week of said meetings**.
- Serves as a representative, either elected or appointed, of the membership in conducting the business of the Association and setting policies of the Association.
- Serves on a committee.
- Provides leadership to the Association in all areas where possible and ensure that programs and projects assigned are effectively completed in a timely manner.
- Approves appointments of the President and approves individuals nominated to fill an unexpired term vacated by an elected Board member.
- Participates in developing resources (volunteer manpower and dollars) to effectively operate the Association and its programs.
- Attends the monthly meetings and other committee meetings to maintain an active commitment to the Association and its membership.
- Pledges to develop the Association as a positive influence for the advancement of the multifamily housing industry in Mississippi.

## **MEMBER-AT-LARGE**

### **Duties and Responsibilities**

- Serves as a representative for the general membership and is a voting member of the Board
- Serves as a representative of the MAA Board at events.
- Serves on a committee.
- Is knowledgeable of issues affecting the Association in order to make an informed decision should a vote be needed.

# BOARD CHAIR AND CHIEF EXECUTIVE RESPONSIBILITIES

A strong partnership between the chief executive and board chair is essential to leading an effective organization. When the relationship goes awry, it's often due to confusion over individual responsibilities.

In general, the chief executive's role is focused on management and working with staff to implement programs and initiatives in support of the mission. The board chair is responsible for governance and oversight, leading the board in evaluating the organization's work from a macro-perspective and ensuring that the work advances the mission in an ethical and legal manner.

But how do these general roles manifest in key responsibilities, such as fundraising or board meetings? Read on to find out.

## POLICY AND PLANNING

Board Chair/Governance	Shared	Chief Executive/Management
<ul style="list-style-type: none"> <li>Develops and/or reviews guiding principles (mission, vision, values) and policies</li> <li>Ensures effective planning, overseeing board involvement in development and approval of strategic plan</li> <li>Monitors organization's programs and services in support of the mission and strategic plan</li> </ul>	<ul style="list-style-type: none"> <li>Strategic planning and program evaluation</li> <li>Mission impact</li> <li>Organizational growth and sustainability</li> </ul>	<ul style="list-style-type: none"> <li>Commits to and carries out mission</li> <li>Provides administrative support for board policymaking</li> <li>Engages the board in planning</li> <li>Implements strategic plan</li> <li>Monitors the quality and effectiveness of individual programs, providing board with data and information needed to evaluate program effectiveness, impact, and outcomes</li> </ul>

## BUDGET AND FINANCES

Board Chair/Governance	Shared	Chief Executive/Management
<ul style="list-style-type: none"> <li>Ensures adequate financial resources; protects assets; provides financial oversight</li> <li>Reviews and approves annual budget</li> <li>Oversees annual audit process</li> </ul>	<ul style="list-style-type: none"> <li>Fiscal stewardship</li> </ul>	<ul style="list-style-type: none"> <li>Prepares and proposes budget to board</li> <li>Manages programs according to board-adopted financial policies and budget guidelines</li> </ul>

FUNDRAISING AND DEVELOPMENT

Board Chair/Governance	Shared	Chief Executive/Management
<p>Maximizes board member participation in resource development; oversees approval of fundraising plan</p> <p>Attends fundraising events, cultivates donors, and makes a personal contribution</p> <p>Solicits contributions from board members</p>	<p>Solicit contributions from outside donors</p> <p>Engage board members in fundraising activities</p> <p>Evaluate effectiveness of fundraising strategies</p>	<p>Develops fundraising plan and coordinates overall fundraising efforts</p> <p>Ensures staff support for board fundraising</p> <p>Updates board on development efforts</p>

BOARD MEETINGS

Board Chair	Shared	Chief Executive
<p>Leads and facilitates board meetings</p>	<p>Develop meeting agenda</p>	<p>Ensures that board members have necessary information and meeting materials</p> <p>Attends meetings, except specific executive sessions</p>

COMMITTEE WORK

Board Chair	Shared	Chief Executive
<p>Ensures that board has effective committee and task force structure</p> <p>Appoints board committee and task force chairs</p> <p>Serves as ex officio, non-voting member of all committees, except the governance committee when discussing elections</p> <p>Keep board informed of committee and task force work</p>	<p>Develop and review committee structure and individual committees to ensure alignment with mission and strategic goals</p> <p>Identify committee members</p>	<p>Sits in on appropriate committee meetings as non-voting member</p> <p>Ensures that committee members have staff support and needed materials/information</p>



BOARD RECRUITMENT AND DEVELOPMENT

Board Chair	Shared	Chief Executive
<ul style="list-style-type: none"> <li>Ensures strategic board building and recruitment</li> <li>Sets goals and expectations for the board</li> <li>Cultivates leadership among individual board members</li> <li>Prioritizes board development, including orientation and educational sessions</li> </ul>	<ul style="list-style-type: none"> <li>Identify skills, expertise, and attributes needed for the board</li> <li>Keep all board members engaged in the work of the organization</li> </ul>	<ul style="list-style-type: none"> <li>Develops and sustains strong working relationships with board members</li> <li>Shares appropriate information to keep board informed and educated about ongoing organizational activities and changes in the field in which the organization works</li> <li>Identifies potential new board members and participates in orientation</li> </ul>

BOARD ASSESSMENT

Board Chair	Shared	Chief Executive
<ul style="list-style-type: none"> <li>Ensures regular opportunities for assessment</li> <li>Oversees comprehensive board assessment every two years</li> </ul>	<ul style="list-style-type: none"> <li>Evaluate assessment results and identify board development opportunities in collaboration with governance committee</li> </ul>	<ul style="list-style-type: none"> <li>Assists board assessment process</li> </ul>

STAFF OVERSIGHT, COMPENSATION, EVALUATION

Board Chair	Shared	Chief Executive
<ul style="list-style-type: none"> <li>Oversees hiring, compensation, and evaluation of chief executive</li> <li>Ensures chief executive succession plan exists</li> </ul>	<ul style="list-style-type: none"> <li>Provide general oversight to ensure strong and effective staff resources</li> </ul>	<ul style="list-style-type: none"> <li>Oversees and evaluates all staff</li> <li>Sets staff salaries within budget constraints</li> </ul>

PUBLIC RELATIONS AND COMMUNICATIONS

Board Chair	Shared	Chief Executive
<p>Promotes the work of the organization and encourages board members to do so as well; advocates for the organization’s mission with public policy makers</p> <p>Speaks for the board when a controversy or crisis arises</p>	<p>With full board and staff, develop message that conveys the organization’s mission effectively and can be used consistently by everyone within the organization</p> <p>Public policy advocacy</p>	<p>Serves as public face and official spokesperson for the organization</p> <p>Coordinates public relations and communications and advocacy efforts</p>

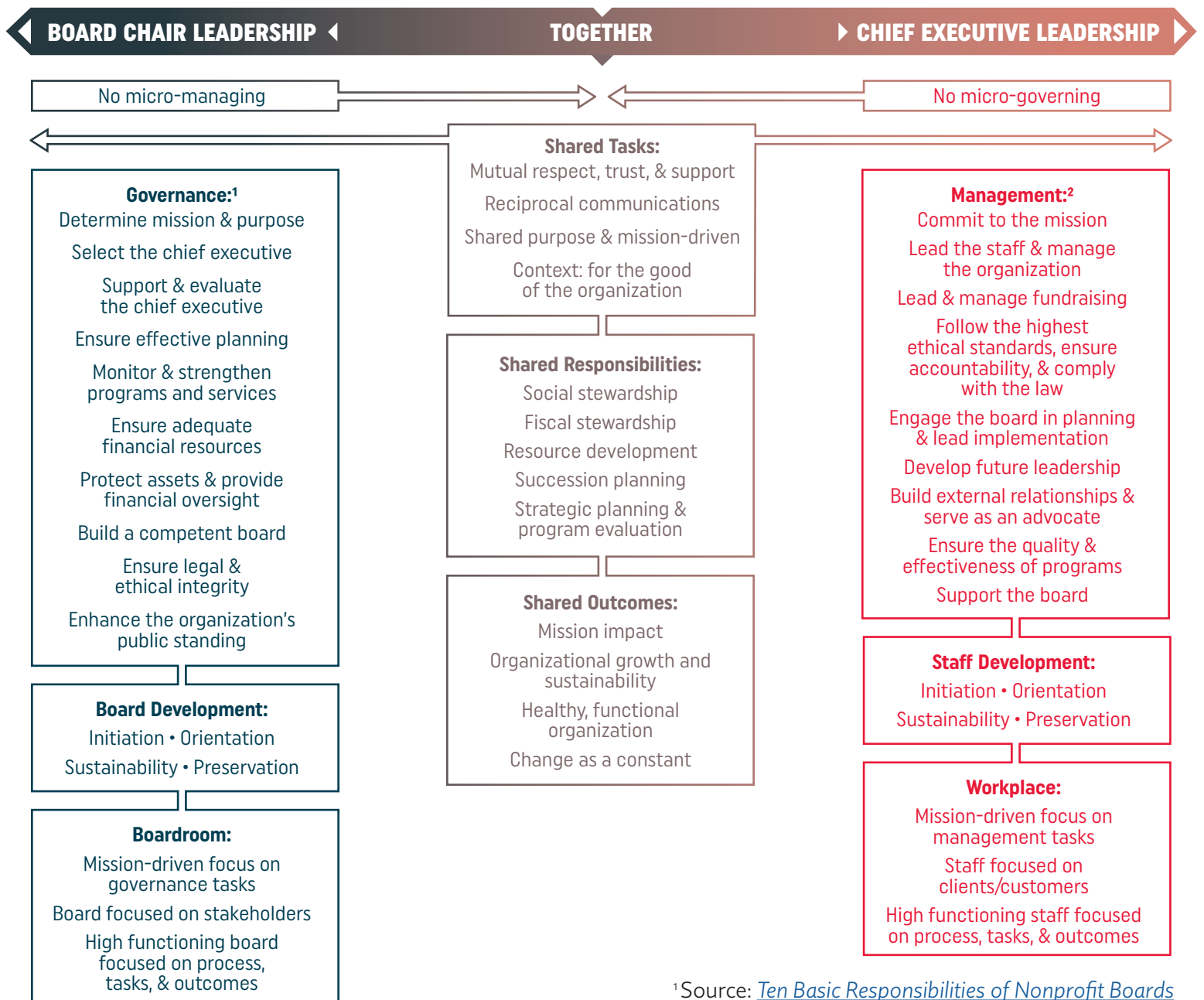
RESOURCES



Please note that this delineation of roles and responsibilities is recommended practice and may not apply to all organizations, including those small and new organizations without staff.

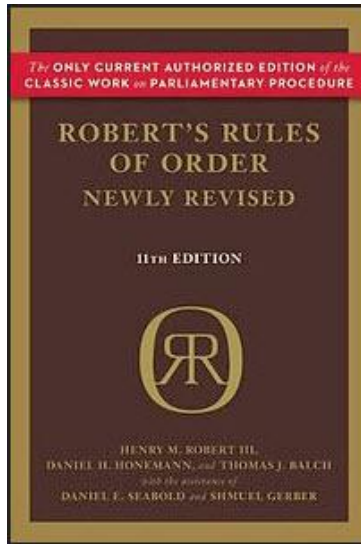
# THE BOARD CHAIR & CHIEF EXECUTIVE PARTNERSHIP

The partnership of the board chair and chief executive provides a structure for accomplishing the tasks of the organization. Governance and management complement and support each other — together focused on mission through different perspectives and actions. The partnership itself is critical in providing a communications headquarter for sharing information, addressing issues, and planning next steps appropriate to the individual and collective responsibilities.



<sup>1</sup> Source: *Ten Basic Responsibilities of Nonprofit Boards*

<sup>2</sup> Source: *The Nonprofit Chief Executive's Ten Basic Responsibilities*



## Robert's Rules of Order - Summary Version

### Introduction to Robert's Rules of Order

#### What Is Parliamentary Procedure?

It is a set of rules for conduct at meetings that allows everyone to be heard and to make decisions without confusion.

#### Why is Parliamentary Procedure Important?

Because it's a time tested method of conducting business at meetings and public gatherings. It can be adapted to fit the needs of any organization. Today, Robert's Rules of Order newly revised is the basic handbook of operation for most clubs, organizations and other groups. So it's important that everyone know these basic rules!

Organizations using parliamentary procedure usually follow a fixed order of business. Below is a typical example:

1. Call to order.
2. Roll call of members present.
3. Reading of minutes of last meeting.
4. Officer's reports.
5. Committee reports.
6. Special orders --- Important business previously designated for consideration at this meeting.
7. Unfinished business.
8. New business.
9. Announcements.
10. Adjournment.

The method used by members to express themselves is in the form of moving motions. A motion is a proposal that the entire membership take action or a stand on an issue. Individual members can:

1. Call to order.
2. Second motions.
3. Debate motions.
4. Vote on motions.

There are four Basic Types of Motions:

1. Main Motions: The purpose of a main motion is to introduce items to the membership for their consideration. They cannot be made when any other motion is on the floor, and yield to privileged, subsidiary, and incidental motions.
2. Subsidiary Motions: Their purpose is to change or affect how a main motion is handled, and is voted on before a main motion.
3. Privileged Motions: Their purpose is to bring up items that are urgent about special or important matters unrelated to pending business.
4. Incidental Motions: Their purpose is to provide a means of questioning procedure concerning other motions and must be considered before the other motion.

How are Motions Presented?

1. Obtaining the floor
  - a. Wait until the last speaker has finished.
  - b. Rise and address the Chairman by saying, "Mr. Chairman, or Mr. President."
  - c. Wait until the Chairman recognizes you.
2. Make Your Motion
  - a. Speak in a clear and concise manner.
  - b. Always state a motion affirmatively. Say, "I move that we ..." rather than, "I move that we do not ..."
  - c. Avoid personalities and stay on your subject.
3. Wait for Someone to Second Your Motion
4. Another member will second your motion or the Chairman will call for a second.
5. If there is no second to your motion it is lost.
6. The Chairman States Your Motion
  - a. The Chairman will say, "it has been moved and seconded that we ..." Thus placing your motion before the membership for consideration and action.
  - b. The membership then either debates your motion, or may move directly to a vote.
  - c. Once your motion is presented to the membership by the chairman it becomes "assembly property", and cannot be changed by you without the consent of the members.
7. Expanding on Your Motion

- a. The time for you to speak in favor of your motion is at this point in time, rather than at the time you present it.
  - b. The mover is always allowed to speak first.
  - c. All comments and debate must be directed to the chairman.
  - d. Keep to the time limit for speaking that has been established.
  - e. The mover may speak again only after other speakers are finished, unless called upon by the Chairman.
8. Putting the Question to the Membership
- a. The Chairman asks, "Are you ready to vote on the question?"
  - b. If there is no more discussion, a vote is taken.
  - c. On a motion to move the previous question may be adapted.

#### Voting on a Motion:

The method of vote on any motion depends on the situation and the by-laws of policy of your organization. There are five methods used to vote by most organizations, they are:

1. By Voice -- The Chairman asks those in favor to say, "aye", those opposed to say "no". Any member may move for a exact count.
2. By Roll Call -- Each member answers "yes" or "no" as his name is called. This method is used when a record of each person's vote is required.
3. By General Consent -- When a motion is not likely to be opposed, the Chairman says, "if there is no objection ...". The membership shows agreement by their silence, however if one member says, "I object," the item must be put to a vote.
4. By Division -- This is a slight verification of a voice vote. It does not require a count unless the chairman so desires. Members raise their hands or stand.
5. By Ballot -- Members write their vote on a slip of paper, this method is used when secrecy is desired.

There are two other motions that are commonly used that relate to voting.

1. Motion to Table -- This motion is often used in the attempt to "kill" a motion. The option is always present, however, to "take from the table", for reconsideration by the membership.
2. Motion to Postpone Indefinitely -- This is often used as a means of parliamentary strategy and allows opponents of motion to test their strength without an actual vote being taken. Also, debate is once again open on the main motion.

Parliamentary Procedure is the best way to get things done at your meetings. But, it will only work if you use it properly.

1. Allow motions that are in order.
2. Have members obtain the floor properly.
3. Speak clearly and concisely.

4. Obey the rules of debate.

Most importantly, *BE COURTEOUS*.

### **For Fair and Orderly Meetings & Conventions**

Provides common rules and procedures for deliberation and debate in order to place the whole membership on the same footing and speaking the same language. The conduct of ALL business is controlled by the general will of the whole membership - the right of the deliberate majority to decide. Complementary is the right of at least a strong minority to require the majority to be deliberate - to act according to its considered judgment AFTER a full and fair "working through" of the issues involved. Robert's Rules provides for constructive and democratic meetings, to help, not hinder, the business of the assembly. Under no circumstances should "undue strictness" be allowed to intimidate members or limit full participation.

The fundamental right of deliberative assemblies requires all questions to be thoroughly discussed before taking action!

The assembly rules - they have the final say on everything!

Silence means consent!

- Obtain the floor (the right to speak) by being the first to stand when the person speaking has finished; state Mr/Madam Chairman. Raising your hand means nothing, and standing while another has the floor is out of order! Must be recognized by the Chair before speaking!
- Debate cannot begin until the Chair has stated the motion or resolution and asked "are you ready for the question?" If no one rises, the chair calls for the vote!
- Before the motion is stated by the Chair (the question) members may suggest modification of the motion; the mover can modify as he pleases, or even withdraw the motion without consent of the seconder; if mover modifies, the seconder can withdraw the second.
- The "immediately pending question" is the last question stated by the Chair! Motion/Resolution - Amendment - Motion to Postpone
- The member moving the "immediately pending question" is entitled to preference to the floor!
- No member can speak twice to the same issue until everyone else wishing to speak has spoken to it once!
- All remarks must be directed to the Chair. Remarks must be courteous in language and deportment - avoid all personalities, never allude to others by name or to motives!

- The agenda and all committee reports are merely recommendations! When presented to the assembly and the question is stated, debate begins and changes occur!

## The Rules

- **Point of Privilege:** Pertains to noise, personal comfort, etc. - may interrupt only if necessary!
- **Parliamentary Inquiry:** Inquire as to the correct motion - to accomplish a desired result, or raise a point of order
- **Point of Information:** Generally applies to information desired from the speaker: "I should like to ask the (speaker) a question."
- **Orders of the Day (Agenda):** A call to adhere to the agenda (a deviation from the agenda requires Suspending the Rules)
- **Point of Order:** Infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made
- **Main Motion:** Brings new business (the next item on the agenda) before the assembly
- **Divide the Question:** Divides a motion into two or more separate motions (must be able to stand on their own)
- **Consider by Paragraph:** Adoption of paper is held until all paragraphs are debated and amended and entire paper is satisfactory; after all paragraphs are considered, the entire paper is then open to amendment, and paragraphs may be further amended. Any Preamble cannot be considered until debate on the body of the paper has ceased.
- **Amend:** Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions
- **Withdraw/Modify Motion:** Applies only after question is stated; mover can accept an amendment without obtaining the floor
- **Commit /Refer/Recommit to Committee:** State the committee to receive the question or resolution; if no committee exists includes size of committee desired and method of selecting the members (election or appointment).
- **Extend Debate:** Applies only to the immediately pending question; extends until a certain time or for a certain period of time
- **Limit Debate:** Closing debate at a certain time, or limiting to a certain period of time
- **Postpone to a Certain Time:** State the time the motion or agenda item will be resumed
- **Object to Consideration:** Objection must be stated before discussion or another motion is stated
- **Lay on the Table:** Temporarily suspends further consideration/action on pending question; may be made after motion to close debate has carried or is pending
- **Take from the Table:** Resumes consideration of item previously "laid on the table" - state the motion to take from the table



- **Reconsider:** Can be made only by one on the prevailing side who has changed position or view
- **Postpone Indefinitely:** Kills the question/resolution for this session - exception: the motion to reconsider can be made this session
- **Previous Question:** Closes debate if successful - may be moved to "**Close Debate**" if preferred
- **Informal Consideration:** Move that the assembly go into "**Committee of the Whole**" - informal debate as if in committee; this committee may limit number or length of speeches or close debate by other means by a 2/3 vote. All votes, however, are formal.
- **Appeal Decision of the Chair:** Appeal for the assembly to decide - must be made before other business is resumed; NOT debatable if relates to decorum, violation of rules or order of business
- **Suspend the Rules:** Allows a violation of the assembly's own rules (except Constitution); the object of the suspension must be specified

Taken from: <http://www.robertsrules.org/>

2024 Board of Directors

Name	Title	Company	Email	Committee	Term
Kevin Hodges	President	Heritage Properties	<a href="mailto:khodges@heritageproperties.com">khodges@heritageproperties.com</a>	Government Affairs	Y3
Frank Buchanan	Vice President	State Street Group	<a href="mailto:fbuchanan@statestreetgroup.com">fbuchanan@statestreetgroup.com</a>	Government Affairs	Y1
Matt Smith	Secretary	HD Supply	<a href="mailto:matthew.smith@hdsupply.com">matthew.smith@hdsupply.com</a>	Conference Committee	Y1
Courtney Wilkerson	Treasurer	Pear Orchard & Lakeshore Landing	<a href="mailto:cwilkerson@wmapts.com">cwilkerson@wmapts.com</a>	Education & Events	Y1
Michelle Archer-Littlejohn	Immediate Past President	Adcock Properties	<a href="mailto:MLittlejohn@adcockmgt.com">MLittlejohn@adcockmgt.com</a>	Pine Belt Education & Events	
Yancey Harrington	Board Member	Service Master by OneCall	<a href="mailto:yharrington@sm1call.com">yharrington@sm1call.com</a>	Education & Events	
Wendy Hutchinson	Board Member	Watkins Construction & Roofing	<a href="mailto:whutchins@watkinsconstructioninc.com">whutchins@watkinsconstructioninc.com</a>	Education & Events	
Robert Ireland	Board Member	Watkins & Eager	<a href="mailto:rireland@watkinseager.com">rireland@watkinseager.com</a>	Government Affairs	Y2
Morgan Livingston	Board Member	Vieux Carre	<a href="mailto:vieuxcarre@statestreetgroup.com">vieuxcarre@statestreetgroup.com</a>	Education & Events	
Brandi Manning	Honorary BOD Member	Estes- Manning Mgmt. Group	<a href="mailto:bmanning@estesmanning.com">bmanning@estesmanning.com</a>	Leadership	
Ayana McAdory	Board Member	Stonemark	<a href="mailto:amcadory@stmkmgmt.com">amcadory@stmkmgmt.com</a>	Education & Events	Y2
Craig Kirkland	Board Member	Heritage Properties	<a href="mailto:craighoward@heritageproperties.com">craighoward@heritageproperties.com</a>	Government Affairs	Y1
Lisa Oliver	Pine Belt Liaison	Waste Management	<a href="mailto:loliver@wm.com">loliver@wm.com</a>	Pine Belt Education & Events	Y2
Melissa Romines	Board Member	Village at Crossgates	<a href="mailto:manager.villageatcrossgates@freemanwebb.com">manager.villageatcrossgates@freemanwebb.com</a>	Membership	Y1

## BOD Member Meeting Attendance

Name	Title	February	March	May	June
Christy Jones	President	X	X	X	X
James Burwell	Vice President	X	X	X	X
Renee Ainsworth	Treasurer	X	X	X	X
Shelby Fulgham	Secretary	X	X	X	X
Andy White	Immediate President				
Michelle Archer-Littlejohn	BOD Member	X	X	X	
Arthur Blankenship	BOD Member	X	X	X	X
Grady Green	BOD Member				
Randi King	BOD Member	X	X		X
Robert Magee	BOD Member				X
Terry White	BOD Member	X	X		X
Stephen McArthur	Pine Belt Liaison	X	X		
Brandi Manning	Honorary BOD Member			X	

July	August
------	--------

	X
X	X
X	X
X	X
	X
	X
	X
	X
X	X
X	

**BY LAWS**  
**MISSISSIPPI APARTMENT ASSOCIATION, INC.**

**ARTICLE I**

**NAME:** The name of this association shall be the Mississippi Apartment Association and may be referred to as MAA or Association.

**ARTICLE II**

**PURPOSE:** The purpose of this Association shall be:

**Section 1.**

To develop, organize and conduct educational programs and seminars and such other educational forums for the benefit of the members of this Association and the rental housing industry.

**Section 2.**

To participate for the purpose of mutually benefiting all members of this Association by an interchange of information and experience.

**Section 3.**

To research, develop, publish and disseminate information and data on the rental housing industry to the membership and, when applicable, to the general public.

**Section 4.**

To encourage within the industry a high appreciation of the objectives and responsibilities of the rental housing developers, owners and operators in providing adequate housing.

**Section 5.**

To promote and enact local, state, and federal laws and regulations beneficial to the industry or to provide a unifying body when codes or laws are proposed that will adversely affect or burden the apartment industry.

**Section 6.**

To advocate high professional standards and sound business methods among its members for the best interests of the industry and the public.

**Section 7.**

To function cooperatively with the national associations within the rental housing industry including, but not limited to, the National Apartment Association.

**Section 8.**

In general, and subject to limitations and conditions as are or may be prescribed by law, to exercise such other powers which now or hereafter may be conferred by as upon a corporation organized for the purposes hereinabove set forth or are necessary or

incidental to, the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that only such powers shall be exercised, as are in the furtherance of the exempt purposes of the organization, set forth in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

Section 9.

To have and exercise all of the powers conferred by the laws of the State of Mississippi upon corporations formed as a nonprofit corporation.

ARTICLE III

FINANCIAL:

Section 1.

The fiscal year of this Association shall be January 1 to December 31, inclusive of each calendar year.

Section 2.

No part of the net earnings of the corporation shall inure to the benefit of any member, director, trustee, or officer of the corporation, or any private individual, and no member, director, trustee, or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE IV

MEMBERSHIP:

Section 1. Membership Eligibility and Admission Procedure. Membership in MAA shall be open to any person, firm or corporation that shall: 1) agree to abide by the provisions of the association's state and national bylaws; and 2) fulfill the requirements of at least one classification for membership set forth in these bylaws.

The membership candidate shall submit a completed membership application and check for the first year annual dues to a member of the Membership Committee. Upon verification of the application, the Membership Committee Chair shall present the application at the next regular or special meeting of the Board of Directors for vote. Proxy votes are not permitted. Acceptance in to membership shall be by majority of those Directors voting thereon.

Section 2. Membership Classifications. Association membership classifications shall strive to reflect a current, equitable and responsible approach to member demographics and shall be classified as follows:

A. Associate/Trade Member. This class of members shall include a vendor of goods and/or services to the MAA or its members.

B. Apartment Community or Independent Rental Owner. This class of members shall include on-site manager(s) and its employed staff at a property of a Management Company Member.

C. Management Company Member. This class of members shall include owner representatives and/or Management Companies.

Section 3. Annual Membership Dues. Membership dues and other charges and/or assessments shall be at such rates as are established by the Board of Directors. Membership dues shall be for the calendar year, billed in December and due by January 1<sup>st</sup>. Any new member who joins MAA after January 1<sup>st</sup> and before June 30<sup>th</sup> will pay a full amount of dues for their membership. Any new member joining after July 1<sup>st</sup> or after shall pay one half of the current year's dues. Upon failure to pay membership dues or any other sums within sixty (60) days after due date, membership will be subject to cancellation and services and privileges shall upon written notice be suspended. Any member whose dues become delinquent are subject to the association's collection process as determined by the Board of Directors.

The Association shall be responsible for the collection and payment of national dues from its members and shall report and remit such dues to the National Apartment Association and the Mississippi Apartment Association as collected.

Section 4. Voting. Every class of membership is entitled to only one (1) vote for any operations issue for the Association presented to the general membership. If multiple representatives from a Member are present, the Member must designate its voting member to the President of the Association immediately prior to the vote.

Section 5. Termination of Membership. A member may be suspended or expelled for cause by a majority vote of the Board of Directors. Grounds for expulsion shall include: 1) failure to comply with any section of the association's bylaws; 2) ownership or management of a rental or housing property that is condemned by any governmental entity due to the property's substandard condition; 3) failure to comply with applicable health, safety, or building code requirements where applicable; 4) operating rental housing properties without obtaining or maintaining appropriate permits or licenses required by local, state or federal law; or 5) unethical business practices or unresolved complaints involving Management Company Members/Associate Company Members. Any member who is suspended or expelled shall not receive a refund of any dues or portion thereof paid in advance.

Section 6. Resignations. Any member may resign by filing a written resignation with the Secretary. No refund or pro-ration of dues shall be given upon any member's resignation.

## ARTICLE V

### ASSOCIATION MEETINGS AND SPECIAL INTEREST MEETINGS:

#### Section 1.

The regular membership meeting for this Association shall be held as called and set forth by the Board of Directors.

#### Section 2.

Special meetings of the general membership may be called by two-thirds majority of the members of the Board of Directors. The time, place and information as to the subjects to be considered shall be transmitted to members' 14 days before the special meeting.

Section 3.

The annual meeting of the members shall be held in November of each year, for the purpose of electing Directors and for the transaction of other business as may properly come before the meeting.

Section 4.

The members holding ten percent (10%) of the votes, which may be cast at any meeting of the members, whether those votes be present in person, or by proxy, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 5.

The Board of Directors may, by resolution, submit matters to the membership by mail or email and conduct such elections, polls, surveys, and resolutions, in such a manner, by mail or email, as the Board of Directors shall determine in said resolution.

Section 6.

Notice of the time and place of each meeting of the Board of Directors, whether it be regular or special, annual, or otherwise, may be delivered personally, by fax, mail or by email to the members at least five (5) days before such meeting. Nothing contained in this paragraph to the contrary shall prevent the members from waiving the notice requirement as to the time or place of the meeting.

Section 7.

The Board of Directors shall meet no less than four (4) times each calendar year and may meet as often as once a month, if necessary.

Section 8.

Except as otherwise provided herein, meetings of the Board of Directors shall be held at such place within the state of Mississippi as may be stated in the notice of the meeting or the waiver thereof.

## ARTICLE VI

### **BOARD OF DIRECTORS: ASSOCIATION OFFICERS:**

Section 1.

The Board shall have authority to exercise all powers to direct and control the business and affairs of this Association through Board meetings, regular or special. The first order of business of each newly elected Board of Directors shall be to appoint a registered



agent change and to file the annual registration report with the Secretary of State of Mississippi together with payment of all required fees.

There shall be 11 members of the Board of Directors. The Board will consist of seven (7) Property Management members including the Immediate Past President and four (4) Associate members.

Each member of the Board of Directors, as so constituted, shall have one (1) vote upon all matters brought before the Board.

Five members constitute a quorum for any business to be conducted.

#### Section 2.

The Board of Directors shall be elected by the general membership at the Association's Annual meeting. Only members in good standing can participate in the voting process.

Further, only members in good standing of the Association can stand for and be elected as members of the Board of Directors.

Elections of Directors will be by secret ballot which shall list all of the nominees. A plurality of votes cast shall be sufficient to elect. If a tie should occur, then Robert's Rules of Order "that those present shall vote again to decide the issue" will prevail. Three (3) election judges appointed by the President shall conduct the election and determine the results.

#### Section 3.

If an Association Board of Director becomes unemployed, there is a grace period of 90 days for the Director to attain employment within the industry and with a member firm.

No more than two members from the same company can serve on the board. If three members from the same company are elected, one of the three must resign or be removed.

#### Section 4.

There shall be a position of Honor for those current or past Board Members who have displayed exceptional leadership and guidance for the Association over the years. To honor those members, the Board may elect by a two-thirds majority a member to serve as an Honorary Member of the Board of Directors. They shall have all the rights and privileges of the elected Board members with the exception that they shall be non-voting members and need not stand for election or retention.

#### Section 5.

Any officer, employee or Board member (regular or honorary) may be removed from office at any time by a two-thirds vote of the Board of Directors. Such removal must be for cause. In the event of resignation, removal or inability to serve any board member of this association, the President may appoint a replacement, subject to ratification, by a

majority vote of the Board of Directors, to serve until the next regularly scheduled election.

Section 6.

Members of the Board shall upon being elected, serve for a term three years in length with new directors chosen each year, for staggered three-year terms. Three directors will be chosen for two years and four directors will be chosen in the third year.

Section 7.

In the event a member of the Board of Directors should be absent three (3) consecutive times, or four (4) times in a calendar year from regular stated meetings of the Board of Directors, or three times in a calendar year from General Membership meetings, it shall be considered as a resignation from the Board of Directors unless a valid excuse is presented to and accepted by the Board at the following regularly scheduled Board Meeting.

Section 8.

Unless the articles of incorporation or these bylaws provide otherwise, should a vacancy on the Board of Directors occur, the Board of Directors by majority vote may fill the vacancy for such time as remains in the unexpired term of the directorship being filled. When the unexpired term of the directorship being filled end, a new director shall be elected as provided previously herein, for a regular three-year term. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

Section 9.

The officers of this Association shall be: President, Vice President, Secretary, and Treasurer. The President and Vice President of the Association must be employed by a property management company. The Officers and the immediate past president constitute the Executive Committee.

Section 10.

Terms of each office shall be for (1) year. In no event may an officer serve more than two (2) consecutive terms in any one (1) office. Nominations and secret ballots at the first Board Meeting following the Annual General Membership Meeting shall elect officers.

Section 11.

All board members must sit on a committee and report to the Board of Directors as necessary.

Section 12.

Directors are volunteers of the Association and shall not be entitled to receive compensation for their services, but, by resolution of the Board, may be reimbursed for expenses incurred in the performance of their duties and further provided that nothing

herein contained shall be interpreted to preclude any Director from Serving the Association in any other capacity and receiving compensation therefore.

## ARTICLE VII

### DUTIES, POWERS AND PRIVILEGES OF DIRECTORS AND OFFICERS:

#### Section 1.

The President shall be the principal volunteer, non-staff elected officer of the Association, subject to the control of the Board of Directors, shall be in general charge of the affairs of the corporation, in the ordinary course of its business. He/She shall preside at all meetings of the Board of Directors and may make, sign and execute all contracts and other obligations and any and all instruments and papers of any kind or character in the name of the Association. He/She shall preside at all meetings of the Association and of the Board, and shall do and perform such other duties as may from time to time be assigned to him/her by the Board of Directors.

#### Section 2.

The Vice President shall have the usual powers and duties pertaining to this office, together with such other powers and duties as may be assigned to him/her by the Board of Directors and the Vice President shall have and exercise the powers of the President during the officer's absence or temporary inability to act. In the event of the President's death, resignation, disqualification, removal, or for any other cause resulting in a vacancy in the office of President, the Vice President shall succeed to the powers, duties, and responsibilities of the office of President.

#### Section 3.

The Secretary shall be responsible for seeing that all records of Board meetings, Executive Committee or Association meetings are properly recorded and transmitted to the Board and Executive Committee for approval. The Secretary shall keep the records of the Association and perform other duties as are customary to the office including those as secretary to the Board of Directors. The Secretary will be responsible for the filing for all applicable federal and state income tax returns, Form 990's, and other financial documents as required by law.

#### Section 4.

The Treasurer shall be the Chief Financial Officer of the Association. They shall supervise the custody and disbursement of funds and other assets and shall assist in the preparation of the budget. They shall have charge of the investment of funds, subject to the direction and approval of the Board. The treasurer shall make a written report at each Board meeting. The Treasurer's account shall be audited once a year by the Budget & Finance Committee. Any expenditure in excess of 10% of any budgeted item may be required to be approved by the Budget & Finance Committee and authorized in advance by the Executive Committee. Reoccurring expenses shall be determined by the

Executive Committee.

## ARTICLE VIII

### ASSOCIATION EXECUTIVE

#### Section 1.

The Board of Directors may from time to time, employ a salaried staff person as Chief Administrative Officer of the Association, who shall have the title of Association Executive and whose terms and conditions of employment shall be specified by the Board of Directors. The day-to-day administration and management of the Association shall be vested in the Association Executive.

#### Section 2.

The duties and responsibilities of the Association Executive shall be outlined by the Board of Directors and may, from time to time, be modified and amended by the Board. The Association Executive shall maintain the principal office of the Mississippi Apartment Association in which the records, properties, bonds, seal, documents and any other books shall be preserved and maintained, unless otherwise specified by the Board. Additionally, the Association Executive shall have the authority to delegate specialized areas of administrative functions to qualified administrative assistants within the Association. He/She shall implement the decisions of the Board of Directors and the Executive Committee; perform such other duties as may be assigned by the Board of Directors or Executive Committee; provide for the effective conduct of the Association's activities, in accordance with the purposes of the Association; employ and supervise employees of the Association; have general charge of the operating activities of the Association; preserve the communications pertaining to the affairs of the Association; keep the minutes of the proceedings of all meetings of the Association; give notice of meetings of the membership, Directors and Executive Committee; keep a roll of the membership of the Association; keep a proper account of all monies received and disbursed on behalf of the Association and all records in connection therewith; receive and deposit to the credit of the Association, all monies due and payable to the Association or other depositories as the Board of Directors may designate; and contract for the Association at the direction of the Board.

## ARTICLE IX

### COMMITTEES:

#### Section 1.

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer and Immediate Past President. The Executive Committee shall be the policy and steering committee of the Association. The Executive Committee shall have, and

may exercise, all of the powers of the Board of Directors (when the Board is not in session) in the management of the business and the affairs of the Association, except that the Executive Committee shall have no power (a) to elect Directors; (b) to alter, amend or repeal these by-laws; (c) to appoint any member to the Executive Committee; (d) to authorize the sale, lease, exchange or mortgage of all, or substantially all, of the property or assets of the Association; (e) to authorize the merger, dissolution or consolidation of the Association or to revoke proceedings therefore; or (f) to pass an operating budget for the conduct of the financial affairs of the Association. Meetings of the Executive Committee shall be held at such time and place as the President or any two (2) members may determine. Notice of each meeting of the Executive Committee shall be given (or waived) in the same manner as notice for the Board meeting, and a majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall be accountable to the Board of Directors and minutes of all meetings of the Executive Committee shall be kept by the Secretary and presented to the Board of Directors. The President shall be the Chairperson of the Executive Committee.

#### Section 2.

The Association may have the following committees and any other Committees deemed necessary by Board majority vote.

Strategic Planning  
Membership and Communications  
Government Affairs  
Education and Events  
Nominations

#### Section 3.

All committees appointed by the President are subject to approval by the Board of Directors.

#### Section 4.

The President, with approval of the Board, may create and appoint those other committees that they deem necessary and proper.

#### Section 5.

Committees, unless otherwise stated, shall be comprised of at least one member of the Board and members of the association

Strategic Planning shall be comprised of all the officers of the Association.

#### Section 6.

The President shall appoint, and the Board of Directors shall confirm, at least ninety days (90) prior to each annual meeting of the Association, a Nominating Committee that will

consist of at least three members. The Committee shall notify the Secretary, in writing, at least forty-five (45) days before the date of each annual meeting of the names of the candidates it proposes for all upcoming vacancies on the Board of Directors. The Secretary shall mail or email a copy of the Committees recommendations to each member of the Association at least thirty (30) days before the annual meeting.

#### Section 7.

Each member of a Committee shall continue as such until the next annual meeting of the Association or until his/her successor is appointed, unless the Committee shall be sooner terminated, or unless such member be removed from such Committee, or unless such member shall cease to qualify as a member thereof, or unless the task or subject matter of the Committee no longer required the existence of the same.

## ARTICLE X

### AMENDMENTS:

#### Section 1.

These By-Laws may be amended by a two thirds vote of the members present plus valid proxies at any regular or special meeting of this Association provided that a copy of the proposed amendment(s) have been mailed or emailed to each member not less than thirty (30) days prior to the meeting at which action on such amendment(s) is to be taken.

#### Section 2.

Upon the affirmative vote of two-thirds of the members present, the proposed amendment shall be adopted and effective immediately.

#### Section 3.

All adopted amendments shall be published in the Association's next newsletter.

#### Section 4.

A copy of the revised bylaws shall be sent to NAA Vice President of Membership and Affiliate Services to be updated in the affiliate compliance documents.

## ARTICLE IX

### FINANCIAL RECORDS AND REPORTS

#### Section 1.

The Association shall maintain current, true, and accurate financial records with full and complete entries made with respect to all financial transactions of the Association, including all income and expenditures in accordance with generally accepted accounting practices. Based on the foregoing records, the Board of Directors shall annually prepare or approve the report of the financial activity of the Association for the preceding year, which report shall conform to the accounting standards of the American Institute of Certified Public Accountants including a statement of support, revenue and expenses, and

changes in fund balances, and a statement of functional expenses and balance sheets for all funds.

Section 2.

The records, books and annual reports of the financial activity of the Association shall be kept at the principal office of the Association, or at the direction of the Board of Directors, off-site at an outside independent accounting service located within the State of Mississippi. Such records, books and annual reports shall be maintained for at least three (3) years after the closing of each fiscal year, and shall be available to the members in good standing for the inspection and copying thereof during normal business hours.

ARTICLE XII

RULES OF ORDER:

Robert's Rules of Order, revised edition, shall govern all meetings of the Association, including meeting of Directors and Committees, where not inconsistent with these By-Laws.

ARTICLE XIII

LIMITATION OF LIABILITY:

The Mississippi Apartment Association shall not be liable for any act, expenditures, or commitment of individuals unless such acts, expenditures, or commitments shall have been specifically approved by the Board of Directors and duly recorded by the records of the Association.

ARTICLE XIV

INDEMNIFICATION OF DIRECTORS AND OFFICERS:

Section 1.

Each person who is or was a director or officer of the corporation after January 1, 2007, shall be indemnified by the corporation as of right to the full extent permitted or authorized by the laws of the State of Mississippi, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement cost and expense (including attorney's fees) asserted or threatened against and incurred by such person in his capacity as or arising out of his status as a director or officer of the corporation. The indemnification provided by the by-law provision shall not be exclusive of any other rights to which those indemnified may be entitled under any other by-law or under any agreement, vote of Directors or otherwise. It shall not limit in any way any right, which the corporation may have to make different or further indemnification, which respect to the same or different persons or classes of persons.

Section 2.

No person shall be liable to the corporation for any loss, damage, liability or expense suffered by it because of any action taken or omitted to be taken then as a director or

officer of the corporation. If such person (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of their own affairs, or (ii) took or omitted to take such action in reliance upon advice of counsel for the corporation, or upon statements made or information furnished by director, officers, employees or agents of the corporation which they had no reasonable grounds to disbelieve.

### Section 3.

As a condition of receiving indemnification, the employee, the MAA Association Executive, the Past President, each Committee Chairs, and each Director shall allow the Association to appoint counsel for him/her and shall agree to a coordinated defense to the extent deemed appropriate by the organization. The Association will carry Directors & Officers Liability Insurance, covering each Officer, Director, Committee Chair, the Past President, and the MAA Association Executive.

## ARTICLE XV

### CODE OF ETHICS:

We, the members of the MISSISSIPPI APARTMENT ASSOCIATION, recognizing our duty to the public, the apartment residents, and the owners and/or managers, and being aware of the vastly increasing role of the apartment industry in providing the home of the future, and in order to provide the apartment residing public and apartment industry with the maximum in quality and service upon the high standards of honesty and integrity, do hereby bind ourselves with the adoption of this Code of Ethics with each and every member, together and alone, agreeing that so long as we remain members of this Association, and so long as nothing contained herein shall be unlawful, we shall:

1. Maintain and operate our business in accordance with the fair honorable standards of competition, are mindful of the purpose of the Association and in accordance with the by-laws thereof.
2. Strive continually to promote the education and fraternity of the membership and to promote progress and dignity of the rental housing industry in creating a better image of itself in order that the public may be better served.
3. Seek to provide better values so that an ever-greater share of the public may enjoy the many benefits of apartment living.
4. Establish high ethical standards of conduct with apartment rental agencies, suppliers, and others doing business within the apartment industry.
5. Endeavor to expose all schemes to mislead and defraud the apartment residing public and apartment industry and to aid in exposure of those responsible.



**MS Apartment Association  
DRAFT 2024 Budget**

					Total			
		2024 Budget vs 23 Budget	2024 budget vs 23 Actual	Actual	Budget	over Budget	% of Budget	
<b>Income</b>								
<b>5100 Membership Dues</b>								0.00
5110 Dues - Base Apartment Communities	\$ 53,732.25	\$ 9,365.25	\$ -	53,732.25	44,367.00	9,365.25		121.11%
5120 Dues - Unit Apartment Communities	\$ 51,213.00	\$ 2,126.00	\$ -	51,213.00	49,087.00	2,126.00		104.33%
5130 Dues - Associate / Trade Member	\$ 27,750.00	\$ (9,750.00)	\$ -	27,750.00	37,500.00	-9,750.00		74.00%
5140 Dues - Management Company	\$ 7,410.00	\$ (2,730.00)	\$ -	7,410.00	10,140.00	-2,730.00		73.08%
5150 Dues - New Member Fee	\$ 1,350.00	\$ 450.00	\$ -	1,350.00	900.00	450.00		150.00%
<b>Total 5100 Membership Dues</b>	<b>\$ 141,455.25</b>	<b>\$ (538.75)</b>	<b>\$ -</b>	<b>\$ 141,455.25</b>	<b>\$ 141,994.00</b>	<b>-\$ 538.75</b>		<b>99.62%</b>
<b>5200 Event Income</b>		\$ -						0.00
5210 Event Income - Awards Gala	\$ 21,275.00	\$ -	\$ 4,120.18	17,154.82	21,275.00	-4,120.18		80.63%
5220 Event Income - Conference Expo	\$ 97,345.00	\$ (53,180.00)	\$ 19,138.33	78,206.67	150,525.00	-72,318.33		51.96%
5230 Event Income - MAA Social	\$ 2,900.00	\$ (2,760.00)	\$ (3.19)	2,903.19	5,660.00	-2,756.81		51.29%
5240 Event Income - Meetings	\$ 4,060.00	\$ 2,060.00	\$ 2,929.00	1,131.00	2,000.00	-869.00		56.55%
5260 Event Income - Crawfish Boil	\$ 3,250.00	\$ 3,250.00	\$ 3,325.00	-75.00		-75.00		
5270 Event Income - Education	\$ 1,340.00	\$ (16,285.00)	\$ (9,646.63)	10,986.63	17,625.00	-6,638.37		62.34%
5290 Sponsorship Level Income	\$ 16,200.00	\$ -	\$ 10,200.00	6,000.00	16,200.00	-10,200.00		37.04%
<b>Total 5200 Event Income</b>	<b>\$ 146,370.00</b>	<b>\$ (66,915.00)</b>	<b>\$ 30,062.69</b>	<b>\$ 116,307.31</b>	<b>\$ 213,285.00</b>	<b>-\$ 96,977.69</b>		<b>54.53%</b>
<b>5201 Pine Belt Event Income</b>		\$ -	\$ -					0.00
5203 Pine Belt Socials	\$ 2,650.00	\$ 1,120.00	\$ 3,215.93	-565.93	1,530.00	-2,095.93		-36.99%
5204 Pine Belt Meetings	\$ 4,200.00	\$ (300.00)	\$ 5,902.50	-1,702.50	4,500.00	-6,202.50		-37.83%
5205 Pine Belt Crawfish Boil	\$ 1,742.00	\$ (1,258.00)	\$ 1,742.00		3,000.00	-3,000.00		0.00%
5206 Education	\$ 1,340.00	\$ (7,910.00)	\$ 1,340.00		9,250.00	-9,250.00		0.00%
5207 Awards Gala	\$ 6,550.00	\$ (5,450.00)	\$ 6,550.00		12,000.00	-12,000.00		0.00%
<b>Total 5201 Pine Belt Event Income</b>	<b>\$ 16,482.00</b>	<b>\$ (13,798.00)</b>	<b>\$ 18,750.43</b>	<b>-\$ 2,268.43</b>	<b>\$ 30,280.00</b>	<b>-\$ 32,548.43</b>		<b>-7.49%</b>
<b>5900 Other Income</b>		\$ -	\$ -					0.00
5910 Interest Earned from Investments	\$ 24.29	\$ 24.29	\$ -	24.29		24.29		
5920 Management Fees	\$ -	\$ -	\$ (1,750.00)	1,750.00		1,750.00		
5930 NAA Lease Income	\$ 49,000.00	\$ 4,000.00	\$ 11,494.36	37,505.64	45,000.00	-7,494.36		83.35%
5935 Miscellaneous Income	\$ -	\$ (312.00)	\$ (617.00)	617.00	312.00	305.00		197.76%
5940 NAA Online Revenue Share		\$ (100.00)	\$ -		100.00	-100.00		0.00%
<b>ADDING- Survey Income</b>	<b>\$ 625.00</b>							
<b>Total 5900 Other Income</b>	<b>\$ 49,649.29</b>	<b>\$ 4,237.29</b>	<b>\$ 9,752.36</b>	<b>\$ 39,896.93</b>	<b>\$ 45,412.00</b>	<b>-\$ 5,515.07</b>		<b>87.86%</b>
5901 Charitable Donations	\$ 1,500.00	\$ (4,000.00)	\$ (4,600.00)	6,100.00	5,500.00	600.00		110.91%
5902 Government Affairs Fundraising	\$ 6,100.00	\$ 6,100.00	\$ (1,672.04)	7,772.04		7,772.04		
QuickBooks Payments Sales	986.60	\$ 986.60	\$ -	986.60		986.60		
Unapplied Cash Payment Revenue		\$ -	\$ 11,984.51	-11,984.51		-11,984.51		
<b>Total Income</b>	<b>\$ 362,543.14</b>	<b>\$ (73,927.86)</b>	<b>\$ 64,277.95</b>	<b>\$ 298,265.19</b>	<b>\$ 436,471.00</b>	<b>-\$ 138,205.81</b>		<b>68.34%</b>
<b>Gross Profit</b>				<b>\$ 298,265.19</b>	<b>\$ 436,471.00</b>	<b>-\$ 138,205.81</b>		<b>68.34%</b>
<b>Expenses</b>		\$ -	\$ -					
6000 Administrative Expenses		\$ -	\$ (26.74)	26.74		26.74		

6005 Office Supplies	\$ 1,000.00	\$ (800.00)	\$ (81.54)	1,081.54	1,800.00	-718.46	60.09%
6010 Telephone / Cell Phone	\$ 4,324.00	\$ 1,692.00	\$ 3,092.04	1,231.96	2,632.00	-1,400.04	46.81%
6015 Software Expense	\$ 9,544.32	\$ (455.68)	\$ 55.37	9,488.95	10,000.00	-511.05	94.89%
6020 Office Expenses	\$ 1,800.00	\$ (840.00)	\$ (2,040.69)	3,840.69	2,640.00	1,200.69	145.48%
6025 Bank Fees	\$ 150.00	\$ -	\$ 74.70	75.30	150.00	-74.70	50.20%
6030 Digital Meetings	\$ -	\$ (400.00)	\$ (201.04)	201.04	400.00	-198.96	50.26%
6035 NAA Dues	\$ 22,502.64	\$ (2,497.36)	\$ 8,919.18	13,583.46	25,000.00	-11,416.54	54.33%
6040 Donations and Contributions	\$ -	\$ (5,500.00)	\$ -	-	5,500.00	-5,500.00	0.00%
6045 Dues and Subscriptions	\$ 360.00	\$ 110.00	\$ (18.86)	378.86	250.00	128.86	151.54%
6055 Insurance - D&O and General Liability	\$ 1,500.00	\$ -	\$ 873.50	626.50	1,500.00	-873.50	41.77%
<b>Total 6000 Administrative Expenses</b>	<b>\$ 41,180.96</b>	<b>\$ (8,691.04)</b>	<b>\$ 10,645.92</b>	<b>\$ 30,535.04</b>	<b>\$ 49,872.00</b>	<b>-\$ 19,336.96</b>	<b>61.23%</b>
6100 Professional Fees	\$ -	\$ -	\$ -	-	-	0.00	
6105 Lobbyist	\$ 42,000.00	\$ -	\$ 10,500.00	31,500.00	42,000.00	-10,500.00	75.00%
6110 Board of Director Fees	\$ 1,400.00	\$ 400.00	\$ 1,275.55	124.45	1,000.00	-875.55	12.45%
6115 Legal	\$ 5,000.00	\$ (5,000.00)	\$ 5,000.00	-	10,000.00	-10,000.00	0.00%
6125 Accounting Fees	\$ 6,300.00	\$ (1,200.00)	\$ 20.50	6,279.50	7,500.00	-1,220.50	83.73%
<b>Total 6100 Professional Fees</b>	<b>\$ 54,700.00</b>	<b>\$ (5,800.00)</b>	<b>\$ 16,796.05</b>	<b>\$ 37,903.95</b>	<b>\$ 60,500.00</b>	<b>-\$ 22,596.05</b>	<b>62.65%</b>
6200 Event Expenses	\$ -	\$ -	\$ (343.21)	343.21	-	343.21	
6210 Event Expenses - Awards Gala	\$ 15,400.00	\$ (1,289.00)	\$ 21.69	15,378.31	16,689.00	-1,310.69	92.15%
6220 Event Expenses - Conference & Expo	\$ 79,758.00	\$ (43,267.00)	\$ (1,756.47)	81,514.47	123,025.00	-41,510.53	66.26%
6230 Event Expenses - MAA Social	\$ 4,000.00	\$ (500.00)	\$ 1,179.98	2,820.02	4,500.00	-1,679.98	62.67%
6240 Event Expenses - Meetings	\$ 2,840.00	\$ 1,140.00	\$ 1,592.68	1,247.32	1,700.00	-452.68	73.37%
6260 Event Expenses - Crawfish Boil	\$ 6,901.00	\$ 6,901.00	\$ 6,881.06	19.94	-	19.94	
6270 Event Expenses - Education	\$ 2,850.00	\$ (9,950.00)	\$ 1,064.49	1,785.51	12,800.00	-11,014.49	13.95%
<b>Total 6200 Event Expenses</b>	<b>\$ 111,749.00</b>	<b>\$ (46,965.00)</b>	<b>\$ 8,640.22</b>	<b>\$ 103,108.78</b>	<b>\$ 158,714.00</b>	<b>-\$ 55,605.22</b>	<b>64.97%</b>
6201 Pine Belt Event Expenses	\$ -	\$ -	\$ -	-	-	0.00	
6202 Pine Belt Socials	\$ 1,400.00	\$ 400.00	\$ 841.88	558.12	1,000.00	-441.88	55.81%
6204 Meetings	\$ 2,800.00	\$ (200.00)	\$ 2,733.96	66.04	3,000.00	-2,933.96	2.20%
6205 Crawfish Boil	\$ 1,300.00	\$ (700.00)	\$ (147.86)	1,447.86	2,000.00	-552.14	72.39%
6206 Education	\$ 2,550.00	\$ (3,450.00)	\$ 1,807.43	742.57	6,000.00	-5,257.43	12.38%
6207 Awards Gala	\$ 6,325.00	\$ (4,175.00)	\$ (2,591.27)	8,916.27	10,500.00	-1,583.73	84.92%
<b>Total 6201 Pine Belt Event Expenses</b>	<b>\$ 14,375.00</b>	<b>\$ (8,125.00)</b>	<b>\$ 2,644.14</b>	<b>\$ 11,730.86</b>	<b>\$ 22,500.00</b>	<b>-\$ 10,769.14</b>	<b>52.14%</b>
6300 Travel and Entertainment	\$ -	\$ -	\$ (90.75)	90.75	-	90.75	
6305 Meals and Entertainment - Staff	\$ 1,000.00	\$ 650.00	\$ 355.08	644.92	350.00	294.92	184.26%
6310 Travel and Mileage - Staff	\$ 3,000.00	\$ -	\$ 638.11	2,361.89	3,000.00	-638.11	78.73%
6320 Travel and Mileage - (Member Scholarship)	\$ 2,500.00	\$ (1,500.00)	\$ 2,500.00	-	4,000.00	-4,000.00	0.00%
6325 Meals & Entertainment - Committees	\$ 500.00	\$ -	\$ 469.03	30.97	500.00	-469.03	6.19%
6330 Travel and Mileage - Staff Education	\$ 5,400.00	\$ (3,600.00)	\$ (651.52)	6,051.52	9,000.00	-2,948.48	67.24%
<b>Total 6300 Travel and Entertainment</b>	<b>\$ 12,400.00</b>	<b>\$ (4,450.00)</b>	<b>\$ 3,219.95</b>	<b>\$ 9,180.05</b>	<b>\$ 16,850.00</b>	<b>-\$ 7,669.95</b>	<b>54.48%</b>
6400 Advertising/Promotional	\$ -	\$ -	\$ (38.50)	38.50	-	38.50	
6405 Marketing	\$ 4,500.00	\$ 150.00	\$ 2,667.45	1,832.55	4,350.00	-2,517.45	42.13%
<b>Total 6400 Advertising/Promotional</b>	<b>\$ 4,500.00</b>	<b>\$ 150.00</b>	<b>\$ 2,628.95</b>	<b>\$ 1,871.05</b>	<b>\$ 4,350.00</b>	<b>-\$ 2,478.95</b>	<b>43.01%</b>
6900 Payroll	\$ -	\$ -	\$ -	-	-	0.00	
6905 Salaries and Wages	\$ 100,611.00	\$ 8,791.00	\$ 26,201.06	74,409.94	91,820.00	-17,410.06	81.04%
6906 Staff Bonuses & Commissions	\$ 3,000.00	\$ (8,225.00)	\$ 188.45	2,811.55	11,225.00	-8,413.45	25.05%
6910 Payroll Taxes	\$ 6,147.00	\$ 6,147.00	\$ 767.43	5,379.57	-	5,379.57	

6911 Federal Unemployment (FUTA)	\$ 130.00	\$ 130.00	\$ 16.90	113.10		113.10	
6912 State Unemployment (SUTA)	\$ 138.00	\$ 138.00	\$ 16.30	121.70		121.70	
<b>Total 6910 Payroll Taxes</b>	<b>\$ 6,415.00</b>	<b>\$ 6,415.00</b>	<b>\$ 800.63</b>	<b>\$ 5,614.37</b>	<b>\$ 0.00</b>	<b>\$ 5,614.37</b>	
6925 Payroll Processing Fees	\$ 2,112.00	\$ (1,088.00)	\$ 434.59	1,677.41	3,200.00	-1,522.59	52.42%
<b>Total 6900 Payroll</b>	<b>\$ 118,553.00</b>	<b>\$ 12,308.00</b>	<b>\$ 34,039.73</b>	<b>\$ 84,513.27</b>	<b>\$ 106,245.00</b>	<b>-\$ 21,731.73</b>	<b>79.55%</b>
QuickBooks Payments Fees		\$ (2,565.00)	\$ (3,816.23)	3,816.23	2,565.00	1,251.23	148.78%
Telephone / Cell Phone--DELETE		\$ -	\$ (600.00)	600.00		600.00	
Unapplied Cash Bill Payment Expense		\$ -	\$ -	0.00		0.00	
Uncategorized Expense		\$ -	\$ (211.56)	211.56		211.56	
<b>Total Expenses</b>	<b>\$ 357,457.96</b>	<b>\$ (64,138.04)</b>	<b>\$ 73,987.17</b>	<b>\$ 283,470.79</b>	<b>\$ 421,596.00</b>	<b>-\$ 138,125.21</b>	<b>67.24%</b>
<b>Net Operating Income</b>		<b>\$ (14,875.00)</b>	<b>\$ (14,794.40)</b>	<b>\$ 14,794.40</b>	<b>\$ 14,875.00</b>	<b>-\$ 80.60</b>	<b>99.46%</b>
<b>Net Income</b>	<b>\$ 5,085.18</b>	<b>\$ (9,789.82)</b>	<b>\$ (9,709.22)</b>	<b>\$ 14,794.40</b>	<b>\$ 14,875.00</b>	<b>-\$ 80.60</b>	<b>99.46%</b>