



**MID-SOUTH PROFESSIONAL CLEANERS ASSOCIATION
BY LAWS**

(REVISED 3/2008)

ARTICLE I – NAME

Section 1. The name of this organization shall be Mid-South Professional Cleaners Association, hereinafter referred to as the Association.

ARTICLE II – OBJECTIVES AND PURPOSES

Section 1. To join together for the purpose of adopting and seeking to realize such objectives as will advance the professional and economic interests of the membership and to take a stand in opposing any attempt to damage in any way the professional or economic interest of the membership.

Section 2. To share information of common concern and business interests.

Section 3. To promote and maintain high standards of conduct in the transaction of business with the general public, fellow professional cleaners and their representatives.

Section 4. To strengthen the public image of the professional cleaner engaged in the business of providing services in an ethical and responsible manner.

Section 5. To promote and stage education programs for members to enhance their professionalism and quality of service.

ARTICLE III – MEMBERSHIP

Section 1. The membership shall be of three classifications, ACTIVE and ASSOCIATE and ACTIVE/ASSOCIATE.

- A. Active**
Membership shall be open to professional cleaners with offices located within the confines of the Carolinas, Virginia and other areas.
1. The firm shall agree to adhere to the ethics and standards adopted by the Association.
 2. The firm must be or be a part of a business chartered as a profit making corporation according to state law.
 3. The Board of Directors is hereby empowered to enact and promulgate reasonable rules and procedures for the admission, discipline, suspension or expulsion of members of the Association.
- B. Associate**
The Board of Directors may approve from time to time associate member applications. Associates shall be defined as businesses or individuals supplying goods and services to professional cleaners.

Section 2. Membership Dues. Annual dues for Active, Associate, and Active/Associate members shall be regulated and set by the Board of Directors.

Section 3. Cancellation of Membership. Membership will be automatically cancelled for any firm or associate whose dues payment is more than sixty days past due.

ARTICLE IV – PRIVILEGES OF MEMBERS

Section 1. Each member firm shall be represented by one permanent representative who must be the owner or manager of the firm.

A. The member firm shall have the right to designate one alternate representative who may attend meetings and vote in the absence of the permanent representative. He or she must be a full-time employee of the firm.

B. The member firm shall be entitled to use the Association's membership material which will indicate the member's adherence to the standards of practice adopted by the Association.

ARTICLE V – MEETINGS

Section 1. There shall be an annual meeting of the membership each year at a time and place to be designated by the President. Notice of such meeting shall be given in writing to the membership not less than thirty days in advance of the date of the meeting. A quorum shall consist of fifty percent of the membership present at the annual meeting.

Section 2. Meetings of the Executive Committee or Board of Directors shall be held at the discretion of the President but no fewer than two meetings of the Board of Directors shall be held each year.

Section 3. A special meeting of the general membership may be called by the President or by 50% of the members of the Association. Notice of such special meeting shall be given in writing not less than twenty days preceding the meeting. The notice shall specify the time, place and purpose of the meeting.

Section 4. Robert's Rules of Order shall be the accepted authority on procedure at all meetings.

ARTICLE VI – OFFICERS, DIRECTORS AND DUTIES

Section 1. The officers of the Association shall be: President, two Vice-Presidents, Secretary, Treasurer and Immediate Past President. Each shall hold office until the next annual meeting and/or until the next annual election of officers. The officers shall constitute the Executive Committee and shall serve on the Board of Directors.

A. The President shall be the presiding officer at all meetings. He shall appoint the chairmen of all Committees, and he shall be a member, ex officio, of each Committee. He may assign such responsibilities to the other officers as he may deem necessary in the best interest of the Association. The President shall also sign or co-sign such contracts or other instruments as the business of the Association may require, subject to the approval by a majority of the members of the Board of Directors.

B. The President or Board of Directors will appoint which Vice-President will act in the capacity of President in his absence.

C. In the absence of the President and both Vice-Presidents, the Secretary shall call any meeting of the members to order, read the minutes and adjourn the meeting. However, upon a supported motion and a two-thirds vote of the members present, the Secretary shall entertain a motion for a chairman to conduct the meeting in the customary manner.

D. The Treasurer, through the Executive Staff of the Association, shall conduct and have custody of all monies of the Association; he shall keep an itemized account of all receipts and disbursements; he shall deposit all funds in the bank under the name of the Association. He shall be subject to audit and shall submit to Audit Committee all of the records of the Association if so requested. He shall countersign with Executive Staff all checks drawn on the Association account.

Section 2. If a vacancy should occur in the office of President, Vice President, Secretary, Treasurer or Board of Directors, before the respective term of office has expired, such vacancy shall be filled by a two-thirds vote of the Board of Directors.

Section 3. Officers and Directors of the Association shall serve without compensation, unless reasonable expense reimbursements are previously authorized by the Board of Directors.

Section 4. The Board of Directors shall consist of the previously listed Executive Committee and three directors-at-large. Directors shall be elected for one year terms. No director may serve more than three (3) years in the same position.

Section 5. The Board of Directors is authorized to hire executive staff for the Association with such compensation and under such terms deemed in the best interest of the Association. There shall be a job description for this position. The executive staff is responsible to the board of directors who shall handle hiring, monitoring, and firing as is necessary.

Section 6. As long as there is executive staff, a copy of all important association records shall be in his/her possession along with the current President and Secretary.

ARTICLE VII – COMMITTEES

Section 1. Committees shall be established by the President with approval of the Board of Directors as the Association's best interests require. Upon the establishment of any such committee, the President shall appoint the Committee's Chairman. Committee Chairmen and members may include members of the Board of Directors with the exception of the President.

Section 2. Duties of the Committees may be assigned to them by the President.

Section 3. There shall be a Nominating Committee selected by the President with the consent of the Board of Directors.

ARTICLE VIII – AMENDMENTS

Section 1. These Bylaws may be amended at the annual meeting or called meetings of the Association, provided that advance notice has been given to the members regarding such proposed amendments at least thirty days preceding the meeting.

Section 2. An amendment to the Bylaws shall require a majority of the full membership present at the annual or called meeting.

ARTICLE IX – RESIGNATION OF MEMBERS

Section 1. Any member in good standing may, without prejudice, withdraw from membership in the Association by filing a written resignation with the Secretary and paying all dues and charges which may have been assessed. Such membership shall terminate as of the day of acceptance by the President.

ARTICLE X – DISSOLUTION OR LIQUIDATION OF THE ASSOCIATION

Section 1. In the even of dissolution or liquidation of the Association, whether voluntary or involuntary, all books, papers, record, cards, etc., which in any way concern the business of the Association, shall be retained as necessary, to comply with any and all legal requirements. All other property of every kind and character shall be sold by order of the President or otherwise converted into cash and the proceeds shall be distributed to a like organization.

ARTICLE XI – FISCAL YEAR

Section 1. The fiscal year of the Association shall begin on January 1 and end December 31 of the calendar year.

Section 2. The Treasurer shall furnish the board of directors within sixty days following the end of each fiscal period a financial report for the year just ended. The membership can obtain a report upon request.