

Massachusetts Auctioneers Association Bylaw

(Revised and adopted by the membership on October 16, 2006)

PREAMBLE

Whereas, it is necessary to fit ourselves for the responsibility of Auctioneers, to cultivate a spirit of cooperation, to improve our profession, to protect the interest of the Auctioneer and, to protect the public against unscrupulous practices, therefore, be it resolved, that we do constitute ourselves the Massachusetts Auctioneers Association, Inc., and do adopt for our government, Bylaws, Rules and Regulations.

BYLAWS

ARTICLE I

Name and Offices

The Association, known as the "Massachusetts Auctioneer's Association, Inc.," will have its headquarters and principal offices located at the residence or business office of the duly elected Secretary. The Board of Directors may from time to time (if deemed in the best interests of the Association) designate or establish additional or alternative office locations.

ARTICLE II

Objectives

The objectives of this Association shall be to promote and advance the auction profession; to protect the public from unscrupulous practices; to provide standards of ethical conduct for Auctioneers; to regulate and supervise the conduct of its members, to provide a forum for settlement of differences among them; to promote the public welfare through the advancement of skill and the establishment of high standards; to build prestige and respect for its members and their profession; to protect and advance the auctioneer in all matters of legislation or regulation; to discuss matters of common interest; to promote fellowship among its members; to provide technical and professional training; to provide advertising and publicity for the membership as a whole; to assist any member conduct his or her auction should the member through no fault of his or her own, or through uncontrollable circumstances, be unable to do so; to cooperate with the policies, practices and programs of National Auctioneers Association, government agencies and others having common interests and, to provide a united voice for auctioneers.

ARTICLE III

Membership Classification & Requirements

Section 1. Application for Membership

The Board of Directors will deem eligible for Membership any licensed auctioneer or person engaged in an auction related business. The Board shall adopt Standing Rules for membership, and shall have the authority to establish qualifications, privileges and dues for all classes of membership.

Section 2. Membership Classifications

(A) Regular Member: Any Auctioneer licensed, residing or regularly conducting auction business in the Commonwealth of Massachusetts and who subscribes to the MSAA Code of Ethics. A Regular Member shall have all the rights and privileges of the Association.

(B) Affiliate Member: Individuals who are not Auctioneers but who are involved in the auction or auction-related business or, auctioneers who are not licensed in the Commonwealth of Massachusetts but who are licensed or authorized under law to conduct auctions in any other State and pledge to support and affiliate themselves with this Association. An Affiliate Member shall have all the rights and privileges of the Association except voting rights and Association web site listing privileges.

(C) Auction Staff: Individuals who work directly for, or are employees of an MSAA member, in good standing. An Auction Staff Member shall have all the rights and privileges of the Association except voting rights, logo display rights and Association directory and web site listing privileges.

(D) Company Membership: Auctioneers who work for companies or organizations that employ multiple auctioneers who operate under the same company name may be enrolled under this special membership classification and shall have a member classification of Regular Member. No memberships under a corporate, company or organizational name shall be considered.

(E) Student: To qualify for Student Membership, an applicant must be a student enrolled in a formal course of education, or have completed his or her formal education less than one (1) year prior to the date of application for membership. Student Members shall have such privileges of the Association as the Board of Directors may specify by Standing Rules, except those of voting and holding office.

Section 3. Resignation

Any Member may resign at any time from the Association by delivering a written resignation to the President or Secretary of the Association. Resignation of a Member does not relieve the Member from any obligations the Member may have to the Association as a result of obligations incurred or commitments made prior to resignation.

ARTICLE IV Officers

The Officers of this Association shall be a President, a Vice-President, a Secretary, and a Treasurer, each to serve one year or until a successor has been elected. Six (6) Directors shall be elected, whose term of office shall be three (3) years, with two (2) Directors elected each year. The immediate Past President shall become the seventh voting Director for One (1) year or until succeeded by the next immediate Past President.

ARTICLE V Duties of Officers and Directors

Section 1. President

It shall be the duty of the President to preside at all meetings of the Association; to enforce a due observance of the Bylaws, Rules, and Regulations; to decide all questions of order; to offer for consideration all motions regularly made; to call all Special Meetings of the Association and Board of Directors; to appoint all Committees not otherwise provided for and to perform such other duties as his office may require. He or she shall conduct all meetings in accordance with Article XIV of the Bylaws. He or she shall make no motion, or amendment, nor vote on any question or motion unless the members are equally divided, when he or she shall cast the deciding vote.

Section 2. Vice President

It shall be the duty of the Vice President to Preside in the absence of the President and perform

the duties of that office, and to perform duties the President may so direct.

Section 3. Secretary

It shall be the duty of the Secretary to keep the records of the Association; to notify new members of their admission and their requirements for being sworn in; to keep a roster of the membership; to keep a record of attendance of all meetings and functions of the Association, to issue all notices required or on behalf of the Association, and to perform all duties pertaining to the office as may be required by the Association and to keep an accurate record and minutes of all meetings.

Section 4. Treasurer

It shall be the duty of the Treasurer to receive and account for all monies of the Association; to receive and account to the Secretary, in a timely manner, all dues received by the Association, to pay the bills of the Association, to keep the accounting and banking records up to date, to present and account for all financial transaction of the Association at all meetings and, be subject to audit at any time by any Association Auditing Committee. In any event, books will be reviewed annually by a committee appointed by the President.

Section 5. Board of Directors

The authority of the Association shall be vested in the Board of Directors consisting of the Officers and Directors of the Association. The Board of Directors shall determine all policy of the Association and shall have full management of the Association; they shall consider on all applications for membership, and may exercise all the powers necessary or desirable for the good of the Association, subject to the provisions of the Bylaws. The Chairperson of the Board of Directors shall be the President of the Association and the Vice-Chairperson shall be the Vice President of the Association.

Section 6. Quorum

Any combination of six (6) members of the Board of Directors present at any Board of Directors meeting shall constitute a quorum for the purpose of doing business. The Board of Directors may, at the discretion of the President, conduct the business of the Association via teleconference or Internet based communication, either in real time or by polling the Board Members via email...

Section 7. Board Meetings

The Board of Directors shall conduct regular meetings. Unless otherwise ordered by the President, they will be on the second Monday of January, March, September, and, November. Board meeting locations shall be determined by the President. Any Officer or Board member may have his office declared vacant for failure to attend any two (2) meetings annually of either a general meeting or a meeting of the Board of Directors, unless excused by the President. Vacancies may be declared by a majority vote of the Board of Directors at any official meeting of the Board of Directors. Officers and Directors shall attend all regular and special meetings of the Association.

Section 8. Authority to engage an Executive Director

The Board of Directors, by an affirmative vote of at least 2/3, shall have the authority to hire for compensation, an Executive Director and, to delegate certain and specific responsibilities to said Executive Director to assist the Officers of the Association.

Section 9. Compensation

All Officers and Directors shall serve without compensation or, expectation of favor of any kind with respect to their service.

ARTICLE VI Election of Officers

Section 1. Nominations

The nomination of Officers and Directors shall be recommended by a Nominating Committee appointed by a majority vote of the Board of Directors. The Nominating Committee shall select one (1) candidate for each office (or vacancy) to be filled. Additional candidates for offices may be nominated by Regular Members, either in writing or verbally, provided said nomination(s) are supported with the consent of two additional voting members. All nominees must consent to their nomination in order for their nomination to be considered valid.

Section 2. Elections

Elections shall be held annually during a meeting of the Association held during the fourth quarter of the calendar year. Elections shall be by ballot except in the case where there is only one (1) nominee. The nominee receiving the majority vote of the members present is to be declared elected. In case of a tie vote, all ballots will be discarded and a new election for that office will take place. Installation of new officers will take place during said meeting, or at the discretion of the Board of Directors, the next meeting of the Association. Installation of Officers and Directors shall be conducted by the Immediate Past President, or at his request, any person he or she shall appoint. Nominations and elections will be conducted in the following order: President, Vice-President, Secretary, Treasurer, Directors whose terms are expiring, and Directors whose positions must be filled for any other reasons.

Section 3. Term of Office

The term of each office will expire when a successor is elected.

Section 4. Qualifications for Office

Candidates for Office must be Regular Members in good standing. Such candidates who are willing to serve in an office shall be advised by the nominating committee of their duties and shall agree to abide by Article V section 7 (Mandatory attendance of meetings).

ARTICLE VII Amendments to Bylaws

Every proposed alteration, amendment, deletion or addition to these Bylaws must be adopted by two-thirds vote of all members present at a regular meeting. Each voting member shall be notified via mail or email, provided however, that those members have previously consented in writing to receive meeting notices via email, at least thirty (30) days prior to the meeting at which such amendments will be considered and acted upon.

ARTICLE VIII Meetings

Section 1. Regular Meetings

This Association shall conduct at least four (4) regular meetings during the course of each calendar year, to be held at such time and location as the President shall choose, with the consent of the Board of Directors. The annual meeting shall be held at such time and place as determined by the Board of Directors, or a person or committee appointed by the Board.

Section 2. Special Meetings

A special meeting may be called for any bone fide purpose, by the President or, by a majority vote of the Board of Directors or, by 25 percent (25%) of the Regular Members of the Association who shall notify the Secretary of such meeting.

Section 3. Quorum

Any combination of voting members present at any regular or special meeting, duly called and scheduled, totaling fifteen (15) shall constitute a quorum at any regular membership meeting.

ARTICLE IX Inauguration of Officers

At the inauguration of each Officer and Director, they shall be required to make the following affirmation: "I (Name) do hereby solemnly promise that I will faithfully discharge the duties of my office to the best of my knowledge and ability.

ARTICLE X Election of Members

Prospective members shall file an application on a form provided by the Association. The application will be reviewed by the Board of Directors. Upon Board of Directors granting member status, the candidate must be sworn in by the President. No candidate for membership may advertise as a member of MSAA, or use the logo thereof, or be permitted to vote, or enjoy any such privileges of membership in the Association until he or she has been sworn in.

ARTICLE XI Initiation of Members

The following affirmation shall be required of each person becoming a member: "I (Name) do hereby solemnly promise that I will faithfully conform to all Bylaws, Rules, Regulations, the Code of Ethics and accept the decision of committees as set forth by the Massachusetts Auctioneer's Association, Inc."

ARTICLE XII Dues, Assessments and Responsibilities

Section 1.

Association membership dues shall be determined annually by a majority vote of the Board of Directors.

Section 2.

Where necessary, in the opinion of a majority of members present at any annual or special meeting of the Association called for that purpose, for the payment of any existing deficit, there may be levied an assessment in addition to annual dues, to be paid by each Association member, provided, however, that such assessment may not be levied more than once in any year and shall not exceed an amount equal to the annual dues fixed for such year.

In the event of grave emergency, the Board of Directors upon unanimous vote, by signed order, may levy an assessment to be paid by each Association member, for the payment and discharge of any bona fide indebtedness, loss incurred, or for the payment of any judgment or decree rendered against the Association, provided, however, that no more than an amount equal to the annual dues shall be levied as such assessment during any year. The vote of the Board of Directors on the question of levying an assessment may be taken by mailed ballot prepared by the Secretary

Section 3.

Yearly dues are payable annually in advance. The Secretary shall send notice of dues by November 15th and said dues are payable by December 31st. Failure to pay dues by February

1st shall trigger a late payment charge to be determined annually by the Board of Directors. Failure to pay dues by March 1 shall automatically terminate membership in the Association. Anyone terminated for failure to pay dues by March 1 must re-apply for membership in the same manner as any other non-member and pay all outstanding dues and charges.

Section 4.

The Board of Directors shall adopt standing rules, or policies and procedures, for establishing the proper use of the Association logo and any other symbol or reference to the Association.

ARTICLE XIII Membership Conduct

Section 1. Prohibited Conduct

The following conduct is prohibited for members of the Massachusetts Auctioneers Association:

- (a) Violations of the MSAA Code of Ethics.
- (b) Use of MSAA affiliation for the purpose of promoting schemes, ideas or objects that are detrimental to the Association.
- (c) Conduct unbecoming a member or inimical to the Association.
- (d) Submitting false information on an application for membership or on a dues statement.

Conduct that is prohibited shall be cause for disciplinary action or expulsion from the membership in accordance with the procedure set forth in Section 2 of this Article.

Section 2. Procedure for Disciplining or Expelling a Member

A member may be disciplined or expelled by a two-thirds (2/3) vote of the Board of Directors after compliance with the due process procedures, specifically notice and hearing, and upon a showing of just cause. The Board of Directors shall establish by Standing Rules the procedures to be followed to ensure protection of such members' due process rights. An expelled member may reapply for membership no earlier than one (1) year after the date of such expulsion, in accordance with the provision of Article III.

Section 3. Grievances

The Board of Directors shall establish policies and procedures for establishing a Grievance Committee and, the manner in which grievance matters shall be addressed and/or resolved.

Section 4. Code of Ethics

The Board of Directors shall establish policies and procedures for establishing a Code of Ethics and, the manner in which charges for a violation the Code of Ethics shall be addressed and/or resolved.

ARTICLE XIV Rules of Order

Business shall be conducted in accordance with Roberts Rules of Order unless otherwise required by these Bylaws.

ARTICLE XV Indemnification

The Massachusetts Auctioneers Association shall indemnify any and all persons who may serve or have served at any time as officers or directors, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them are made parties, or a party, or which may be asserted against them or any of them, by reason of being, or having been, an officer or director of this Association, except in relation to matters as to which any such officer or director, or former officer or director, shall be adjudged in any action, suit or proceeding to be liable for his or her own acts and omissions arising out of his or her willful misfeasance. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw agreement, or otherwise.

ARTICLE XVI Dissolution

In the event of the dissolution of the Massachusetts Auctioneers Association, after all liabilities and responsibilities have been met, its assets shall be distributed for one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1954, as from time to time amended and in accordance with laws of the Commonwealth of Massachusetts. The Board of Directors shall determine the distribution.