

BY-LAWS
PROFESSIONAL BAIL AGENTS ASSOCIATION OF MISSISSIPPI, INC.
D/B/A MISSISSIPPI BAIL AGENTS ASSOCIATION

ARTICLE I

NAME, LOCATION AND PURPOSE

SECTION 1.

The name of this corporation shall be: Professional Bail Agents Association of Mississippi, Inc. The corporation shall "do business as" Mississippi Bail Agents Association.

SECTION 2.

The Principal office of this corporation shall be located in the Metro-Jackson area within the State of Mississippi.

SECTION 3.

Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

SECTION 4.

The purposes of the corporation are:

- A. To promote professionalism among bail agents in Mississippi.
- B. To provide education and training to members, non-members, and the general public.
- C. To promote cooperation between the bonding industry and the criminal justice system.
- D. To develop and disseminate information in furthering professionalism throughout Mississippi.
- E. To encourage adherence of all Bail Agents to the highest standards of conduct.

SECTION 5.

All requires notices shall be made by website and either e-mail, newsletter, regular mail or fax.

ARTICLE II

MEMBERSHIP

SECTION 1. Qualifications

Membership in the Association shall be restricted to those persons or businesses associated with the bail bonding industry who express a desire to help promote professionalism within the industry and who are approved by a majority of the Board of Directors.

SECTION 2. Procedures

Any applicant who desires to make application for membership shall do so by submitting a request to the President or Secretary of the Association. Any such application must be submitted with the Officer so designated at least thirty (30) days prior to the Board of Directors approval of admission to the Association.

SECTION 3. Annual Meeting.

The annual meeting of the members of the Association shall be held at the principal office of the Association or such other places as may be designated by the Directors, during the second week of July of each year, unless changed by the Board of Directors. Notification to the membership of the purpose, location and time of such meeting must be sent, per Article I, Section 5, thirty (30) days prior to the meeting.

SECTION 4. Regular Meeting.

Regular meetings of the members of the Association shall be held at the principal office of the Association or such other place as may be designated by the Directors, during the Second week of the months of January and October of each year, unless changed by the Board of Directors. Notification to the membership of the purpose, location and time of such meeting shall be sent, per Article I, Section 5, thirty (30) days prior to the meeting.

SECTION 5. Special Meetings.

Special meetings of the members of the Association may be called by resolution of the Board of Directors or by a call signed by a majority of the members of the Association; or by a call of the President of the Association; and notice thereof shall be given at least seventy-two (72) hours before the time for holding such a special meeting to the membership by mail. Notice of any meeting of the members will not be required to be given to any member who shall attend such meeting in person or who shall waive notice in writing either before, at, or after such meeting. Except as otherwise required by law, notice of any adjourned meeting shall not be required to be given any member who shall attend such meeting in person, or who shall waive notice in writing either before, at or after such meeting.

SECTION 6. Quorum.

The presence of ten percent (10%) of the voting membership shall be necessary to constitute a quorum of the members at any meeting; in case there be no quorum present on the day fixed for a meeting, the members present may adjourn the meeting from time to time until a quorum is obtained, or may adjourn said meeting "sine die". At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

SECTION 7. Voting.

Only those persons or business licensed to post bail in Mississippi who are current dues paying members shall be eligible to vote. It is the intent of these By-Laws that dues may be brought up to date at or prior to any meeting of the Association in order to exercise voting privileges. Any member who has not paid dues during the last calendar year shall not be eligible to become current with their dues and shall be removed from the active membership of the Association; however, they may make new application for membership to the Board of Directors as previously noted. It is also the intent of these By-Laws that each individual member or business member shall have only one (1) vote and that person or alternate person designated to vote shall be noted on

the membership application. All voting members must be present to vote.

SECTION 8. Officers of Meetings.

The President, if present, shall preside at all meetings of the members. In his absence, the next officer in due order who may be present shall preside; for the purpose of these By-Laws, the due order of the officers shall be as follows: President, Executive Vice President, Three (3) Regional Vice Presidents, Secretary, Treasurer. The Secretary of the Association shall act as Secretary of the meetings and shall keep a faithful record of all proceedings of the meetings.

ARTICLE III

DIRECTORS

SECTION 1. Number and Authority.

A Board of Twenty-One (21) Directors shall be elected, who shall have entire charge of property, interests, business and transactions of the Association with the full power and authority to manage and conduct the same. The Board of Directors shall have eight (8) Executive Officers, one (1) Chairman and twelve (12) District Directors.

SECTION 2. Annual Meeting.

The annual meeting of the Board of Directors of the Association shall be held at the principal office of the Association or such other place as may be designated by the Directors, during the second week in July of each year, unless changed by the Board of Directors of the Association. Notice of such meeting must be sent, per Article I, Section 5, thirty (30) days prior to the meeting.

SECTION 3. Regular Meeting.

Regular meetings of the Board of Directors shall be held during the second week of each month at the principal office of the Association or at such other times and places as may be designated by the Board of Directors.

SECTION 4. Special Meetings.

Special meetings of the Board of Directors may be held at the time or place upon call of the President, either oral or written; or by a call signed by a majority of the Directors. Written notice thereof shall be given at least seventy-two (72) hours in advance by confirmed telefax or confirmed electronic mail to each member of the Board.

SECTION 5. Telephone Conferencing.

Telephone Conferencing. Emergency or Special Board meetings may be held via telephone conferencing. Votes shall be confirmed by electronic facsimile signed by the individual Board of Directors member and received by the Secretary or his or her designee within four hours of the telephone conference.

SECTION 6. Officers.

The President shall govern the Board of Directors and other officers as provided elsewhere in the By-Laws.

SECTION 7. Election of Chairman and Secretary.

The Chairman of the Board of Directors shall be the most previous past President of the Association, and the Secretary shall be the Secretary of the Association.

SECTION 8. Duties of Chairman.

The Chairman shall possess the vote on the Board of Directors to break a tie and shall not vote otherwise.

SECTION 9. Salary.

No Salary shall be paid to the Directors or Officers of the Association.

SECTION 10. Quorum.

At any meetings of the Board of Directors, a majority consisting of fifty percent (50%) plus one, of the members of the Board shall be necessary to constitute a Quorum, but the members may at a meeting called for that purpose, determine, affix, or change the number of Directors necessary to constitute a quorum.

SECTION 11. Removal.

Any Director may be removed from office with or without cause by the affirmative vote of two-thirds (2/3rds) of the Directors present at any meeting. Removal action may be taken at any meeting of the Board of Directors with respect to which notice of such purpose has been given, and a removed Director's successor may be elected at that same time and at the same meeting to serve the unexpired term of the Director removed.

SECTION 12. Absences.

Unexcused absences from two Board meetings, annually, including special and emergency meetings shall constitute a resignation. The President shall notify the absent member and may replace him or her with nomination from the President, presented for Board approval, at the next meeting of the Board. An absence from the Board must be excused at the next regular meeting after the occurrence or the absence shall be unexcused.

SECTION 13. Election of Directors.

Each Director shall hold office for two years. For the term beginning July 2002, the first two Director positions from each district shall serve a term of three years and after that shall serve a term of two years, or until his successor shall be elected by an individual vote; no cumulative voting for more than one director at a time shall be allowed. Four (4) Directors shall be elected from each of three districts in the state by the membership at large. The Districts shall be as follows:

NORTHERN DISTRICT: any member whose address as it appears on their State License is North of U. S. Highway 82 shall be considered from the North District.

CENTRAL DISTRICT: any member whose address as it appears on their State License is South of U. S. Highway 82 and North of U. S. Highway 84 shall be considered from the Central District.

SOUTHERN DISTRICT: any member whose address as it appears on their State License is South of U. S. Highway 84 shall be considered from the Southern District.

If there is no member qualified to hold office in any one of the individual districts, the membership may elect additional directors at large to fill the vacancy.

No nomination for the position of Director of the Association shall be accepted unless nominated by a current member of the Association.

The first call for nominations shall be at the regular Board Meeting in May, with the second call at the regular meeting in June, and the last call for nominations shall be from the floor at the annual membership meeting in July.

SECTION 14. Qualification of Board Members.

Members of the Board of Directors and Officers must be over the age of 21 and have accepted their nomination to serve on the Board. The member must qualify under Article II, Section 7 and be a paid voting member in good standing prior to their nomination. No member shall be eligible to be an officer or director until they have been a voting member for twelve consecutive months immediately preceding the first call for nomination. Salaried employees of the Association may not serve on the Board of Directors.

Each member elected, or appointed to the Board of Directors, shall attend a mandatory orientation meeting on the subject of serving as an officer or director. The time, place, instruction and content of such meeting shall be determined and approved by the Education Committee.

Each member must attend four (4) meetings during the year proceeding the first call for nominations *** to qualify for nomination. There shall be no more than two (2) members from one surety to hold office. There shall be no more than two members from the same family, extended to the third affinity, or that family's agents to hold office at the same time.

SECTION 15. Director Conduct.

No Officer or member of the Board of Directors shall use his or her office to promote their personal business interests.

ARTICLE IV

OFFICERS

SECTION 1. Officers Designated.

The Officers of this Association shall be President, Executive Vice President, and three (3) District Vice Presidents, with one being elected from each of the State Districts, Secretary, Treasurer and Sergeant at Arms. The election of officers shall be held prior to the election of Directors, by the members of the Association in

attendance deemed eligible to vote by the current membership list. No cumulative voting for more than one officer at a time shall be allowed. No nomination for the position of Officer of the Association shall be accepted unless nominated by a current voting member of the Association in attendance.. These officers shall be the executive Officers of the Association and the Board of Directors. These officers shall be elected bi-annually by a majority vote of the association members and shall hold office for the term of two years. For the term beginning July 2002, the three district vice presidents shall serve a term of three years and after that shall serve a term of two years; until their respective successors are duly elected and qualified. These officers shall have one (1) vote each on the Board of Directors. There shall be no compensation of the officers except for Association related expenses. Any officer may be removed from office, either with or without cause, at any time by the affirmative vote of the majority of the members present at any meeting. The Board of Directors may fill a vacancy in any office arising from any cause for the unexpired portion of the term.

SECTION 2. Duties of President.

The President shall preside at all meetings of the Association and shall have general charge of and control over the affairs of the Association, subject to the Board of Directors. The President may purchase for the Association any tangible asset having a cost not exceeding Five Hundred Dollars (\$500.00).

SECTION 3. Duties of Executive and District Vice-Presidents.

The Vice Presidents shall perform such duties as may be assigned to them by the President or Board of Directors. In case of the death, disability, or absence of the President, the Executive Vice President, who may be present shall perform and be vested with all of the duties of the President.

SECTION 4. Duties of Secretary.

The Secretary shall keep a record of the minutes of the proceedings of meetings of members and of Directors, and shall give notice as required in these By-Laws of all meetings. The Secretary shall have custody and charge of all non-financial books, papers and records of the Association except such as by resolution shall be given to the President of the Association.

SECTION 5. Duties of Treasurer.

The Treasurer shall keep accounts of all money of the Association received or disbursed, make such reports and shall deposit all money and valuables in the name of and to the credit of the Association in such banks and depositories as the Board of Directors shall designate. The Treasurer shall also be responsible for the billing and collection of all dues and assessments.

SECTION 6. Duties of Sergeant at Arms.

The Sergeant at Arms shall be responsible for holding order and seeing that any and all meetings are operated under the guidelines of Roberts Rules of Order.

SECTION 7. Qualification of Officer.

No member shall be eligible to be an officer unless they have served one full term on the Board of Directors.

ARTICLE V

MISCELLANEOUS

SECTION 1. Funds of the Association.

All monies of this Association, or under its charge, deposited in any bank or other place of deposit shall be deposited to the credit of the Association in its corporate name. Checks withdrawing funds of the Association from the bank deposits shall be made by two of the four such signature as may be provided by resolution of the Board of Directors. All bonds, notes, and other evidences of indebtedness, mortgages, deeds, and contracts of this Association shall be signed in its name by the President, Executive Vice President, Treasurer and Secretary; and no such instrument shall be valid without being so signed, unless otherwise stated by the Board of Directors.

SECTION 2. Duality in Office.

No Officer or Director shall hold more than one office at any time and in order to be nominated for another office than the one presently held, must resign from the office presently held first.

SECTION 3. Vacancies in Office.

In case of the death, disability, resignation or otherwise of one or more of the Officers or Directors, the remaining Directors, although less than a quorum, shall make appointments from the membership to fill the vacancies for the unexpired term.

SECTION 4. Amendment.

These By-Laws may be changed, amended, or revised by the Board of Directors at any meeting of the Board of Directors by the affirmative vote of two-thirds majority, provided that they are then ratified by a two-thirds majority vote of the members present at the annual meeting. Prior written notice of intent to change these Bylaws shall be sent, per Article I, Section 5, to each Association Voting Member at least thirty (30) days prior to such Board of Directors meeting and a second notice shall be sent, per Article I, Section 5, to each Association Voting Member at least thirty (30) days prior to the annual meeting.

SECTION 5. Committees.

Advisory functions may be delegated to various committees to be established from time to time as the President or Board of Directors shall designate.

SECTION 6. Code of Ethics.

The Board of Directors may adopt a Code of Ethics and procedures for handling grievance. These shall be binding on all members and may provide for expulsion from the membership in this Association. Copies of a proposed Code of Ethics or changes therein must be mailed to the members at least thirty (30) days prior to a regular meeting of the Board of Directors when such items will be considered.

SECTION 7. Dress Code.

All attendees to any meeting of the association must wear business casual attire, at a minimum. No tank tops, no shorts nor any other apparel deemed inappropriate by the Sergeant-at-Arms. Dress code will be enforced at all meetings.

SECTION 8. Finances and Dues.

The Board shall establish a budget and present it to the membership for approval at the July regular meeting each year. Dues shall be assessed as follows:

Individual Voting Member. The Board of Directors shall set the annual dues for an individual member. Such dues shall entitle the individual to membership and shall allow the member one (1) vote.

Insurance Company Membership. The Board of Directors at five (5) times that of an individual voting membership shall set the annual dues for an insurance company member. Such dues shall entitle the insurance company to name one individual as his representative and shall allow that representative one (1) vote.

Dues shall be due and payable on July 1, of each year, with the fiscal year of the Association beginning July 1 of one year and ending June 30 of the next year. New members joining after January 1 of each year which have not been members of the Association for any part of the last three (3) calendar years, may prorate their initial dues in proportion to the number of months remaining in the Association fiscal year, ending June 30 of each year. After the first year, the non-discounted and non-prorated membership dues schedule listed above will be in effect.

Only those members who are current with their dues through the appropriate time period shall be eligible to vote. It is the intent of the By-Laws to allow for the payment of dues at, or prior to, any meeting of the Association so that the member may then exercise their voting privilege. Any member whose dues are more than one year past due shall be removed from active membership and must reapply to the Board of Directors for new membership.

SECTION 9. Life Members.

Unless and until otherwise determined by resolution of the Board of Directors, the Board may admit not more than Twenty (20) individual as life members of the Association. Life Members shall be those individuals who, in the opinion and best judgment of the Board of Directors, have made a substantial contribution toward the advancement of the goals, purposes, or operations of the Association, and having been a member for at least two (2) years. Upon admission to the Association as a Life Member, notwithstanding any provision of these By-Laws to the contrary, no annual dues or other assessments shall be required of any Life Member. Life Members shall be entitled to one vote.

SECTION 10. Membership Not Transferable.

No member may, by intervivos transfer, pursuant to the will of any member, pursuant to the laws of intestate succession or otherwise, transfer his membership in the Association or any interest therein.

SECTION 11. Oath of Office.

Each Officer and Director duly elected or appointed shall affirm the following oath of office both verbally and in writing:

I, Officer or Director's Name, as an elected official of the Professional Bail Agents Association of Mississippi do solemnly swear to uphold the By-Laws of this Association and to perform all duties of my position to the best of my ability.

To conduct myself in a professional manner at all times as to project a positive image of all the Bail Agents whom I represent.

To abide by all majority decisions of the Board of Directors and to publicly support the same for as long as I serve as an Officer or Director of the Association.

The Chairman of the Board of Directors shall issue the oath to the Secretary of the Association and upon completion the Secretary shall issue the oath to the President. The Secretary shall then issue the oath to all other Officers and Directors.

SECTION 12. Associate Members.

Any individual licensed by the state of Mississippi to solicit bail or to enforce bail, shall by virtue of that license be an associate member of this association. This shall be a non-voting membership. Any individual or company associated with the Bail Bonding Industry who expresses a desire to help promote professionalism within our industry may apply to the Board of Directors for a voting membership. The Board of Directors shall set the annual dues for an associate member. This shall be a non-voting membership.

SECTION 13. Parliamentary Authority.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.

Approved by the General Membership in the City of Jackson, Hinds County, Mississippi on the 9th Day of December 1992.

Amended by the Board of Directors this the 21st Day of January 1993.

Amended by the Board of Directors this the 12th Day of May 1993.

Amended by the Board of Directors this the 8th Day of September 1993.

Amended by the Board of Directors this the 14th Day of September 1994.

Amended by the Board of Directors this the 8th Day of May 1996.

Revised by the Board of Directors this the 8th Day of May 1996.

Amended by the Board of Directors this the 22nd Day of January 1997.

Amended by the Board of Directors this the 23rd Day of January 1997.

Amended by the Board of Directors this the 9th Day of August 1999.

Ratified by the General Membership this the 9th Day of November 1999

Amended by the Board of Directors this the 12th Day of June 2002.

Ratified by the General Membership this the 11th Day of July 2002.

Amended by the Board of Directors this the 11th Day of October 2005.

Ratified by the General Membership this the 12th Day of October 2005.

Amended by the Board of Directors this the 11th Day of June 2008.
Ratified by the General Membership this the 8th Day of July 2008.
Amended by the Board of Directors this the 10th Day of May 2011
Ratified by the General Membership this the 12th Day of July 2011.