



Mormon Social Science Association

A Utah Non-profit Corporation

BYLAWS

ARTICLE I

NAME

1.1 Name

The name of this corporation shall be the Mormon Social Science Association. The business of the corporation may be conducted as the Mormon Social Science Association or the MSSA.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

The Mormon Social Science Association (MSSA) is a non-profit corporation and shall be operated exclusively for educational, scholarly, and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The MSSA exists for the purpose of promoting and sharing the scholarly study and appreciation of Mormon religion, society, culture, history, and consequential interactions with the larger world. Any person with an interest in the study of the social, cultural, or religious life of Mormons is eligible to join. MSSA provides contact and association among researchers and educators working in both academic and applied settings. It is interdisciplinary and international in scope and purpose. The Association participates in the annual joint meeting of the Society for the Scientific Study of Religion (SSSR) and the Religious Research Association (RRA), and may also sponsor independent meetings, seminars, or conferences on a wide variety of topics related to Mormon Studies in general. MSSA also maintains a website and twitter feed for posting information about people and events relevant to the scholarly mission of the Association.

2.02 Powers

The MSSA corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the scholarly, cultural, and educational purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. The MSSA is a Utah non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the MSSA, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the MSSA hereunder shall be selected by the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the MSSA, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Utah. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose which, at least generally, includes a purpose similar to the MSSA, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Utah to be added to the general fund.

ARTICLE III

MEMBERSHIP

3.01 Membership Eligibility

Any person with a scholarly interest in the study of the social, cultural, or religious life of Mormons shall be eligible for membership in the MSSA.

3.02 Membership Rights

With a single exception, the rights and privileges of all members shall be the same, including the right to vote for MSSA officers. To be nominated for and elected to office, however, one must be twenty-one years of age or older.

3.03 Member Dues

The membership year shall coincide with the calendar year. Upon payment of the annual dues, a person becomes a member of the MSSA. The amount of the dues paid for membership by individuals, institutions, and students shall be determined at the MSSA's annual business meeting by vote of the Board of Directors. Notice of dues shall be sent biannually by email. The first dues notice shall be sent on or before September 1. A second dues notice shall be sent on or before April 1. Dues shall be payable in advance of January 1 for the ensuing calendar year. Advance payment of dues shall be limited to a maximum of three years. Upon failure to pay annual dues by December 31, the privileges of membership in the MSSA shall be suspended, and membership shall be terminated on December 31 of the following year. Full privileges of membership shall be reinstated upon payment of dues for the current calendar year.

3.04 Non-Voting Affiliates

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals or other organizations that seek to support the mission of the MSSA. The Board shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the MSSA website. Affiliates have no voting rights, and are not members of the corporation.

ARTICLE IV

OFFICERS AND BOARD OF DIRECTORS

4.01 Officers

The officers of the MSSA shall be a President, President-elect, Past President, Secretary/Treasurer, Communications Director, and a minimum of two Directors-at-Large.

4.02 Board of Directors

The Board of Directors shall consist of the all the officers named in section 4.01.

4.03 Board Meetings

The Board of Directors shall meet at least once a year, normally at the time of the annual meeting. Additional meetings shall be held as appropriate. Business of the Board may also be conducted by correspondence or other communications media appropriate to the tasks involved. A minimum of four board members, which must include the President and Secretary/Treasurer, shall constitute a quorum for voting purposes.

4.04 Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the MSSA shall be managed under the direction of the Board, except as otherwise provided by law.

ARTICLE V **NOMINATIONS AND ELECTIONS**

5.01 Qualifications for Nomination

All persons standing for election shall be twenty-one years of age or older; shall have been members of the MSSA for at least one year; and shall maintain their membership throughout their term of office.

5.02 Nominations

Nominations for officers and directors shall be made at the annual meeting held in even-numbered years, as in 2020, 2022, etc. Each slate of nominations shall include one or more names for each position.

5.03 Balloting

On the ballot, provision shall be made for a write-in vote for each position. Elections shall be electronic or by mail ballot sent by the Secretary/Treasurer to all MSSA members. Ballots shall be sent to the members by April 1. To be counted, ballots must be returned to the Secretary/Treasurer not less than thirty days prior to the annual meeting. Candidates receiving the highest number of votes for each office to be filled shall be declared elected. In the case of a tie vote for any office, the Board of Directors shall break the tie by such means as it shall deem appropriate.

ARTICLE VI

OFFICERS AND TERMS OF OFFICE

6.01 Terms of Office

The term of office shall begin upon adjournment of the annual meeting held in odd-numbered years, as in 2021, 2023, etc.

(a) President-Elect. The President-Elect shall be elected in odd numbered years, for a two-year term. After serving as President-Elect for two years, this person shall succeed to the office of President for a two-year term and subsequently to the office of Past President for a two-year term. The President-elect may not be elected to two consecutive terms in the same office, but persons appointed to complete an unexpired term of office may be elected to a full term immediately upon their completion of the partial term.

(b) Secretary/Treasurer. The Secretary/Treasurer shall be elected for a two-year term in odd numbered years. The Secretary/Treasurer may serve an unlimited number of consecutive terms.

(c) Communications Director. The Communications Director shall be elected in odd numbered years, for a two year term. The Communications Director may serve an unlimited number of terms.

(c) Directors-at-Large. Two Directors-at-Large shall be elected in odd-numbered years for a two-year term. Directors-at-Large may be elected for a second consecutive term, but not for a third. The number of Directors-at-Large may be increased by nominations of the Board and a majority vote by MSSA members.

6.02 Vacancies

Vacancies of unexpired terms shall be filled by appointment by the Board of Directors. Positions for which no nominations are received shall also be filled by appointment by the Board, subject to confirmation by the membership at the next annual meeting.

6.03 Duties

(a) President. In general, the President shall symbolize the MSSA's commitment to the study of Mormon life, shall oversee the implementation of the Association's goals, and shall provide leadership to strengthen the Association. In particular, the president's duties shall include, but not be limited to the following: presiding at all annual and Board meetings; arranging all Board meetings; coordinating the annual meeting with the Society for the Scientific Study of Religion; conducting the MSSA's biennial election; acting as a liaison with other professional associations and societies; and presenting a report of MSSA activities at the annual meeting.

(b) Past President. The Past President shall serve as Acting President in order to perform any functions assigned to the office of President that the President is unable to perform. In the event the Past President is unable to execute these duties, they shall devolve upon the President-Elect.

(c) President-Elect. The President-Elect shall serve as Acting President in order to perform any functions assigned to the office of President that the President or Past president are unable to perform. The President-Elect may also carry out ad hoc assignments as authorized by the President or Past President in the President's stead.

(d) The Secretary/Treasurer. The Secretary/Treasurer's duties shall include, but not be limited to, the following: taking and maintaining the official minutes of all annual and Board meetings; exercising general oversight responsibility for the MSSA's financial policies and practices; collecting all revenues; paying all bills; keeping an accurate record of all income and expenditures; and preparing an annual financial report. In the absence of the President, the Past President, and President-Elect, it shall be the duty of the Secretary/Treasurer to call the board or annual meeting to order and conduct an election of a chairperson to conduct the meeting.

(e) The Communications Director. The Communications Director's duties shall include, but not be limited to, the following: maintaining and updating MSSA's social media accounts (e.g., Twitter, Instagram, Facebook, etc.); cultivating media relations and advertising all MSSA events and activities; coordinating communication and advertising needs with Board members who may be assigned to chair MSSA committees in such areas as conference planning, publications, membership recruitment, and fundraising.

(f) Directors-at Large. The duties of Directors-at Large shall include, but not be limited to, the following: Serving as voting members of the Board of Trustees; serving as chairs of such standing committees as may be identified in the Bylaws, and also of any temporary committees of the Association as requested by the President.

(g) Board of Directors. The duties of the board of directors shall include, but not be limited to, the following: exercising overall responsibility for the development of MSSA policies; establishing the amount of the annual dues; guiding MSSA activities between its annual meetings; reviewing the annual financial report; providing for periodic audits of financial records; selecting someone to present the biennial Glenn M. Vernon Lecture; and appointing such ad hoc committees as necessary for promoting the goals of the Association.

ARTICLE VII

FINANCE AND FUNDING

7.01 Fiscal Year

The fiscal year shall be from 1 January to 31 December.

7.02 Fund Raising

MSSA revenue from annual member dues may be supplemented through voluntary donations solicited from either members or nonmembers and/or through other fundraising activities approved by the Board.

7.03 Armand Mauss Founders' Fund

The Secretary/Treasurer shall deposit MSSA revenues into a general fund, designated as the Armand Mauss Founders' Fund. This general fund shall service any other funds the Board sees fit to establish, and shall also service the honorarium costs of the Vernon Lecture.

7.04 The Vernon Lecture

The Vernon Lecture shall be delivered once every two years at the MSSA's annual meeting. The Board shall vote to select a qualified person to present the lecture on a topic relevant to the social scientific study of Mormonism and shall also determine the amount of the honorarium to be awarded for the lecture.

7.05 Special Purpose Funds

Funds for special purposes consistent with supporting the educational and scholarly goals of the MSSA may be requested by Association members or officers (such as costs incurred by any Association sponsored publications). If such requests are in the amount of three hundred dollars or less, they may be granted by the approval of the President and Secretary/Treasurer. If such requests exceed three hundred dollars, they may only be granted by a two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors.

7.06 Accountability

A permanent electronic record will be made and maintained by the Secretary/Treasurer of all MSSA revenue sources and expenditures, including member dues and donations, as well as funding requests and their designated purposes and allocation. This record will be the basis for making annual financial reports to the Internal Revenue Office and for any public audits that may be required by law.

7.07 Compensation of Board Members

MSSA officers and directors shall receive no financial compensation for carrying out their normal duties as members of the Board. Board members are expected to pay their own expenses incurred in traveling to and attending conferences or other MSSA meetings.

ARTICLE VIII **COMMITTEES**

8.01 Standing Committees

The standing committees of the MSSA shall be:

(a) The Conference and Publications Committee. The Conference and Publications Committee shall be co-chaired by the President and President Elect, with the charge of planning and overseeing all MSSA sponsored conferences and publications.

(b) The Membership Committee. The Membership Committee shall be co-chaired by two Directors-at Large, designated by the MSSA President, with the charge of developing and implementing plans for recruiting and retaining new members.

(c) The Fund Raising Committee. The Fund Raising Committee shall be chaired by the Secretary/Treasurer with the charge of developing and implementing annual fundraising strategies for the Armand Mauss Founders' Fund, and with managing any other MSSA designated Association funds.

8.02 Ad Hoc Committees.

Ad Hoc Committees may be designated and given their charge by the MSSA President in consultation with the President-Elect and Secretary/Treasurer.

8.03 Committee Functioning

Committee chairs are at liberty to function as a committees of one, or as a committee of two (in the case of standing committees with co-chairs), or recruit additional members to assist them as needed. Committee members must be MSSA members but need not be officers or Board members. Committee chairs shall submit any action proposals to the Board of Directors for approval and shall also report annually to the Board at the MSSA annual business meeting on the results of their efforts

ARTICLE IX CONTRACTS, CHECKS, AND LOANS.

9.01 Contracts and Other Writings

Except as otherwise provided by resolution of the Board or Board policy, all MSSA contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Secretary/Treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

As a non-profit corporation incorporated in the State of Utah, the MSSA shall also delegate and maintain as its agent a resident of the state of Utah, who is authorized to represent the corporation in all legal matters pertaining to the requirements of state and federal law.

9.02 Checks, Drafts

All MSSA checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

9.03 Deposits

All MSSA funds not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

9.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in MSSA's name unless authorized by a two-thirds ($\frac{2}{3}$) majority vote of the Board.

ARTICLE X MISCELLANEOUS

10.01 Nondiscrimination Policy

All eligible persons shall be admitted as MSSA members on a nondiscriminatory basis without regard to their gender, sexual orientation, race, ancestry, national origin, religion, or physical disability. However, only members who are age twenty-one or older are permitted to be nominated for or run for office.

10.02 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect MSSA's interest as a non-profit corporation when it is contemplating any transaction or arrangement which might financially benefit any officer, director, member, or committee member with Board-delegated powers.

10.03 Books and Records

The MSSA shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors and a record of all actions taken by its standing committees and ad hoc committees commissioned by the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

10.04 Removal of Officers and Directors

An MSSA officer or director may be removed by a two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors then in office, if:

- (a)** She/he is absent and unexcused from two or more meetings of the Board of Directors in a twelve-month period, or
- (b)** He/she is charged with financial malfeasance that would cause MSSA to lose its 501(c)(3) nonprofit status may be removed by a two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors then in office.

(c) She/he is charged with misconduct of such a nature that it would impugn the good name and reputation of the MSSA.

(d) The President is empowered to excuse Board members from attendance for reasons deemed adequate by the President. The President shall not have the power to excuse herself/himself from Board meeting attendance and in that case, the Past President shall excuse the President.

(e) Before any meeting of the Board at which a vote on removal is to be made, the officer or director in question must be given electronic or written notification at least thirty days in advance of the board's intention to discuss his/her case, and will be given the opportunity to be heard at the Board's meeting.

10.05 Informal Action By The Board of Directors

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent setting forth the action so taken is agreed to by the consensus of a quorum of the Board. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

10.06 Bylaw Amendment

MSSA bylaws may be amended, altered, repealed, or restated when submitted in writing to the Board and approved by a majority vote of the Board, provided, however, that

(a) No amendment shall be made to the bylaws which would cause MSSA to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and that

(b) All amendments or alterations are consistent with the MSSA's Articles of Incorporation.

10.07 Articles of Incorporation Amendment

Any amendment to the MSSA Articles of Incorporation may be adopted by a two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of the Mormon Social Science Association (MSSA) were approved by the MSSA Board of Directors on August 3, 2018 and constitute a complete copy of the Bylaws of the corporation.

Ryan T. Cragun, Secretary/Treasurer
Date: 8/3/2018