

MISSOURI ASSOCIATION OF COSMETOLOGY SCHOOLS

CONSTITUTION AND BY-LAWS

ARTICLE 1 – NAME OF ASSOCIATION

SECTION 1 – TITLE.

The organization shall be known as the Missouri Association of Cosmetology Schools, Inc.

SECTION 1 – BASIC AIMS.

- a) The Missouri Association of Cosmetology Schools, Inc. is a non-profit organization of privately owned cosmetology schools whose basic aims are to conduct:
- b) A YEAR ROUND STUDENT RECRUITMENT PROGRAM to keep cosmetology school enrollment at a high level.
- c) A LEGISLATIVE PROGRAM to promote beneficial legislation for the entire beauty industry and prevent harmful legislation.
- d) AN EDUCATIONAL PROGRAM to keep members informed of the latest developments in the teaching and practice of Cosmetology. For this purpose, an annual seminar will be held.
- e) A PROTECTIVE PROGRAM to inform, guide, assist, and organize ways and means for the protection of member schools.
- f) A CO-OPERATIVE PROGRAM to co-operate with various organizations, representing the various segments of the industry and to promote the best interests of the cosmetology industry.
- g) A TEACHERS ORGANIZATION under its own leadership for the betterment of cosmetology education, and to present educational programs for all meetings and seminars of this organization.
- h) A RIGHTFUL DEFENSE or if necessary have the right to sue as a representative of this membership, or any group thereof in suits where a representative may appear for a class of persons similarly situated and wherein there is a common question of law or fact or both affecting the rights of these persons and common relief sought.
- i) The activities of this organization shall be neither sectarian nor partisan nor shall it be pecuniary profit earning organization.

SECTION 1 – Eligibility. Any firm or corporation teaching cosmetology, subscribing to the aims of the Association and complying with the Association's Code of Ethical Practices shall be eligible for membership. An Associate Member is any firm or corporation that is among the family of businesses that support cosmetology education.

SECTION 2 – Admission. Upon application, the Board of Directors by majority vote shall recommend or reject a membership to the membership body. Acceptance of membership shall be governed by a majority vote of the membership.

SECTION 3 – Membership. Membership in this Association shall be open to the Owners or Officers of Private Cosmetology Schools in the State of Missouri, and which are licensed schools by the State Board of Cosmetology. Associate membership shall be open to any firm or corporation that the Board of Directors would consider an industry partner and that has had a history of supporting private cosmetology education.

SECTION 4 – Membership Year. The membership year shall extend from October 1 to September 30. The initiation fee and the annual dues for each member or associate member school shall be \$100.00 annually.

SECTION 5 – Membership Fees and Dues. The Board of Directors can recommend an extra assessment to the membership for special purposes in accordance with the budget required to operate the association. This assessment shall be null and void at the end of the year for which it was requested. The recommendation for a change of the basic membership fee as well as any extra assessment has to be approved by the executive board and the membership be notified in writing at least 30 days prior to the annual meeting of this organization, and shall be approved by majority vote of the membership. A chain of cosmetology schools shall be required to obtain a membership for each of their locations or none of their schools can be admitted for membership.

SECTION 6 – Termination of Membership. Membership shall automatically terminate if the dues provided for in Article III, Section 5, are not paid on or before December 31st of each year.

SECTION 7 – Membership Policies. Membership in the Association shall be governed by the following policies:

- a) For private cosmetology schools, membership shall be held in the name of the school only. If a school is a part of a chain of cosmetology schools, each location is required to file a separate membership application.
- b) Members in good standing are entitled to receive a current membership card, and all other privileges and benefits declared for members, or a member's appointed representative.

ARTICLE IV - MEETINGS

SECTION 1 – Annual Membership Meeting. The annual membership meeting of the Association shall be held in August and shall be known as the annual business meeting for the purpose of election of officers, committee assignments, but is not restricted solely to those activities. The Secretary of the Association shall give notice of meeting or other meeting to each member.

SECTION 2 – Special Meetings. Special meetings may be called by the President or the Board of Directors, either at their own discretion or at the written request of 10% of the members in good standing.

SECTION 3 – Educational Seminar. The Educational Seminar, jointly sponsored by the Missouri Association of Cosmetology Schools, Inc. and the Missouri State Board of Cosmetology shall be held at least annually.

SECTION 4 – Parliamentary Procedure. All questions on parliamentary procedure that occur at meetings shall be settled in order named according to the Constitution and By-Laws of this Association, and the latest edition of Robert's Rules of Order.

ARTICLE V – VOTING AND ELECTION

SECTION 1 – Voting Rights. At an annual meeting of the membership each member school in good standing shall be entitled to one vote only, cast by ballot. A majority vote of the members shall be required for the election of officers and for adoption of any motion or resolution.

SECTION 2 – QUORUM. At any annual or special meeting a quorum shall consist of one third membership members present in order to transact business. A majority of 50% of the voting of the members of the executive board shall constitute a quorum for the transaction of business. In the absence of the President and Vice-Presidents, a quorum may choose a chairman for the meeting. If a quorum not be present a lesser number may adjourn the meeting to a later date.

SECTION 3 – Election Procedures. Election of Officers shall be preceded by a report of the Nominating Committee. Nominations for the office may be made from the floor.

- a) Board of Directors: A member to be nominated or elected to serve as a member of the Association's Board of Directors must have been a member of the Association for at least one year. All officers are also on the Board of Directors.
- b) The officers of this organization shall be President, two Vice-Presidents consisting of one Vice President of Education and one Vice President of Membership, Secretary, and Treasurer.
- c) President: A member must have served one or more years as Vice-President, Treasurer or Secretary to be eligible to be nominated or elected to serve as President of the Association. At each annual membership meeting, the President or the presiding officer of the meeting shall appoint three judges. Their duties shall be to supervise the elections, count the votes and decide all questions concerning the eligibility of voters.

At each annual membership meeting, a complete alphabetical list of all those members entitled to vote at such meeting, certified by the Secretary, shall be furnished.

SECTION 4 – Mail Balloting. The Board of Directors and officers may, on its own initiative or upon request of 10% of the members in good standing submit a question to the members for a mail referendum. The ballot for such a vote shall be accompanied by briefs stating both sides of the question. The question thus presented shall be decided by a majority of the votes received by mail within two weeks after such a submission to the membership.

ARTICLE VI – DUTIES OF OFFICERS

SECTION 1 - The officers of the Association shall be elected by the membership at the Annual business meeting. The officers shall consist of President, two Vice-Presidents, Secretary and Treasurer. Their term of office shall be for two years or until their successors are elected. The President cannot hold office for more than two consecutive terms. The duties of the officers shall be such as are implied by their respective offices, together with such other duties as specified in these By-Laws, or may from time to time be delegated to them by the Board of Directors.

SECTION 2 – President. The President shall administer the affairs of the Association, preside at all its meetings and meetings of the Board of Directors, shall appoint to all committees a chairperson thereof with the approval of the Board of Directors and be an ex-officio member of such appointed committees. The President shall be a signor on the association checking account.

SECTION 3 – Vice Presidents. There will be a Vice President of Education who will chair the Education committee and a Vice President of Membership and both Vice Presidents have the same status. The President will, from time to time, name one of the Vice Presidents to preside in the event of the President's absence, and exercise all of the functions of the President and shall be vested with his powers.

SECTION 4 – Treasurer. The Treasurer shall counter-sign all membership cards and have custody of all financial records of this Association. The Treasurer or the President shall sign all checks for payment of money authorized by the Board of Directors, as well as deposit all monies received by this Association in such banks or other depositories as the executive board shall designate in the name of and to the credit of this Association. The signature of the President and the Secretary on the voucher shall be the Treasurer's warrant for payment. Warrants payable to the President shall be signed by the Secretary and one of the Vice Presidents. All deposits in bank shall be subject to withdrawal by check signed by the Treasurer. The Treasurer shall give bond in such sum and form as the Executive Board shall fix from time to time, but in no event less than \$1000.00 payable to this Association. Such bond shall be safely held by the President or such other person as the Executive Board may determine. The books of the Treasurer shall be closed at the end of each fiscal year and thereupon audited. The Treasurer shall make written report at the annual membership meeting as well as every Executive Board meeting of the Association.

SECTION 5 – Absence. Should any member of the Executive Board absent themselves unreasonably from two consecutive meetings of the Board, without sending a communication to the President or Secretary stating his or her reason therefore, and if the excuse offered by him or her should not be accepted by the members of the Board, his or her office and seat on the Board may be declared vacant, and the members of the Executive Board may proceed to fill the vacancy by a majority, by ballot.

SECTION 6 – Removal of Officers. Any one or more of the members of the Executive Board may be removed for cause at any time, by a vote of the members present, at any special Executive Board meeting called for that purpose. However, no Officer shall be removed unless a sworn statement of the specific charges against him or her, signed by a complaining member, shall have been mailed, by registered post, to the Officer under charges, at his or her last recorded address, at least thirty days before final action is to be taken thereon. Such statement shall be accompanied by a notice of the time when, and the place where the members of the Executive Board are to take action to the premises, provided that the said Officer shall have been given an opportunity to present a defense at the time and place mentioned in such notice.

SECTION 7 – Return of Books and Records. At the expiration of his or her term, each Officer, Director, and Committee Member shall forth with return to the office of the Administration all books, papers, and records which were delivered to him or her during his or her term in office in connection with the performance of his or her duties.

SECTION 8 – Power to Bind this Association. None other than members of the Executive Board of this Association shall at any time have the right or power to act as agent or agents of this Association, in any manner or respect whatever, either contractually or otherwise. Members of the Executive Board shall have the power to bind this Association only to the extent that they may be expressly authorized to do so by this Association.

SECTION 9 – Restrictions. Neither members of the Executive Board, nor committee members of this Association shall have any power or right to issue, make or circulate, nor to do any act or thing whatsoever involving the issuance, making or circulation of any endorsement, in behalf of this Association, or any product instrument, machine, device or method, either directly or indirectly, or to use or to allow the use of his or her name, directly or indirectly, in his or her official capacity as a member, Officer or Committee Member of the Association in the endorsement of any product, instrument, machine, device or method. No such endorsement shall be granted in the name of this Association unless the consent of a majority of the members of this Association, at a duly held meeting, is first obtained, authorizing such endorsement.

SECTION 10 – Ex-Official. The immediate Past President of this Association shall be entitled to vote at all meetings of the Executive Board and his or her attendance shall be counted in computing a quorum.

ARTICLE VII – TERMINATION, WITHDRAWAL, SUSPENSION AND EXPUSION OF MEMBERS

SECTION 1 – Delinquent Memberships. Memberships shall automatically terminate if the dues provided for in Article III, Section 5 are not paid.

SECTION 2 – Withdrawal of Membership. Members of this Association may withdraw as such from this Association by giving thirty days written notice to the Secretary of this Association, providing such member has paid the current annual dues or assessments.

SECTION 3 – Code of Ethics, Disciplinary Committee.

- a) A member may be suspended for a period, or expelled, or censured or otherwise disciplined for cause, such as violation of any of the By-Laws of this Association, or violation of any Rules of this Association, or for unbecoming conduct or for other conduct detrimental, prejudicial or injurious to the best interests of this Association.

- b) Such suspension, expulsion, or censure, shall be based upon a determination of guilt by a two thirds affirmative vote of the Association who shall hear the charge and shall vote thereon, provided that a true copy of the sworn statement of the specific charges against the member shall have been mailed, by registered mail, to the individual member under charges, at his or her last recorded address, at least thirty days before the date of hearing. Such sworn Statement shall be accompanied by a notice of the time when, and the place where the Association is to take action in the premise, provided that the said member shall be given opportunity to present a defense at the time and place mentioned in such notice. The determination of the Association shall be final and conclusive. Any suspension or expulsion resulting from a determination of the Association shall become effective by a majority vote and upon furnishing of written notice of determination to the member under charges. The Association is hereby empowered to promulgate the objectives of this Article.

SECTION 4 Any member suspended or expelled or giving notice of withdrawal as a member shall be deemed to have waived and released all rights, benefits, and privileges of membership, and shall then promptly do the following:

- a) Return to the Association the Membership Card
- b) Discontinue the use of school stationary, school catalogues, advertisements, or other printed literature containing the name or insignia of this Association.

ARTICLE VIII – BOARD OF DIRECTORS

SECTION 1 – Members of the Board. The Board of Directors shall be elected by the membership at the annual meeting. It shall consist of:

- a) Two elected Directors.
- b) President, One Vice President of Education and one Vice President of Membership, Treasurer, Secretary. The members of the Board of Directors shall hold office for a term of two years or until their successors are elected.

SECTION 2 – Duties of the Board of Directors. The Board of Directors shall administer business carried on by the Association under the direction and control of any annual or special meeting of the members. It shall also issue annually to the membership a full report of its meetings and of the progress and condition of the Association.

SECTION 3 – Board Meetings. The Board of Directors shall meet as soon as possible after election of Directors, and at such times and places as may be decided by the Board.

SECTION 4 – Voting. A majority vote of the Directors present at a duly scheduled meeting shall be necessary for the transaction of business and for the adoption of any motion of resolution.

SECTION 5 – Vacancies. Vacancies on the Board of Directors may be filled by a majority vote of a candidate by the Board of Directors.

ARTICLE IX – COMMITTEES

SECTION 1 – Standing Committees. There shall be the following standing committees of the Association: Membership Committee, Legislative Committee, Educational Committee, Nominating Committee, Auditing Committee, and Finance Ways and Means Committee. Each committee of the Association shall have a Chairperson, Vice Chairperson, and as many members as may be needed to perform the work of the committee.

SECTION 2 – Appointments. The President shall appoint the Chairperson and may appoint members to various committees. All committees shall serve for one year or until their successors are appointed.

SECTION 3 – Membership Committee. This committee shall direct the work of securing and maintaining members for membership.

SECTION 4 – Legislative Committee. This committee shall study current legislative developments affecting cosmetology schools, report their findings to the Association for such action as it may deem necessary. The Association shall have the right to set forth the type of legislation which best serves the interest of its membership.

SECTION 5 – Educational Committee. This committee shall plan and carry out any educational program in conjunction with Teachers Educational Council, designed to keep its members informed of the latest developments pertaining to the teaching and practice of cosmetology.

SECTION 6 – Nominating Committee. Thirty days prior to the end of the fiscal year, the President shall appoint the Nominating committee consisting of three members whose duty it shall be to nominate candidates for officers and directors of the Association.

SECTION 7 – Auditing Committee. This committee may secure the services of a Certified Public Accountant with the approval of the Board of Directors. It shall audit the accounts of the Association at the end of its fiscal year. The committee shall see that checks, invoices, and other vouchers are in order and properly classified.

SECTION 8 – Finance Ways and Means Committee. This committee's task is to recommend activities of the Association, matters or policy and the budget under which this organization shall operate. The recommendations of this committee to the Executive Board and to the membership are binding for all business conducting within this Association. Our expenditures not exceeding the figures in the budget are automatically approved after approval of the budget. Any expenditures not included in the budget or exceeding the amounts determined in the budget require approval by the Executive Board and the membership.

SECTION [10] 9– By Laws Committee. This committee shall prepare and recommend any changes deemed to be necessary from time to time for the better functioning of the Association.

ARTICLE X – FINANCE

SECTION 1 – Fiscal Year. The fiscal year shall end August 31 of each year.

SECTION 2 – Audit. To correspond with Section 7 of Article IX.

ARTICLE IX - AMENDMENTS

SECTION 1 – Procedure. Any member in good standing can recommend an amendment to these by laws by following the procedure hereinafter outlined:

- a) The proposed amendment shall be submitted to the Secretary prior to the meeting where same shall be brought up for action. Upon receipt by the Secretary of such proposed amendment, it shall be the duty of the Secretary to mail copies of the proposed amendment to all members in time to reach the entire membership, in the ordinary course of the mail, at least one month prior to the date of the meeting at which the same shall be brought up for action; provided, however,
- b) That whenever the Executive Board shall decide that an emergency exists, an amendment or amendments to the Constitution or By-Laws may be adopted by a two-thirds (2/3) vote of the Executive Board without compliance as to prior notice or time; further provided that upon adoption by the

Executive Board, such change in the Constitution or By-Laws shall be referred to the membership for ratification in accordance with Section 1 subsection (a) of this Article, and if ratified by the membership, it shall be considered in full force and effect from the date of the adoption thereon by the Executive Board, and if rejected, it shall cease to operate.

All amendments shall become operative immediately upon adoption unless otherwise provided therein.