

MARKETING MANAGEMENT ASSOCIATION

May 1989, Revised 1993, 1994, 1995, 1997, 2000, 2001, 2002, 2003, 2014, and 2016

ARTICLE I - NAME

The name of the Association shall be the Marketing Management Association herein referred to as the MMA.

ARTICLE II - PURPOSE

The purpose of the MMA shall be to provide a structure to group together marketing educators to promote professional activity in the field of marketing. It is organized exclusively as an educational association within the definition of an educational association in Section 501(c)3 of the Internal Revenue Code.

ARTICLE III - FUNCTIONS

3.1 The MMA shall hold at least two conferences each year to present selected marketing studies and topics, one in the spring and one in the fall.

3.2 The MMA shall sponsor one or more appropriate academic publications.

3.3 It shall conduct other activities consistent with the betterment of the field of marketing and the interests of the MMA.

3.4 The MMA shall also serve as a liaison with the MBAA International and other professional marketing organizations.

ARTICLE IV - MEMBERSHIP

4.1 Membership is open to persons in higher education who teach marketing or are interested in marketing education and to students interested in the field of marketing.

4.2 Membership is also open to persons in business, government, service, or not-for-profit and other positions who are interested in the field of marketing.

4.3 A member of the MMA is one who has paid his or her current dues as outlined in Article IX.

ARTICLE V - ADMINISTRATION

5.1 Officers. The officers of the MMA shall consist of: President, President-Elect and Spring Conference Program Chair, Vice President of Marketing, Immediate Past President, Treasurer, Communications Director, and Executive Director. Officers shall serve a one-year term, except for the Treasurer, Communications Director and Executive Director who shall each serve a three-year term. Job descriptions for the various officers shall be maintained by the MMA.

5.2 Officer Terms. The new officers begin their year of duties at the end of the spring conference with any transitional exceptions outlined in these Constitution and Bylaws.

5.3 Officer Job Descriptions. Officers and Directors are expected to attend one board meeting and one business meeting annually to be held at one of the annual conferences as announced by the President, and as many called special meetings as possible. The President, may with the support of the Board, remove a Director from the Board for excessive absences from Board meetings.

5.4 Officer Replacement. If for any reason an officer is unable to perform the duties of an officer, the President, with the input from the Board and the Officers Nominating Committee, shall appoint someone to fill the vacancy. If the President is unable to perform his/her duties, the Immediate Past President shall assume the duties of the office.

5.5 Board of Directors. There shall be a group of 15 or more Directors and Officers of the MMA. The President of the MMA shall be the President of the Board. The Board members must be members of MMA and those who are not officers shall serve three-year terms. Four board members shall be appointed by each new President to replace those who have completed their terms.

The Fall Conference Chair and Program Chair are members of the Board for the duration of their role in the position indicated. The Immediate Past President is slated to serve a three-year term as a Director upon completion of his/her term as President to maintain continuity of MMA activities; however, he/she has the right to decline this opportunity. The President also appoints Directors to fill any vacancies that might occur.

The President shall consider length of time in the organization, geographic location, and diversity of the Board in making these appointments.

5.6 Board Authority. The Board of Directors shall consist of the Officers and the Directors as identified in Sections 5.1 and 5.4. The Board has the authority to set policies governing the MMA with the exception of publication policies which will be determined by the Publications Council. The Officers have the authority to make the operational decisions necessary to carry out policies determined by the Board and the Publications Council and the articles of the Constitution and Bylaws. The financial interests of the organization shall always be an important consideration in setting and implementing policies.

5.7 Publications Council. The Publications Council, consisting of six persons shall have the authority to set policies regarding all aspects of publishing the journals, conference proceedings, newsletter or other publications they deem appropriate. The Publications Council shall select two members annually to serve three-year terms to replace those finishing their terms. The new Publications Council members begin their year of duties at the end of the annual spring conference. Publications Council shall select a chairperson each year after the new members are selected.

In cases where decisions are critical to the future and financial health of the MMA the Publications Council will make recommendations to the Board of Directors for approval. The chief editor (or one co-editor) of each MMA publication (journals, proceedings, newsletter) or his/her designate shall serve as ex-officio members of the Publications Council in addition to the Executive Director

ARTICLE VI - ELECTION PROCEDURE

6.1 The Officers Nominating Committee shall include the Immediate Past President, the President-Elect, and Vice President of Marketing with the Immediate Past President serving as chair. The committee will solicit nominations for the upcoming Vice President of Marketing around the time of the fall educators' conference in a way that allows any MMA member to make a nomination for consideration by the committee.

6.2 The Officers Nominating Committee may nominate one or more members for the upcoming Vice President of Marketing position. An election offered to all members of record must be completed by the end of January each year. The new Vice President of Marketing will then be introduced at the spring conference.

6.3 The Vice President of Marketing automatically moves to the position of President-Elect and Spring Conference Program Chair the following year. The President-Elect and Spring Conference Program Chair automatically moves to the position of President the following year. The President automatically moves to the position of Immediate Past President the following year.

6.4 The Treasurer, Communications Director, and Executive Director are appointed by the Board of Directors.

ARTICLE VII - MEETINGS

7.1 A meeting of the Board of Directors shall be held at least once a year at either the fall educators' conference or spring conference as announced by the President. A business meeting of the MMA shall be held at least once each year at either the fall educators' conference or spring conference. The President may elect to also hold a business meeting at the other MMA conference in a given year if deemed appropriate.

7.2 Special meetings of the Board may be called as deemed necessary by the President.

7.3 The Publications Council shall meet at least once each year at either the fall educators' conference or spring conference. The Publications Council may elect to also meet at the other MMA conference in a given year if deemed appropriate.

7.4 The President shall preside at business meetings and at Board meetings, but may delegate this responsibility to the President-Elect or Immediate Past President at his or her discretion.

7.5 Robert's Rule of Order shall govern the MMA in conducting its meetings, should any question of proper procedure arise. The Immediate Past President shall serve as Parliamentarian unless another is appointed.

7.6 The MMA is not responsible for expenses incurred to attend meetings by Officers, Directors, or Publications Council. When travel reimbursement for any reason is provided no alcohol or entertainment, and only economy flight will be considered. Mileage and daily food allowance as outlined in the MMA Procedures Manual will be utilized.

7.7 Notice of Meetings. Notice of the regular meeting of the Board of Directors of the MMA is conveyed to Directors by the President at the time the President assumes office, provided the location and the time of the spring and fall educators' conferences where the meeting is to be held is known. If the location and time of the conference selected by the President is not known at the time they assume office, notification will be made when the notice of the location and the time of the conference is made available to each Director. Notice of special meetings of the Board of Directors shall be given to each Director not less than two weeks before the meeting. Such notice shall be made by mail, email or phone. Any such notice shall set forth the time and place of the meeting.

7.8 Waiver of Notice. A Director may waive any notice required by law, the Articles of Incorporation, or the Constitution and Bylaws before or after the date and time stated in the notice and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records.

A Director's attendance at or participation in a meeting waives any required notice to her or him of the meeting unless the Director at the beginning of the meeting or promptly upon her or his arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

7.9 Quorum and Voting. A quorum is defined as being a majority of the Directors. Unless specifically provided otherwise in the Articles of Incorporation or in these Constitution and Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (i) he or she objects at the beginning of the meeting, or promptly upon her/his arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken.

7.10 Voting Synchronously. The MMA does not allow proxy voting or absentee voting. However, board members may attend a board meeting digitally in unusual circumstances that prevent being present in person. Board members may vote while connected to a board meeting digitally.

7.11 Voting Electronically. The MMA allows voting on certain matters such as amendments to the Constitution and By-laws, and in elections of officers in electronic format when the membership and the Board is not in attendance in person at the spring or fall meetings. Electronic voting should adhere to the following format: (i) for electronic votes from the MMA Board on making decisions related to the organization, voting must be conducted through a formal survey tool where results will be automatically compiled; or (ii) for electronic votes from the MMA membership regarding election of officers or other matters, voting must be conducted through a formal survey tool where results will be automatically compiled.

ARTICLE VIII - COMMITTEES OF DIRECTORS

8.1 Committees. The Board of Directors may create one or more committees including an Executive Committee, and may appoint members of the Board of Directors to serve on them. Any such committee shall have two or more members who serve at the pleasure of the Board of Directors. Creating a committee and appointing members to it shall be approved by a majority of directors in office when the action is taken.

8.2 Authority of Other Committees. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors, except that such committee may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend or repeal these Constitution and Bylaws; or (iv) approve a plan of merger or consolidation.

8.3 Committee Meetings: Miscellaneous. The provisions of these Constitution and Bylaws that Govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to Committees of Directors and their members as well.

ARTICLE IX - DUES

9.1 Membership dues shall be set by the Board of Directors.

9.2 Paid registration for the fall educators' conference covers one's membership dues until the next fall educators' conference. Paid primary registration for the spring conference covers one's membership until the next spring conference.

9.3 Persons joining MMA between conferences will have the same rights to vote on ballots as members paying their dues at a conference, once their names have been added to the official membership roster maintained by the Executive Director.

ARTICLE X - OTHER PROVISIONS

10.1 Liability. Members of the MMA are not empowered to act on behalf of the MMA unless such actions are on behalf of the MMA as an Officer or Agent with specific and assigned power. In every instance in which the law of the state wherein the MMA is registered, as it

exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of Directors or Officers of a corporation to the corporation, the Directors and Officers of the MMA shall not be liable to the MMA.

10.2 Fiscal Year. The fiscal year of the MMA for the Treasurer's financial reports shall be March 1 to February 28/29.

10.3 Reporting Requirements. The Treasurer shall present the MMA's Board of Directors a minimum of two reports each year on the financial condition and the activities of the MMA. One of those reports shall be presented at the fall and one at the spring meeting of the MMA Board.

ARTICLE XI - AMENDMENTS

11.1 Amendments or additions to these Constitution and Bylaws are made by an absolute majority vote of all members voting through a ballot sponsored by the Board of Directors of the MMA.

11.2 Proposals for changes (amendments) must be submitted to the Board through the President. The President will then proceed to submit all suggested amendments that are supported by a majority of the members of the Board to the membership in any of the following ways: at a Business meeting of the MMA, mailed ballot, or formal survey tool. The President will determine when and how to submit all such supported proposed amendments to a vote of the membership within 60 days.