

# **ABC Bylaws**

*Revised April*

## **Article I - General Information**

### ***Section 1. Name.***

The corporation shall be known as ABC (the Association).

### ***Section 2. Purposes.***

The Association shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

### ***Section 3. Powers.***

The Association shall have such powers as are now or may hereafter be granted by the General Not-For-Profit Corporation Act of the State of XXXs, by its Articles of Incorporation, and these Bylaws.

## **Article II - Offices**

### ***Offices***

The principal office of the Association shall be located where the Board of Directors may from time to time designate.

## **Article III - Membership**

### ***Section 1. Membership.***

Persons engaged in activities and such other persons or organizations as may be provided in these Bylaws are eligible to apply for membership in the Association. Approval by the Board of Directors or its designee shall be required for election to all classes of membership.

### ***Section 2. Classes.***

The classes of membership shall be Full, Associate, Retired, Affiliate, Student, Honorary, and Organizational.

### ***Section 3. Full Member.***

A Full member shall be a graduate of an accredited institution of higher education holding a baccalaureate degree, who has been engaged a majority of time for at least three years in the profession. Where an applicant does not have a qualifying baccalaureate degree, experience may be substituted on the basis of two years of qualifying experience for one year of undergraduate education. Full-time graduate study in one of the disciplines listed above may be accepted on an equivalent time basis for any portion of the required three years of experience. A Full member may serve on committees, vote, and be elected to the Board of Directors of the Association.

***Section 4. Associate Member.***

An Associate member shall be a graduate of an accredited institution of higher learning, holding an associate degree in the profession, or other discipline approved in writing by the Board, who is currently engaged a majority of time in professional activities as defined in writing by the Board. Where an applicant does not have an acceptable degree, experience may be substituted on the basis of two years of qualifying experience for one year of undergraduate education. An Associate member may serve on committees and vote but may not be elected to the Board of Directors.

***Section 5. Retired Member.***

A Retired member shall be a Full or Associate member who is no longer actively employed in the practice of the profession. Retirement is defined as paid active practice less than ten percent (10%) of the time. A Retired member neither votes nor may be elected to the Board of Directors, but may serve on committees.

***Section 6. Affiliate Member.***

An Affiliate member shall be a person who is employed in an allied profession or has interest in or supports the profession or other related professions. An Affiliate member may not vote on Association issues or be elected to the Board of Directors, but may serve on committees.

***Section 7. Student Member.***

A full-time student at the college undergraduate or graduate level may become a Student member upon application and yearly submission of a statement from his/her faculty advisor confirming status as a full-time student. Additionally, an undergraduate student taking at least one-half the credit hours required for full-time undergraduate student status may also become a student member upon application and yearly submission of a statement from his/her faculty advisor confirming the number of credit hours. Student members who qualify as part-time students may continue as student members for a maximum of eight years provided the required documentation is submitted annually. A student member may not vote or serve on the Board of Directors, but may serve as a nonvoting member of a committee of ABC.

***Section 8. Honorary Member.***

The Board of Directors may elect as Honorary members such persons as are particularly distinguished in a closely related scientific field and/or who have made significant contributions to the profession. Honorary memberships shall be considered as purely honorary and requiring no dues. An Honorary member may not vote, be elected to the Board of Directors, or serve on committees.

***Section 9. Organizational Members.***

The Board of Directors may approve as Organizational members such organizations as may apply for this status. An Organizational member may not vote, serve on committees, or be elected to the Board of Directors.

***Section 10. International Affiliate Members.***

An International Affiliate Member shall be defined as an individual who resides in, and is a citizen of, a country classified by the World Bank as a low-income economy, lower-middle-income economy or upper-middle-income economy, and who is practicing professional. An International Affiliate Member neither votes nor may be elected to the Board of Directors, but may serve on committees

***Section 11. Applications.***

Application for membership shall be made on forms approved by the Board of Directors.

***Section 12. Dues.***

Dues become payable on the first day of January of each year. The dues per year for the various classes of membership shall be set forth by the Board of Directors. Dues are payable in advance and are not refundable.

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***Section 13. Good Standing and Termination.***

Membership in the association shall terminate upon the resignation of a member, failure to pay dues, death, or expulsion from membership for violation of the certificate of incorporation, bylaws, ABC Ethics Guidelines, or for commission of any act deemed by the Board of Directors as injurious to the reputation and standing of the profession or the association. No member shall be expelled, except for failure to pay dues, without due process and without a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting.

***Section 14. Reinstatement.***

Any member terminated for nonpayment of dues may be reinstated per written Board policy.

## **Article IV - Membership Meetings**

### ***Section 1. Annual Meeting - Time, Place, and Purpose.***

The Annual Meeting of the membership shall be held each year at such time and place as may be selected by the Board of Directors and stated in the Notice of Meeting. The Annual Meeting shall include the installation of officers and directors and the transaction of such other business as may properly be brought before the meeting.

### ***Section 2. Notice for Annual Meeting.***

Notice of the Annual Meeting of the membership, stating the time and place of the meeting, shall be delivered to the membership not less than twenty (20) nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, the Secretary, or the officer calling the meeting.

### ***Section 3. Special Meetings.***

A special meeting of the membership may be called by the President or the Board of Directors.

### ***Section 4. Notice of Special Meeting.***

Written notice of a special meeting of the membership, stating the time, place, and purpose of the meeting, shall be delivered to the membership not less than twenty (20) nor more than sixty (60) days before the date of the meeting by or at the direction of the President or the Board of Directors.

### ***Section 5. Voting.***

Each Full and Associate member, collectively referred to as Voting Members, shall have one vote.

### ***Section 6. Quorum.***

The presence in person or by proxy of 200 Voting Members shall be required to constitute a quorum for any meeting.

### ***Section 7. Proxies.***

Each Voting Member may authorize the Secretary to act by proxy on any and all business that rightfully comes before the membership at a meeting called in accordance with these Bylaws, including the establishment of a quorum, but no such proxy shall be voted or acted upon after eleven months from its date unless such proxy provides for a longer period of time.

### ***Section 8. Matters of Business Presented by Members.***

No matter of business for consideration at any meeting of the membership other than as contained in the Notice of the Meeting shall be presented for consideration and action at a meeting unless a written statement of that matter shall have been presented to the President not less than ten (10) days prior to the date of the meeting in writing bearing the signature of not less than two hundred (200) voting members.

## **Article V – Officers**

### ***Section 1. Officers.***

The officers of the Association shall consist of the President, President-Elect, Vice-President, Past President, Treasurer, Secretary, and for the year preceding the expiration of the term of office of the Treasurer or Secretary, a Treasurer-Elect or Secretary-Elect.

### ***Section 2. Eligibility.***

Only Full members shall be eligible to serve as officers of the Association. No two offices may be held simultaneously by the same person.

### ***Section 3. Election and Term of Office.***

The officers of the Association shall be elected by ballot for terms of office as hereinafter provided, which terms shall begin and end on the date of the Annual Meeting. Each officer shall hold office until a successor shall have been duly elected or until death, resignation, or removal.

### ***Section 4. Resignation.***

An officer may resign by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Board of Directors. Such resignation shall take effect at the time specified and acceptance of such resignation shall not be necessary to make it effective.

### ***Section 5. Removal.***

The Board of Directors may, by a vote of two-thirds (2/3) of its members, remove any officer at a meeting expressly called for that purpose.

### ***Section 6. Vacancies.***

A vacancy in office because of the death, resignation, or removal of an officer may be filled by the Board of Directors for the unexpired term. In filling such vacancies, the Board of Directors shall observe the succession by the President-Elect to a vacancy in the office of President, by the Vice-President to a vacancy in the office of President-Elect, by the Treasurer-Elect (if then elected) to a vacancy in the office of Treasurer, and by the Secretary-Elect (if then elected) to a vacancy in the office of Secretary, as hereinafter provided. The Board of Directors may hold special elections.

### ***Section 7. President.***

The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Association, Board of Directors, and Executive Committee. The President shall appoint, subject to provisions of these Bylaws, members and chairs of all committees. The President shall serve a one-year term of office.

### ***Section 8. President-Elect.***

The President-Elect automatically shall succeed the President in the office upon completion of the President's term of office. The President-Elect also shall perform any other duties delegated by the Board of Directors or assigned by the President. The President-Elect shall serve a one-year term of office.

***Section 9. Vice-President.***

The Vice-President automatically shall succeed the President-Elect upon completion of the President-Elect's term of office. The Vice-President shall perform any other duties delegated by the Board of Directors or assigned by the President. The Vice-President shall serve a one-year term of office.

***Section 10. Past President.***

The Past President shall serve as chair of the Nominating Committee. The Past President shall perform such other duties delegated by the Board of Directors or assigned by the President. The Past President shall serve a one-year term of office.

***Section 11. Treasurer.***

The Treasurer shall be the chair of the Finance Committee and shall be responsible for the preparation of an annual budget for approval by the Finance Committee before being submitted to the Board of Directors for final approval. The Treasurer shall present an annual financial report, audited by independent certified public accountants for the Association, at the Annual Meeting of the membership. The Treasurer shall serve a two-year term of office. If required by the Board of Directors, the Treasurer shall be bonded for the faithful discharge of duties in such sum and with such surety as the Board of Directors shall determine. The Treasurer shall perform all duties incident to the office of Treasurer and any other duties as may be from time to time assigned by the President or the Board of Directors.

***Section 12. Treasurer-Elect.***

The Treasurer-Elect shall be an assistant treasurer. The Treasurer-Elect automatically shall succeed the Treasurer in office upon completion of the Treasurer's term of office. The Treasurer-Elect shall perform such duties as are delegated by the Board of Directors or assigned by the President or Treasurer. The Treasurer-Elect shall serve a one-year term of office during the last year of the term of office of the Treasurer.

***Section 13. Secretary.***

The Secretary shall ensure that minutes of the meetings of the Board of Directors and Executive Committee are recorded and retained in a manner consistent with the association's record retention policy; ensure that annual reports of committees are filed with the records of the Association; superintend the registration of proxies, as hereinbefore provided; supervise the conduct of ballots, as hereinafter provided; assure that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the records of the Association; and, in general, perform all duties incident to the office of Secretary and any other duties as delegated by the Board of Directors or assigned by the President. The Secretary shall serve a two-year term of office.

***Section 14. Secretary-Elect.***

The Secretary-Elect shall be an assistant secretary. The Secretary-Elect automatically shall succeed the Secretary in office upon completion of the Secretary's term of office. The Secretary-Elect shall perform any duties as delegated by the Board of Directors or assigned by the President or Secretary. The Secretary-Elect shall serve a one-year term in office during the last year of the term of the office of the Secretary.

## **Article VI - Directors**

### ***Section 1. General Powers.***

Except as the General Not-For-Profit Corporation Act, the Articles of Incorporation, or these Bylaws may require that action shall be otherwise authorized or taken, all authority of the Association shall be exercised by its Board of Directors.

### ***Section 2. Number of Directors.***

The Board of Directors shall consist of nine at-large directors and the officers.

### ***Section 3. Eligibility.***

Only Full members shall be eligible to serve on the Board of Directors of the Association.

### ***Section 4. Election and Term of Office.***

The directors of the Association shall be elected by ballot and in accordance with Article XIV, as hereinafter provided, for three-year staggered terms, with an equal number of at-large directors elected each year. The term of office of directors shall begin and end on the date of the Annual Meeting. Each director shall hold office until a successor shall have been duly elected or until death, resignation, or removal.

### ***Section 5. Resignation.***

A director may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Secretary. Such resignation shall take effect at the time specified and acceptance of such resignation shall not be necessary to make it effective.

### ***Section 6. Removal.***

The Board of Directors may, by a vote of two-thirds (2/3) of its members, remove any director at a meeting expressly called for that purpose.

### ***Section 7. Vacancies.***

The vacancy in office of any director may be filled by vote of the Board of Directors. A director elected to fill such vacancy shall be elected to the unexpired term of the predecessor in office.

### ***Section 8. Meetings.***

The Board of Directors shall hold meetings at least twice a year, one of which shall be held within one (1) week of the Annual Meeting of the membership. Meetings may be held in person or by some other means where each officer and director can communicate with all other officers and directors. Meetings may be called by the President and any seven (7) members of the Board of Directors at such place and time as the person or persons calling the meeting shall specify in a written notice of the meeting.

***Section 9. Notice.***

Notice of the time and place of each meeting of the Board of Directors shall be given not less than five (5) days nor more than forty (40) days before the date of the meeting, which notice need not specify the purpose of the meeting. Notice of the adjournment of the meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meetings. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

***Section 10. Quorum and Voting.***

The presence of a majority of the Board of Directors is necessary to constitute a quorum of a meeting. The act of a majority present at a meeting at which a quorum exists is the act of the Board of Directors. Each member of the Board of Directors shall be entitled to one vote. Proxy voting shall not be permitted for any purpose.

***Section 11. Procedure.***

The President shall preside at meetings of the Board of Directors and shall consult Robert's Rules of Order, Newly Revised, on matters of procedure not specifically covered by these Bylaws.

**Article VII - Committees**

***Section 1. Committees.***

With the exception of the committees provided for in Articles VIII through X, other committees may be created and abolished by the Board of Directors. Such committees shall discharge such responsibilities as may be assigned to them by the Board of Directors.

***Section 2. Appointment and Removal.***

Unless otherwise provided in these Bylaws, the President, with the advice of the chair of each committee, shall appoint and remove members of the committees and shall designate a chair for each.

***Section 3. Ex-Officio Members.***

The President shall be an ex-officio member of all committees. The President may from time to time appoint one or more additional persons as ex-officio members of committees. Ex-officio members of committees shall be entitled to all the rights and privileges of regular committee members but shall not vote or be counted in determining the existence of a quorum.



***Section 4. Tenure.***

Each member of a committee shall serve from the effective time of appointment until December 31 of the year appointed.

***Section 5. Quorum.***

Unless otherwise designated by these Bylaws, a majority of the whole committee shall constitute a quorum.

***Section 6. Manner of Acting.***

The act of a majority of a committee present at a meeting at which members are present or by some other means where each member can communicate with all other members shall be the act of the committee. No action of a committee taken at a meeting shall be valid unless a quorum is present.

***Section 7. Committee Reports.***

Each committee shall prepare and deliver to the President a written summary of its activities for the calendar year.

***Article VIII - Executive Committee***

***Section 1. Composition.***

The Executive Committee shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer, and immediate Past President.

***Section 2. Duties.***

The Executive Committee shall be responsible for the governance of the Association between meetings of the Board of Directors.

***Section 3. Powers.***

The Executive Committee shall have all the powers of the Board of Directors in the governance of the affairs and funds of the Association between meetings of the Board of Directors other than the powers expressly reserved to the Board of Directors by these Bylaws and by the XXX General Not-for-Profit Corporation Act.

***Section 4. Reporting.***

The Executive Committee shall report its actions to the Board of Directors at its next meeting.

***Section 5. Quorum and Voting.***

A majority of the Executive Committee shall constitute a quorum, and the vote of a majority in attendance at the meetings at which a quorum exists shall constitute the act of the Executive Committee. No action shall be taken by the Executive Committee except at a scheduled meeting.

## **Article IX - Nominating Committee**

### **Section 1. Composition.**

The Nominating Committee shall be comprised of not less than three (3) Full members and the immediate Past President, who shall serve as chair.

### **Section 2. Duties.**

The Nominating Committee shall nominate persons as officers and directors of the Association. It shall present to the Board of Directors two (2) nominees for each office and five (5) nominees for directors not less than ninety (90) days prior to an Annual Meeting of the membership. In making nominations, the Nominating Committee shall give consideration to a balance of the employer types, geographic areas, and interests that comprise the Association.

### **Section 3. Nomination by Petition.**

In addition to nominations made by the Nominating Committee, nominations for officers and directors may be made by petition of not less than two percent (2%) of the members eligible to vote. Each petition must include a letter from the nominee stating the nominee's willingness to stand for election. Such petition must be submitted to the chair of the Nominating Committee not less than one hundred twenty (120) days prior to the Annual Meeting of the membership.

## **Article X - Finance Committee**

### **Section 1. Composition.**

The Finance Committee shall be comprised of not less than three (3) Full members in addition to the President-Elect, Vice-President, Treasurer-Elect if then elected, and the Treasurer, who shall serve as chair.

### **Section 2. Duties.**

The Finance Committee shall:

- Review and submit an annual proposed budget to the Board of Directors;
- Monitor fiscal performance of the Association against its current budget;
- Review financial statements with the staff and independent certified public accountants of the Association;
- Recommend guidelines for investment of funds of the Association; and
- Review other Association fiscal matters for recommendation to the Board of Directors

## **Article XI - Local Sections**

### **Section 1. Creation and Existence.**

The Board of Directors may create and abolish Local Sections of the Association. The Board of Directors shall consider a written application from fifteen (15) or more Full members of the Association to establish a Local Section and shall determine the geographic boundaries of such Local Section.

### **Section 2. Purpose of Local Sections.**

The purpose of Local Sections shall be to promote the purposes of the Association, as set forth in its Articles of Incorporation, in the geographic boundaries of the Local Sections.

### **Section 3. Officers.**

Any person who is a member in good standing of the Local Section and is a Full, Associate, or Affiliate member of the Association may hold any elective office in that Local Section.

### **Section 4. Bylaws.**

The Bylaws of a Local Section shall be approved by the Board of Directors of ABC.

***Section 5. Statements.***

No Local Section shall publish any public statement that utilizes any form of the name of the Association on a policy or technical issue, other than issues that primarily affect the Local Section, without prior consent of the Board of Directors of ABC.

***Section 6. Local Sections Council.***

The two highest ranking officers of each Local Section shall be members of the Local Sections Council of the ABC. The Local Sections Council shall meet not less often than annually within one (1) week of the Annual Meeting of the membership. It shall communicate its concerns to and coordinate its activities with the Board of Directors of ABC.

**Article XII - Academy of [XXX]**

***Section 1: Composition.***

***Section 2: Officers and Directors.***

Any Diplomat of the Academy, except Academy Affiliate members, may hold elective office in the Academy.

***Section 3: Duties.***

The Academy of ABC shall provide leadership in advancing the professional field by raising the level of competence of professionals and by securing wide recognition of the need for high quality professionals. Activities of the Academy shall include:

- Recruitment and training of ABC.
- Promotion of the profession with those in government, industry and labor.
- Advancement of the ABC certification process.
- Establishment of and education for the Code of Ethics.

***Section 4: Bylaws.***

The Academy will establish a set of bylaws subject to approval of the ABC Board of Directors.

**Article XIII - Executive Director**

The Board of Directors may engage an Executive Director who shall have overall responsibility for management of the operations and business affairs of the Association. The Executive Director shall execute all programs established by the Board of Directors and all duties as may be assigned from time to time by the President or the Board of Directors, shall negotiate and execute contracts as authorized by the Board of Directors, shall be custodian of Association funds, and shall have authority to make deposits and disbursements in connection with the conduct of its business affairs, as delegated by the Board of Directors. The Executive Director and all staff members of the Association staff who deal with its funds shall be bonded for the faithful discharge of duties as the Board of Directors may deem appropriate. The Executive Director shall maintain an accurate list of the membership of the Association.

**Article XIV - Ballots**

***Section 1. Election of Officers and Directors.***

Officers and directors shall be elected by ballot of the Voting Members of the Association distributed not less than forty-five (45) days prior to an Annual Meeting of the membership, which ballots shall specify a deadline for return. The names of all nominees to be elected as officers and directors shall be listed on ballots in random order within each category.

***Section 2. Membership Referendum by the Board of Directors.***

The Board of Directors, at any time, may conduct by ballot a referendum of the membership in connection with any issue it may consider or action to be taken. Such ballot of referendum shall specify a deadline for its return.

***Section 3. Membership Referendum by Petition of Membership.***

Any member eligible to vote, at any time, may on written request to the President require the Board of Directors to conduct a ballot referendum of the membership on any issue to be considered and/or action to be taken relating to the purposes of the Association, as set forth in the Articles of Incorporation. Such a request shall state with specificity the issues to be considered and/or the action to be taken and shall bear the signature of not less than five percent (5%) of members eligible to vote.

***Section 4. Effect of Ballot.***

Except as provided in Article XIX, a plurality of the ballots cast in an election of any officer or director or in a referendum on any issue to be considered or action to be taken shall be effective to constitute the election of a person as an officer or director of the Association and as a decision or act of the Association with respect to any issue to be considered or any action to be taken. In the event of a tie vote in any election of officer or director, the tie shall be resolved by vote of the Board of Directors.

***Article XV - Contracts and Banking Provision***

***Section 1. Contracts.***

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Association, and such authority may be general or confined to special instances.

***Section 2. Deposits.***

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such financial institutions and/or investments in accordance with the guidelines recommended by the Finance Committee and approved by the Board of Directors.

***Section 3. Checks.***

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

***Section 4. Loans.***

No loan shall be made to the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

***Article XVI - Indemnification***

Every director, officer, employee of the association and such others as specified from time to time by the executive committee, shall be indemnified by the association against all expenses and liabilities, including legal fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a director, officer or employee of the association, or any settlement thereof, whether the person is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged guilty of negligence, willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified person may be entitled.

## **Article XVII - Accounting Year Audit**

### **Section 1. Accounting Year.**

The fiscal year of the Association shall be established by the Board of Directors.

### **Section 2. Audit.**

At the end of the accounting year, the books of the Association shall be closed and a financial statement prepared for such year. Such financial statement shall be certified by an independent accounting firm, the partners of which are certified public accountants. Such financial statement shall be promptly provided to each director and shall be submitted to the members at the Annual Meeting.

## **Article XVIII – Dissolution**

The Association shall use its funds only to accomplish the purposes specified in these Bylaws. No part of the funds shall be used to the advantage of any single person or entity or be distributed to the members of the Association. In the event of the dissolution or final liquidation of the Association, its remaining net assets shall be distributed to such nonprofit corporations or associations as are exempt from Federal Income Tax under Section 501(c) of the Internal Revenue Code, as deemed appropriate by the ABC Board of Directors.

## **Article XIX - Amendments**

These Bylaws may be amended or new Bylaws adopted by a two-thirds vote of those Voting Members who respond to a ballot conducted in accordance with provisions of Article XIV.