

## **BYLAWS**

### **ARTICLE I NAME AND PURPOSE**

Section 1. The name of this organization shall be [ASSOCIATION].

Section 2. The purpose of this organization shall be educational and scientific. These educational and scientific endeavors shall concern the specialty of [industry].

This purpose shall be carried out by means of public discussion groups, forums, panels, lectures, publications or other similar programs.

There shall be both instruction and training of the individual for improving or developing individual capabilities, and instruction of the public on subjects useful to the individual and beneficial to the community.

### **ARTICLE II MEMBERSHIP**

Section 1. Classification

There shall be five classifications of membership: Active, Associate, Corporate, Student, and Honorary.

Section 2. Qualifications and Privileges

- A. Active members shall be [specific to profession] and shall be eligible to vote, hold elected office, and serve on committees.
- B. Associate members shall be individuals who are [specific to profession] and are interested in [ASSOCIATION]'s mission. Associate members shall not be eligible to vote or hold elected office, but may serve on volunteer task forces and committees, and receive all other member benefits.
- C. Corporate or facility members shall be organizations, corporations, institutions or individuals interested in financially supporting [ASSOCIATION] committee members.
- D. Student members shall be full-time [profession] students, either at the undergraduate or graduate level. Student members shall not be eligible to vote or hold elected office, but may serve on volunteer task forces and committees.
- E. Honorary members shall be individuals who have received unanimous approval

by the board of directors in recognition of their outstanding contribution to [the profession]. Honorary members shall be excluded from voting, holding elected office, and serving as committee members.

Section 3. Payment of Dues and Termination

- . Any individual eligible for membership may become a member upon completion of application and payment of first annual dues to the treasurer. Honorary members shall be exempt from paying dues.
- B. All members shall pay annual dues on the anniversary date of membership in the organization.
- B. In the event any member shall become delinquent in the payment of dues for thirty (30) days, such member shall be notified of the delinquency; if such a delinquency continues for a period of thirty (30) days after such notice, such delinquent member shall automatically be declared in default and be suspended from this organization until such time as the dues are paid. Said member shall not receive any benefits of the organization during this suspension.

**ARTICLE III  
OFFICERS AND BOARD OF DIRECTORS**

Section 1. Election and Duties

The officers of this organization shall consist of president, president-elect or past-president, secretary, and treasurer. The president-elect shall automatically succeed to the office of president at the close of the annual meeting in the odd numbered years. The out-going president becomes the past-president. The president-elect and past-president shall serve for a period of one (1) year. The president shall serve for a term of two (2) years or until his or her successor is duly elected and qualified. The secretary and treasurer shall serve for staggered (i.e., not elected in the same year) three (3) year terms or until their successors are duly elected.

Section 2. The board of directors shall consist of the officers and three (3) members of this organization elected by the membership at large. The three (3) at large members of the board of directors shall serve for a term of three (3) years or until their successors are duly elected and qualified. The three (3) directors shall be elected to staggered terms, in consecutive three-year rotations.

Section 3. There shall be an Executive Committee composed of the officers, which shall have all the powers of the board of directors to transact business between board meetings in accordance with rules established by the board. Actions required between board meetings shall be ratified at the next meeting of the board of directors.

- Section 4. Nominations for president-elect, secretary, treasurer, and directors shall be made by the Nominations Committee. Candidates for president-elect shall have completed at least five (5) continuous years of membership, candidates for secretary and treasurer shall have completed at least four (4) continuous years of membership, and candidates for director at large and nominating committee shall have completed at least two (2) continuous years of membership. Membership status of each candidate must be current and continuous for the required number of years measured retrospectively from the nomination application deadline. The Nominations Committee shall report their selections to the president no later than sixty (60) days prior to the election. Names of all nominees shall be published and disseminated to each member no later than thirty (30) days prior to the election. The names of all properly nominated candidates shall appear on the Official Ballot. Write in votes shall be permitted. The candidate receiving the highest number of votes for each elected position shall be declared to be elected. All elections shall be held prior to the annual meeting except those elections held to fill vacancies which occur between annual meetings. Elections may be held by any means permitted by law. Tie votes shall be broken by the drawing of lots.
- Section 5. The president shall be the Chief Executive Officer of the organization. The president shall preside at all meetings of the organization and of the board. The president shall appoint the chairperson of all committees, except the Nominations Committee, subject to approval of the board. The president shall designate members of the board to act as board liaison for all committees.
- Section 6. The president-elect shall preside at the meetings of the organization and of the board in the absence of the president. In the event of the disability of the president, the president-elect shall become acting president with all the powers of the president. If there is no president-elect in office in the event of the disability of the president, succession shall proceed as defined in Section 11.
- Section 7. The secretary shall keep the records and papers of the organization and shall keep the minutes of all meetings of the organization and of the board. The secretary shall perform such other duties as the board may assign.
- Section 8. The treasurer shall collect the annual dues of all members and shall keep account for the organization. The treasurer shall have custody of the funds of the organization, and shall be authorized to open a bank account in the name of the organization. The treasurer shall be required to submit an annual accounting and proposed budget, both of which shall be approved by the board of directors and shall be presented in printed form and available to all members at the annual meeting. The treasurer shall secure a fidelity bond at the expense of the organization, the limits of which shall be fixed by the board and reviewed as necessary.
- Section 9. The immediate past-president shall assume the responsibilities of Parliamentarian and Archivist. The immediate past-president shall be familiar with *Roberts' Rules of Order Newly Revised* and shall assist the president in the orderly conduct of all meetings of the organization. The immediate past-president shall interpret all questions of procedure and Bylaw construction. The immediate past-president shall collect and maintain all records, publications, and papers of historical significance to the organization.

- Section 10. The board of directors shall have a general management of the affairs of the organization, shall set the dues for the organization, and shall make all contracts, or shall authorize all contracts made in the name of the organization or by all officers or any committees of the organization. In the case of absence of any officer, the board may delegate the powers or duties of any officer to any other officer or any director, except where otherwise provided by the Bylaws.
- Section 11. Vacancies
- In the event that a vacancy occurs in the office of president, the president-elect shall automatically succeed to the presidency and the office of president-elect shall remain vacant until the next scheduled balloting for president-elect. The president-elect shall subsequently serve his or her two-year term of office as president. In the event that the president becomes unable to serve in a year when there is no president-elect in office, the board of directors shall appoint an interim president, selected from the current board of directors, to serve the remainder of the term. In the event that a vacancy occurs for any other office, the board of directors shall appoint a qualified member of the organization to fill the vacancy, and the appointee to the vacated office will serve for the remainder of the term.
- Section 12. The board shall approve all committee appointments made by the president, approve the budget of the organization, and approve all civic, educational and social programs of the organization.
- Section 13. Meetings of the board may be called by the president on fifteen (15) days notice in writing to each director. The meeting shall be called by the president or the secretary in like manner and on like notice, on the written request of six (6) Directors.
- Section 14. At all meetings of the board, a majority shall be necessary and sufficient to constitute a quorum, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board.
- Section 15. The fiscal year of the organization shall be January 1 through December 31.
- Section 16. The Association shall indemnify all officers, employees, and agents of the Association to the full extent permitted by the General Laws of [State], and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the executive committee of the Association.

**ARTICLE IV  
ANNUAL AND SPECIAL MEETINGS**

- Section 1. The organization shall hold an annual meeting to be held at the time and place designated by the board, to be designated no later than twelve (12) months prior to the date of the meeting. Written notice specifying the time, date, and place of the annual meeting shall be given to each member by the secretary no later than six (6) months prior to the opening of said annual meeting.
- Section 2. The program of the annual meeting shall be prepared by the Program Committee for the approval of the board.
- Section 3. Special meetings of the organization shall be called at such time and place as the board may select and shall be called upon a petition of twenty-five (25) members in good standing within thirty (30) days after receipt by the president of such petition. The secretary shall give thirty (30) days written notice of any special meeting to each member.
- Section 4. One hundred (100) members in good standing shall constitute a quorum for the transaction of business at the annual meeting or any special meeting.

**ARTICLE V  
COMMITTEES**

- Section 1. Committees may be established from time to time as appropriate and approved by the board of directors. A chairperson of the committee shall be appointed by the president and shall be responsible to the board of directors.
- Section 2. The president shall appoint, with approval by the board, a chairperson of each committee except the Nominations Committee, as soon as practical following the annual meeting of the organization.
- Section 3. The chairperson of each committee shall preside at all committee meetings and shall render a report to the membership at each annual meeting of the organization. The vice-chairperson appointed by the chairperson shall serve as secretary at each committee meeting.
- Section 4. The board shall define the function of each committee. Vacancies occurring in the membership of the committees shall be filled by appointment by the chairperson of said committee for the unexpired term, except vacancies which occur on the Nominations Committee, which vacancies shall be filled by the board.
- Section 5. The president shall be empowered to appoint administrative project teams, with approval by the board, to supplement the activities of any committee.

Section 6. The Nominations Committee shall consist of five (5) members who shall be nominated by the Nominations Committee and elected by the membership prior to the annual meeting. The term of office for members of the Nominations Committee shall be three (3) years . The term of service will commence at the beginning of the annual meeting in the year of the election and conclude just prior to the annual meeting three (3) years later. Two (2) members shall be elected by ballot in the first year of the three year rotation, two (2) in the second year, and one (1) in the third year. A Nominations Committee member shall serve no more than two (2) consecutive terms. The Nominations Committee shall elect a chairman-elect from among its members in the second year of their term each year during the annual meeting. The chairman-elect from the previous year shall become chairman at the beginning of the annual meeting each year. Vacancies on the Nominations Committee shall be filled by appointment by the board of directors with appointees to serve the remainder of the vacated term. If the office of chairman becomes vacant, the chairman-elect shall automatically succeed to the office of chairman, and a new chairman-elect shall be elected by the committee from among those members serving the second year of their three-year term.

Section 7. Administrative project teams shall dissolve at the completion of their project.

## **ARTICLE VI LOCAL CHAPTERS**

Section 1. Organization of a New Chapter

- A. A chapter may be established when there are six (6) [Industry Professionals] who are [ASSOCIATION] members within a defined geographical area who desire to form a chapter.
- B. The group desiring to form a chapter shall petition the [ASSOCIATION] Board of Directors and comply with the established policies and procedures.
- C. The [ASSOCIATION] Board of Directors shall approve the admission of each new chapter by a three-fourths (3/4) vote for a one year (1) organizational period. During the organizational year, the Local Chapter shall elect officers, adopt By-laws which are not in conflict with the By-laws, policies, and regulations of the National Organization. During this organizational year, the Local Chapter shall establish programs, solicit members, and demonstrate dedication to the purposes of [ASSOCIATION].
- D. At the end of the organizational year or at the first annual meeting following this time, a representative from the Local Chapter shall present an annual report to the general membership. If the Local Chapter requires more time to meet its objectives, an extension of up to one year may be granted by the board.

- E. A chapter may become a permanent chapter in good standing by a majority vote of those members present and voting at the annual meeting.

Section 2. Powers, Duties, Responsibilities

- . Each chapter shall determine the amount of its dues and assessments and the method of collecting these dues.
- B. Each chapter may determine the composition of its membership. At least fifty-one (51) percent of the membership of the Local Chapter shall be [industry professionals]. After the chapter is chartered, all [industry professional] members of the local chapter must become dues paying members of the national organization. Only those members who qualify for membership in the national organization shall have voting rights for the national organization.
- C. Each Local Chapter shall have at least four (4) meetings of an educational nature during each fiscal year.
- D. No chapter shall be or hold itself out to be an agent of [ASSOCIATION], Inc.

Section 3. Chapter Standing

For a chapter to be in good standing it must support the purposes of [ASSOCIATION], meet requirements set out by these Bylaws and the Policies and Procedures of the organization, meet all financial obligations, file reports promptly, and participate in the annual meeting.

Section 4. Probation, Suspension, Revocation, or Dissolution

- A. The Local Chapter may be placed on probation by the board of directors for failure to comply with these Bylaws and established policies and procedures of the national organization. The board will notify the Local Chapter membership in writing that the Chapter is on probation. The Local Chapter will have two months to meet the necessary requirements and be removed from probationary status. Failure to comply will result in suspension.
- B. The activities of a Local Chapter may be suspended by the board of directors for failure to comply with these Bylaws and established Policies and Procedures of the national organization.
- C. Upon recommendation of the board of directors, the Local Chapter status may be withdrawn by a majority vote of those members of the general membership present and voting at the annual meeting.
- D. A Local Chapter may dissolve itself.

- E. Upon dissolution of a Local Chapter all cash and other assets remaining after the payment of all debts shall be paid to [ASSOCIATION] or any other appropriate private nonprofit organization approved by the National Board of Directors.

Section 5.      Reactivation and Reinstatement of a Chapter

- A.    A chapter may be reactivated following suspension by three-fourths (3/4) vote of the board of directors.
- B.    A chapter which loses its status as a Local Chapter or dissolves itself may be reinstated by meeting the requirements for a newly organizing chapter.

**ARTICLE VII  
AMENDMENTS**

- Section 1.    These Bylaws may be amended at any annual or special meeting, provided that at least thirty (30) days notice is mailed to each member of any proposed amendment.
- Section 2.    Any amendment to the Bylaws must be approved by two-thirds (2/3) vote of the members present at the annual meeting or any special meeting properly called and constituted.
- Section 3.    These Bylaws may be further amended at any annual meeting, properly constituted, upon the unanimous vote of all members duly registered to vote without the necessity for prior notice of the proposed amendment.

**ARTICLE VIII  
PARLIAMENTARY AUTHORITY**

The rules contained in *Roberts' Rules of Order Newly Revised* shall govern all meetings in all cases in which they are not inconsistent or in conflict with these Bylaws.

**ARTICLE IX  
DISSOLUTION**

Upon the dissolution of the Association, the board of directors, after paying or making provision for the payment of all of the liabilities of the Association, shall dispose of all of the remaining assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue statute, as the board shall determine.