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Section 3: Application. Qualified applicants shall become members upon making written application and approval by the Executive Director. Any application declined membership will be reviewed by the Board of Directors.

Section 4: Membership Types. Membership of the Institute shall be comprised of the following categories:

- A **Regular Member** shall be any individual association professional working in a non-profit organization or any organization currently having a 501 C non-profit designation from the IRS.
- A **Business Partner** member shall be any person, business organization, corporation, partnerships and other agencies who are engaged in the promotion and interests of the non-profit industry.
- **Student:**
Individuals who are (a) enrolled as full-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least twelve (12) credit hours; (c) enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; (d) able to provide verification of a demonstrated emphasis in association management subjects, and (e) able to provide verification of the college or university's association management or related degree program.
- **Retired Association Professional:**
Retired chief executive officers and staff who devoted the majority of their working time to association management duties of one or more organizations (including association management company account executives.) Individuals are not spending more than half of their time working in an association.
- **Emeritus:**
Chief executive officers and staff who devoted the majority of their working time to association management duties of one or more organizations (including association management company account executives.) Consideration for this membership will be given by the Board of Directors to individuals who have demonstrated extraordinary service to the Institute.

Section 5: Resignation. Members resigning will receive no refunds of membership dues.

Section 6: Cancellation. The Board may drop any member who is 60 days delinquent in payment of dues. Membership status may be terminated for other causes by the Board. For such other causes, the member will be advised of such termination and given reasonable opportunity to reply.

Section 7: Voting. Each member of the Institute will be entitled to one vote. Voting may be accepted

94 in person, mail, fax, email, or other methods approved by the Board. Action taken by the Institute will
95 require approval by a two-thirds vote of the membership present or responding except as otherwise
96 provided in these bylaws. Mail or electronic ballots can be used, when permissible by law, for all
97 voting by members including, but not limited to, the election of officers, provided the Institute has had
98 at least one in-person meeting that year.

99

100 **ARTICLE IV - BOARD OF DIRECTORS**

101

102 Section 1: **Number.** The Board of Directors shall consist of the President, Vice President, Secretary-
103 Treasurer and the most Immediate Past President and five Directors.

104

105 Section 2: **Terms of Office.** Director(s) shall be elected each year to serve for a term of two (2) years
106 or until a successor has been elected and assumes office. Terms begin in July and end in June. No
107 member of the Board who has served two full consecutive terms shall be eligible for re-election until at
108 least one year shall have elapsed. Time on the Board spent serving as an officer is excluded from the
109 two successive two-year term requirement. The offices of President and Vice President may not be
110 held by a Business Partner Member. No more than two members of the Board shall be Business Partner
111 Members.

112

113 Section 3: **Elections.** Elections will be held at the June meeting of the Institute. Those nominees
114 receiving the majority vote of those voting members present will be declared elected.

115

116 Section 4: **Termination.** Absence from three (3) regular meetings per elected year without an excuse
117 deemed valid by the Board of Directors shall be construed as a resignation. .

118

119 Section 5: **Vacancies.** Vacancies on the Board of Directors shall be filled by appointment by the
120 Board in consultation with the Nominating Committee.

121

122 Section 6: **Quorum.** At all meetings of the Board, five Board members including the President or
123 Vice President shall constitute a quorum.

124

125 Section 7: **Finances.** The government and management of the funds, properties and affairs of the
126 Institute will reside in the Board of Directors. The fiscal and administrative year of the Institute will be
127 September 1 to August 31.

128

129 Section 8: **Board Meetings.** There will be a minimum of four (4) Board of Directors meetings
130 required during each fiscal year of the Institute.

131

132 Section 9: **Qualifications.** Each board member of the Institute must maintain current membership
133 status in the Institute and is encouraged to maintain membership in the American Society of
134 Association Executives. Failure to maintain membership in Institute will result in immediate removal
135 from the Board of Directors.

136

137

138 Section 10: **Executive Director.** The Board of Directors may appoint an individual or company to
139 serve as Executive Director to administer the affairs of the Institute. The Executive Director shall be a
140 member of the Board of Directors without vote. Responsibilities, compensation, and term of contract
141 shall be established by the Board of Directors.

142 143 **ARTICLE V - OFFICERS**

144
145 Section 1: **Executive Committee.** The members of the Institute will annually elect from the Board of
146 Directors a President, Vice President and Secretary-Treasurer who will serve for one year or until their
147 successors have been elected and assume office. The Immediate Past President will serve as a member
148 of the Executive Committee.

149
150 Section 2: **Nominating Committee.** Nomination of officers shall be made in the manner provided in
151 Article IV.

152
153 Section 3: **Re-election.** The President or Vice President having served one full term will not be
154 eligible for re-election to the same office until two election cycles shall have elapsed.

155
156 Section 4: **Duties.** The officers will have the responsibility of performing such functions and duties as
157 are generally required of officers of associations.

158
159 Section 5: **Vacancy.** When an officer position is vacated for any reason during the term of office, the
160 Board of Directors will, in consultation with the Nominating Committee, nominate and elect a
161 candidate with a simple majority vote from the Board of Directors for the vacant position until the next
162 election.

163
164 Section 6: **Publicity.** All official publicity concerning the Institute will be issued by the President or
165 such person or persons as may be designated by the President, as directed by the Institute.

166
167 Section 7: **Committees / Task Forces.** The President shall have the authority to appoint or dissolve
168 such committees and task forces as are necessary to carry out the work of the Institute; subject to
169 approval by the Board of Directors

170 171 **ARTICLE VI - MEETINGS**

172
173 Section 1: **Annual Meeting of Members.** The Annual Meeting of the Institute shall be held at such
174 date, time and place as determined by the Board of Directors.

175
176 Section 2: **Special Meetings.** Special meetings may be called by the President, Board of Directors or
177 at the request of any five members with a minimum of 20 days notice to the membership

178
179 Section 3: **Notices.** The Secretary-Treasurer or their designee will send notices to the membership ten
180 days in advance of meetings, except in the case of special meetings when five days advance notice is
181 required.

182
183 Section 4: **Rules of Order.** Robert's Rules of Order will govern the Institute in all cases to which they

184 are applicable, and in which they are not inconsistent with the bylaws or the special rules of order of
185 this Institute.

186

187 Section 5: **Quorum.** A minimum of 20 percent of the membership eligible to vote shall be a quorum
188 of the annual meeting and any special meeting, except for a meeting convened to dissolve the Institute..

189

190 **ARTICLE VII - FINANCES**

191

192 Section 1: **Dues.** Dues shall be established by the Board of Directors.

193

194 Section 2: **Expenses.** Officers will serve without compensation. Any expense incurred by members
195 incident to attending Institute meetings shall be borne by themselves or the respective organizations in
196 such manner as each may determine.

197

198 Section 3: **Fiscal Year.** The Institute's fiscal year will begin on September 1st and end on August 31st.

199

200

201 Any expense incurred by the Institute will be authorized by the Board of Directors, who will, in
202 addition, determine the means of providing the funds required for each specific authorization.

203

204 **ARTICLE VIII -- COMMITTEES AND TASK FORCES**

205

206 Committees of the Institute shall be standing or special. The standing committees shall consist of the
207 Executive Committee, the Program Committee, the Membership Committee, the Nominating
208 Committee, the Marketing Communications Committee, and Business Partner Committee. Each
209 committee shall take minutes and submit a report of each of its meetings to the Board of Directors.
210 Committee chairs shall be selected by the President and approved by the Board of Directors.

211

212 Section 1. **Executive Committee.** The Executive Committee shall consist of the President, Vice
213 President, the Secretary/Treasurer and the Immediate Past President. The President shall preside at all
214 meetings of the Executive Committee. The Executive Committee shall also make recommendations to
215 the Board of Directors, when necessary, concerning the business of the Institute. The Board of
216 Directors may delegate additional duties and responsibilities to the Executive Committee. The
217 Executive Committee shall meet as necessary.

218

219 Section 2. **Nominating Committee.** The Nominating Committee shall be chaired by the Immediate
220 Past President and comprised of two (2) Past Presidents, and the Executive Director, who serves as an
221 ex officio, non-voting member. The Nominating Committee shall present a slate of Officers and
222 Directors to the members of the Institute no later than thirty (30) days prior to the meeting at which
223 elections will be held.

224

225 Section 3. **Special Committees and Task Forces.** The President may appoint members to the special
226 committees for such special assignments as the Board of Directors prescribes.

227

228 Section 4. **Ex Officio Members.** Unless appointed as a committee member, and except as otherwise
229 provided in these Bylaws, the President shall be an ex-officio non-voting member on any committee in
230 which he/she is not already a member. The President may from time to time appoint one (1) or more

231 additional persons as ex officio non-voting members of committees. Ex officio non-voting members of
232 committees shall be entitled to all of the rights and privileges of regular committee members, but shall
233 not vote or be counted in determining the existence of a quorum.

234

235 **Section 5. Manner of Acting**

236

237 (a) Formal Action. The vote of a majority of the members of a committee present at a
238 meeting at which a quorum is present shall be the act of the committee.

239

240 (b) Informal Action. No action of a committee shall be valid unless taken at a meeting at
241 which a quorum is present, except that any action which may be taken at a meeting of a
242 committee may be taken without a meeting if a consent in writing setting forth the
243 action shall be signed by each member of the committee entitled to vote.

244

245 **Section 6. Waiver of Notice** - Any meeting at which a quorum of committee members is present and
246 for which those who are not present waive notice of the time and place of meeting in writing either
247 before or after the date of the meeting shall be deemed a duly constituted meeting of the committee.

248

249 **Section 7. Removal** - Any member of a committee may be removed by the President or the Board of
250 Directors whenever, in his or her or their judgment, the best interests of the Institute shall be served by
251 such removal.

252

253 **Section 8. Vacancies** - Vacancies in the membership of any committee may be filled by appointments
254 made in the same manner as provided in the case of the original appointments.

255

256 **Section 9. Minutes** - The Chair of each committee shall prepare minutes of each meeting.

257

258 **Section 10. Expenditures** - Any expenditure of Institute funds by a committee, other than the
259 Executive Committee, shall require prior approval of the Board of Directors or the Executive
260 Committee.

261

262 **Section 11. Procedure** - Each committee may adopt its own rules of procedures which shall be
263 consistent with the terms of its creation and these bylaws.

264

265 **ARTICLE IX- AMENDMENTS**

266

267 **Section 1.** These Bylaws may be amended or repealed by a two-thirds vote of the members present or
268 responding, provided proposed changes are submitted to each member of the Institute by the
269 Secretary-Treasurer at least twenty days prior to a Institute membership meeting or date of balloting
270 for which changes are to be considered. All bylaws changes must be submitted to the membership in a
271 manner that will allow for discussion at a minimum of one Institute meeting prior to voting. Votes will
272 be accepted in person, mail, fax, email, or other methods approved by the Board.

273

274 The Secretary-Treasurer when sending notices of such proposed changes, shall include in the notice, as
275 a quote, Article VIII of these Bylaws.

276

277

278 Section 2. The Bylaws Taskforce shall recommend changes to punctuation, cross references and to
279 make other technical and conforming changes as may be necessary to reflect the intent of the Institute
280 in connection with the Bylaws of the Association. These Bylaws may be amended, as such, by the
281 Board of Directors to ensure accuracy, efficient and clear language and form.

282
283 **ARTICLE X – INDEMNIFICATION OF BOARD OF DIRECTORS**
284

285 The Institute shall indemnify each member of the Board of Directors, which includes each Officer
286 serving also as a Director, and each such person’s legal representatives, against liabilities, expenses,
287 counsel fees and costs reasonably incurred by said person or said person’s estate in connection with, or
288 arising out of, any action, suit, proceeding or claim in which such person is made a party by reason of
289 such person’s being, or having been, a Director or Officer; provided such Director or Officer acted in
290 good faith and in a manner such person reasonably believed to be in and not opposed to the best
291 interest of the Institute. The indemnification herein provided for shall apply also in respect of any
292 amount paid in compromise of any such action, suit, proceeding or claim asserted against such Director
293 or Officer (including expenses, counsel fees and costs reasonably incurred in connection therewith),
294 provided the Board of Directors shall have first approved such proposed compromise settlement and
295 determined that the Director or Officer involved acted in good faith and in a manner such person
296 reasonably believed to be in and not opposed to the best interest of the Institute but in taking such
297 action any Director involved shall not be qualified to vote thereon. The Institute if it becomes liable
298 for indemnity herein, shall be liable to pay 100% of any loss (including costs, charges and expenses) in
299 excess of the coverage provided by any liability insurance company having coverage for such person
300 for said loss.

301
302 **ARTICLE XI -- DISSOLUTION**
303

304 Section 1. **Dissolution of the Institute** - The Institute may be dissolved at any general meeting of the
305 membership in which a quorum of two-thirds of the eligible voting members is present and a vote to
306 dissolve requires a sixty percent (60%) affirmative vote by the voting members present, providing such
307 notice of intent shall have been communicated and provided each voting member at least thirty (30)
308 days prior to the meeting where such dissolution vote is taken.

309
310 Section 2. **Association Assets** - In the event of the dissolution of the Chapter, all assets remaining
311 after the settlement of any Association debts and obligations shall be distributed in accordance with the
312 United States Internal Revenue Service Code governing dissolution of Non-Profit, Tax exempt or For-
313 Profit corporations.

314