

*Bylaws*  
*Of the*  
*Marching 100 Alumni Band Association, Inc.*



## Revision History

VERSION NUMBER	DATE	NUMBER OF FIGURE, TABLE OR PARAGRAPH	TITLE OR BRIEF DESCRIPTION	Editor
1.0	07/01/00		Original draft of document	Victor Gaines
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5.0	12/01/07		<ul style="list-style-type: none"> <li>- Amends Bylaws Article IV, Section 4.1 to change membership dues from \$75 to \$100 for Regular* and Associate members.</li> <li>- Amends Bylaws Article IV, Section 4.4 to add the verbiage "A Life Member shall be a regular* member who is in good standing".</li> <li>- Amends Bylaws Article IV, Section 4.4 to add the verbiage "A Life Member shall be a regular* member who is in good standing".</li> </ul>	Cicely R Mason
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VERSION NUMBER	DATE	NUMBER OF FIGURE, TABLE OR PARAGRAPH	TITLE OR BRIEF DESCRIPTION	Editor
7.0	12/01/09		<p>- <b>New Articles to include:</b>  Affiliated Chapters: Article XV – Section 15.1  - Article 5 – Membership Fees  - Section 9.2.1 – Description of Annual Meetings  “The Association shall meet three times annually in the City of Tallahassee, FL, with the date being set by the Board of Directors”.  - Section 9.5 – Standing Meeting Agenda</p> <p>- Revisions to:  Article IX: Annual Meeting  - Section 5.2- Qualifications  “President: Must have attended at least two of the three annual meetings in the past two years.”  “Vice-President – Must have attended at least two of the three annual meetings in the past three (3) years”.  - Section 9.4 Transition Meeting  “The Transition Meeting should be held in conjunction with the Winter meeting held in the City of Tallahassee, FL, with the date and time being set by the Board of Directors. Within 45 days following an election, a newly elected President...”</p>	Cicely R Mason

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# **Bylaws of the Marching 100 Alumni Band Association, Inc.**

## **Article I: Name**

The name of the corporation shall be the Marching 100 Alumni Band Association Incorporated.

This corporation is organized exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations.

## **Article II: Purpose**

To this end, the corporation shall be organized for the purpose:

- To strengthen and extend relationships among the alumni and friends of the FAMU band programs.
- To increase the visibility and enhance the image of the FAMU bands alumni.
- To assist the FAMU band programs in its recruitment efforts.
- To provide financial support to the FAMU band programs.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

## **Article III: Offices**

**Section 3.1 Address** - The principle office of the Association shall be in the city of Tallahassee, Florida.

**Section 3.2 Offices** - The Association may have offices at such other places as deemed necessary by the Board of Directors of the Association.

**Section 3.3 Registered Agent** - The Registered office of the Association shall be established and maintained at P.O. Box 7133, Tallahassee, FL 32314.

## **Article IV: Membership**

**Section 4.1 Classification** - There shall be 4 (four) classes of membership: regular, associate, corporate, and life.

**Section 4.1.1 Regular** – Any person who participated in any of the FAMU band programs for at least one semester is eligible for regular membership in the Association. Membership dues will be \$100.00 per year.

**Section 4.1.2 Associate** – An Associate Member shall be:

- The spouse of a regular member.
- Any person who has been awarded honorary membership to the FAMU band programs.
- Any person who did not participate in any of the FAMU Band programs, but is desirous of supporting the Association.

**Section 4.1.2.1 Provisions** - An Associate Member shall be entitled to all benefits and privileges of the Association, vote on Association matters, hold office, and serve on committees. Associate Members can not hold the office of President or Vice-President and can not account for no more than two (2) chairs or offices. Associate Members will need to be sponsored by a regular member, be approved by the Board of Directors, and can only be eligible for membership renewal without sponsorship in subsequent, continuous years. Membership dues will be \$100.00 per year.

**Section 4.1.3 Corporate** – A Corporate Member shall be any corporation showing a sincere desire to further the goals and vision of the Association. The minimum membership dues amount will be \$1,000.00 per year. The corporate member's application will be submitted to the Board of Directors for approval at the next meeting immediately following such a proposal.

**Section 4.1.4 Life Member** - A Life Member shall be a regular member who is in good standing. Moreover, a Life Member will pay a one-time life membership fee of \$1,000.00. This one-time payment will exempt a member from paying national dues for life. However, all members are still mandated by the Bylaws of the Association. A Life Member shall be entitled to all benefits and privileges of the Association.

**Section 4.1.4.1 Subscribing Life Member** - A Subscribing Life Member shall be a person who is in good standing, and has submitted the proper paperwork identifying his/her intention to become a life member. A payment of no less than one third (1/3) of the total fee will be required with the paperwork. Applicants will have a pre-determined amount of time to complete his/her life membership payment. During the payment process he/she will be required to pay regular dues.

**Section 4.2 Good Standing** – A member of the Association is considered to be in good standing if he or she has no outstanding or pending disciplinary actions, expulsions or suspensions, and has paid their yearly dues in full, as prescribed by these Bylaws and owes no other outstanding debt to the Association.

**Section 4.3 Late Fees** – If any, late fee amounts and dates will be decided upon by the Board of Directors.

**Section 4.4 Change in Membership Dues** - Change in membership dues must be approved during the annual meeting one fiscal year prior to the change taking place.

#### **Section 4.5 Membership Card**

**Section 4.5.1 Issuance** - All Regular Members, Associate Members, and Corporate Members shall be issued a membership card to expire at the end of the twelve-month period following the fiscal year in which their membership dues were received.

**Section 4.5.2 Possession** - Possession of a membership card or receipt of contribution shall be required of Regular Members, Associate Members, and Corporate Members to participate in activities held exclusively for the financial membership.

**Section 4.6 Membership Fees** - Annual membership fees for the Local Chapters will be apart of the National membership fee currently set at \$100.00. The breakdown in membership fees are as follows: \$85 – National membership fee and \$15 – Local Chapter fee. If no Local Chapter exists within a 45 mile radius of the member's location, the entire \$100.00 will be used by the National Association as defined by the Bylaws currently.

## Article V: Voting

Each member of the association in good standing shall be entitled to one vote, in person or by proxy. Any member voting by proxy shall designate in writing the member in good standing who shall cast their vote. The written proxy shall be signed and dated by the member voting by proxy. An appointment of a proxy is not valid after 11 months following the date of its execution unless otherwise provided in the proxy.

The vote for directors, officers or any other question that comes before the association at a general meeting of the Association shall be by ballot. All elections for directors shall be decided by plurality vote. Elections of officers and all other questions are to be decided by a simple majority unless otherwise provided for in these bylaws.

### Section 5.1 Election of Officers and At-Large Members

**Section 5.1.1 Officers** - All Officers and At-Large Members of the Association shall be elected by Regular Members, Associate Members, and Corporate Members every other year.

**Section 5.1.2 Eligible Voters** - To be eligible to vote for the officers of the Association, the Regular Members, Associate Members, or Corporate Members must be in good standing at the time of voting.

#### Section 5.1.3 Nominations -

- Each candidate must be nominated by a member in good standing of the Association.
- The candidate will be given one week to accept the nomination.
- All candidates for offices must be in good standing by July 1, or the close of nominations, whichever comes first.

**Section 5.1.3.1 Nominee Criteria** - To qualify as a nominee for an office of the Association, the nominee must be a financial member *by July 1*.

#### Section 5.1.4 - Vacancies –

- Any vacancy occurring in an elected office, with the exception of President and Vice-President, shall be filled by an individual receiving a majority of the votes of the Board of Directors.
- In the event of the President's inability to serve:
  - The First Vice-President shall assume the office of President for the remainder of the term.
  - The vacancy of the First Vice-President shall be filled by an individual receiving a majority of the votes of the Board of Directors.

**Section 5.1.5 Official Ballot** - The Membership Committee shall prepare the official ballot after considering all the nominations received from the membership, but shall not be required to place any particular name on the official ballot. The official ballot shall include space for write-in candidates and shall be mailed to all eligible voters not less than 45 days prior to the date of Elections, to be determined by the date of the fall meeting.

*Note: Write-In Candidates must be financial by July 1.*

**Section 5.1.6 Return Ballot** - All ballots must be returned through the US Postal Service Mail, or delivered in person, so as to arrive in the Association's designated location at least one day prior to the time of voting. **THE SEALS ON THE ENVELOPES OR FOLDERS SHALL NOT BE BROKEN UNTIL THE ELECTION HOUR OF THE FALL MEETING.**

**Section 5.1.7 Declaring the Winner** - The person receiving the highest number of votes from among that cast for a particular office will be declared the winner for the office. Such a declaration will be made by the Membership Committee after all ballots have been counted and such declared winners will be presented to the Board of Directors for ratification.

*Note: Candidates for the office of President and Vice-President must be a former member of a FAMU Band program, and a member of the Association for the year prior to running for office.*

**Section 5.2- Qualifications**

President –Must have attended at least two of the three annual meetings in the past two years.

Vice-President – Must have attended at least two of the three annual meetings in the past three (3) years.

**Section 5.3 - Installation of Officers** - All officers of the Association shall be installed after each election at the Fall Meeting. The installation shall be the last activity on the agenda.

## **Article VI: Quorum**

**Section 6.1** - The presence (in person or by proxy) of at least 4 members of the Board of Directors shall constitute a quorum at any properly called meeting.

## **Article VII: Officers & Directors**

**Section 7.1 Association Officers** - The Officers of the Association shall be a President, 1st Vice-President, 2nd Vice-President, Corresponding Secretary, Recording Secretary, Financial Secretary, Treasurer, Parliamentarian, Chaplain, University Band President, and 4 (four) at-large members.

**Section 7.2 – Elected Officers** - The elected officers of the Association shall be described below. They are to be elected by a majority vote. If no candidate for an office receives a majority vote, a run-off election will be held between the top candidates with the same vote.

**Section 7.2.1 – Policy/Provisions** – All elected and appointed officers must be available to the members by either phone or email. All elected officers shall serve two-year terms and will officially assume office on January 1. The President shall announce appointed positions by January 31. Officers shall deliver all official documents and materials to successors within 30 days after their terms of office have ended. Failure of Association Officers to execute their duties or responsibilities shall be subject to discipline or dismissal by the Board of Directors.

**Section 7.2.2 – Description of Offices** – The description of officers shall serve as the duties of the officers of the Association.

**President** – The President is the chief executive officer of the organization and chairman of the Board of Directors. The President provides leadership & vision, proposes the direction, and ensures that the organization is working toward its stated goals.

- Shall preside over all meetings.
- Shall have the power to call all meetings except as provided otherwise in these bylaws.
- Shall be the chairperson of executive committee.
- Shall serve as ex-officio member of all other committees
- Shall have name listed on the Association bank accounts.
- Shall (with treasurer) co-authorize the Association expenditures.
- In the event of the President's inability to serve, the 1st Vice-President becomes President for the unexpired term

**Vice President** – The Vice President provides support to the President, assists in determining the vision of the Association, and also provides leadership. The Vice-President also provides leadership, direction and supervision to all committee chairs when necessary.

**1st Vice President** – The 1st Vice President provides leadership support to the President, serves as the Chief Operating Officer and assists in determining the vision of the Association, and also provides leadership. The Vice-President also provides leadership, direction and supervision to all committee chairs when necessary, and also serves as the President's Chief of Staff.

- Shall assume all duties of president in his/her absence.
- Shall coordinate & supervise efforts of all committee chairs.
- Shall obtain committee reports of each meeting from all committee chairs.
- In the event of the President's inability to serve, the 1st Vice-President becomes President for the unexpired term

**2nd Vice President** – The 2nd Vice President provides leadership support to the President, and serves as the coordinator of the annual convention and annual meeting.

**Recording Secretary** – The recording secretary is the primary record keeper of the Association.

- Shall keep an accurate account of proceedings of all meetings of the Association and the executive committee.
- Shall obtain committee reports of each meeting from all committee chairs.
- Shall compile all minutes and reports on a monthly basis and provide copies when requested.

**Corresponding Secretary** – The corresponding secretary is responsible for maintaining adequate and accurate communication among all members of the Association and shall handle all correspondence. The corresponding secretary shall agree to the strict confidentiality of all contact information.

- Shall possess contact information for all members of the Association.

- Shall notify and remind the appropriate people of upcoming events.
- Shall compose and distribute all necessary literature to the Association.
- Shall serve as chairperson of the Communications Committee

**Financial Secretary** – The Financial Secretary receives and receipts all monies at alumni band functions. The Financial Secretary surrenders all funds to the Treasurer after immediate documentation, maintains records of the financial members of the Association, and serves as a member of the Finance Committee.

**Treasurer** – The treasurer is the chief financial officer of the Association and is the custodian of all cash. Along with the President, the treasurer has ultimate financial responsibility.

- Shall, with President, co-authorize the association's expenditures.
- Shall have name listed on organization bank accounts.
- Shall provide financial report at all regular meetings.
- Shall maintain accurate financial records and provide quarterly documentation (bank statements, etc.) to the executive committee when requested.
- Shall make financial/tax information available for view when requested.
- Shall maintain records of financial members of the Association.
- Shall serve as chairperson of the Finance Committee

#### **Parliamentarian**

- Shall be abreast of the current constitution, Bylaws, and Rules of the Association and shall ensure that all business transaction of the Association is done so in accordance with standard parliamentary rules and procedures.
- Shall ensure all business transaction of the Association is done so in accordance with standard parliamentary rules and procedures.
- Shall allow for smooth and prompt discussion and decision making on topics of importance to a society.
- Shall follow rules in regards to nomination, voting, disciplinary action, appeals, dues, and the drafting of organization charters, constitutions, and bylaws.
- Shall conduct projects to further the goals of the organization or to develop services for the membership.

**Chaplain** – The chaplain provides spiritual leadership for the Association.

- Shall offer a blessing for all activities and gatherings.
- Shall fulfill prayer requests and forwards them to corresponding secretary for publication.
- Shall provide information regarding bereavement, illnesses and other extenuating circumstances to the Corresponding Secretary and Band staff.

**Member at Large (MAL)** - The MAL represents the interests of the general membership and conducts projects and accepts duties as assigned by the President and the Board of Directors.

- Shall participate as a member of the Board of Directors attending monthly Board of Director (BOD) meetings and special meetings as scheduled.
- Shall represent the general membership on issues of interest or concern, particularly those that arise outside of the standing committee structure.
- Shall conduct projects to further the goals of the organization or to develop services for the. Serves as chair of any ad hoc committee formed to develop these projects.

**Section 7.3 Executive Committee** - The duties of the Executive Committee shall be to implement and execute programs and policies approved by the Board of Directors.

- Action taken by the Executive Committee shall be ratified by the Board of Directors
- Exercise full authority of the Board of Directors between their meetings
- Monitor, review, and approve all standing and special committees activities
- Establish the Board of Directors meeting schedule and agendas.

**Section 7.3.1 Meetings** - Meetings of the Executive Committee shall be held in conjunction with the regular meetings of the Association, or on the call of the President.

**Section 7.3.2 Quorum** - A majority of the members of the Executive Committee shall constitute a quorum at any properly called meeting.

**Section 7.3.3 Attendance** - Members of the Executive Committee shall attend all regular and called meetings. 6

**Section 7.3.4 Board of Directors** – The Board of Directors shall consist of voting and non-voting members. The voting members shall consist of the elected officers of the Association. The non-voting member shall be the Immediate Past President.

**Section 7.3.4.1 General** - The Board of Directors shall establish policy and direct the supervision and management of the affairs of the Association in conformity with the Constitution and Bylaws, and parliamentary procedures. It shall receive and approve the reports of all officers and committees. The Board shall approve all budgets and commissions, and obtain an annual audit.

**Section 7.3.4.2 Meetings** - The Board of Directors shall meet three times a year as minimum and special meetings may be called by the Chairperson or called on a quorum on a simple majority of the members of the Board of Directors. Actions taken by the Board shall be reported to the Association at the first general meeting following such actions, and such actions shall be binding, except to the extent the Bylaws overrule them.

**Section 7.3.4.3 Attendance** - Members of the Board of Directors shall attend all regular and called meetings.

**Section 7.3.4.4 Council of Presidents** – The Council of Presidents shall consist of former presidents of the Association. Their purpose is to act as a liaison and advisor to the current President. The immediate Past President will chair the Council.  
Responsibilities of the Council of Presidents:

- Meets at least once per year or at the request of the incumbent president
- Receives information on current Association affairs, including the minutes of the Board of Directors meetings
- Serves in an advisory capacity to the Association

**Section 7.3.5 Standing Committees** - The Standing Committees shall be: Education, Membership, Activities, Public Relations, Finance, and Communications.

**Section 7.3.6 Special Committees** - Special Committees shall be appointed by the President as required.

The elected officers of the Association shall be described below. They are to be elected by a majority vote. If no candidate for an office receives a majority vote, a run-off election will be held between the top candidates with the same vote.

Officers must be available to the membership by either phone or email.

All elected officers shall serve two-year terms and will officially assume office on January 1. The President shall announce appointed positions by January 31.

*Officers shall deliver all official documents and materials to successors within 30 days after their terms of office have ended.*

*Failure of Association Officers to execute their duties or responsibilities shall be subject to discipline or dismissal by the Board of Directors.*

## **Article VIII: Committees & Duties**

**Section 8.1 - Standing Rules and Procedures** - Each standing committee will develop a set of standing rules and policies as guidelines for fulfilling the committee's responsibilities as outlined in the Bylaws of the Association. After approval by the Board of Directors, the rules and procedures will be adhered to by the respective committee until they are changed with the approval of the Board of Directors.

The President shall convene any new standing committees, ad-hoc committees, or sub-committees that he/she deems necessary. The by-laws must be amended if any additional new standing committees are created.

**Executive committee** – The President shall be the chairperson of the executive committee. The executive committee shall provide general leadership for the organization and shall be comprised of the President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, Parliamentarian, Chaplain, at-large members, and all standing and special committee chairpersons.

- Shall evaluate committee reports submitted by committee chairs before they are presented at general meetings
- Shall determine viable alternatives of voting by general membership.
- Shall compose an agenda for each general meeting.
- Shall approve a list of expenditure items for proposed annual budget.

**Membership committee** – The membership committee will assist the Association with organizing and implementing strategies for recruiting and retaining members on an annual basis. The committee is involved in research, development and implementation of membership benefits and incentives.

- Shall verify that all new applicants for membership meet the criteria
- Shall maintain accurate and up to date membership records and provide information when requested
- Shall verify that candidates for officers meet all eligibility requirements
- Shall prepare a slate of candidates one month prior to conference/election
- Shall be responsible for seeking new members & retaining current members through publicity, membership drives, and incentives

**Finance committee** – The finance committee will ensure the financial stability of the Association through the ongoing assessment and monitoring of the annual operating budget, investment portfolio, grants and contribution activities, and annual audit report. Periodically develop, review, and/or modify financial and investment policy guidelines and financial performance benchmarks in support of the Association's long-range plan. The treasurer shall be the chairperson of the finance committee.

- Shall assist in developing an annual budget
- Shall determine feasibility of proposed budget
- Shall prepare a quarterly schedule of cash flow to accommodate necessary expenditures

The finance committee shall contain a *fundraising sub-committee*. The fundraising sub-committee shall research, develop, and coordinate fundraising projects to support association activities and budgeted expenditures.

**Communications committee** – The communications committee will oversee the processes that ensure that members know everything they need to know about the Association, when they need to know it, and receive this information in a format that is useful. The corresponding secretary shall be the chairperson of this committee.

- Shall submit updates to The Patch Report
- Shall compile and update the membership roster and database
- Shall maintain and publish the association's activity calendar

**Activities committee** – The activities committee is to bring people together and create fun events. A guiding principle of this committee is to make all members (both young and young at heart) feel welcome at these events and organize events that appeal to the band member population.

- Shall plan and arrange all activities
- Shall compile a proposed annual calendar for approval by the executive committee
- Shall seek and present community service projects for the organization
- Shall convene conference planning, and homecoming sub-committees

**Public Relations Committee**– The public relations committee develops a plan to provide the public with information about the Association and promotes its activities. It will serve as a creative resource group for ideas pertaining to public relations, marketing, and advertising and to inform key stakeholders, members and the public in general regarding issues and events affecting the Association.

- Shall design and implement a logo for the organization. (Implementation involves making sure that the logo is prominently displayed whenever possible to maintain level of professionalism for organization.)
- Shall design paraphernalia for the organization
- Shall make and promote all communications it deems necessary for good public relations
- Shall convene a web site subcommittee

**Education Committee** – The purpose of this committee is to provide direct support to the current members of the band through financial assistance and recruitment.

- Shall actively seek qualified high school students for recruitment
- Shall coordinate with activities committee to organize events to develop a relationship with recruited students and further expose them to the FAMU Bands
- Shall designate committee member to be liaison with band staff in charge of recruitment
- Shall develop, coordinate, and administer innovative scholarship opportunities for prospective students
- Shall designate a committee member to work with the University to facilitate physical payment of scholarships
- Shall provide a listing of job/scholarship opportunities to current members of the association

## **Article IX: Meetings**

**Section 9.1 - Notice of Meetings** - The corresponding secretary shall prepare a complete list of those members entitled to vote at a meeting of the association, and send written or electronic notice to the members as they appear in the records of the Association. The notice shall state the place, date, and time of the meeting, as well as the general nature of the business to be considered.

**Section 9.2 - Annual Meeting** - The Association shall meet three times annually in the City of Tallahassee, FL, with the date being set by the Board of Directors.

**Section 9.2.1 – Description of Annual Meetings** – There will be three annual meetings held in the City of Tallahassee, FL.

- Winter Meeting – This meeting shall be held no later than the last day of February of the current fiscal year. This meeting will consist of the approval of the Annual budget and calendar of National and Local Chapters.
- Homecoming Meeting – This meeting shall be held during the Florida Agriculture and Mechanical University (FAMU) Homecoming week.
- Annual Meeting – This meeting shall be designated as the Annual Convention.

**Section 9.3 - Annual Convention** - The Association shall meet at a time and location designated by the Board of Directors. All Regular Members, Associate Members, and Corporate Members shall be eligible to participate in the Annual Meeting of the Association.

**Section 9.4 - Transition Meeting** - The Transition Meeting should be held in conjunction with the Winter meeting held in the City of Tallahassee, FL, with the date and time being set by the Board of Directors. Within 45 days following an election, a newly elected President shall convene a transition meeting for the purpose of facilitating a smooth transfer of the administration from the preceding President. Attendance at the meeting will include outgoing members of the Board of Directors, newly elected members of the Board of Directors, as applicable by office, and outgoing and newly appointed standing committee chairpersons.

**Section 9.5 – Standing Meeting Agenda** – This standing meeting agenda will serve as the prescribed order of business for the General Body Meetings of the Association.

- I. Call to Order
- II. Reading and Approval of Minutes (Secretary’s Report)
- III. Reports of Officers, Boards, and Standing Committees
- IV. Reports of Special (select or ad hoc) Committees
- V. Unfinished Business and General Order
- VI. New Business
- VII. Adjournment

## **Article X: Scholarships**

The highest scholarship awarded by the Association shall be the William P. Foster Scholarship. No scholarship amount shall be greater than the William P. Foster Scholarship.

## **Article XI: Affiliated Chapter**

**Section 11.1 Purpose** - The Chapters’ purposes, in addition to supporting the general purposes of the parent organization, are: 1) To provide a meeting place for local affiliated chapters; 2) To share ideas and techniques, 3) To serve the students and community locally, and 4) To be the host chapter when events and programs take place in the local area. While it is understood that the parent organization will provide advice and counsel, as requested, Local Chapters are advised that the nature and extent of their activities are left to their discretion. Events and activity planning, while probably apart of the normal activities of Local Chapters, are to be conducted at the discretion of Local Officers, and all safety and instruction is to be under their explicit direction and control. The national office strongly recommends using current hotels and key resources that are in place until contracts are expired. Other vendors are always welcome and can be used at the Local Chapters’ discretion whether independent or in conjunction with current measures in place to date.

## Article XII: Removal of Officers

**Section 12.1 – Disciplinary Action against Officers and Members** - Disciplinary action may be taken against any officer or member who does not conform to the principles, aims, and purposes of the Association as set forth in these Bylaws and is guilty of conduct that is not in the best interest of the organization.

**Section 12.2 – Attendance** - Officers must attend at least 75% of the regularly scheduled meetings of the Executive Committee and the Board of Directors. Failure to do so will result in disciplinary action by the Board of Directors upon the recommendation of the Executive Committee.

**Section 12.3 – Filing Complaints** - Three or more members of the Board of Directors must initiate a complaint against an Officer. Upon receipt thereof, the President shall forward a copy of the complaint by registered mail to the Officer involved. Said Officer shall have 15 calendar days to respond.

**Section 12.4 – Hearings** - The Board of Directors reserves the right to hear and act upon the charges and the Officer is entitled to a hearing before the Board of Directors, if desired.

**Section 12.5 – Suspensions** - The Board of Directors may temporarily suspend an officer of the organization by two-thirds 2/3 vote of the Board members present.

**Section 12.6 – Appeals** - The Board of Directors shall be the final level of appeal in disciplinary action. Any officer of the Association may be removed for violation of these by-laws, failure to perform assigned duties, misuse of funds.

**Section 12.7 - The Removal Process** - A written resolution proposing removal must be submitted to all members of the Board of Directors (except impeachment candidate). This resolution must include evidence of specific violations.

- Upon approval of the Board of Directors, removal candidate will be provided a copy of the resolution.
- The removal candidate, if deemed appropriate, may submit a written response to the recording secretary within two weeks regarding upcoming action.
- The removal resolution and candidate response will be read and discussed at the next regular meeting.
- The general membership will vote. A two-thirds majority is required. All votes are final and will take effect immediately.

## Article XIII: Compensation and Expenses

**Section 13.1 – Salary** - No salary or other compensation shall be paid to any director, officer, or committee member of the association for performance of services to the association, but the Board of Directors may authorize the payment of reasonable out-of-pocket expenses resulting from performances of such services.

Nothing herein shall be construed to prohibit the association from entering into a contract or other business transaction with one or more of its members or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, provided that the following conditions exist:

- The fact of such relationship or interest is disclosed to the Board of Directors
- The Board of Directors authorizes such contract or transaction, by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors, officers or members.
- The contract or transaction is fair and reasonable as to the association at the time it is authorized by the Board of Directors, or the members.

## **Article XIV: Prohibition of Dividends**

**Section 14.1 Dividends** – No part of the net earnings of the Association shall be distributed as dividends to its members, directors, officers or other private person or entity. The Association shall be empowered to pay reasonable compensations for services rendered and to make 13 payments and distributions in furtherance of the purposes set forth in these bylaws and the articles of incorporation.

**Section 14.2 Dissolution-** In the event of the dissolution of the Association the Board of Directors shall, after making provisions for the payment for all liabilities of the Association, dispose of the Association's remaining assets in a manner exclusively for the purpose for which the Association was established.

## **Article XV: Fiscal Year**

The fiscal year of the Association shall begin July 1, and end on June 30 of the following year.

## **Article XVI: Amendments**

The Board of Directors or any financial member may make proposals for Amendments. Proposed amendments shall be presented at any annual meeting providing a notice of the amendment has been given and the amendment distributed to the membership at least 60 days prior to the meeting in which the Amendment is presented for vote. A simple majority vote of the members present and voting at any annual meeting shall be required for adoption. No part of these Bylaws shall be amended or annulled except by the methods herein described.