

By-Laws

Article I.

General

- Section 1: Quorum. Those members present at the annual business meeting of the Association constitute a quorum. At special business meetings of the Association, fifty percent members present are necessary for a quorum. However, unless a member attending a special called business meeting raises a question of quorum after the business meeting is opened and before business has been transacted by the Association, a quorum will be presumed. A majority of any committee members constitute a quorum.
- Section 2: Calendar Year. The fiscal or financial year of the Association shall begin January 1 and end December 31 in each calendar year.
- Section 3: Rules of Procedure. When not otherwise expressly provided for in the Constitution or in these By-Laws, parliamentary procedure at the business meetings shall be in conformity with Roberts Rules of Order. At the annual business meeting of the Association, the Association by a two-thirds majority may vote to suspend the rules of order for that particular session. At any special called business meeting of the Association it may not suspend the rules of order. At any business meeting of the Board of Directors, a majority of the entire Board may vote to suspend the rules or order for that particular session. Neither the Association nor the Board of Directors may suspend any requirement of the Constitution or By-Laws of the Association. That may be accomplished only by amendment as provided for in the Constitution and as provided for in these By-Laws.
- Section 4: Secret Ballot. At any regular or special business session, voting of any matter, shall be by secret ballot (a) when a majority of the Association members present at the meeting vote for a secret ballot or (b) upon recommendation of a majority of the Board of Directors.
- Section 5: Compensation. Officers and Directors of the Association may be reimbursed for actual expenditures incurred in performing the functions and duties of their respective offices under such guidelines as may be established by the Board of Directors. The Board may authorize payment of per diem stipend to officers and directors for time actually spend in the conduct of Association business and affairs provided there are funds of the Association to do so.
- Section 6: Employees. The Board of Directors may employ, either on a full time or part time basis, such employees as it deems necessary to efficiently perform the objectives and goals of the Association provided there are adequate funds available for this purpose.
- Section 7: Contract Services. The Board of Directors may contract for services to be performed by independent contractors or service suppliers on such terms and for such duration as the Board shall deem appropriate in the furtherance of the goals and objectives of the Association. No service contracts shall be entered into which do not contain an option available to the Association to terminate the contract upon reasonable notice after the contract has been in effect for one year.
- Section 8: Minutes. The Secretary of the Association shall take or cause to be taken minutes of all

meetings of the Association and to make available to any active member of the Association a copy of the minutes for inspection. Upon payment of the costs of reproduction, the Secretary shall furnish the active member making the request and payment with a copy of the minutes.

The Secretary of the Board of Directors shall take or cause to be taken minutes of the meetings of the Board of Directors. These minutes shall be published at the same or succeeding meeting of the Board of Directors and, when approved by the Board of Directors, shall constitute the minutes of the meeting. These minutes shall be preserved by the Secretary and a copy made available to any member of the Board of Directors upon request.

Section 9: Organizational Year. The organizational year of the Association shall be from the date of the installation of officers each year until the installation of officers in the first succeeding year. The Board of Directors shall designate the date on which officers are to be installed each year, which date may or may not be during the annual meeting of the Association and the date of installation of officers need not be an anniversary date of the installation in the immediately preceding year. Other than the President, officers will not assume the office to which elected until they have been installed, with or without ceremony, by action of the Board of Directors. After election and before installation, the officers-elect will be referred to as _____ [name of office]-elect.

Article II. Adoption And Amendment

Section 1: Adoption. These By-Laws shall be adopted and in immediate effect when a majority of the Board of Directors shall vote to adopt them, following adoption of the Constitution by the Board of Directors.

Section 2: Amendment. These By-Laws may be amended, altered, or repealed by a majority vote of all the Directors at a business meeting, provided that such proposed amendment, alteration or repeal has been given to the Secretary of the Board in writing and announced to the Board membership at least thirty days prior to the meeting at which the proposal is presented to the Board for consideration.

Section 6: Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. Each member of the Board, including the Chairman, shall have one vote. A majority vote of the Board members present and voting shall prevail.

Attestation

Re-adopted by the Board of Directors in business session duly assembled the 7th day of January, 1994.