



Bylaws of The Club Management Association of America

Article I. NAME

The name of the corporation shall be THE CLUB MANAGEMENT ASSOCIATION OF AMERICA (the "Association").

Article II. PURPOSE

The Association is organized as a nonprofit corporation under the Michigan Nonprofit Corporation Act (the "Act") for the purposes set forth in the Association's Articles of Incorporation. The specific purposes of the Association, and the business and objectives to be carried on and promoted by it, are to promote and advance friendly relations between and among persons connected with the management of clubs and other associations of similar character; to encourage the education and advancement of its members; and to assist club officers and members, through their managers, to secure the utmost in an efficient and successful operation.

Article III. MEMBERSHIP

Section 1. Categories.

There shall be seven (7) categories of membership as follows, with the qualifications and rights as set forth below: Professional, Associate, Student, Alumnus, Retired (Professional or Associate), Honorary (Professional or Elected), and Faculty.

A. Professional.

Upon proper completion of a written application in a form provided by the Association, any person eligible for Professional membership under these Bylaws may be accepted for membership and classified as a Professional member.

(1) Eligibility. A person connected with the management of clubs at the time of applying for and election to membership in the Association is eligible for Professional membership. Professional members traditionally will be associated with membership clubs in a compensated management role.

(2) Rights. Professional members of the Association shall be eligible to hold elective office and take part in all business and affairs of the Association. Each Professional member shall have the right to cast one (1) vote on all matters submitted to a vote of the membership.

(3) Continuation while Unemployed Status. A Professional member who becomes unemployed and is actively seeking employment in the club management profession may continue as a Professional member for the period for which dues have been paid, and is eligible to remain a Professional member for up to one (1) additional year ("Continuation while Unemployed Status"), pursuant to terms and conditions set forth in the Association's Policy Manual. Following the completion of the one (1) additional year, if the member remains unemployed, the member shall automatically be transferred to Associate membership.

B. Associate.

A Professional member of the Association in good standing who enters into another line of business, or is still temporarily disengaged after the tenure of Continuation while Unemployed status for one (1) year, shall cease to be a Professional member and shall be transferred to Associate membership. An Associate member shall be entitled to all privileges of the Association, but shall not be eligible to vote or hold elective office. An Associate member, who reestablishes a position in club management and is otherwise eligible for Professional membership, shall be transferred back to Professional membership following the receipt of notice by the Association of a change in status and a completed membership application.

C. Student.

An individual who is enrolled in an accredited college, university or school for undergraduate or graduate studies is eligible to apply for Student membership. Such membership does not permit the holder to vote or hold elective office in the Association nor to transfer to any other category of membership. Students may retain Student membership for two (2) years following graduation from the eligible program. Student members no longer enrolled at a college/university, and who attain a full-time club management position within two (2) years from the date of graduation, shall be ineligible to maintain Student membership; such Student members may apply for Alumnus membership.

D. Alumnus.

A person who was a former Student member and is now connected with the management of clubs is eligible for Alumnus membership. Members may remain in this category for no longer than a period of two (2) years; Alumnus members shall be eligible to vote and hold elective office; and Alumnus members will pay half the current Professional member dues rate.

E. Retired (Professional or Associate).

Upon notification, a Professional or Associate member who is at least sixty-five (65) years old and is no longer working full time – or is disabled and unable to work – may be transferred to Retired Professional or Retired Associate membership status respectively. A Professional or Associate member who has not attained the age of sixty-five (65) years and is no longer working full time may transfer to Retired (Professional or Associate) status if the sum of the member's age and the number of full years of membership in the Association (at least 10) equals or exceeds seventy-five (75). Retired Professional members shall be entitled to all privileges of the Association and shall be eligible to vote, but may not hold elective office. Retired Associate members shall be entitled to all privileges of the Association, but shall not be eligible to vote or hold elective office.

F. Honorary (Professional or Elected).

Upon the written request of three (3) or more members, the Board of Directors may, at its discretion, elect as an Honorary member any individual who has rendered special service of value for the promotion and advancement of the welfare of the Association. The written request shall state the nature of the services rendered and the results obtained. When Professional or Retired Professional members of the Association are so honored, they shall not lose their status as, and privileges afforded to, a Professional or Retired Professional member, including the right to vote; but in the event an Honorary membership is conferred upon an individual who is not a club management professional, or not a Professional or Retired Professional member of the Association, said Honorary member shall have no right to vote and shall hold no elective office.

G. Faculty.

An individual who is an instructor or faculty member of a hospitality or related program in an accredited college, university or school for undergraduate or graduate students is eligible to apply for Faculty membership. Such membership does not entitle the holder to vote or hold elective office in the Association or to transfer to any other category of membership.

H. Voting Members.

Professional members, including those with a Continuation while Unemployed status, Alumnus members, Retired Professional members, and Honorary Professional members, shall be collectively referred to in these Bylaws as the "Voting Members".

Section 2. Admission.

An applicant shall simultaneously apply for membership in both the Association and the local chapter of the Association having jurisdiction over the area in which the applicant's club is located.

Section 3. Penalties for Nonpayment.

Any member who shall be in arrears for dues or assessment, or both, for a period of two (2) months from and after November 1 of any year shall be notified and dropped from the membership rolls of the Association if such member fails to submit payment within fifteen (15) days of such notice.

Section 4. Chapter Transfers.

A Professional member who moves to an area over which another chapter has jurisdiction and who is in good standing in both the chapter the Professional member is leaving and in the Association, may retain Professional membership in the Association for a period of one year following the year for which the dues in the chapter the member is leaving and the Association are paid. Following the one year period, the Professional member must join the chapter which has jurisdiction over the area in which the Professional member is now located.

Section 5. Suspension and Expulsion.

A member may be suspended for a specific period of time, or may be expelled, for cause, including, but not limited to, material violations of these Bylaws or applicable law. Written notice of the proposed suspension or expulsion and the reasons for such suspension or expulsion, as well as the time and place of the meeting of the Board of Directors at which the member's suspension or expulsion will be considered and the member's right to present defenses to the charges at the hearing, shall be sent by registered mail at least fifteen (15) days before the hearing to the member at the member's last known address. Such suspension or expulsion shall require the vote of two-thirds of the Board of Directors then in office following the hearing.

Article IV. DUES AND FEES

Section 1. Administrative Fee.

The Board of Directors shall determine what administrative fee, if any, shall be paid.

Section 2. Dues.

All dues and assessments shall become payable by November 1 of each year, which shall cover the Association's fiscal year. The amount of annual dues in each membership category shall be set by the Board of Directors.

All applications for membership shall be accompanied by a remittance for a full year's dues/fees as determined by the Board of Directors. On memberships which become effective between April 1 and August 31 in any year, fifty percent (50%) of these dues/fees shall be collected upon application. Memberships which become effective on or after September 1 in any year shall be exempt from dues/fees for the remainder of the fiscal year and the entire amount shall be applied to the ensuing year's dues.

There shall be no dues for Honorary Members.

Section 3. Assessments.

The Board of Directors shall have power to levy an assessment during each fiscal year. Such special assessments may not be levied upon Retired or Honorary Members.

Section 4. Refunds.

No dues/fees shall be refunded to any member whose membership terminates for any reason.

Article V. MEETING OF MEMBERS AND VOTING

Section 1. Annual Meeting.

The Association shall hold its Annual Meeting at such time and place as may be named by the Board of Directors, after giving suitable notice to all members as to the date of such meeting.

Section 2. Special Meetings.

Special meetings of the Association members may be called by the Chairman upon the request of a majority of the Board of Directors then in office, or upon the request of ten percent (10%) of the Voting Members. Special meetings of the Association members may be held at such place as the Board of Directors shall designate.

Section 3. Notice and Waiver.

Notice of any Annual or special meeting of the Voting Members must be provided to each Voting Member by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, not less than ten (10) days and not more than sixty (60) days before the date set for such a meeting, and must include the time, date, place, and purpose of such meeting. A Voting Member's attendance at a meeting, in person or by proxy, shall constitute a waiver of objection to lack of notice or defective notice of the meeting, unless the Voting Member objects at the beginning of the meeting or transacting certain business at the meeting.

Section 4. Quorum and Action of Members.

Ten percent (10%) of the Voting Members present in person or by proxy shall constitute a quorum for the transaction of business at any annual or special meetings. Unless otherwise specified in the Act or these Bylaws, any action receiving the approval of a majority of the Voting Members at a meeting at which a quorum is satisfied shall be the act of the Voting Members.

Section 5. Order of Business and Credentials Committee.

The order of business at any meeting shall be set by the Chairman in consultation with the Board of Directors, provided that the order of business at any meeting may be altered or suspended by a vote of the majority of Voting Members present at a meeting at which quorum is present. The Chairman shall appoint a Credentials Committee, whose duty it shall be to ensure that only current Voting Members of the Association are permitted to vote at the meeting.

Section 6. Voting by Ballot or Proxy in Connection with a Meeting.

All eligible Voting Members of the Association in good standing who will not be present at the Annual Meeting or any special meeting may request a proxy form (a "Voting Authorization") for the purpose of voting for Directors and Bylaw amendments to be considered at the meeting. All eligible Voting Members of the Association in good standing who are present at the Annual Meeting may vote for Directors and Bylaw amendments by ballot at the official polling place where the election takes place. Upon proper identification and verification of the Voting Member's status, the Credentials Committee will issue a ballot. Completed Voting Authorizations and ballots will be delivered to the Judge of Elections.

Other than as set forth in this section, no other form of ballot or proxy shall be permitted at any meeting of the Voting Members.

Section 7. Action by Ballot

Any action that the Voting Members are required or permitted to take at the Annual Meeting or a special meeting, including the election of Directors, may be taken without a meeting if the Association provides a ballot to each Voting Member. The ballot must: (a) set forth each proposed action; (b) provide an opportunity for the members to vote for or against each proposed action; (c) specify a time by which the Association must receive a ballot in order to be counted as the vote of the Voting Member, which time shall not be less than twenty (20) nor more than ninety (90) days after the date the Association provides the ballot to the Voting Members. An action is considered approved by the Voting Members if the total number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting to take the action, and the number of favorable votes equals or exceeds the number of votes that would be required to approve the action at a meeting at which the number of votes cast by Voting Members present was the same as the number of votes cast by ballot.

Article VI. OFFICERS

Section 1. Eligibility.

All Officers shall be chosen from among the members of the Board of Directors and must be Professional members. In the event that an Officer becomes unemployed and remains so during the term of office, the Officer may continue to serve as an Officer for a period not to exceed twelve (12) months, and shall be considered to have resigned following such twelve (12) month period. Any Officer leaving the club field for another line of work or who is otherwise no longer eligible for Professional membership shall be ineligible to continue to serve as an Officer and shall be considered to have resigned as an Officer immediately upon such ineligibility.

Section 2. Election of Officers.

The Officers of the Association shall be the Immediate Past Chairman, Chairman, Vice Chairman and Secretary-Treasurer. A current member(s) of the Board of Directors may be nominated for the office of Secretary-Treasurer by expressing such interest in writing to the Chairman and President & CEO by April 1 of each year. The Board of Directors will elect, by confidential ballot, a Secretary-Treasurer from within its ranks at its spring Board meeting. Once elected, the Secretary-Treasurer shall ascend to the offices of Vice Chairman, Chairman and Immediate Past Chairman unless the Board of Directors determines that such ascension should not occur and removes the individual from office pursuant to Section 9 of this Article.

In voting for any candidate for office, if there is more than one candidate, the candidate receiving the most votes shall be declared the winner.

Section 3. Term.

Each Officer shall hold office for a term of one (1) year, provided, however, that Officers shall serve until their successors have been duly elected and qualified. An Officer may only serve one full term in any office.

Section 4. The Chairman.

The Chairman shall be the Chief Elected Officer of the Association and shall be accountable for its fiscal affairs. The Chairman shall preside at all meetings of the Board of Directors and at all meetings of the members; shall make appointments to all committees in accordance with Article IX, Section 9; shall be a voting member of the Executive Committee; and shall be an ex-officio member without voting privileges, of all other committees, except the Nominating Committee. The Chairman shall decide all questions of order of any meeting over which the Chairman resides. At any meeting of the Board of Directors, the Chairman shall cast the deciding vote in all cases where a second ballot is equally divided and shall sign all papers and other documents that may require signature by the Association, which signature may be attested by the Secretary-Treasurer under the Association's seal.

Section 5. The Vice Chairman.

The Vice Chairman shall have the same authority as the Chairman as stated in Article VI, Section 4, in case of the inability of the Chairman to perform the duties of the office. In case of a vacancy occurring in the office of the Chairman, the Vice Chairman shall assume full duties of the Chairman until the next election.

Section 6. The Secretary-Treasurer.

The Secretary-Treasurer is the elected officer of the Association who shall perform all of the duties incident to the office of Secretary and Treasurer and such other duties as from time to time be assigned to him or her by the Chairman or by the Board. The Secretary-Treasurer shall supervise the recording of all meetings of the Association and of the Board of Directors. The Secretary-Treasurer shall see that all provisions of the Bylaws are accurately and faithfully administered by the President & CEO. The Secretary-Treasurer is responsible, with the President & CEO, to see that any excess Association funds are safely invested. The Secretary-Treasurer shall: see that accurate records are kept at the Association which reflect true accounting of the Association's fiscal affairs; make a report to the Membership at the Annual Meeting regarding the affairs of this office; be responsible for all monies of the Association; and monitor the receipt and disbursement of such funds.

Section 7. Appointive Officers.

The Chairman shall appoint a sergeant-at-arms and such other subordinate officers at the Annual Meeting as deemed advisable. At the Annual Meeting, committees and appointive officers shall be deemed to have been discharged at such time as they have submitted their report or have discharged the duties for which they were appointed. Any such appointive officer may be removed from office by the Chairman before the expiration of the term.

Section 8. Reports.

The reports of all Officers of the Association shall be available by the Annual Meeting.

Section 9. Removal.

The Board of Directors may remove an Officer for cause by a two-thirds (2/3) vote of the Board of Directors.

Section 10. Vacancies.

The Board of Directors shall, by a majority vote, fill all vacancies in elective offices until the next annual election. In the event that the Chairman is unable to perform the duties of the office, the Vice Chairman shall assume the full duties of the Chairman. In the case of a vacancy occurring in the office of Vice Chairman, the Secretary-Treasurer shall assume the full duties of the Vice Chairman until the next annual election.

In the case of simultaneous vacancies occurring in all officerships and directorships of the Board of Directors, the line of authority will flow to the most recent Past Chairman who, health permitting, is willing to serve as Chairman of an Association Organizing Committee. The second most recent Past Chairman will serve as Vice Chairman of the Association Organizing Committee. The third most recent Past Chairman will also serve on the Committee.

The Committee shall proceed to reorganize the Association's leadership and call a meeting with this purpose within thirty (30) days upon assuming their posts. The Chairman and Vice Chairman of said Association Organizing Committee will have fiscal authority over the Association's bank accounts. Bank resolutions will be drawn vesting the power of the Chairman and Vice Chairman's signatures for the disbursement of the Association's funds for the payment of bills and other obligations.

Article VII. BOARD OF DIRECTORS

Section 1. Authority and Responsibility.

The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; and shall actively execute its objectives and supervise the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 2. Number and Composition of Directors.

The Board of Directors shall consist of thirteen (13) Directors, four (4) of whom shall be Officers as prescribed under Article VI, and nine (9) of whom shall be Directors elected for staggered terms of up to three (3) years, with at least three (3) such Directors being elected each year by the Voting Members by Voting Authorization or in person at the Annual Meeting.

Section 3. Manner of Nomination and Election.

A. Nominations.

The Nominating Committee shall present the Voting Members with a slate of candidates for open elective seats on the Board of Directors at a membership meeting in the fall. Any Professional member may be added as a candidate for Director upon submission of a petition signed by fifty (50) Voting Members within thirty (30) days of the Nominating Committee's presentation of its slate of nominees.

B. Elections.

Ballots prepared by the President & CEO shall be distributed to each eligible Voting Member at the Annual Meeting. At the Annual Meeting, each eligible Voting Member shall cast a ballot with votes for three (3) candidates to serve on the Board of Directors. Ballots showing a number of votes other than three (3) shall be void and shall not be counted. Voting Members may also submit their votes by Voting Authorization, which shall be counted only if such Voting Authorization provides for the casting of three (3) votes for the candidates.

Section 4. Eligibility.

Directors of the Association shall be Professional members. In the event that a Director becomes unemployed and remains so during the term as Director, the Director may continue to serve as a Director for a period not to exceed twelve (12) months while the Director is on Continuation While Unemployed status. Directors are eligible for re-election during that period, but such re-election does not extend the twelve (12) month period. Any Director leaving the club management field for another line of work shall be ineligible to serve as Director and shall be considered as having resigned as a Director immediately.

Section 5. Term of Office.

The Directors, except for the Chairman, Vice Chairman and the Secretary-Treasurer, shall be elected for a term of up to three (3) years. The Chairman, Vice Chairman and Secretary-Treasurer shall be elected for one (1) year terms and during such terms they shall also be members of the Board of Directors.

The retiring Chairman shall become an ex-officio voting member of the Board of Directors at the time the elected successor takes office and shall remain as an ex-officio voting member for one (1) year or until the successor as Chairman has retired from office, whichever occurs last.

No elective Director shall serve more than two (2) elected consecutive terms as a Director, which shall include partial terms served to fill a vacancy, in other than the capacity of an Officer.

Should there be more than three (3) elective Director seats open in any election, the three (3) candidates receiving the highest number of votes shall be declared elected as Directors for the three (3) year term, and the candidate receiving the next highest number of votes shall be declared a Director for the two (2) year or one (1) year term if there is a vacancy and so on until all vacancies have been filled. In case of a tie ballot for a particular vacancy, a new ballot shall be taken to determine which of the candidates is to fill such vacancy.

Section 6. Removal.

The Voting Members may remove any Director for cause by an affirmative vote of a majority of the Voting Members present at any regular or special meeting at which a quorum is specified.

Section 7. Vacancies.

Any vacancy occurring on the Board of Directors between Annual Meetings shall be filled by the Board of Directors by majority vote. If the Directors remaining in office constitute less than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of all of the Directors remaining in office.

Section 8. Meetings.

A. Regular.

A regular meeting of the Board of Directors shall be held following the Annual Meeting. Regular meetings of the Board of Directors shall also be held at such time and places as the Board of Directors may by resolution decide.

B. Special Meetings.

Special Meetings of the Board of Directors may be called at any time by the Chairman or the Secretary-Treasurer by giving each Director three (3) days' notice.

C. Remote Communication.

A member of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear and communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

D. Quorum; Action of the Board.

A majority of the members of the Board of Directors then in office constitutes a quorum for the transaction of business. Any less number may adjourn from time to time until a quorum is present. The vote of a majority of the members of the Board of Directors present at a meeting at which a quorum is present constitutes the action of the Board of Directors, unless the vote of a larger number is required under the Act, the Articles of Incorporation, or these Bylaws.

E. Action Without Meeting

Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if, before or after the action, all members of the Board of Directors then in office consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the Board of Directors. The consent has the same effect as a vote of the Board of Directors.

Section 9. Order of Business.

The Board of Directors may, from time to time, determine the order of business at their meetings.

Section 10. Grievances.

Should a member or a chapter have suffered an alleged injustice, the individual or the chapter may submit such grievance to the Board of Directors for review. The decision of the Board of Directors shall be final and binding upon all interested parties. Such parties may appeal such decision to the Executive Committee, which may recommend reconsideration to the Board of Directors. All parties to such complaint shall be heard by the Board of Directors and notice of such hearing containing details of the grievance shall be mailed to the individual and the president and secretary of the chapter by Registered Mail at least 15 days before the date of such hearing. The notice of such hearing shall state the time and place of the hearing. Pending the rendering of a final decision by the Board of Directors, the individual shall retain membership in the Association.

Article VIII. EXECUTIVE COMMITTEE

Section 1. Authority and Responsibility.

The Executive Committee may act in place and stead of the Board of Directors between Board meetings on matters that have been delegated by the Board of Directors, to the extent such delegation(s) of authority are permitted to be delegated by the Board of Directors by the Act. Notwithstanding the foregoing, the Executive Committee shall not be delegated the following powers, unless the Board of Directors delegates any such power by an affirmative vote of two-thirds of the Board of Directors: adopt a general budget; purchase, sell or lease any real property; fix annual dues and special fees or assessments; elect Officers and successors to any office which becomes vacant. Actions of the Executive Committee shall be reported to the Board of Directors by mail or electronically or at the next Board meeting.

Section 2. Composition.

The Executive Committee shall consist of the Chairman as Chairman, the Vice Chairman, the Secretary-Treasurer and the Immediate Past Chairman. The President & CEO shall be an ex-officio member without a vote.

Section 3. Quorum and Action of the Committee.

Three voting members of the Executive Committee shall constitute a quorum at any duly called meeting of the Executive Committee. The Chairman shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called on request of three members of the Executive Committee. The act of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Article IX. STANDING AND SPECIAL COMMITTEES

Section 1. Nominating Committee.

The Nominating Committee shall consist of the Immediate Past Chairman, acting as Chairman, and at least six other Professional members of the Association who shall be appointed by the Chairman and Immediate Past Chairman. Nominating Committee members shall be Professional members in good standing who represent a wide range of membership demographics. It shall nominate Professional members of the Association in good standing to serve as Directors, and shall communicate such nominations to the Voting Members in September of each year.

Such Nominating Committee shall have the duty to nominate and present a slate of candidates for Directors equal to the number of available openings. These names shall be voted upon, together with any other names submitted through the independent nomination process.

Section 2. Budget & Finance Committee.

The Budget & Finance Committee shall consist of the Chairman, Vice Chairman, Secretary-Treasurer, and up to two (2) additional Professional members. The Secretary-Treasurer shall serve as Committee Chairman. The Committee shall counsel with the President & CEO on the annual budget of the Association and prepare recommendations for the Board of Directors. The Committee may perform such other duties in connection with the finances of the Association as the Board of Directors may determine from time to time.

Section 3. Audit Committee.

The Audit Committee shall consist of the Chairman, Vice Chairman, Secretary-Treasurer, and up to two (2) additional Professional members. The Secretary-Treasurer shall serve as Committee Chairman. The Committee's responsibility is to assist the Board of Directors in monitoring the integrity of the Association's financial statements; the independence, qualifications and performance of the Association's independent auditor; the performance of the Association's internal audit function; and the Association's compliance with legal and regulatory requirements.

Section 4. Strategic Planning & Organizational Culture Committee.

The Strategic Planning & Organizational Culture Committee shall be chaired by the Vice Chairman and shall consist of the Chairman, Secretary-Treasurer, and such other selected representatives from the Board of Directors or membership appointed by the Chairman in cooperation with the Vice Chairman.

The purpose of the Strategic Planning & Organizational Culture Committee shall be to create a long-term strategic plan for the Association as needed; to assess, discuss, and recommend the best strategies to achieve the Association's organizational goals and objectives; and to develop, implement, and measure CMAA resources and services to drive a culture of inclusion and acceptance. The Committee shall provide the framework to advance the Association's mission, vision and goals and make regular recommendations to the Board of Directors for its consideration and approval.

Section 5. Bylaw & Policy Committee.

The Bylaw & Policy Committee shall consist of selected representatives from the Board of Directors or membership as appointed by the Chairman.

The function of the Bylaw & Policy Committee is to review and evaluate the Association's Bylaws and proposed amendments or repeals to confirm whether or not matters addressed are legally appropriate and in the best interest of the Association as presented by eligible voting members, chapters and the Board of Directors; to review, amend, and consider recommendations for the Association's Policy Manual; and to prepare an annual report with recommendations to the Board of Directors for their consideration and approval.

Section 6. Professional Development Committee.

The Professional Development Committee shall be the official educational committee of the Association overseeing all of the Association's professional development efforts. The Committee shall also develop, maintain and administer a program of recognition and certification for members of the Association who qualify in accordance with the certification program's rules and regulations.

The committee shall consist of at least five (5) Professional members. The members of the Committee shall be appointed by the Chairman, subject to approval of a majority of the Board of Directors, for three (3) year terms. The Chairman of the Committee shall be a current member of the Board of Directors and have served at least one (1) year as a member of this Committee prior.

Section 7. Credentials Committee.

The Credentials Committee shall ensure that only current Voting Members of the Association are eligible to vote and are issued official ballot forms. The Credentials Committee shall also be responsible for exercising prudent and adequate controls over the voting process to ensure the rights and privileges of Voting Members and to prevent any improper, illegal or unauthorized voting.

Section 8. Elections Committee.

The Elections Committee shall be responsible for electronically tallying the votes of eligible Voting Members made in person or by Voting Authorization. The Elections Committee shall not be comprised of any members of chapters which have offered a candidate in the election. The Chairman shall appoint the chairman of the Committee, who shall serve as the "Judge of Elections."

Section 9. Committee Appointments.

The Chairman shall make appointments to all Standing and Special Committees, unless otherwise specified in these Bylaws, subject to approval by a majority of the Board of Directors. In addition, the Chairman has the authority to add members to any committee with the advice and consent of the Officers.

Section 10. Creation and Dissolution of Committees.

The Chairman shall monitor actions of the Standing and Special Committees and task forces of the Association and shall recommend to the Board of Directors on a regular basis, the creation, dissolution, and consolidation of these bodies.

Article X. EXECUTIVE AND STAFF

Section 1. President & CEO.

The Board of Directors shall, by majority vote, employ and oversee an individual to serve as the President & CEO and who shall devote full time and attention to the affairs of this Association as determined by the Board of Directors. Contracts or agreements with the President & CEO shall be for terms not to exceed three (3) years.

Section 2. Authority and Responsibility.

The President & CEO shall be the President & CEO of the Association, responsible for all management functions. The President & CEO shall manage and direct all activities of the Association as prescribed by the Board of Directors and shall serve as an ex-officio member of the Executive Committee without a vote. The President & CEO shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Association and fix their compensation within the approved budget. The President & CEO shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management that, in the President & CEO's judgment, are in the best interests of the Association. The President & CEO may make disbursements of the Association funds as directed by the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors.

Article XI. FINANCE

Section 1. Fiscal Year.

The fiscal year of this Association shall begin on November 1 in each year, and shall end on October 31 of the following year.

Section 2. Authorized Signatures.

The Board of Directors shall, from time to time, authorize officers or officials to sign checks and vouchers on the Association's funds, in such amounts and such manner as shall be prescribed by the Board of Directors.

Section 3. Insurance.

Director and officer liability insurance shall be furnished for such directors, officers, or employees of the Association as the Board of Directors shall direct. The amount of such insurance shall be determined by the Board of Directors and the cost paid by the Association.

Section 4. Budget.

With recommendations of the Budget and Finance Committee, the Board of Directors shall adopt an annual operating budget covering all activities of the Association.

Within sixty (60) days following completion of the audit, the Secretary-Treasurer shall furnish the membership with a financial report for the fiscal year just concluded.

Section 5. Audit.

The accounts of the Association shall be audited at least annually by a Certified Public Accountant who shall be recommended by the Chairman with the approval of the Board of Directors and who shall provide a report to the Board of Directors.

Article XII. CHAPTERS

A chapter of the Association is a separately incorporated corporation that is affiliated with the Association through a Chapter Affiliation Agreement, pursuant to which it operates within a geographical area designated by the Association. The Board of Directors may charter a chapter in any area within the territory in which the Association is authorized to operate, thereby conferring on said chapter, the right to use the name and seal of the Association, subject to the chapter's agreement to the terms and conditions of a Chapter Affiliation Agreement with the Association. Such chapter shall organize as a separate legal entity in accordance with applicable state laws in its designated geographical area and shall conduct its activities and programs in compliance with all state and federal laws and regulations, and in compliance with the Chapter Affiliation Agreement.

Article XIII. MISCELLANEOUS

Section 1. Rules of Order.

The rules contained in the current edition of Robert's Rules of Order shall guide the conduct of meetings of the Association in all cases to which they are applicable and in which they are not inconsistent with the Act, the Association's Articles of Incorporation, these Bylaws, and any special rules the Association may adopt.

Section 2. Waiver of Notice.

Any notice in these Bylaws prescribed may be waived, and attendance at the meeting shall be construed as a waiver of notice thereof.

Article XIV. INDEMNIFICATION

Every Director, Officer and employee of this Association shall be indemnified to the fullest extent permitted by the Act and other applicable law. This right shall not be in addition to or exclusive of other rights to which the indemnified may be entitled.

Article XV. AMENDMENT

The Bylaws may be amended or repealed at any Annual or special meeting of the Voting Members called for such purpose, by a vote of two-thirds of the Voting Members present at such meeting in person at which a quorum is present and by Voting Authorization, in the following manner:

Amendments or repeals may be proposed by the Board of Directors, any chapter or by a petition of fifty (50) or more eligible Voting Members. Such proposal shall be submitted to the President & CEO. Proposals from the membership for amendments or repeals to these Bylaws shall be filed by August 1 of each year. Such amendments or repeals shall be referred to the Bylaw & Policy Committee prior to consideration by the Board of Directors. All amendments and repeals except those that are legally inappropriate shall be submitted to the Voting Members at the Annual or special meeting with an appropriate recommendation from the Board of Directors for passage or defeat.

A notice of the proposed amendment or repeal shall be mailed to each Voting Member of the Association at least sixty (60) days before the Annual or special meeting at which time the proposal will be voted on. Proposals for amendments or repeals shall be filed by individuals or chapters by June 1 of each year for presentation at the following Annual Meeting.

Article XVI. DISSOLUTION

The Association shall use its funds only to accomplish the objective and purposes specified in the Articles of Incorporation and no part of said funds shall inure, or be distributed, to the members of the Association. In the event of the termination, liquidation, dissolution, or winding up of the Association in any manner or for any reason whatsoever, all of the assets of the Association that remain after the payment or provision for payment of the obligations and liabilities of the Association shall be distributed in a manner consistent with the requirements of the Act, the Internal Revenue Code, and all other applicable law, as determined by action of the Board of Directors of the Association and, to the extent required by the Act and the Bylaws, the Voting Members.