



NATIONAL BYLAWS

Revised November 2019

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BYLAWS OF THE ASSOCIATION

Article I - Principles of the Merit Shop

- A. The Associated Builders and Contractors, Inc. is the voice of the Merit Shop in the Construction industry. We assume the responsibility of making that voice heard.

We believe that the Merit Shop movement is a movement for the betterment of the individual, the industry and the nation.

We believe in the system of free enterprise and open competition.

We believe that employees and employers should have the right to determine wages and working conditions, through either individual or collective bargaining, as they choose, within the boundaries of the law.

We believe that the employer must have concern for the general welfare of the employee and that there must be fair compensation for work performed. By the same token, we believe that the employee has an obligation for satisfactory performance of assigned work.

We support sound legislation in the areas of workers' compensation, safety and unemployment compensation. We believe legislation that embraces fair play for both employer and employee is essential to the preservation of our free enterprise system. The law should protect the right of employees to work regardless of race, color, creed, age, sex, national origin, membership or non-membership in a labor organization or other protected class.

We oppose violence, coercion, intimidation and the denial of the rights of both employees and management.

We believe that economy is incumbent upon all branches of government and that government should award contracts to the lowest responsible bidder only. We oppose any unjust pressure to violate these principles.

We believe that work opportunities in this nation should be made available to all our people, regardless of race, color, creed, age, sex, national origin, membership or non-membership in a labor organization, protected veteran status, qualified individuals with disabilities or other protected class, and we support programs towards this end.

We believe that monopolies or any kind of price or wage fixing in either the public or private sector are detrimental to our system of free enterprise.

We believe that the destiny of all Americans can best be served by cooperation and following the tenets of free enterprise and democratic government. We believe business leaders can best preserve these tenets by becoming active in politics and civic affairs.

Article II - Identification & Definitions

A. Identification

1. The name of this Association is "Associated Builders and Contractors, Inc." or in short form, "ABC."

B. Trademark Authorization

1. The Association authorizes Regional Organizations, State Organizations, Chapters, including Chapters-in-Formation, along with affiliates ("Users"), to use the trademarks/service marks (the "Marks") presented in the ABC Brand Guidelines, dated June 25, 2019, which may be amended from time to time by the Association, as a sign of membership in, or affiliation with, the Association in connection with goods and services provided by the Association. Other Marks of the Association may also be used to indicate that the User is the source of the goods and services.
2. Each Chapter, and Chapter-In-Formation, may authorize its own members to use any of the Marks. Members must use the Marks only as a sign of their membership in the Association or Chapter, and not as an express or implied endorsement of goods or services of others.
3. The authorization is royalty-free, non-exclusive and not transferable except as noted above, and extends throughout the United States and its territories and possessions, except that the Marks may not be used for the purpose of raising funds outside of a chartered unit area.

C. Alteration of the Marks

1. Chapters or affiliates may use the Marks in reasonably altered forms, provided that they obtain written approval from the Association prior to such use. All alteration proposals must be submitted in writing to the attention of the "President & CEO" of the Association.
2. If the Association does not provide prior written disapproval within 30 days of receipt of the alteration proposal, the proposed alteration shall be deemed disapproved. The Association will not unreasonably withhold approval.

D. Quality Control

1. The nature and quality of the goods and services connected with the Marks, as well as all uses of the Marks, shall conform to the high standards set by, and remain under the control of, the Association.

E. End of Authorization

1. The authorization lasts until the authorized User acts contrary to any part of these Bylaws, or until the following occurs, whichever comes first:
 - a. Revocation under Article XII, Section C.
 - b. Expulsion or removal under Article V, Section E.
 - c. Termination of the affiliation by the Association.
 - d. Dissociation or voluntary withdrawal from connection with the Association.
 - e. Bankruptcy or involuntary liquidation of assets.
2. When the authorization ends, the affected Users will immediately discontinue all use of the Marks and destroy all printed materials bearing the Marks.

F. Ownership

1. The Association owns all rights in the Marks, to the extent protected under common law, and in the Marks as registered whether under any state or federal trademark laws. All past and future use of the Marks by Users inures to the exclusive benefit of the Association. Any trademark rights in the Marks which Users might otherwise be able to claim, including the goodwill associated with the Marks, are assigned to the Association, retroactive to the date of first use. These provisions survive the end of authorization to use the Marks.

G. Definitions

1. The word "Association" when used in these Bylaws shall mean the "Associated Builders and Contractors, Inc."
2. The term "Board" in these Bylaws shall mean the National Board of Directors of the Association.
3. The term "Executive Committee" in these Bylaws shall mean the National Executive Committee of the Association.
4. Reference in these Bylaws to male gender shall also be representative of female gender.
5. Whenever a two-thirds vote of the Board is required, it shall mean two-thirds of the Board present and voting and in no case less than one-half of the total Board.
6. All notification requirements in these Bylaws may be fulfilled by letter, facsimile or electronic transmission.

Article III - Purposes & Objectives

- A. The primary objective of this Association is to foster and perpetuate the principles of the Merit Shop, Open Competition and Free Enterprise as listed in Article I.
- B. In addition to this primary objective, this Association shall pursue and promote the following activities:
 - 1. Encourage, develop and protect the construction industry.
 - 2. Promote confidence and goodwill within the building and construction industry and between this industry and the general public.
 - 3. Organize builders, general contractors, specialty contractors, suppliers and related groups of all kinds into Chapters and organizations in order to encourage the free interchange of views and techniques and to facilitate the accomplishment of the primary objectives of the Association.
 - 4. Organize and promote meetings, seminars, conferences, publications and other media of all kinds in order to maintain a well-informed industry and general public.
 - 5. Promote and encourage continuing education, apprenticeship and other training programs for management and the crafts within the construction industry.
 - 6. Promote safety and training within the construction industry.
 - 7. Promote insurance, hospitalization, pension, training and other programs for the benefit of the general welfare of the employees of the Merit Shop industry.
 - 8. Promote the ABC Code of Ethics for the construction industry as provided in the ABC National Policy & Procedures Manual.
 - 9. Promote such other activities or services as may benefit the membership, further the objectives of ABC, and promote the principles of the Merit Shop, Open Competition and Free Enterprise.

Article IV - Organization Structure

- A. The Association may be organized into the following units:
 - 1. National organization, which is the Associated Builders and Contractors, Inc.
 - 2. State or regional organizations, which are incorporated groups of Chapters or affiliates within defined geographical boundaries organized for the purpose of performing specific functions of the Association.

3. Chapters, which are incorporated groups of builders, general contractors, specialty contractors, suppliers, associates and related groups and businesses of all kinds, organized for the purpose of furthering the objectives, purposes and programs of the Association.
4. Chapters-in-Formation, which are unchartered groups that have not yet met criteria for Chapter status.

Article V - Membership & Dues

A. Types of Membership

1. Regular Member, who is a person, a firm or a corporation paying dues to the Association through a Chapter or Chapter-In-Formation.
2. Member-at-Large, who is a person, a firm or a corporation not located within an area serviced by a Chapter or Chapter-In-Formation. A Member-at-Large applies for membership and pays dues to the National Association.
3. Life Member, who is an individual retired from an active role in the industry. A Life Member shall have contributed outstanding service to the Association and be recommended by the Chapter Board if a Regular Member, or by the Executive Committee if a Member-at-Large, and be designated a Life Member by the Board.
4. National Alliance Member, who is a person, corporation or firm, industry association, foundation or any other group or individual who makes an annual contribution as established by the Executive Committee to further the objectives, purposes and programs of the Association.

B. Eligibility

1. Any person, firm or corporation, which possesses the qualifications listed in Article V.A. of these Bylaws is eligible to become a member of this Association, except that no labor organization or any officer, employee or agent thereof shall be eligible for membership in the Association, provided, however, that no one shall be excluded from eligibility solely because of membership in a labor organization.
2. Acceptance of any qualified application shall be automatic with acceptance of payment of the proper dues and fees, provided, however, that a Chapter Board, by a two-thirds vote of a quorum at its next regular meeting, or within 60 days, whichever occurs first, may reject such applicant for just cause. Just cause for rejection shall include but not be limited to a good faith belief that the applicant will not support the objectives, purposes and/or programs of the Association or will not act in the best interest of the Association. A report of such rejection shall be submitted to the National office of the Association for review by the legal counsel of the Association.

C. Applications

1. Application for membership shall be made on a proper form supplied by the Association or by one of its units.

D. Dues

1. National dues for membership in the Association shall be set by the Board and collected by Chapters and Chapters-in-Formation and forwarded to the National office as prescribed in the ABC National Policy & Procedures Manual.
2. Dues for Members-at-Large and contributions of National Alliance Members shall be collected directly by the National office of the Association.
3. Dues are payable on January 1 in advance for the entire calendar year. A member is automatically declared delinquent if dues are not paid by April 30 of the year in which dues are payable.
4. Chapters and Chapters-in-Formation may, at the discretion of the Chapter Board or Chapter-In-Formation Board, levy additional dues or fees to ensure the financial stability of the unit.
5. Notification of a proposed dues increase will be given to the Board at least 60 days prior to a vote. The Board shall fix the amount of dues at least four months before such rate becomes effective.

E. Expulsion and Removal from Membership

1. A Regular Member may be expelled from membership in the Association 30 days after receipt of notice of a two-thirds vote of the Chapter Board or Chapter-In-Formation Board present and voting, but in no case less than one half of the total Chapter Board.
2. The Regular Member subject to expulsion must be provided the following due process rights at least 30 days prior to the vote of the Chapter Board on the proposed expulsion:
 - a. Written notification of the reason(s) for the proposed expulsion.
 - b. An unbiased hearing before members. Place, time and date must be provided in writing to the member.
 - c. The right and opportunity to see and examine all evidence as well as cross-examine witnesses.
 - d. The right to answer and refute all charges.
 - e. A notification in writing of the right to appeal to the Executive Committee.

3. A report of such expulsion (to include verification of the due process rights) shall be forwarded within 48 hours of the Chapter Board vote to the National office of the Association for review by legal counsel, with a copy provided to the member.
4. The expelled member shall have a right of appeal to the Executive Committee. The request for appeal is to be submitted in writing to the Chairman within 30 days of receipt by the member of written notification of expulsion. Such member shall maintain the rights and privileges of membership during such appeal.
5. The Executive Committee shall make a recommendation to the Board to uphold or override the expulsion. A two-thirds vote of the Board is necessary to pass a motion to override an expulsion vote.
6. Members-at-Large, Life Members, and National Alliance Members may be expelled from membership in the Association at any time by a two-thirds vote of the Board for actions it deems harmful to the best interest of the Association, its objectives and purposes or the programs of the Association. The appeals process listed above also is applicable to these members.
7. Delinquency in payment of dues is sufficient cause for expulsion of a member.

Article VI - Organization

A. Board of Directors

1. The Board is the legislative body of the Association. It shall:
 - a. Formulate all policies of the Association.
 - b. Approve all budgets of the Association and provide proper financial oversight.
 - c. Ensure adequate resources.
 - d. Ensure legal and ethical integrity and maintain accountability.
 - e. Ensure that the strategic direction of the Association is consistent with the Principles of the Merit Shop in Article I and the Purposes & Objectives in Article III.
 - f. Settle all disputes within the Association.

2. Membership on the Board

- a. Membership on the Board shall include all elected and appointed officers of the Association, the Immediate Past Chairman of the Association and members selected by the Chapters. Membership from the Chapters shall be based on National dues paying members as of December 31 and reported by January 15:
1. Chapter membership of fewer than 100 National dues paying members shall be allowed one member on the Board.
 2. Chapter membership of at least 100 National dues paying members but fewer than 200 National dues paying members shall be allowed two members on the Board.
 3. Chapter membership of 200 National dues paying members or more shall be allowed three members on the Board.
 4. Chapter membership of over 1,000 National dues paying members or more shall be allowed four members on the Board.
 5. No Chapter shall have more than the number of members referred to in 1, 2, 3, and 4 above, except those having a member on the Executive Committee.
 6. Nothing in these Bylaws shall prevent any Chapter from selecting any member in good standing as its representative to the Board.
 7. A Chapter that becomes 60 days delinquent in the submission of its monthly dues statement or has been declared "in-trust" may, in the Executive Committee's discretion, not be eligible for voting or Board meeting reimbursement until:
 - i. All reports and dues payments are current.
 - ii. Voting and reimbursement rights have been reinstated by the Executive Committee.
 8. Chapters-in-Formation shall not be eligible for voting or Board meeting reimbursement.
 9. All Past National Chairmen will become lifetime, non-voting, non-reimbursed Board members one year after their term as Chairman is completed.

3. Election

- a. Directors shall be selected by Chapters of the Association by December 31 each year. They shall take office on January 1. Their names shall be forwarded to the National office of the Association no later than January 15.
- b. Directors shall serve for one year but may be selected for succeeding terms.
- c. Employees of the Association or any of its units, even though members, shall not be eligible for election or appointment to any office or directorship of any unit of the Association.

4. Meetings

- a. The Board shall meet at places it determines three times during each fiscal year. Special meetings of the Board may be called by the Chairman or by one-third of the current Directors of the Board.
- b. Notices of regular meetings of the Board with the agenda shall be sent at least 30 days before the meetings to Directors, Chapter chairmen and Chapter presidents. The same notice shall be given for a special meeting except that the Executive Committee may by a two-thirds vote shorten the notice period.
- c. For the transaction of business, a quorum of the Board must be present at a meeting. A quorum consists of 50 percent plus one Director of the Board. The Directors shall act by a majority of votes cast at a meeting at which a quorum is present except as otherwise noted in these Bylaws.
 - 1. The Board or any committee of the Board may participate in a meeting by means of a conference telephone or other communications equipment, if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting. In order for the transaction of business during a video or telephone conference, a quorum, excluding proxy voters, is required.
- d. In the event a Director is unable to attend a meeting, another member of that Chapter, not already a Director, may be designated a proxy by the Chapter chairman to serve, by presenting a letter of authority signed by the Chapter chairman, which shall constitute formal notice to the Secretary that the member is authorized to serve. No Director or member attending the meeting may carry more than one proxy.
- e. With respect to any questions presented to the Board, each Director or authorized proxy shall be entitled to cast one vote only.

- f. Nothing in the written agenda shall prevent the Board from considering any item of business presented by any Director.

B. Officers

1. The appointed, elected, and ex-officio Officers of the Association shall be as follows:

- a. Elected

1. Chairman
2. Chairman-elect
3. A Regional Vice Chairman from each region
4. Immediate Past Chairman
5. Secretary

- b. Appointed by the Chairman

1. Treasurer

- c. Ex Officio

1. President & Chief Executive Officer
2. Chairman, Chapter Presidents Council

2. Duties of Officers

- a. The Chairman is the chief elected Officer of the Association and shall serve as Chairman of the Board, Chairman of the Executive Committee, and shall be the presiding officer at all conventions, conferences and other meetings held for the general membership. The Chairman shall appoint Committees of the Association except as provided for in these Bylaws and shall carry out those policies as approved by the Board.

If the Chairman vacates the role during the current term the following will occur:

1. In the event the Chairman-elect is unable to immediately assume the position of Chairman, the Secretary may be appointed by the Executive Committee to the position of Chairman to complete the current term.

2. In the event the Secretary is unable to immediately assume the position of Chairman, any past Chairman of the Association may be appointed by the Executive Committee to the position of Chairman to complete the current term.
 3. In the event no Past Chairman can immediately assume the position of Chairman, any voting member of the current Executive Committee may be appointed by the Executive Committee to the position of Chairman to complete the current term.
- b. The Chairman-elect of the Association shall become Chairman if the office becomes vacant in the current term; shall assume the duties of the Chairman in the absence of the Chairman; and perform those duties assigned by the Chairman, by these Bylaws or at the direction of the Board and the Association. The Chairman-elect shall:
1. Serve on the Budget & Finance Committee.
 2. Become eligible for nomination to Chairman after completion of a one-year term as Chairman-elect.
- c. The Secretary of the Association shall become Chairman-elect if the office becomes vacant in the current term; shall assume the duties of the Chairman-elect in absence of the Chairman-elect; and perform those duties assigned by the Chairman, by these Bylaws or at the direction of the Board and the Association. The Secretary shall:
1. Serve on the Budget & Finance Committee.
 2. Be responsible for the recording and safekeeping of all minutes of the Board, Executive Committee and general membership meetings of the Association.
 3. Hold the title of Secretary concurrently with the title of Regional Vice Chairman. This person is expected to perform all duties of both Secretary and Regional Vice Chairman during his one- year term as Secretary.
 4. Become eligible for nomination to Chairman-elect after completion of a one-year term as Secretary.
 5. Should a vacancy occur in the office of Secretary, the Executive Committee shall act as a nominating committee and present at least one nominee to the Board for election. All nominees must meet the qualifications for office set forth in Article VI.E.1.b.

- d. Regional Vice Chairmen shall perform the duties assigned by the Chairman, by these Bylaws or by the Board.
 - 1. Regional Vice Chairmen shall become eligible for nomination to the title of Secretary after the successful completion of a one-year term as Regional Vice Chairman.
 - 2. Individuals may serve as Regional Vice Chairmen for a maximum of two consecutive two-year terms.
 - 3. If a vacancy exists in the office of one or more Regional Vice-Chairmen, the Executive Committee shall nominate and appoint a member from that region where the vacancy exists to serve the unexpired term of office of the vacating Regional Vice-Chairman. All nominees must meet the qualifications for office set forth in Article VI.E.1.b.
- e. The Treasurer of the Association shall be responsible for the proper keeping of the fiscal records of the Association and shall report on the financial condition of the Association at all regular meetings of the Board. The Treasurer shall advise the Chairman, the Board and committees of financial matters when requested, and shall perform such additional duties as are assigned by the Chairman, these Bylaws or by the Board. The Treasurer shall be the only appointed officer of the Association and shall be appointed by the Chairman and confirmed by a vote of two-thirds of the Executive Committee. The Treasurer shall serve as the Chairman of the Budget & Finance Committee, and should possess a financial background, but need not be a Certified Public Accountant.
- f. Should a vacancy occur in the offices of Chairman, Chairman-elect, and Secretary simultaneously, the Immediate Past Chairman shall assume responsibility of the office of Chairman until the Board chooses to fill the vacancy.
- g. Any Officer may be removed from office if six Executive Committee members submit a petition to the Board stating the cause for action. Removal shall require a three-fourths vote of the Board present and voting.

C. Executive Committee

- 1. The Executive Committee shall consist of the Officers of the Association as listed in Article VI.B. of these Bylaws, and the Immediate Past Chairman of the Association. Ex officio, the President & Chief Executive Officer and the Chairman of the Chapter Presidents Council shall serve as non-voting members of the Executive Committee and shall attend all meetings.

2. Members of the Executive Committee must be employed by an ABC member company and active in the industry throughout their term. In the event an Executive Committee member's employment with an ABC Member company is terminated, a grace period of 90 days will be provided to establish employment with another ABC Member company.
3. The Executive Committee shall meet at the direction of the Chairman but no less than five times per year, three of which shall be in-person meetings held in conjunction with Board meetings, and other meetings may occur by teleconference.
4. Minutes shall be kept of all meetings of the Executive Committee and distributed to the Board, Chapter chairmen, and Chapter presidents.
5. Nothing in these Bylaws shall prevent the Chairman, with the consent of the Executive Committee, from engaging advisers or consultants to assist in special matters.

D. Committees

1. Standing Committees

a. The Association shall maintain the following Standing Committees:

1. Budget & Finance
2. Bylaws & Policies
3. Nominating & Certification
4. Chapter Development

b. The purposes of the Standing Committees shall be:

1. The Budget & Finance Committee shall consist of the Treasurer who shall serve as chairman, other Officers as prescribed by the Bylaws, and at least five members appointed by the Chairman. It shall prepare estimates of income and expenditures, prepare budgets and make other recommendations regarding finances to the Board. It shall also see to proper bonding and accounting.
2. The Bylaws & Policies Committee shall consist of a chairman and those additional members appointed by the Chairman. It shall ensure that all actions by the Association are in conformity with the Association Bylaws and Policies & Procedures Manual. The Committee chairman shall serve as the Parliamentarian for the Association.

3. The Nominating & Certification Committee shall consist of a chairman, the last three Past Chairmen of the Association available to serve and one Chapter Chairman who served in that office during the previous year from each of the Association's regions, to be chosen by each region. The Immediate Past Chairman shall serve as chairman of the Committee. In the event that a member of the committee is unable to attend committee meeting(s), a proxy may be designated at the discretion of the Committee chairman.
 - i. The Committee shall request and receive from Chapters the names of candidates for office in the Association and consult with current Officers regarding their willingness to serve.
 - ii. The Committee shall certify all nominees for elected office prior to their presentation to the Board, serving as the Board of Electors, for consideration.
 - iii. No member of the Association's staff or the staffs of any of its units may participate in any of the Committee's deliberations.
 4. The Chapter Development Committee shall consist of a chairman and those additional Committee members as appointed by the Chairman, a majority of whom shall be Members. Chapter presidents may be voting members of this committee. The purpose of the Chapter Development Committee is to review, monitor and report to the Executive Committee, or the Board, or both, on Chapter chartering and compliance with the Association membership requirements as set forth in the Bylaws and Policy and Procedures Manual. The committee shall also serve as a resource for Chapter chartering, development, best practices, and education.
2. Special Committees
 - a. The Chairman may appoint any additional committees or task forces deemed advisable for the purpose of carrying out the objectives of the Association.
 - b. The Board may direct the Chairman to appoint additional committees or task forces for the purpose of carrying out specific duties.
 3. The Chairman shall be a member *ex-officio* of all standing and special committees and task forces and shall have the power to remove committee members for cause and to appoint replacements in the event of vacancies.
 4. The President & Chief Executive Officer, in consultation with the Chairman, shall assign an Association staff member to serve as staff liaison to each committee. Each staff member so assigned shall be responsible for maintaining records of the committee, preparing agendas and assisting the committee as directed by its chairman.

E. Nomination and Election Procedure

1. Certification and Candidates

- a. The chairman of the Nominating & Certification Committee shall notify the Chapter Chairmen that the Association is seeking candidates for Association offices and that submissions shall be made by the home Chapter of the candidates at least 60 days prior to the election.
- b. All submissions must be approved by the Chapter Board and include the following information:
 1. Candidate's resume, including past services to the Association, the office sought, and a statement of willingness to serve.
 2. Certification for the office of Secretary shall be given only to sitting Regional Vice Chairmen who have served at least one year on the Executive Committee at the time of assuming the office of Secretary
 3. Certification for the office of Chairman-elect shall be given only to members who have served at least two years on the Executive Committee at the time of assuming the office of Chairman-elect.
 4. Certification to serve as an officer of the Association will be granted by the Nominating & Certification Committee to those members of the Association who have been Chapter Chairmen or members who have served for at least two years on a Chapter's Board of Directors, one year on the National Board of Directors, or one year on a National Committee, and are members of the Beam Club. The committee shall, in its discretion, also consider for the office of Regional Vice Chairman all of the members of the Association, including the Members-at-Large, based on past service and availability for future service to the Association.
- c. Current officers of the Association shall be consulted by the Nominating & Certification Committee on their willingness to continue to serve as an officer and in what capacity.
- d. The Nominating & Certification Committee shall nominate candidates for Chairman, Chairman-elect and Secretary and certify the eligibility of candidates for Regional Vice Chairmen. Chapters and Board members will be notified of these nominees at least 60 days prior to the election.
 1. If there are multiple candidates for the offices of Chairman-elect or Secretary and the Nominating & Certification Committee is unable to select a single candidate after two simple majority votes, the names of those candidates receiving a tie vote shall be placed before the Board.

- e. Additional Nominations for Chairman-elect or Secretary
 - 1. Other nominations may be made for these offices by submission of a name with at least 50 written seconds by Members in good standing, which shall be submitted for verification by the Nominating & Certification Committee at least 30 days prior to the meeting of the Board. The Board shall be notified of any additional candidates at least 15 days prior to its meeting.
 - 2. The Nominating & Certification Committee will verify eligibility for these additional nominees to ensure that they meet all criteria stated in these Bylaws.

2. Election Procedure

- a. The Board of Electors shall be the Board. Designated Chapter representatives serving as electors are permitted per Article VI.A.4.d., but no electors shall have more than one vote. A quorum shall consist of one-half plus one members of the Board of Electors, with all elections decided by a majority of those electors present and voting.
- b. The Board of Electors shall meet and elect officers at its third regularly scheduled Board meeting. The Chairman shall preside at the election of the Chairman, Chairman-elect and Secretary. The previous year's Chapter Chairmen who serve on the Nominating & Certification Committee, or a member designated by the Chairman, shall preside over the election of Regional Vice Chairmen.
- c. No candidate shall be chosen for more than one office, with the exception of Secretary.
- d. All Electors shall elect the Chairman and Chairman-elect by a majority vote of those present and voting, with a runoff ballot if necessary. Each Regional Vice Chairman will be elected by a majority vote of those electors present and voting from the candidate(s) respective region, with a runoff ballot if necessary.
- e. Election of the Secretary will take place after Regional Vice Chairman elections are resolved. In the event that a candidate for Secretary not be re-elected for the required concurrent Regional Vice Chair term, a special election will be held at the first regularly scheduled Board meeting of the following year.
- f. In the case of two tie votes in any election, the election will be determined by majority vote of the Executive Committee.

3. Terms of Office

- a. The Chairman, Chairman-elect and Secretary shall be elected for a term of one year beginning January 1 and ending December 31 of the same year.

- b. Regional Vice Chairmen shall be elected for a term of two years beginning January 1 and ending December 31, two years later. Regional Vice Chairmen shall not be elected to more than two consecutive terms.
- c. Elections for Regional Vice Chairmen will be conducted annually at the third National Board Meeting of the year. Regions will alternate years to ensure an equal split, but no more than 50% plus one, of the total number of regions during which elections are held, unless a special election is required.

Article VII - President & Chief Executive Officer and Staff

- A. The Chairman shall be empowered to employ and to terminate the President & Chief Executive Officer with the advice and consent of the Executive Committee, with a two-thirds vote of the total Executive Committee required for consent of such action.
- B. The President & Chief Executive Officer shall be responsible for implementation of policy as directed by the Executive Committee and Board.
- C. The President & Chief Executive Officer shall determine all hiring, termination, duties, titles and compensation within the guidelines of the annual budget of staff personnel.

Article VIII – Finance

- A. It shall be the duty of the Board to provide adequate funds for the operation of the Association. The Board shall direct the prompt payment of all expenditures, require a system of accounting for the Association and units within the Association to produce proper records for expenditures, audits and government reports.
 - 1. Income
 - a. Dues
 - 1. All Regular Members, Members-at-Large and National Alliance Members of the Association are required to pay dues in accordance with Article V.D.
 - b. Administrative and Service Fees
 - 1. Fees may be received from trusts, other associations, foundations and allied groups or individuals for special services supplied by the Association. The amount of such fees will be determined by the Executive Committee.

- c. Other Income, Expenditures, and Control
 - 1. Nothing in these Bylaws shall prohibit the Board from acquiring additional income from assessments and other sources consistent with the Association's tax-exempt status.
 - i. All Chapters will be given a minimum of 60 days notice prior to any Board action relative to special assessments.
 - ii. Special assessments are to be based on membership totals as of December 31 of the prior year.
 - 2. Expenditures
 - i. All expenditures, as budgeted and approved by the Board, shall be paid from the applicable general fund(s) of the Association.
 - 3. Control
 - i. The annual budget of the Association shall be prepared by the Budget & Finance Committee. The budget for the fiscal year commencing the next January shall be presented to the Executive Committee at its meeting preceding the third regularly scheduled Board meeting.
 - ii. The budget shall be acted upon by the Board at its third regularly scheduled Board meeting.
 - iii. The budget may be revised upon the recommendation of the Budget & Finance Committee and the approval of the Board.
 - iv. The fiscal year of the Association shall run from January 1 to December 31.
 - v. An annual certified audit of the fiscal affairs of the Association shall be conducted by an independent accounting firm within 120 days after the end of the Association's fiscal year and presented to the Board not later than 30 days prior to the second regularly scheduled Board meeting.
 - vi. All income of the Association shall be entered in the books under its proper account and shall become part of the general fund of the Association. The Board may designate certain income to be set aside for a special purpose or fund. Separate records will be kept on such designated funds, and such funds shall be presented individually on the Association's financial statements.

- vii. Financial information for the Association shall be maintained to conform to the budget and to produce proper records for government reports and allow for an expeditious audit.
- viii. An Association financial report shall be submitted to the Executive Committee and to the Board prior to each of their scheduled meetings as prescribed by the Bylaws.

Article IX - Indemnification

- A. The Board shall determine the policies regarding the indemnification of persons acting in behalf of the Association and shall purchase and maintain the insurance necessary to cover such indemnification.
- B. The Board shall determine the policies regarding the indemnification of the Association and its members from undue exposure due to any activities offered by any unit of the Association.

Article X - Regional Organizations

- A. The Board may, by a majority vote, establish incorporated or unincorporated regional offices or organizations as may be necessary for the growth or effectiveness of the Association and operate pursuant to the Association's Bylaws and Policy and Procedures Manual.

Article XI - State Organizations

- A. With the approval of the Board, one or more Chapters may form and incorporate a State Organization. The State Organization may represent Members in states located elsewhere. The organization, operation, and financing of a State Organization shall be as approved by the participating Chapters.
- B. The Articles of Incorporation and proposed Bylaws shall be forwarded to the Association and be approved by legal counsel before becoming effective. They shall not conflict with the Bylaws or Policies of the Association. All amendments thereto shall be submitted to the Association for approval by legal counsel before becoming effective.

Article XII - Chapters & Chapters-In-Formation

- A. The Executive Committee may designate a group of Members-at-Large, part of an existing Chapter(s), or an existing organization as a Chapter-In-Formation to permit greater participation in the benefits and programs of the Association. Such designation of part of an existing Chapter shall be made with the consent of the Chapter.

1. A Chapter-In-Formation may exist up to three years. Within two years and six months of designation it shall:
 - a. Apply for charter as a Chapter, or
 - b. Notify the Executive Committee it wishes to return to its former status, or
 - c. Request with cause one additional year of in-formation status.
 1. Executive Committee action regarding the request shall be final.
 2. In the absence of notification as stated in b or c above, Chapter-In-Formation status will be discontinued and members with dues paid will revert to Member-at-Large status or be incorporated into an existing Chapter.
- B. Following a recommendation of the Executive Committee, the Board may grant a Chapter charter to a Chapter-In-Formation or other group desiring Chapter status by a two-thirds majority vote.
- C. The Executive Committee may by a two-thirds majority vote declare a Chapter "In-Trust." It may rescind the designation upon finding a Chapter in compliance with the Bylaws and Policies and Procedures of the Association.
1. The Chapter-In-Trust designation is a status describing a Chapter whose present situation jeopardizes its financial or corporate stability. A Chapter-In-Trust designation may also result from violation of these Bylaws or Policies and Procedures of the Association, or actions by the Chapter that would discredit or harm the Association.
 2. Factors used to consider Chapter-In-Trust designation shall be prescribed in the Association's Policy and Procedures Manual.
 3. The process for remediation from the Chapter-In-Trust status shall be prescribed in the Association's Policy and Procedures Manual.
 4. A Chapter shall be Chapter-In-Trust for a period of no more than 18 months. If deficiencies have not been corrected by that time, the charter may be revoked at the discretion of the Executive Committee; provided, however, the revocation may be overridden by a two-thirds majority vote of the Board.
 5. If the Chapter designated as Chapter-In-Trust has its charter revoked, the re-chartering process must be followed as prescribed in the Association's Policy and Procedures Manual.
- D. The Board by a two-thirds majority vote may revoke the charter of a Chapter or Chapter-In-Trust status for actions it deems contrary to the objectives, purposes, programs or welfare of the Association.

Article XIII - Policy & Procedures Manual

- A. The President & Chief Executive Officer shall maintain a Policy & Procedures Manual containing summary explanations of permissible actions under these Bylaws, resulting from Board legislation. Policy shall be reviewed by the Bylaws & Policy Committee before it is added, deleted or changed in the Association's Policy & Procedures Manual.

Article XIV - Reports

- A. The Chairman, Executive Committee, or the Board may, from time to time, require the reporting of certain information to the Association by the Chapters or other units of the Association. It is the duty of the Chapter chairman and staff officers of Chapters, or other units of the Association, to ensure the proper preparation and submission of such information shall be submitted in a timely fashion.
- B. The Association's Policy & Procedures Manual shall prescribe the reports that are to be submitted on a continuing basis.
- C. Failure of a Chapter to submit reports as required shall be considered a violation of the Policies and Procedures of the Association and subject to action under Article XII.C.

Article XV - Parliamentary Procedures

- A. The parliamentary procedures to be used in the activities of the Association shall be in accordance with *Robert's Rules of Order*, then current, except where modified by these Bylaws or the Association's Policy & Procedures Manual.

Article XVI - Amendments

- A. These Bylaws may be amended in whole or part by a two-thirds vote of the Board provided, however, that:
 - 1. The Bylaws & Policies Committee shall prepare a draft of bylaw change(s) at the direction of the Chairman, the Executive Committee or the Board.
 - 2. The draft of the proposed revision(s) shall be read as a Committee Report and discussed at a regular Board meeting.
 - 3. The Board shall adopt, amend, table or reject revised language as presented in the Committee Report. The proposed revision(s) as adopted by the Board shall constitute a first reading.
 - 4. The proposed revision(s) as adopted by the Board shall be distributed to the Board at least 30 days prior to its next regularly scheduled meeting, at which a vote on the proposed revision(s) will be taken.

Article XVII - Dissolution

- A. The Association shall use its funds only according to its Bylaws and no part of said funds shall inure or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations selected by the Board.

Article XVIII - Supersession & Effective Dates

- A. These Bylaws, when adopted, supersede all past Bylaws of the Association.
- B. These Bylaws were revised and adopted on November 12, 2019 and are effective as of that date.

Special Rule – Regular Meetings

- A. Whereas, the Association holds three regular board meetings a year;

Whereas, Roberts Rules of Order considers regular meetings to be held at least quarterly;

Whereas, Roberts Rules of Order restricts business from being carried over from one session to the next unless the sessions are separated by no more than a quarterly time interval; and

Whereas, it is beneficial for business to be carried over from one session to another;

Resolved, That ABC adopts the following special Rule of Order that supersedes Roberts Rules of Order:

The three regular meetings of ABC are considered to be “Regular Meetings” as described by Roberts Rules of Order. Any mention of a frequency of at least quarterly meetings in Roberts Rules of Order does not apply to the ability of the body to carry business from one session to the next.