California Landscape Contractors Association

CLCA Bylaws

ARTICLE I: Name, Principal Office, Purpose, And Restrictions

1.01 Name

The name of the Association is California Landscape Contractors Association, Inc., a California nonprofit mutual benefit corporation (Association).

1.02 Principal Office

The Board of Directors (Board) shall determine the location of the principal office of the Association, the present location being Sacramento, California. The location shall be in or near Sacramento, California.

1.03 Purpose

The specific purpose of the Association is to advance the landscape contracting industry (Industry).

1.04 Restrictions

All policies and activities of the Association shall be consistent with applicable federal, state, and local antitrust, trade regulation laws and other legal requirements, including the California Nonprofit Corporation Law under which the Association is organized and operated, and applicable tax-exemption requirements.

ARTICLE II: Chapters

2.01 Basic Membership

The basic membership group of the Association is the chapter.

2.02 Chapter

A chapter is an organization of persons qualified for membership in the Association, which holds an unrevoked charter signed by the President and Secretary/Treasurer, issued by authority of the Board and under the seal of the Association.

2.03 Charter

The Board may issue a charter to qualified membership groups upon specified terms and conditions.

2.04 Petition for Issuance of Charter

Ten or more state-licensed landscape contractors who hold, or are eligible for, Contractor Membership in the Association, may petition the Board for issuance of a charter on such terms and conditions as may be specified.

2.05 Priority of Chapter Name

The Board may provide in the charter of any chapter that it has exclusive right to the name and logo as specified.

2.06 Minimum Chapter Membership

A chapter shall maintain a minimum Contractor Membership of ten (10), and shall not limit its Contractor Membership by number.

2.07 Bylaws

Upon adoption, a chapter shall file its bylaws, together with any amendments, with the Association. If a chapter does not file bylaws then the state may prescribe bylaws for the chapter.

A chapter shall not be in conflict with the Articles of Incorporation or Bylaws of the Association or the Board; and to the extent that any such provision is in conflict with any of these, it is void.

Chapters may set their own governance structure and term limits as long as:

(a) only one person from a company or affiliated companies serves simultaneously on a chapter board;

(b) a maximum of three voting Associate Members in addition to the Associate Member Representative who is elected by the Associate Members in the chapter serve on a chapter board; and

(c) Affiliate, Honorary, and Student Members do not hold office or vote.

(d) If an individual on a chapter Board is no longer a member, and the company he or she was representing remains in good standing, the individual must submit his or her willingness to remain in the industry and show good will to CLCA. He or she also must join as a qualifying member or secure a position with a company in good standing within 90 days. If this time period is not adequate, he or she may apply for a 90-day extension by submitting a written request to the CLCA Board.

(e) A chapter Board must have a simple majority of board members who are CLCA Contractor Members.

(f) No member may hold more than one position on a Chapter board at the same time.

(g) No person may simultaneously serve as president of more than one chapter.

(h) A member may serve on only one Chapter board at a time. If a member who currently sits on a Chapter board wishes to serve on a different Chapter board, they must resign from their current Chapter board position prior to joining the board of a different Chapter.

2.08 Revocation of Charter

The charter of any chapter may, for good cause, after notice and with opportunity to be heard, be revoked by a three-fourths vote of the Board at any fully convened meeting thereof.

ARTICLE III: Classes of Membership

3.01 Classes of Membership

The Association has twelve (12) classes of membership: Contractor, Premier, Associate, Contractor Satellite, Associate Satellite, Inactive, Affiliate, Sustaining, Life, Student, Honorary and At-Large. Applications for At-Large Membership shall be submitted to the Association for action by the Executive Committee.

3.02 Contractor Membership

(a) A Contractor Member is any person, firm, partnership, or corporation, holding an active C-27 landscape contractor's license issued by the Contractors State License Board of the State of California, whose dues are not delinquent. Contractor Members must agree in writing that they will abide by the Code of Ethics.

(b) A Contractor Member shall have only one principal representative to the Association and such membership shall be assigned to a base chapter of the member's choice.

(c) Each Contractor Member shall have one vote, and shall be eligible to hold chapter and state office.

(d) A Contractor Member shall not sell or promote a product or service, other than the service covered by the C-27 license and/or services not in competition with Associate supplier members, within the confines (i.e., all activities, programs, publications, etc.) of the Association, unless such member also holds an Associate Membership in the Association.

(e) Any Contractor Member may add companies to its existing membership provided:

(1) All companies listed have common ownership.

(2) Sustaining Contractor Membership is maintained.

(3) Additional dues (as established in the Standing Rules) are paid for each company listed.

All other provisions of Section 3.02 apply regardless of the number of companies listed.

3.03 Premier Membership

(a) A Premier Member is any Contractor Member or Contractor Life Member who chooses to become a Premier Member by meeting the following criteria:

(1) Complete a minimum number of continuing educational units (CEUs).

(2) Participate in a number of CLCA state and chapter activities.

(3) Meet all requirements outlined under Section 3.02 Contractor Membership.

(b) Premier Members will be eligible to participate in special programs and promotions that may be developed by the Association from time to time as incentive for Premier Membership.

(c) Failure to meet the criteria outlined for Premier Membership will result in Member reverting to Contractor Member status. Should Member once again meet required criteria they will be eligible once again for Premier Membership.

(d) Changes to Premier Membership shall not take effect until approved by a majority vote of the Chapter Presidents Council and ratified by a majority vote of the Board.

3.04 Contractor Satellite Membership

A Contractor Member may obtain Contractor Satellite Memberships in any additional chapters or for additional employee representatives in any chapter.

3.05 Associate Membership

(a) An Associate Member is any person, firm, partnership, or corporation engaged in a business or industry allied with the landscape industry whose dues are not delinquent. An Associate Member may not be engaged in landscape contracting or maintenance as a principal source of business unless the company is properly licensed and is contracting as a service to a contractor or acting in the capacity of a subcontractor. An Associate member must be one of the following:

(1) a supplier to landscape or landscape-related contractors; or

(2) a contractor holding an active specialty or limited specialty license issued by the Contractors State License Board of the State of California who does not posses the C-27 landscaping contractor classification.

(b) An Associate Member shall have only one principal representative to the Association, and such membership shall be assigned to a base chapter of the member's choice.

(c) Each Associate Member shall have one vote and shall be eligible to hold state office.

(d) No Associate Member shall be engaged in the execution or performance of landscape contracts to the end user unless such member also holds a Contractor Membership in the Association.

(e) Any Associate Member may add companies to its existing membership provided:

(1) All companies listed have common ownership.

(2) Sustaining Associate Membership is maintained.

(3) Additional dues (as established in the Standing Rules) are paid for each company listed.

All other provisions of Section 3.05 apply regardless of the number of companies listed.

(f) Associate Member contractors must agree in writing that they will abide by the Code of Ethics.

3.06 Associate Satellite Membership

An Associate Member may obtain Associate Satellite Memberships for additional employee representatives in any chapter.

3.07 Inactive Membership

(a) An Inactive Member is any person holding an inactive C-27 license, specialty license, or C-61 limited specialty license whose dues are not delinquent.

(b) No person, firm, partnership, or corporation holding an active C-27 license, specialty license, or C-61 limited speciality license shall be issued an Inactive Membership.

(c) An Inactive Member shall not have the right to vote or hold office, although he/she may serve on committees.

3.08 Affiliate Membership

Affiliate Membership is extended to any person who, through the person's profession, is affiliated with the industry, including, but not limited to, professors, teachers, instructors, landscape architects, landscape design professionals, and governmental personnel. Individuals who are eligible for Contractor or Associate membership or who contract for landscape construction or maintenance are not eligible for Affiliate Membership.

An Affiliate Member shall not have the right to vote or hold office, although he/she may serve on committees.

3.09 Sustaining Membership

Sustaining Membership is extended to any person or firm who is a member but whose financial contribution to the Association exceeds the appropriate dues requirement by such an amount determined by the Board.

A Sustaining Member shall be entitled to automatic Satellite Membership in any or all chapters of the Association and shall have all rights and privileges accorded under the appropriate membership classification and shall be entitled to any additional benefits, which may be established by the Board.

3.10 Life Membership

Life Membership is extended to any Contractor or Associate individual member recommended by the individual member's base chapter, who has been in good standing for twenty-five (25) years. There are two categories of Life Membership:

(a) Life Membership - Retired: Life Membership - Retired is offered to individuals who have an inactive or surrendered C-27 license with the CSLB or pledge that their company is no longer operating. This category for membership shall have no dues and are not eligible for cost saving member programs or educational programs. This category does qualify for discounted social event programs and insurance programs along with being eligible to vote in General Membership Meetings and serve office on a chapter or state board.

(b) Life Membership - Active: Life Membership - Active is offered to individuals who meet the requirements for Life Membership, but have an active C-27 license with the CSLB or have an operating company qualifying for membership. This category for membership has all the rights of a Contractor or Associate Member but with a 25% discount on their applicable dues tier.

3.11 Honorary Membership

Honorary Membership may be conferred by the Board on its own motion or upon the recommendation of a chapter or committee. The Honorary Membership may be conferred to any person who has rendered outstanding service to the industry or in fields of activity related to the industry, except any person or firm which is an Active Contractor or Associate Member. An Honorary Member shall not have the right to vote or hold office.

3.12 Student Membership

Student Membership may be extended to any full-time undergraduate student attending a California accredited college or university who is majoring in a landscape-related program. A Student Member shall not have the right to vote or hold office. Students may serve on committees, but not serve as a committee chair for any committee other than the Student Club.

3.13 At-Large Membership

At-Large Membership is available to any person or firm meeting the appropriate membership requirements but who is not located within the immediate geographical area

of an active chapter.

ARTICLE IV: Membership Dues, Rights, Duties, Restrictions

4.01 Dues

The Board shall set dues and fees, make assessments and set the terms of payments.

4.02 Delinquency

Any member of the Association who is 30 days past their due date for dues, fees or assessments will be considered delinquent and may be suspended or have their membership terminated as provided above.

4.03 Refunds

Refunds are an exception and must be approved by the Board on a case-by-case basis.

4.04 Member Obligation to Follow Association Rules

Each member of this Association agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board or voting members of the Association.

4.05 Certificate

The Association shall issue a Certificate of Membership to each member.

4.06 Termination

A membership shall be suspended or terminated whenever the Board in good faith determines that any of the following events have occurred:

(a) resignation of a member;

(b) failure of a member to pay dues, fees or assessments in the amount or under the terms set by the Board; and

(c) occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications, such as the termination, revocation or suspension of the C-27 or C-61 contractor's license of a Contractor Member.

4.07 Discipline

A member may be reprimanded, fined, suspended, or terminated for cause by the Board. Cause shall include a failure, in serious degree, to observe the Association's rules of conduct as prescribed by the Board in these Bylaws or otherwise. The discipline shall occur only after the member has been given a fifteen- (15) day prior written notice of the proposed discipline and the reasons therefor. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board. The Board shall determine whether cause exists and the appropriate discipline, if any. All notices required under this section shall be given by first-class or registered mail or e-mail or fax, sent to the last address of the member, as shown on the Association's records.

ARTICLE V: Membership Meetings

5.01 General Membership Meeting

The Association shall hold an annual meeting of the Membership at the place and on the date and time that the Board determines.

A notice will be mailed by first-class mail, faxed, or e-mailed to every member and posted on the Internet forty-five (45) days prior to the General Membership Meeting announcing the date, time, place, and general nature of the business proposed to be transacted, along with background material on issues to be voted on.

5.02 Special General Membership Meetings

The President, the Board, or five percent (5%) or more of the Contractor and Associate Members having voting rights may call special meetings of the membership to consider any lawful business of the Association.

5.03 Procedures for Calling Special General Membership Meetings Requested By Members

If a special meeting is called by members other than the Board or President, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or other facsimile transmission to the President and the Secretary/Treasurer of the Association. The officer receiving the request shall cause notice to be promptly given to the Members having voting rights that a meeting will be held, and the date, time and purpose for such meeting, which date shall be not less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If notice of the meeting is not given within twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of Members may be held when the meeting is called by action of the Board or the President

5.04 Notice

Notice of all annual and special meetings of the Membership shall be given in compliance with current California

Corporations Code not less than 15 nor more than 45 days before such meeting.

5.05 Quorum

The number of Members in good standing present at a duly noticed Meeting shall constitute a quorum.

5.06 Action Without a Meeting: Written Ballot

Any action which may be taken at a regular meeting of the members may be taken by conforming to the mail balloting procedure specified in the California Nonprofit Corporation Law.

5.07 Absentee Voting

CLCA members in good standing shall be offered an absentee ballot for the election of officers and directors. Members who indicate they wish to use an absentee ballot will have such mailed to them no less than 45 days before the date of the General Membership Meeting. All signed and completed ballots must be received at the CLCA office no later than 10 days prior to the General Membership Meeting. Absentee ballots received at the CLCA office shall be opened and counted at the General Membership Meeting.

ARTICLE VI: The Board

6.01 Board

The Board is the governing body of the Association made up of the officers and the Directors, and has authority and is responsible for the supervision, control, and direction of the Association. The Board may delegate the assignments.

6.02 Composition of the Board

The Board of the Association shall consist of at least seven (7) but no more than fifteen (15) Board Members, including elected officers, the exact number to be fixed by the General Membership. The Board must have at least a simple majority of board members who are CLCA Contractor Members.

6.03 Election and Term of Office

Directors serve staggered terms of two years. At each General Membership Meeting of the Association an election is held to choose new members of the Board to replace those whose terms are expiring.

6.04 Eligibility for Office

Any Contractor or Associate Member of the Association in good standing, whether or not present at the General Membership Meeting, is eligible for election to the Board provided he/she will not be serving as a concurrent chapter president and has served as either a past chapter president, the state Associate member representative for one (1) year, or a state committee chair for one (1) year. If such member is not present at the General Membership Meeting, the member shall not be eligible to be a candidate for office unless prior to the time his/her name is placed in nomination, he/she shall have caused to be filed with the Executive Director of the Association a statement that he/she is willing to accept such nomination, and that, if elected, he/she will serve in the office to which he/she is elected. No more than one representative from a company or affiliated companies may serve on the board at the same time. No more than two members from the same chapter elected by the general members may hold office simultaneously. No more than three Associate Members elected by the general members may hold office simultaneously.. Any member elected to the Board shall not be eligible for the office of President-Elect until he/she has completed a minimum of two (2) years on the Board. A member who switches chapters for the sole reason of running for a position on the state board is disqualified from running for state office for a period of twelve months after the chapter change.

6.05 Individual Directors

As individuals, Directors shall have only that authority provided by Board action in the form of position descriptions for those Directors.

6.06 Compensation

No Director shall receive compensation other than the usual and necessary reimbursement expenses.

6.07 Vacancies

If a vacancy occurs on the Board for any reason, the President, with two-thirds confirmation of the Board, may appoint a qualified member to fill the unexpired portion of the term.

6.08 Recall of Directors

Board members may be removed in accordance with California Corporations Code section 7222(a) which includes removal for acts of moral turpitude and violation of fiduciary duties. A Director may only be removed from office prior to expiration of his/her term by the affirmative majority vote of the Membership conducted by written ballot. Any membership action to recall or remove a Director shall be conducted in accordance with the following procedures:

(a) A petition must be presented in writing to the President and the Secretary / Treasurer of CLCA that carries the signatures and the company affiliation of members in good standing who represent at least ten percent (10%) of the voting power of the membership. Such petition must set forth

(1) the reason(s) the petitioners are seeking the Director's removal,

(2) the signature of each petitioner in his/her own handwriting, and

(3) the name(s) of the sponsor(s) of the petition.

(b) Within fifteen (15) days after receipt of such petition, the Board shall announce the procedures for conducting a written ballot of the members to vote upon the requested recall. Such written ballot shall be conducted not less than thirty-five (35) nor more than ninety (90) days after the petition is presented. If the Board fails to set a date for, and give the voting members notice of, such written ballot within fifteen (15) days, the members initiating the petition may call for such ballot on their own initiative without Board approval or sanction.

(c) The Director(s) whose removal is being sought shall have the right to rebut the allegations contained in the petition in writing. Such rebuttal shall be mailed by CLCA, or otherwise provided to all voting members at CLCA's expense, together with the recall ballot.

(d) The quorum requirement for membership action for removal of office is ten percent (10%) of the eligible voting members.

(e) If the quorum requirement for valid membership action is not satisfied or if the recall vote results in a tie, the removal action will have failed.

6.09 Meetings

The President and the Secretary / Treasurer, or two-thirds (2/3) of the Directors, after notification to the President and the Secretary / Treasurer, may call meetings of the Board.

6.10 Notice

The Board may hold regular meetings without additional notice if the time and place of such meetings is fixed by the Board. The Board may hold special meetings upon four days notice by first-class mail or forty-eight (48) hours' notice delivered by telephone, e-mail, or facsimile.

6.11 Quorum

A quorum of the Board shall be two-thirds (2/3) of the Directors then in office.

6.12 Board Action

Every act or decision done or made by two-thirds (2/3) of the Directors present at a meeting duly held at which a quorum is present is an official act of the Board. The Board may adopt policies and procedures which may interpret these Bylaws and shall be binding and enforceable as to members, Directors, and officers. The Board and/or Executive Committee may, to the full extent of and in the manner permitted by California Corporations Code Sections 7140 and 7151, take actions and conduct business as may be necessary to protect the interests of the Association and its membership in the event of an emergency. Emergencies may include, for example, natural catastrophes, fire, flood, earthquake, attacks on the state or nation, acts of terrorism, or states of emergency declared by the Governor or the President. A written record of all actions taken will be maintained during the emergency period, and all such actions shall be subject to review by the Association, in its sole discretion, upon conclusion of the emergency.

6.13 Absence

Any member of the Board who is unable to attend a meeting shall notify the President and the Executive Director and state his/her reasons for absence. If a Director is absent from two meetings in any one fiscal year, for reasons which the Board shall determine to be insufficient, the Director's resignation shall be deemed to be tendered and accepted, and the Director shall be so notified.

6.14 Action by Unanimous Written Consent Without a Meeting

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

6.15 CLCA Membership Required

If an individual on the Board is no longer a member, and the company he or she was representing remains in good standing, the individual must submit his or her willingness to remain in the industry and show good will to CLCA. He or she also must join as a qualifying member or secure a position with a company in good standing within 90 days. If this time period is not adequate, he or she may apply for a 90-day extension by submitting a written request to the Board.

6.16 Inspection Rights

Directors, in accordance with California Corporations Code section 8334, have the right to inspect the books and records of the Association at any reasonable time with advance notice.

ARTICLE VII: Officers

7.01 Officers

The officers of the Association are President, President-Elect, Immediate Past President, Secretary/Treasurer with the Executive Director as Ex-Officio.

7.02 Qualifications

The President and President-Elect shall be a Contractor

or Associate Member of the Association who is currently a Director or Officer or who has been a Director or Officer within the two (2) previous years. No person may hold more than one office at the same time. Officers may serve consecutive terms. Directors and officers may only serve three consecutive terms in the same position.

7.03 Election and Term of Office

The officers shall be elected by the voting members at the General Membership Meeting. Each officer, other than the Secretary/Treasurer, shall hold office for a term of one year. The Secretary/Treasurer is a two-year term.

7.04 Duties

The officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each officer as adopted by the Board from time to time.

The President shall be the presiding officer at meetings of the Board of Directors and shall be chief spokesperson on behalf of the Board. The President shall also be the intermediary between the Board and the Executive Director.

The President-Elect shall assist the President in the discharge of his/her duties. In the absence of the President, he/she shall perform the duties of the President and when so acting shall have the same authority as the President.

The Immediate Past President shall act as an advisor to the President and the Board and in the absence of the President and President-Elect shall perform the duties of the President and when so acting shall have the same authority as the President.

The Secretary/Treasurer is the Chief Financial Officer and Secretary of the Association and shall ensure that minutes of the meetings of the members, Board, and Executive Committee are properly recorded. He/she shall keep and maintain or cause to be kept and maintained, adequate and correct books and accounts of CLCA's properties and transactions. He/she ensures notification of members of all meetings.

7.05 Compensation

No officer shall receive compensation other than the usual and necessary reimbursement expenses.

7.06 Vacancies

If a vacancy occurs among the officers for any reason, the President, with two-thirds confirmation of the Board, may appoint a qualified member to fill the unexpired portion of the term.

7.07 Recall of Officers

An officer may only be removed from office prior to expiration of his/her term by the affirmative majority vote of the members conducted by written ballot. Any membership action to recall or remove an officer shall be conducted in accordance with the following procedures:

(a) A petition must be presented in writing to the President and the Secretary/Treasurer of CLCA that carries the signatures and company affiliation of members in good standing who represent at least ten percent (10%) of the voting power of the membership. Such petition must set forth:

  (1) the reason(s) the petitioners are seeking the Officer's removal,

  (2) the signature of each petitioner in his/her own handwriting, and

  (3) the name(s) of the sponsor(s) of the petition.

(b) Within fifteen (15) days after receipt of such petition, the Board shall announce the procedures for conducting a written ballot of the members to vote upon the requested recall. Such written ballot shall be conducted not less than thirty-five (35) nor more than ninety (90) days after the petition is presented. If the Board fails to set a date for, and give the voting members notice of, such written ballot within fifteen (15) days, the members initiating the petition may call for such ballot on their own initiative without Board approval or sanction.

(c) The Officer whose removal is being sought shall have the right to rebut the allegations contained in the petition in writing. Such rebuttal shall be mailed by CLCA, or otherwise provided to all voting members at CLCA's expense, together with the recall ballot.

(d) The quorum requirement for membership action for removal of office is ten percent (10%) of the eligible voting members in good standing.

(e) If the quorum requirement for valid membership action is not satisfied or if the recall vote results in a tie, the removal action will have failed.

ARTICLE VIII: Executive Director

8.01 Appointment of Executive Director

The Board shall appoint the Executive Director on such terms and conditions as it sees fit. The Executive Director shall manage and supervise the offices, operations and staff of the Association, with authority to hire, supervise and terminate staff. The Executive Director shall be subject to the supervision of, and accountable to, the Board.

ARTICLE IX: Committees

9.01 Committees

The Board may create committees to which it may delegate various functions; the Board shall provide each such committee a specific mission statement with a definition of the committee's authority. All permanent committees and special committees are given their charges by the Board. Chairs are nominated by the Director in charge of the program of work and approved by the Board.

(a) Removal of Chair: The Board is empowered to dismiss any committee chair and fill any vacancy by appointment for the unexpired term.

9.02 Executive Committee

The Executive Committee shall act in place and stead of the Board between Board meetings when it is not possible to convene a meeting of the Board on all matters except those specifically reserved to the Board by these Bylaws and the California Nonprofit Corporation Law. The Executive Committee shall report its actions to the Board by mail or at the next Board meeting. The Executive Committee shall consist of the elected state officers and the Immediate Past President with the Executive Director serving as an ex officio member without a vote.

9.03 Meetings

All committee meetings shall conform to the requirements of these Bylaws respecting meetings of the Board with necessary changes in details. Quorum for the purpose of committee meetings shall be 50 percent plus one of the voting members of the committee.

ARTICLE X: Fiscal Policies

10.01 Budget

A budget will be distributed to the Chapter Presidents and Chapter Treasurers forty-five (45) days prior to the Annual Membership Meeting. The budget is also available to any member upon request.

10.02 Accounting and Fiscal Year

CLCA will use the accrual basis accounting system and its financial records are to have a reviewed audit by an independent accounting firm every year. The fiscal year of the Association is January 1 – December 31.

10.03 Reserves

The Association shall maintain a reserve fund with a minimum of thirty-five percent (35%) of the current year's budget and an attempt to maintain a fifty percent (50%) level in the reserve fund. When all known expenses are paid at the conclusion of the fiscal year, the Board shall transfer any unexpended balance of funds to the following accounts: The first twenty-five thousand dollars ($25,000) shall be transferred to the Association's reserves. Any additional funds over and above the twenty-five thousand dollars ($25,000) will be split with fifty percent (50%) going into an attached reserve fund to be used for a member benefit program at the chapter level and the remaining fifty percent (50%) to go into the Association's reserves. The Board shall determine the member benefit program based on input from the Chapter Presidents, Education Committee, or other Committees of the Association. The Reserve Fund is established for the preservation and increase of the assets of the Association. Withdrawals from the Reserve Fund may be made only if authorized by a two-thirds (2/3rds) vote of the Board. The Board may invest all or any portion of the Reserve Fund in

(a) institutions whose deposits are insured by the Federal Deposit Insurance Corporation, except that no deposit in any one institution may exceed the total amount insured, or

(b) in obligations of the United States Government or for which the full faith and credit of the United States are pledged, or

(c) any other legal investment within the guidelines of the Internal Revenue Service code relating to nonprofit associations, upon approval of the Board. The Reserve Fund may be augmented from any lawful source, such as gifts or the income therefrom.

10.04 Contracts

No officer, Executive Director, committee member, committee chair, or other member of the Association may obligate the Association for any contracts or funds without prior approval of the Board. The Executive Director is the only person authorized to sign contracts on behalf of the Association. No individual may obligate the chapter for any contracts or funds without prior approval of the Chapter Board.

10.05 Emergency Funds

Use of emergency funds requires a unanimous vote of the Board and can be used if the reserves fall below the 35% required in 10.3 of these Bylaws. The President will report on any expenditure of the funds at the General Membership Meeting.

ARTICLE XI: Indemnification and Insurance

11.01 Indemnification

To the fullest extent permitted by the law, the Association shall defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Association's behalf, except for willful misconduct by the Agent. "Agent" for this purpose shall include Directors, officers, and employees.

11.02 Insurance

The Association will purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

ARTICLE XII: Conduct of Meetings

12.01 Conduct of Meetings

All General Membership Meetings, Board Meetings, Executive Committee Meetings, and State Committee Meetings shall be governed by American Institute of Parliamentarians Standard Code of Parlimentary Procedure.

ARTICLE XIII: Amendment of Bylaws

13.01 Amendment of Bylaws

These Bylaws may be amended by a two-thirds (2/3) vote of the General Membership in attendance at the General Membership Meeting or at a Special Meeting called by the President or Secretary/Treasurer, once a quorum is reached. Forty-five days prior to the General Membership Meeting, members will be mailed, faxed, or e-mailed the proposed Bylaw changes. The changes will also be posted on the Association's website 45 days prior to the General Membership Meeting.

ARTICLE XIV: Interpretation

14.01 Interpretation

These Bylaws constitute a written agreement between the Association and its members, Directors, and Officers. If there is difficulty in agreeing on the interpretation of these Bylaws, the final decision on an interpretation rests with a 2/3's vote of the Board.

ARTICLE XV: Parliamentary Procedure

15.01 Parliamentary Procedure

The Standard Code of Parliamentary Procedure governs this organization in all parliamentary situations that are not provided for in the law or in its charter, bylaws, or adopted rules.

Update: As amended by General Membership, November 7, 2025.