

# NAIFA



## BYLAWS

**Adopted January 1, 2008**

**Amended October 3, 2009**

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1                   **NATIONAL ASSOCIATION OF INDEPENDENT FEE APPRAISERS, INC.**

2

3                                   **BYLAWS**

4

5                                   **ARTICLE I**

6                                   **AUTHORITY AND PRECEDENCE**

7

8       **1.1 Authority.** These Bylaws of the National Association of Independent Fee Appraisers, Inc. ("Association")

9       are adopted and promulgated by the Governing Board ("Board") of the Association pursuant to Arizona

10       Revised Statutes Title 10, and the authority granted in the Articles of Incorporation of the Association on file

11       with the Arizona Corporation Commission, as the same may be amended from time to time.

12

13       **1.2 Precedence.** In the event a conflict arises over the power and authority of the Association or one of its

14       members, directors, officers, employees or agents to act or refrain from acting in a particular fashion, or any

15       other conflict regarding the Association, the same shall be resolved according to the definitive provision, if

16       any, of the governing document of the Association with the highest precedence. The precedence of such

17       documents, from highest to lowest, is:

- 18           **A.** Articles of Incorporation
- 19           **B.** Bylaws
- 20           **C.** Special Rules of Order
- 21           **D.** Standing Rules
- 22           **E.** Resolutions of the members assembled at the Annual Membership meeting, duly adopted and
- 23               entered in the Minutes
- 24           **F.** Resolutions of the Board duly adopted and entered in the Minutes
- 25           **G.** The current edition of Robert's Rules of Order, Newly Revised.

26

27       **1.3 National Office.** The principal place of business of the Association shall be determined by the Board, and

28       shall be referred to in these Bylaws as the national office.

29

30       **1.4 Definitions.** All references in these Bylaws, unless otherwise specified, refer to national Officers,

31       Directors, committees, and elections rather than those of the chapters.

32

33       **1.5 Interpretation.** The Board shall be the final authority on the interpretation or intent of these Bylaws.

34 **ARTICLE II**  
35 **MEMBERS**

36  
37 **2.1 Membership.** Membership may be granted to any individual who: (i) meets the criteria set forth below  
38 for each category of membership in the Association; (ii) shares interest in and supports the purposes of the  
39 Association; (iii) abides by these Bylaws, the Standing Rules of the Association, the principles of ethics of the  
40 Association, and such other rules and regulations as the Association may adopt; and (iv) meets such  
41 additional criteria for each category of membership in the Association as the Board may from time to time  
42 establish:

43  
44 **A. Designated Members:** Designated membership may be granted to any individual who is an  
45 appraiser and has attained a Board approved designation. Designated membership categories  
46 include the following: IFA; IFAA; IFAS; IFAC.

47  
48 **B. Associate Members:** Associate membership may be granted to any individual who has not  
49 achieved a designation. Associate membership categories include the following: Candidate  
50 Membership; Associate-Appraiser Membership; Associate-Affiliate Membership; and Associate-  
51 Professional Business Partner Corporate Membership.

52  
53 **C. Candidate Members:** An Associate-Appraiser Member may, at a time of his/her determination,  
54 opt to declare his/her candidacy to seek a designation. Such Candidates will have two years from  
55 the date of declaration to complete all requirements for the designation.

56  
57 **D. Honorary Members:** Honorary membership may be granted to any individual who has  
58 performed outstanding notable service recognized by the Association. Honorary membership  
59 shall be awarded by a two-thirds (2/3) vote of the Directors at a regular meeting, or by the  
60 membership at the Annual Meeting.

61  
62 **E. Life Members:** Life membership may be granted to any individual who qualifies with the  
63 requirements prescribed in the Standing Rules. **(Amended 10/25/08)**

64  
65 **2.2 Application and Approval.** Individuals seeking membership in the Association must complete a Board-  
66 approved application. All Designated Members and Associate Members must be assigned to a Board-  
67 approved chapter. The Board shall from time to time adopt an application form and procedures to facilitate  
68 the consideration of applicants for membership in the Association. The Board, or a committee designated  
69 thereby, shall evaluate the credentials of all applicants and determine, based on the criteria set forth in these  
70 Bylaws and such other guidelines as the Board may prescribe, whether individual applicants meet the  
71 qualifications necessary for membership.

72 **2.3 Rights and Duties.** All members shall be entitled to serve on committees and to attend the educational  
73 meetings and social functions of the Association, but only Designated Members in good standing may hold  
74 office, and vote to elect Officers and Directors. Designated Members may be referred to herein as the “voting  
75 members.” The voting members only shall have the right to vote on the election of Officers and Directors,  
76 and such other matters as the Board shall determine from time to time, and any and all matters as provided  
77 by the Bylaws. Each voting member shall have one (1) vote on matters submitted to a vote of the  
78 membership. Additional rights of each membership category shall be established by the Board.

79 **2.4 Qualifications for Designations.** Qualification requirements for all membership designations and  
80 continuing education shall be established by the Board; however, at a minimum the requirements for  
81 education and experience must comply with the prerequisites of the Appraiser Qualification Board (AQB), or  
82 otherwise provided for in the Standing Rules of the Association.

83  
84 **2.5 Use of Designation.** Only Designated Members in good standing who have been awarded the IFA, IFAA,  
85 IFAS or IFAC shall be permitted to use the designation of the Association following their individual names on  
86 their letterheads, business cards, in directories and such other media of expression to denote the degree of  
87 proficiency attained. No non-designated member may refer to or use the membership category in any manner  
88 except in oral testimony in court in the course of their business. All acknowledgments of membership must be  
89 on an individual basis only. Letterhead and other stationery shall not imply or infer that a firm, organization or  
90 agency is a Member of the Association. Nor shall it imply that all members of a firm, organization or agency  
91 are Members of the Association. A Member is restricted to a statement or acknowledgment in a qualifications  
92 sheet which may show the category of membership attained.

93  
94 **2.6 Professional Standards.** All members of the Association when engaged in appraisal practice shall  
95 practice in conformity with the Uniform Standards of Professional Appraisal Practice (USPAP) as developed  
96 by the Appraisal Foundation; the Bylaws of the National Association of Independent Fee Appraisers; lawful  
97 directives of its Officers and Directors. All actions of members shall be in compliance with all laws applicable  
98 to the appraisal practice, federal and state.

99  
100 **2.7 Membership Dues.** Dues shall be as established by the Board. Different dues may be set for different  
101 categories of membership. All dues shall become payable on January 1 of each year and are delinquent after  
102 February 1. Membership shall be forfeited if dues are not paid by March 31.

103  
104 **2.8 Examination Fees.** The Board is empowered to set fees to offset the cost of the administration of  
105 examinations.

106 **2.9 Re-certification.** Designated, Associate-Appraiser, and Candidate members of the Association must  
107 maintain a continuous program of professional education for membership in the Association. The Association  
108 will recognize a broad range of educational subject matter, including state approved courses for satisfying the  
109 continuing education requirements, and they must comply with the Appraisal Foundation re-certification  
110 requirements. The cycle of continuing education requirements shall begin for each member on January 1 of  
111 the year following the year in which membership was granted. If a state licensed or certified appraiser is in  
112 good standing with his/her state, this fulfills the Association's re-certification requirements. There shall be no  
113 examination requirements in the continuing education program. Members shall include the following  
114 statement in each appraisal report:

115 ***"The National Association of Independent Fee Appraisers has a mandatory***  
116 ***program of continuing education for its Members. I am presently in compliance***  
117 ***with this program."***  
118

119 **2.10 Resignation.** Any member may resign by filing a written resignation with the chapter president and the  
120 Association's Executive Vice President. Resignation shall not relieve the member of the obligation to pay  
121 dues, assessments, or other charges not paid. A member may resign in order to abate any expulsion or  
122 suspension action. When a member resigns while expulsion or suspension charges are pending, the  
123 proceedings associated with the expulsion or suspension shall cease and abate immediately.  
124

125 **2.11 Complaints against Members.** Any complaint by any member or the general public must be in writing  
126 and outline in detail the nature of the complaint, including documentation and exhibits, if any. All complaints  
127 must follow Board-prescribed procedures for filing ethics and grievance complaints.  
128

129 **2.12 Basis for Suspension or Expulsion.** A member may be suspended or expelled if:

- 130 **A.** The member does not follow the Bylaws, rules of professional ethics, or standing rules of the  
131 Association.
- 132 **B.** The member refuses or neglects to act in accordance with or abide by the decisions of the  
133 Association.
- 134 **C.** The member is found and/or determined by the Board to be guilty of any act of discreditable  
135 nature to the profession.
- 136 **D.** The member is adjudicated by any court of law to be an incompetent.
- 137 **E.** The member has been convicted of a felony involving moral turpitude.
- 138 **F.** A member will be expelled if the member is convicted by a court of competent jurisdiction of any  
139 fraud or felony. A member so convicted shall be immediately suspended from the Association  
140 upon receipt of confirmation of said conviction by the Executive Vice President. The details of said  
141 conviction shall be presented to the Board at the next meeting for its action on expulsion if the  
142 member is still in a state of suspension.
- 143 **G.** Members in any category have the right to appeal. The decision of the Board is final.

144 **2.13 Return of Evidence of Membership.** Any member who resigns, is suspended, expelled, or has  
145 forfeited membership for non-payment of dues, shall immediately return his/her certificate. If a member fails  
146 to return his/her certificate, the Board may give public notice of such resignation, suspension or expulsion.  
147

148 **2.14 Reinstatement.** Any person whose membership in the Association has been terminated by resignation,  
149 except to avoid disciplinary action, or who has been suspended or dropped for nonpayment of dues, or for  
150 any reason other than one of a disciplinary character, may be reinstated by directly applying to the  
151 Association.  
152

153 **2.15 Transfer of Membership.** Membership in this Association cannot be transferred or assigned to another  
154 individual. A member in good standing may transfer his/her membership from one chapter to another within  
155 the Association.  
156

157 **2.16 Leave of Absence.** A member in good standing desiring to attend school full time, enter the military  
158 service, take a job in conflict with his/her membership in the Association, or for a similar reason, may request  
159 a leave of absence from the Association. Members in such status may use a professional designation  
160 awarded to them by the Association for any purpose other than in connection with any appraisal assignment.  
161

162 **2.17 Suits by Members.** No member shall file suit against the Association, the Board, any committees,  
163 chapters, Directors, national, regional, state or chapter Officers or members, relating to the appraisal  
164 profession or to the administration of the Association, without first exhausting fully the remedies provided  
165 under these Bylaws, Standing Rules, and Procedures. The rights and remedies that must first be exhausted  
166 are pursuing a claim with such local Professional Standards Committee as may exist in the principal place of  
167 business or place of residence of such member, and if the matter is not resolved to the satisfaction of the  
168 member, with the National Professional Standards Committee, and with the Board. Violation of the prohibition  
169 stated herein shall result in expulsion of such member upon a determination by the National Professional  
170 Standards Committee, and concurrence by the Board that such violation was committed in bad faith.  
171

172 **2.18 Special Membership Procedures.** Notwithstanding any other provisions of these Bylaws, the Board is  
173 empowered to authorize membership and designations to persons in connection with an agreement between  
174 the Association and another entity or entities, under such terms as the Board may establish or agree to.  
175

176 **2.19 Member Voting.** Each designated member in good standing shall be entitled to vote to elect Officers  
177 and Directors, and on such other matters as the Board shall determine pursuant to procedures adopted by  
178 the Board. (Amended October 3, 2009)

## ARTICLE III

### CHAPTER

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**3.1 Inquiries.** All inquiries concerning the Association should be directed to the national office and will be responded to by the Executive Vice President or his/her designee.

**3.2 Process of Formation of Chapter.** The formation of a chapter shall be shall be provided for in the Standing Rules of the Association.

**3.3 Limit.** Chapters may be formed in cities, counties, or parishes of the United States or foreign countries. Within the United States there shall be no more than one (1) chapter in any one county or parish without Board approval. In foreign countries the Board shall establish the number of chapters in any area.

**3.4 Chapter Bylaws.** Each Chapter shall adopt bylaws in the form provided by the Association.

**3.5 Chapter Incorporation.** Chapters shall not incorporate.

**3.6 Officers.** A chapter with ten (10) or more Designated Members may elect at least the following four (4) Officers: a President, Vice President, Secretary and Treasurer. A chapter, with the approval of the chapter President and/or majority of Designated Members may elect an Associate to serve as chapter Secretary and/or Treasurer under the direction of the Chapter President until a designated replacement member is found. Said Associate shall not vote on any national issues. The Associate shall not promote himself/herself as a chapter officer.

**3.7 Chapter Elections.** The nominations and election of Officers of each chapter will be conducted within ninety (90) days prior to January 1st of each year and said elected Officers shall take office by January 1st. Proxy votes are not permitted. A report of the election results must be submitted to the national office by the outgoing secretary.

**3.8 Dues.** In addition to Association dues as may from time to time be assessed by the Board, a chapter may assess dues.

**3.9 Removal.** A chapter charter may be removed for cause by a two-thirds (2/3) vote of the Board after an appropriate hearing. Upon removal of a chapter's charter, all funds held by the chapter shall promptly be remitted to the Association.

214 **3.10 State Directors.**

215 **A. Election of State Directors:** The voting members of chapters organized within a state may elect  
216 a State Director. The members of that state shall have the sole authority to hold an election within  
217 that state and elect a State Director. The election will be conducted in accordance with provisions  
218 in the Standing Rules. Said elections shall be conducted within ninety (90) days prior to January  
219 1st of each year and the newly elected State Director shall take office on January 1st of the year  
220 following the election until the following December 31<sup>st</sup> or until such time a successor is elected. A  
221 copy of the election results must be submitted to the national office.

222 **B. Appointment of State Directors:** The President is empowered to appoint a State Director as  
223 needed.

224  
225 **3.11 State Director's Fund.** The duties of a State Director shall be those of the presiding officer within  
226 his/her state. The Director shall organize, encourage, and promote the formation of new chapters and/or  
227 consolidation of chapters within their state. A State Director's fund may be established by majority vote of  
228 chapter Presidents with direction from their members. The State Director's fund shall be used to carry out the  
229 State Director's duties. They shall not use these funds for personal expenses of any kind. The funds shall be  
230 held in checking accounts and all checks will bear the signature of the State Director. Accounting of such  
231 funds must be made to the Association's Treasurer and be submitted by January 30<sup>th</sup> for the preceding year.  
232 All funds are the property of the Association.

233 **ARTICLE IV**  
234 **GOVERNING BOARD**

235  
236 **4.1 The Governing Board.** The Board shall be comprised of the Officers, Directors, and the most immediate  
237 Past National President. The affairs of the Association shall be managed by the Governing Board. The Board  
238 shall have supervision, control and direction of the affairs of the Association, shall determine its policies or  
239 changes therein within the limits of these Bylaws, shall actively promote its purposes and have discretion in  
240 the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its  
241 business as shall be deemed advisable and may, in the execution of the powers granted, appoint such  
242 agents as it may consider necessary.

243  
244 **4.2 Professional Conduct.** Officers, Directors and those appointed to professional positions representing the  
245 Association shall adhere to a professional code of conduct as provided in the Standing Rules.

246  
247 **4.3 Miscellaneous.** The Board may authorize any Officer or Officers, agent or agents of the Association, in  
248 addition to the Officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any  
249 instrument in the name of and on behalf of the Association; and such authority may be general or confined to  
250 specific instances. All checks, drafts, or orders for the payment of money, notes, or other evidences of  
251 indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or  
252 agents of the Association who shall from time to time be determined by resolution of the Board. All funds of  
253 the Association shall be deposited, from time to time, to the credit of the Association in such banks, trust  
254 companies or other depositories as the Board may select. The Board may accept, on behalf of the  
255 Association, any contribution, gift, bequest, or devise for general purposes or for any special purpose of the  
256 Association.

257 **ARTICLE V**  
258 **DIRECTORS**

259  
260 **5.1 General.** The Directors of this Association shall perform the duties prescribed by these Bylaws and by the  
261 parliamentary authority adopted by the Association.

262  
263 **5.2 Number, Tenure and Qualifications.** The Board of Directors shall be comprised of a minimum of nine  
264 (9) but not to exceed twelve (12) Directors to be elected by the voting members to serve a three (3) year  
265 term. No person shall hold more than one seat on the Board. The beginning date of the term of office shall be  
266 January 1 of the year that follows the year of the election or until such time as successors are duly elected.  
267 Additional Directors shall be elected to fill the remainder of any vacancies. Directors may not serve more than  
268 two (2) consecutive terms. There shall be no more than two (2) elected directors on the Board from any one  
269 (1) state at any time. Directors must be designated members and have served either as a chapter President  
270 or on a National Committee. (Amended October 3, 2009)

271  
272 **5.3. Voting.** Directors shall be entitled to one (1) vote in person at any Board meeting.

273  
274 **5.4 Vacancies.** All vacancies among the Directors shall be appointed by the President, with prior notification  
275 to the Board. The appointed Director shall be a qualified member and serve until the end of the calendar year.

276  
277 **5.5 Attendance Required.** Should any member of the Board fail, without acceptable excuse, to attend two  
278 (2) consecutive regularly called meetings of the Board, he/she may, at the discretion of the Board, forfeit  
279 his/her office and the President shall appoint a successor who will serve until a successor is elected, with the  
280 exception of any immediate Past National President, whose position as ex-officio, shall remain vacant.  
281 Directors shall not receive any salary for their services; but by resolution of the Board, a fixed sum and  
282 expenses, if any, may be allowed for attendance at regular or special meetings of the Board.

283  
284 **5.6 Removal.** Any Director may be removed by a two-thirds (2/3) vote of the Board whenever, in the Board's  
285 judgment, the best interests of the Association would be served thereby, after a hearing.

286 **ARTICLE VI**  
287 **OFFICERS**

288  
289 **6.1 National Officers.** The national Officers of the Association shall be a President, a President-Elect, a  
290 Secretary and a Treasurer. The Officers of this Association shall perform the duties prescribed by these  
291 Bylaws and by the parliamentary authority adopted by the Association.  
292

293 **6.2 Number, Tenure and Qualifications.** The President-Elect, Secretary, and Treasurer shall be elected  
294 each year to serve a one (1) year term by the voting members. All Officers must have served as a Director.  
295 The beginning date of the term of office shall be January 1 of the year that follows the year of the election or  
296 until such time as successors are duly elected.  
297

298 **6.3 Voting.** Officers shall be entitled to one (1) vote in person at any Board meeting.  
299

300 **6.4 Vacancies.** All vacancies among the Officers shall be filled by appointment of the President, subject to  
301 ratification by the Board. The appointed Officer shall be a qualified member and serve until the end of the  
302 calendar year.  
303

304 **6.5 Removal.** Any Officer may be removed by a two-thirds (2/3) vote of the Board whenever, in the Board's  
305 judgment, the best interests of the Association would be served thereby, after a hearing.  
306

307 **6.6 Executive Committee.** The Executive Committee shall be comprised of the four (4) Officers and a  
308 Director, elected by the Board. The Executive Committee shall have the authority to carry out the business  
309 and functions of the Association between meetings of the Board, reporting to the Board any action taken; but  
310 the delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or  
311 any individual Officer or Director of any responsibility imposed by law.  
312

313 **6.7 President.** The President shall be the Chief Executive Officer of the Association.

- 314 **A.** He/she shall preside at all national meetings of the members and of the Board.  
315 **B.** He/she may sign, with the Secretary or any other proper officer of the Association, instruments  
316 authorized to be executed; except in cases where the signing and execution thereof shall be  
317 expressly delegated by the Board or by the Bylaws or by statute to some other Officer or agent of  
318 the Association.  
319 **C.** He/she shall make all nominations as prescribed in these bylaws for filling vacancies for Directors  
320 and/or Officers.  
321 **D.** He/she shall present to the Board a list of nominees to serve as representatives on behalf of the  
322 association.  
323 **E.** He/she shall serve as ex-officio of the Education and Research Trust Committee as provided by  
324 terms established by the Trust Agreement.  
325 **F.** In general, he/she shall perform all duties incident to the office of the President and such other  
326 duties as may be prescribed by the Board.

327  
328 **6.8 President-Elect.** The President-Elect shall assist the President and shall substitute for the President  
329 when required to and shall chair meetings in the absence of the President. The President-Elect shall be an  
330 ex-officio member of all committees, except the Leadership Development, Professional Standards and  
331 Education and Research Trust Committees, or as otherwise provided by these Bylaws. The President-Elect  
332 shall, in general, perform all duties customarily incident to the office of President-Elect and such other duties  
333 as may be prescribed from time to time by the Board. The President-Elect shall succeed to the office of  
334 President upon expiration of the President's term of office, and in the event of the death, resignation, removal,  
335 or incapacity of the President. (Amended October 3, 2009)

336  
337 **6.9 Secretary.** The Secretary shall keep the minutes of all meetings, to include regular and special Board  
338 meetings, the general membership meeting, and committee meetings, which shall be maintained in a  
339 retrievable electronic format with appropriate backup; see that all notices are duly given in accordance with  
340 the provisions of these Bylaws, or as required by law; be custodian of the Association records pertaining to  
341 his/her office, and of the seal of the Association; see that the seal of the Association is affixed to all  
342 documents, the execution of which, on behalf of the Association under its seal, is duly authorized in  
343 accordance with the provisions of these Bylaws; and keep a register of the postal address of each member  
344 which shall be furnished to the Secretary by the Executive Vice President. The Secretary shall perform all  
345 duties incident to the office and such other duties as may be assigned by the President or the Board. The  
346 duties of the Secretary may be assigned by the Board in whole or in part to the Executive Vice President.

347  
348 **6.10 Treasurer.** The Treasurer shall have the authority to request documentation of all financial activity for  
349 the Association, including receipts, invoices, deposits, investments and other such financial instruments in  
350 fulfilling the duties as related to his/her office; and submit such to the Board as requested. The Treasurer  
351 shall perform all duties incident to the Office of Treasurer and such other duties as may be assigned by the  
352 President or the Board. The Treasurer shall serve as Chair of the Fiscal Committee. The duties of the  
353 Treasurer may be assigned by the Board in whole or in part to the Executive Vice President.

354 **ARTICLE VII**

355 **EXECUTIVE VICE PRESIDENT**

356

357 **7.1 Executive Vice President.** There shall be an Executive Vice President affirmed by the Board. The  
358 Executive Vice President shall be the chief administrative employee and staff officer of the Association.  
359 He/she will be charged with the management of the national office and shall perform such other duties  
360 necessary for the proper functioning of that office as well as such other duties as may be directed by the  
361 Board, the Executive Committee or the President; however, all directives shall be transmitted through the  
362 President. The Executive Vice President shall account for all funds belonging to the Association and shall  
363 maintain proper accounts for depositing Association funds and shall prepare or have prepared by competent  
364 parties, financial statements which show receipts and disbursements of all funds, together with a balance  
365 sheet showing all assets and liabilities of the Association. The Executive Vice President shall perform all  
366 duties incident to the position of Executive Vice President and such other duties as may be assigned by the  
367 president or the Board.

368 **ARTICLE VIII**  
369 **ELECTIONS**

370  
371 **8.1 Procedure for Elections.** The National Office shall receive and review nominations for the Officers and  
372 Directors, on a prescribed nomination form approved by the Board. Candidates can declare for both Officer  
373 and Director on the same nomination form. The National Office shall review the nominations and present a  
374 list of qualified candidates for the Officers and the Directors to the membership sixty (60) days prior to the  
375 Annual Membership meeting. Elections may be conducted electronically. Official notification and  
376 transmission of ballots shall be by Board prescribed procedure. **(Amended October 3, 2009)**

377  
378 **8.2 Election of Board.** The Board shall be elected by members entitled to vote, pursuant to these Bylaws, at  
379 the Annual Membership Meeting. Should the office of President-Elect be vacated the Board, at its discretion,  
380 may call for a special election.

381  
382 **8.3 Voting.** No cumulative voting shall be allowed.

383 **ARTICLE IX**  
384 **BOARD MEETINGS**

385  
386 **9.1 Regular Meetings.** The Board shall conduct two (2) regular meetings and such other meetings as the  
387 Board may provide for by resolution. The specific date and location of these meetings shall be determined by  
388 the Board, and notice shall be given at least ninety (90) days in advance of such meetings. The second  
389 meeting of the year will include the Annual Membership Meeting.

390  
391 **9.2 Special Meetings.** Special meetings of the Board may be called by the President or a majority of the  
392 Directors, by giving written notice. Notice of any special meeting of the Board shall be given at least fifteen  
393 (15) days prior to, and the meeting must be held within forty-five (45) days of the giving of written notice. The  
394 business to be transacted at the meeting must be specified in the notice.

395  
396 **9.3 Telephonic Meetings.** Whenever the Board or Executive Committee determines or authorizes a special  
397 meeting, it may convene such meeting by means of conference telephone or similar communications  
398 equipment by means of which all persons participating in the meeting can hear each other. Participation in a  
399 meeting pursuant to this provision shall constitute presence in person at such meeting. Official notice of any  
400 such telephonic meeting shall be given at least five (5) days prior to the scheduled meeting. Delivery of notice  
401 to Board members shall be governed by Board prescribed procedures.

402  
403 **9.4 Action by Written Consent.** Any action requiring a vote of the Board may be taken without a meeting if  
404 consent, in writing, setting forth the action taken, is signed by all of the Directors entitled to vote with respect  
405 to the subject matter thereof.

406  
407 **9.5 Quorum.** A majority of the Board must be present in person at any meeting to constitute a quorum for  
408 the transaction of business at any duly called meeting of the Board; provided that, if less than a quorum is  
409 present at said meeting, a majority of the Board present may adjourn the meeting without further notice. The  
410 act of a majority of Board members present at a duly called meeting at which a quorum is present shall be the  
411 act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these  
412 Bylaws.

413 **ARTICLE X**

414 **MEMBERSHIP MEETINGS**

415  
416 **10.1 Annual Meeting.** An annual meeting of the voting members of the Association for conducting such  
417 business as may come before the membership shall be held at such time and place as shall be determined  
418 by the Board. The Annual Membership Meeting shall convene prior to the meeting of the Board.  
419

420 **10.2 Notice.** Notice of the Annual Membership Meeting of the voting members shall state the time, date,  
421 place and purpose of the meeting, and shall be delivered not more than one hundred eighty (180) and not  
422 less than sixty (60) days prior to the date of such meeting, unless otherwise required by applicable law.  
423

424 **10.3 Quorum.** One percent (1%) of the voting members of the Association shall constitute a quorum for the  
425 transaction of business at any duly called meeting of the members, provided that if less than a quorum is  
426 present, a majority of the voting members present may adjourn the meeting to another time without further  
427 notice. (Amended October 3, 2009)  
428

429 **10.4 Manner of Acting.** The act of a majority of the voting members present, in person at a duly called  
430 meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is  
431 required by law, the Articles of Incorporation, or these Bylaws.

432 **ARTICLE XI**

433 **NATIONAL STANDING COMMITTEES**

434  
435 **11.1 Standing Committees.** The Association shall have the following Standing Committees: Leadership  
436 Development Committee; Admissions Committee; Bylaws/Procedures Committee; Education Committee;  
437 Fiscal Committee; Legislation Committee; Marketing Committee; Professional Standards Committee;  
438 Education and Research Trust (E&R Trust); Advisory Committee. The duties and responsibilities of each of  
439 these committees shall be provided in the Standing Rules. (Amended 10/25/08)

440  
441 **11.2 Standing Committee Composition, Accountability, Ex-officio Members, Subcommittees and**  
442 **Term.** The composition, accountability and terms of committee members are set forth in the Association's  
443 Standing Rules.

444  
445 **11.3 Special Committees.** The National President shall have the authority to create special ad hoc  
446 committees, as needed for specific tasks for the association, with prior notice to the Board. The term of these  
447 special committees shall expire upon completion of the task or the end of the National President's term.  
448 Special ad hoc committees may be established for longer periods with the approval of the Board. The  
449 National President shall appoint the members to these committees.

450  
451 **11.4 Awards.** The Board may establish special recognition awards for the membership.

452  
453 **11.5 Removal of a Committee Member.** An incumbent President may, subject to Board ratification, remove  
454 any of said President's committee appointments by first showing cause for removal; however, the Board may  
455 remove any committee member by showing cause and a two-thirds (2/3) vote.

**ARTICLE XII**  
**MISCELLANEOUS**

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**12.1 Fiscal Year.** The fiscal year of the Association shall be a calendar year January 1 through December 31.

**12.2 National Emblem.** The emblem is adopted and declared to be the emblem of the Association. It shall be used only by the Association itself, its officially approved chapters and members in such manner as the Board may prescribe. The right of use by a chapter or member may be revoked by the Board for any violation of the Bylaws or Standing Rules.

**12.3 Limitation of Liability.** The Association shall not assume any liability for expenditures or commitments of its local chapters, state Directors or regional governors unless previously approved in writing by the Board.

469

## ARTICLE XIII

470

### PARLIAMENTARY AUTHORITY

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472 **13.1 Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of Order, Newly  
473 Revised shall govern the Association in all cases to which they are applicable and in which they are not  
474 inconsistent with these Bylaws and any special rules of order the Association may adopt.

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## **ARTICLE XIV**

### **AMENDMENT TO BYLAWS**

**14.1 Amendment to Bylaws.** These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of the Board at any regular or special meeting of the Board, all then authorized and occupied seats on the Board being counted, and in accordance with the Association's Articles of Incorporation. All proposed amendments shall follow Board prescribed procedure, subject to membership ratification, following Board prescribed procedures as set forth in the Association's Standing Rules.