

BY-LAWS
CLAN CRAWFORD ASSOCIATION

Article I NAME

The name of this organization shall be

CLAN CRAWFORD ASSOCIATION
[AKA] THE HOUSE OF CRAWFORD

and shall hereafter be called the Association.

Article II REGISTERED AGENT

The Registered Agent of the Association is:

URS Agents, LLC

A change in the Registered Agent is by two third (2/3) vote of the Executive Council, and subject to ratification by a majority of The Board of Directors, at the following Meeting the Board shall amend this Article to reflect such change. The President of the Association, as the Chief Executive, will be responsible for registering the new agent with the appropriate state Department of Commerce.

Article III PURPOSES

The Association may engage in any lawful act or activity for which corporations may be organized under the 'The House of Crawford-Clan Crawford Association', subject to the following purposes, and is organized exclusively for **charitable and educational purposes**, including, for such purposes,

- (1) The making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code,***
- (2) The participation in and encouragement of other legal entities to collect, preserve, and distribute surname history and artifacts,***
- (3) The perpetuation of the Crawford surname traditions, customs, and culture, and***
- (4) the global promotion and development of social contacts of Association members, as described in Article XI.***

Article IV UNITED STATES INTERNAL REVENUE SERVICE (IRS)

The Association will file with the IRS as a **501(c)(3) organization**. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, foreign or domestic. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V SHARES

The Association **will not issue shares**.

Article VI DISSOLUTION

Upon the dissolution of the Association, assets shall be distributed for one or more **exempt purposes** within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the Registered Agent is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Agreement for dissolution must be attained with a 2/3 majority vote of the Executive Committee.

Article VII – USE

This document contains proprietary information of the Association. It is furnished for the practiced understanding of the Association's operable governance. Except with the express prior written permission of the Association Executive Committee, this document and the information contained herein may not be published, disclosed, or used for any other purpose. Any unauthorized act in relation to a copyright work may result in a claim for damages and/or criminal prosecution.

Article VIII CODE OF CONDUCT

As a matter of fundamental principle, all members of the Association should adhere to the highest ethical standards because it is the right thing to do. As a matter of pragmatic self-interest, the Association should do so because trust in our Association and its purpose as described in Article III, is the bedrock of our legitimacy. Violations

of the code of conduct may accrue consequences as determined by the Executive Council, subject to approval by the board at its next meeting.

Section 1: The Code of Ethics for the Association:

- a) Personal and Professional Integrity: All members, Executive Committee, Board members and volunteers of the Association will act with honesty, integrity and openness in all their dealings as representatives of the Association.

Section 2: Digital Communications

- b) Communications: The Association is by its nature a collective of members from multiple geographical locations. Digital communications allow the Association to function and carry out its purpose, as described in Article III. All members, Executive Committee, Board members and volunteers of the Association will adhere to the following guidelines for digital communications.
- A digital communication should not be threatening, intimidating, or menacing, grossly offensive to a reasonable person in the position of the affected individual.
 - A digital communication should not be used to harass an individual, or to make a false allegation.
 - A digital communication should not denigrate an individual by reason of his or her colour, race, ethnic or national origins, religion, gender, sexual orientation, or disability.

Article IX CONFLICT OF INTEREST

All staff, volunteers, and management committee members of the Association will strive to avoid any conflict of interest between the interests of the Association on the one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest. The purposes of this policy is to protect the integrity of the Association's decision-making process, to enable our members to have confidence in our integrity, and to protect the integrity and reputation of volunteers, staff and committee members.

In accordance to Article IX and to the extent of powers subject to all sections of that Article, a conflict of interest is where someone is compromised when their personal interests or obligations conflict with the responsibilities of their role or position. It means that their independence, objectivity or impartiality can be called into question.

A conflict of interest can be:

- Actual: where the conflict already exists
- Potential: where the conflict is about to happen, or could happen
- Perceived: where other people might reasonably think that a person has been compromised.

A person could be compromised if, in carrying out their duties, they're required to deal with:

- a) A relative or close personal friend

- b) An organization, club, society or association of which they're a member
- c) A person who is their community leader
- d) A person or organization:
 - to which they have a professional or legal obligation
 - with which they have a business interest or own property
 - to whom they owe money
 - for whom they've previously, or currently maintain an interest in or with.

In the course of meetings or activities, committee members will disclose any interests in a transaction or decision where there may be a conflict between the organizations best interests and the committee members best interests or a conflict between the best interests of two organizations that the committee members is involved with.

Article X DIRECTORS

Provisions for regulation of the internal affairs of the Association are as provided in this Article.

Section 1. Directors. The Board of Directors shall be composed of representatives elected as Regional Directors by the dues paying members of the international recognized regions (Scotland, England, Ireland, Eastern Canada, Western Canada, Australia, New Zealand, South Africa, and from the US Northeast, US Southeast, US Midwest, US Mountain, and US Pacific) based loosely on equal divisions of Association membership and subject to alteration by the Board to represent changing Association membership demographics. They shall be elected for terms of ***three (3) years***. The office of a Director shall become vacant if he or she dies or resigns, or by determination of the Board should a Director not participate in two *annual* meetings in a row. Successive terms are permitted. Occasionally ad hoc members may be designated by the Executive Council to the Board of Directors, such as additional vice-presidents, for the purpose of performing certain needed tasks. These appointments would be subject to ratification by the Board of Directors. A ***Chair of the Board*** is to be elected from among its members or ratified by a vote of the Board of Directors after nomination by the President of the Executive Council. The Chair of the Board presides over the meetings of the Board, following parliamentary procedure.

Section 2. Duties of the Board of Directors. Subject to limitations of the Articles of Incorporation, By-Laws of the Association, State of Utah Corporate Law, and any applicable State and Federal laws, regulations, and judicial findings, the Board of Directors shall control the business affairs and manage the property of the Association. All powers of the Association shall be exercised by and under the authority of the Board of Directors. The Board shall have the power to adopt uniform rules for the operation of the Association in fulfilling its stated purpose. The Board shall approve all contracts and extraordinary payments and shall have full power to decide all questions not determined by the Articles of Incorporation of the Association or by these By-laws. At the close of each fiscal year, the Chair of the Board shall arrange for an audit of Association financial accounts by a Certified Public Accountant who is not an Officer or Director of the

Association and report audit results to the Board for review and action at the Board Meeting immediately following the audit report date.

Section 4. Delegation of Authority. For the purpose of transacting the business of this Association during the intervals between the meetings of the Board of Directors, the President, Vice-President, Secretary and Treasurer, shall constitute the Executive Council, with full authority to act for and on behalf of the Association.

Section 5. Action Without Meeting (*Written Action*). Any action by the Board of Directors may be taken, without a meeting of a quorum of members of the Board, individually or collectively by consent in writing to this action. Writing shall include electronic media, but the Secretary shall certify it. For a written action to be valid, a minimum majority greater than *one-half (1/2)* of *all* Board of Directors must be in agreement with the action. Such written consent or consents shall be entered in the minutes of the proceedings of the next meeting of the Board.

Section 6. Compensation. No Director shall receive compensation for services as a director.

Section 7. Resignation. A Director may resign effective upon giving written notice to the President, unless the notice specifies a later time for the effectiveness of such resignation.

Section 8. Removal. Any Director may be removed at any time, with or without cause (e.g. nonpayment of dues), by the affirmative vote of a minimum *two-thirds (2/3)* majority of the Board of Directors attending the Board meeting or voting by proxy, or by the affirmative vote of a minimum two-thirds majority of *all* the Board of Directors in a written action.

Section 9. Replacement. If a region loses its representation for any reason, within thirty (30) days the President, in consultation with the ExCom, should name a temporary replacement for the region. The Alternate would preferentially replace the resigning Director. If the time until the next elections is more than 50% of the total time, new elections may be decided upon by the ExCom and carried out by the Secretary or someone appointed by the ExCom to chair the effort. If the Alternate resigns, the position may be left vacant until an appropriate member of the Association and region is identified to fill it.

Section 10. Inability to function as a body. Should the Board of Directors come to a time when it is unable to function effectively for the governance of the business of the Association, the Section 10. Inability to function as a body. Should the Board of Directors come to a time when it is unable to function effectively for the governance of the business of the Association, the Executive Committee may make the determination by majority vote to dissolve the Board and call for regional elections to select a new Board.

Article XI OFFICERS

Provisions for the conduct of day-to-day affairs of the Association are as provided in this Article.

Section 1. Purpose. The Officers of the Association shall constitute the Executive Council of the Association. They shall be voting members of the Board of Directors. These officers shall carry out the day-to-day business of the Association and provide oversight of activities carried out by its membership in its name.

Section 2. Officers. The Officers of this Association shall be a President, Vice President(s), a Secretary, and a Treasurer. The term of office is established at **three (3) years**. No person shall hold more than one office.

Section 3. Duties of Officers. The duties of the several officers shall be as follows:

President. Subject to the control of the Board of Directors, the President is the chief executive officer of the Association and shall have general supervision, direction and control of the business and affairs of the Association, delegating duties at his discretion. He or she shall have such other powers and duties as the Board of Directors may prescribe from time to time. He or she shall recommend committee chairpersons and select the newsletter editor with the approval of the Board of Directors. He or she shall represent Clan Crawford Association to the public at large, and may appoint another member of the Board to represent him or her. He or she may appoint assistants or additional Vice-Presidents should he or she deem the Association needs them, pending official ratification by the Board of Directors. The President convenes the Board of Directors at regular intervals as established by the Association By-Laws, or at his or her discretion should he or she deem it necessary.

Vice President. The Vice President(s) of this Association shall have such powers and duties as the Board of Directors may prescribe from time to time. In the absence or disability of the President, the Vice Presidents, in order of their seniority, shall succeed to and perform all the duties of the President during the period of such absence or disability, and in so acting shall have all the powers of the President. The senior Vice-President shall assume the duties of the President in the absence of the latter. In the case of resignation or death of the President, the senior Vice-President automatically shall become President. He or she shall serve ex-officio on all standing committees and shall oversee the Regional Representatives, maintaining contacts with them. He or she shall carry out such duties as are assigned by the President.

Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the Association and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the Association, shall conduct regional elections of representatives, and shall discharge such other duties of the office prescribed by the Board of Directors. The Secretary shall give notice of all meetings of the Board of Directors. The Secretary, with assistance of the Co- or Asst. Secretary should there be one, shall record minutes of all Board meetings, and shall prepare the minutes for distribution to Board members. He

or she shall be the custodian of all previous year's minutes. The Secretary with help from the Co- or Asst. Sec. shall coordinate responses to inquiries and website sign-ins. They will maintain the Association list-server. The Association Secretary shall ensure that these By-Laws are available to the Association Membership and the general public on the Association web site.

Treasurer. The Treasurer shall be the Chief Financial Officer of this Association and shall receive and be the custodian of all the Association funds, depositing them in the bank or banks that may be designated by the Board of Directors. The Treasurer shall be chair of the Finance Committee, which reviews prepared budgets from all Board of Directors members, makes required adjustments and recommends their passage to the Board of Directors. The Treasurer shall keep and maintain, or caused to be kept and maintained, adequate and correct accounts of the properties and transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The books of account shall be open at all reasonable times to inspection by any Director. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all the transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. The Treasurer shall present a statement of the Association financial status at every Board meeting and shall present an annual summary statement of the financial standing of the Association to the membership.

Section 4. Other Officers. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board. These officers will have advisory capacity to the Board and consist of chairs of projects, standing committees and other functions determined by the Board of Directors as needed to meet the established goals of the Association.

Attendance at Board meetings is subject to invitation by an Officer of the Executive Council or a Director of the Board. They will participate in the deliberations that pertain to their areas of concern, but not have voting rights on the Board of Directors.

Functions currently identified are the following:

- Newsletter Editor
- Clan Tag master
- Coordinator DNA Project
- Clan Genealogist
- Clan Archivist
- Clan Herald
- Clan Historian
- Clan Piper
- Clan Librarian

Coordinator for Clan Tents
Coordinator of Regional Web Pages
Clan Webmaster

Section 5. Term of Office. The officers of the Association shall hold office until their successors are chosen and qualify in their stead. The terms of office will be for **three (3) years**, renewable for a second term upon approval (by simple majority) of the Board of Directors. When choosing new officers. They are to elected one year before they are to take office in order to become acquainted with their responsibilities. During this year they will be known as President-elect, Secretary-elect, etc. They will participate in the deliberations of the Board, but not vote except when they hold another Board position such as Director or Officer on the Executive Council. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause (e.g. dues nonpayment), by the affirmative vote of a minimum **two-thirds (2/3)** majority of the Board of Directors attending the Board meeting or voting by proxy, or by the affirmative vote of a minimum two-thirds majority of *all* the Board of Directors in a written action. If the office of any officer becomes vacant for any reason, the President shall fill the vacancy for the remaining term of the office, subject to ratification by the Board of Directors.

Section 6. Delegation of Duties. In the case of the absence of any officer of the Association, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate, temporarily, the powers or duties of such officer to any other officer, Director of the Board, or dues paying member of the Association, provided a majority of the Board attending the Board meeting or voting by proxy concurs therein.

Article XII COMMITTEES

Section 1. Purpose. To conduct specialized functions for the Association where training, certification, and/or experience is desired and/or required.

Section 2. Appointment. The President, with approval from the Executive Council, shall present nominees for committee chairs to the Board of Directors for approval. Committee chairs shall recommend for ratification by the Board committee members who will do and support the work of the committees.

Section 3. Standing Committees.

Nominating. The President, with the approval of the Executive Committee, shall appoint a Nominating Committee composed of three members of the Board of Directors and one advisory member not already a Director or Officer. This Committee shall elect a Chair from among its members. The Secretary shall confirm the participation of the members of this standing committee not less than sixty (60) days prior to a scheduled election, or not less than thirty (30) days prior to a replacement election should one be decided needed to be held.

Election. The President, with the approval of the Executive Council, shall appoint an Election Committee composed of three members of the Board of Directors and chaired by the Secretary. The Election Committee can be a continuation of the

Nominating Committee. The Secretary shall confirm the participation of the members of this standing committee not less than thirty (30) days prior to the scheduled or replacement election. This Committee shall conduct the election of Directors and Alternates in the regions of jurisdiction, as well as the election of Executive Committee members in a Meeting of the Board of Directors.

Membership. Membership. The Chair of the Membership Committee will supervise recruitment of members in the regions will provide support to the regional representatives in the presentation of the Association goals and aims to potential members. The membership committee will consist of additional members from several regions who will help process applications for membership, determine eligibility, and recommend acceptance of new members.

Scholarship. An aim of the association is to promote the educational goals of Crawfords and descendants. To this end, we plan to have a Scholarship Committee that will support research into Crawford heritage and history, as well as access to educational opportunities. It is our hope to also be able to provide in the future support through grants and scholarships for these purposes. The Chair of the Scholarship Committee will be in charge of organizing, promoting, and selecting activities and recipients, with the assistance of a regionally representative committee.

Publication. The publications committee will be responsible for the coordination of publication efforts related to the Clan Crawford Association, including historical studies related to the history, traditions and the heraldry of the House of Crawford. The chair of the Publications Committee will provide coordination of the various efforts of this committee. He will be supported by a committee to consist of the number of members needed to complete the tasks undertaken.

Finance. The Treasurer of the Association is the Chair of the Finance Committee. He or she will be supported by a committee to consist of three to five members who will provide for the financial health of the Association. They will maintain records of all economic transaction of the Association, including income from dues, expenses and any other financial actions realized by the Association.

Genealogy. The Clan Genealogist is Chair of the Genealogy Committee. He or she will coordinate the various genealogical projects of the lines of Crawford descendants. One function of the genealogical committee will be to provide an archive of Crawford history and lines of descent, check for authenticity, and maintain documentation of their deliberations and recommendations. Clan officers whose duties include topics related to clan genealogy and heritage, such as coordinator of the DNA Project, Clan Herald, and Clan Historian are ad hoc members of this committee.

Social. The Coordinator of Clan Tents is chair of the Social Committee. The function of this committee is to promote efforts to set up Clan Crawford tents and to support regional participation in the Highland Games and other functions associated to our Scottish heritage. This committee will also promote networking

and meaningful social interaction between association members and within the clan.

Section 4. Special Committees.

Special ad hoc committees will be established by the Board of Directors at their discretion or by nomination by the President of the Association with the ratification of the Board. They will realize functions determined as needed to carry out the goals and aims of the association. Their nature is normally temporary and to last until the completion of the task for which they are established.

Section 5. Duties. The duties of the committees are to be established by the Board of Directors. These duties are to be more specifically defined by the Committee Chairs under the supervision of the Executive Council, subject to approval by the Board of Directors. Oversight is to be provided by the Vice-President(s) who will report regularly to the President of the Association and with a formal report to the Board at its annual meeting.

Section 6. Regional Duties. The duties of the regional officers is to represent the interests, as stated in *Article III – Purpose*, and in Section 3 of this Article (*XII Committees*), of the Association at a regional level so that the committees activities and outcomes are represented and communicated to each region. Regional officers shall in turn represent the members within their geographical locality to the Association. Notwithstanding Article III or the entirety of Section 3 of Article XII, the regional officers shall where reasonably possible, actively engage with local members to promote those articles of the Association to further develop and increase clan social and global interests, as outlined by the said articles here within.

Article XIII MEMBERSHIP

Section 1. Types of Membership.

Registered Member – On record with the Secretary. Has full voting rights and may hold office within the Association. A Registered Member has Crawford as surname by birth and line of descent, by marriage, or legal adoption. Would be recognized as a member of the Clan under Scottish Law.

Full Member – Can vote and may hold office. Is a Crawford by descent through either parent by birth or legal adoption. Would not have legal status as a Clan member.

Associate Member – Cannot vote or hold office. An individual accepted as a member by the Association who is not of Crawford descent. Would include individuals wanting to access clan archive for purposes of research.

Honorary Member – Cannot vote or hold office. May be granted to a non-Crawford who has honored the House of Crawford or rendered outstanding service to the Clan or Association, by election of the Board of Directors.

Junior Member – Cannot vote or hold office. A Crawford or descendant who is under 18 years of age.

Life Member – Can vote and may hold office. May be either a registered member or a full member. Additional refinement as a Life Full Member or Life Register Member is permitted. Registered or Full Members of Clan Crawford Association, who attain the age of 85, shall be granted Life Membership in Clan Crawford Association. New members, who are 85 when they join Clan Crawford Association, shall also be entitled to a Life Membership.

Section 2. Annual Dues.

Annual dues for membership in the Association are to be established by the Board of Directors. These are to be reviewed periodically and revised as suggested by the needs of the Association. Differing dues may be determined for the different category of membership. A family rate may be established with different privileges for the individual members of the family according to age and category of membership. Honorary Members may be exempt from dues.

Article XIV MEETINGS

Section 1. Executive Council. The President shall call for meetings of the Executive Council.

Section 2. Board of Directors. The Board shall meet at regularly scheduled times as determined by the President of the Association. Meeting notices shall be sent to all members of the Board, including the Executive Council. Regular meetings of the Board of Directors shall be held at least annually at such time and place as the Executive Council may determine. The President may call special meetings of the Board with ten days' written notice to each Director, by the most expedient means, including electronic mail and facsimile. In view of the international dispersant of the Board, meetings may be held using e-mail, or by phone or on-line conferencing. Special meetings of the Board may be called for any purpose, at any time, at the discretion of the President or upon written request of any three (3) members to the Board, including Directors, Vice President(s), Treasurer, and Secretary. The Secretary shall give immediate notification to the members of such meetings, stating the purpose. Notice of any special meeting shall be mailed/e-mailed within a reasonable time prior to the date of the meeting to each member. The Chair of the Board will preside over the meetings, opening, closing and establishing rules of order. The President shall determine the priorities of the meeting through an agenda submitted to the Board ten days ahead of the scheduled Board meeting.

Section 3. Quorum. A quorum of the Board Members shall be present to certify a Meeting of the Board. A quorum is defined as a minimum greater than **one-half (1/2)** of the Directors on record with the Secretary at the commencement of the Meeting. The Secretary, or his/her designee, shall certify a Meeting of the Board by confirming a quorum based on the presence, in person or by proxy, of Board Members determined by signed-in participation using the selected medium for the meeting. If a Board Member cannot be present for a meeting, he or she may appoint a suitable alternate to fulfill the assigned duties in his or her absence, including voting in place of the Director. If the quorum is not met at the first

convocation, a second convocation should be held, subject to a quorum of a minimum *one-third (1/3)* of the members of the Board.

Section 4. Vote. The decision of the majority of the Directors at a meeting at which a quorum is present shall be the action of the Board. All members are entitled to one vote and shall vote in person or by the agreed upon media. Advisory or other invited participants may voice their views, but not vote.

Section 5. Annual General Meeting. A General Meeting of the membership of the Association may be called by the President with the agreement of the Board of Directors. This meeting will be held at a location and time determined by the Board, or through the use on-line conferencing. The latter may be used to supplement an actual physical site of meeting.

Section 6. Regional Meetings. Regional Meetings may take place at the discretion of the regional representatives and the local organizations.

Article XVELECTIONS

Provisions for the election of Officers and Members of the Board of Directors of the Association are as provided in this Article.

Section 1. Executive Elections. The Board shall direct the Secretary to conduct scheduled elections. The Chair of the Nominating Committee shall present the slate of proposed Executive Council nominees from current dues paying members of the Association for consideration to the Board of Directors no later than forty-five (45) days prior to the Board Meeting. The slate shall consist of one name each for President, Vice President(s), Secretary, and Treasurer. The Board of Directors shall approve this slate by written action for inclusion in the Meeting agenda. The Chair of the Election Committee will conduct this agenda item and will certify all votes.

Section 2. Officers. A simple majority of greater than one-half (1/2) vote of the Board of Directors shall individually and separately elect the Officers (President, Vice-President(s), Secretary (or Co-Secretaries), Treasurer) for terms of three (3) years. Successive terms are permitted. Officers may, but not necessarily, be elected from members of the Board of Directors, but shall be immediately released from their original duties on the Board upon assuming the responsibility and authority of the office. If the Officer was serving as an elected regional representative on the Board of Directors, then a replacement shall be conducted pursuant to Section 4 of this Article. If the Officer was serving in an appointed position on the Board, then by the same process a replacement may, but not necessarily, be appointed. When not a member[s] already, the new officer will form part of the Board after their election and serve as a voting member of the Board.

The Officers of the Association shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a two-thirds majority of the Board of Directors attending the Board meeting or voting by proxy. A written action by the Board is not allowed in this case. If the office of any officer becomes vacant for any reason, the President shall fill the vacancy for the remaining

term of the vacant office or until the vacancy is filled by approval of the Board of Directors of the nominee by the Executive Council.

Section 3. Other Officers. Other officer appointments, including the positions recorded in Article IX herein, may be named by the President, subject to ratification by simple majority by the Board of Directors. Ad hoc positions may be adopted by recommendation of any dues-paying member of the Association, subject to approval by majority of the Board. These positions include any functional duties related to the work of the Association.

Section 4. Regional Elections. The Board shall direct the Secretary to conduct the elections. The Chair of the Nominating Committee shall present the name(s) of the Director nominee(s) from the dues paying members of the region of jurisdiction for consideration to the Board of Directors no later than thirty (30) days prior to the voting deadline. Each Director will have no more than fourteen (14) days to consider all nominees and inform the Chair of the Nominating Committee of their decisions. Upon approval of each nominee, the Chair of the Nominating Committee will present the names of only those nominees approved by written action of the Board to all dues paying members in the region of jurisdiction no less than fourteen (14) days prior to the voting deadline. The Secretary shall certify all votes. An alternate member of the Executive Committee may assume the responsibility for supervising the nominating process and the election, should the Secretary not be available to assume that function.

Section 5. Directors and Alternates. Directors shall be elected for terms of three (3) years by the vote of dues paying members from their region, with a simple majority of votes determining confirmation of the slate. Should the slate not receive at least fifty percent of the vote during a first round of vote, a second round of vote shall be called after a consideration of alternate choices for the candidates based on consultation with the Region. Immediately after regional elections are successfully concluded, the Secretary shall present the names of the elected Director(s) and Alternate(s) to the Board of Directors for ratification.

In the event the elected Director cannot fulfill the obligations of office and a Director position becomes vacant for any reason, the President of the Executive Council shall appoint an interim Director from the dues paying members in the region where the vacancy occurred to fulfill the remaining term of office. The Alternate would be the initial choice, should he/she be appropriate, in which case, the replacement would assume the position of Alternate. Interim appointments are subject to ratification by the Board of Directors by a simple majority affirmative vote of greater than one-half (1/2). The position will be open to nomination and election during the next scheduled election for that region. The interim Director may be confirmed in his or her position at this time or another of the nominations submitted by members of the Region for that election.

Up to three Board Directors may be appointed by the Chairman of the Board and or the President of the Association as Permanent Members, subject to ratification by simple majority of the Board of Directors. Considerations for permanent members include chairs of important committees or special assignments.

The Directorship of any of the regions, as identified in Article VIII of these By-Laws, may be kept vacant, or not filled, at the discretion of the Board, during such times as dues paying membership from that regions is below ten.

The slate of candidates for each election are developed by the Nominating Committee through identifying who would like to continue but taking into account the over-all needs of the Association regarding representation from the regions. Though the Association strives for continuity, no Director or Alternate has proprietary rights over the position they hold. Nominations made by the Nominating Committee are to be ratified by the Executive Committee. Each candidate nominated for the Board must meet criteria of responsibility as established in the by-laws (Article VIII Code of Conduct).

Article XVI CONTRACTING

Only identified elected Officers on record with the Secretary may contract on behalf of the Association. Any Association contract without a dispute clause requiring settlement in a Court of the jurisdiction in which the Registered Agent resides shall be legally null and void. Contracts are legally binding upon ratification by a simple majority affirmative vote of greater than **one-half (1/2)** of the Board of Directors, unless they include a substantial economic commitment (expenditures over \$1,000.00 US or equivalent), in which case, ratification must be by **two-thirds (2/3)** majority of a quorum of the Directors.

Article XVII AMENDMENTS

- (1) Proposed amendments to these By-Laws may be submitted to any appointed Regional Representative by any officially registered member of the Association who's membership is active in the period beginning at the proposal submission and ending at the final decision by the Board of Directors.
- (2) Proposed amendments to these By-Laws are required to be submitted to the Association Secretary. Amendment proposals may be submitted by Regional Representatives, Officers, and Directors directly to the Association Secretary. The Association Secretary will establish an official form on which the proposed amendment is required to be submitted.
- (3) The Association Secretary is required to submit the proposed amendment to the Chair of the Board of Directors at least 21 days prior to consideration before an official meeting of the Board of Directors.
- (4) The Chair of the Board of Directors is required to disseminate the exact wording of the proposed amendment to each member of the Board of Directors 14 days prior to consideration before an official meeting of the Board of Directors.
- (5) An amendment requires a affirmative (support) vote by at least **two-thirds (2/3)** majority of a quorum of the Directors. Amendments must comply with the laws and regulations governing the Association.
- (6) Upon approval of the amendment, the Chair of the Board of Directors will submit the amendment to the Association Secretary for inclusion in the By-

Laws. The Secretary shall maintain the current By-Laws and submit the past version to the Association Archivist. The Archivist will maintain all past copies of the By-Laws.

- (7) The revised By-Laws shall be distributed by the Association Secretary to the Officers, and Regional Representatives within 14 days of the revision. Therefore, the revision shall become effective within 14 days of an affirmative vote by the Board of Directors.
- (8) An objection to an amendment based on statutory or regulatory compliance may be filed by any Director, Officer, or registered member of the Association. Objections must be filed with the Association President within 14 days of the date the amendment becomes effective. The President shall immediately declare the amendment “encumbered” and will obtain a written *Position Statement* from the law enforcement or regulating agency within a period of 90 days. “Encumbering” places implementation of the amendment in suspension. The President will have 15 days from the date of receipt of the *Position Statement* to submit the *Position Statement* to the Chair of the Board of Directors. The Chair of the Board of Directors will have 15 days to call a meeting of the Board within 15 days of distribution of the *Position Statement* to all Directors. The “encumbered” amendment shall not be implemented until the Board of Directors registers an affirmative vote on implementation of the amendment.

APPENDIX DOCUMENT TRACKING

Date	AUTHORTIZING BODY	CONTENT CHANGE
January 9th - 2016	Secretary/ExCom	Rewrite to remove all references to Trusteeship, and modified Articles for Agent and Dissolution. Added new sections for: Use; Code of Conduct Conflict of Interest
January 24 – 2016/ Oct. 1, 2016	Secretary/Board	Modified point (4) of Article III, Purpose, to past change that was ratified in the 2015 AGM Added <u>Section 6</u> to Article XII – Committee’s, which was also ratified for inclusion at the 2015 AGM. Further formating corrections Add document tracking.
September 15 – 2018/ Sept. 24, 2018	Excom/ Board	Modified Article 10, Sections 9-11; Article 12, Section 3; Article 12 standing Committees Membership; Article 15, Sections 1-5; Article XIII Membership, Section on Nominating & Elections Committees, Section I Life Memberships.

