

# **International Secure Information & Governance Management Association Bylaws**

## **Article I. Name**

The name of the Association shall be International Secure Information & Governance Management Association (i-SIGMA).

## **Article II. Purpose**

### **Section 1. PURPOSE AND GOALS:**

The purposes of the Association shall be:

- 1.To promote and encourage the highest standards of ethics for the information management services industry globally.
- 2.To promote the interests and general welfare of the information management services industry; to encourage efficiency and bring about improvement in such services; to extend the scope of the industry, and to encourage the use of the services provided by members by commerce, industry, education institutions, and government.
- 3.To create a wider recognition of the industry as meeting the needs of commerce, industry, education institutions, and government and its role in managing and protecting the security, confidentiality, integrity, and availability of information, data, records, and media.
- 4.To conduct and promote research regarding improved processes, materials, and marketing for the information management and services industry.
- 5.To establish wider communications between companies engaged in the industry.
- 6.To conduct and promote such other logical activities that will enhance the economic growth of the information management services industry.

## **Section 2. FURTHERANCE OF PURPOSES AND GOALS:**

In furtherance of these purposes and goals, the Association shall engage in all lawful activities necessary and proper to the furtherance of the purposes and goals set forth herein. The Association is organized as a not-for-profit corporation. All income from dues and other sources will be used for the fulfillment of its stated purposes as set forth in its Articles of Incorporation and in Section 1 of this Article. At no time will the property or earnings from activities of the Association be used for the individual benefit of any one member.

## **Article III. Membership**

### **Section 1. COMPANY/ACTIVE MEMBERS:**

Any corporation or other entity actively engaged in providing information management services to commerce, industry, education, and government may become a member of one or more Operational Divisions (as defined in Section 5a) of the Association, subject to and bound by all the bylaws and policies of the Association as are in force at the time of the admission of such member or as revised or amended thereafter. Such member is referred to herein as a "Company/Active Member". Upon joining the Association, a Company/Active Member shall choose to be a member of one or more Operational Divisions as set forth in Section 5a and shall be only entitled to the benefits, and the use of the logos, associated with the Operational Division(s) of which the Company/Active Member is a member. A Company/Active Member shall not be entitled to any of the benefits, or to use any of the logos, associated with an Operational Division of which the Company/Active Member is not a member. Company/Active Membership is not automatically transferable. In the event of a change in a majority holding in ownership of the Company/Active Member, the new ownership is responsible to notify the Association in writing no later than thirty (30) days before the change of ownership or status or before the next general membership meeting, whichever should come first. The Membership Committee will determine, in its sole discretion, the transferability and/or new status of the Company/Active Member that is the subject of the ownership change no later than sixty (60) days after receipt of the notification of change of ownership.

### **Section 2. CORPORATE PARTNER/ASSOCIATE MEMBERS:**

Any corporation or other entity that provides products and services to the Company/Active Members of the Association, or any corporation or other entity that has an interest in the information destruction industry, may become a "Corporate Partner/Associate Member" of the Association subject to and bound by all the bylaws and policies of the Association as are in force at the time of the admission of such member or as revised or amended thereafter. Corporate Partner/Associate Members shall not be eligible to vote in the general election however will have the right to vote for the Corporate Partner/Associate Director of the Board of Directors who will represent their interests as described in Article 5, Section 4b. A Corporate Partner/Associate Member shall be a member of all Operational Divisions and shall be entitled to the benefits, unless otherwise restricted by the Board of Directors, and the use of the vendor-specific logos, associated with all Operational Divisions.

**Section 3. HONORARY MEMBERS:**

Honorary Members shall be such persons, as the Board of Directors shall elect for that honor. Such Honorary Members shall not be eligible to vote or hold office in the Association.

**Section 4. PROFESSIONAL MEMBERS:**

Individuals who formerly have been involved in the information management services business and who wish to remain connected to the Association; and professionals involved in information and/or security management (i.e. records and information managers, MIS, ADP, security professionals, imaging specialists, archivists, healthcare administrators, legal administrators, librarians and educators) may apply to become "Professional Members" of the Association. Such members shall not be eligible to vote or hold office in the Association. The Board of Directors may, by majority vote, grant Professional Member status to people or organizations which do not qualify for membership under other membership categories.

**Section 5a. OPERATIONAL DIVISIONS:**

Insofar as information management services are offered for many specific types of services, the Association will consist of certain operational divisions to fairly represent the interests of the major categories of services provided by members (referred to herein as the "Operational Divisions"). Such Operational Divisions will initially consist of 1) Records and Information Management, and 2) Information/Records/Data/Media/Item Destruction. Additional Operational Divisions may be added by an amendment to the Association bylaws. The initial Operational Divisions will be labeled as set forth below for the seven (7) year period following the effective date of these bylaws, during which time the names may not be altered, in recognition of the value of said brands upon the creation of the Association. After seven (7) years, the names of the initial Operational Divisions may be changed by an amendment to the Association bylaws.

- The Records and Information Management Operational Division shall operate outwardly under the name Professional Records and Information Services Management, International or PRISM, International.
- The Information/Records/Data Destruction Operational Division shall operate under the name National Association for Information Destruction or NAID.

**Section 5b. OPERATIONAL DIVISION SUBJECT MATTER EXPERT:**

The Association shall provide each Operational Division with an assigned subject matter expert ("SME") responsible for Operational Division specific content, strategy development, and project execution. The SME will be managed by the Association's Executive Director and subject to the reasonable budgetary limitation assigned by the Board of Directors.

**Section 6. APPLICATIONS:**

Applications for membership and the appropriate dues payment will be received and reviewed by the Executive

Director. Each membership application shall specify the Operational Division(s) to which the applicant is applying. When the Executive Director determines that the applicant has met the minimum requirements for membership in the Association and the requested Operational Division(s), the applicant will be proposed to be admitted to the Association and to the applicable Operational Division(s) subject to review by the Membership Committee, which shall occur in a timely manner. If the Membership Committee has some question about whether the applicant meets the qualifications for membership in the Association or an Operational Division, the applicant will be so notified in writing by the Executive Director and provided with an opportunity to clarify or augment their application in writing within thirty (30) days of such notice. Should the applicant not wish to provide information that would clarify or augment their application as requested or should the Membership Committee determine that the applicant does not qualify for membership, the Executive Director will refund the membership dues collected and the application shall be deemed rejected. Should the applicant wish to appeal a finding that they do not qualify for membership in the Association or an Operational Division, they may appeal the decision to the Board of Directors within thirty (30) days of said notification. Such an appeal shall be in writing and shall be filed with the Executive Director. In the event of an appeal, the Board will hear that appeal at their next regularly scheduled meeting and review any materials submitted for consideration at that time. The applicant may choose to attend the Board meeting and present their appeal in person, at their option. The decision made by the Board on any such appeal shall be final.

#### **Section 7. CERTIFICATE OF MEMBERSHIP AND LOGOS:**

Each member shall receive from Association an applicable and appropriate, Operational Division-specific membership certificate. Such certificate of membership is not transferable to any other company, corporation, or entity. In addition, accepted Company/Active Members shall be authorized to use only the appropriate and applicable logos of the Association and the Operational Division(s) to which they are admitted. No member may use the logo of an Operational Division to which the member is not admitted. Member's use of logos or membership certificate shall not imply or mislead anyone regarding the Association or any Operational Division, or membership or certification of any entity that is not a member in good standing with the Association. Such logos and membership certificate may be displayed and used so long as a member is a member in good standing of the Association and the applicable Operational Division and fulfills all requirements of membership. If a member's membership in the Association or an Operational Division is terminated for any reason, the member shall immediately cease all use of any logos or certificates or any other materials related to the Association or any Operational Division. All use of the logos and membership certificate, or reference to the Association, shall be eliminated from stationery, truck advertising, literature, or other material within thirty (30) days, unless otherwise approved by the Board of Directors.

#### **Section 8. TERMINATION OF MEMBERSHIP:**

Membership in the Association or an Operational Division will continue until terminated by reason of (a) resignation, (b) nonpayment of dues, or (c) by action of the Board of Directors for failure to meet membership criteria, conduct deemed detrimental to the Association, a violation of these bylaws, or a violation of any established rule or practice of the

Association. Membership will automatically terminate whenever a member is one hundred twenty (120) days in default of any dues or charges. In special circumstances, such termination may be reviewed and rescinded by the Board of Directors. Termination by action of the Board of Directors will occur upon a two-thirds vote of the Board. In case of such termination, the member involved will be given written notice of the intent to terminate the member and may request (by written notice to the Executive Director) a hearing before the Board of Directors prior to termination. After any action by the Board of Directors to terminate a member, the terminated member will be given prompt written notice thereof by the Executive Director.

**Section 9. REINSTATEMENT:**

Upon written request to the Executive Director, an individual, corporation or other entity whose membership in the Association has been terminated for any reason may ask the Board for reinstatement as a member. The Board of Directors may by a two-thirds affirmative vote reinstate such terminated member.

## **Article IV. Dues and Assessments**

**Section 1. ANNUAL DUES:**

The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable by each classification of membership. Annual membership dues for Active/Company Members will be recommended by the Operational Division.

**Section 2. PAYMENT OF DUES:**

Dues shall be paid annually on a calendar year basis. Dues for members who join mid-year may be prorated based on policies adopted by the Board of Directors. A member whose dues and/or assessment(s) are not current is not eligible to participate in the meetings, programs, or services provided by the Association at the member rate.

**Section 3. HONORARY MEMBER:**

There shall be no dues paid by Honorary Members.

## **Article V. Membership Meetings**

**Section 1. ANNUAL MEETING:**

An annual meeting of the members shall be held at any such time and place as determined by the Board of Directors. The purpose of said meeting shall be for presenting annual reports and transaction of any other business as may properly come before the membership.

**Section 2. SPECIAL MEETINGS:**

Special meetings of the members may be called either by the President or the Board of Directors for the purpose or purposes stated in the call of the meeting. Additional meetings of the members may be called by the President upon written request of at least twenty-five percent (25%) of the Company/Active Members of the Association. All special membership meetings will be held at such time and place as may be fixed by the President and/or the Board of Directors.

**Section 3a. NOTICE OF THE MEETINGS:**

Written notice stating the place, date, and hour of any meeting of members shall be sent by the Executive Director to each member no less than ten (10) nor more than sixty (60) days before the date of such meeting, except that notice of a meeting to act on an amendment of the articles of incorporation, a plan of merger, or a proposed sale of assets other than in the regular course of business shall be given not less than twenty-five (25) nor more than sixty (60) days before the date of such meeting. In case of a special meeting, or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the member at the address for such member as it appears on the records of the Association, with postage thereon prepaid. If the meeting notice is delivered electronically, a record of the notification shall be kept and presented at the meeting. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

**Section 3b. ELECTRONIC MEETINGS:**

From time to time, as determined and approved by the Board of Directors and to the extent permitted by law, Association business or elections may be convened and conducted electronically, wherein all eligible participants are issued electronic communications regarding the nature of the decision and given a minimum of thirty (30) days to respond.

**Section 4a. COMPANY/ACTIVE MEMBER VOTING RIGHTS, QUORUM, AND MANNER OF ACTING:**

Each Company/Active Member shall be entitled to one vote. Votes are non-transferable and not subject to proxy. Ten percent (10%) of the total voting Company/Active Members of the Association will constitute a quorum for the transaction of business at any member meeting. No business may be transacted without a quorum. The act of a majority of the voting Company/Active Members present at a meeting at which a quorum is present will be the act of the members, except where otherwise provided in these bylaws.

**Section 4b: CORPORATE PARTNER/ASSOCIATE MEMBER VOTING RIGHTS, QUORUM, AND MANNER OF ACTING:**

Each Corporate Partner/Associate Member shall be entitled to one vote in determining the Corporate Partner/Associate Director. Votes are non-transferable and not subject to proxy. Ten percent (10%) of the total voting Corporate Partner/Active Members of the Association will constitute a quorum for the transaction of business at any meeting for the election of the Corporate Partner/Associate Director. No business may be transacted without a quorum.

**Section 5. ORDER OF BUSINESS:**

Roberts Rules of Order shall govern the order of business at all meetings of the members and the Board of Directors unless otherwise determined by a majority vote of the voting members or directors present at the meeting. All questions of parliamentary procedures at any meeting are to be governed by Roberts Rules of Order. The Chair of the meeting shall decide any questions as to the priority of business without debate in accordance with Roberts Rules of Order.

## **Article VI. Board of Directors**

**Section 1. AUTHORITY:**

The Board of Directors will have the responsibility for taking action necessary to further the purposes and objectives of the Association. The Board of Directors will have supervision, control, and direction of the property and affairs of the Association and will determine its policies within the limits of these bylaws. The Board, in its sole discretion, may delegate duties to any officer, committee, or employee of the Association from time to time and may determine who will be authorized to sign documents on behalf of the Association. The Board of Directors may adopt such rules and regulations for the conduct of its business as will be deemed advisable from time to time.

**Section 2a. INTERIM NUMBER AND CONFIGURATION OF BOARD OF DIRECTORS AND OFFICERS:**

During the period beginning on the effective date of these bylaws and ending at the time of the 2020 annual meeting of the members (the "Interim Period"), the Association will have an Interim Board of Directors (the "Interim Board of Directors") formed by the entirety of the Boards of Directors of PRISM, International and NAID on the effective date of these bylaws. The Interim Board of Directors will serve during the Interim Period without change, except for the filling of vacancies, which shall be as described herein. During the Interim Period, the officers of PRISM, International and NAID on the effective date of these bylaws will serve as the officers of the Association (the "Interim Officers") and will function in a co-support role. During the Interim Period the Association will have Co-Presidents, Co-President Elects, Co-Immediate Past Presidents, Co-Secretaries, and Co-Treasurers. Whenever these bylaws provide that an officer will chair a committee or have other specific duties, such chair positions and duties will be shared by the co-officers. At least thirty (30) days before the 2020 annual meeting of the members, the Association will hold an open election for directors and officers pursuant to the provisions of these bylaws. Persons serving as Interim Directors or Interim

Officers will not be restricted from contending in such election for any Board or officer position for which they qualify. The persons elected to serve as directors and officers at such election shall take office at the 2020 annual meeting of the members. Notwithstanding any provision herein to the contrary: (i) the period any person serves as an Interim Director or an Interim Officer will not be taken into account for purposes of any term limits or similar restrictions on a person's ability to serve in any elected position with the Association; and (ii) at the first meeting of the Board of Directors following the Interim Period, the Board of Directors shall select one of the Co-Presidents to serve as the Immediate Past President until the next Immediate Past President takes office. If neither of the Co- Presidents is willing and able to serve as Immediate Past President, that position shall remain vacant until the next Immediate Past President takes office and the President will fulfill any of the duties of the Immediate Past President.

### **Section 2b. OPERATIONAL DIVISION LEADERSHIP:**

Each Operational Division will have a Leadership Committee which shall be structured and governed by a charter approved by the Board of Directors, which charter will be inclusive of the requirements set forth in the bylaws, and subject to annual board review and approval. The respective SME from each Operational Division will be responsible to develop and recommend adoption of the initial Operational Division charter, as well as annual modifications, if any. While harmonization between the charters of the Operational Divisions is encouraged, it is not imperative, and may differ according to the varying perceived needs. The SME of each Operational Division will be a member of the Operational Division Leadership Committee.

### **Section 3. ELECTION:**

After the Interim Period, Directors shall be elected annually by plurality vote of the applicable members who returned official ballots. Ballots will be sent to the members at least thirty (30) days before each annual membership meeting. Subsequent to the term of the Interim Board of Directors, the Nominating Committee will seek to nominate candidates so that the Association Board of Directors will be representative of all segments of the Information Management industry and the geographic dispersion of Company/Active Members. The Board of Directors will have a maximum of sixteen (16) elected representatives, but not less than twelve (12). The Nominating Committee will seek to nominate candidates from each of the following categories of members. Two (2) PRISM Only Division Representatives, two (2) NAID Only Division Representatives, two (2) representatives who are members of two (2) Divisions, one (1) Maximum Dues representative, one (1) Europe-Middle East-Africa representative, one (1) Austral-Asia-Pacific representative, one (1) representative from either Canada or South America, two (2) United States representatives, three (3) non-specific representatives, and one (1) Corporate Partner/Associate Member representative. A Director may serve as a representative from more than one category, but not represent more than two categories. Any of the individual Directors outlined above are eligible to become an officer of the Association, except the Corporate Partner/Associate Director. The Officers of the Association set forth in Article VII Section 1 are voting members of the Board of Directors. The Executive Director and the SME of each Operational Division are ex officio members of the Board of Directors without the right to vote.



**Section 4. QUALIFICATIONS OF DIRECTORS:**

Any person who is actively engaged in the information management services business and who is either employed by a company which is a Company/Active Member or is an officer or owner of a company which is a Company/Active Member, shall be eligible for election to the Board of Directors, provided they meet the other requirements or limitation defined by the specific post. Any person, who provides products and services to the Company/Active Members of the Association and who is either employed by a company which is an Associate/Corporate Partner Member or is an officer or owner of a company which is an Associate/Corporate Partner Member, shall be eligible for election to the Board of Directors. If any member of the Board of Directors shall cease to be actively engaged in the information destruction business or the representative's company is no longer a member in good standing with the Association, this individual shall no longer be eligible to continue as a Director or officer notwithstanding the fact that they may have been eligible at the time of their election. In case of such disqualification, the vacancy thus created shall be filled as hereinafter provided. A limit of one employee, officer, or owner of any member may serve on the Board of Directors at the same time.

**Section 5. TERM OF OFFICE:**

The Interim Board of Directors and officers shall serve during the Interim Period as set forth in Article VI Section 2a. Thereafter, Directors shall serve for a period of three (3) years and shall be ineligible for re-election for the term immediately thereafter. Directors will take office at the general membership meeting of the Association in the year of their election. Upon the initial election of the Board of Directors following the Interim Period, Director terms shall be modified to result in a staggering of terms from year to year (so that the terms of approximately one-third of the directors expires each year) by agreement of the Board of Directors, or, failing agreement, by lot. Directors whose initial term is less than three (3) years (whether because their terms were modified pursuant to the prior sentence to establish the staggered terms or because they were elected to fill a vacancy) will not be precluded from serving a subsequent three (3) year term. Officers Terms of Service (See Article VII below)

**Section 6. MEETINGS OF THE DIRECTORS:**

Meetings of the Board of Directors may be called by the President; a notice of such meetings shall be mailed or communicated electronically to the last recorded address of each director at least fifteen (15) days before the time appointed for such meetings. At the request in writing of four (4) members of the Board of Directors, a call for a special meeting of the Board of Directors may be issued, and not less than three (3) days' notice shall be required for such special meeting. There shall be a regular meeting of the Board of Directors immediately following the annual meeting of members.

**Section 7. ATTENDANCE OF MEMBERS:**

Unless otherwise restricted as described herein, representatives of Company/Active Members of the Association in good standing shall be privileged to attend non-confidential portions of meetings of the Board of Directors with the right

to express their opinions, but not the right to vote. The President or the designated presiding officer will have the right to limit attendance at Board of Director meetings or portions of meetings to officers and directors, and other involved parties and/or staff to fulfill the Association's legal or operational guideline requirements.

**Section 8. QUORUM FOR DIRECTORS MEETING:**

A majority of the Board of Directors shall constitute a quorum of the transaction of business. In the absence of the President and President-elect, the quorum present shall choose a Chair for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten (10) days later, without further notice.

**Section 9. ABSENCE OF DIRECTORS:**

Any member of the Board of Directors who is unable to attend a Board of Directors meeting shall notify the President of his or her inability to attend. If a director is absent from two meetings of the Board in any twelve-month period, the President may declare their seat on the Board of Directors vacant, and the vacancy so created shall be filled as provided in Section 12.

**Section 10. INFORMAL ACTION OF THE BOARD OF DIRECTORS:**

Except as otherwise expressly provided by statute, the Articles of Incorporation, or these bylaws, any action required or permitted to be taken at a meeting of the Board of Directors (or of any committee designated by the Board of Directors) may be taken without a meeting if a written consent setting forth the action is signed by all of the members of the Board of Directors (or committee). Such consent shall have the same force and effect as a vote at a meeting.

**Section 11. PARTICIPATION IN MEETINGS:**

Except as otherwise expressly provided by statute, the Articles of Incorporation, or these bylaws, members of the Board of Directors (and members of any committee designated by the Board of Directors) may participate in and hold a meeting of such Board of Directors (or committee) by means of conference by telephone or other electronic media provided that the technology chosen allows all members participating the meeting to communicate with all other members at the meeting. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting, except where a person participates in the meeting for the express and exclusive purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**Section 12. VACANCIES:**

Whenever any vacancy shall occur on the Interim Board or Board of Directors by death, resignation, or otherwise, the same shall be filled by a majority vote of the remaining members of the Board of Directors at the next regular meeting of the Board, unless such vacancy occurs during a meeting, in which event the vacancy shall be filled at once. The person so chosen shall hold office for the full-unexpired portion of the term of his predecessor and shall be eligible for re-election for the term immediately thereafter. Any individual appointed to fill a vacancy on the Board of Directors

must have the requisite qualifications as defined herein.

**Section 13. REMOVAL:**

Any director may be removed from office, with or without cause, by the consent of all of the members of the Board Directors except the director to be removed at a duly noticed meeting at which the director to be removed is given the option of participating, should she or he so desire.

**Section 14. DIRECTORS INDEMNIFICATION:**

The Association shall indemnify and hold harmless each director and each officer of the Association against and from all loss, cost, and reasonable expenses hereafter incurred by him/her in the payment, settlement, or defense of any claim, suit, or proceeding brought against him/her because he/she is or has been such director or officer, or because of any action alleged to have been taken or omitted by him/her as a director or officer. The rights of indemnification and exoneration occurring under this Article shall apply whether or not such person continues to be a director or officer at the time any loss, cost, or expense is suffered or incurred. Such rights shall not apply in relation to any matter: (1) as to which such director or officer shall be adjudged in final judgment in such suit or proceeding to be liable for willful misconduct or for his own negligence; or (2) as to which, if there is no final judgment, the members of the Association, at the time the subject is first presented to them for determination, by majority vote, determine that such director or officer has suffered or incurred such loss, cost, or expense as the result of his/her willful misconduct or negligence. The rights provided herein shall not be deemed exclusive of any other rights to which such person may otherwise be entitled, nor shall this provision restrict the right of the Association to indemnify or reimburse him/her in any proper case even though not specifically provided for herein. The rights provided for herein shall apply to persons who act or have acted at the request of this Association either as directors or officers of other associations in which this Association is or has been interested as an investor, creditor, or for any other reason in the interest of the members of the Association or in any other capacity.

**Section 15. CONFLICTS OF INTEREST:**

It shall be inappropriate and a conflict of interest for any director or the member they represent to act in a manner that is contrary or destructive to the purpose, goals, interests, or mission of the Association. The Board of Directors shall therefore be responsible to develop, maintain, enforce, and periodically review guidelines for exposing, determining, and remedying such conflicts of interests as they may arise. Said guidelines should include elements of due diligence, due process, and remediation of the conflict of interest, including, where necessary, the removal of a director. Said guidelines shall be approved by a majority vote of the Board of Directors.

## **Article VII. Officers and Executive Director**

### **Section 1. OFFICERS:**

Except during the Interim Period, the officers of this Association shall be President, President-Elect, Immediate Past-President, Secretary and Treasurer.

### **Section 2. ELECTION:**

Company/Active Members of the Association by private ballot at a time and in a manner to be approved by the Board of Directors, shall elect the officers for a term as indicated herein. The position of President-Elect shall be for a term of one (1) year after which the President-Elect shall automatically become the President for a one-year term, after which the President shall serve a one-year term as the Past President. To be eligible to be nominated for, or elected or serve as an officer, the individual must meet the requirements of having had eleven (11) continuous months of service on the Board of Directors within the previous six (6) years. Once elected to the position of President-Elect, the person so elected will not be eligible for reelection to the position of President-Elect until serving in another elected position on the Board of Directors or having remained off the Board of Directors for one (1) year upon completion of duties as Past President. At the same time and in the same manner, the members of the Association shall exclusively elect either the Treasurer or Secretary to serve two-year terms in a manner such that said terms of service for the respective offices expire in alternate years. A plurality vote of Company/Active Members shall be necessary to elect Officers and Directors.

### **Section 3. FIDELITY BOND:**

The Treasurer or any other person entrusted with the handling of funds or property of the Association, shall, at the discretion of the Board of Directors, furnish, at the expense of the Association, a fidelity bond in such sum as the Board of Directors shall prescribe.

### **Section 4. DUTIES OF THE OFFICERS:**

The duties and powers of the Officers of the Association shall be as follows.

#### **PRESIDENT:**

The President will be the principal member of the Association and will have general oversight of the business and affairs of the Association. The President will call and preside at all meetings of the Association, and the Board of Directors. The President may sign any instruments which the Board of Directors may authorize to be executed and in general will perform such other duties as are incident to the office of President or which may be assigned by the Board of Directors. The President shall appoint the chair of each committee, unless stipulated otherwise by the bylaws, and shall be a member ex-officio, with the right to vote, of all committees, except the Nominating Committee. In the event of a vacancy in the position of the office of President that cannot be filled by a sitting President-elect, any appointee

duly approved by the Board of Directors, must meet the requirements of having had two (2) years of service on the Board of Directors or as a committee chair within the previous six (6) years.

**PRESIDENT-ELECT:**

In the absence of the President, or in the event of the President's inability or refusal to act, the President-Elect will perform the duties of the President, and when so acting will have all the powers of the President. The President-Elect shall be the Chair of the Membership Committee and will perform such other duties as may be assigned from time to time by the President or by the Board of Directors.

**SECRETARY:**

It shall be the duty of the Secretary to attend all meetings of the Board of Directors. The Secretary shall (a) keep or cause to be kept the minutes of all meetings and proceedings of the Board of Directors, (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, and in general perform all of the duties as, from time to time, may be assigned to him or her by the Board of Directors.

**TREASURER:**

The Treasurer shall cause appropriate financial reports to be presented to the Board of Directors and shall perform such other duties as the Board of Directors may prescribe. The Treasurer will also be responsible to ensure an audit of the Association's financial status and transactions is performed every third year. The financial records of the Association shall be open to all members of the Board of Directors at any time and also open to inspection by any member of the Association.

**IMMEDIATE PAST PRESIDENT:**

The Immediate Past President is the person who has just completed their term as President. He/she will serve in advisory capacity to the Board with full voting rights. The Immediate Past President will be the chair of the Nominating Committee as provided for herein.

**EXECUTIVE DIRECTOR:**

The Executive Director will be responsible for the administrative and day-to-day operation of the Association and may be either a salaried of the Association or an organization employed by the Board of Directors. The Executive Director will be responsible to the Board of Directors. The Executive Director will have the authority to execute contracts on behalf of the Association as approved by the Board of Directors and shall perform such other duties as may be assigned by the President or by the Board of Directors.

## **Article VIII. Committees**

### **Section 1. APPOINTMENT OF COMMITTEES:**

All standing, ad hoc, or temporary committees, sub-boards or councils shall be created by the President, with the approval of the Board of Directors, except the Executive Committee and the Nominating Committee. All committee, sub-board or council chairs shall be appointed by the President, with the approval of the Board of Directors, except the Executive Committee, Nominating Committee and Membership Committee. Where committee, sub-board or council membership or participation is not specifically designated by its Board-approved charter as requiring Board of Directors approval, such membership or participation shall be approved by the committee chair.

### **Section 2. EXECUTIVE COMMITTEE:**

The Executive Committee shall consist of the duly elected officers of the Association and the Immediate Past President. This committee will act upon all matters pertaining to the Association between the Board of Directors meetings and such other duties as may from time to time be determined by the majority of the Board of Directors.

### **Section 3. NOMINATING COMMITTEE AND NOMINATING PROCEDURE:**

At the second meeting of the new Board of Directors after each annual membership meeting, the President shall appoint, subject to the approval of the Board of Directors, a Nominating Committee of two (2) members in addition to the Immediate Past President. The Past President shall serve as Chair of this committee. In the event of the disability of the Immediate Past President, the directors shall designate which of the two (2) other committee members shall serve as Chairman. In selecting the remaining two (2) members of the Nominating Committee, consideration shall be given to geographic distribution. After the Nominating Committee has been appointed, notice shall be given to all members of this Association, in order that they may suggest to the Committee candidates for officers and directors of the following year. The Committee shall, by correspondence or otherwise, review the nominees for eligibility under the bylaws and obtain the nominees commitment to serve, if elected to the position nominated. If no nominees are submitted for an open position, the committee shall use its best effort to seek nominees from the Company/Active Members in the best interest of the Association. The list of candidates shall be submitted to the Secretary of the Association no less than sixty (60) days before the annual membership meeting. A memo of such candidates with the notice of the annual meeting shall be sent to members. It will state that additional nominations may be made from the floor.

### **Section 4. MEMBERSHIP COMMITTEE:**

There shall be a Membership Committee for the Association that will be chaired by the President-Elect.

### **Section 5. COMMITTEE PROCEDURE:**

All Committees shall conduct operations and procedures in accordance with Roberts Rules of Order.

## **Article IX. Reimbursement for Expenses**

Any member of the Association including officers and members of the Board of Directors and any committee members, with the approval of the Board of Directors, may be reimbursed for any expenses incurred in connection with the performance of Association duties properly delegated to them.

## **Article X. Miscellaneous Provisions**

### **Section 1. DISSOLUTION:**

Upon dissolution of the Association, it shall be the obligation of the Treasurer to ensure that all debts and claims against the Association shall be paid. If there are any funds remaining after the payment of debts and obligations, it shall be distributed to such organization or organizations that are exempt organization or organizations under Section 501(c)(3), 501(c)(4), or 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

### **Section 2. EVIDENCE OF AUTHORITY:**

A certificate by the Secretary as to any action taken by the members, Directors, Executive Committee or any officer or representative of the Association shall as to all persons who rely thereon in good faith be conclusive evidence of authority for such action.

### **Section 3. INTERPRETATION OF THE BYLAWS:**

In the course of any meeting, regular or special, the President shall have the authority to make any necessary interpretation of the bylaws. However, any member of the Board of Directors may make an appeal from any interpretation of the bylaws of this Association. The decision of a majority of the Board of Directors, acting promptly upon such appeal, shall be final and conclusive. However, any member may bring the matter before the next annual membership meeting for discussion and action. If the decision of the membership by a majority of those present reverses or modifies the decision of the Board of Directors, it shall not affect the validity of any action already taken or omitted in reliance on the Board of Directors' decision.

### **Section 4. MEMBER GRIEVANCES:**

Any person having a grievance must first report in writing such grievance to the Executive Director. No action at the annual meeting can be had unless it is included in the report of the President.

### **Section 5. FISCAL YEAR:**

The Fiscal Year of the Association shall end on June 30 of each year.

## **Section 6. POLICIES:**

The Board of Directors may adopt and revise from time to time policies, including policies concerning the designation by member companies of contact persons, persons entitled to vote on behalf of such companies, and similar matters. Except to the extent inconsistent with the Corporation's Articles of Incorporation or Bylaws, the policies shall govern the matters set forth therein. In the case of any conflict between the policies and the Corporation's Articles of Incorporation or Bylaws, the Articles of Incorporation or Bylaws, as the case may be, shall control.

## **Article XI. Amendments to the Bylaws**

### **Section 1. AMENDMENTS BY MEMBERS:**

These bylaws may be amended, repealed, or altered either in whole or in part, by a majority vote of the members of the Association, in person at any duly organized regular or special meeting of the Association, provided the proposed change is submitted electronically or by mail to each member at its last recorded address at least thirty (30) days before the time of the meeting which is to consider the change.

### **Section 2. AMENDMENTS BY BOARD OF DIRECTORS:**

These bylaws may be amended, repealed, or altered by the Board of Directors between membership meetings, provided, however, that any such amendments must be made by a concurring vote of three-quarters of all of the directors. In the event there is a vote to amend of the bylaws at a meeting of the Board of Directors at which less than all of the directors are present, such amendment shall be effective only if the total of concurring votes by directors in attendance equal three-quarters of all directors. Any amendment shall not be effective until ratified by the members as provided in Section 3 below.

### **Section 3. RATIFICATION OF DIRECTORS AMENDMENTS:**

Any change in the bylaws made by the Board of Directors in accordance with the preceding Section must be submitted to the members at the next membership meeting, regular or special, electronically, or by mail, for ratification by a vote of a majority of the members voting on such amendment. A notice of all such amendments adopted by the Board of Directors shall be included in the notice of membership meeting sent to each member prior to such meeting.

## **Article XII. Settlement of Any Claims or Disputes by Arbitration**

1. Any controversy or claim arising out of or relation to these bylaws, or to the breach thereof shall be settled by arbitration administered by the American Arbitration Association, in accordance with and under the rules of commercial arbitration and the judgment rendered by the arbitrator may be entered into any court having jurisdiction thereof.



2. The parties agree that the arbitration shall be held before one arbitrator to be selected according to the rules of the American Arbitration Association except that the said arbitrator must be a practicing attorney or retired judge.
3. Both parties shall share the costs of the American Arbitration Association equally.
4. Each party shall be responsible for paying their own attorneys' fees and the costs, disbursements and miscellaneous expenses.
5. Any arbitration commenced hereunder shall be held in the Offices of the American Arbitration Association in the City located nearest to the Association headquarters.