

# UFAA National Bylaws

Revised June 9th 2015  
Amended September 14th 2017  
**PREAMBLE**

Whereas, the primary objective of this Association is to encourage the development of a fair and just Agents Appointment Agreement through meaningful communications and other lawful means; and

Whereas, the general objectives of the Association are:

- A. To create meaningful communication between the Company and Agents;
- B. To improve the professional status of Farmers and its Agents in the community;
- C. To improve the company-client relationship;
- D. To improve Agent to Agent relationships;
- E. To maintain and encourage the use of the UFAA code of ethics;
- F. To have compensation schedules included in the Agents' contract;
- G. For Agents to receive ownership of all policies and expirations;
- H. For terminations to be for just, stated causes only;
- I. To create a two way negotiated contract between Agents and the Company;
- J. For all Agents and their authority to be treated equally and justly;
- K. To help Farmers become the premier insurance company in the country;
- L. To foster cooperation, for mutual benefit, with other Agent Associations;
- M. To stand united to accomplish these objectives;

Be it resolved that we join together under the following Bylaws of the Association;

**BYLAWS OF THE UNITED FARMERS AGENTS ASSOCIATION, INC.**  
**Incorporated in the State of California, August 27, 1967**  
**Revised June 9<sup>th</sup>, 2015**

## **ARTICLE I - MEMBERS**

**Section 1.** Membership in the Association shall be limited to the following classes:

- a. Regular Members: Farmers Insurance Agents with an in force Agent Appointment Agreement.
- b. Associate Members: Former Agents of Farmers Insurance Group who no longer have an in force Agent Appointment Agreement and who:
  - i. Are not employees, agents or representatives of an insurance company that offers one or more of the same lines of insurance as Farmers Insurance Group.
  - ii. Do not hold appointments with any insurance companies that offer one or more of the same lines of insurance as Farmers Insurance Group.
  - iii. Either do not hold an insurance license or can provide, upon request, documentation that they do not hold any prohibited appointments if they do hold an insurance license.
  - vi. This category would include a former Farmers Agent who works for Farmers Insurance Group or who works for a Farmers Agent with an in force Agent Appointment Agreement.
- c. Affiliate Members: Former Agents of Farmers Insurance Group who no longer have an in force Agent Appointment Agreement, do not work for Farmers Insurance or a Farmers

Insurance Agent, and who meet any of the following:

- i. Are employees, agents or representatives of an insurance company that offers one or more of the same lines of insurance as Farmers Insurance Group.
  - ii. Hold an appointment with an insurance company that offers one or more of the same lines of insurance as Farmers Insurance Group.
  - iii. Hold an insurance license but cannot provide, upon request, documentation that they do not hold any prohibited appointments.
- d. Advocate Members: This category includes all persons who have never been a Farmers Agent with an Agent Appointment Agreement. This category may include employees of a Farmers Agent or Farmers Insurance Group who have never been party to an Agent Appointment Agreement themselves. It may also include friends of UFAA. Advocate Member applications shall be subject to approval by the Chapter President of the local chapter to which the applicant wishes to join and by the Director of Membership for national chapters.
- e. Limited Members: Any current or former Farmers agent wishing to access UFAA sponsored programs. Eligibility for this class will be defined by the program administrators. A Limited Member is so named as their only benefit is access to UFAA sponsored programs and they cannot receive any other benefit of membership.

**Section 2.** Membership Designations – a membership designation may provide certain specified privileges and/or benefits beyond the standard membership class but it is a designation in addition to the membership class and does not replace or supersede the membership class.

- a. Member Emeritus:
  - i. A Member may be recognized as a Member Emeritus for exceptional and meritorious service to the Association. This honor bestows lifetime membership and waives all dues.
  - ii. Any member in good standing may nominate another member in good standing for Member Emeritus status which shall be granted if voted for by a majority of the Assembly.
- b. Distinguished Member: This honor is bestowed on a member by a majority vote of their Local Chapter for exceptional and meritorious service to the Chapter.
  - i. Only a Regular, Associate, or Affiliate Member who has been a Regular Member for at least two years, or was a Regular Member for at least two years at any time in the past, may be designated as a Distinguished Member.
  - ii. The designation may be revoked by a two-thirds (2/3) majority vote of the Chapter.
- c. Member Expedited: A member in any category except Limited Members may opt to add this membership designation as prescribed in the Standing Rules of the Association in order to be eligible for membership benefits which have a membership longevity requirement that the member does not otherwise meet.

**Section 3.** Membership Dues:

- a. Membership dues and payment methods shall be as prescribed in the Standing Rules of the Association.
- b. Twenty-five percent (25%) of the collected dues for all members belonging to a Local Chapter shall be rebated to that Local Chapter from the National Treasury.
- c. Ten percent (10%) of the collected dues for Limited Members shall be divided equally and rebated to the Local Chapters from the National Treasury.
- d. Any person whose membership dues are ninety (90) days past due shall be dropped from the membership rolls and their membership shall be considered lapsed.
- e. Any Limited Member converted to a Regular Member shall have the collected dues from the current calendar year credited toward their Regular Member dues and if joining a Local

Chapter, twenty-five percent (25%) of the collected Regular Member dues beyond the credited Limited Member dues shall be distributed to the Local Chapter from the National Treasury.

**Section 4. Discipline and Removal of a Member:**

- a. A member may be removed from the Association by a two-thirds (2/3) vote of “no confidence” by the Assembly.
- b. The Association may take disciplinary action against a member, up to and including removal from the Association, for misconduct by a two-thirds (2/3) vote of the National Board after a hearing in which the alleged misconduct is presented and the member is given the opportunity to defend his or her actions.

**Section 5. Member in Good Standing** – A member in good standing shall be defined as a member who is current in the payment of their dues, is correctly categorized in their membership class, and who is not subject to a disciplinary action.

## **ARTICLE II – NATIONAL BOARD & NATIONAL OFFICERS**

**Section 1.** The Association shall be managed by the National Board which shall consist of the following National Officers:

- a. President
- b. Vice - President
- c. Secretary
- d. Treasurer
- E. Director of Legal Activities
- f. Director of Media Relations
- g. Director of Membership

**Section 2. Officer Elections & Terms**

- a. Only Regular & Associate Members are eligible to run for National Office.
- b. Eligibility for the National President shall require prior National Board or Chapter President experience of at least two (2) years, which shall be waived should the President’s position be vacated to permit the Vice President to assume the position whether or not the two (2) year condition has been met.
- c. Elections for any office in which there is more than one (1) candidate shall be held by secret ballot.
- d. After the first secret ballot, if no candidate receives a majority vote, there shall be a second secret ballot and the candidate receiving the highest number of votes shall be duly elected.
- e. Officers shall serve three (3) years or until their successors are elected and their term of office shall begin at the close of the National Convention at which they are elected.
- f. Officer positions shall be grouped for election on a rotating basis.
  - i. President, Director of Legal Activities, and Director of Membership shall be elected in the same year.
  - ii. Secretary and Director of Media Relations shall be elected in the same year.
  - iii. Vice-President and Treasurer shall be elected in the same year.

**Section 3. Officer Duties**

- a. The President shall:
  - i. Serve as the elected leader of UFAA.
  - ii. Preside over the Assembly.

- iii. Lead the National Board and preside over Board Meetings.
  - iv. Oversee the day to day operations of the Association, acting as the Principal Executive Officer of the Association and ensuring that the Association operates in accordance with the law.
- b. The Vice-President shall:
- i. Serve in the President's place in his or her absence.
  - ii. Succeed the President if the office is vacated.
  - iii. Oversee the planning of the National Convention, National Board Meetings, and the Chapter Presidents' Meeting.
- c. The Secretary shall:
- i. Write, record and disseminate the minutes and reports from the National Convention and National Board Meetings.
  - ii. Keep a complete record of the proceedings and correspondence of the Board and Assembly.
  - iii. Issue notices of elections and meetings to the membership.
  - iv. Complete correspondence for the Board and other duties customary to the office.
  - v. Chair the Bylaws Committee and review proposed changes to the Bylaws of the Association.
  - vi. Oversee the UFAA Tech program.
  - vii. Oversee the website and work with other Board Members to ensure all sections of the website are up to date.
- d. The Treasurer shall:
- i. Be responsible for the recording, writing, and dissemination of financial reports.
  - ii. Oversee the receiving, accounting, and disbursement of funds for the Association.
  - iii. Make payments only for bills properly approved as prescribed in the Standing Rules of the Association.
  - vi. Prepare an annual financial statement for the prior fiscal year, based on the audit and statement prepared by the Certified Public Accountant hired by the Association, to be presented to the Assembly during the National Convention.
  - v. Prepare a revised budget for the current fiscal year and a proposed budget for the next fiscal year to be submitted to the Assembly during the National Convention for approval.
  - vi. Oversee and approve the annual IRS filing, audit and statement prepared by a Certified Public Accountant hired by the Association.
- e. The Director of Membership shall:
- i. Be responsible for maintaining and increasing membership in UFAA.
  - ii. Work with Chapter Presidents in order to maintain and increase membership.
  - iii. Oversee the maintenance of the membership roll.
- f. The Director of Media Relations shall:
- i. Coordinate the quarterly publication of the Association's magazine, "The Voice."
  - ii. Assist local Chapters in producing newsletters.
  - iii. Solicit advertisers for "The Voice".
  - vi. Solicit advertisers for the UFAA website and coordinate postings with the Secretary.
- g. The Director of Legal Activities shall:
- i. Advise the Board regarding all legal matters that may affect the Association or its members.
  - ii. Exchange relevant information with Association members or their attorneys on legal matters and, upon approval of the National Board, with non-members' attorneys.
  - iii. Chair the Legal & Regulatory Committee and oversee the review of requests from members for financial assistance related to legal actions and present to the Board

- requests that show potential to benefit the Association and its members.
- iv. Obtain and review legal filings, pleadings, and cases that may be important to the Association and its members.
- v. Serve as a liaison with other associations that UFAA may work with.
- h. All National Officers on the National Board shall:
  - i. Act in the best interests of the Association and its members.
  - ii. Be held to the Association's standards of ethics and conduct.
  - iii. Not act in any manner contrary to the orders of the Assembly.
  - vi. Submit at least one article for every edition of "The Voice."
  - v. Actively participate in the review and final approval of each edition of "The Voice."
  - vi. Report to the Assembly about their activities for the year during every Convention.
  - vii. Work with fellow Board Members in order to advance the interests of the Association.
  - viii. Attend Board Meetings, vote on motions and be involved in Board discussions.
  - ix. Perform any other duties as may be assigned by the President.

**Section 4.** No member of the Association shall hold or run for election to more than one National Office at a time but may succeed themselves in any office indefinitely. An officer need not resign from their current office if it is not up for election in order to run for another office that is up for election. If elected to the new office, upon taking office at the conclusion of Convention, the prior position will be considered vacant and a qualified member shall be appointed.

**Section 5.** Should the President's position be vacated, the Vice-President shall become the President of the Association and a qualified member shall be appointed Vice-President by a majority vote of the National Board and they shall serve until the next elections are held. Should a vacancy of any position other than the President occur on the National Board, a qualified member shall be appointed to the position by a majority vote of the National Board and shall serve until the next election is held.

**Section 6. Removal from Office:**

- a. A member of the National Board may be removed from office by a two-thirds (2/3) vote of "no confidence" by the Assembly.
- b. A member of the National Board may be removed from office for misconduct by a two-thirds (2/3) vote of the National Board after a hearing in which the alleged misconduct is presented and the member is given the opportunity to defend his or her actions.

**Section 7.** The National Board shall set the location of the Association's National Office and shall oversee staff as prescribed in the Standing Rules.

**Section 8.** Meetings of the National Board shall be held at the request of the President, or the majority of the National Board, at a time and place of their choosing.

**Section 9.** The National Board may hold votes to conduct the business of the Association electronically. To do this, a motion must be submitted to the entire National Board and will require an affirmative vote of the majority of the entire Board, via electronic reply to all Board Members, within one business day of the motion being submitted.

**Section 10.** The President may appoint and dismiss, with the approval of a majority vote of the National Board, Association Members as advisory members to the Board as needed. Such appointed members shall assist the Board but will not have a Board vote or hold any other powers of the elected Board.

They shall be considered a member of the Assembly along with Delegates and elected members of the Board.

**Section 11.** All contracts must be approved by the National Board and signed by two National Officers. No member may commit to or contract for products or services without approval of the National Board or the Assembly.

### **ARTICLE III – GOVERNMENT OF THE ASSOCIATION & MEETINGS**

**Section 1.** The government of the Association shall be vested in an Assembly composed of the National Officers and one (1) Delegate vote per ten (10) Local Chapter Members, as counted on the last business day ninety (90) days prior to the National Convention, which shall be held at least once per calendar year to convene the Assembly for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise. The time and location of the National Convention shall be determined by the National Board.

**Section 2.** Special Meetings may be called by the President, the Assembly majority, or the National Board majority. At least two (2) weeks' notice of any Special Meeting shall be given in writing to the Delegates of the Assembly. In the event that a Delegate cannot attend a Special Meeting of the Assembly, voting may be done by mail or electronically, provided that it is received twenty-four (24) hours prior to the start of the meeting. The purpose of the meeting shall be stated in the call.

**Section 3.** All meetings of the Assembly or the National Board shall require a majority presence to constitute a quorum.

**Section 4.** *The Chapter Presidents shall meet the day before the start of the National Convention and may opt to hold an additional meeting once per year, at least three months prior to the National Convention.*

- a. The Association shall bear the responsibility for procuring and paying for the room in which these meetings will be held.
- b. The Chapter Presidents Meetings shall be presided over by a chair or co-chairs elected by the Chapter Presidents at the prior year's meeting.
- c. The Chapter Presidents' chair or co-chairs shall work with the Chapter Presidents Committee and National Board Vice President to make arrangements for the meetings.
- d. A Chapter President who is unable to attend may opt to send a Chapter Member in good standing in their place as their representative.
- e. A Chapter President, or his/her representative, may be reimbursed or given an allowance by the Chapter for any or all reasonable expenses for attending the Chapter Presidents' Meetings as set forth in the Chapter's Bylaws.

### **ARTICLE IV - CHAPTERS**

**Section 1.** All members of the Association, except Limited Members, will belong to one of the following Chapters at the member's own discretion:

- a. Anonymous National Chapter
  - i. Members in this Chapter are not able to receive direct referrals from other members through the UFAA referral program because of the anonymity involved.
  - ii. Members in this Chapter will be served by the National Board.

- b. Non-Anonymous National Chapter
  - i. Members in this Chapter will be able to receive referrals from other members through the UFAA referral program.
  - ii. Members in this Chapter will be served by the National Board.
- c. Local Chapters – Created and organized by their local members
  - i. Members in these Chapters will be able to receive referrals from other members through the UFAA referral program.
  - ii. Members in these Chapters will be served through their local Chapter President and Chapter Board.

**Section 2.** All Limited Members will belong to a Limited Members Chapter as designated by the program in which they are participating.

- a. Limited Members will only receive access to the UFAA sponsored program they subscribe to and they cannot receive any other benefit of membership.
- b. Members in this Chapter shall be served, in the capacity of their limited membership, through the National Office or the program administrator.

**Section 3.** Forming a Local Chapter

- a. A group of ten (10) or more Regular Members may petition the National Board to form a new Local Chapter.
- b. The National Board will vote on the petition within ninety (90) days of receipt and if denied, will provide the reason for the denial.
- c. Upon approval by a majority vote of the National Board, the group will:
  - i. Be given a Chapter Charter.
  - ii. Be assigned a local Chapter number.
  - iii. Have sixty (60) days to complete their Chapter elections.
  - iv. Have ninety (90) days to set up a Chapter bank account in which to receive their rebates.
  - v. Have ninety (90) days to submit their Chapter Bylaws.

**Section 4.** Decertification of a Local Chapter

- a. Any Local Chapter whose membership falls below ten (10) members, as recorded at the end of the month, will be notified in writing to all remaining members that if the Chapter remains below ten (10) members for sixty (60) consecutive days, the Chapter will be decertified.
- b. A Local Chapter may also be decertified as prescribed in Sections 6 through 8 of this Article or for violating the Bylaws of the Association.
- c. In the event a Local Chapter is decertified, all members of the Chapter shall be notified in writing of the reason for the decertification as well as provided with information regarding the process for recertification.
- d. If the Chapter is not recertified within ninety (90) days of the notification, the members would need to petition to form a new Chapter if they so desire.
- e. In the event a Local Chapter is decertified, its members will have the option to move to another Local Chapter, the Anonymous National Chapter, or the Non-Anonymous National Chapter. Any members that do not specify their preference within thirty (30) days of the decertification notice shall be automatically assigned to the Non-Anonymous National Chapter but may request to be moved at any time thereafter.

**Section 5.** Local Chapter Bylaws:

- a. All Local Chapters shall have Bylaws, adopted by the majority of all Chapter Members, on file with the National Office.
- b. Local Chapters may use the template provided by the National Office or may write their own.

- c. Local Chapter Bylaws shall specify how the Chapter will be governed and may not contain anything that conflicts with the Association's Bylaws and Standing Rules or which is contrary to federal regulations governing non-profit organizations.

**Section 6. Local Chapter Officers & Elections:**

- a. All Local Chapters shall have a Chapter President and Chapter Treasurer and these offices shall not be filled by the same person.
- b. A Chapter may opt to also have a Vice-President, Secretary, and/or whatever other officers as set forth in its Bylaws.
- c. Any Regular or Associate Member in good standing is eligible to serve as a Chapter Officer; an Affiliate Member in good standing who holds the Distinguished Member designation is also eligible to serve as a Chapter Officer. Advocate Members are not eligible to serve as a Chapter Officer.
- d. The Chapter may set forth in its Bylaws whether or not a member may hold more than one office but the Chapter must have different people serving as the Chapter President and Chapter Treasurer.
- e. A Chapter shall hold annual or biannual elections, as set forth in the Chapter's Bylaws, during the last quarter of the year for its officers whom shall take office effective January First (1<sup>st</sup>) following the election.
- f. A Chapter shall send a request for nominations to all its members, with a copy sent to the National Office, at least ten (10) days prior to sending out an election notice.
- g. A Chapter shall send an election notice to all its members, with a copy sent to the National Office, at least thirty (30) days prior to the election deadline.
- h. If a Chapter sets forth in its Bylaws to hold biannual elections they shall send an acknowledgement in non-election years to all its members, with a copy sent to the National Office, that officers remain unchanged.
- i. Upon completion of an election, a Chapter shall notify the National Office of the results and such notification shall occur no later than thirty (30) days after the end of the calendar year.
- j. Any Chapter that fails to hold proper elections or submit its election results shall be decertified.

**Section 7. Local Chapter Delegates:**

- a. All Local Chapters shall select Delegates and Alternates to the Assembly for the National Convention annually and they shall serve from January First (1<sup>st</sup>) to December Thirty-First (31<sup>st</sup>) of the calendar year for which they are selected.
- b. Each Chapter shall be allotted one (1) Delegate for every ten (10) members of the Chapter as counted ninety (90) days prior to the National Convention.
- c. The Delegates and Alternates shall be selected as set forth in the Chapter's Bylaws.
- d. Once selected, the names of the Chapter's Delegates & Alternates shall be submitted to the National Office.
- e. At least one Delegate, or promoted Alternate, must attend the National Convention to maintain the Chapter's certification. Any Chapter that fails to send a Delegate to Convention shall be decertified upon the close of Convention.
- f. It is the duty of the Delegates to give their entire Chapter a report of the National Convention upon their return.
- g. Delegates may be reimbursed or given an allowance by the Chapter for any or all of their reasonable Convention expenses as set forth in the Chapter's bylaws but all Delegates of a Chapter shall be treated equitably in regards to reimbursements or allowances.

**Section 8. Local Chapter Bank Accounts:**



- a. All Local Chapters shall have a checking account to transact the Chapter's financial business.
- b. The checking account shall be filed under the UFAA tax identification number, shall be named as "UFAA, Chapter #" and shall be a non-interest bearing account.
- c. The checking account shall have two signatories at all times, the Chapter Treasurer and one other Chapter member in good standing. The names of the Chapter's signatories shall be given to the National Office.
- d. Any Chapter that becomes decertified shall have thirty (30) days to return all funds in its treasury to the National Office, close its Chapter checking account, and submit a written audit of all financial transactions, including appropriate documentation and receipts, for the current year leading up to the decertification. If the Chapter is recertified within ninety (90) days, the funds shall be returned to the Chapter.
- e. Each Chapter shall be required to provide a written audit of all financial transactions, including appropriate documentation and receipts, for the prior calendar year to the National Office no later than February Twenty-eighth (28<sup>th</sup>).
  - i. All Chapters will be provided with an audit form by the National Office no later than January Tenth (10<sup>th</sup>).
  - ii. Any Chapter that fails to provide a complete, balanced and verifiable audit by March Fifteenth (15<sup>th</sup>) shall forfeit its April rebates.
  - iii. Any Chapter that fails to provide a complete, balanced and verifiable audit by March Thirty-first (31<sup>st</sup>) shall be immediately decertified.

## **ARTICLE V - FINANCES**

**Section 1.** Fiscal Year: The fiscal year of the Association shall be the calendar year of January First (1<sup>st</sup>) to December Thirty-first (31<sup>st</sup>).

**Section 2.** National Finances:

- a. The finances of the Association shall be managed by the staff of the National Office under the supervision of the Treasurer.
- b. The Treasurer shall present a revised budget for the current fiscal year as well as a proposed budget for the next fiscal year to the Assembly for adoption.
- c. National Officers shall ensure that all expenditures for which they give approval are not made contrary to the intent of the adopted budget.
- d. All members must submit all appropriately approved expenses to the National Office within ninety (90) days of the expenditure in order to be reimbursed from the National Treasury.
- e. All expenditures shall be subject to approval as set forth in the Standing Rules of the Association.
- f. All checks paid from the National Treasury shall require the signature of two National Officers as designated in the Standing Rules.

**Section 3.** Chapter Finances:

- a. The finances of each Local Chapter shall be the responsibility of the Chapter Treasurer.
- b. The Chapter Treasurer shall be responsible for reporting any fiscal improprieties to the National Board.
- c. The Chapter Treasurer shall only pay those expenses which are properly authorized by the Chapters' Bylaws or a vote of the Chapter Membership.
- d. The Chapter shall reimburse its members for all properly authorized expenses during the same fiscal year in which they are incurred, unless the expense is incurred during the last ninety (90) days of the fiscal year.

- i. An expense incurred within the last ninety (90) days of the fiscal year may be reimbursed in the next fiscal year.
- ii. Any expense not reimbursed during the fiscal year in which it was incurred, or during the next fiscal year if incurred during the last ninety (90) days of the fiscal year, shall not be reimbursed by the Chapter.
- e. All Chapters requesting financial assistance shall do so through the National Office and all Chapters giving financial assistance to another Chapter shall also do so through the National Office. Requests for financial assistance shall be reviewed and granted or denied by the Chapter Presidents Committee.

## **ARTICLE VI - COMMITTEES**

### **Section 1. Committee Membership:**

- a. Standing Committees:
  - i. Members of Standing Committees shall be appointed by the National President and confirmed by a majority vote of the Assembly.
  - ii. Members of Standing Committees shall serve for a period of approximately one year beginning at the close of the Convention at which they are appointed and ending at the close of the following Convention.
  - iii. Should a vacancy on a Standing Committee occur in between Conventions, the National President may appoint a replacement member, subject to confirmation by a majority vote of the National Board, to serve until the close of the next Convention.
- b. Special Committees:
  - i. Members of Special Committees shall be appointed by the National President and confirmed by a majority vote of the Assembly or of the National Board if appointed outside of Convention.
  - ii. Members of Special Committees shall serve until the purpose of the Special Committee to which they are appointed is fulfilled or until a replacement member is appointed.
- c. The President is ex-officio member of all committees except the Nominating Committee.

### **Section 2. Standing Committees of the Association:**

- a. Nominating Committee
  - i. The Nominating Committee shall be made up of at least four (4) Delegates.
  - ii. It shall be the duty of this committee to encourage members to run for National Office, process applications for candidacy, and present the candidates to the Assembly.
  - iii. The Nominating Committee shall report to the Delegates thirty (30) days prior to the start of Convention those candidates who have submitted their applications for office.
  - iv. Additional nominations from the floor shall be permitted.
- b. Bylaw Committee
  - i. The Bylaw Committee shall be made up of the National Secretary and at least three (3) Delegates.
  - ii. It shall be the duty of this committee to review proposed Bylaw Amendments for correct wording, appropriate execution of the intent, and possible conflicts with other existing Bylaws and to work with the author to correct any issues.
  - iii. The committee shall not be empowered to prevent a proposed Bylaw Amendment from being presented to the Assembly.
  - iv. The committee may, at their option, render an opinion to the Assembly on any proposed Bylaw Amendment.
- c. Credentials Committee

- i. The Credentials Committee shall be made up of at least two (2) Delegates.
  - ii. It shall be the duty of this committee to verify the credentials of each Delegate during Convention and report the number of Delegates present to the Assembly.
  - iii. It shall be the duty of this committee to inform the Assembly if a quorum is not present.
  - iv. It shall be the duty of this committee to distribute and collect any proprietary information reviewed during Convention.
  - vi. It shall be the duty of this committee to count and report the results of any vote taken by a paper ballot during Convention.
- d. Legal & Regulatory Committee
- i. The Legal & Regulatory Committee shall be made up of the Director of Legal Activities, two (2) Chapter Presidents, and at least two (2) other Delegates.
  - ii. It shall be the duty of this committee to review requests from individuals for monetary assistance with legal matters and provide a recommendation for action to the National Board.
  - iii. It shall be the duty of this committee to review legislative and regulatory matters and make recommendations on position to the National Board.
- e. Chapter Presidents Committee
- i. The Chapter Presidents Committee shall be made up of the Vice-President, the Chapter Presidents Meeting Chair or Co-Chairs, and at least two (2) other Chapter Presidents.
  - ii. It shall be the duty of this committee to select the location and make plans for the Chapter Presidents Meeting held three (3) or more months before Convention.
  - iii. It shall be the duty of this committee to review and approve or deny requests from Chapters for financial assistance from other Chapters.
- f. Convention Committee
- i. The Convention Committee shall be made up of the Vice-President and at least three (3) Delegates.
  - ii. It shall be the duty of this committee to make recommendations for the location and plans for the Convention.

## **ARTICLE VII – PARLIAMENTARY AUTHORITY**

In all cases where these Bylaws, the Association’s Standing Rules, or any Special Rules which may be adopted by the Association do not otherwise specify, the Association shall be governed by the latest edition of Robert's Rules of Order Newly Revised. The National Convention shall also be conducted under Robert’s Rules of Order except as otherwise established by the Association’s Standing or Special Rules.

## **ARTICLE VIII – ALTERATIONS TO THE BYLAWS**

These Bylaws may be amended or revised at any National Convention by a two-thirds (2/3) majority vote of the Assembly present, provided there is a quorum and:

- a. Any proposed amendment shall be submitted in writing to the National Office or Bylaws Committee at least ninety (90) days prior to the start of Convention, shall include the article & section to be changed and the intended reason for the change, and shall be signed by at least three (3) members in good standing.
- b. Any proposed revised Bylaws shall be submitted in writing to the National Office or Bylaws Committee at least ninety (90) days prior to the start of Convention, shall include the intended reason for the replacement, and shall be signed by at least three (3) members in good standing.

- c. All proposed amendments or revisions shall be sent to Delegates at least thirty (30) days prior to the start of Convention.
- d. The Assembly, by majority vote, may reduce the above requirements to twenty (20) days to allow for consideration of a proposed amendment submitted after the deadlines. The above submittal requirements may not be waived for revised bylaws due to the consideration needed for a complete replacement of the bylaws.
- e. Alterations to Bylaw Amendments under consideration may be made from the floor assuming they do not substantially alter the intended purpose of the proposed change or create a conflict with other portions of the Bylaws. The alterations must be accepted by a majority vote prior to voting on the final Bylaw Amendment.
- f. Alterations to revised Bylaws under consideration may be made from the floor. The alterations must be accepted by a majority vote prior to voting on the final adoption of the proposed revised Bylaws.

### **ARTICLE IX - INDEMNIFICATION**

To the full extent allowed by law, the Association shall indemnify its current and former officers, directors, chapter officers, advisory members and employees for all loss, costs and expenses, including counsel fees, reasonably incurred in connection with any action, suit or proceeding which they may be made a party to by reason of their affiliation with the Association and as a result of the good faith performance of their duties. This indemnification shall not apply if there is a willful disregard of the responsibilities of their position, willful misconduct, or gross negligence.

### **ARTICLE X - DISSOLUTION**

The Association may be dissolved by a three-fourths (3/4) majority vote of the entire Assembly or by a unanimous vote of the National Board. Upon dissolution of the Association, all assets remaining shall, after payment of or provision for authorized debts, expenditures, and liabilities, be distributed to another 501(c) non-profit organization. No part of the net assets of the Association shall inure to the benefit of or be paid or distributed to any individual.