BYLAWS OF THE INTERNATIONAL ASSOCIATION OF MARRIAGE AND FAMILY COUNSELORS A DIVISION OF THE AMERICAN COUNSELING ASSOCIATION.

Revised January 2004; February 2017

ARTICLE I
OFFICES AND REGISTERED AGENT

Section 1. **Principal Office.** The principal office of the International Association of Marriage and Family Counselors, a nonprofit corporation incorporated under the laws of the Commonwealth of Virginia (hereinafter the "Association"), shall be in the Commonwealth of Virginia.

Section 2. **Registered Office and Agent.** The Association shall have and continuously maintain a registered office in the Commonwealth of Virginia (which may be identical with the principal office). The Board of Directors of the Association shall appoint and continuously maintain in service a registered agent in the Commonwealth of Virginia, who shall be an individual resident of the Commonwealth of Virginia and an officer or director of the Association, a member of the Virginia State Bar, or a professional corporation, registered under the provisions of section 54-42.2 of the Code of Virginia.

Section 3. **Other Offices.** The Association may have such other office or offices, at such suitable place or places within or without the Commonwealth of Virginia as the Board of Directors may from time to time determine or as the affairs of the Association may require from time to time.

Section 4. **Division.** The Association operates as a division of the American Counseling Association. As such, the Association operates under the aegis of the Bylaws of the American Counseling Association in effect at the time of its charter, including subsequent revisions approved by the ACA Governing Council. In the event any subsequent changes to the ACA Bylaws conflict with the current Bylaws of the Association, the Executive Board of the Association shall initiate a revision of the Association's Bylaws so as to bring the Association into compliance with ACA Bylaws, presenting such proposed changes to the Association's general membership for approval.

ARTICLE II
NAME, ORGANIZATION, AND PURPOSE

Section 1. **Name.** The name of the organization is the International Association of Marriage and Family Counselors (IAMFC).

Section 2. **Organization.** The International Association of Marriage and Family Counselors (herein referred to as the "Association") is organized as a nonprofit association. The Association is incorporated under the laws of the Commonwealth of Virginia.

The Association operates as a division of the American Counseling Association (ACA). As such, the Association operates under the aegis of the Bylaws of the American Counseling Association that are currently in effect, as well as including subsequent revisions approved by the ACA Governing Counsel. In the event that any subsequent changes to the ACA Bylaws conflict with the current Bylaws of the Association, the Executive Board of the Association shall initiate a revision of the Association's Bylaws to bring them into compliance with the ACA Bylaws. The Association will bring proposed Bylaws changes to the Association's Board and general membership for approval. A vote of two-thirds majority is required for approval.

Section 3. **Purpose.** The purpose of the Association is to enhance the profession of marriage, couple, and family counseling. This purpose will be achieved by:

- Promoting knowledge about and understanding of marriage/couple and family counseling.
- Stimulating, promoting, and conducting programs of research in the field of marriage/couple and family counseling.
- Establishing meetings (scientific and educational) and/or conferences to disseminate information on marriage/couple and family counseling.
- Establishing contacts with other professional organizations for developing scientific and educational pursuits.
- Examining conditions that create barriers for enhancing marriage/couple and family counseling and advocating to reduce them.
- Advocating for the profession of marriage/couple and family counseling.
- Endorsing sound ethical practices as defined in the Codes of Ethics by ACA and IAMFC.

The Association is organized to engage in other activities as may be desired or required to accomplish the mission and purposes of the Association. The Association is organized and shall operate exclusively for charitable, scientific, and ethical purposes within the domain of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code. Further, no part of the net earnings of the Association shall inure to the benefit of or be distributed to its directors, officers, other private individuals, or organizations operating for profit with one exception. The Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make compensation for these services. Furthermore, no substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Association shall not participate in or intervene in (including publication or distribution of statements) any political campaign on

behalf of or in opposition to any candidate for public office.

The Association shall not carry on any activities prohibited by:

(a) an organization exempt from federal income tax under section 50l(a) of the Internal Revenue Code and as an organization described in section 50l(c)(3) of such Code;

(b) an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code.

To further the Association's objects and purposes, the Association shall have and shall exercise all the power conferred by the provisions of Chapter 10 of Title 13.l of the Code of Virginia not without the scope of Article THIRD of the Articles of Incorporation of the Association. Without limiting the generality of the foregoing, the Association shall have the power to sue and be sued; to receive grants, gifts, contributions and other sums of a like nature to own, take title to, receive and hold, lease, and sell or resell, in fee simple or otherwise, property, real, personal or mixed, wherever situated or however acquired, without limitation as to amount of value. The Association shall have authority to encumber property by deed of trust, pledge or otherwise; to borrow money and secure payment of same by lien or liens on the realty or personal property of the Association; to lease, build, erect, remodel, repair, construct and/or reconstruct any and all buildings, houses, or other structures necessary, proper or incident, to the carrying out of the objects and purposes stated herein. The Association shall have full powers of management, investment, reinvestment, and the collection of all rents, revenues, issues and profits arising therefrom.

ARTICLE III
MEMBERSHIP

Section 1. **Classes and Qualifications of Membership.** The Association shall have four classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

(a) **Regular Member.** An individual is eligible to be a Regular Member if he or she is actively involved or interested in the area of marriage and family counseling, including marriage counseling, marital therapy, couples counseling, divorce counseling, mediation, and family counseling or therapy. Regular Members in good standing shall have all the rights and privileges of membership in the Association, including the right to hold office or to vote.

(b) **Special Member.** An individual, institution, organization, or agency is

eligible to be a Special Member if that person or entity is interested in supporting the goals of the Association. Special Members shall have all the rights and privileges of membership in the Association, except that they shall not be entitled to hold office or to vote.

(c) **Student Member.** An individual is eligible to be a student member if he or she is currently matriculated in a Graduate Counseling Program. Student members in good standing shall have all the rights and privileges of membership in the association, including the right to hold office or to vote.

(d) Emeritus Member. Emeritus membership is an honor which may only be granted by the Executive Committee of IAMFC. To be eligible, an IAMFC member must be retired from a counseling profession career, be at least 65 years old, have a minimum of 10 years of IAMFC membership prior to retirement, and have provided exemplary service to IAMFC. Emeritus members shall be exempt from payment of dues to the Association. They shall be eligible to receive member benefits, attend meetings of the Association, and be entitled to hold office or to vote.

Section 2. **Application for Membership.** Persons seeking membership in the Association as a Regular or Special Member must submit a completed application, in such form as determined by the Board of Directors, to the Board of Directors or a committee or officer designated by the Board of Directors, which, in its sole discretion, will grant or deny the application for membership. Applicants will be notified in writing if accepted and of the membership status granted.

Section 3. **Transfer of Membership.** Notwithstanding any other provision herein, any "Regular Member" of the International Association of Marriage and Family Counselors, a Commonwealth of Virginia nonprofit corporation, automatically will be granted membership in the Association as a Regular Member, which membership will lapse upon non-payment of dues. Any "Special Member" of the International Association of Marriage and Family Counselors, a Commonwealth of Virginia nonprofit corporation, automatically shall be granted membership in the Association as a Special Member, which membership shall lapse upon non-payment of dues.

Section 4. **Termination of Membership.** The Board of Directors, by the affirmative vote of two-thirds of all of the directors present at any regular or special meetings, may terminate the membership of a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regular or special meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

Section 5. **Membership Dues.** The Association dues for members for each membership class shall be established annually by the Board. The Board may establish different dues amounts for membership at different classes. Member dues shall be paid annually. Any member designated emeritus will be considered a lifetime member of the Association with no further dues.

ARTICLE IV
OFFICERS AND EXECUTIVE DIRECTOR

Section 1. **Officers and Executive Director.** The officers of the Association shall consist of President, President-Elect, Immediate Past President, Member-at-Large, Secretary/Treasurer, and Governing Council Representative. The Association will have an Executive Director.

Section 2. **Qualifications.** All officers and Executive Director shall be members of the Association in good standing and members of ACA in good standing.

Section 3. **Board of Directors.** The Board of Directors of the Association shall consist of the officers. The Board will have authority to make and vote on motions.

Section 4. **Election Procedures.** The President, President-Elect, and Member-at-Large will be elected by members of the Association for a two-year term. The ACA Governing Council Representative will be elected for a three-year term (may be elected for a second term). The Secretary/Treasurer will be appointed by the President pending approval of the Board of Directors for a two-year term (may be reappointed).

Section 5. **Terms of Office.** Following election, the President shall hold office for two years, and the President-Elect holds this office for one year. The office of President is a four-year commitment overall. Namely, that individual serves as President-Elect for one year, then President for two years, and Immediate Past President for one years. The Secretary/Treasurer serves for two years (can be reappointed). The Governing Council Representative serves for three years (can be elected for a second term to serve a maximum of six years). Section 5 becomes effective July 1, 2018.

Section 6. **President.** The President shall be the Chief Executive Officer of the Association and Chairperson of the Executive Committee. The President shall preside at all meetings of the Association. The President shall appoint members to committees and shall hold ex-officio membership in all committees. The President is responsible for planning Association meetings and lunches at the ACA Conference and, if held, the Association Conference (President may delegate this conference role). The President will be responsible for submitting all required reports to ACA. If an Association conference is held, the President is responsible

for overall conference planning (President has the authority to delegate conference planning). The President, Executive Director, and Secretary/Treasurer plan for Association financial expenses, including conference expenses and contracts.

Section 7. **President-Elect.** The President-Elect will perform duties as allocated by the President and Executive Committee. If the President is unable to attend Association meetings and Executive Committee meetings, the President-Elect will preside. If an Association conference is held, the President-Elect will be responsible for conference planning as delegated by the President.

Section 8. **Immediate Past-President.** The Immediate Past-President shall advise and consult with the President and the President-Elect. The Immediate Past-President shall serve as Chairperson of the Nominations and Elections Committee and shall perform such other duties as assigned by the President or the Board of Directors.

Section 9. **Secretary/Treasurer.** The Secretary shall keep the records of the current activities of the Association and its Executive Committee. The Treasurer shall collect and disburse funds of the Association (not membership dues). The Treasurer shall make a financial report to the Association at its annual meeting. If an Association conference is held, the Treasurer will collect and disburse conference funds (not conference registration).

Section 10. **Member-at-Large.** The Member-at-Large will assist the President with planning for the Association lunch at ACA and, if held, the Association conference planning. The Member-at-Large will conduct other duties as assigned by the President.

Section 11. **Governing Council Representative.** The Association ACA Governing Council Representative will attend the ACA Governing Council meetings. The Representative will make a report(s) to the Association at its scheduled meetings.

Section 12. **Executive Director.** The Executive Director is the director of the Association. The Executive Director shall be responsible for the successful management of the Association. The Executive Director has fiscal responsibility concurrent with the President. The Executive Director implements policies and procedures established by the Board of Directors.

Section 13. **Resignation.** Any officer may resign at any time by giving written notice to the President of the Association. The resignation shall be effective at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

Section 14. **Removal**. Any officer may be removed by the Board of Directors at any regular or special meeting of the Board at which a quorum is present and whenever it is

in the best interest of the Association. Such removal will be without prejudice to the contract fights, if any, of the officer so removed.

Section 15. **Vacancies.** Vacancies in any of the officer positions will be decided upon and filled by the remaining members of the Board of Directors (Executive Committee). The nomination and election to fill the vacancy may occur by vote during a meeting of the Executive Committee. The newly elected officer shall serve the remainder of the term of the vacated position. This position will then be filled in the next Association election.

Section 16. **Compensation of Officers.** None of the officers of the Association shall receive any compensation for their services to the Association. They can be compensated for actual expenses (e.g., hotel, airline, food) resulting from their activities on behalf of the Association.

Section 17. **Serving on Other Boards.** Effective July 1, 2018, IAMFC Board members cannot serve on other ACA Division Boards. Any exceptions can be made by the IAMFC Board.

ARTICLE V
MEETINGS

Section 1. **Annual Meetings.** A regular annual meeting of the members shall be held at least once a year, at such time, day and place as shall be designated by the Board of Directors. When feasible, however, the annual meeting shall be held in conjunction with the annual convention of the American Counseling Association.

Section 2. **Special Meeting.** Special membership meetings may be called by the President or Board of Directors and shall be called by the Board upon written request therefore to the Secretary/Treasurer of the Association of not less than one-third of the members entitled to vote.

Section 3. **Notice of Meetings.** Notice of the time, day, place, and purpose of each meeting shall be given to all members of the Association in the manner set forth in Section 2 of Article X hereof.

Section 4. **Quorum.** A quorum for the transaction of any and all business at the annual or any special membership meeting of the Association shall consist of not less than a majority of the voting members present

Section 5. **Manner of Acting.** Except as otherwise expressly required by law, the Articles of Incorporation of the Association, or these Bylaws, the affirmative vote of a majority of the members entitled to vote, present at any meeting of the members

at which a quorum is present, shall be the act of the members.

Section 6. **Written Consent**. Action taken by the members without a meeting is nevertheless the action of the members if written consent to the action in question is signed by all of the members entitled to vote and filed with the minutes of the proceedings of the members, whether done before or after the action so taken.

Section 7. **Proxies.** At any meeting of the members, a member entitled to vote may do so by proxy executed in writing and filed with the Secretary/Treasurer of the Association before the meeting. A member who executes a proxy may withdraw the proxy by attending in person the meeting for which the proxy was executed or by filing a notice in writing with the Secretary/Treasurer, before or at the time of the meeting, that the proxy is withdrawn. Proxies may confer general voting rights, or they may be limited to prescribed action on a particular issue.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. **Powers.** The Board of Directors of the Association shall manage, supervise and control the business, property, and affairs of the Association, except as otherwise expressly provided by law, the Articles of Incorporation of the Association, or these Bylaws. The Board of Directors shall be vested with the powers possessed by the Association, including the powers to determine the policies of the Association and prosecute its purposes, to appoint and remunerate agents and employees (including the power to delegate some or all of this authority), to establish the budget of the Association, to disburse the funds of the Association, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable. The Board of Directors shall elect one of its members, who may be an officer of the Association, to serve as Chairperson of the Board of Directors, for such term as the Board may determine.

Section 2. **Number and Qualifications.** The Board of Directors of the Association shall be composed of seven individuals and shall serve until their successors are elected and qualified.

Section 3. **Election and Term of Office.** The members of the Board of Directors shall consist of the President, the President Elect, the Immediate Past-President, the Secretary/Treasurer, Board Member-at-Large, Governing Council Representative, and the Executive Director

Section 4. **Resignation.** Any director may resign at any time by giving written notice to the President of the Association. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Association.

Section 5. **Removal.** Any director, who is not a director by reason of being an officer of the Association, may be removed from such office by a two-thirds vote of the Regular Members at any regular or special meeting of the members at which a quorum is present, for (1) violation of these Bylaws or (2) engaging in any other conduct prejudicial to the best interests of the Association. Such removal may occur only if the director involved is first provided (1) with adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the members scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such director, (2) an opportunity to appear before the members or forward a written statement thereto in presentation of any defense of such notice, and (3) a written explanation as to (if such is the case) why such director is being removed from such office. In these regards, the members shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the Association. Any director, who serves by reason of being an officer of the Association, may be removed from such office only if he or she is removed as an officer in accordance with these Bylaws.

Section 6. **Vacancies.** A vacancy in the position of an ex-officio Board member shall be filled for the un-expired term by an officer selected in the manner set forth in these Bylaws. A vacancy in the position of Board Member-at-Large shall be filled for the unexplored term by majority vote of the Regular Members present at a regular or special meeting of the membership of the Association.

Section 7. **Regular Meetings.** A regular annual meeting of the Board of Directors of the Association shall be held each year, at such time, day and place as shall be designated by the Board of Directors

Section 8. **Special Meetings.** Special meetings of the Board of Directors may be called at the direction of the President of the Association or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 9. **Notice.** Notice of the time, day and place of any meeting of the Board of Directors shall be given at least ten days previous thereto in the manner set forth in these Bylaws. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

Section 10. **Quorum.** A majority of the Board members present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. **Manner of Acting.** Except as otherwise expressly required by law, the Articles of Incorporation of the Association, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote.

Section 12. **Written Consent.** Action taken by the Board of Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 13. **Telephone Meeting.** Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone call or similar telecommunications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting.

Section 14. **Compensation.** No Board member shall receive any compensation for services rendered in such capacity, except that the Board may by resolution provide for the reimbursement of actual expenses, such as travel, lodging, and food (per diem), incurred in the performance of the duties of the director to the extent provided by such resolution.

Section 15. **Policy and Procedures Handbook.** A Policy and Procedures Handbook will be created to guide the Board of Directors in the ongoing operation of the organization. The Policy and Procedures Handbook will include the duties of elected and appointed officers, financial policies and procedures, ethics, nomination and election policies and procedures, policies and procedures on forming and maintaining chapters, policies related to the National Academy for Certified Family Therapists, and other governance policies and procedures. Since the Policy and Procedures Handbook is meant to supplement the Bylaws, no statement within the handbook may conflict with any bylaw. Changes to the Policy and Procedures Handbook can be made by a majority vote of the Board of Directors present at a meeting.

ARTICLE VII
COMMITTEES

Section 1. **Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing

or removing any member of any such committee or any director or officer of the Association; amending the Articles of Incorporation of the Association; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking-proceedings therefore; adopting a plan for the distribution of the assets of the Association; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director, of any responsibility imposed upon the Board or the director by law.

Section 2. **Other Committees.** The Board of Directors may create and appoint members to such committees as they shall from time to time deem appropriate. These committees will have the power and duties designated by the Board of Directors provided that no such committee which has members who are not directors shall have and exercise the authority of the Board of Directors in the management of the Association.

Section 3. **Standing Committees.** The Standing Committees of the Association shall consist of the following:

(a) **Bylaws Committee.** The Bylaws Committee shall review the Bylaws of the Association and submit suggested changes to the Board of Directors.

(b) **Membership Committee.** The Membership Committee shall promote membership of the Association and devise a recruitment plan. The Chairperson of the Membership Committee shall work with the webmaster and/or ACA in recording membership in the Association.

(c) **Newsletter Committee.** The Newsletter Committee shall be responsible for producing four newsletters each year to inform the membership of the activities of the Association.

(d) **Nominations and Elections Committee.** The Nominations and Elections Committee shall be chaired by the Immediate Past-President and shall issue a call for nominations from the Membership-at-Large, prepare a ballot to be sent to all Regular Members in good standing, count ballots, and inform the membership of the results.

(e) **Other Committees**. Other committees may be appointed by the President and approved by the Board.

Section 4. **Term of Office.** Each member of a committee shall continue as such for a term of two years or until a successor is appointed, unless the committee shall be

terminated sooner, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. **Vacancies.** Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. **Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII
CHAPTERS

Section 1. **Formation of Chapters.** The Board of Directors shall have the power to charter local or regional Chapters of the Association. Chapters shall consist of a least ten members in good standing in the Association. A petition to establish a Chapter shall be submitted to the President of the Association who shall submit it to the Board of Directors for consideration. A petition shall include the names and signatures of the proposed Chapter members and officers and a copy of the Chapter's Bylaws. A petition must be approved by a two-thirds vote of the Board of Directors. No Chapter shall be organized or operated except in accordance with these Bylaws.

The purpose of each Chapter shall be in accordance with those of the Association.

Section 2. **Autonomy of Chapters.** A Chapter shall be free to conduct its affairs, including establishing dues amounts, but shall do so only in compliance with these Bylaws. All elected officers of a Chapter shall be members of the Association. A Chapter may adopt its own name, upon approval of the IAMFC Board and identify itself as "A Chapter of the International Association of Marriage and Family Counselors."

Section 3. **Reports.** Each Chapter shall transmit to the President of the Association the names of its members and officers and shall transmit a written report of the salient activities and plans of the Chapter for the coming year. Any amendments to the Chapter's Bylaws or other basic documents of the Chapter shall be reported in writing to the Board of Directors of the Association at least thirty days prior to the effective date of their adoption.

Section 4. Involuntary Revocation or Withdrawal of a Chapter.

(a) The Board of Directors of the Association shall have the power to revoke the charter of a Chapter when it is deemed in the best interest of the Association to do so. A notice of intent to revoke must first be passed by the vote of two-thirds of the Board of Directors. The Chapter must be informed at least nine months prior to the proposed revocation to allow the Chapter to take remedial measure or otherwise bring itself into compliance with the Bylaws of the Association. A two-thirds vote of the Board of Directors shall be necessary to revoke the charter of a Chapter.

(b) A Chapter may voluntarily withdraw from the Association. The Chapter shall inform the Association at least nine months prior to the date of withdrawal. A vote of two-thirds of a Chapter's members shall be necessary in order for a Chapter to withdraw from the Association. Any funds received from the Association for the remainder of the financial year shall be returned to the Association.

ARTICLE IX
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the offices so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. All contracts will be reviewed by the Executive Director prior to signing.

Section 2. **Checks. Drafts, Orders, Payments, and so forth.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary/Treasurer and countersigned by the President (or President-Elect) and the Executive Director of the Association.

Section 3. **Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositaries as the Board of Directors may select.

Section 4. **Gifts.** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

ARTICLE X
MISCELLANEOUS PROVISIONS

Section 1. **Fiscal Year.** The fiscal year of the Association shall commence on July 1 and terminate on June 30 of the following year, except that the first year of the Association shall commence on September 20, 1989.

Section 2. **Notice.** Whenever under the provisions of these Bylaws, the Articles of Incorporation of the Association or statute, notice is required to be given to a director, member, committee member, or officer, such notice shall be given in writing, by first class, certified, or registered mail or by express delivery service, with postage or express delivery charges thereon prepaid, to such person at his or her address as it appears on the records of the Association. Such notice shall be deemed to have been given when deposited in the United States mail or delivered to the express delivery service. Notice may also be given by telegram, telex, or telephone, and will be deemed given when received, if followed by a writing mailed on the same day or the next day.

Section 3. **Seal.** The Association need not adopt an official seal, but may, upon appropriate action taken by the Board of Directors do so. If a seal is adopted, the official seal of the Association shall have inscribed thereon the name of the Association and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing, or affixing or causing to be printed, engraved, lithographed, stamped, or otherwise made, placed, or affixed upon any paper or document, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

Section 4. **Books and Records.** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board of Directors.

ARTICLE XI
INDEMNIFICATION

The Association shall indemnify each member of the Board of Directors, as described in these Bylaws, and each of its officers, as described in these Bylaws for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law. The Association shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments,

fines, amounts paid in settlement, and reasonable expenses including attorneys' fees, actually and necessarily included or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonable believed to be in the best interests of the Association and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. A non-judicial determination that the director or officer has met the foregoing applicable standard of conduct shall be made (1) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (2) if a quorum cannot be obtained under (1), by majority vote of a committee duly designated by the Board of Directors (in which designation, directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (3) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (1) or (2); or (4) by special legal counsel if a quorum of the Board of Directors cannot be obtained under (1) and a committee cannot be designated under (2), selected by majority vote of the full Board of Directors, in which selection, directors who are parties may participate. Every reference herein to a member of the Board of Directors or officer of the Association shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Association might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE XII
LIMITATION ON ACTIVITIES

The Association is organized and operated exclusively for charitable and educational purposes within the meaning of sections 170(c)(2)(B), 50l(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code. Notwithstanding any other provision herein, the Association shall not carry on any activities not permitted to be carried on:

(a) by an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code, as an organization described in section 501(c)(3) of such Code; and/or

(b) by an organization, contributions to which are deductible under section l 70(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code. The Association shall use its funds only to accomplish the objectives and

purposes specified in these Bylaws, and no part of the net earnings of the Association shall inure to the benefit of or be distributed to its directors, officers or other private individuals, or other organizations organized and operating for profit, except that the Association is authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XIII
DISSOLUTION

On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Association, distribute all the assets of the Association to one or more of the following categories of recipients as the Board of Directors of the Association shall determine:

(a) a nonprofit organization or organizations which may have been created to succeed the Association, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 50l(c)(3) of such Code; and/or

(b) a nonprofit organization or organizations having similar aims and objects as the Association and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 50l(c)(3) of such Code.

ARTICLE XIV
INTERNAL REVENUE CODE

References herein to sections of the Internal Revenue Code are to provisions of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.

ARTICLE XV
NONDISCRIMINATION

The Association shall not discriminate based on or related to sex, race, national

origin, religion, age, disability, protected veteran status, genetic information, or other protected categories, classes, or characteristics.

ARTICLE XVI
RULES OF ORDER

Robert's *Rules of Order*, as revised and from time to time amended, shall govern the proceedings of all bodies of the Association, except where otherwise specified by law, the Articles of Incorporation of the Association, or these Bylaws.

ARTICLE XVII
AMENDMENTS TO BYLAWS

These Bylaws may be amended, repealed, or new Bylaws adopted with a two-thirds vote of the Board of Directors at any regular or special meeting of the Board and by a majority vote of the general membership present at the annual meeting; or by a two-thirds vote of the Board of Directors and by a majority vote sent to the full membership by special mail or electronic ballot. An amendment shall be effective immediately after adoption unless a later effective date is specifically adopted at the time the amendment is enacted.