

# ASSOCIATION BYLAWS

Amended July 21, 2023



## ARTICLE I Name and Purpose

**Section 1.1** The name of this organization shall be the “National Association of College & University Food Services.” The organization, hereinafter referred to as “NACUFS,” or the “Association,” is incorporated in the State of Michigan as a non-profit corporation under provision of Act 162, Public Acts of 1982, as amended.

**Section 1.2** The purpose of NACUFS shall be to advance the highest standards of food service on school, college and university campuses; to provide a media through which its members may jointly advance and promote their common interest, goals, and objectives; to provide information and assistance to membership by means of conferences, programs, publications, discussions, and research; to advance the cause of good nutrition; and to work cooperatively with professional associations in the field of higher education and the foodservice industry towards the attainment of compatible objectives.

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## ARTICLE II Membership

**Section 2.1** Institutional Membership shall be by school, college, or university, irrespective of the size or academic goals, which provides a food program either directly or through a campus auxiliary association; whose sole purpose is to provide educationally related services for the benefit of the campus community, including faculty, staff, and students in harmony with educational mission and goals of the school, college, or university.

2.1.1 In the case of multi-campus institutions, each campus shall be considered a separate institution for Institutional Membership purposes. A campus is defined as being under the direction of a local chief executive officer, with definite boundaries, at a single location, and having one or more foodservices.

2.1.2 For campuses having more than one foodservice operation, each of which is administratively separate, Institutional Membership may be applied for by each foodservice operation, subject to the approval of NACUFS Board of Trustees hereinafter referred to as the Board.

2.1.3 Hereafter, Institutional Membership refers to the institution and voting delegate refers to the person at the institution who an Institutional Member designates to represent them in the business of the Association.

# ASSOCIATION BYLAWS

Amended July 21, 2023



- 2.1.4 Voting Privilege. Each Institutional Membership is entitled to a single voting delegate (one vote per Institutional Member). The Institutional Member shall advise NACUFS of the person authorized to vote on behalf of the institution.
- 2.1.5 Elected Office. Except for the Guest Trustee and the Industry Trustee, only those working full time on an Institutional Member's campus are eligible to hold elected office in NACUFS.
- 2.1.6 Committees. Individuals working full time on an Institutional Member's campus may be appointed to a committee and may serve as a committee chairperson.

## **Section 2.2** Associate Membership, a non-voting membership category, is open to:

- 2.2.1 Any individual who has an interest in the mission and purpose of the association and is not an employee of an institution that is eligible for Institutional Membership, or
- 2.2.2 Any institution that has an interest in the mission and purpose of the association and is not eligible for Institutional Membership or Industry Membership, as defined in these Bylaws.
- 2.2.3 Elected Office. Associate Members may not hold elected office in NACUFS.
- 2.2.4 Committees. Associate Members may be appointed to a committee and may serve as a committee chairperson.

## **Section 2.3** Student Membership, a non-voting membership category, is open to any student interested in the school, college, and university foodservice industry.

- 2.3.1 Elected Office. Student Members may not hold elected office in NACUFS.
- 2.3.2 Committees. Student Members may be appointed to a committee but may not serve as a committee chairperson.

## **Section 2.4** Distinguished Lifetime Membership, a non-voting membership category, is open to individuals who have been retired for at least one year and who are selected for said membership. Those selected for this membership category will not pay dues to the association.

- 2.4.1 Elected Office. Distinguished Lifetime Members may not hold elected office in NACUFS.

# ASSOCIATION BYLAWS

Amended July 21, 2023



2.4.3 Committees. Distinguished Lifetime Members may be appointed to a committee and may serve as a committee chairperson.

**Section 2.5** Industry Membership, a non-voting membership category, is available to representatives of food and equipment manufacturers, distributors, brokers, foodservice support companies, councils, boards, trade associations, advisory commissions, and other related professional groups involved in the foodservice industry who wish to affiliate with NACUFS.

2.5.1 Elected Office. Except for the Industry Trustee, Industry Members may not hold elected office in NACUFS.

2.5.2 Committees. Industry Members may be appointed to committees and may serve as a chairperson.

2.5.3 Industry Membership in NACUFS includes Industry Membership in all of the Association's six regional chapters.

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## ARTICLE III Regions

**Section 3.1** Purpose. The purpose of the regions is to build community by enhancing association communications and member engagement.

**Section 3.2** NACUFS shall be divided into six chapters, hereafter referred to as regions.

*Northeast:* Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, Vermont; Provinces of New Brunswick, Newfoundland, Nova Scotia, Prince Edward Island, Ontario, Quebec

*Mid-Atlantic:* Delaware, District of Columbia, Maryland, New Jersey, Pennsylvania, Virginia, West Virginia

*Southern:* Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, New Mexico, North Carolina, Oklahoma, South Carolina, Tennessee, Texas; Territories of Puerto Rico, U.S. Virgin Islands

*Midwest:* Illinois, Indiana, Iowa, Kansas, Michigan, Missouri, Nebraska, Ohio, Wisconsin

*Continental:* Colorado, Idaho, Minnesota, Montana, North Dakota, South Dakota, Utah, Wyoming; Provinces of Alberta, Manitoba, Saskatchewan

# ASSOCIATION BYLAWS

Amended July 21, 2023



*Pacific:* Alaska, Arizona, California, Hawaii, Nevada, Oregon, Washington; Province of British Columbia; Countries of Australia, China, Fiji, Mexico, New Zealand, Taiwan

Any Institutional Member outside the United States, Canada, and those countries listed above will be assigned to the closest geographical region.

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## ARTICLE IV Meetings and Conferences

**Section 4.1** National Conference. The National Conference shall be held annually.

**Section 4.2** General Membership Assembly. There shall be a General Membership Assembly held annually to elect officers and trustees and vote on issues requiring membership vote. This meeting shall constitute the annual meeting of the corporation members and shall be held within 13 months after the last annual meeting. The Board shall inform the members of record not less than 10 days and no more than 60 days prior to the date of the General Membership Assembly as to the date and location of the meeting.

**Section 4.3** Special Member Meetings. The Board may call special meetings of the general membership - including meetings to be held via conference telephone, video conference, or similar communications equipment - by means of which all persons participating in the meeting can simultaneously and instantaneously communicate with each other and participate. The Board shall send a letter, e-mail, or facsimile (the "Notification Letter") to each Institutional Member in good standing at least 15 calendar days in advance of the meeting. It is the responsibility of the member to ensure that the Association has the correct contact information for the member. The only business that may be conducted at the special meeting is the business stated in the Notification Letter.

**Section 4.4** Parliamentary Procedure. The Board may adopt "Robert's Rules of Order Newly Revised," or such other rules of procedure as it shall determine appropriate for the General Membership Assembly or for Special Member Meetings.

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## ARTICLE V Officers

# ASSOCIATION BYLAWS

Amended July 21, 2023



**Section 5.1** Officers. The officers of the Association shall be: Immediate Past Chairperson, Chairperson, Chairperson-Elect, Treasurer, and President (ex-officio, non-voting) who shall also serve as Secretary.

**Section 5.2** Election and Term of Office. The Chairperson-Elect and Treasurer will be elected by a majority vote of voting delegates at the General Membership Assembly and in accordance with policies and procedures set by the Board. With the exception of the Treasurer, the term of office shall be one year with no eligibility for a second consecutive term. The Treasurer's term shall be two years, with the eligibility to serve one additional consecutive term. Upon the termination of the Chairperson-Elect's term, the Chairperson-Elect will assume the position of Chairperson. Upon the termination of the Chairperson's term, the Chairperson will assume the position of Immediate Past Chairperson. The President will be selected by the Board and will continue in the position until such time as the President's contract expires or is terminated according to the terms of the contract.

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## ARTICLE VI Duties and Authority of Officers

### **Section 6.1** Chairperson

- 6.1.1 The Chairperson shall exercise such supervisory powers as may be given by the Board.
- 6.1.2 The Chairperson shall perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed by the Board.
- 6.1.3 The Chairperson shall preside at all Board meetings and shall exercise parliamentary control. Rules of procedure shall be adopted by the Board in its discretion.
- 6.1.4 The Chairperson shall serve as an ex-officio member of all committees, unless otherwise provided by the Board or these Bylaws.
- 6.1.5 The Chairperson shall, with the advice of the Board and in accordance with the requirements of these Bylaws, set the agenda for each meeting of the Board.
- 6.1.6 The Chairperson shall serve as the presiding officer of the General Membership Assembly.
- 6.1.7 The Chairperson may act as the official representative and spokesperson for the association. The Chairperson may designate this responsibility if desired.

# ASSOCIATION BYLAWS

Amended July 21, 2023



- 6.1.8 The Chairperson shall have the authority to appoint such committees and their chairs (other than those of the Nominating and Finance/Audit Committees) as are needed to assist the Association in carrying out its activities.
- 6.1.9 The Chairperson's term of office shall begin at the conclusion of the General Membership Assembly following the end of the Chairperson's term as Chairperson-Elect and end at the conclusion of the next General Membership Assembly.

## **Section 6.2** Chairperson-Elect

- 6.2.1 The Chairperson-Elect will perform duties as may be prescribed by the Board.
- 6.2.2 The Chairperson-Elect shall preside over Board meetings in the absence of the Chairperson.
- 6.2.3 Should the Chairperson become incapacitated or otherwise unable to fulfill the Chairperson's duties, the Chairperson-Elect shall assume those duties until such time as the Chairperson is able to return to the Chairperson's duties or until such time as the Chairperson's term ends, whichever comes first. If the Chairperson-Elect is unwilling or unable to assume the duties of the Chairperson, then the Immediate Past Chairperson shall assume those duties until such time as the Chairperson is able to return to the Chairperson's duties or until such time as the Chairperson's term ends, whichever comes first.
- 6.2.4 The Chairperson-Elect's term of office shall begin at the conclusion of the General Membership Assembly at which the Chairperson-Elect is elected and shall end with the Chairperson-Elect's succession to the office of Chairperson.

## **Section 6.3** Treasurer

- 6.3.1 The Treasurer shall cause to be kept adequate and proper accounts of the properties, funds, and records of the Association; and shall perform such other duties as prescribed by the Board or that may be required by law, by the Articles of Incorporation, or by these Bylaws.
- 6.3.2 The Treasurer shall ensure that there is appropriate custody of and responsibility for all funds and securities of the Association.
- 6.3.3 The Treasurer shall ensure that appropriate systems are in place to receive and give receipts for moneys due and payable to the Association from any source

# ASSOCIATION BYLAWS

Amended July 21, 2023



whatsoever and deposit all such moneys in the name of the Association in such bank, trust companies, or other depositories as shall be selected by the Board.

- 6.3.4 The Treasurer's term of office shall begin at the conclusion of the General Membership Assembly (at which the Treasurer is elected) and shall end at the conclusion of the General Membership Assembly two years hence or when a successor is seated.
- 6.3.5 Should the Treasurer become incapacitated or otherwise unable to fulfill the Treasurer's duties, the Chairperson shall assume those duties until such time as the Treasurer is able to return to the Treasurer's duties or until such time as the Treasurer's term ends, whichever comes first.

## **Section 6.4** Immediate Past Chairperson

- 6.4.1 The Immediate Past Chairperson shall serve as a member of the Board of Trustees in order to provide continuity of leadership.
- 6.4.2 The Immediate Past Chairperson's term of office shall begin at the conclusion of the Immediate Past Chairperson's term of office as Chairperson and shall end at the conclusion of the term of the next Chairperson.

## **Section 6.5** President

- 6.5.1 The retention of the President, including the terms of the President's employment, shall be the responsibility of the Board.
- 6.5.2 The President shall serve as the Chief Executive Officer (CEO) and secretary of the Association and shall be responsible for the day-to-day management of the Association and shall perform such duties as are directed by the Board. The President shall give the notices required by these Bylaws, keep all records of membership, and have custody of all corporate documents.
- 6.5.3 The President need not be a member of the Association.
- 6.5.4 The President may act as registered agent and spokesperson for the Association.

**Section 6.6** Resignation. Any Officer may resign at any time by giving written notice to the Chairperson or to the Immediate Past Chairperson. The resignation of any Officer shall take effect

# ASSOCIATION BYLAWS

Amended July 21, 2023



at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6.7** Vacancies. Other than the positions of Chairperson and Immediate Past Chairperson, if a vacancy occurs during the term of office for any elected Officer, the Board shall elect a new Officer by a majority vote of the Board. The person so elected shall fill the remainder of the term. Notice of an election to fill a vacancy of any Officer shall be disseminated to the membership within 60 days of the new Officer's election.

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## ARTICLE VII Board of Trustees

**Section 7.1** General Powers. The property and affairs of the Association shall be managed by its Board of Trustees. The Board shall have supervision, control, and direction of the affairs of the Association, its committees, and regions; shall determine its policies or changes therein; shall actively prosecute the objectives of the Association; and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable; and may (in the execution of the powers granted) delegate certain of its authority and responsibility to the President, or to others as it sees fit.

**Section 7.2** Performance of Duties. Trustees of the Association shall perform their duties as a Trustee, including their duties as a member of any committee of the Board upon which the Trustee may serve in good faith in a manner the Trustee reasonably believe to be in the best interests of the Association, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances.

**Section 7.3** Guest Trustee. The Chairperson shall appoint one Guest Trustee who shall have, as a qualification for office, a particular expertise or perspective identified by the Chairperson as valuable in setting the strategic direction of the Association or in determining policy. The Guest Trustee's term of office shall begin at the conclusion of the General Membership Assembly following the Guest Trustee's appointment and shall end at the conclusion of the General Membership Assembly one year hence, unless re-appointed by the incoming Chairperson.

**Section 7.4** Industry Trustee. The Industry Trustee is an elected position whose purpose is to assist the Board on issues that affect Industry Members and provide business expertise to the Board on

# ASSOCIATION BYLAWS

Amended July 21, 2023



policy-making decisions. The Industry Trustee's term of office shall begin at the conclusion of the General Membership Assembly at which the Industry Trustee's election takes place and shall end at the conclusion of the General Membership Assembly two years hence or when a successor is seated.

**Section 7.5** At-Large Trustees. The At-Large Trustee is an elected position whose purpose is to serve as a general representative of the association. The At-Large Trustees' terms of office shall begin at the conclusion of the General Membership Assembly at which the At-Large Trustee's election takes place and shall end at the conclusion of the General Membership Assembly two years hence or when a successor is seated.

**Section 7.6** Number of Board Members. The Board shall be composed of 14 voting members with at least one member from each region: eight At-Large Trustees, of which at least five shall be salaried employees of an Institutional Member; the Industry Trustee; the Guest Trustee; the Board's four officers: Immediate Past Chairperson, Chairperson, Chairperson-Elect, and Treasurer, of which at least two shall be salaried employees of an Institutional Member; and the President, who shall serve as a non-voting, ex-officio member.

**Section 7.7** Qualifications for Board of Trustees. The eight At-Large Trustees and four officers shall work full time on an Institutional Member's campus during the Trustee's or Officer's term of office. The Industry Trustee shall be employed by an Industry Member during the Industry Trustee's term of office. Should such employment end, the office shall be declared vacant.

**Section 7.8** Terms of Board Members. The terms of the Chairperson, Chairperson-Elect, and Immediate Past Chairperson will be one year with no consecutive term. The term of the Treasurer will be two years with the eligibility of one additional consecutive term. The term of the Guest Trustee will be one year with the eligibility of one additional consecutive term. The term of the Industry Trustee will be two years with no eligibility to serve a second consecutive term. The term of the At-Large Trustees will be two years with the eligibility of one additional consecutive term.

**Section 7.9** Meetings. The Board shall meet at least three times annually. Meetings shall take place at such times and places as the Board may determine. A majority of the Board in office shall constitute a quorum. Subject to the provisions of these Bylaws with respect to notice of meetings of the Board, members of the Board may participate in and hold additional meetings of the Board

# ASSOCIATION BYLAWS

Amended July 21, 2023



by means of conference telephone, video conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a Board member participates in such meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not properly called or convened.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all of the voting members of the Board. Such consent shall have the same force and effect as a unanimous vote of the members of the Board at a meeting of the Board.

The Chairperson, or any three of the four elected national officers, may call special meetings of the Board with not less than 15 days' notice setting forth the time and place for holding such meeting and delivered personally or sent by mail, facsimile or e-mail transmission to each Board member at the member's address as shown by the records of the Association. Special meetings also may be called by 1/3 of the current members of the Board in like manner and on like notice. Such notice of a special meeting of the Board shall specify the business to be transacted at, and the purpose of, such special meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile transmission, such notice shall be deemed to be delivered when transmitted. If notice is given by e-mail transmission, such notice shall be deemed to be delivered when transmitted.

The Chairperson, or in the absence or incapacity of the Chairperson, the Chairperson-Elect may call a special meeting on 24 hours' notice to address an emergency facing the Association where the delay occasioned by awaiting the notice otherwise required in this Section 7.9 could lead to harm to the organizational interests of the Association.

In the event of such emergency, notice shall be provided to each Board member by expeditious means as described above and shall set forth the nature of the emergency, the reason that delay in meeting could harm the organizational interests of the Association, and the business to be transacted at the meeting.

**Section 7.10** Waiver of Notice. Whenever any notice is required to be given to any Board member, under the provisions of a statute, a waiver in writing signed by all persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance by a Board member at any meeting of the Board for which the Board member did not receive the required notice will constitute a waiver of notice of such meeting unless the Board member objects at the beginning of the meeting of the transaction of business on the grounds that the meeting was not properly called or convened. The business to be transacted at

# ASSOCIATION BYLAWS

Amended July 21, 2023



any regular or special meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

**Section 7.11** Minutes. Minutes of all meetings of the Board shall be kept that include, at a minimum, the date and time of the meeting, a list of Board members attending, and the actions taken at such meeting.

**Section 7.12** Manner of Acting. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law or by these Bylaws.

**Section 7.13** Proxies. Proxies shall not be allowed or used by the members of the Board in fulfillment of their duties as Officer or Trustee. The Board of Trustees may permit proxy voting at special member meetings as it deems necessary.

**Section 7.14** Compensation. Board members shall not receive any compensation for their services as Board members. Notwithstanding, Board members may be reimbursed for reasonable expenses incurred in pursuing the interests of the Association according to policies approved by the Board. The Association shall not loan money or property to or guarantee the obligations of any Board member.

**Section 7.15** Vacancies. A vacancy in the office of any At-Large Trustee or an Industry Trustee shall be filled by appointment of the Board of Trustees for the remainder of the unexpired term. A vacancy in the office of the Guest Trustee shall be filled by appointment of the Chairperson for the remainder of the unexpired term. A Trustee who is appointed to fill an unexpired term of a vacant elected Board position shall not have the time served to fill that position count towards the Trustee's term limits as proscribed in these Bylaws. Notice of appointment to fill a vacancy of any Trustee shall be disseminated to the membership within 60 days after the new Trustee's appointment.

**Section 7.16** Resignation. A Board member may resign at any time by giving written notice to the Chairperson or to the Immediate Past Chairperson. The resignation of any Trustee shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice, and unless

# ASSOCIATION BYLAWS

Amended July 21, 2023



otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 7.17** Removal. The Board may remove a Board member for any reason by a vote of not less than two-thirds (2/3) of the Board members in office at the time of the vote. The membership of the Association may remove a Board member for any reason by a vote of not less than two-thirds (2/3) of those delegates voting.

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## ARTICLE VIII Prohibited Activities

**Section 8.1** Prohibited Activities. No part of the net earnings of NACUFS shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons; except NACUFS shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article I hereof.

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## ARTICLE IX Committees

**Section 9.1** Standing and Special Committees. The Chairperson, with advice of the President and the Board, shall appoint such committees as are necessary and which are not in conflict with other provisions of these Bylaws. The creation of committees and task forces, including any guidelines for committees and the responsibilities of committee chairpersons, shall be set forth in such policies as shall be approved by the Board. Appointments to committees should consider regional and other diversity. Standing committees, as defined in these Bylaws, shall include the Finance/Audit Committee, and the Nominations Committee. Committees and task forces will operate in accordance with the Association's policies.

**Section 9.2** Executive Committee. The Chairperson may establish an Executive Committee to advise themselves on matters of the association. The Executive Committee shall be composed of the Chairperson, Chairperson-Elect, Immediate Past Chairperson, Treasurer, and the President. The Chairperson shall be chair of the Executive Committee.

**Section 9.3** Finance/Audit Committee. The Finance/Audit Committee shall be composed of the Treasurer, Chairperson-Elect, and three Board members selected by the Chairperson. The Treasurer shall be chair of the Finance/Audit Committee. The committee shall present an annual

# ASSOCIATION BYLAWS

Amended July 21, 2023



budget for Board approval, recommend financial policies for Board adoption, and monitor the progress of the budget. The committee shall recommend an independent auditor for Board approval. The committee shall work with the independent auditor to conduct an audit and prepare an annual report with recommendations to the Board.

**Section 9.4** Nominating Committee. The Nominating Committee shall be composed of ten members: the Immediate Past Chairperson, the six Regional Ambassadors, and three members appointed by the Chairperson in consultation with the President, one of whom shall be an Industry Member. The Immediate Past Chairperson shall be chair of the Nominating Committee. The term of each committee member will be one year. There will be no term limits except those applicable to the office held by a committee member.

The Nominating Committee shall present a slate of one candidate for each Officer and Board member position to be elected to the Board of Trustees in a manner and time established by the Board.

In preparing the slate, the Nominating Committee shall consider such factors as identified by the Board and remain consistent with NACUFS' strategic plan, in order to present a competent and appropriately diverse list of qualified candidates. The Board of Trustees may approve or make substitutions to the slate of candidates provided such candidates meet the established criteria for selection.

The slate shall be sent to voting delegates 60 days prior to the General Membership Assembly. The members may then submit additional nominations to be considered for the slate. Nominations shall be submitted to the Nominating Committee at least 45 days prior to the General Membership Assembly. The Nominating Committee shall consider any nominations submitted by the members based upon the same criteria as is used for consideration for the Nominating Committee's original slate. The Nominating Committee shall present no more than two (2) candidates for the office of Chairperson-Elect, Industry Trustee, or Treasurer, and no more than two (2) times the number of open positions to be filled for the office of At-Large Trustee on the final slate. The Nominating Committee shall submit the final slate to the Board of Trustees at least 30 days prior to the General Membership Assembly. The final slate shall then be provided to the membership at least 20 days prior to the General Membership Assembly.

At the General Membership Assembly, the members shall cast no more than one (1) vote for the offices of Chairperson-Elect, Industry Trustee, and Treasurer and no more than the number of votes for At-Large Trustee as there are positions to be filled.

# ASSOCIATION BYLAWS

Amended July 21, 2023



## ARTICLE X

### Miscellaneous Provisions

**Section 10.1** Fiscal Year. The fiscal year of the Association shall begin on January 1 and end on December 31.

**Section 10.2** Nondiscrimination. The officers, trustees, committee members, employees, and persons served by this Association shall be selected and served on a nondiscriminatory basis with respect to age, sex, race, religion, national origin; other classifications set forth in federal, state or local law; and with respect to sexual orientation or gender identity.

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## ARTICLE XI

### Dissolution

**Section 11.1** Dissolution. No part of net income, revenue, and grants of the Association shall inure to the benefit of any member, Officer or any individual except that reasonable compensation may be paid for services rendered. No members, Officer, or individual shall be entitled to share in the distribution of any part of the assets of the Association on its dissolution or liquidation. In the event of such dissolution or liquidation, the assets of the Association, after payments of debts and obligations, shall be transferred to an organization with federal tax exemptions for charitable and educational purposes similar to those of this Association. Which exempt organization receives the remaining assets shall be designated by the Board of Trustees.

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## ARTICLE XII

### Amendments

**Section 12.1** A proposal to alter, amend, or repeal these Bylaws shall be approved by members of the Board at a meeting. Members of the Board shall receive notice of any proposed amendment not less than 30 days prior to the meeting at which voting on the amendment shall take place. The membership shall be informed of any Bylaw change adopted by the Board within 60 days after adoption.

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## ARTICLE XIII

### Dues

**Section 13.1** Dues. Members shall pay annual dues in an amount and through a process as determined by the Board.

# ASSOCIATION BYLAWS

Amended July 21, 2023



**Section 13.2** Membership Year. The membership year shall begin January 1 and end on December 31.

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## ARTICLE XIV Elections and Voting

**Section 14.1** Election of Officers and Trustees. Officers and Trustees, with the exception of the Guest Trustee, will be elected at the General Membership Assembly or Special Member Meetings.

**Section 14.2** Voting Delegate. A single delegate shall be appointed by each Institutional Member to represent the member in voting.

**Section 14.3** Majority Vote. Unless otherwise specified in these Bylaws, a majority vote of those delegates voting shall be the act of the membership on all issues properly brought before the General Membership Assembly, or at a Special Member Meeting.

**Section 14.4** Quorum. A quorum for the transaction of business at a General Membership Assembly meeting of the association shall consist of all voting delegates present at the meeting. A minimum of five percent of Institutional Members is required for a quorum for a Special Member Meeting.