

AEMP BYLAWS

As of July 2018

ARTICLE I. ORGANIZATION

SECTION ONE. Name. The name of this corporation shall be Association of Equipment Management Professionals, a nonprofit corporation incorporated in the State of Colorado.

SECTION TWO. Offices. Offices of the association shall be located in the State of Colorado and/or in such places as may be determined by the Board of Directors.

ARTICLE II. PURPOSE

SECTION ONE. The Purpose of the association shall be:

- A. To help improve the level of continuing education of personnel concerned with the management and maintenance of equipment.
- B. To serve the heavy equipment user industries by establishing good working relationships with any and all groups affecting the design and improvement of design of heavy equipment.
- C. To facilitate the exchange of technical information in heavy equipment management and maintenance.
- D. To aid in the improvement of equipment, its management and its maintenance management.

ARTICLE III. MEMBERSHIP

SECTION ONE. Voting Members. Voting membership is available to any organization or individual who selects, manages, or maintains the operation of heavy equipment as described in Article II or its components, regardless of the type of vehicle or the operation in which the equipment or components are engaged.

A. Organizational members.

1. **Eligibility.** Any organization that subscribes to the purposes of AEMP may become a member of AEMP subject to compliance with the provisions of the Bylaws as from time to time amended. An organization can be registered as both a voting and non-voting (associate) member based upon the position/job title of the individual members registering.
2. **Voting.** Each organization, which is a member of AEMP, shall be entitled to one vote in matters requiring votes under the Bylaws. In any matter requiring a vote, each organization shall choose one representative to exercise the voting right of the organizational member. The name of the representative so chosen must be supplied to AEMP before the time the vote is taken. The organization may change the representative chosen to exercise its voting right without advance approval, but AEMP must be notified of the change in advance of the time the vote is taken. During the period in which the representative so chosen is exercising the voting right of the organizational member, they shall not be entitled to be an individual member of AEMP as defined in these Bylaws.
3. **Offices.** Each organization, which is a member of AEMP, may select one official representative to hold such elective and appointive offices as are provided for under the Bylaws and for which such organization is eligible. The representative chosen to exercise the voting right of the organization and the representative chosen to hold elective or appointive office shall be the same person. During the period in which the representative so chosen holds office, they shall not be entitled to be an individual member of AEMP as defined in these Bylaws.

B. Individual Members

1. **Eligibility.** Any individual who subscribes to the purposes of AEMP may become a member of AEMP subject to compliance with the provisions of the Bylaws.
2. **Voting.** Each individual member of AEMP shall be entitled to one vote in matters requiring a vote under the Bylaws. Each individual member of AEMP shall be entitled to hold such elective and appointive offices as are provided for under the Bylaws and for which such individual member is entitled.

C. Retired Members.

1. **Eligibility.** Any current member of AEMP who qualifies for retired membership as set forth herein shall qualify for retired member status.
 - a. Retired membership is available to all to members who have retired from the equipment maintenance management profession.
 - b. **Voting.** Each retired member of AEMP shall be entitled to one vote in matters requiring a vote under the Bylaws. Each retired member of AEMP shall be entitled to hold such appointive offices as are provided for under the Bylaws and for which such individual member is entitled.

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SECTION TWO. Non-Voting Members

- A. Associate Membership. Associate membership is available to any individual or organization which has as its primary responsibility the design, manufacture, or sale of product or services associated with heavy equipment and is available to any organization or individual who represents other councils, conferences, institutions, associations, trade presses, schools and educators, and consultants whose activities are related to the purposes and objectives of AEMP.
- B. Student Membership. Any individual who is a full-time student at any college, university, or trade school, and who subscribes to the purposes of AEMP may become an associate of AEMP subject to compliance with the provisions of the Bylaws.
- C. Life and Honorary Membership. Life and Honorary membership may be conferred upon members of the association at such times and under such terms as the Board of Directors shall determine.

SECTION THREE. Removal.

Members of any classification may be removed from membership by a two-thirds vote of the Board of Directors present at any meeting. For any cause other than nonpayment of dues, a vote for removal shall occur only after the member complained against has been advised of the complaint so lodged and has been given reasonable opportunity for defense: and such member, if removed, may appeal to the annual business meeting of the association, providing that intent to appeal is provided to the Chairman and CEO at least thirty (30) days in advance of the meeting.

SECTION FOUR. Resignation. Any member may resign in writing to the Chairman and CEO, but such resignation shall not relieve the member so resigning of the obligations to pay charges theretofore accrued and unpaid.

ARTICLE IV. DUES

SECTION ONE. Establishment of Dues. Dues for all classifications of membership shall be set and approved annually by the Board of Directors in an amount to be determined by the Board of Directors. Increases may occur annually and shall be tied to an automatic cost of living adjustment not to exceed 3% annually. The amount of the annual cost of living adjustment shall be based on the Consumer Price Index- All Urban Consumers calculated by the United States Government for the calendar year ending twelve (12) months prior to implementation of the new dues investment, rounded to the nearest dollar.

SECTION TWO. Assessments

The Board of Directors may from time to time assess each organizational and individual member in an amount to be determined by the Board of Directors when in the Board of Directors discretion such assessment is necessary to the operation of AEMP.

SECTION THREE. Payment of Dues. Unless otherwise decided by the Board of Directors, dues are assessed on an anniversary basis in advance and are due and payable in a lump sum on the anniversary of the original join date each year.

SECTION FOUR. Non-payment of Dues. Non-payment of dues by a date determined by the Board of Directors shall result in expulsion of the member.

- A. Interest Termination. Loss of membership by death or otherwise shall terminate the member's interest in the assets of AEMP.
- B. Good Standing. Only members of AEMP in good standing shall be entitled to serve in any of its elective or appointed positions as provided for in these Bylaws and for which the members are eligible.

ARTICLE V. OFFICERS

SECTION ONE. Elected Officers. The elected officers of AEMP shall be the Chairman of the Board, the Chairman Elect, Secretary-Treasurer, the Immediate Past Chairman.

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SECTION TWO. Qualifications. Only voting members of the association in good standing shall be eligible for nomination and election to elective officer positions, subject to the following conditions:

- A. Chairman of the Board. Shall be serving as Chairman Elect at the time of their nomination and until election or appointment to the Chairmanship.
- B. Chairman-Elect. Shall be serving as Secretary Treasurer at the time of their nomination or appointment to the office of Chairman-Elect.
- C. No Chief Executive Officer, present or past, shall be eligible for election to any office, regardless of membership status.

SECTION THREE. Nomination and Election of Officers.

In accordance with the procedure specified in Article X, Section Two, the Nominating Committee shall prepare and submit to the members a nomination for Secretary-Treasurer. Any person nominated shall have given prior consent to nomination and election as an officer.

SECTION FOUR. Term of Office. Each elected officer shall take office immediately upon installation and shall serve for a term of one (1) year or until a successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

SECTION FIVE. Reelection. No elected officer who has served one voting term shall be eligible for reelection to the same office, until at least one year has lapsed.

SECTION SIX. Vacancies-Removal. Vacancies in any elected office may be filled for the balance of the term thereof by the Board of Directors upon recommendation of the Nominating Committee. The Board of Directors, by two-thirds vote of all of its members, may remove any officer for cause.

ARTICLE VI. DUTIES OF OFFICERS

SECTION ONE. Chairman of the Board. The Chair shall be the chief elected officer of the association and serve as Chairman of the Board of Directors and the Executive Committee.

- A. Duties. The Chair shall also serve as an ex-officio member of all standing committees except the nominations committee, where they shall be eligible to serve as a voting member, and shall make all required appointments of standing committees, special committees, task forces, and trustees. During their term of office, the chair shall represent AEMP wherever required and shall serve as liaison with other professional organizations. The chair is responsible for the overall conduct of AEMP activities and such other responsibilities as are designated by the Board of Directors. The chair shall be a voting member of AEMP as provided in Article III. In all matter coming before the Board, the Chair shall vote only in the event of a tie.

SECTION TWO. Chairman Elect. The Chairman Elect shall succeed to the Chairmanship. The Chairman Elect shall assist the Chairman in all matters for which the Chairman is responsible. In the event the Chairman is unable to perform their duties, the Chairman Elect shall act as Chairman. They shall perform other duties as designated by the Chairman and/or Board of Directors. In the event of a vacancy in the office of Chairman by death, resignation, or otherwise, the Chairman Elect shall serve as Chairman until such time as a successor Chairman is chosen in accordance with the Bylaws. The Chairman Elect shall be a voting member of AEMP. The Chairman Elect shall automatically move to Chairman at the conclusion of the then-current chairman's term of one year.

SECTION THREE. Secretary-Treasurer. The Secretary-Treasurer shall oversee the association's funds and records, and further, shall report on the financial condition of the association at all meetings of the Board of Directors and at other times as called upon by the Chairman. The position shall oversee the proper recording or proceedings of meetings of the association and the Board of Directors and shall ensure that accurate records are kept of all members. The Secretary Treasurer shall be the chairman of the Budget & Finance Committee and the Policy & Review Committee. The Secretary Treasurer shall automatically move to Chairman Elect at the conclusion of the then-current chairman Elect's

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term of one year.

SECTION FOUR. Immediate Past Chairman. The Immediate Past Chairman of AEMP shall assist the Chairman in carrying out their duties, shall provide continuity to the leadership of the Council's activities, shall be Chairman of the Nominating Committee, and shall perform other duties as designated by the Chairman and/or Board.

ARTICLE VII. BOARD OF DIRECTORS

SECTION ONE. Authority and Responsibility. The governing body of this association shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the association, its committees and publications; shall determine its policies or changes therein; shall actively pursue the association's goals and objectives; establish financial policies of the association and be accountable for its assets, and shall be responsible for interpreting these bylaws. 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 its authority and responsibility to the Executive Committee.

SECTION TWO. Composition. The Board of Directors shall consist of the officers of the association as defined in Article V. Elected members, as defined in Section Eight of this article shall consist of no more than Eight Directors at Large, a Director of Associates, a Director of Strategic Partners, and the Chief Executive Officer. Each member of the Board of Directors shall have one vote in all Board of Director matters requiring a vote except the CEO, who shall serve ex officio.

SECTION THREE. Meetings and Quorums.

- A. Times. The Board of Directors shall conduct regular meetings at least two times per year and may conduct special meetings from time to time as deemed necessary by the Executive Committee, provided, however, that at least one regular meeting of the Board of Directors shall be held in conjunction with the Annual Meeting.
- B. Notice. Notice of the time and place of holding either regular or special meetings of the Board of Directors may be written, electronic, or oral and shall be communicated to each member of the Board of Directors at least thirty days previous thereto.

SECTION FOUR. Voting and Proxies. Except as otherwise provided in the Bylaws, all voting by the Board of Directors shall be by majority vote and may be by those present at the time the vote is taken, or may be orally or by telephonic or other means of electronic communication. Voting rights of a Director shall not be delegated to another nor exercised by proxy.

SECTION FIVE. Absence: Any elected officer who shall have been absent from two consecutive regular meetings during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy may be filled as provided in these bylaws; however, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such an absence by affirmative vote of a majority of its members.

SECTION SIX. Vacancies and Removal. Any vacancy occurring on the Board of Directors between annual meetings shall be filled by the Board of Directors upon the recommendations of the nominating committee or the Chairman of the Board. A director so elected to fill a vacancy shall serve the unexpired term. The Board of Directors may remove a Director for cause by an affirmative vote of the Board present at any regular or special meeting.

SECTION SEVEN. Compensation. Directors, either elected or appointed, and elected officers shall not receive any compensation for their services.

SECTION EIGHT. Term of Office and Manner of Election.

- A. Officers. Officers of the Board of Directors shall serve as defined in Article V of these Bylaws.
- B. Directors at Large. The term of office of each Director at Large shall be two years.

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- C. Appointed Directors. The Board of Directors, upon taking office, by majority vote may appoint additional Directors. An appointed Director shall serve a term of one year and may be reappointed within the discretion of the Board of Directors.
- D. Director of Associates. The voting membership of AEMP shall be entitled to select one representative AEMP associate member to the Board of directors in accordance with the provision of Article X Section Two K(2). A Director of Associates shall serve a term of one year but shall serve until their successor is chosen. Student, educator, trade presses, life or honorary members are not eligible to serve in this role. Nominations of Director of Associates can be made by associate members or by an individual who may nominate themselves.
 - 1) The Board of Directors may from time to time appoint additional associate directors as needed to address critical issues.
- E. Director of Strategic Partners. The eligible voting members of AEMP shall be entitled to select one representative AEMP Strategic Partner member to the Board of Directors in accordance with the provision of Article X. A Director of Strategic Partners shall serve a term of one year but shall serve until their successor is chosen. Nominations of Director of Associates can be made by associate members or by an individual who may nominate themselves.
- F. Legal Counsel/Parliamentarian. The Board of Directors, upon taking office, may appoint by majority vote a Legal Counsel or Parliamentarian who shall be an ex officio member of the Board of Directors.

SECTION NINE. Directors at Large

Directors at Large shall be selected based on the identified critical issues being addressed by the board.

- A. Representation. Directors at large shall be entitled to one vote in any matters coming before the board.

ARTICLE VIII. EXECUTIVE COMMITTEE

SECTION ONE. Authority and Responsibility. The Executive committee may act in place and stead of the Board of Directors between Board meetings on all matters except those specifically reserved for the Board of Directors.

SECTION TWO. Composition and Election. The Executive Committee shall consist of the officers of AEMP as defined in Article V, Section One of these bylaws, and the CEO, who shall serve without vote.

SECTION THREE. Quorum-Call of Meetings. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The Chairman shall call such meetings of the Executive Committee as the business of the association may require, or a meeting shall be called by the Chairman and CEO on request of three (3) members of the Executive Committee.

ARTICLE IX. MEETINGS OF THE MEMBERS

SECTION ONE. Annual Meeting. An annual conference of AEMP shall be held each year. Written notice of the time and place of holding the annual conference shall be sent to each member of AEMP at least sixty (60) days previous thereto.

SECTION TWO. Special Meetings.

- A. Board of Director Initiated. Special meetings of the members of AEMP may be called for any purpose by the Board of Directors at any time on its own initiative upon a majority vote of the members of the Board of Directors present at the time the vote is taken. Notice of special meetings under this sub-section may be written, electronic or oral and shall be communicated to each member of AEMP at least thirty (30) days prior thereto.
- B. AEMP Member Initiated. Special meetings of the members of AEMP shall be called by the Board of Directors upon the request of two percent of the current members in good standing of AEMP made in writing to the Board of Directors specifying the purpose. Notice of the special meeting under this sub-section shall be done in the same manner as for the annual conference; provided, however, that the purpose of the special meeting under this sub-section shall be specified in the notice. At any special meeting only such business as is specified in the notice shall be conducted.

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ARTICLE X. COMMITTEES

SECTION ONE. Creation. The standing committees shall include Nominating, Executive, and Budget & Finance, and there may be such other standing committees, councils and tasks forces, as are deemed necessary from time to time by the Board of Directors.

SECTION TWO. Nominating Committee. The Board of Directors shall appoint a Nominating Committee to proceed with nominations for and to facilitate Board elections and Board orientations. This committee may also be referred to as the “Leadership Development Committee” in these bylaws and other AEMP documents. The Nominating Committee shall have such responsibilities and powers as the Board of Directors shall specify from time to time.

- A. **Composition.** The nominating committee shall consist of the Immediate Past Chairman, who shall serve as chairman of the committee, the currently seated Chairman of the Board, Chairman Elect, and secretary treasurer. Additional committee members may be selected from membership, heavy equipment industry, or the association industry to provide expertise and guidance to the committee but shall have no vote. The committee shall consist of no fewer than four (4) nor no more than six (6) voting members. No more than two past Chairmen who are currently members in good standing shall be appointed to the committee. At least one member of the Nominating Committee shall be reappointed to the following year’s committee to ensure continuity. No one actively serving on the Board of Directors as a Director at Large shall be on the Nominating Committee; provided, however, that the Immediate Past Chairman shall serve as Chairman of the Nominating Committee but shall not vote except in the case of a tie vote among the members of the Nominating Committee. In the event of a tie vote, the Chairman shall cast their vote. The CEO shall serve on the Nominating Committee as an ex officio member but shall not have the right to vote.
- B. **Duties.** The nominating committee shall annually identify, interview, and vet potential candidates for the elected offices described in this Article. A written process shall be provided in the Board of Director’s *Policies and Procedures*.
- C. **Nominations.** In accordance with deadlines set forth in the Board’s *Policies and Procedures*, the CEO and chairman of the nominating committee shall annually issue a call for nominations to the voting members of AEMP. Any member in good standing may nominate any member in good standing for the elected positions described in this Article.
- D. **Nominees.** All nominees must be members in good standing. All nominees will be required to complete a nomination form as defined in the board’s *Policies and Procedures* to be considered for a position on the board.
- E. **Selection of a Slate of Nominees.** It shall be the responsibility of the Nominating Committee to conduct a review of all nominated candidates and present a slate of officers and directors to the voting members.
- F. **Balloting Procedures.** In accordance with the timelines set forth by board *Policies and Procedures*, balloting may be conducted electronically.
 1. The Nominating Committee shall supervise the CEO in the counting and validation of all ballots.
 2. Challenges concerning the nomination and/or election procedure for officers shall be directed to the Chairman of the Nominating Committee who shall be the final arbiter of such challenges.
 3. The CEO or the Chairman of the Nominating Committee shall announce the winners of the election.

SECTION THREE. Budget and Finance Committee.

The Budget and Finance Committee shall consist of the Secretary-Treasurer as Chairman, the Immediate Past Chairman, one Director at Large, and the CEO as ex-officio with no vote and one certified public accountant in an advisory capacity. The Budget and Finance Committee shall oversee the association’s funds and records; the collection of members’ dues and/or assignments; the establishment of proper accounting procedures for handling the association’s funds; the performance of an annual audit, and the preparation of the annual budget.

SECTION FOUR. Creation and Dissolution of Committees. The Chairman shall monitor actions of committees, councils, and tasks forces of the association and shall recommend to the Board of Directors on a regular basis the creation, dissolution, and consolidation of these bodies.

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ARTICLE XI. CHIEF EXECUTIVE OFFICER

SECTION ONE. Appointment. The board shall engage the services of an individual or company to fulfill the chief executive function. The individual or a designated employee of the company shall have the title of Chief Executive Officer, heretofore referred to in these bylaws as CEO, of the Association of Equipment Management Professionals. Terms and conditions of the contract for services shall be specified by the Board. The Executive Committee is delegated the authority to determine the ongoing compensation and other financial arrangements of the chief executive function.

SECTION TWO. Authority and Responsibility. The CEO shall manage and direct all activities of the association, subject to the policies of the Board of Directors and through the office of Chairman. The CEO shall employ and/or contract staff as necessary to carry out the work of the association. The CEO shall serve without vote as an ex-officio member of the Executive Committee and Board of Directors.

ARTICLE XII. FINANCE

SECTION ONE. Fiscal Period. The fiscal period of the association shall be prescribed by the Budget and Finance Committee with the approval of the Board of Directors.

SECTION TWO. Insurance. Directors & Officers Liability Insurance shall be furnished for the Board of Directors, or others as the Board may direct.

SECTION THREE. Budget. With the recommendations of the Budget and Finance Committee, the Board shall adopt an annual operating budget covering all activities of the Association. Within 120 days following the completion of the annual audit, the Secretary-Treasurer shall furnish the membership with the financial report for the fiscal year just concluded.

ARTICLE XIII. DISSOLUTION

SECTION ONE. The association shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure or be distributed to the members of AEMP. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XIV. RULES OF ORDER

SECTION ONE. The rules contained in the current edition of *Robert's Rules of Order* shall govern the conduct of meetings of the association in all cause to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules the association may adopt.

ARTICLE XV. AMENDMENTS

SECTION ONE. Proposing. Amendments to or a repeal of the Bylaws proposed by the Board of Directors on its own initiative or upon petition by 3% of the Voting Members. The Board of Directors shall present such proposals to the Members with or without endorsement.

SECTION TWO. Approval. Amendments to or a repeal of the Bylaws as pertains to member rights shall be approved by a majority of the voting members present at any Annual Business Meeting or Special Meeting of AEMP, duly called, provided written notice of any proposed change have been sent to the Voting Members thirty (30) days before such meeting; or by majority vote of the Voting Members voting by a 30-day electronic ballot.

SECTION THREE. Authority of the Board of Directors. Article I, Organization, Article II, Purpose, Article III, Membership, and Article XI, Section Two, Nominations Committee require membership vote as prescribed in Article XV, Section Two. All other amendments to the Bylaws may be made by the Board of Directors.

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