



## **Bylaws**

### **ARTICLE I – NAME AND LOCATION**

Section 1. This organization shall be known as the Society of Consumer Affairs Professionals in Business (SOCAP).

Section 2. The principal office of SOCAP shall be in any location as may be determined by the Board of Directors.

Section 3. Regional SOCAP Communities/ Communities shall be established in such localities and under such conditions as may be determined by the Board of Directors of SOCAP.

### **ARTICLE II – PURPOSE**

Section 1. Purposes for which SOCAP is formed are stated in the Articles of Incorporation.

### **ARTICLE III – MEMBERSHIP**

Section 1. There shall be six classifications of membership in SOCAP: Brand Individual Members, Corporate Brand Members, Business Partners Corporate Members, Associate Members, Alumni Members and Student Members. The SOCAP Board of Directors shall determine the requirements and make-up of each membership classification.

Section 2. Individual and Associate members may vote and hold office in SOCAP. In addition, all corporate members through their designated membership representatives may also vote and hold office in SOCAP. Any reference to “voting members” unless specifically identified otherwise, refers to Individual, Corporate, and Associate Members through their designated membership.

Section 3. The SOCAP Board of Directors may establish or eliminate classifications of and conditions for membership consistent with these Bylaws.

Section 4. All applicants for SOCAP membership shall complete an application form provided by SOCAP. Such application shall include an agreement by the applicant to support the purpose and objectives of SOCAP. Membership acceptance shall be by the SOCAP Board of Directors or its designee.

Section 5. Any member may be removed from membership by two-thirds of the vote of all the members of the SOCAP Board of Directors. For any cause other than non-payment of dues, removal shall occur only after the member has been advised of the reason and has been given a reasonable opportunity to explain to SOCAP Board within 30 days.

Section 6. Members of any classification may resign by filing a written resignation with the President of SOCAP, but such resignation shall not relieve the resigning member of the obligation to pay any dues or charges accrued or unpaid.



#### **ARTICLE IV – DUES AND FEES**

Section 1. Dues and fees for all classifications of SOCAP membership shall be established by the SOCAP Board of Directors. Each Community may establish and collect separate fees for specific Community services as outlined in the Community Affiliation Agreements.

Section 2. Any member, of any SOCAP classification, delinquent in dues shall be notified of such delinquency and may be suspended. If payment of dues is not made within the next succeeding thirty (30) days from the date dues are payable, the delinquent member shall be removed from membership, unless such removal is waived by action of the SOCAP Board of Directors.

Section 3. Unless authorized by the SOCAP Board of Directors, no dues shall be refunded to any member whose membership terminates for any reason.

#### **ARTICLE V – COMMUNITIES**

Section 1. All SOCAP Communities must be chartered by the SOCAP Board of Directors and established and approved in accordance with these Bylaws. All SOCAP Communities are subject to the provisions contained in the SOCAP Articles of Incorporation and these Bylaws.

Section 2. Communities shall operate as branches under SOCAP International and not as separate legal entities. Communities shall operate under the conditions established by the Community Affiliation Agreement and the SOCAP Board of Directors. All Community Officers must be SOCAP members in good standing.

Section 3. The fiscal year of a Community shall be the same as the SOCAP fiscal year, and each Community shall provide the SOCAP Board Treasurer with an annual accounting of finances in such form and at such time as may be determined by the SOCAP Board of Directors, and as outlined in the Community Affiliation Agreement. All Community funds shall be used to accomplish the purpose and objectives stated in these Bylaws.

Section 4. A Community may be dissolved by the resolution of the SOCAP Board of Directors at its discretion. A Community may also petition the SOCAP Board of Directors for dissolution. Whenever the SOCAP Board of Directors' decision to dissolve a Community is appealed by that Community, the SOCAP Board of Directors shall conduct a special hearing to reconsider its decision in such manner and location as determined by the Board at that time. Following such hearing, any subsequent vote to dissolve the Community requires a 2/3 vote of the SOCAP Board of Directors. All Communities shall be dissolved automatically in the event of the dissolution of SOCAP.

#### **ARTICLE VI – MEETINGS AND VOTES**

Section 1. The Business Meetings of SOCAP shall be held at such places and on such dates as determined by the Board of Directors but shall be held at least once each calendar year.



Section 2. Special Meetings of SOCAP may be called by the Board of Directors at any time or shall be called by the Chair upon receipt of a written request by ten percent (10%) of the voting members. Such meeting shall be held within sixty (60) days after the filing of such request with the Secretary. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3. Written notice of any meetings of SOCAP shall be emailed to the last known email address of each voting member at least thirty (30) days prior to the date of the meeting.

Section 4. At any Business or Special Meetings of members, decisions are determined by the voting percentage of current members in attendance.

Section 5. At all meetings of SOCAP, each voting member shall have one (1) vote and may take part and vote in person only. Unless otherwise specifically provided by these Bylaws, a majority of those members present shall govern. The vote of a majority of the members present at any meeting shall be the acts of the members except as a larger vote may be required by law, by these Bylaws, or by the Articles of Incorporation.

Section 6. Proposals to be offered to the members for an email vote, except election ballots, shall first be approved by the SOCAP Board of Directors, unless the proposal is endorsed by ten percent (10%) of the voting members, in which case Board approval shall not be necessary. On any email vote, no less than fifty percent (50%) of all voting members must cast a ballot to constitute a valid action, and a majority of those voting shall determine the action unless otherwise required by law, by these Bylaws, or by the Articles of Incorporation.

Section 7. Upon 2/3 vote of approval by the Board of Directors, the SOCAP Annual Meeting may be cancelled. In the event of cancellation of the Annual Meeting, at which Officers and Directors are to be elected, the Secretary shall notify the members of the alternate election dates and process and provide the written report of the Nominating Committee within 30 days of the original meeting date. An electronic ballot will be provided to members to elect Officers and Directors, and the Secretary shall certify their election.

Section 8. The meetings and proceedings of SOCAP shall be regulated and controlled according to the Bylaws.

## **ARTICLE VII – OFFICERS**

Section 1. The elected Officers of SOCAP shall be a Chair, a Chair-Elect, a Secretary, a Treasurer, and an Immediate Past Chair all to be elected by the members at the SOCAP Annual Meeting. The Executive Director shall serve as an Officer of SOCAP ex-officio and as Member of the Board of Directors and Executive Committee without voting privileges.

Section 2. Each elected Officer shall take office on January 1 immediately following the Annual Meeting at which he/she is elected.



Section 3. No elected Officer shall be re-elected to the same office after serving one full term, unless approved by 2/3 vote of the Board. No Officer having served two consecutive terms shall be eligible for re-election to the same office, unless approved by 2/3 vote of the Board of Directors.

Section 4. Any vacancy for an officer position must be filled by the Executive Committee of the Board of Directors. The candidate must be confirmed by 2/3 vote of the Board of Directors. In the event that the Chair's position becomes vacant, the Chair-Elect shall assume the office of Chair for the remainder of the term without affecting their upcoming service term.

Section 5. The Board of Directors, in its discretion and by 2/3 vote of Board Members, may remove any Officer from office.

### **ARTICLE VIII – DUTIES AND OFFICERS**

Section 1. The Chair shall serve as Chair of both the Board of Directors and Executive Committee. The Chair shall also serve as a member, ex-officio, with right to vote on all committees except the Nominating Committee and make all required appointments to standing and special committees with the majority approval of the Board of Directors.

The Chair shall communicate to the members of all classifications in such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of SOCAP. The Chair shall perform whatever duties deemed necessary to carry out the affairs of the Office of Chair or as may be prescribed by the Board of Directors.

Section 2. The Chair-Elect performs the duties of the Chair whenever the Chair is unable to do so. The Chair-Elect is a member of the Board of Directors. The Chair-Elect shall perform such duties as from time to time may be prescribed by the Board of Directors.

Section 3. There shall be a Secretary who shall be responsible for the proper recording of proceedings of the Board of Directors meetings; shall notify Officers and Directors of their election; shall in general perform all duties incident to the Office of Secretary; and shall perform such other duties as may be assigned by the Chair or by resolution duly adopted at any meetings of the Board.

Section 4. The Treasurer shall be responsible for establishing accounting procedures for the handling of SOCAP funds. The disbursement and transfer of such funds shall be made only under such terms and conditions as may be established by the Board. The Treasurer shall report periodically to the Board of Directors on SOCAP's financial affairs and shall make a financial report to the membership at the Annual Meeting. The Treasurer shall perform all duties incidental to the Office of Treasurer and such other duties as may be assigned by the Chair or by resolution of the Board. At the end of each fiscal year, the Treasurer shall prepare an annual financial report.

Section 5. The Immediate Past Chair is the most recent Chair of the SOCAP Board of Directors. The Immediate Past Chair shall serve as an advisor to the Board of Directors and provide continuity and support the Chair in leadership development.



Section 6. The Board of Directors may employ an Executive Director or President whose terms and conditions of employment shall be specified by the Board. This individual shall be responsible for all management functions. He or She shall manage and direct all activities of SOCAP as prescribed by the Board of Directors and shall be responsible to the Chair. The Executive Director/President may employ and terminate the employment of members of the staff necessary to carry on the work of SOCAP and fix their compensation within the approved budget. The Executive Director/President shall define the duties of the staff, supervise their performance, establish their titles, and designate their responsibilities.

## **ARTICLE IX – BOARD OF DIRECTORS**

Section 1. The governing body of SOCAP shall be the Board of Directors. The Board of Directors shall have supervision and control of the affairs of SOCAP, its committees and publications. The Board of Directors shall determine policies and supervise the disbursement of SOCAP funds. The Board of Directors shall adopt such rules and regulations for the conduct of its business as deemed advisable and may delegate certain of its authority to the Executive Committee. All members of the Board of Directors must be current members of SOCAP.

Section 2. The Board of Directors shall consist of the Chair, the Chair-Elect, the Secretary, the Treasurer, the Immediate Past Chair, the Executive Director/President (ex-officio) and not less than seven (7) but not more than eleven (11) members of SOCAP. If for any reason the Immediate Past Chair is unable to fill his/her term of office, the Chair shall appoint the next most Immediate Past Chair who is able to perform the duties of an acting member of the Board.

No more than three (3) members of the Board of Directors shall be vendors, suppliers, or consultants, and no more than two (2) members of the Board of Directors shall be employed in government or education. The determination of vendor, supplier, consultant, government, or education status shall be made by the SOCAP Nominating Committee. Neither vendors, suppliers, or consultants nor those employed in government or education may assume the position of Chair-Elect or Chair.

Members of the Board of Directors who are duly elected/appointed to the Board of Directors shall be eligible to serve in their elected/appointed term of office regardless of job loss, change, or retirement, subject to the approval of the Board of Directors. However, a Director or an Officer whose job change results in moving from a Brand member to vendor, supplier or consultant role will end their service on the Board or Officer position at the end of the SOCAP fiscal year unless they fill one of the three (3) vendor, supplier or consultant positions should they become available.

Section 3. Each elected Director shall take office on January 1 immediately following the Annual Meeting at which he/she is elected and shall serve for a term of three (3) years or until a successor is duly elected and assumes office.

Section 4. One (1) member of the Board of Directors who has served a full three-year term shall be eligible for reelection as a Director. No Director having served two three-year terms consecutively having no nomination for SOCAP office may return to the Board until at least one year's absence from the Board in any capacity has elapsed.



Section 5. In any meeting of the Board of Directors, no less than 60% of the members of the Board of Directors shall constitute a quorum for the transaction of the business of SOCAP. Any such business thus transacted shall be valid if passed by a majority vote.

Section 6. A regular meeting of the Board of Directors shall be held not less than three (3) times during each calendar year at such time and place as the Board of Directors may prescribe. Notice of all such meetings shall be given to the members of the Board of Directors not less than thirty days before the meeting is held. Special meetings of the Board of Directors may be called by the Chair at the request of any four (4) members of the Board of Directors by notice delivered to each member of the Board of Directors not less than ninety-six (96) hours before the meeting is held. The Board of Directors, by unanimous consent, may waive notice requirements of any meeting of the Board of Directors.

Section 7. Voting rights of a Director shall not be delegated to another or exercised by proxy.

Section 8. Action taken by electronic ballot of the members of the Board of Directors, in which at least 75% of such Directors, in writing, declare themselves to agree, shall constitute a valid action of the Board and shall be reported at the next regular meeting of such Board.

Section 9. Any elected Officer or Director absent from three (3) consecutive meetings of the Board of Directors shall automatically vacate that seat on the Board of Directors effectively with receipt of written notification from the SOCAP Chair. The vacancy shall be filled as provided by these Bylaws.

Section 10. Any vacancy occurring on the SOCAP Board of Directors shall be filled by a Chair and confirmed by the SOCAP Board of Directors, using as a primary source the most recent list of potential candidates developed by the Nominating Committee. A Director elected to fill a vacancy shall serve the unexpired term of the predecessor and may, upon completion of said term, be nominated for election to a full three-year term.

Section 11. Directors and elected Officers shall not receive any compensation for performing the duties of their office.

Section 12. The Board may appoint a Special Advisor as a member of the Board of Directors with the approval of 2/3 of all members of the Board. The Special Advisor shall take office for a period of one year from approval. The Board may decide to reappoint the Special Advisor for an additional one-year term. The Special Advisor serves as a Member of the Board of Directors without voting privileges and is not required to be a current member.

## **ARTICLE X – EXECUTIVE COMMITTEE**

Section 1. The Executive Committee may act in place and instead of the Board of Directors between Board meetings on all matters except those specifically reserved to the Board by law, by these Bylaws, or by the Articles of Incorporation. Actions of the Executive Committee shall be reported to the Board for ratification by email or at the next Board meeting.

Section 2. The Executive Committee shall consist of the Officers on the Board of Directors plus the SOCAP Executive Director/President. The SOCAP Chair or a designee shall chair this Committee.



Section 3. 60% of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The Chair shall call such meetings of the Executive Committee as the business of SOCAP may require, or a meeting shall be called at the request of three (3) members of the Executive Committee.

Section 4. Any vacancy occurring on the Executive Committee shall be filled in the manner provided in ARTICLE VII, Section 4, and/or ARTICLE IX, Section 10. Any Executive Committee Member elected to fill a vacancy shall serve the unexpired term of the predecessor.

## **ARTICLE XI – NOMINATING PROCESS**

Section 1. The Immediate Past Chair of SOCAP shall be the Chair of the Nominating Committee, provided that the Immediate Past Chair is able to serve and maintains his/her eligibility for membership in SOCAP. The Nominating Committee shall consist of the Chairperson, the Chair-Elect, the Executive Director/President (ex-officio) and not more than four (4) additional committee members selected by the Chair of the Nominating Committee and the Board Chair to assure the broadest representation of the SOCAP membership. Where the Board Chair and Nominating Committee Chair do not concur, they will submit those names on which they do not concur to the Board of Directors for final selection.

Section 2. To ensure the broadest input of names to the Nominating Committee, at least nine (9) months before the Annual Meeting, the Nominating Committee Chairperson shall give notice to the full SOCAP membership, inviting members to suggest names of potential candidates. In addition, the Nominating Committee Chairperson shall seek candidates for review by the Committee by writing to the members of the SOCAP Board of Directors, SOCAP Committee Chairpersons, SOCAP Past Chairmen, SOCAP Community Presidents and the Members of the Nominating Committee, asking these individuals to submit the names of potential candidates to the Nominating Committee; a follow-up / email shall be issued no later than six (6) months before the Annual Meeting. The Nominating Committee shall also consider the list of potential candidates developed by the previous year's Nominating Committee.

Section 3. At least ninety (90) days before the Annual Meeting, the Nominating Committee shall present to the membership a report consisting of nominations of one candidate for each office and directorship to be filled. The report shall include a short biographical sketch of each candidate nominated and outline procedures to be followed for additional nominations.

Section 4. Additional Officer nominations outside of the original Board must be made in writing/email by any twenty-five (25) members at least thirty (30) days before the Annual Meeting.

Section 5. Any person nominated by the Nominating Committee or otherwise shall have given prior consent to the nomination and serve if elected.

Section 6. If any member of the Nominating Committee shall resign or otherwise be unable to fulfill his/her duties, the Chair shall appoint, with the approval of the SOCAP Board of Directors, a successor.



Section 7. No members of the Nominating Committee shall be eligible to be nominated for any position while serving as a member of the Nominating Committee.

Section 8. The Nominating Committee shall conduct an election at the Annual Meeting. Each member present will have one vote to cast for each Officer position and each Directorship position to be elected. The ballot shall indicate those nominees recommended by the Nominating Committee and those recommended by petition. Candidates receiving the highest number of votes for each office shall be declared elected. Where a majority of the votes cast is not received by any one candidate, a run-off election shall be held between those two candidates receiving the highest number of votes. In the event of a tie between two candidates in any election, the Board of Directors shall elect one of the candidates involved to fill the Office or Directorship in question at the next full meeting of the Board of Directors. If, however, no nominations are made by petition, the Secretary shall cast a unanimous ballot for the candidates of the Nominating Committee.

Section 9. The Nominating Committee shall meet at least once each year to discuss and evaluate potential candidates.

Section 10. The Chair of the Nominating Committee shall provide the Committee's list of potential candidates to the newly elected Chair and newly appointed Nominating Committee Chair within thirty (30) days of the conclusion of the Annual Meeting.

## **ARTICLE XII – SPECIAL AND STANDING COMMITTEES**

Section 1. There shall be the following standing committees to execute the goals of the SOCAP Board:

### **1. Finance Committee**

- a. The duly elected SOCAP Board Treasurer shall chair the Finance Committee.
- b. The Finance Committee shall include the Executive Director/President, the Board Chair, the Chair-elect, and other members appointed by the Treasurer.
- c. The Finance Committee members shall be approved by the Board of Directors.
- d. The purpose of the Finance Committee is to monitor the finances of the organization, report to and recommend actions to the Board that maintain the financial health and stability of the association.

### **2. Nominating Committee**

- a. The Immediate Past Chair of SOCAP shall chair the Nominating Committee, provided that the Immediate Past Chair is able to serve and maintains his/her eligibility for membership in SOCAP. If the Past Chair is unable to serve, the Executive Committee may appoint a past Board member to fill the role of Nominating Committee Chair.
- b. The Nominating Committee shall consist of the Nominating Committee Chair, the Chair-Elect, the Executive Director/President (ex-officio), and not more than four (4) additional committee members selected by the Chair of the Nominating Committee and the Board Chair to assure the broadest possible representation of the SOCAP membership.
- c. The purpose of the Nominating Committee is to identify, vet, and propose a slate of candidates to the Board of Directors to fill vacant Board positions and Board officer roles for the upcoming terms. Where the Board Chair and Nominating Committee Chair do not concur, they will submit the names of those who do not concur to the Board of Directors for final selection.

### **3. Industry & Region Committee**

- a. The Industry & Region Committee shall be chaired by two SOCAP Board members in good standing to be designated each calendar year.
- b. The Committee shall consist of a member of each chartered SOCAP Community, the Chairmen of the Industry Communities and two (2) members-at-large who are not serving on the current community boards.
- c. The purpose of this committee is to serve as the advisory board for all industry and regional activities and procedures,

### **4. Governance Committee**

- a. The Governance Committee shall be chaired by the SOCAP Secretary.
- b. The Governance Committee members shall be selected by the Secretary, and the purpose of the Governance Committee is evaluation and revision of SOCAP Bylaws to ensure legal and regulatory compliance while meeting the challenges of industry changes.

### **5. Content & Program Strategy Committee**

- a. The Content & Program Strategy Committee shall be chaired by a SOCAP Board member in good standing, who will be designated each calendar year.
- b. The Content & Program Strategy Committee members must include a SOCAP staff member, with others chosen from the membership.
- c. The Content & Program Strategy Committee sets direction for all programming and is responsible for ensuring that the content offerings and speakers meet member needs and align with SOCAP's Mission, Vision, and Goals.

### **6. Business Partners Committee (BPAC)**

- a. The Business Partners Community shall be chaired by a SOCAP Business Partner Board member in good standing to be designated each calendar year.
- b. A Co-Chair and committee members shall be chosen from the business partner community who are not current SOCAP Board members.
- c. The BPAC is charged with ensuring successful and seamless onboarding of business partners into the community, building successful sponsor and exhibitor experiences, leveraging business partner expertise within the member community and helping business partners build their business through their SOCAP membership.

### **7. Member Services Committee**

- a. The Member Services Committee shall be chaired by two SOCAP Board members in good standing to be designated each calendar year.
- b. The Member Services Committee members shall be chosen from the membership.
- c. The Member Services Committee is charged with ensuring a successful and seamless member experience that results in member retention and loyalty.

## **Section 2. Operating Structure for Standing Committees**

1. The standing committees will serve their purposes as defined and report to the Board of Directors.
2. The standing committees will be chaired by Board members designated annually.
  - a. Board member resignation will also terminate their term as a committee chair.
3. Co-chairs for Committees may be activated as needed and may be selected from the membership.
4. Committee members shall be selected from the members at large.

5. The term for committee assignments is 1 year, with the option to remain on the committee.
6. The committees will meet at a minimum of 4x per year during their term.
7. Non-member subject matter experts may participate in standing committee meetings as non-voting advisors when appropriate.

#### Section 3. Ad Hoc Committees, Task Forces, Work Groups

1. Except as otherwise herein provided, special committees, sub-committees, and task forces shall be appointed, as necessary, by the Chair with the approval of the Executive Committee.
2. The duties of such groups, which may not conflict with these Bylaws, shall be prescribed by the Board of Directors prior to their commencement.
3. The term for these appointed special committees shall be aligned to the term of the appointed Board Chair unless the Executive Committee votes to extend their term of service.

### **ARTICLE XIII – GENERAL COUNSEL**

Section 1. A General Counsel may be appointed by the Chair and approved by the Board of Directors in keeping with the qualifications and terms of employment adopted by the Board. The General Counsel shall advise SOCAP upon such legal matters as may be referred by the Board of Directors through its Executive Director/President.

### **ARTICLE XIV – FINANCES**

Section 1. The fiscal periods of SOCAP shall be prescribed by the Finance Committee with the approval of the Board of Directors.

Section 2. All persons handling the funds on behalf of SOCAP must be members and shall be bonded in amounts designated by the Board of Directors and at the expense of SOCAP.

Section 3. With the recommendations of the Treasurer, the Board of Directors shall adopt such budget and financial plans as are necessary to carry out the orderly activities of SOCAP.

Section 4. The financial records of SOCAP shall go through an external financial review every 3-5 years.

### **ARTICLE XV – DISSOLUTION**

Section 1. SOCAP shall use its funds only to accomplish the purpose and objectives specified in these Bylaws, and no part of said funds shall inure or be distributed to the members of SOCAP. On dissolution of SOCAP, 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 XVI – AMENDMENTS**

Section 1. Amendments to these Bylaws may be proposed by the SOCAP Board of Directors on its own initiative or upon written petition to the SOCAP Board of Directors by 10% of the members. The Board of Directors shall present all such proposals to the members with or without endorsement at the Annual Meeting or special meeting of the Society.

Section 2. These Bylaws may be amended only by an affirmative vote of two thirds of the voting members present at the annual meeting or special meeting, provided that notice of such amendments shall be included in the notice of any regular or special meeting held for such purpose.

Section 3.

In the event of a crisis, the Board of Directors can extend the terms of current Board members for up to an additional year to maintain leadership continuity and stability for the organization. SOCAP defines a crisis as any external market condition or other situation that impacts normal business operations, including, but not limited, to a global pandemic or outbreak, financial crisis, government regulations, acts of terrorism within the United States, war within the continental United States, natural disaster, government crisis, acts of God or other external factors.

If one or more of the crisis conditions are met based on the above criteria, then the Board of Directors may put in place specific actions, if necessary, that will supersede the terms set forth in Article IX of the Bylaws. These actions include but are not limited to:

1. A temporary reduction in the number of Board directors to no less than five (5) for up to a year, subject to Board approval.
2. Suspend the limit requirement that three (3) members of the Board of Directors shall be vendors, suppliers or consultants, either by appointment from the Board Chair or a company job change.
3. The SOCAP Chair may appoint someone to fill any unexpired term, including an officer role, subject to Board approval.