



## Restaurant Facility Management Association (RFMA)

### BYLAWS

#### **ARTICLE I - NAME AND LOCATION**

##### **SECTION 1. Name**

The name of this organization shall be The Restaurant Facility Management Association (RFMA), a nonprofit corporation incorporated in the state of Texas, United States of America.

##### **SECTION 2. Registered Office and Agent**

The registered office and registered agent of the Association shall be as designated from time to time by the appropriate filing by the Association with the Office of the Secretary of State of the State of Texas.

##### **SECTION 3. Other Offices**

The Association may also have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine or the business of the Association may require or as may be desirable.

#### **ARTICLE II - MEMBERSHIP**

##### **SECTION 1. Membership**

- (a) Qualifications. Membership in The Restaurant Facility Management Association (RFMA) shall consist of individuals who support the purposes, vision, mission, goals, core values and Code of Ethics of the Association.
- (b) Classification. There shall be three classes of membership: Restaurant Members, Allied Members, and Retired Members. The Board of Directors may adopt procedures implementing the membership classification process.
- (c) Rights and Privileges. All Members who are in good standing shall have the right to vote, serve on committees and/or task forces, participate in Association activities, and receive periodic information from the Association. Only Restaurant Members shall have the right to hold office and serve as Directors, except the one Vendor Representative, subject to limitations and qualifications as prescribed by Articles of Incorporation, these Bylaws or Board of Directors adopted procedures.

##### **SECTION 2. Restaurant Professional Member**

- (a) Restaurant Professional Member:  
This option is open to Facility Management Professionals whose primary responsibilities are to direct, manage and/or coordinate restaurant facility maintenance/repair and capital improvements. This option is available to a direct employee of a restaurant brand, franchisee or entity. The Professional Membership belongs to the individual and is transferable if the individual continues to be directly employed by a restaurant brand or entity.
- (b) Restaurant Professional Member - Unaffiliated:

This is open to restaurant professional members in good standing who lose their Facility Management position and are seeking fulltime employment as a Restaurant Professional Member. For the duration of the existing membership, contact information shall will be changed to reflect unaffiliated status. Once the membership expires, the individual may request a one year renewal if they are still unemployed and seeking full-time employment that will meet the requirements of a restaurant professional member. NOTE: A request must be made in writing to the RFMA office in order to initially obtain this membership type and have their company name changed temporarily to "Unaffiliated."

### **SECTION 3. Allied Member**

Allied membership is open to individuals whose primary responsibilities include: business development; sales and/or marketing as a consultant; representation of a manufacturer, vendor, dealer, distributor; and/or providing restaurant facility-related products and services. The membership does not transfer with the individual, it belongs to the company in which the individual represented when they joined.

### **SECTION 4. Retired Member**

Retired membership is open to Restaurant and Allied Members in good standing upon their permanent retirement from full-time employment in a position qualified for Restaurant or Allied membership.

### **SECTION 5. Limitations of Rights and Privileges**

Such rights and privileges of membership shall not include use of Association resources, the Association's name or intellectual property, the Association's membership directory for the direct promotion of products or services unless approved by the President and CEO .

### **SECTION 6. Application for Membership**

All applicants for membership shall complete an application approved by the Board of Directors and submit it with requisite dues as determined by Article IV of these Bylaws.

### **SECTION 7. Acceptance of Membership**

The President and CEO will review all applications for membership. Upon approval and classification by the President and CEO, the applicant shall be deemed a member of the Association. The President and CEO may reject a membership application for cause, subject to review by the Executive Committee. In the event of rejection, the application and payment shall be returned to the applicant.

### **SECTION 8. Term**

Membership shall be for an annual term, renewable indefinitely, subject to reclassification, upon payment of dues as set by the Board of Directors in accordance with these Bylaws. All restaurant memberships expire one year from the join date and all vendor allied memberships expire on December 31<sup>st</sup>.

### **SECTION 9. Reclassification**

If a member changes position or occupation and no longer qualifies for membership in the member's current classification, the member shall promptly notify the President and CEO, who shall reclassify the member. Subject to procedures adopted by the Board of Directors, the President and CEO may, on a pro rata basis, make additional assessment for dues or a partial refund of dues based on the new membership class.

### **SECTION 10. Resignation**

Any member may resign by filing a written resignation with the President and CEO, but such resignation shall not relieve the resigning member of the obligation to pay any outstanding dues, fees, or charges. A resigning member is not entitled to a pro rata refund of dues, fees, or charges previously paid.

#### **SECTION 11. Discipline**

Members may be disciplined for cause by the Executive Committee, subject to the review of the Board of Directors, after notice of the charges against the member and an opportunity to present a defense. Members may only be expelled by a unanimous vote of the Executive Committee or a two-thirds vote of the Board of Directors.

### **ARTICLE III – MEETINGS**

#### **SECTION 1. Annual Meetings**

There shall be an annual meeting and convention of the members of the Association for the purpose of annual Association business and for installing the newly elected Officers and Board of Directors to hold office until their successors shall be elected and installed. Written notice of such meetings shall be given to all members of the Association at least ten (10) days but not more than 60 (sixty) days before the meeting. Only members which have paid or made acceptable arrangements for payment of all dues and which currently satisfy all other conditions of membership shall be entitled to vote.

#### **SECTION 2. Special Meetings.**

Special meetings of the Association may be called by the Chair, the Board of Directors, or members having at least one-tenth (1/10) of the votes of the voting membership at any time other than the time of the regular or annual meetings upon at least ten (10) days but not more than 60 (sixty) days written notice being given to all members of the time and place of the meeting.

#### **SECTION 3. Business Purpose**

All annual and special meetings of the members shall be strictly confined to matters affecting the Association.

#### **SECTION 4. Voting**

Each voting member who is in good standing shall be entitled to cast one vote when the Association calls for a vote of the membership. Unless otherwise provided in the Articles of Incorporation or in the Bylaws the act of the majority of eligible membership votes cast will be the act of the members of the Association.

For the purposes of these Bylaws, in order for a member to be in “good standing” he or she must have paid or made acceptable arrangements for payment of all dues and must currently satisfy all other conditions of membership.

#### **SECTION 5. Quorum**

Members holding ten percent (10%) of the votes entitled to be cast, represented in person or by proxy, of which fifty percent (50%) must be Professional Members, and include a majority of the Board of Directors.

#### **SECTION 6. Written Consent**

To the extent permitted by the Articles of Incorporation, any action required to be taken at a regular or special meeting of members of the Association, or any action, which may be taken at a regular or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by a sufficient number of members as would be necessary to take that action at a meeting at which all of the voting members were present and voted, and such consent shall have the same force and

effect as a unanimous vote of the members. The consent may be in more than one counterpart so long as each voting member who is a party to such consent signs one of the counterparts. Written consents signed by less than all of the voting members shall bear the date of signature of each member who signs the consent. Each signed written consent shall be promptly delivered to the Association by delivery to its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent or an Officer or agent of the Association having custody of the Association's minute book. Delivery shall be by hand or certified or registered mail, return receipt requested or by international overnight courier. Delivery to the Association's principal place of business shall be addressed to the Chair or President and CEO of the Association. A telegram, telex, cablegram, or similar transmission by a Director, or a photographic, facsimile, e-mail or similar electronic reproduction of writing signed by a member, shall be regarded as signed by a member for purposes of this Section.

## **ARTICLE IV – DUES AND FEES**

### **SECTION 1. Membership Dues**

The Board of Directors shall set all membership dues and fees, which shall reflect membership classification and the global and geographic needs of the membership.

### **SECTION 2. Payment of Renewal Dues**

All dues must be paid directly to the Association. The President and CEO shall send annual dues notices to all members at least 60 (sixty) days prior to the first day of January, which shall be payable upon receipt.

### **SECTION 3. Procedure for Non-Payment**

If the annual dues of any member remain unpaid after the first day of January, the President and CEO will send a final notice. If a member's dues remains unpaid 60 (sixty) days after final notice, such membership shall be terminated automatically. If satisfactory explanation for non-payment is provided to the President and CEO, the membership may be reinstated on terms established by the President and CEO in accordance with such procedures, if any, established by the Board of Directors.

## **ARTICLE V – OFFICERS, DIRECTORS AND OFFICIAL STAFF**

### **SECTION 1. Positions and Terms**

#### **(a) Positions.**

- (i)** The officers shall be the Chair, First Vice Chair, Recording Secretary and Treasurer. No person shall hold more than one officer position at the same time.
- (ii)** The Board of Directors shall consist of the officers of the Association (Chair, First Vice-Chair, Recording Secretary and Treasurer) for four (4) Board of Directors positions. An additional number between five (5) and eight (8) Directors-At-Large elected from the Restaurant Membership, a Vendor Representative (Ex-officio) and the President and CEO (Ex-officio), for a total of between eleven to fourteen (11 to 14) Board of Directors positions. There will also be an Alternate selected who will be the nominee with the next highest number of votes after the Directors are determined in the Board Election and will serve for the one year unless called upon to fill a vacant position. The Alternate will receive all Board communications and will be invited to participate in board activities but will not be eligible to vote. The Board at its sole discretion may add additional positions.

(b) Terms.

- (i) Officers shall serve for a term of one (1) year, from the end of the annual conference to the end of the following annual conference and until their successors are elected and qualified, or until their earlier resignations or removals. No member shall be eligible to serve more than two (2) consecutive terms in the same office. The officers' term of office shall begin at the swearing in ceremony.
- (ii) Directors-At-Large shall serve for three (3) year terms from the end of the annual conference to the end of the following annual conference and until their successors are elected and qualified, or until their earlier resignations or removals. One-third (1/3) of the Board of Directors will be eligible for election every year. An exception can be made and a Director may serve for a total of four (4) terms, if confirmed by a majority vote of the Board of Directors, in order that no more than four (4) vacancies come open for election the same year. Any exception to the length of a director's term is up to the discretion of the Board, by a majority vote, in order to maintain a balanced rotation of new and returning board members. There must be at least two (2) years after a member fulfills his or her three (3) year term before he or she is eligible for reelection to the Board of Directors, except for the Vendor Representative for which there must be at least four (4) years after the fulfillment of his or her term for reelection eligibility.
- (iii) The Vendor Representative shall serve for one (1) year term, from the end of the annual conference to the end of the following annual conference, and until their successor is elected and qualified or until their earlier resignations or removals.

**SECTION 2. Board of Directors and Officer Election Procedures**

- (a) Nomination Process for Board of Directors. The Board of Directors shall be elected by the membership, except the President and CEO (Ex officio) position. Only those candidates for Directors-At-Large who are nominated in accordance with the procedures outlined in this article, by the nominating committee or by petition, shall be deemed eligible for election. All nominees must submit to the President and CEO at least 105 days before the start of the annual conference, a signed statement consenting to candidacy and agreeing to serve if elected. In order to be eligible for consideration as a director-at-large, a nominee must be employed in a profession that encompasses multiple disciplines to ensure functionality of the "restaurant" built environment by integrating people, place, process and technology, and must be a Restaurant Professional member in good standing.
- (b) Nominating Committee Procedure. The Director-at-Large Nominating Committee will be made up of five (5) members-at-large plus the Immediate-Past Chair who will chair the committee. The general membership will be given the opportunity to submit nominees for consideration or self-submit to be considered by the nominating committee. The committee shall make two (2) or more nominations for each available Director-At-Large position and submit its nominations to the President and CEO at least 120 days before the start of the annual conference. The Vendor Representative Nominating Committee, made up of four (4) board members plus the current Vendor Representative, will nominate three (3) candidates and the slate will be approved by the full board and presented to the vendor membership for voting. Only the primary member from each company can vote.

- (c) **Balloting Process.** The President and CEO shall submit a ballot, containing the names of those candidates nominated by both the Directors-at-Large and Vendor Representative nominating committees at least 90 days before the start of the annual conference. The ballot shall list the name, title and address of each candidate, a brief statement by each candidate and photo. All members in good standing are eligible to vote for the Directors-at-Large. Only primary allied vendor members in good standing may vote for the Vendor Representative.
- (d) **Tabulation.** The Board of Directors shall designate the method of validation and counting of ballots. A plurality shall elect to Director-At-Large. In case of a tie, the election shall be determined by lot. The President and CEO shall distribute the results of the vote to the members.
- (e) **Nomination and election process for Officers.** The Board of Directors shall elect the Chair, First Vice Chair Second Vice Chair and Treasurer from the current members of the Board of Directors, except for the Vendor Representative and the possible appointment of a Director due to a vacancy. The President and CEO shall submit a ballot, containing the names of those candidates nominated by the Board of Directors to all members of the Board of Directors at least 90 days before the start of the Annual Conference. The ballot shall list the name, title and address of each candidate. All ballots shall be returned to the President and CEO for tabulation. The President and CEO shall distribute the results of the vote to the membership.

### **SECTION 3. Vacancies**

In the event of a vacancy in the office of Chair, the First Vice-Chair shall succeed the Chair for the remainder of the Chair's term. In the event of a vacancy in the office of First Vice-Chair, the Recording Secretary shall succeed the First Vice-Chair for the remainder of the First Vice-Chair's term. A vacancy in the office of Recording Secretary or Treasurer shall be filled by a member of the Board of Directors, by a majority vote of the Board of Directors, even if the remaining members of the Board of Directors constitute less than a quorum, for the remainder of the Recording Secretary or Treasurer's terms. No advance notice shall be necessary for filling a vacancy in the office of Recording Secretary or Treasurer at a regular meeting of the Board of Directors. A vacancy in a Director's position shall be filled by appointment by the Chair for the remainder of the replaced Director's term. The first right of refusal will be given the Board Alternate, if he/she is able to serve. Should that position be filled with one year or less remaining in the term, the appointed Director shall be eligible to remain in the position for another full three (3) year term if approved by the Board of Directors. Should the appointed Director serve for between one and two (1 and 2) years, he/she will be eligible to serve a consecutive, full three (3) year term if nominated and elected by the membership. If a vacancy occurs in the Vendor Representative position, the immediate past Vendor Representative still active on the Advisory Board will complete the term. If that person is unable to serve, the position will remain vacant until the next Board Election.

Should an existing Board member leave the position he/she was holding when elected, then he/she must find comparable employment in a position that meets the stated criteria within 6 months (180 days) or will forfeit their board position to be replaced by the Board Alternate.

### **SECTION 4. Board of Directors Authority and Responsibility**

The governing body of the Association shall be the Board of Directors. The Board of Directors shall determine its policies or changes therein; shall actively pursue its objectives and shall oversee the disbursements of its funds and the general management of the Association. All Board of Directors members, except the President and CEO (Ex-Officio), may vote on issues brought before the Board of Directors. All members of the Board of Directors must be members of the Association in good standing.

## **SECTION 5. Chair**

The Chair is the Chairman of the Board of Directors. The Chair shall preside over all meetings of the Executive Committee and Board of Directors; have oversight for the business of the Association; ensure that all directives, resolutions, adopted procedures, and policies of the Board of Directors and Executive Committee are put into effect; supervise the activities of Association's President and CEO within such guidelines as adopted by the Board of Directors.

## **SECTION 6. First Vice Chair**

The First Vice Chair shall preside over meetings in the Chair's absence.

## **SECTION 7. Recording Secretary**

The Recording Secretary shall preside over meetings in the Chair and First Vice-Chair's absence.

## **SECTION 8. President and Chief Executive Officer**

- (a) **Appointments.** The Board of Directors shall employ a salaried Chief Executive who shall have the title of President and Chief Executive Officer and whose term and conditions of initial employment shall be specified by contract. The President and Chief Executive Officer shall report directly to the Chair of the Association. The Chair of the Association shall have the responsibility to annually evaluate the performance of the President and Chief Executive Officer.
- (b) **General Responsibilities.** President shall serve as the Association's corporate President and Chief Executive Officer. The President and CEO's role and responsibilities are for overall responsibility for directing, managing, and conducting the business of the Association, subject to the Articles of Incorporation, these Bylaws, and the policy decisions of the Board of Directors. Unless otherwise stated or unless such duties are in the nature of policy making, all duties imposed on the Association by law, the Articles of Incorporation, and these Bylaws shall be duties of the President and CEO.
- (c) **Specific duties.** The President and CEO shall attend all meetings of the Board of Directors, and Executive Committee. The President and CEO shall prepare an annual budget for presentation to the Finance Committee and Board of Directors. Unless otherwise provided, the President and CEO shall provide all notices required by law, and these Bylaws and receive all communications addressed to the Association.
- (d) **Delegation.** Any duty assigned to the President and CEO by law, these Bylaws, or Board of Directors policies, adopted procedures, or directives may be delegated by the Board of Directors or the President and CEO to a member of the Association staff. Where there is no President and CEO in office, the powers and duties of the President and CEO shall rest with the Executive Committee, which may delegate some or all of such powers and duties to an acting President and CEO.
- (e) **Secretary.** The President and CEO shall, with the approval of the Board of Directors, appoint a corporate Secretary, who may be a member of the Association staff. The Secretary shall maintain the Association's corporate records and perform the obligations of a corporate Secretary required by law. The President and CEO may appoint a recording secretary for meetings of the Executive Committee and/or Board of Directors.

## **SECTION 10. Discipline**

- (a) **Notice and Hearing.** The Board of Directors may subject an officer or Director to discipline, including but not limited to suspension, for cause, after affording the officer or Director notice and the opportunity to be heard.

- (b) Removal. An elected officer or Director may only be removed from office for cause, following the removal procedure prescribed in the Association's adopted parliamentary authority as stated by these Bylaws. If the Board of Directors votes by a two-thirds vote to recommend removal of the officer, it shall submit the question of removal to all members in good standing for a vote without a meeting as provided in the Constitution. The officer shall be removed by a two-thirds (2/3) vote of the Board of Directors.

## **ARTICLE VI: BOARD OF DIRECTORS**

### **SECTION 1. Powers and Responsibilities**

The Board of Directors shall have all power and authority of the Association not otherwise delegated to another body or individual by law, the Articles of Incorporation, or these Bylaws, including, but not limited to the power:

- (a) Governance. To enact policies and procedures for the governance of the Association, including a Code of Ethics, a conflict of interest policy, a communications policy, and a policy for indemnification of individual officers. Directors, and employees of the Association; provided that such policies and procedures are consistent with applicable law, the Articles of Incorporation, and these Bylaws.
- (b) Authorization. To approve, revise, and authorize use of a corporate seal, copyrights, trademarks, Association marks, certification marks, logos and other intellectual property protected by law.
- (c) Approval. To approve the budget, approval of which shall constitute authorization to spend within its limits unless otherwise provided by the Board of Directors.
- (d) Rules. To adopt rules for its own proceedings.
- (e) Unless otherwise stated, all duties in the nature of policy making imposed on the Association by law, the Articles of Incorporation, and these Bylaws shall be duties of the Board of Directors.

### **SECTION 2. Board of Directors' Meetings**

- (a) Regular meetings. Regular Meetings of the Board of Directors shall be held at least four (4) times yearly at the call of the Chair at such time and place as determined by the Chair, in consultation with the President and CEO. Two (2) of the meetings will be held in person, one of which will be in conjunction with the Annual Conference. The other meetings may be held via conference call. The President and CEO shall provide at least 30 days' notice of the time and place of regular meetings.
- (b) Special meetings. The Chair, the Executive Committee, or four (4) members of the Board of Directors may request a special meeting by informing the President and CEO and stating the purpose for which the special meeting is to be called. The special meeting shall take place at such time and place as determined by the Chair in consultation with the President and CEO, but shall be scheduled not later than 30 days after the President and CEO has received the request for a special meeting. The President and CEO shall call the special meeting and provide members of the Board of Directors with at least one (1) weeks' notice of the time and place of the meeting stating the purpose for which the special meeting is to be called. In case of emergency, such notice as is practicable shall be deemed adequate. No



business shall be transacted at a special meeting except in regard to the purpose mentioned in the notice of the meeting.

- (c) Quorum. A majority of the members of the Board of Directors then serving shall constitute a quorum.
- (d) Agenda. Any member of the Board of Directors may submit a business item to the President and CEO 30 days in advance of a regular Board of Directors meeting for inclusion on the agenda. The Chair in consultation with the President and CEO shall determine the order of business at the agenda. The agenda shall be circulated to all the members of the Board of Directors at least three(3) days before the meeting. The pre-circulated agenda shall constitute the order of business for the meeting unless the Board of Directors by majority vote reorders the business items at the beginning of the meeting.
- (e) Procedural Rules. Democratic Rules of Order, latest revised edition shall govern all meetings of the Board of Directors, except where such rules are superseded by the Bylaws of the Board of Directors or applicable statues or regulations. The latest revised edition of the Democratic Rules of Order shall be available at all meetings.
- (f) Technology for Meetings. Meetings may be held using any technology provided that all members of the Board of Directors have access to the technology to be utilized.

### **SECTION 3. Attendance**

If any member of the Board of Directors fails to attend 75% of the meetings / conference calls without satisfactory excuse, the Chair, after communication with such member, may declare the position vacant, subject to two-thirds (2/3's) vote of the Board of Directors.

### **SECTION 4. Salaries**

No salaries shall be paid to members of the Board of Directors, except for the President and CEO.

### **SECTION 5. Expenses**

Reimbursement of expenses incurred by a member of the Board of Directors shall be approved by the President and CEO based on the policy of the Association.

### **SECTION 6. Advisory Council**

Each exiting board member shall receive a one-time invitation to join the Advisory Council upon completion of Board term. The purpose of the Advisory Council is to provide guidance and support to the current Board of Directors when requested and participate in special projects when called upon by the President/CEO. The past Chair once removed shall serve as the Chair of the Advisory Council. The transition of Chair to new Chair occurs at the beginning of the annual meeting. The following are conditions for membership to the Advisory Council:

- (a) Must serve at least one (1) year on the Board to be eligible.
- (b) There is no term limit; members may stay as long as they want to actively participate with no additional invitation needed each year.
- (c) Minimum standard to maintain membership is participation in at least one board conference call and one (1) Board meeting per year. Inability to meet that minimum standard over a one-year period

(beginning with the first conference call after the annual conference and ending with the board meeting at the annual conference) results in automatic removal from the Advisory Council.

- (d) Member must keep RFMA membership current; if membership lapses, so does Advisory Council membership.
- (e) Once a member is removed from the Advisory Council, they may only be reinstated by a two-thirds (2/3's) vote of the Board of Directors

## **ARTICLE VII. COMMITTEES AND TASK FORCES**

### **SECTION 1. Committees**

Association standing committees shall include the following: Executive Committee, Nominating Committee, Finance Committee and the Ethics Committee. As stated in the Bylaws, with the approval of the Board of Directors, the Executive Committee shall establish and determine the terms and duties of additional standing committees and special committees. As stated in the Bylaws, the Executive Committee shall appoint the members of special committees and, with the approval of the Board of Directors, additional standing committees.

### **SECTION 2. Executive Committee**

- (a) Officers. The Executive Committee shall consist of the Chair, First Vice- Chair, Recording Secretary, Treasurer, Immediate Past Chair, and the President and CEO (Ex. Officio).
- (a) Authority. The Executive Committee shall exercise the authority of the Board of Directors in the control and management of the Association's affairs when the Board of Directors is not in session. The Executive Committee cannot modify action taken by the Board of Directors and the Board of Directors may modify any unexecuted action approved by the Executive Committee.
- (b) Meetings. Two (2) members of the Committee may request the Chair or the President and CEO to call meetings of the Executive Committee. Such meetings shall take place not more than two (2) weeks after such request, at such time and place as determined by the Chair, in consultation with the President and CEO. The President and CEO shall provide at least three (3) days' notice of such meetings, except in case of emergency. A majority of the Executive Committee shall constitute a quorum. Technology may be used for these meetings provided all officers have access to the technology to be utilized.
- (c) Procedural Rules. Except to the extent that the Board of Directors may prescribe rules for the proceedings of the Executive Committee, the Executive Committee may adopt rules for its own proceedings.

### **SECTION 3. Nominating Committee(s)**

- (a) Composition. The Directors-at-Large Nominating Committee shall consist of the Immediate Past Chair as Committee Chair, if willing and able to serve, and otherwise the most recent Immediate Past Chair willing and able to serve, and a minimum of two professional Association members appointed by the Committee Chair. If a member of the Nominating Committee becomes a candidate for the Board of Directors, that member must resign from the Nominating Committee. The Vendor Representative Nominating Committee shall be made up of four board members plus the current Vendor Representative, if willing and able to serve.

- (b) Authority. The Nominating Committee shall perform those tasks relating to nomination of candidates for the Board of Directors. The Nominating Committee shall perform as detailed in Board of Directors policy.

#### **SECTION 4. Finance Committee**

- (a) Composition. The Finance Committee shall be composed of the First Vice-Chair, Treasurer, immediate past-Treasurer and the President and CEO And will be led by the current Treasurer. The President and CEO may designate additional persons to serve the Committee, to include one member of the Advisory Council serving in an ex-officio advisory capacity.
- (a) Authority. The Finance Committee shall be responsible for overseeing the Association’s short- and long-term investments; directing the President and CEO regarding timeframes for presenting the Association budget to the Committee and the Board of Directors; and the reviewing the Association’s annual budget prior to presentation to the Board of Directors.

#### **SECTION 5. Ethics Committee**

- (a) Composition. The Ethics Committee shall consist of the immediate Past Chair as Committee Chair, if willing and able to serve, and otherwise the most recent Immediate Past Chair willing and able to serve, and the two next most recent Immediate Past Chairs willing and able to serve. The President and CEO shall serve the Committee in an advisory capacity. If a member of the Ethics Committee is the subject of a conflict of interest as determined by the Board of Director’s Conflict of Interest Policy, the Past Chair who served as Chair most recently before the serving Committee members and who is willing to serve, shall serve as a replacement committee member. The Board of Directors may approve the creation of subcommittees of the Ethics Committee, chaired by an Ethics Committee member and including other Association members appointed by the Ethics Committee who are not Ethics Committee members, to carry out investigations under the supervision of the Ethics Committee.
- (b) Authority.
  - (i) The President and CEO shall receive all unresolved charges of violations by and Association member, Director, or officer of the Association’s Articles of Incorporation, Bylaws, or adopted policies and procedures, including but not limited to the Code of Ethics. The President and CEO shall forward all such charges to the Ethics Committee for review and investigation. The Ethics Committee shall report on the results of its investigation of each such charge to the Executive Committee and the Board of Directors, with a recommendation whether discipline is warranted and, if so, the appropriate form of discipline.
  - (ii) The Ethics Committee shall prosecute any removal action against an elected officer pursuant to Bylaws, Article 8, Section 2 (a).
  - (iii) Any Association member may refer a question regarding interpretation of the Code of Ethics to the President and CEO for possible referral to the Ethics Committee for an advisory opinion, which the Ethics Committee shall report to the inquirer and the Board of Directors.

### **ARTICLE VII. ADMINISTRATION**

#### **SECTION 1. Parliamentary Authority**

Procedural Rules. Democratic Rules of Order, latest revised edition shall govern all meetings of the Board of Directors, except where such rules are superseded by the Bylaws of the Board of Directors or applicable statutes or regulations. The latest revised edition of the Democratic Rules of Order shall be available at all meetings.

## **SECTION 2. Definitions**

- (a) Discipline. "Cause" for discipline, including expulsion from membership or removal from office, shall include, but is not limited to: violation of the Association's Articles of Incorporation, Bylaws, or adopted policies and procedures, including but not limited to the Code of Ethics, and conduct tending to injure the Association's good name, disturb its well-being, or hamper its work.
- (b) Standing. "Member in good standing" shall mean a member who has neither voluntarily resigned from membership nor been expelled or suspended from membership and is current on all dues and fees.
- (c) Succession. "Past Chair" shall mean a member in good standing who served to the end of a term as Chair after election or succession. "Immediate Past Chair" shall mean the Past Chair, if any, who served immediately before the commencement of the current full annual officers' term, and who agrees to serve in the roles assigned by these Bylaws to the Immediate Past Chair.
- (d) Task Force. "Task Force" shall mean an action-oriented group, which may consist of Association members and non-members. Only the Chair may establish a task force, appoint its members, determine its duration, monitor its progress, and terminate its function, and each task force shall be responsible solely to the Chair. The charge of a task force may include addressing specific goals, completing a specific task, or considering a particular issue. Functions of a task force may include the following:
  - (i) gathering information and making recommendations;
  - (ii) studying an issue and preparing a report;
  - (iii) carrying out a specific project or activity for the Chair;
  - (iv) conducting programs at conferences
  - (v) establishing subunits.

## **SECTION 3. Disqualification for interest**

A member of the Board of Directors or of a committee shall be disqualified from participation concerning or voting on any item of business as to which the member has a direct personal or pecuniary interest not common to the other members of the Board of Directors or committee, respectively, in accordance with the Conflict of Interest Policy adopted by the Board of Directors.

## **SECTION 4. Indemnification**

- (a) Inclusion. The Association, at the direction of the Board of Directors, shall indemnify and advance expenses to any person who (i) is or was a Director, Officer, employee, or agent of the Association or (ii) serves or has served at the request of the Association as a Director, Officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may or it required to grant indemnification to a Director under the Texas Non-Profit Corporation Act; notwithstanding the foregoing, however, the Association may indemnify and advance expenses to an Officer, employee or agent, or any person who is identified in (ii) of the first clause of this Article and who is not a Director to such further extent, consistent with law, as

may be provided by the Association's Articles of Incorporation, these Bylaws, general or specific action of the Board of Directors, or by contract, or as otherwise permitted or required by common law.

- (b) Insurance. The Association shall purchase and maintain insurance or make other arrangements, at its expense, to protect itself and any such Director, Officer, employee, agent or person as specified in Section 4 (a) of this Article, against any such expense, liability or loss, whether or not the Association would have the power to indemnify him against such expense, liability or loss under the Texas Non-Profit Corporation Act.

#### **SECTION 5. Restrictions**

- (a) Distribution. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the above-described purpose. No substantial part of the activities of the Association shall be the carrying on of propaganda, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any of the above provisions, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.
- (b) Logo. The logo of the Association shall consist of the following.



No person, company, business, organization or group may use this logo for any purpose without the express written consent of the Board of Directors of the Association.

- (c) Dissolution. Upon the dissolution of the Association, the Board of Directors shall after paying or making provision for the payment of all liabilities of the Association, dispose of all or the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for purposes described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of the Texas Non-Profit Corporation Act as the Board of Directors shall determine).
- (d) Directory. The membership directory of the Association is intended for the use of the Association's membership. Neither the Association nor any member is permitted to give, sell, barter, transfer or otherwise distribute in any way the membership directory to non-members, for any purpose

whatsoever, including without limitation the compilation of business mailing lists. Violation of this stated policy shall be grounds for disciplinary and/or legal action.

- (e) **Contracts.** Subject to the provisions of Article V, the Board of Directors may authorize the President and CEO, agent or agents to enter into any contract or agreement of any nature whatsoever, including, without limitation, any contract, deed, bond, mortgage, guaranty, deed of trust, security agreement, pledge agreement, act of pledge, collateral mortgage, collateral chattel mortgage or any other document or instrument of any nature whatsoever, and to execute and deliver any such contract, agreement, document or other instrument of any nature whatsoever for and in the name of and on behalf of the Association, and such authority may be general or confined to specific instances and include exclusions stated in the Association and Board of Directors policies.
- (f) **Financial Records and Annual Reports.** The Board of Directors shall annually prepare or approve a report of the financial activity of the Association for the preceding year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accounts and must include a statement of support, revenue, and expenses and changes in fund balances, a statement of functional expenses and balance sheets for all funds. An annual financial audit will be conducted by an independent certified public accountant, as approved by the Officers of the Association. Unless the Board finds reasonable cause for a full audit to be performed, the schedule and level of financial review to be performed is as follows:
  - (i) Every year: Compilation
  - (ii) Every 5 years: Review
  - (iii) Every 10 years: Full Audit
- (g) **Books and Records.** The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and each committee of its Board of Directors having any authority of the Board of Directors. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.
- (h) **Checks.** Checks or demands for money and notes of the Association shall be signed by President and CEO or such other person or persons as the President and CEO may ~~from time to time~~ designate.
- (i) **Fiscal Year.** The fiscal year of the Association shall be fixed by resolution of the Board of Directors.
- (j) **Accounting and Contracts Policy.** The Executive Committee of the Board of Directors shall ensure the Executive Director complies with all procedures and policies outlined in the Accounting and Contracts Policy, including and not limited to checks and demands for money and notes of the associations.
- (k) **Construction.** Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws be invalid or inoperative, then, so far as it reasonable and possible:
  - (i) The remainder of these Bylaws shall be considered valid and operative, and
  - (ii) Effect shall be given to the intent manifested by the portion held invalid or inoperative.
- (l) **Headings.** The headings are for organization, convenience and clarity. In interpreting these Bylaws, the headings shall be subordinated in importance to the other written material.

**ARTICLE IX: AMENDMENT AND INTREPRETATION**

**SECTION 1. Amendments**

Any elected officer or Director may propose an amendment to these Bylaws. A proposed amendment shall be submitted in writing to the President and CEO at least 60 days before a board meeting. The President and CEO shall notify the members of the Board of Directors of the proposed amendment at least 30 days before the board meeting. The Board of Directors may amend these Bylaws by a two-thirds vote, provided that at least a majority of the members of the Board of Directors then in office vote in the affirmative. The Bylaws may be amended without previous notice by a unanimous vote of the members of the Board of Directors.

**SECTION 2. Notice of Amendments**

Following amendment of these Bylaws, the President and CEO shall notify the membership of the amendment.

**SECTION 3. Interpretation**

These Bylaws are intended to effectuate the Association’s Articles of Incorporation:

To the extent that a provision of these Bylaws conflicts with a provision of the Articles of Incorporation, the Articles of Incorporation shall control.

**SECTION 4. Adoption**

I, the undersigned, being the Secretary of the Association DO HEREBY CERTIFY THAT the foregoing are the Bylaws of said Association, as adopted by the Board of Directors of said Association on the \_\_\_13th\_\_\_\_\_ day of \_\_\_October\_\_\_\_\_, 2017.

\_\_\_\_\_  
2<sup>nd</sup> Vice-Chair/Secretary

**Bylaws Amended:**

- 5/18/18
- 10/13/17
- 10/09/15
- 05/08/15
- 04/12/13
- 10/05/10
- 09/21/09
- 05/05/09
- 07/11/07