

**KANSAS ASSOCIATION OF CODE ENFORCEMENT, INC.
BY-LAWS**

ARTICLE I. NAME, TERRITORY, PURPOSE AND REGISTERED OFFICE AND AGENT

Section 1. Name and Corporate Status

The name of this organization is the Kansas Association of Code Enforcement, Inc herein after referred to as KACE or the "Association". KACE shall be a non-profit organization and shall be self-supporting.

Section 2. Territory & Eligible Participants

KACE represents the geographic area of the State of Kansas and all municipal, county and state agencies within the boundaries of the State of Kansas shall be eligible to participate.

Section 3. Purpose

This organization is established:

- a. To operate without profit to KACE, or its members, as a State Association to advance, educate and improve efforts of state, county and city employees who are actively involved with and responsible for the practice of code enforcement without regard to race, creed, color, national origin, religion, physical condition or sex.
- b. To encourage professionalism with regard to the standardization of enforcement of environmental, health, housing, land use and other municipal, county and state codes.
- c. To supply and advance the science and practice of code enforcement through certification and provide training workshops, seminars and conferences dealing with legal matters.
- d. To exchange information and publish and disseminate professional materials relating to updated environmental, health, housing, land use and other municipal, county and state codes.
- e. To develop procedures and programs and provide specialized services relating to code enforcement and the promotion of such programs.
- f. To promote policies that will facilitate and improve code enforcement procedures.

Section 4. Registered Office and Agent

The Association shall have and continuously maintain in the State of Kansas a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Kansas and such other registered agents as the Board of Directors may from time to time determine. The registered office and agent shall be designated by resolution and the Secretary shall notify the Kansas Corporation Commission of changes to the registered office and agent.

Section 5. Definitions

Affiliate Agency. Any commercial organization or entity interested in supporting the purpose/mission of KACE.

Associate Agency. Any governmental or non-governmental agency or association whose activities relate to or support code enforcement.

Mail. Mail shall mean by U.S. Postal Service, e-mail over the Internet or posted on the KACE web site with a notification e-mail.

Participating Agency. Any governmental jurisdiction which sponsors one or more active KACE member.

ARTICLE II. MEMBERSHIP

Section 1. Professional Members

A person involved in the regulation of health and safety in the environment, both natural and man-made, or is otherwise responsible for enforcement of municipal, county, state or federal codes and who resides or is employed in the State of Kansas, shall be eligible for regular membership as a Professional Member once certified by KACE as a Code Enforcement Officer and upon payment of established dues shall be known as an "Professional Member". A Professional Member may use the designation after their name/signature "KACE/CEO" or "CEO/KACE" and shall be eligible to hold any office within KACE subject to any other condition required in the by-laws.

Section 2. Associate Members

A person involved in the regulation of health and safety in the environment, both natural and man-made, or is otherwise employed in or responsible for enforcement of municipal, county, state or federal codes and who resides or is employed in the State of Kansas, shall be eligible for membership as an Associate Member until certified by KACE as a Code Enforcement Officer, and upon payment of established dues shall be known as an "Associate Member". An Associate Member may use the designation after their name/signature "KACE" and shall be eligible to hold any office within KACE subject to any other conditions required in the by-laws.

Section 3. Affiliate Members

Any student, nonresident or individual interested in code enforcement, but not otherwise eligible for membership. Affiliate Members are not entitled to vote on KACE business matters or to hold any positions within KACE other than as a committee member.

Section 4. Honorary, Retired and Agency Members

Honorary member

An honorary member in the Association shall be a person who has rendered outstanding meritorious services for the furtherance of the objectives of this organization. Such persons, upon the motion of any member in good standing, may be elected by the Board of Directors, or by the Association, to Honorary membership and shall be excused from the payment of dues and assessments. They shall not be eligible to vote or to hold office or be a member of the Board unless they are also a Professional or Associate Member.

Retired Member

A retired member of the association shall be an active member in good standing at the time they retired from employment in the enforcement of housing, health, land use, or other municipal, county, state or federal codes. A retired member shall be entitled to the same rights as a Professional or Associate Member, except that they cannot hold a position on the Board of Directors.

Charter Organization

Any governmental jurisdiction employing or sponsoring one or more Professional or Associate Members shall be eligible for membership as a Charter Organization upon payment of established dues. Charter organizations shall be eligible to vote on matters of KACE concerning certification.

Affiliate Organization

Any commercial entity or governmental agency or non-governmental agency or association interested in supporting the purpose and mission of KACE shall be eligible for membership as an Affiliate Organization.. Affiliate Organizations shall be eligible to participate in exhibits or displays at KACE meetings and conferences without charge, but shall not be eligible to vote on matters of KACE.

Section 5. Termination of Membership

Membership may be terminated in the following ways:

- a. Any member leaving the code enforcement profession for a period in excess of six months will cease to be a voting member and will be considered an affiliate member for the remainder of their membership.
- b. If any member shall commit any act prejudicial to the conduct of the affairs of the Association or the purposes for which it is formed, or shall have changed his status so as to be ineligible for membership, such person shall be notified in writing to appear personally before the Board of Directors at a designated time not less than 30 days after such notification and at such time be given a hearing: By a two-thirds vote of all of the Directors present at the meeting, the membership of such person in the Association may be terminated or suspended. The hearing shall be conducted under the provisions of Roberts Rules of Order.
- c. Any member in default of his/her financial responsibilities to KACE for a period of three months shall no longer be entitled to the benefits of membership in KACE. This section does not preclude reinstatement upon payment of dues and a majority vote of the Board of Directors to good standing.

Section 6. Member in Good Standing and Active members

A “member in good standing” must be registered with KACE in a membership category and be current on payment of membership dues.

An Active member meets the requirements of article II, and attends 16 hours of KACE training annually.

ARTICLE III. FISCAL ADMINISTRATION

Section 1. Fiscal Year

The KACE fiscal year shall be from January 1 through December 31 of each calendar year, with auditing reports being presented at the following annual business meeting of each successive year.

Section 2. Annual Budget

The annual budget shall be prepared by the Budget and Finance Committee and presented to the membership at an Annual Business meeting for adoption.

Section 3. Dues

Annual membership dues and any related fees shall be determined each year by the board and adopted by resolution passed by a two-thirds vote of the Board and may be amended from time to time, with the dues and any fees payable by the beginning of the calendar year of membership.

Section 4. Vouchers

All claims owed for payment by KACE shall be submitted to the Treasurer in the form of a written and signed statement prior to receiving payment of monies owed. All expenditures from KACE funds shall be subject to review and approval by the Board of Directors. The Treasurer and the President or the nearest Board Member in proximity to the Treasurer must sign all checks issued by KACE in excess of \$1,000. The Board of Directors and the Treasurer shall be responsible for establishing and maintaining a KACE bank account within the State of Kansas.

ARTICLE IV. OFFICERS

Section 1. Number and Types of Officers

The officers of KACE shall be seven in number and shall be a President; a First, Second and Third Vice Presidents; a Secretary; a Treasurer; and a Sergeant-at-Arms. The Past President shall also serve as an officer, ex-officio, with voting rights and an Executive Manager, if appointed, shall serve as an officer, ex-officio, without voting rights.

Section 2. Eligibility for Office

- a. Any member of KACE in good standing shall be eligible for the Office of Sergeant-at-Arms, Secretary, Treasurer, and Third Vice President except as otherwise provided in these by-laws.
- b. Any Professional member of KACE, in good standing and KACE Certified, shall be eligible to serve as First Vice President or Second Vice President.
- c. Any Professional member of KACE, in Good Standing and KACE Certified, and that has a minimum of one year service on the Board of Directors or as a committee chair, shall be eligible for the Office of President.
- d. KACE Certified is defined as a member completing the KACE Certification program by completing the required number of training and education hours as set out by the KACE Certification Committee and the Board of Directors and any other requirements that may be established by the Board from time to time.

Section 3. Terms of Office

- a. The normal term of office shall be two (2) years beginning on January 1 of the year following an Annual Business meeting unless otherwise stated in these by-laws.
- b. The President, Second Vice-President, Secretary and Sergeant at Arms shall be elected for terms beginning in even years
- c. The 1st Vice President, 3rd Vice President and Treasurer shall be elected for terms beginning in odd years.
- d. No officer shall be elected to more than two consecutive full terms in the same office.
- e. Each Officer of the KACE Board of Directors shall fulfill the duties of his/her office outlined in this Article IV, Section 4 of these bylaws or shall be subject to removal from the office as prescribed in Article IV, section 6 .
- f. The President, 1st Vice-President, 2nd Vice President and Treasurer must be bonded for an amount not less than \$25,000.00. This bonding shall be contracted with the approval of the Board of Directors.

Section 4. Duties of Officers

- a. **President:** The President shall be directly responsible for the supervision and guidance of the affairs of this Association and shall preside over all meetings of KACE. The President, with the assistance of the Sergeant at Arms, shall enforce the by-laws of this association and perform other duties that would be recognized as being part of the office. The headquarters of the Association shall be the office of the President, so long as it is located in the State of Kansas.
- b. **First Vice President:** The First Vice President shall preside over all meetings in the absence of the President and be responsible for any other duties assigned by the President. The primary duties of the First Vice President shall be to chair the Steering Committee, and to direct the Conference Program Coordinator as necessary.
- c. **Second Vice President:** The Second Vice President shall preside in the absence of the First Vice President and the President at all meetings of KACE and be responsible for any other duties assigned by the President. The primary duty of the Second Vice President shall be to chair the Certification Committee and to keep the President informed of the current progress and future plans of the committee.
- d. **Third Vice President:** The Third Vice President shall be responsible in the absence of the Second Vice President, or President, to preside over all meetings of KACE and be responsible for any other duties assigned by the President. The primary responsibility is to serve as the Membership Drive Chairman. This position shall work continuously throughout the year to recruit and retain members as qualified in Article II, Section 1, 2 and 3 & 4. The Third Vice President shall also assist the Treasurer in carrying out the duties of his/her office with respect to the processing and mailing of membership dues invoices and maintaining the current membership list from the records of the Treasurer.
- e. **Secretary:** The Secretary shall keep and maintain the Corporate Book including an accurate record of the proceedings of all official meetings and the names of all appointed committees and their functions and any other duties assigned by the President. The Secretary shall also be responsible for the archives of records and chair the Communication Committee.
- f. **Treasurer:** The Treasurer shall be the custodian of all financial matters of this Association and chair the Finance/Budget Committee and be responsible for any other duties assigned by the President. He/she will be responsible to see that the dues of all members are paid in full prior to the opening of the annual business session, and shall report it to the President. Records of all collections and expenditures from KACE shall be reviewed and signed by the Treasurer. The Treasurer's books and records shall be reviewed by a third party, non-affiliated accounting firm, contracted with the approval of the Board, at the close of each fiscal year in December and said findings shall be presented at the annual business meeting of each successive year. A report of all revenues and expenditures shall be made available to all members of the Association. At the annual business meeting of KACE, the Treasurer shall present a financial statement for all members to view if desired. The Treasurer shall sign all membership cards, and shall keep assist the 3rd Vice President with keeping an up-to-date roster of all members. The Treasurer shall file 501c3 Internal Revenue Tax Forms yearly and assist the Secretary with

keeping the Articles of Incorporation current with the Kansas Secretary of State. The Treasurer shall investigate all tax laws and shall keep KACE advised of any laws that directly affect the Association so that the Association may be in compliance with all such laws and procedures and maintain this Association in its rightful and correct position, as so stated in Article 1, Section a.

- g. **Sergeant-at Arms:** The Sergeant-at-Arms shall maintain order during all meetings and functions of this Association and any be responsible for any other duties assigned by the President. The Sergeant-at-Arms shall be responsible for ensuring that all voters are in accordance with the provisions of Article II as well as assist the President with interpreting and enforcing all provisions of the by-laws. The Sergeant-at-Arms will Chair the Legislative and Judicial Review Committee and will keep the President informed of all actions and progress which the committee makes.

Section 5. Board of Directors

There shall be a Board of Directors comprised of the President; First, Second, and Third Vice Presidents; Secretary; Treasurer; and Sergeant-at-Arms with the immediate Past President and any Executive Manager also serving. Members of the Board shall be exempt from annual dues while serving and will only be required to pay one half the cost of training conference registration fees.

- a. Except as otherwise provided by KACE bylaws, the Board of Directors may transact meetings; shall determine when committee reports are to be issued; shall effectuate motions voted by the Association, and may adopt rules for the regulations of its proceedings and member meetings where not provided by the by-laws.
- b. Official findings and recommendations of the Board of Directors shall be determined by a majority vote. All members of the Board of Directors shall have one vote except any appointed Executive Manager.
- c. The Board, upon majority vote of those eligible to vote at any duly called Board Meeting, may motion to continue it's meeting in executive session. The purpose of executive session shall be for discussion only of personnel and other sensitive matters of the Association. Discussion held during the Executive Session may be recorded as minutes of the Executive Session and made available to any Board Member but shall not be made a part of the public record of the Board Meeting. No motions may be made or votes taken in Executive Session.
- d. The Board of Directors is empowered to authorize the existence of Chapter Organizations.
- e. The Board of Directors is authorized to establish policies and procedures to govern routine business affairs of the Association and any Chapters authorized within the state.
- f. Upon election, all Directors/Officers of the Association must take the oath of office in written and oral form. The secretary shall keep the written oath of office with the minutes of the Annual Business Meeting of that election.
- g. The Board shall, by resolution, designate an officer to serve as its representative to each organization of which the Association is a member. Each designated representative shall have the authority to represent the Association in all matters of the organization to which KACE belongs except in matters which involve the expenditure of Association funds or policy positions of the Association.

Section 6 Removal from Office

A director shall automatically cease to hold office if:

- a. Upon recommendation of the Board after a hearing, a resolution to that effect is passed by a simple majority of the members of the Association voting at a meeting duly called for that purpose; or
- b. The remaining members of the Board of Directors, whenever in their collective judgment by a unanimous vote, determine that the best interests of the Association would be served thereby.
- c. The director otherwise ceases to be eligible as a member under the terms of Article II., Section 6 of these by-laws.

Section 7 Indemnification

Every director or officer of the Association and his executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the Association, from and against:

- a. All costs, charges and expenses whatsoever that the director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution, in good faith, of the duties of his office or in respect of any such liability;
- b. All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default. The Association shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Association.

Section 8. Executive Manager

- a. The Board may appoint an Executive Manager to manage the affairs of the Association under the general direction of the Board and its officers.
- b. The Executive Manager shall:
 1. Hold office at the pleasure of the Board or until he resigns the office.
 2. Be accountable to the Board for the proper and legal conduct of the business of the Association according to the policies from time to time established by the Board.
 3. Be responsible for the organization of the work of the Association and for the engagement, supervision, direction and discharge of all employed personnel in accordance with the personnel policies from time to time established by the Board.
- c. The Executive Manager shall, ex officio, also be an officer of the Association and shall be entitled to receive notice and attend all meetings of the Board and its Executive Committee.

ARTICLE V. ELECTIONS AND VOTING

Section 1. Nomination of Officers

- a. At least forty-five days prior to the annual meeting the Board of Directors shall appoint a nominating committee consisting of three or more persons who are active members in good standing of the Association. Nominating committee members shall not be eligible to run for office.
- b. The nominating committee shall prepare a slate of nominees for the offices of the scheduled for election as called for.
- c. No later than thirty (15) days before the annual meeting, the nominating committee will mail to each eligible voting member a slate containing the names of the candidates for the respective offices. Included with the slate of officers will be information pertaining to each candidate. Candidate information will also be printed in the KACE Enforcer and/or posted to the KACE web site.
- d. The Sergeant-at-Arms and designees appointed by the President who are not candidates will have custody of, and assure the security of, the ballots received. The Board of Directors will verify that each ballot received was cast by an eligible voting member and that only one vote was cast by a voting member or a jurisdiction delegate, as the case may be.
- e. The nominating committee may select and recommend more than one person for all offices.
- f. In the event there is only one nominee for any particular office, the membership assembled may instruct the Secretary by proper motion to cast a ballot for the full number of qualified voters at the meeting for the said nominee whereupon the President shall declare him/her elected by acclamation.
- g. No nominations will be accepted from the floor except in the event there is no nominee for any particular office. The membership assembled may instruct the Secretary by proper motion to accept nominations from the floor. The nominee must be a qualified candidate.
- h. The President shall announce the results of all balloting and shall declare all elections.
- i. Formal notification of the election results shall be prepared by the Secretary and mailed to each KACE member.

Section 2. Vacancies

In the event a vacancy is created in the office of the President, the First Vice President shall immediately vacate his/her office and assume the office of the President and at which time the Board of Directors shall have the power to fill any vacated office until a regular election is held with an interim appointee until the next annual or special meeting. In the event any other officer on the Board of Directors creates a vacancy, the Board shall have the authority to fill the vacancy until a regular election can be held.

Section 3. Voting

- a. For the normal transaction of business, all individual members present at a duly called Annual Meeting or Special Meeting shall have one vote with the following exceptions for which only voting delegates will cast ballots: 1) Election of officers; 2) Adoption of by-laws and articles of incorporation, amendments, and 3) Items for which a voice vote proves inconclusive (at the discretion of the President or presiding officer.) Charter Organization members shall also have one vote on matters of the certification program.
- b. The Sergeant-at-Arms shall determine the eligibility for voting on specific business matters and the 3rd Vice President shall maintain a current list of voting eligibility by voting delegates from information submitted by the Treasurer. .
- c. A quorum for a valid vote at the annual meeting shall be a simple majority of those eligible voters in attendance.

- d. Proxy ballots will not be counted. Proxy ballots are expressly prohibited.
- e. Ballots will be tallied and results will be announced during the Annual Business Meeting.

Section 4. Voting Delegates

Each participating jurisdiction, consisting of State, City, Town or County, shall have one voting delegate designated prior to any vote at a duly called meeting. When the voting delegate is a member of the Board of Directors his/her vote will be transferred to the designee. Each participating jurisdiction shall designate the voting delegate. In addition to voting delegates, each Charter Organization member shall have one vote on certification questions which shall be cast by the Code Official for the jurisdiction.

ARTICLE VI. MEETING

Section 1. Annual Business Meetings

- a. The primary purpose of the meeting shall be:
 - 1. To receive the annual report from the outgoing President and retiring Association Officers
 - 2. To elect officers to the Board of Directors
 - 3. To adopt the Association's operating budget for the following fiscal year to commence from January 1st of the following year.
 - 4. To receive the annual committee reports from the Association officers.
- b. Coincidental to the annual meeting shall be an annual conference with the primary purpose is to:
 - 1. Provide seminars addressing specialized areas of code enforcement.
 - 2. Provide seminars addressing code enforcement administration and innovative code enforcement programs.
 - 3. Discuss changes, policies or laws, which affect code enforcement.
 - 4. Further the exchange of information between members of the code enforcement profession.
 - 5. Provide training that is necessary to maintain skill & knowledge required to conduct successful code enforcement and to maintain certification as a Kansas Code Enforcement Officer.

Section 2. Special Meetings

- a. The Board of Directors and/or President may call a special meeting at such time, date and place, as they may consider appropriate.
- b. At the written request of a minimum of 10% of the organization, the President shall call a special meeting
- c. Special meetings may be held by telephone, tele-conference, regular mail, e-mail, fax or other appropriate world wide web method as may be established by the person or persons calling the meeting and provided in the notice of the meeting.

Section 3. Notice of Meetings

- a. A written notice of the annual meeting shall be mailed to each KACE member no later than thirty days prior to the annual meeting.
- b. Personal contact, phone contact or mail contact provided 7 days prior to a special meeting to the last recorded address, phone number or e-mail address of each Member shall constitute adequate and proper notice.
- c. Any member may waive notice of any meeting.

Section 4. Programs

It shall be the responsibility of the Board of Directors to appoint a Conference Program Coordinator to ensure that each conference program provided for the membership shall be of the highest quality and consistent with the established purposes and goals of this Association. Duties will include overseeing site locations, facilities, lodging and all aspects of what will be necessary to secure and execute conference locations and all amenities to hold a professional conference. The Conference Program Coordinator is responsible to coordinate conference facilities and arrangements with the 1st Vice President, the 2nd Vice president and with the needs of the Certification Committee.

Section 5. Minutes of Business Meetings

- a. Either the Secretary or another qualified member of KACE designated by the Secretary to serve in his/her absence, shall record complete minutes of each business meeting.

- b. All minutes; once recorded and approved by the appropriate body as to accuracy, shall become part of the permanent record of which the Secretary is the custodian.
- c. The retiring Secretary shall record the minutes of the annual meeting.

Section 6. Adjournments

- a. **Notice.** Further notice of any adjourned meeting of the Board and its committees or the annual meeting or any special meeting of the Association is not necessary if the date, time and place of such adjourned meeting has been announced at the meeting which was adjourned and if this has been properly recorded in the minutes of that meeting.
- b. **Transaction of Business.** Any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place.

Section 7. Suspension of By-Laws

These by-laws or a portion thereof may be suspended by a 2/3rds vote of the members in attendance at any annual or special meeting for the duration of the meeting, at the end of which the Bylaws will return to full force and effect. Roberts' Rules of Order shall always be in effect.

ARTICLE VII. COMMITTEES

Section 1. Appointment

The president shall, whenever necessary and appropriate, appoint special committees to perform specific and limited duties and he/she shall appoint members not otherwise designated herein to the following standing committees: Finance and Budget; Certification; Legislative and Judicial Review; Steering; and Membership. The Chairman of each of these standing committees is listed in the duties of each member of the Board of Directors. (Article IV, Section 4, Duties of Officers.)

Section 2. Tenure

The tenure of each special committee shall be for the duration of the specific duty assigned to it, but shall not exceed beyond the end of the KACE fiscal year. The continuing or succeeding President may continue the particular special committee the following year. Standing committees have a specific job description and are appointed at the pleasure of the President to serve until the end of the KACE fiscal year unless the continuing or succeeding President continues their services for another.

Section 3. Duties and Responsibilities of Standing Committees

- a. **The Finance and Budget Committee:** shall meet as necessary but is to meet at least once yearly during the KACE fiscal year to outline the receipts to the Board of Directors for the coming KACE fiscal year.
- b. **The Steering Committee:** shall meet as necessary and shall be responsible to the Board of Directors for the development and presentation of programs for the upcoming year for KACE members.
- c. **The Membership Committee:** shall meet as necessary and is responsible for the active recruitment of new members and the retention of present members.
- d. **The Certification Committee:** shall be comprised of the Second Vice President serving as Chair and a minimum of two KACE Professional Members in good standing, and one Associate member in good standing, appointed by the Chair of the Certification Committee and approved by the KACE Board of Directors, each to serve a two-year term. The Certification Committee is hereby responsible for the educational curriculum it sees necessary to cause the members of KACE to be duly certified in the best interests of the public and the Association. The committee shall meet as often as necessary to attain these goals and shall make a report to the Board of Directors of its progress and methods.
- e. **The Legislative and Judicial Review Committee:** will meet as necessary and is responsible for the review of ordinances and statutes throughout the State of Kansas, which pertain to Code Enforcement. Their ultimate responsibility lies in finding the most efficient and effective laws in place and working toward the establishment of these laws on a statewide basis. In making appointments to this committee, the President shall consider for appointment lay members and all practicing attorneys who are active members and available for service as well as any other active member who is interested as well as any non-member attorney who is interested..

ARTICLE VIII. AMENDMENTS TO BYLAWS

Section 1. Proposal

By-law amendments may be considered at any duly called annual meeting or special meeting of the membership upon and according to the following requirements.

- a. Upon written petition officially transmitted to the Board of Directors, from a standing committee or from at least one-fourth of the active membership of KACE any proposed amendment to these by-laws **shall**, after full discussion by the Board of Directors, be prepared as written ballot at the next duly called annual or special meeting of the membership. Said petition must be submitted to the Board of Directors no later than sixty (60) days prior to the annual business meeting or fifteen (15) days prior to any special meeting.
- b. Upon written petition officially transmitted to the Board of Directors from a Member or Director, any proposed amendment to these by-laws, after full discussion by the Board of Directors, **may** be prepared as written ballot at the next annual meeting or at a duly called special meeting of the membership, but is not required to be submitted to the membership for a vote. Said petition must be submitted to the Board of Directors no later than sixty (60) days prior to the annual business meeting or fifteen (15) days prior to any special meeting.

Section 2. Adoption

Any proposed amendment properly submitted shall require a majority vote of those present for adoption at a duly called meeting. The vote shall be by secret ballot with those voting delegates so qualified as eligible to vote at the time of balloting being those allowed to vote on the proposed amendment.

ARTICLE IX. ORDER OF BUSINESS

Section 1. Procedures

Parliamentary procedures shall be as defined in the current edition of Robert's Rules of Order.

Section 2. Order of Business

The order of business of this Association shall be as follows:

- a. Roll call of officers
- b. Approval of minutes of previous meeting
- c. Announcements
- d. Reports of Officers
- e. Program
- f. Unfinished Business
- g. New Business
- h. Election of officers and seating of same
- i. Adjournment

ARTICLE X. CERTIFICATION PROGRAM

The Certification Program shall be adopted by Resolution passed by a two thirds vote of the Board of Directors and may be amended from time to time by a two-thirds vote of the Board. The Certification Program shall be presented and reviewed with the membership by mail or at a duly called meeting at least once (1) every fiscal year.

ARTICLE XI. SEVERABILITY

That if any part of these by-laws shall be declared unconstitutional or invalid by a court of competent jurisdiction, the remaining provisions shall remain in full force and effect.

ARTICLE XII. DISSOLUTION

In the case of dissolution of this organization, all assets remaining after payment of accrued expenditures shall be distributed to one or more organizations which qualify for a tax exemption as provided by the Internal Revenue code of the United States of America as determined by the Board and no part of any assets shall go to benefit any private individual or member.

As amended at a Special Meeting, April 25, 2007

As amended at a Special Meeting, April 6, 2009