

MUNICIPAL CLERKS' ASSOCIATION OF NEW JERSEY, INC. CONSTITUTION AND BYLAWS

CONSTITUTION

ARTICLE I

Section 1. General

This corporation shall be known as the Municipal Clerks' Association of the State of New Jersey, hereinafter referred to as the Association.

Section 2. Objectives

This Association is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code), specifically:

1. Promoting education and training in the Municipal Clerks' industry.
2. Promote a better understanding of the official duties and obligations of its members.
3. Insofar as possible, set up uniform methods of procedure in the municipalities of New Jersey.

Section 3. Compensation

1. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers or other private persons. The Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
2. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on:
 - a. by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or
 - b. by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Section 4. Fiscal Year

The fiscal year of the Corporation shall be July 1 – June 30.

Section 5. Dissolution

Upon the dissolution of this Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a State or local government, for a public purpose.

ARTICLE II - MEMBERSHIP

Section 1. Class of Membership

1. Regular Members

- a. Any person holding the office of Municipal Clerk, Acting Municipal Clerk, County Clerk, or Clerk of the Board of Chosen Freeholders of any municipality or county of the State of New Jersey, may become a Regular Member by making application therefor and by paying the dues recited in Bylaws, Article III, Section 1.
- b. Only tenured Municipal Clerks shall be eligible to hold office in the Association, subject to the provisions of Article VI, Section 1.3 of the Constitution.

2. Associate Members

- a. Any person holding the office of Deputy or Assistant Municipal Clerk, Deputy County Clerk, or Deputy Clerk of the Board of Chosen Freeholders, may become an Associate Member by making application therefor and by paying the dues as recited in Bylaws, Article III, Section 3.
- b. An Associate Member may take part in the general discussion at meetings of the Association and may vote on matters to be voted upon by the Regular Members as herein provided in Section 2.
- c. An Associate Member shall not be eligible to hold office in the Association.

3. Affiliate Members

- a. Any person holding any governmental or education office of employment, or any other person interested in promoting the objectives of this Association who is not eligible for Regular, Associate or Honorary membership may become an Affiliate Member by making application therefor and by paying the dues as recited in Bylaws, Article III, Section 1.
- b. An Affiliate Member may take part in the general discussion at meetings, but may not vote or hold office.

4. Honorary Members

- a. Any Regular, Associate or Affiliate Member in good standing may, upon retirement, continue attendance at meetings as an Honorary Member. In addition, any person may be granted Honorary membership by resolution adopted at the Annual Meeting or at any special meeting. Such Honorary Member need not pay dues, but shall pay the cost of the luncheon or dinner provided such Honorary Member at any meeting attended.
- b. An Honorary Member may take part in the general discussion at meetings, but may not vote or hold office.

Section 2. Membership Voting

A Regular Member in good standing, or in his/her absence, his/her counterpart Associate Member in good standing, may vote at meetings. A member in good standing is one who has paid dues for the current year or no later than 4 months (November 1) after the start of the fiscal year (July 1 – June 30).

ARTICLE III – OFFICERS

Section 1. Classes

1. The officers shall consist of a President, First Vice-President, Second Vice-President, Treasurer, Secretary, and Immediate Past President, in order as presented, and such other officers as occasion may require.
2. Officers must be members in good standing as defined in Article II, Section 2.
3. Officers shall serve for a period of one year to commence July 1 through June 30.
4. All incumbent officers shall be required to file with the secretary, by December 15, a Notice of Intent which shall stand to serve as their intention to either continue to ascend to the next highest office on the Executive Board or vacate their eligibility to do so. The Secretary shall distribute such Notice of Intent forms to each officer no later than December 1 of each year. An incumbent officer's failure to file the completed Notice of Intent shall require the office to be filled in the manner prescribed in Article VII.
5. The incumbent President, Vice President, Second Vice-President, Treasurer and Secretary shall ascend automatically to the highest office following the completion of their current term so long as each individual shall continue to meet the qualifications prescribed in Article II and Article III Section 1.3. The order of office ascension shall be as follows:
 - First Vice-President to President
 - Second Vice-President to First Vice-President
 - Treasurer to Second Vice-President
 - Secretary to Treasurer
 - President to Immediate Past President
6. The incoming Secretary shall be elected by ballot annually or as otherwise provided in Article VI.
7. All officers shall be duly sworn into office at the Annual Business Meeting.
8. Officers may be reimbursed for out-of-pocket expenses, as approved by the Executive Board.

Section 2. President

1. The President shall preside at all meetings and shall supervise all activities of the Association.
2. The President shall appoint the members of all Standing Committees and such other committees as the President deems necessary.
3. The President shall each year appoint a member from each County Municipal Clerks' Association as a member of the Advisory Board. Before making such appointment, the President may confer with such County Association.
4. Each County Association shall designate one of its members to serve as Alternate Advisory Board Member from that county who, in the absence of the Board Member, shall be empowered to act on

behalf of such absent member. Notice of such designation by each County Association should be forwarded to the President-Elect in June of each year.

5. The President shall, ex-officio, be a member of all Committees and shall be entitled to vote at committee meetings.
6. The President may Establish Ad Hoc Committees and appoint members thereto, for special short term projects not covered by the functions and responsibilities of the existing Standing Committees.

Section 3. Vice-Presidents

First Vice-President - The First Vice-President shall assist the President in the discharge of the duties of that office, and, in the absence or inability of the President, perform the duties of that office and such other duties as the President shall direct. The First Vice-President shall be responsible for the Annual Meeting program and the education program during the Annual Education Conference.

Second Vice-President - The Second Vice-President shall assist the First Vice-President and the President, and in the absence or inability of either or both, and shall perform such other duties as the President shall direct. The Second Vice-President shall also be responsible for the Annual Education Conference registrations.

Section 4. Treasurer

1. The Treasurer shall be responsible for the compliance of procedures for the issuance, receipt, and disbursement of the Association's funds and records, as authorized by the Executive Board.
2. The Treasurer shall maintain a record of membership.
3. In consultant with the Executive Director, the Treasurer shall prepare the annual budget for presentation to the Executive Board at the Transition Meeting.
4. The Treasurer shall render a report at each Executive and Advisory Board meeting of the financial status of the Association, and with the approval of the Executive Board, be responsible for the investment of Association funds.
5. The Treasurer shall be bonded in an amount deemed adequate by the Executive Board, and shall render a final and complete financial report at the Annual Meeting.
6. The Treasurer's accounts shall be audited annually by the appointed auditor and a report rendered to the Association at the Annual Meeting.
7. The Treasurer shall transmit all reports and accounts of the Association to the successor of that office not later than August 15th following the expiration of the term of that office.

Section 5. Secretary

1. The Secretary shall keep a record of the attendance of the members of the Executive and Advisory Board attending all Executive and Advisory Board meetings.

2. The Secretary shall keep a book of minutes in which shall be recorded the business proceedings of the Association and said minutes will be available at the Advisory Board meetings for review and approval. Once approved, said minutes shall be placed on the Association's website.
3. The Secretary shall be responsible for ensuring that mailing of notices of Executive and Advisory Committee meetings, amendments to the Constitution and Bylaws, and any other correspondence or special notices that occur as necessary (the mailing can be electronic or by US mail as applicable) and perform such other duties as the President may assign as required. The Secretary shall be the keeper of the seal of the Association.
4. The Secretary shall transmit all records and accounts of the Association to the successor of that office not later than July 1st following the expiration of the term of office.

Section 6. Indemnification of Officers

1. Every officer, when acting within the scope of the duties set forth in Article III of this Constitution, shall be provided legal representation at the expense of the Association and have all reasonable costs of suit and disbursements paid for any claims of any nature whatsoever arising out of the lawful exercise of the duties and responsibilities of that officer, provided that:
 - A. the officer acted in good faith and in a manner which the officer reasonably believes to be in or not opposed to the best interests of the Association; and
 - B. with respect to any criminal proceedings, the officer has no reasonable cause to believe the conduct was unlawful.

The determination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the officer did not meet the applicable standards of conduct set forth in paragraphs 1.A and 1.B above.

2. The Association shall indemnify an officer against liability for any settlement, judgment, fines or penalties to the extent that the officer has been successful on the merits of the matter or otherwise in any proceeding which in the judgment of the Association, the officer has met the standards set forth in subsection 1.A. and 1.B. above, or in defense of any claim, issue or matter therein.

Indemnification for liability for any settlement, judgment, fines or penalties in any case not described in paragraphs 1.A. or 1.B. Hereof, may be made by the Association only as authorized in a specific case upon a determination that indemnification is appropriate in the circumstances because the officer met the applicable standard of conduct set forth in subsections 1.A and 1.B above. Said determination shall be made by the Executive Board as constituted under Article IV, Section 1. of this Constitution, except that no officer seeking indemnification shall participate in any manner whatsoever.

3. Counsel fees, costs of suit and disbursement incurred by an officer in connection with a proceeding may be paid by the Association in advance of the final disposition of the proceeding if authorized in the manner set forth above only upon receipt of a written undertaking or security from the officer acceptable to the Association's legal counsel to repay the amount unless it shall be ultimately determined that the agent is entitled to be indemnified as provided in paragraph 2.A.

4. No action to enforce an officer's right to indemnification under this section shall be brought prior to six months next following any final judgment, order or settlement in order to provide for the Executive Board to make a determination as provided for under subsection 2 hereof.
5. In the event that any provision of this section is judged to be invalid by a Court of competent jurisdiction, it is in the intent of the Association in adopting this section that the effect of such judgment be specifically limited only to that portion so found to be invalid.

ARTICLE IV - COMMITTEES

Section 1. Executive Board

1. The Executive Board shall consist of the President, First Vice-President, Second Vice-President, Treasurer, Secretary, and Immediate Past President.
 - A. The Executive Board shall have general supervision over the affairs of the Association, and have power to accept resignations from Officers, and have power to fill vacancies as may become necessary. See Article VII: Vacancy on Executive Board.
 - B. The Executive Board shall have power and authority to decide matters relating to the business of the Association, and shall report all action taken to the Advisory Committee.
 - 1) The Executive Board may execute contracts annually for the following positions:
 - a) Executive Director
 - b) Auditor
 - c) Legal Counsel
 - 2) All actions taken by the Executive Board shall be by majority vote of the full Board.

Section 2. Advisory Board

1. The Advisory Board, consisting of the Executive Board, MCANJ President's designated County Association representatives (or Alternates as stated in Article III, Section 2 above) and the Past President's Council, together with the Chairpersons of each standing Committee, shall meet with the Executive Board for periodic updates of all matters of business relating to the Association as follows:
 - A. The Annual Meeting shall be held during the Annual Education Conference (March or April), at the call of the President. There shall be no fewer than three (3) Advisory Board Meetings held during the fiscal year for which the date and location shall be determined by the President.
 - B. If a member of the Advisory Board vacates his/her position as a Municipal Clerk in good standing during the term of his/her appointment on the Advisory Board, he/she may complete his term on the Advisory Board through June 30 of that year, at the President's discretion.

Section 3. Past Presidents' Council

1. All Past Presidents of this Association and all Past Presidents of the International Institute of Municipal Clerks, who are still active members of this Association, shall constitute the Past Presidents' Council.
2. The Past Presidents' Council shall meet with and advise the Executive Board.

Section 4. Standing Committees

1. The following shall be a list of the Standing Committees:
 - A. Constitution and Bylaws
 - B. Education
 - C. Education Conference(s)
 - D. Elections
 - E. Fundraising
 - F. Information Technology
 - G. Legislative Committee for Laws Pertaining to the Municipal Clerks' Profession
 - H. Legal Defense Fund
 - I. Manual Review
 - J. Membership/Peer Alliance for Learning (PAL)
 - K. Professional Development/Mini Conferences
 - L. Public Relations
 - M. QUILL
 - N. Raffles
 - O. Records
 - P. Resolutions
 - Q. Scholarship
2. Functions and Responsibilities of Standing Committees.
 - A. The Constitution and Bylaws Committee shall recommend to the Executive Board any amendments to the Constitution and Bylaws.
 - B. The Education Committee, in cooperation with Rutgers University, shall provide the educational opportunities required to achieve the certification and recertification as Registered Municipal Clerks. The Conference Committee, in conjunction with the Education Committee, shall prepare the education program for the Annual Education Conference.
 - C. The Education Conference(s) Committee shall, in conjunction with the Executive Board, coordinate the programs and events at the Education Conference, or Conferences as the case may be, and shall contact the appropriate committees in such effort.
 - D. The Elections Committee shall examine and evaluate the statutory requirements governing elections as well as any proposed changes in election law and make appropriate recommendations to the Executive Board regarding same.
 - E. The Fundraising Committee shall plan and implement fundraising programs for the benefit of the MCANJ. The use of these funds will be used at the discretion of the Executive Board. By vote of the Executive Board, the MCANJ may advance funds to the Fundraising Committee for fundraising activities with reimbursement to the MCANJ Treasury from the fundraising proceeds, with primary consideration given to the Legal Defense Fund and the Scholarship Fund.
 - F. The Information Technology Committee shall provide and review information shown on the MCANJ Web Page and other Association authorized social media. In addition, the Information

Technology Committee shall advise the Executive Board of other means of technology useful to the Municipal Clerk. This may include, but not be limited to, an Annual Information Technology Expo and/or assisting with soliciting persons versed in technological hardware, software, peripherals, and other technological devices useful to the Municipal Clerk for the Education Conferences.

- G. The Legislative Committee for Laws Pertaining to the Municipal Clerks' Profession shall monitor and review all proposed legislation that may directly affect the Municipal Clerks' profession.
- H. The Legal Defense Fund is available by private subscription of the membership for their benefit and is established for financial and legal assistance to its participating members. The LDF Committee shall solicit membership and through its own Constitution and Bylaws oversee the operation of said Fund. The financial records of said Fund are maintained by the Executive Director. The Executive Board shall hear appeals sent to it by the LDF pursuant to the LDF bylaws and the Executive Board shall establish rules and procedures for same.
- I. The Manual Review Committee shall be charged with the annual review and publication of updates for the Municipal Clerks' Desk Reference Manual.
- J. The Membership/Peer Alliance for Learning Committee shall be charged with the duty of securing and maintaining the enrollment of all Municipal Clerks, County Clerks and the Clerks of the Boards of Chosen Freeholders in the State of New Jersey. It may be designated further as Membership-North, Membership-Central and Membership-South, at the discretion of the President and shall be responsible for promoting a mentoring program between newly appointed Municipal Clerks and experienced Registered Municipal Clerks to facilitate the training and education of new members.
- K. The Professional Development/Mini Conference Committee shall prepare and implement programs addressing the managerial and administrative skills necessary to meet the professional image of Municipal Clerks.
- L. The Public Relations Committee shall plan and organize the Booth at the Annual League of Municipalities Conference, as well as the information Booth at the Spring Education Conference. Additional duties include hospitality at all MCANJ events.
- M. The QUILL Committee shall publish four (4) times a fiscal year, the official newsletter of the MCANJ.
- N. The Raffles Committee shall conduct such appropriate events, as determined by the Executive Board. At the Transition Meeting of the each year, the Executive Board will determine where the proceeds from the raffles should be directed.
- O. The Records Committee shall review pertinent decisions of the Government Records Council regarding the Municipal Clerk's responsibility in complying with the Open Public Records act and amendments and supplements subsequently enacted thereto, and report back to the Executive Board with their findings and recommendations on a regular basis. The Records Committee shall, in addition thereto, offer any practical recommendations to the Executive Board regarding problems that have been encountered or other foreseeable problems that may be expected in order for Municipal Clerks to comply with OPRA, as well as any pertinent issues dealing with records management. The Chairman of the Records Committee shall be the MCANJ representative to the Government Records Council.
- P. The Resolutions Committee shall prepare and present at the Annual Meeting, resolutions recognizing those Municipal Clerks who have retired or passed away since the last Annual Meeting, as well as present any resolutions passed by the County Associations requiring action by the membership. It shall also present appropriate resolutions of recognition and service to

Associations or individuals. Resolutions shall be provided to the Secretary for inclusion in the minutes of the Annual Meeting.

- Q. The Scholarship Committee shall award financial assistance to deserving member Municipal Clerks and Deputy Municipal Clerks for courses required for certification and recertification as Registered Municipal Clerks. The Executive Board may award stipends to any Committee Chairs, as deemed appropriate. These stipends shall be approved by Resolution of the Executive Board and stipulated in the Budget for the year.

ARTICLE V - AMENDMENTS

Section 1. Procedure

1. Amendment to this Constitution and Bylaws may be adopted at the Annual Meeting or any Special Meeting duly called, by a two-thirds vote of the members present, provided notice of such amendment was given to the members at least two weeks prior to the meeting at which such action is to take place.

ARTICLE VI - ELECTIONS

Section 1. Nominations

1. Any individual seeking to be a candidate for Secretary must file with the Secretary not later than January 15th of the year of the Annual Business Meeting. No additional applications shall be accepted after this date.
2. On February 15th of the year of the Annual Business Meeting, all candidates shall receive verification of their candidacy from the Secretary.
3. All candidates shall have tenure of office, shall have experience and training for that office, shall have received the certification of Registered Municipal Clerk (RMC), and shall be actively employed as a Municipal Clerk.
4. If after the January 15th filing date for receipt of applications for candidates for the office of Secretary expires and no qualified applications have been received by the current Secretary, the office of Secretary shall be filled in the manner provided in paragraph 5 of this Section. Within 30 days after the filing date, the Executive Board shall choose a nominee from the qualified general membership for the office of Secretary for the ensuing year. The Executive Board shall notify the general membership that interested persons will be considered based on resumes and personal interviews. Interested persons must submit their resumes to the current Secretary by the deadline established in the notice distributed to the general membership. The Immediate Past President shall not vote to fill any vacancy on the Executive Board. In the event of a vacancy during the term, the same procedure shall be followed.
5. In the case of a vacancy in the office of Secretary caused by virtue of the fact that the filing date for receipt of applications for candidates for the office of Secretary expires and no qualified applications have been received by the current Secretary, the Executive Board, within 30 days of said filing date, shall notify the general membership of such vacancy and that any qualified, as defined by Section 3, interested persons for the office will be considered. The Executive Board shall thereafter fill the vacancy with a qualified person, with the affirmative vote of the majority of the full membership thereof. In the event that a vacancy in the office of

Secretary occurs due to any other reason, the provisions for filling such vacancy shall be as set forth in Article VII, Section 6.

6. If no applications are received in accordance with Section E, the Executive Board shall have to the power to fill the vacancy with an individual who does not meet the tenure requirement as set forth in Section C for the position of Secretary. However, it shall be required that the applicant seek and receive the written consent of his/her entire governing body of the municipality where he/she is employed on a full time basis setting forth that there are no objections to the individual seeking said position and that it is acknowledged that the position will require the individual to be absent from the office from time to time.

Section 2. Elections

1. If only one candidate has filed for the position of Secretary, then such candidate may be elected to office by means of a motion duly adopted at the Annual Meeting.
2. A contested election for the office of Secretary shall be held by printed ballot listing the names of the nominees. There shall be no nominations from the floor, nor shall write-in votes be counted.
3. The election shall be presided over by the officers and such other members as the President deems necessary. A plurality of the votes cast shall be required to elect. In the event of a tie, the two nominees receiving the highest number of votes shall be selected by lot drawn by the President, if he or she is present; or the First Vice-President, if present; or the Chair of the Annual Meeting.

Section 3. Campaigning for Office

1. Following certification by the Secretary of a candidate's application, only the following practices shall be permitted for the purpose of campaigning for office:
 - A. No candidate or supporters may electioneer or distribute campaign literature at the Annual Education Conference or Annual Business Meeting.
 - B. MCANJ Campaign literature shall be financed solely by the candidate or his/her supporters. The candidate shall not utilize any MCANJ services for the distribution of campaign literature.
 - C. All verified candidates shall be required to furnish a basic biography/resume of their MCANJ and/or County Association activities, together with a headshot photograph, to the editor of the Quill by a date specified by the editor for a subsequent issue for publication.
 - D. Each candidate shall be required to present a narrative of no more than three minutes in length at the Annual Business Meeting prior to the Election.

ARTICLE VII - VACANCY ON EXECUTIVE BOARD

Section 1. President

If a vacancy occurs in the office of President, the First Vice-President shall become the Acting President and retain the duties of the First Vice-President for the remainder of the term. At the next Annual Business Meeting, the First Vice-President shall succeed to the office of President without election.

Section 2. First Vice-President

If a vacancy occurs in the office of First Vice President, all succeeding officers will ascend to the next office, thereby creating a vacancy in the office of Secretary. The Executive Board shall follow the procedure outlined under Article VI Section 1.4. to fill the position of Secretary from the qualified general membership.

Section 3. Second Vice-President and Treasurer

If a vacancy occurs in the office of either the Second Vice President or the Treasurer, the person holding the office not vacant shall assume the duties of the vacant office until the end of the term.

Section 4. Secretary

If a vacancy occurs in the office of Secretary prior to February 1st, the Executive Board shall follow the procedure outlined under Article VI Section 1 .4 to fill the position of Secretary from the qualified general membership. If a vacancy occurs in the office of Secretary after February 1st, the Executive Board may appoint the Executive Director for a stipend to be determined by the Executive Board, to fulfill the duties of the office until the end of the term.

Section 5. Employment Change

If any member of MCANJ's Executive Board terminates his/her tenured employment, said officer must obtain a letter of support from the governing body of the new municipality and submit same to the Executive Board within ten (10) business days of commencement of the new employment position. Failure to comply with this section will cause a vacancy in this position on the Executive Board, to be filled as set forth in this Article.

Section 6. Other Vacancies/Removal

Vacancy: In the event that an Officer is unable to attend all or part of a regular Executive Board meeting, an explanation, in writing, must be submitted in advance of the meeting to the President of the Executive Board providing the reason for the absence. Failure to submit a written explanation shall deem the absence to be unexcused. The Executive Board, at the next regular Executive Board meeting following the meeting at which an Executive Board Member is absent, as the first order of business, vote on the validity of the reason for the absence. For the absence to be considered excused, 2/3 of the full membership of the Executive Board must vote in the affirmative to excuse the absence. The responsibility for deciding what is a valid reason for an absence from a regular Executive Board meeting shall be as the sole discretion of the Executive Board. If an Officer is absent without an approved excuse by the Executive Board as provided for herein from two or more regular Executive Board meetings in one calendar year and/or has neglected or is unable to perform his or her duties of the office as set forth in Article II hereof, his or her office shall thereupon be declared vacant and the vacancy filled by the Executive Board in the manner provided herein. Such a vacancy shall be declared by the affirmative vote of 2/3 of the full membership of the Executive Board, with the reasons for declaring the vacancy being set forth in writing at the time of the vote to fill the vacancy and shall be recorded in the minutes.

Such vacancy as heretofore described shall be filled by the Executive Board by informing the membership, within 30 days of the vacancy, that a vacancy exists, and that all interested qualified persons shall be considered to fill the vacancy based upon an application of the Executive Board, and

any further information as may be required by the Executive Board. The Executive Board, by a majority affirmative vote of the full membership thereof, shall thereafter fill the vacancy. Should no qualified applicant apply, then the person serving as the Executive Director shall fill the vacancy for the balance of the term of office at a stipend to be set by the affirmative vote of the full membership of the Executive Board.

In the event that the vacancy still exists at the end of the current term, refer to Sections 1 through 4.

Removal: Officers may be removed by two-thirds majority vote of the Executive Board at a regular or special meeting for the following reasons; neglect of duty, malfeasance in office or other just cause. Prior to removal, the officer shall be given an opportunity to address the Executive Board at a regular or special meeting to be determined by the MCANJ President. At the conclusion of the meeting, any and all actions shall be recorded in the minutes of the Executive Board and shall be accompanied by a statement specifying the action taken.

BYLAWS

ARTICLE I - MEETINGS

Section 1.

The Annual Business Meeting shall be held in conjunction with the Annual Education Conference (March or April) at the call of the President. There shall be no fewer than three (3) Advisory Board Meetings held during the fiscal year for which the date and location shall be determined by the President.

Section 2.

Special meetings may be called by the President, either when deemed expedient, or upon the written request of fifteen members in good standing. Notice of special meetings shall be given all members at least two (2) weeks in advance of such meeting.

Section 3.

Fifteen (15) of the members defined in this Section shall constitute a quorum for the transaction of business at Advisory Board meetings. For the purposes of a quorum and voting, members of the Advisory Board participating in Advisory Board meetings via conference call or other telecommunication devices will be considered present. Executive Board Members, Advisory Board Members, Alternate Advisory Board Members, if Advisory Board Members are not present, Chairpersons of Standing Committees, and Past Presidents will be eligible to vote. A majority vote shall determine all questions.

Section 4.

The discussion of partisan politics is prohibited.

ARTICLE II - COMMITTEES

Section 1.

Directly after taking office, the President shall appoint the Committees as listed in Article IV of the Constitution.

Section 2.

The President shall have the authority to appoint such other special committees as may be required as the occasion arises.

ARTICLE III - DUES

Section 1.

Annual Dues are established as follows:

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|-------------------|----------|
| Regular Members | \$100.00 |
| Associate Members | \$ 75.00 |
| Affiliate Members | \$ 75.00 |

The fiscal year for dues shall commence on July 1st of each year.

ARTICLE IV - ORDER OF BUSINESS

Section 1.

At all meetings, except Special Meetings and Advisory Committee meetings, the order of business shall be:

1. Roll Call
2. Reading of Minutes
3. Reports of Officers
4. Reports of Standing Committees
5. Reports of Special Committees
6. Communications
7. Unfinished Business
8. Election of Officers
9. New Business
10. General Discussion

ARTICLE V - RULES OF ORDER

Section 1.

Robert's Rules of Order shall govern all proceedings insofar as they are not inconsistent with the Constitution and Bylaws.

EFFECTIVE DATE

Section 1.

These Bylaws, as amended, shall become effective April 25, 2016.