

# ASSOCIATION OF INFORMATION TECHNOLOGY PROFESSIONALS

## BYLAWS



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## AITP BYLAWS

### ARTICLE I - NAME

#### **Section 1 - Name**

- 1.01 The name of the association shall be the Association of Information Technology Professionals, also known as AITP.

#### **Section 2 - Office**

- 2.01 The principal office of the association shall be maintained in the State of Illinois. This office shall also be the registered office of the registered agent of the association.

### ARTICLE II - PURPOSES AND LIMITATIONS

#### **Section 1 - Purposes**

- 1.01 The purposes of the association shall be as set forth in the Articles of Incorporation of the association, and the association shall operate to advance the profession and provide education consistent with its purposes as an Illinois not-for-profit professional association, exempt from income taxes under section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

#### **Section 2 - Compensation**

- 2.01 Directors shall not receive any salaries for their services as Director, but by resolution of the Board of Directors, may be reimbursed for expenses of attendance, if any, for each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the association in any other capacity and receiving compensation therefore.

#### **Section 3 - Waiver of Notice**

- 3.01 A written waiver of any notice required to be given by statute, the Articles of Incorporation or these Bylaws, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- 3.02 Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

### ARTICLE III - ORGANIZATION

#### **Section 1 - Charter**

- 1.01 The association shall charter Regions, Chapters, Special Interest Groups and other entities on such terms and conditions as the Board of Directors may from time to time determine.

### ARTICLE -IV - MEMBERSHIP

#### **Section 1 - Classes of Members**

- 1.01 The association shall have the following classes of members:
- Professional
  - Honorary
  - Student
  - Interim
  - Enterprise

Qualifications and rights of members of such classes shall be as follows:

**Professional Members.** Individuals who are or have been employed in the management of information resources including, but not limited to, managers, staff, sales, service providers, and educators shall be eligible to become Professional Members of the association and shall have all rights and privileges of membership in the

association, including the right to hold office and to vote. Professional members are normally affiliated with a local professional chapter. For those not affiliated with a local chapter, they are referred to as Individual Professional members. They also have all rights and privileges of membership in the association including the right to hold office and to vote.

**Honorary Members.** Individuals who deserve special recognition or who have retired of age or disability shall be eligible to become Honorary Members of the association, either as a Lifetime Member, a Senior Member, or an Emeritus Member. Honorary Members shall have all rights and privileges of membership in the association, including the right to hold office and to vote.

- a) **Honorary Lifetime Members** shall be individuals of prestigious stature within the information technology field, including, but not limited to, recipients of the Distinguished Information Sciences Award and former association Presidents, who have been nominated by the association President and approved by the Executive Committee.
- b) **Honorary Senior Members** shall be individuals who have become totally disabled or who are retired and at least 60 years of age and have been a member of the association for at least 10 years including the five consecutive years immediately prior to applying for Honorary Senior membership status.
- c) **Honorary Emeritus Members** shall be individuals who have attained the Individual Performance Diamond Award from the association and been nominated by a Chapter Board of Directors and approved by the Executive Committee.

**Student Members.** Individual students whose degree major is consistent with their desire to enter the information processing field shall be eligible to become Student Members of the association. Student Members shall have all rights and privileges of membership in the association, except the rights to hold office and to vote outside their respective student chapter.

**Interim Members.** Former Student Members will have all the rights and privileges of a Professional Member at a reduced dues rate for three years.

**Enterprise Members.** Commercial, government, and education organizations by the nature of their business which use, employ, rely on information technology on a day to day basis to improve operations and/or provide strategic competitive advantages shall be eligible to become Enterprise Members of the Association. Such Enterprise Member representative shall have all rights and privileges of membership in the association, except the rights to hold office and to vote.

## **Section 2 - Application for Membership**

- 2.01 Qualified individuals, corporations and firms shall be approved for membership according to procedures provided from time to time by the Board of Directors.

## **Section 3 - Resignation**

- 3.01 Any member may resign by filing a written resignation with the President.

## **Section 4 - Censure, Suspension, Expulsion and Reinstatement**

- 4.01 The Board of Directors may by affirmative vote of two-thirds of the full Board censure, suspend or expel a member for cause in accordance with notice and due process procedures established by the Board of Directors from time to time.
- 4.02 The Board may by a majority vote of the directors present at a meeting at which a quorum is present terminate the membership of any member who becomes ineligible for membership.
- 4.03 Upon written request signed by a former member received at the association's office, a former member may be reinstated according to such procedures and upon such terms as the Board of Directors provides from time to time.

## **ARTICLE V – GOVERNING BODY**

### **Section 1 - General Powers**

1.01 The affairs of the association shall be managed by its Board of Directors.

### **Section 2 - Composition**

2.01 The Board of Directors shall be the Officers (President, Executive Vice President / President Elect, Secretary, Treasurer, and Immediate Past-President), and 8 Association Directors.

2.02 The Executive Committee shall be the President, Executive Vice President / President Elect, Secretary, Treasurer, and the Immediate Past President. The Immediate Past President shall be an ex officio, nonvoting member of the committee. The Executive Director shall attend all Executive Committee meetings and is a non-voting member. Between meetings of the Board of Directors, the Executive Committee shall possess all the powers of the Board of Directors in the management and direction of the association, except where prohibited, proscribed or limited by resolution of the Board of Directors or by the Illinois General Not For Profit Corporation Act.

2.03 The 8 Association Directors are elected from 4 voting districts defined as follows:

Western District – Regions 1, 2, 4

Central District – Regions 5, 9

Southern District – Regions 3, 7

Eastern District – Regions 11, 13, 18

2.04 Each district shall have two Association Directors on the Board. Association Director terms will be staggered so one Association Director from each district is elected each year. Individual Professional members, Canadian chapters and chapters who do not belong to a Region will have the option to affiliate with the district that is geographically closest to their location for the purpose of district elections.

### **Section 3 - Election and Term of Office for Officers**

3.01 Each Region may annually submit the name of one person, with that person's prior approval, to serve on the Association Directors & Officers Recruitment Committee for Officer elections. Annually the incoming President shall appoint the Chair of the Association Directors & Officers Recruitment Committee and the voting districts shall appoint additional members to serve as a District Directors & Officers Recruitment Committee for Officer elections.

3.02 The Candidate Pool for Officer elections shall consist of all Professional, Honorary and Interim members in good standing. Association officer candidates must have served for at least one year on the Region or Association Board to be qualified and must also be members of good standing.

3.03 The Association Directors & Officers Recruitment Committee for Officer elections shall consist of the Chair, appointed by the incoming President, and the Chairs of the four District Directors & Officers Recruitment Committees. The Association Directors & Officers Recruitment Committee shall carefully review the qualifications and past contribution of members of the Candidate Pool to identify the best nominees for available AITP Officer positions; The process of qualifying and selecting candidates shall be set by the Board from time to time. No member of the Association or Districts Directors & Officers Recruitment Committee for Officer elections is eligible for nomination as Officer while serving on the Association or Districts Directors & Officers Recruitment Committee for Officer elections.

3.04 The Officers, with the exception of the Immediate Past President and the President Elect, and Officers appointed by the Board of Directors, shall be elected by the voting members of the association for an annual term. The official results of the AITP elections will be announced as soon as the count is certified by the Teller Committee and the Candidates have been notified of the results. In the event the Association Directors & Officers Recruitment Committee proposes a single candidate for each Officer position then the

Board of Directors can dispense with the voting by the members and ratify the election of Officers.

- 3.05 The terms of the Officers shall be one year, with the exception of the Executive Vice President / President Elect.
- 3.06 Effective with the elections for officers for the year 2000 the Executive Vice President / President Elect is elected for a two year term in which he/she will automatically assume the office of Association President in the second year of his/her term.
- 3.07 The Officers shall be elected by the members prior to the annual meeting of the membership and shall serve until their successors have been duly elected.
- 3.08 Officers shall be eligible for multiple terms in an office, but not more than one term consecutively in any one office. Officers may not concurrently hold any officer position on any other sub-unit board, excluding chapters.

#### **Section 4 - Removal of Officers**

- 4.01 Any Officer may be removed by three fourths (3/4) vote of the full Board of Directors whenever in its judgment the best interests of the association would be served thereby.

#### **Section 5 - Vacancies of Officers**

- 5.01 A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors, from the Board of Directors or the candidate pool, for the unexpired portion of the term.

#### **Section 6 - Election and Term of Office for Association Directors**

- 6.01 The Districts Directors & Officers Recruitment Committee for each district shall consist of two representatives from each Region in that district. All Professional, Honorary and Interim members in good standing in each district, including Region officers, are eligible to run for Association Director. The only exception shall be individuals currently finishing two terms as Association Director and the current members of the Districts Directors & Officers Recruitment Committee for each district.
- 6.02 Association Directors shall be elected from candidates in their respective district prior to the annual meeting of the members, and shall serve until their successors have been duly elected. The official results of the AITP elections will be announced as soon as the count is certified by the Teller Committee and the candidates have been notified of the results. In the event a District's Directors & Officers Recruitment Committee proposes a single candidate for their district's Director position then the Board of Directors can dispense with the balloting by that district's members and ratify the election of that district's Director.
- 6.03 The terms of the Association Directors shall be two years. Terms shall begin on January 1 following the election. Association Directors may serve a maximum of two consecutive full terms. Association Directors need not be residents of Illinois.

#### **Section 7 - Removal of Association Directors**

- 7.01 An Association Director may be removed from office by the affirmative vote of three fourths (3/4) of the Board of Directors or by a recall election requested by 30% of the eligible voters in that district, provided written notice has been delivered to all such members not less than 30 nor more than 60 days before, stating that the purpose is to vote on removal of the named Association Director(s).

#### **Section 8 - Vacancies of Association Directors**

- 8.01 If an Association Director is unable to complete their term of office, the Districts Directors & Officers Recruitment Committee from their district shall select a replacement for ratification by the Board of Directors. The filling of an unexpired term shall not count against the two term limit.

## **ARTICLE VI – ACQUISITION AND MANAGEMENT OF PROPERTY AND FUNDS**

### **Section 1 - Contracts**

- 1.01 The Board of Directors may authorize any Officer or Officers, agent or agents of the association, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association. Such authority may be general or confined to specific instances.

### **Section 2 - Checks, Drafts, Etc**

- 2.01 All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association, shall be signed by such Officers, agent or agents of the association and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 2.02 In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Executive Vice President/ President Elect of the association.

### **Section 3 - Deposits**

- 3.01 All funds of the association shall be deposited from time to time to the credit of the association in such banks, trust companies or other depositories as the Board of Directors may select.

### **Section 4 - Gifts**

- 4.01 The Board of Directors may accept on behalf of the association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the association. Individual Board members may represent the Board in such transactions when specifically authorized by the full Board of Directors.

### **Section 5 - Dues**

- 5.01 The Association portion of membership dues shall be determined from time to time by a two-thirds vote of the full Board of Directors. For Interim members, the dues rate for three years will be an ascending gradient scale with rates to be determined by the Board of Directors. Regarding sub-unit dues, additional dues may be established by regions and chapters as defined in their bylaws.
- 5.02 Members who fail to pay their dues within 30 days from the date of the final invoice shall be deemed to have resigned from membership and, without further notice, shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The Board of Directors may, however, from time to time prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.
- 5.03 Any member who may resign from membership or leave the association prior to their membership expiration date shall not be entitled to refunds of dues paid.

### **Section 6 - Indemnification**

- 6.01 The association shall indemnify all Officers and Association Directors of the association to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended, and may purchase insurance for such indemnification as determined from time to time by the Board of Directors.

### **Section 7 - Use of funds and Dissolution**

- 7.01 The association shall use its funds only to accomplish the purposes specified in its Articles of Incorporation, and no part of its funds shall inure or be distributed to the members of the association.
- 7.02 Upon dissolution of the association, after paying or making provision for paying all the liabilities of the association, any funds and assets remaining shall be distributed exclusively for the purposes of the association, or to such organization(s) as shall at the time qualify as exempt under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any future Internal Revenue Code, as the Board of Directors shall determine.

**Section 8 - Fiscal Year**

8.01 The Association fiscal year shall be from January 1 to December 31 of each year. All sub-units fiscal year will coincide with the Association fiscal year.

**ARTICLE VII – STANDING RULES AND OPERATING PROCEDURES**

**Section 1 - Establishment of Standing Rules and Operating Procedures**

1.01 The Board of Directors may formulate Standing Rules and Operating Procedures to supplement these Bylaws, so long as they do not conflict with these Bylaws. Each standing rule adopted shall become an appendix to these bylaws.

**Section 2 - Approval Procedures**

2.01 Standing Rules and Operating Procedures may be adopted by a two-thirds vote of the Board of Directors at any regular or special meeting of the Board. Notice of proposed changes shall be submitted to each member of the Board of Directors at least ten days prior to voting at such regular or special meeting or by electronic methods.

**ARTICLE VIII - OFFICERS**

**Section 1 - Officers**

1.01 The Officers of the association shall be a President, Executive Vice President / President Elect, Secretary, Treasurer, Immediate Past President, and such other Officers as may be determined by the Board of Directors.

1.02 The Board of Directors may appoint such other Officers as it shall deem desirable, such Officers to have the authority to perform the duties prescribed from time to time by the Board of Directors. Officers need not be residents of Illinois.

**Section 2 - President**

2.01 The President shall be the principal executive Officer of the association and shall in general supervise and control the affairs of the association.

2.02 The President shall preside at all meetings of the Board of Directors and shall be the Chairman of the Board.

2.03 The President shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be the principal administrative Officer of the association. The President shall make recommendations to the Board of Directors on policies and programs; plan, organize, direct, coordinate, oversee programs and activities of the association to carry out the policies and programs approved by the Board of Directors or members; keep the Board of Directors and Executive Committee fully informed as to the activities of the association. The President may sign any deeds, mortgages, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where this is expressly delegated by the Board of Directors, these bylaws or statute to some other Officer or agent of the association.

**Section 3 - Executive Vice President / President Elect**

3.01 In the absence of the President or in the event of his/her inability or refusal to perform the duties of President, the Executive Vice President / President Elect shall perform the duties of the President. When so acting, the Executive Vice President / President Elect shall have all the powers of and be subject to all the restrictions upon the President.

3.02 The Executive Vice President / President Elect shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

**Section 4 - Treasurer**

- 4.01 The Treasurer shall have charge and custody of and be responsible for all funds and securities of the association; receive and give receipts for monies due and payable to the association from any sources whatsoever, and deposit all such monies in the name of the association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of treasurer.
- 4.02 Assistant Treasurers may be appointed by the Board to perform such duties as determined from time to time by the Board. If desired by the Board of Directors and at the association's expense, the Treasurer and any Assistant Treasurers shall give a bond for the faithful discharge of his or her duties.

**Section 5 - Secretary**

- 5.01 The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.
- 5.02 Assistant Secretaries may be appointed by the Board to perform such duties as determined from time to time by the Board. If desired by the Board of Directors and at the association's expense, the Secretary and any Assistant Secretaries shall give a bond for the faithful discharge of his or her duties.

**Section 6 – Immediate Past-President**

- 6.01 The Immediate Past-President shall be the person who served the prior term as President.
- 6.02 The Immediate Past President shall perform such duties and provide such advice as from time to time is requested by the President or Board of Directors.

**ARTICLE IX - MEETINGS**

**Section 1 - Regular Meetings of the Board of Directors**

- 1.01 A regular annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution by the Board of Directors without other notice than this bylaw and such resolution.
- 1.02 The Board of Directors may call additional regular meetings of the Board without other notice than the resolution setting the time and place of the meeting. Attendance at meetings may be open to persons not on the Board as the Board of Directors from time to time determines.

**Section 2 - Special Meetings of the Board of Directors**

- 2.01 Special meetings of the Board of Directors may be called by the President or any five members of the Board of Directors.
- 2.02 Special meetings may be held at any place determined by the person(s) authorized to call them.
- 2.03 Written notice of a special meeting shall be delivered not less than 30 or more than 60 days before the date of the meeting. For emergency situations, written notice of a special meeting shall be delivered at least three days before the date of the meeting.
- 2.04 Notice may be delivered personally, or sent by mail, facsimile or other electronic means to each board member. If mailed, the notice of a meeting shall be deemed delivered on the seventh day following the day notice is deposited in the United States mail addressed to the board member at the board member's address as it appears on the records of the association, with postage thereon prepaid.

- 2.05 If notice is given by facsimile or other electronic means, such notice shall be deemed to be delivered the next business day after it is transmitted.

### **Section 3 - Informal Action by the Board of Directors**

- 3.01 Any action required or allowed at a meeting of the Board of Directors may be taken without a meeting if a written consent to the action is signed by all the board members entitled to vote on the matter.

### **Section 4 - Meetings of the Executive Committee**

- 4.01 Regular meetings, in person or by communications equipment, may be called by resolution of the Executive Committee without notice other than the resolution stating the meeting date, time and place.
- 4.02 Special meetings may be called by the President or by any two voting members of the Executive Committee at a date, time and place of their choosing.
- 4.03 Written notice of special meetings shall be delivered personally, by mail, facsimile or other electronic means at least three days prior to the day of the meeting. If mailed, the notice of a meeting shall be deemed delivered on the seventh day following the day notice is deposited in the United States mail addressed to the Officer at the Officer's address as it appears on the records of the association, with postage thereon prepaid. If notice is given by facsimile or other electronic means, such notice shall be deemed to be delivered the next business day after it is transmitted.

### **Section 5 - Annual Meeting of the Members**

- 5.01 An annual meeting of the members shall be held in the fourth quarter of each year or at such other time as the Board of Directors may determine, at a time and place determined by the Board for the purpose of transacting any business that may come before the meeting.

### **Section 6 - Special Meetings of the Members**

- 6.01 Special meetings of the members may be called by the President, the Board of Directors, or by not less than 10% of the voting members of the association.

### **Section 7 - Notice of Meetings of the Members**

- 7.01 Written or printed notice stating the place, day and hour of any meeting of members shall be delivered personally or by mail, facsimile or other electronic means to each member entitled to vote at the meeting, not less than 30 or more than 60 days before the date of the meeting, by or at the direction of the President, the Secretary or persons calling the meeting.
- 7.02 For a special meeting or when required by statute or these bylaws, the notice shall state the purpose for the meeting. If mailed, the notice of a meeting shall be deemed delivered on the seventh day following the day the notice is deposited in the United States mail addressed to the member at the member's address as it appears on the records of the association, with postage thereon prepaid. If notice is given by facsimile or other electronic means, such notice shall be deemed to be delivered the next business day after it is transmitted.

### **Section 8 - Informal Action by Members**

- 8.01 The members may take any action which they could take at any meeting of members without a meeting if consent in writing, setting forth the action so taken, is signed by all the members entitled to vote on the subject thereof.
- 8.02 A less than unanimous consent will be effective if consent is signed by the number of members, which will satisfy the minimum vote needed to take such action, at a meeting at which all the members entitled to vote thereon were present and voting.
- 8.03 Written notice of the proposed action must be delivered to each member entitled to vote on the subject not less than thirty (30) days prior to the consent's effective date, and, after the effective date of the consent, written notice of the action so taken must be promptly delivered to all members.

**Section 9 - Attendance at Meetings by Communications Equipment**

- 9.01 Members of the Board of Directors, or any Committee, may participate in and act at any meeting by conference telephone or other communications equipment which allows all persons participating in the meeting to communicate with each other. Such participation shall constitute attendance and presence in person at the meeting.

**ARTICLE X – VOTING AND QUORUM**

**Section 1 - Board of Directors**

- 1.01 Two-thirds (2/3) of the Board of Directors shall constitute a quorum.
- 1.02 If less than a majority of the board members are present, a majority of the board members present may adjourn the meeting from time to time without further notice.
- 1.03 The act of a majority of the board members present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.
- 1.04 Board members may not vote by proxy.
- 1.05 Voting by mail or electronic media or voice communication may be authorized by the Board of Directors and/or Executive Committee to meet emergencies. Proposals will be sent to each voting delegate by the Secretary of the Association.

**Section 2 - Executive Committee**

- 2.01 The voting members of the Executive Committee are the President, Executive Vice President/President Elect, Secretary, and Treasurer. The President shall vote only in the event of a tie vote. The Immediate Past President shall be an ex-officio, nonvoting member of the committee.
- 2.02 Two-thirds (2/3) of voting members of the Executive Committee shall constitute a quorum for meetings. Unless otherwise provided under these by-laws or by law, the act of a majority of the voting members of the Executive Committee shall constitute the act of the Executive Committee.

**Section 3 - Members**

- 3.01 Each Professional member, Honorary Member and Interim Member shall be entitled to one vote on each matter submitted to a vote of the members.
- 3.02 The members holding at least one-tenth of the votes, whether present in person or by proxy, shall constitute a quorum. If a quorum is not present, a majority of the members present may adjourn the meeting from time to time without further notice. Unless otherwise provided by law or these bylaws, the act of a majority of the members present in person or by proxy at a meeting at which a quorum is present shall be the act of the members.
- 3.03 At any meeting of members, a member entitled to vote may vote either in person or by written proxy; by the member or by the member's duly authorized attorney-in-fact (attorney-in-fact is commonly known as person who has a power-of-attorney).

**Section 4 - Association Committees**

- 4.01 Unless otherwise provided in the resolution of the Board of Directors designating a Committee, a majority of the whole Committee, with a minimum of two people, shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

## **ARTICLE XI – RULES OF ORDER**

### **Section 1 - Procedure**

- 1.01 Rules contained in Robert’s Rules of Order shall govern the association in all cases to which they are not inconsistent with the bylaws of the association.

## **ARTICLE XII - COMMITTEES**

### **Section 1 - Establishment of Committees**

- 1.01 The Board of Directors may establish such additional committees considered necessary to accomplish the Association objectives. Standing committees and regular committees are as follows:
- Association Directors & Officers Recruitment Committee for Officer elections
  - Districts Directors & Officers Recruitment Committees for district elections of Association Directors
  - Standards of Conduct and Ethics
  - Association Bylaws and Standing Rules
  - Association Awards
  - Association Planning

### **Section 2 - Other Association Committees**

- 2.01 Other Committees may be designated by Board of Directors resolution as required. All Committees shall annually receive a written charge from the President of the association, and make at least annual reports to the Board of Directors on progress in carrying out that charge. The President shall appoint a chair for each Committee and, in consultation with that chair appoint other Committee members as needed.
- 2.02 Term of Office for Association Committees  
Each member of a Committee shall serve until the next annual meeting of the Board of Directors of the association or until a successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify as a member. Any Committee member may be removed by majority vote of the full Board of Directors whenever in its judgment the best interests of the association shall be served by such removal. There shall be no limit on the number of Committee terms.
- 2.03 Vacancies for Association Committees.  
Vacancies on any Committee may be filled by appointments made in the same manner as the original appointments.
- 2.04 Rules for Association Committees.  
Each Committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **ARTICLE XIII – RESTRICTIONS**

### **Section 1 - Restrictions**

- 1.01 The Association shall not discriminate on the basis of race, sex, religion, national origin, age or disability, and shall abstain from any political or labor affiliation or endorsements for public office.

## **ARTICLE XIV – OFFICIAL PUBLICATION**

### **Section 1 - Publication**

- 1.01 The Association web site shall contain official publications of the Association. Other means of publication as determined from time to time by the Board of Directors will be communicated to chapters and other sub-units as needed.

## **ARTICLE XV – RECORDS**

### **Section 1 - Books and Records**

- 1.01 The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Executive Committee, Board of Directors and Committees having the authority of the Board of Directors.

## **ARTICLE XVI – BYLAWS AMENDMENTS**

### **Section 1 - Bylaws**

- 1.01 These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two thirds majority of the full Board of Directors at any regular meeting or at any special meeting, provided that at least 10 day' written notice is given of intention to alter, amend or repeal and to adopt new bylaws at such meeting. All changes to bylaws must be communicated to the members within 60 days, by appropriate means.

**Amended and Approved February 2008**