



## **Bylaws**

Washington, D.C.

Restated as of March 1, 2018

### **ARTICLE I**

#### **NAME AND HEADQUARTERS**

1. The name of this corporation (hereinafter designated The Association) shall be THE CIVIL AFFAIRS ASSOCIATION. The Association is organized under the laws of the State of Delaware.
2. The national headquarters of The Association shall be in such place as shall be determined by vote of the National Board of Directors.

### **ARTICLE II**

#### **OBJECTIVES**

1. The objectives of The Association, as set forth in the Articles of Incorporation, are as follows:

a. To encourage and support our Armed Forces in planning for, developing and maintaining an adequate capability to perform any assigned mission or task involving Civil Affairs and related activities in support of National Defense or other National Objectives;

b. To offer advice and assistance to other elements of our Federal and State government and also any non-government agency in any involvement or participation thereof in Civil Affairs or Civil Affairs related activities;

c. To encourage and foster better understanding among nations and to pursue the quest for world peace;

d. To encourage, foster and develop relations of helpful interest among all persons presently and formerly engaged in whatever capacity in Civil Affairs activities and services;

e. To foster, promote, encourage and finance scientific research, education, training and publications in the broad field of Civil Affairs.

2. The Association shall particularly pursue educational and literary activities designed to disseminate professional knowledge and skills, promote esprit de corps and ensure the professional development and efficiency of Civil Affairs and its personnel.

3. In the accomplishment of its objectives, The Association shall have all the powers specifically set forth in the Articles of Incorporation and incidental thereto and also those granted to it by Title 29, Chapter 5, 1981 Edition, District of Columbia Nonprofit Corporation Act, as from time to time amended.

## **ARTICLE III**

### **MEMBERSHIP**

#### 1. Membership

a. In accordance with Section 501(c)(19) of the Internal Revenue Code at least

75% of The Association's members will be present or former members of the Armed Forces of the United States and at least 97% of The Association's members will be (i) present or former members of the Armed Forces of the United States, (ii) cadets, including students in college or university ROTC programs or at United States Armed Services academies or (iii) spouses, widows, widowers, ancestors or lineal descendants of individuals referred to in (i) and (ii).

b. There shall be two classes of members of The Association: active and honorary. Unless qualified by the word "honorary," in referring to membership in The Association, the word "member" or "members" as used hereinafter shall be deemed to mean "active member" or "active members," as the case may be. Active members may be given such further designations as the Board of Directors may from time to time determine.

## 2. Active Members

Any person who meets the membership requirements set forth in Section 1a of this Article III and has an interest in the furtherance of civil affairs doctrine, training and operations and who supports the objectives of The Association and any other person who has an interest in the furtherance of civil affairs doctrine, training and operations and who supports the objectives of The Association (provided the total number such other persons does not exceed 3% of The Association's total membership) shall be eligible to become an active member of The Association.

## 3. Honorary Members

The Board of Directors may elect any member or former member of the armed forces of the United States or any other country and any civilian who is or has been concerned with military government or civil affairs as an honorary member of The Association.

## 4. Voting

Only active members of The Association shall have the right to vote and only active members of The Association shall be eligible to hold office other than honorary office.

## 5. Admission to Active Membership

- a. Any person desiring to become a member shall make written application to the National Secretary-Treasurer; said application shall be in such form and contain such data as may be prescribed by the Executive Committee.
- b. An applicant shall become a member upon receipt of such person's application by the National Secretary-Treasurer unless rejected for good cause within thirty (30) days by vote of a majority of the members of the Membership Committee.

6. Membership Dues

- a. The Board of Directors shall establish, from time to time, the dues to be paid by active members and shall fix the date or dates when dues are payable. In lieu of paying annual dues, a member may become an active member for life subject to the provisions of Section 7 of this Article by paying such life membership dues as the Board of Directors shall establish.
- b. Any member whose dues shall remain unpaid shall be notified of that fact. Any member five (5) months in arrears in his or her dues may, after a further formal notice of one (1) month, be dropped from the rolls of The Association by the Membership Committee. Any member six (6) months in arrears in his or her dues shall not be entitled to vote or hold office.

7. Withdrawal and Termination

- a. Any member may withdraw from The Association at any time by tendering such member's resignation in writing, but such resignation shall not become effective until such member shall have paid all obligations due The Association from him or her at the time of such resignation. Any honorary member may resign at any time by tendering such honorary member's resignation in writing and such resignation when received by The Association shall immediately become effective.
- b. Any member may be terminated for cause by a vote of a majority of the members of the Membership Committee. Any member having been terminated may be reinstated by the Executive Committee on such terms as it may prescribe. Any honorary member may be terminated for cause by vote of two-thirds (2/3) of the members of the Board of Directors present at any meeting of the Board at which a quorum is present.

**ARTICLE IV**

## **BOARD OF DIRECTORS**

### 1. Members of the Board of Directors

a. The management of the affairs of The Association shall be vested in a Board of Directors consisting of thirty-six (36) members of The Association elected to the Board, the National President, the National Vice-Presidents, the National Secretary-Treasurer and all Past Presidents. All Directors shall have the same voting privileges.

b. During the last quarter of calendar year 2016, the members of The Association shall elect all thirty-six (36) members of the Board of Directors; twelve (12) shall be elected for a term of one (1) year each, twelve (12) shall be elected for a term of two (2) years each, and twelve (12) shall be elected for a term of three (3) years each. Thereafter, in each subsequent year, upon expiration of the terms of Directors then serving, the members shall elect twelve (12) Directors for a term of three (3) years each.

### 2. Vacancies

Subject to the provisions of Section 1 of this Article IV, any vacancy occurring among the thirty-six (36) members of the Board of Directors or in the office of the National Secretary-Treasurer may be filled by appointment by the National President for the balance of the unexpired term or an earlier meeting of the Board at which the vacancy is filled by the Board's election of such appointed or other person for the then balance of the unexpired term. In the event that, in the opinion of the Board of Directors, any vacancies in the aforesaid national offices shall have reached a point where the proper functioning of The Association is endangered, the Board of Directors may fill an unexpired term of any such then unfilled national office, the person so elected to hold office until his successor shall have been elected and qualified or until such person's resignation or death.

### 3. Termination of Membership

Membership in the Board of Directors shall be terminated by death or resignation of a Director or failure to attend two (2) consecutive meetings of the Board of Directors unless excused by the National President for extenuating circumstances or in any event failure to attend three (3) consecutive meetings of the Board of Directors. Any member of the Board may be removed from membership on the Board for cause by vote of two-thirds (2/3) of the members of the Board then serving.

#### 4. Director Emeritus

The Executive Committee may, in its sole and absolute discretion, elect, by vote of a majority of those members of the Executive Committee then serving, any former Director of The Association a Director Emeritus, provided that no Director Emeritus may, while serving as a Director Emeritus, also serve as a Director or officer of The Association. A Director Emeritus shall be entitled to receive notice of and to attend all meetings of the Board of Directors and to speak at any such meetings but shall not be entitled to vote on any matter coming before the Board of Directors. Any Director Emeritus may be removed from the position of Director Emeritus by vote of a majority of those members of the Executive Committee then serving. A Director Emeritus shall cease to be a Director Emeritus upon his or her death, resignation as a Director Emeritus or failure to attend two consecutive meetings of the Board of Directors unless such failure to attend has been excused by the President.

#### 5. Directors' Meetings

The Board of Directors shall convene at two (2) regular meetings in each calendar year at such times and places as the Executive Committee may determine. Special meetings of the Board of Directors may be called (a) by either the National President or the Chairman of the Executive Committee on his or her own initiative, or (b) by the National Secretary-Treasurer promptly after receipt of the written request of either four (4) members of the Executive Committee or seven (7) Directors. All members of the Board shall be given at least thirty (30) days written notice by the National Secretary-Treasurer of a regular meeting and at least fifteen (15) days written notice of a special meeting. One third of the stated members of the Board of Directors shall constitute a quorum. For purposes of determining a quorum at meetings of the Board of Directors, the stated members of the Board of Directors shall not include the National President, the National Vice-Presidents, the National Secretary-Treasurer or Past Presidents. Unless otherwise provided herein, a vote of the majority of the directors present at any meeting at which there is a quorum shall govern.

#### 6. Agenda for Directors' Meetings

a. At the regular meetings of the Board of Directors, the order of business shall, except as modified by the Directors at the meeting, be as specified by the Executive Committee, and may, but shall not be required to, include the following:

Approval of Minutes of Previous Meeting

Report of Annual Elections

Reports of Officers

Designation of New Committee Memberships

Reports of Standing Committees

Reports of Ad Hoc Committees

Old Business

New Business

Approval of National Award

Other

Adjournment

b. At any special meeting of the Board of Directors, no business may be transacted other than that specified in the notice of meeting or adopted by two-thirds (2/3) of the Directors present at such meeting.

#### 7. Directors' Minutes

The National Secretary-Treasurer shall record the minutes of each regular and special meeting of the Board of Directors. The National Secretary-Treasurer shall distribute a dated draft thereof marked "subject to Directors' Approval" promptly after the meeting to each Director and to such others as the Board of Directors or the President may direct.

#### 8. Directors' Report to Members

The Board of Directors shall submit at the annual meeting of The Association, a report of the affairs of The Association, which shall include a summary of the financial and membership status of The Association and a review of The Association's activities for the prior fiscal year with up-dates for the current year to the time of the meeting, together

with any suggestions or recommendations it may deem appropriate respecting past and future activities of The Association.

## **ARTICLE V**

### **EXECUTIVE COMMITTEE**

1. There shall be an Executive Committee consisting of 10 (ten) members, one of whom shall be the National President, ex officio, and the other nine (9) of whom shall be selected by the Board of Directors from among its members. The Board of Directors shall also name the Chairman of the Executive Committee. The Executive Committee and its Chairman shall be selected by the Board of Directors at its first regular meeting each year.

a. Members of the Executive Committee shall hold office for one year, or until their successors have been selected, The Executive Committee shall meet at such times and places and upon such notice as may be designated by the call of the Chairman of the Executive Committee or of the National President. When the Board of Directors is not in session, the Executive Committee shall administer the affairs of The Association. It shall submit reports of its activities at the meeting of the Board of Directors, and the actions of the Executive Committee shall be subject to revision or alteration by the Board of Directors; provided, however, that no rights of any third parties shall be affected by any such revision or alteration. In addition to the foregoing and in addition to duties specifically imposed upon the Executive Committee by these By-Laws, the Board of Directors may delegate or assign general or specific duties to the Executive Committee. The Executive Committee, however, shall have no power to amend the By-Laws; nor shall it have authority, unless expressly delegated to it by the Board of Directors, to change the amount of the annual dues or to elect or remove honorary members of The Association.

2. In the discharge of its duties, the Executive Committee may appoint subcommittees, boards of review and other assistants, but any action taken by these subcommittees, boards, or assistants shall be subject to the approval of the Executive Committee as a whole.



3. At any meeting of the Executive Committee, a majority of its members shall constitute a quorum for the transaction of business. Where a quorum is present, the vote of a majority present shall govern.

## **ARTICLE VI**

### **OFFICERS**

#### 1. Duties

a. The officers of The Association shall perform the duties hereinafter described under the title of their respective offices.

b. The officers of The Association shall be elected annually and shall hold office from the time their elections shall become effective until their successors are elected and qualified or until their resignation or death, provided that the National Secretary-Treasurer shall be appointed by the Board of Directors and a National Assistant Secretary-Treasurer may be appointed by the Board of Directors each to hold the respective office, with the same authority as if elected, until a successor thereto has been appointed by the Board of Directors or until their resignation or death.

#### 2. National President

a. The National President shall be the chief executive of The Association. He or she shall appoint all standing committees, except subcommittees of the Board of Directors and Executive Committee. He or she shall have and shall exercise the usual functions of a president

b. The National President shall have general supervision of the affairs of The Association and shall preside at the meetings of The Association and of the Board of Directors; and shall be ex officio a member of all standing committees and of all subcommittees thereof with vote.

c. In the event of any incapacity or absence of the National President, his or her duties shall devolve upon one of the National Vice-Presidents selected by majority vote of the Executive Committee until the incapacity or absence has ceased or for the remainder of the term of the National President and the election and qualification of a successor. In the event of a vacancy in the office of National President, a National Vice-

President selected by majority vote of the Executive Committee shall succeed to the office of National President and hold such office for the remainder of the term thereof and until a successor has been elected and qualified.

### 3. National Vice-Presidents

There shall be six (6) National Vice Presidents who shall be designated Vice President-Eastern US, Vice-President-Southern US, Vice-President-Southwestern US, Vice President-Mid Western US, Vice President-Western US and Vice-President-Enlisted Affairs. Their duties shall be as prescribed herein, in addition to any other duties placed upon them by resolution of the Board of Directors. The Vice-President-Enlisted Affairs shall be an active member of the Association who is currently serving or who has retired as an enlisted person in the armed forces of the United States and who shall be responsible for the enlisted affairs of The Association. Each of the remaining Vice-Presidents shall be an active member of The Association who shall, at the time of his or her election as a Vice-President, be a resident of the area associated with his or her office as follows: Vice-President-Eastern US (Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Europe), Vice-President-Southern US (Alabama) District of Columbia, Florida, Georgia, Kentucky, Maryland, North Carolina, South Carolina, Tennessee, Virginia, West Virginia, the Middle East), Vice-President-Southwestern US (Arizona, Arkansas, Colorado, Kansas, Louisiana, Mississippi, Missouri, New Mexico, Oklahoma, Texas, the Caribbean, Central America, South America), Vice-President-Mid Western US (Illinois, Indiana, Iowa, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin, Africa, Canada), Vice-President-Western US (Alaska, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, Wyoming, the Far East, the Pacific).

### 4. National Secretary-Treasurer

a. The National Secretary-Treasurer shall keep the roster of members and the record of the status of annual dues and shall have custody of correspondence and records. In addition to any other duties, he or she shall be responsible for ensuring that suitable arrangements are made for the annual and other meetings of The Association, of the Board of Directors and of the Executive Committee, the proceedings of which he or she shall record; he or she shall submit such reports as may be called for at any meeting of the Board of Directors and of the Executive Committee; he or she shall be responsible for the management of the executive offices and shall have the power to

contract in the name of The Association for such services and supplies as are necessary for its operation.

b. The National Secretary-Treasurer shall collect all monies due The Association and perform such other duties as may be incidental to his or her office and as the Board of Directors may direct. He or she shall deposit all funds of The Association immediately upon receipt in the name of The Association in a bank or trust company designated by the Board of Directors and all payments shall be made by check over his or her signature or that of the National President or a National Vice-President.

c. He or she shall pay amounts justly due by The Association without limitations as to amount except as may be prescribed by the Board of Directors.

d. He or she shall report his or her financial accounts in writing to the Board of Directors at each regular meeting of the Board of Directors and at such other times as may be requested by the Board, to the members at each annual meeting of The Association and to the Executive Committee on request. His or her accounts shall be audited by the Finance Committee promptly after the close of a fiscal year and at such other times as may be determined by the Finance Committee, Board of Directors or Executive Committee.

The National Secretary-Treasurer shall distribute a copy of the National Secretary-Treasurer's report on the close of the fiscal year, and of the Finance Committee's audit, promptly after the first regular meeting of the Board of Directors to each Director and such other persons as the Board of Directors or the President may direct.

e. The foregoing duties may be modified or assigned from time to time to the National Assistant Secretary-Treasurer or to any National Assistant Secretary and/or any National Assistant Treasurer by the Board of Directors or Executive Committee.

f. The Board of Directors may authorize the payment of compensation for the services of the National Secretary-Treasurer.

#### 5. National Assistant Secretary-Treasurer

A National Assistant Secretary-Treasurer may be appointed by the Board of Directors and shall perform the duties of the National Secretary-Treasurer in the absence or incapacity of such officer, and such other duties as the Board of Directors and the Executive Committee may from time to time assign. In addition to, or in lieu of, a

National Assistant Secretary-Treasurer, the Board of Directors may appoint a National Assistant Secretary and/or a National Assistant Treasurer to perform such duties as the Board of Directors or the Executive Committee or the President or the National Secretary-Treasurer may, from time to time, assign. The Board of Directors may authorize the payment of compensation for the services of the National Assistant Secretary-Treasurer or any National Assistant Secretary or any National Assistant Treasurer.

## **ARTICLE VII**

### **COMMITTEES**

1. There shall be the following Standing Committees:
  - a. By-Laws and Resolutions Committee
  - b. Finance Committee
  - c. Membership Committee
  - d. Committee on Military Issues
  - e. Publications Committee
  - f. Committee on Honorary Membership and Awards
  - g. National Convention Committee
  - h. Enlisted Affairs Committee
2. All Standing Committees shall be appointed by the National President as soon after his or her election as practicable , and shall continue in office at the pleasure of the National President, or until their successors have been appointed.
3. A majority of the members of any committee shall constitute a quorum, and the vote of a majority of those present at any meeting at which a quorum is present shall govern.

4. The National President shall have power to appoint such other committees as the National President or the Board of Directors may deem advisable from time to time.

## **ARTICLE VIII**

### **MEETINGS OF MEMBERS**

#### 1. Annual Meetings

The Annual Meeting of The Association shall be held each year at such time and place as may be determined by the Board of Directors.

#### 2. Special Meetings

Special meetings of The Association may be called by the National President at such time and place as the National President may deem necessary, or when so requested in writing by two-thirds (2/3) of the members of the Board of Directors, the notice of the meeting to set forth the purpose of such meeting. At any special meeting, no business other than that specified in the notice shall be transacted.

#### 3. Notice of Meetings

Notice of each annual meeting and notice of each special meeting of The Association shall be mailed or transmitted by electronic means by the National Secretary-Treasurer to each member not less than thirty (30) and fifteen (15) days respectively before the date fixed for the particular meeting.

#### 4. Quorum

Twenty-five (25) members shall constitute a quorum at all meeting of The Association.

#### 5. Agenda for Annual Meeting

At the Annual Meeting of the Association, the order of business shall, except as modified by the members present at the meeting, be as specified by the Executive Committee, and may but shall not be required to, include the following:

Approval of Minutes of previous meeting

Report of Officers

Report of Directors

Old Business

New Business

Adjournment

6. Members Vote

The Board of Directors in their discretion may submit to the members of the Association any question for vote by ballots in which case the Board of Directors shall determine the manner and details of the balloting.

7. Vote of Members

Unless otherwise provided by law, the Certificate of Incorporation or these By-Laws, a majority vote of the members present at any meeting at which there is a quorum or of those casting votes by mailed or electronic ballot shall govern. No member may vote by proxy.

## **ARTICLE IX**

### **LOCAL CHAPTERS**

1. Upon petition directed to the National Secretary-Treasurer and signed by not less than five (5) members of The Association in any locality stating their desire to form a local unit for achievement of the purposes of The Association, such unit to be known as a local chapter, the National Secretary-Treasurer of The Association shall immediately authorize a local meeting for such inauguration.

2. When not less than fifteen (15) members shall have enrolled as members of such a chapter, The Association shall issue a suitable charter thereto, signed by the National Secretary-Treasurer of The Association.

3. Where feasible, each chapter shall hold an annual meeting between the first day of October and the last day of November of each year for the election of Chapter officers. Within fifteen (15) days after such elections, the Chapter Secretary-Treasurer shall send to the National Secretary-Treasurer a list of Chapter Officers elected for the ensuing year along with their addresses and telephone numbers.
4. The By-Laws of a local chapter shall be in conformity with the By-Laws of The Association. They shall not become effective until they shall have been submitted to, and shall have been approved by, the National President.
5. Each chapter shall be designated by a chapter name and/or a chapter number as approved by the Executive Committee.
6. Where a chapter has been created, members shall pay their annual national dues to The Association and such dues shall be in the amount prescribed under Article III, Section 6a. Chapter dues, if charged, will be collected by the chapter and retained in the chapter's local account.
7. Chapters shall submit to the National Secretary-Treasurer on or before December 31st of each year, a full and complete annual report of chapter activities for such year and a listing of the names of their current members.
8. If the annual report required by Section 7 of the Article IX is not submitted to the National Secretary-Treasurer by April 1st of each year following the organization of the chapter, the National President is empowered to suspend the charter of such delinquent chapter. If such delinquency shall not have been removed by the time of the next annual meeting, it will be called to the attention of the Board of Directors, which is empowered to revoke the charter of the delinquent chapter.
9. Each chapter shall, through the National Secretary-Treasurer, keep The Association generally advised of its activities.

## **ARTICLE X**

### **NOMINATIONS**

1. An Ad Hoc Nominating Committee of three (3) members, none of whom may be candidates for office while serving on said Nominating Committee, shall be

appointed by the National President within the first quarter of each calendar year to hold office until December 31st of that year. The Nominating Committee shall, no less than 60 days prior to the Election Date for such year as set by the Executive Committee, deliver to the National Secretary-Treasurer a list of one nominee for each of the offices of National President and National Vice-Presidents, for each member of the class of Directors then scheduled to be elected pursuant to Article IV, Section 1, and for each vacancy in the Board of Directors to be filled by election pursuant to Article IV, Section 2.

2. By signed petition of twenty-five (25) members of The Association additional candidates may be nominated and the names of such additional candidates, with the notation, "proposed by Petition", shall be added to the list of nominations if such petition is received by the National Secretary-Treasurer after the Nominating Committee has filed its report but on or before September 20 of the particular year accompanied by a biographical sketch and written acceptance by the candidate of his or her nomination. The names of the candidates proposed by the Nominating Committee, the names, if any, of members nominated by petition as hereinafter provided, and the respective offices for which they are candidates shall be printed in separate lists on the same ballot sheet with an accompanying biographical sketch of each nominee in a format prescribed by the Board of Directors. In case any nominee, proposed by the Nominating Committee, withdraws his or her nomination, the National Secretary-Treasurer shall report the fact of such withdrawal to the Nominating Committee, which shall then nominate another member for the office if such withdrawal is received in sufficient time to permit such further nomination.

## **ARTICLE XI**

### **ELECTIONS**

1. Elections may be held using either or both of the following procedures as determined by the Executive Committee:

a. The National Secretary-Treasurer shall mail, fax or transmit by electronic means for printing by the recipient or cause to be mailed, faxed or transmitted by electronic means for printing by the recipient to each member entitled to vote a ballot in the form prescribed by Article X and stating the time of the closure of the vote. Each voter shall prepare such voter's ballot by marking the space opposite the names of the



respective candidates of such voter's choice or by crossing out the name or names of the candidate or candidates rejected by such voter, and may write in the name of any eligible member of The Association. In no event shall the voter mark such voter's ballot for more candidates than are offices to be filled. The voter shall either (i) enclose such voter's ballot in an envelope, seal the same and then print and sign such voter's name on the envelope for identification, or (ii) fold the ballot in half so the marked portion of the ballot is facing in, seal the same with tape or staples and then print and sign such voter's name in the designated place on the outside of the ballot which designated place shall be so positioned that the name can be cut from the ballot before the ballot is processed for counting. The ballot thus prepared shall be mailed or otherwise delivered to the National Secretary-Treasurer.

b. The National Secretary-Treasurer shall transmit by electronic means or cause to be transmitted by electronic means to each member entitled to vote for whom the National Secretary-Treasurer has an email address, a ballot in the form prescribed by Article X and stating the time of the closure of the vote. Each voter shall electronically prepare such voter's ballot to reflect the candidates of such voter's choice and shall transmit such ballot by electronic means to the National Secretary-Treasurer in accordance with such instructions as may be provided by the National Secretary-Treasurer and approved by the Executive Committee.

2. The National President shall, no later than two weeks prior to the Election Date as specified by the Executive Committee, appoint three (3) Tellers of Election whose duty shall be to canvass the votes cast and certify the same to the National President or Presiding Officer at the subsequent session of the Executive Committee. The term of office of the Tellers of Election shall expire when the results of the election are announced by the National President.

3. The National Secretary-Treasurer shall certify to the competency and signature of all voters, and shall deliver unopened all ballots to the Tellers of Election. Ballots without the endorsement of the voter written on the outside envelope shall be considered defective. Ballots which contain more names voted on than there are offices to be filled are thereby defective, and shall be rejected by the Teller of Election.

4. The voting for the election of officers and directors shall close at 12 o'clock noon on the second Wednesday of November of each year. The Tellers of Election shall not receive any ballot after the stated time for the closing of the voting. The Tellers of Election shall first open and destroy the outside envelope and shall then open the inner ones, canvass the ballots and certify the result to the National President. The National

President shall immediately thereafter announce the candidates having the greatest number of votes for their respective offices and declare them elected for their respective ensuing terms. The National Secretary-Treasurer shall thereupon promptly give notice of the election results to all incumbent officers and directors, all candidates and all Chapters and have the results published in an issue of The Association's Newsletter before the close of the year.

## **ARTICLE XII**

### **SCHEDULE**

1. The fiscal year and the term of officers and one-year Directors shall end on December 31 of each year.

2. Each year, the Executive Committee shall set a date for the election of officers and the class of Directors then scheduled to be elected for the following year (the "Election Date"). The Nominating Committee shall provide the National Secretary-Treasurer with its nominees no less than sixty (60) days prior to such Election Date. Nominations by petition shall be submitted to the National Secretary-Treasurer no less than sixty (60) days prior to such Election Date. The National Secretary-Treasurer shall send out ballots to members no less than thirty (30) days prior to such Election Date. Only ballots received by the National Secretary-Treasurer on or before the Election Date shall be counted for the election of officers and Directors on that Election Date. As soon as practicable following the Election Date, The Tellers of Election shall certify the results of such election to the National Secretary-Treasurer who shall, as soon as practicable, notify members of The Association of the results of such election,

## **ARTICLE XIII**

### **MISCELLANEOUS**

1. The insignia of the Association shall consist of an emblem to be approved by the Board of Directors.

2. The corporate seal of The Association shall be a circular seal with the name of the corporation around the border and the year of organization in the center and shall be

kept in the custody of the National Secretary-Treasurer. If and when so directed by the Board of Directors, a duplicate of the seal may be kept and used by such other officer or employee of The Association as may be designated.

3. Roberts Rules of Order shall be the parliamentary guide and shall govern the proceedings at all meetings of the Board of Directors and all meetings of the members of the Association.

4. The Board of Directors may authorize the publication of a newsletter of The Association and be responsible for the designation of the editor of any such newsletter.

5. The Association has and shall have no shareholders and the net earnings and other assets of The Association shall not inure to the benefit of any of its members or any other individual.

## **ARTICLE XIV**

### **AMENDMENT OF BY-LAWS**

The Board of Directors shall have the power to make, amend, and repeal the By-Laws of The Association by vote of two-thirds (2/3) of those present at any meeting; provided, however, that any proposed change of the By-Laws must be submitted to the members of the Board of Directors in advance of the meeting at which it is to be voted upon. No power to change the By-Laws in whole or in part shall rest in the Executive Committee. On its initiative, the Board of Directors may, or when requested in writing by thirty (30) members of The Association, the Board of Directors shall, refer a proposed change of the By-Laws to members of The Association for their vote, in which case, the change shall become effective only upon the affirmative vote of a majority of the members voting and then only if there shall have been at least fifty (50) votes cast in favor of the proposed change. The Board of Directors may submit a proposed change of the By-Laws to members at an annual or at a special meeting or on ballot without meeting. If a proposed change is to be submitted at a meeting, the notice of the meeting shall set forth such proposed change in full; if a proposed change is to be submitted to members to be voted on by ballot without meeting, the Board of Directors shall inform the members of the proposed change in full and shall prescribe the manner in which, and the time within which, the balloting shall take place. All changes in the By-Laws, however

made, shall be communicated to the members of the Association at such time and by such means as the Board of Directors shall determine.

## **ARTICLE XV**

### **REGISTERED OFFICE AND AGENT**

The registered office and registered agent of The Association in the State of Delaware shall be as designated by the Board of Directors.