



Bylaws

Last Amended September 8, 2016
Approved by the
NARI House of Delegates

PO BOX 4250
Des Plaines, IL 60016

Change Control

Change Number	Date Approved	Approved by	Section
2012.09.15	September 15, 2012	House of Delegates	Article IX, C, 1&4
2013.04.13	April 13, 2013	House of Delegates	Article X, Code of Ethics
2013.10.18	October 18,2013	House of Delegates	Article IX, C, 1 & 2
2014.09.19	September 19, 2014	House of Delegates	Article III, Membership, addition of new Retired Member Category Article VII Board of Directors, B. Composition Article IX Committees and Industry Councils, F
2015.04.18	April 18, 2015	House of Delegates	Article III, Membership, B.Eligibility Article VII, Board of Directors, B.3. Article IX, Committees and Industry Councils, E and F.
2015.09.11	September 11, 2015	House of Delegates	Change Executive Vice President to Chief Executive Officer throughout document.
2016.09.08	September 8, 2016	House of Delegates	Article VI House of Delegates, A. Representative Body, 2. National Members was modified to reduce the number of delegates from this group. National Member was changed to Industry Partner, and Member-At-Large was changed to At-Large member throughout document.

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Article I. NAME AND PRINCIPAL OFFICE

A. Name- The name of this association shall be “National Association of the Remodeling Industry, Inc.” and it shall be hereinafter referred to as the Association, NARI, or National.

B. Offices- The principal office of the Association shall be located at such place as the Board of Directors may designate. Other offices may be established in such localities as may from time to time be determined by the Board of Directors, hereinafter referred to as the Board.

Article II. DEFINITION AND PURPOSES

A. Definition- The home improvement/light commercial remodeling industry, hereinafter referred to as the industry, is defined to include those manufacturers, contractors, lenders, wholesale distributors, utilities, publishers, and other firms, associations, and individuals having a direct interest in the industry.

B. Purposes- The purposes of this Association shall be:

1. To promote the common business interests of those engaged in the industry.
2. To encourage ethical conduct, good business practices, and professionalism in the industry.
3. To foster cooperative action in advancing, by all lawful means, the common purposes of its members.
4. To sponsor educational programs and activities for the benefit and enlightenment of its members.
5. To conduct programs to inform the public of the need for, and the advantages of, maintaining homes and buildings in good condition, and to thereby improve the nation’s housing and building inventory.
6. To promote such legislation and regulations, which can help to stimulate remodeling, and to promote corrective action for those laws, rules or regulations, which tend to discourage, stifle or impede the industry.
7. To stimulate awareness of the need and desirability for remodeling and maintenance of residential and commercial structures.
8. To support and encourage other agencies to train a skilled labor force for the industry.
9. To conduct or engage in all lawful activities in furtherance of the foregoing purposes or incidental thereto.

Article III. MEMBERSHIP

A. The membership in this Association shall consist of persons, firms, corporations, and organizations engaged in the industry or who have a direct interest in the industry. Categories of regular membership in this Association shall be:

- 1. Industry Partners-** Business entities whose business or interest in the industry is national in scope.
 - 2. Chapter Members-** Business entities whose business or interest in the industry is local or regional in scope and who are members of duly chartered Chapters of the Association.
 - 3. At-Large Members-** Business entities whose business or interest in the industry is local or regional in scope and which are located in areas not assigned to any Chapters.
 - 4. Regional Members-** Business entities whose business or interest in the industry is regional, but not national in scope and who belong to more than one Chapter.
 - 5. Individual Lifetime Members-** Past Presidents of the National Home Improvement Council, the National Remodelers Association and the National Association of the Remodeling Industry shall be recognized as Individual Lifetime Members of the Association and each shall be recognized as such immediately upon conclusion of his/her term as President.
 - 6. Student Members-** Individuals who, at the time of application, are full or part-time students enrolled in an accredited program, who are concentrating on a curriculum relevant to the construction and/or remodeling industry, and who meet other criteria established from time to time in membership policies.
 - 7. Honorary Members-** Honorary membership may be extended to those whom the Board of Directors may select and approve. Honorary members shall have no voting privileges in Association matters.
 - 8. Retired Members-** Any individual that has been a NARI member for 10 consecutive years or more and is, at the time of application, fully retired from the remodeling/building industry.
- B. Eligibility-** To be eligible for voting membership, an applicant shall have been actively engaged in the industry for at least one year prior to the date of application and shall have been acting in conformity with the Association Code of Ethics. All members, regardless of membership category, agree to continuously abide by the Code of Ethics, Standards of Practice, and shall agree to comply with the Association Bylaws.

C. Application and Approval Process- The procedures and process of application for membership shall be designated by the Board of Directors from time to time, and defined in the NARI Policy Manual.

D. Resignation- Membership in the Association may terminate by voluntary withdrawal or otherwise, in accordance with these Bylaws. All rights, privileges, and interests of membership in the Association shall cease upon termination of membership. Any member, by giving written notice of such intention, may withdraw from membership, but such notice shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid. Nor shall it entitle such member to any refund of previously paid dues.

E. Reinstatement- A member who has resigned or been dropped for nonpayment of dues may be reinstated on showing proof of qualification and paying all dues and other obligations owing.

F. Suspension or Removal- Any member may be suspended or terminated for cause, other than nonpayment of dues, by a two-thirds affirmative vote of a quorum of the Board of Directors present at any meeting. Sufficient cause shall be; violation of the Bylaws, Code of Ethics, or any lawful rule or practice duly adopted by the Board of Directors, or for any other conduct prejudicial to the interests of the Association. For any cause, other than nonpayment of dues, a vote for removal of a member shall occur only after the member has been advised of a grievance filing, and has been given a reasonable opportunity for defense in accordance with the Association Grievance Procedure as defined in the NARI Policy Manual.

Article IV. ORGANIZATIONAL ENTITIES

A. Organization- To achieve the objectives of the Association, the Board of Directors may, at its discretion, establish organizational units, other than those described herein, such as councils, committees, subcommittees, or task forces to serve the interests of the industry and the Association.

B. Chapters- For the mutual benefit of all, for the advancement of the industry, and to further the objectives of the Association, the Board of Directors may affiliate, or terminate affiliation, with chapters on a city, county, state, or regional basis.

1. The Board of Directors may approve the terms and conditions under which such affiliation is established and maintained, as defined in the NARI Policy Manual.
2. Each Chapter shall be separately incorporated and shall adopt bylaws which are not in conflict with these Bylaws. Each chapter name shall bear that of the geographical area it serves and the name NARI. Such geographical service areas and names are subject to approval by the Board of Directors.
3. Termination of such affiliation by the Board of Directors shall take effect only after the chapter has been notified and given a reasonable opportunity to answer and defend any reason for such termination of affiliation.

Article V. DUES AND FEES

The Association and each chapter are separate legal entities and may not enter into contracts or obligations on behalf of each other. Chapters are not liable for the debts of the Association and the Association is not liable for the debts or obligations of any chapter.

A. The dues for each member of the Association shall be paid in advance in accordance with procedures as defined in the Policy Manual. The amount of dues payable by each category of member shall be determined by the Board of Directors. Dues are not refundable, in whole or in part.

B. Industry Partners & At-Large Members who fail to pay their dues in accordance with rules and procedures defined in the NARI Policy Manual may, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

C. Chapter Members shall be governed in their dues payments by the bylaws and rules of their chapter, provided that such bylaws and rules are not in conflict with these Bylaws. That portion of each chapter member's dues payable to the Association shall be paid in accordance with rules and procedures defined in the NARI Policy Manual. If any chapter member's dues are not received by the Association within the time so specified, that member may be terminated.

D. Regional Members shall be governed in their dues payments in the same manner as chapter members. The same payment requirements and termination policies shall apply.

E. Student Members shall be governed in their dues payments in the same manner as chapter members. The same payment requirements and termination policies shall apply.

Article VI. HOUSE OF DELEGATES

A. Representative Body- The representative body of the Association shall be the House of Delegates. Members of the House shall hereinafter be referred to as Delegates. The House shall have the authority to elect the Officers, to approve the appointments of the Nominating Committee, to appoint the Standing Committee Chairs who serve on the Board of Directors, and to amend these Bylaws. The House of Delegates shall consist of:

- 1. Officers-** The five (5) elected officers of the Association.
- 2. Industry Partners-** The Chair and Vice Chair of the Industry Partner Council will represent this group in the House of Delegates.
- 3. Chapters-** Chapter representatives based on the number of members in good standing as prescribed herein. A chapter may appoint any individual from any of its dues-paying members, or its Executive Director to be its representative to the House. The Executive Director may be a member or a full or part-time employee of the chapter. A chapter

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may appoint more than one individual from the same member company as its representative.

Members in Good Standing	House Representation
1-14	0 Delegates
15-49	1 Delegate
50-99	2 Delegates
100-149	3 Delegates
150-199	4 Delegates
200 and over	5 Delegates

4. **Student and Honorary-** Student and honorary members shall not count toward the number of members in good standing in the calculation of representatives to the House.
5. **At-Large Members-** Up to one delegate, for each fifty (50) local At-Large Members in good standing, appointed by the Executive Committee for a term expiring at the end of the fiscal year. To be eligible to be appointed, an individual must be employed by or under contract with a company, either local or national, which is an At-Large Members of the Association. No more than one individual from the same member company shall be eligible to serve as an At-Large Delegate at the same time.
6. **Past Presidents-** The Past Presidents of the National Home Improvement Council, the National Remodelers Association, and the National Association of the Remodeling Industry (Individual Lifetime Members) as long as they remain actively involved in the remodeling industry.

B. Meetings of the House- The House shall meet at least two times each year. One of the meetings shall be designated the Annual meeting, which shall be held for the purpose of electing officers and appointing the other members of the Board of Directors.

C. Notice of Meetings- Notice of all meetings of the House shall be sent by any means permitted by applicable law to each member of the House at his/her last recorded address at least fifteen (15) days in advance of each meeting. If sent by United States mail, other than first class or certified, this notice shall be sent at least thirty (30) days in advance.

D. Quorum- A quorum at any meeting of the House shall consist of fifty (50) Delegates, present in person.

E. Voting- Delegates may not vote by proxy.

F. Voting by Mail- The House may conduct a vote by mail, or other means permitted by applicable law provided such vote is conducted in accordance with Association policy as set forth in the NARI Policy Manual.

G. Vacancies- In the event of a vacancy in the House of any Delegate, such vacancy shall be filled in the same manner as that Delegate was originally selected or appointed.

Article VII. BOARD OF DIRECTORS

A. Governing and Policy Making Body- The governing body of the Association shall be the Board of Directors. Members of the Board shall hereinafter be referred to as Directors. The Board shall have supervision, control and direction of the affairs of the Association, its committees and publications and shall determine its positions or changes therein. The Board shall be the official interpreter of these Bylaws and may consult with legal counsel in such interpretation. The Board's powers shall include but not be limited to:

- (a)** Approve the Strategic Plan
- (b)** Approve the Work Plan
- (c)** Approve the Budget
- (d)** Review, modify and approve the NARI Policy Manual
- (e)** Revoke or suspend the charter of a chapter
- (f)** Suspend or remove a national officer
- (g)** Suspend or remove the Chief Executive Officer

B. Composition-

1. Officers- The five (5) elected officers of the Association.
2. Chairs of the standing committees; Awards, Bylaws/Ethics, Education, Finance and Audit, Government Affairs, Membership, Marketing and Communications, and Strategic Planning and Research.
3. Chair of the Industry Partner Council, National Presidents Council, and Chapter Executive Forum
4. The Chief Executive Officer is a non-voting member of the Board.

C. Date Directors Take Office- The Directors shall take office at the conclusion of the Annual Meeting of the Board each year. The Annual Meeting is normally held in the spring.

D. Meetings of the Board- The Board shall meet at least two times each year. It may meet at such other times and places as it may designate from time to time. Special meetings of the Board may be called by the President and/or the Board Chair.

E. Notice of Meetings- Notice of all meetings of the Board may be sent by any means permitted by applicable law to each member of the Board at his/her last recorded address at least seven (7) calendar days in advance of each meeting, for a meeting to be held in person, or three (3) days, for a meeting to be held by other means. Notice of any special meetings shall state the purpose or purposes of such meeting.

F. Quorum- A quorum at any regular or special meeting of the Board shall consist of ten (10) Directors, present in person.

G. Voting- Directors must be present to vote and may not vote by proxy.

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H. Voting by Mail- The Board may, under circumstances that warrant it, conduct a vote by mail, facsimile transmission, or electronic communication, provided such vote is conducted in accordance with Association policy as defined in the NARI Policy Manual.

I. Vacancies- In the event of a vacancy on the Board, created by the resignation, death, removal, disqualification, or otherwise of any Director, such vacancy shall be appointed by the Executive Committee

Article VIII. OFFICERS

B. Elected Officers- The elected officers of the Association shall be a President, a Board Chair, a President-Elect, a Treasurer, and a Secretary, each of whom shall be a national officer of the Association.

C. Succession- The officers shall be elected by the House of Delegates. To be elected President a candidate must either be a current national officer, or have previously served as a national officer for at least one (1) term. The individual serving in the position of President-elect shall become President at the end of the Annual Business Meeting the following year. In the event the person elected President-elect is no longer a national officer, there shall be an election for President at the next Annual Business Meeting.

D. Elections- At the meeting of the House of Delegates at which officers are elected, the slate of qualified candidates shall be presented by report of the Nominating Committee. Nominations from the floor may be made by any Delegate present only for:

1. Those positions that have no nominations on the slate as presented and;
2. Provided that any member so nominated is present in person to accept the nomination or has sent written acceptance, and;
3. Provided that the member so nominated meets the minimum qualifications for election as defined in the NARI Policy Manual.

E. Term of Office- Each officer shall take office at the conclusion of the Annual Meeting and shall serve one term until a successor has been duly elected at the next Annual Meeting. No person shall be eligible more than one (1) term consecutively in the position of President. No person shall be eligible to serve more than three (3) terms consecutively in the position of Secretary or Treasurer.

F. Vacancies- In the event of a vacancy created by the resignation, death, removal, or disqualification or otherwise of any elected officer, the House of Delegates shall fill such vacancy by election at any regular or special meeting. The Executive Committee shall appoint a member to serve in the vacated position for the interim until such election shall occur.

G. Duties of Elected Officers

- 1. President-** The President shall be the principal elected officer of the Association. He/she shall be the presiding officer and Chair of the House of Delegates as well as the Executive Committee, and a member ex-officio with the right to vote on all committees, except the Nominating Committee. He/she shall perform other duties incident to the office of President as may from time to time be prescribed by the Board. The President is not charged with administrative responsibilities in the management and continuing conduct of the Association's affairs, nor shall he/she perform or manage such duties.
- 2. Board Chair-** The position of Board Chair shall be reserved for the Immediate Past President. He/she shall be presiding officer and chair of the Board of Directors and shall have such duties as may be delegated to him/her by the President and the Board.
- 3. President-Elect-**The President-Elect shall have such duties as may be delegated to him/her by the President and the Board. In the event of the President's death, resignation, removal, disqualification, or inability to serve, the President-Elect shall also immediately assume the duties of the office of President for the remaining term of office of the former President.
- 4. Treasurer-** The Treasurer shall review on a monthly basis the Association's funds and assets in banks or depositories designated by the Investment Committee; the collection of members' dues and accounts receivable, and ensure timely payment of all authorized obligations. He/she shall report the financial condition of the Association to the Board and House of Delegates. He/she shall serve as liaison to the Finance and Audit Committee but shall not serve as its chair.
- 5. Secretary-** The Secretary shall oversee the recording of all votes and the minutes of the proceedings. He/she shall serve as liaison to the Bylaws/Ethics Committee but shall not serve as its chair.
- 6. Appointed Officer-Chief Executive Officer-**The Board shall employ a salaried chief executive who shall have the title of Chief Executive Officer and whose term and conditions of employment shall be specified by the Board. His/her compensation and other financial arrangements shall be determined by the Personnel Review Committee. The Chief Executive Officer shall manage and direct all activities of the Association, subject to the policies of the Board and Executive Committee, and with the President. The Chief Executive Officer shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Association, and shall fix their compensation within the approved budget. He/she shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interests of the Association. He/she shall serve without a vote as a member ex-officio of the Board of Directors and the Executive Committee.

H. Compensation and Reimbursement- No elected officer or director shall receive any salary or other compensation for service as an officer or director, but the Board may authorize full or

partial reimbursement of expenses incurred in the performance of their duties, subject to budget allocations and limitations and in accordance with procedures for approval and payment of such expenses as defined in the NARI Policy Manual.

I. Conflict of Interest- A conflict of interest transaction is a transaction within the Association or considered by the Board in which a director or officer has a direct or indirect interest. A conflict of interest transaction is not voidable on the basis for imposing liability if the transaction:

1. was fair to the Association at the time it was entered into; and
2. approved by a majority vote of the Board after material facts were disclosed to or known by the Board; and
3. the director or officer has not taken part in the discussion leading to the vote, unless requested to do so, or in the vote itself.

Article IX. COMMITTEES AND INDUSTRY COUNCILS

B. Executive Committee- There shall be an Executive Committee that shall consist of the President, President-Elect, Board Chair, Treasurer, Secretary, and the Chief Executive Officer. The Chief Executive Officer is a non-voting member.

1. The Executive Committee has the responsibility for the selection of the Chief Executive Officer subject to approval by the Board. The Executive Committee shall specify terms and conditions of the employment of the Chief Executive Officer.
2. The Executive Committee shall have the responsibility and authority to recommend the Strategic Plan of the association.
3. The Executive Committee shall have the responsibility and authority to recommend the Work Plan.
4. The Executive Committee shall have the responsibility and authority to recommend the Budget.
5. The Executive Committee shall have the responsibility to recommend changes to the NARI Policy Manual.
6. The Executive Committee shall have the responsibility and authority to review and approve third-party arrangements/contracts which are not inconsistent with the Strategic Plan, the Work Plan, and the Budget, subject to ratification by the Board of Directors.
7. Regular meetings of the Executive Committee shall be held at least four (4) times per year. At such meetings, the Executive Committee may approve an agenda for the Board meeting and may review proposals or recommendations submitted by Standing Committees, Industry Councils or Special Task Forces before such proposals or recommendations are placed on the agenda for consideration by the Board. Special meetings of the Executive Committee may be called by the President.

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8. Voting on any matter before the Executive Committee may be conducted by phone, mail, facsimile transmission, or electronic communication, provided that such vote is conducted as defined in the NARI Policy Manual.
9. A majority of the Executive Committee shall constitute a quorum for the transaction of business.

B. Nominating Committee- At the last regular meeting before the Annual Meeting, a Nominating Committee of six (6) members shall be recommended by the Executive Committee, with the approval of the appointment by the House of Delegates. At least one member of the Committee shall have served on the committee the previous year and one member of the committee shall be a Past President of the Association, who is not holding office at the time of appointment.

1. The Nominating Committee shall meet at a time and place of its choosing and shall elect its chair. Such meetings shall be attended by the Chief Executive Officer or a designee.
2. The Nominating Committee shall have the responsibility to promote future leaders of NARI.
3. The committee shall review the Candidate Form submitted by members requesting nomination for national office to ensure that they meet the minimum qualifications. The committee shall prepare a slate of nominees as defined in the NARI Policy Manual.
4. Not less than thirty-five (35) days prior to the Annual Meeting, the committee shall submit the names of all candidates meeting the minimum qualifications to the Chief Executive Officer, who shall forward the report of the committee and the names of approved candidates to all Delegates of the House, not less than thirty (30) days prior to the Annual Meeting.
5. No member of the Nominating Committee may be a candidate for any national office while serving as a member of the committee.

C. Standing Committees- Standing Committees of the Association are: Awards; Bylaws/Ethics; Education; Finance and Audit; Government Affairs; Marketing and Communications; Membership; Strategic Planning and Research. The Executive Committee is a standing committee, but its rights and responsibilities are prescribed separately in this Article. The remainder of this section shall apply to all other standing committees.

1. The Executive Committee shall annually recommend the appointment of chairs and shall appoint the vice chairs of standing committees for the ensuing year. Only members in good standing or Chapter Executives are eligible to serve as a chair or vice chair. Any member in good standing or Chapter Executive of the Association may serve as a voting member of up-to two standing committees and non-voting member of additional committees.

2. No individual may serve as chair or vice chair of more than one (1) standing committee at any one time.
3. The term of office of each committee chair, vice chair and committee member shall commence immediately following the conclusion of the Annual Meeting and shall conclude at the close of the following Annual Meeting. Vacancies for chair and vice chair shall be filled by appointment of the Executive Committee.
4. For the purposes of conducting business during the Spring and Fall Business Meetings, a quorum of a standing committee shall be fifty percent plus one (50% +1) of the recognized voting members of the committee who are registered for the meeting and present in person. For the purposes of conducting business by conference call, a quorum of a standing committee shall be three (3) voting members and either the chair or vice chair.
5. Committee members may not vote by proxy.

D. Other Committees- Special committees and task forces may be appointed by the President to report on specific issues. All special committees and task forces shall act in accordance with these Bylaws and NARI policy.

1. Any member of the Association, whether or not a member of the House of Delegates, may be appointed to a special committee or task force.
2. Any special committee or task force shall be disbanded when its task is complete and its report delivered to the President.

E. Councils - There shall be one (1) Industry Council, and two (2) Special Councils.

1. **Industry Partner Council-** All Industry Partners of the Association shall be voting members. At the Annual Meeting each year, the Council shall elect a Council Chair, who will serve as a member of the Board, and a Vice Chair. No member may serve more than two (2) consecutive terms as Council Chair.
2. **National Presidents Council-** The Past Presidents of the National Association of the Remodeling Industry, the National Remodelers Association, and the National Home Improvement Council shall be members. The council may be called upon for advice from time to time. At the Annual meeting each year, the council shall elect one Council Chair, who will serve as a member of the Board. No member may serve more than two (2) consecutive terms on the Board.
3. **Chapter Executive Forum-** Members shall be the staff members of chapters, whether paid or volunteer. At the Annual Meeting each year, the Forum shall elect a Forum Chair, who will serve as a member of the Board. No member may serve more than two (2) consecutive terms as Forum Chair.

Article X. CODE OF ETHICS

A. All members of the Association shall agree to comply with the NARI Code of Ethics, the text of which shall be:

Each member of the National Association of the Remodeling Industry is pledged to observe high standards of honesty, integrity and responsibility in the conduct of business by:

1. Promoting only those products and services which are functionally and economically sound, and which are consistent with objective standards of health and safety;
2. Making all advertising and sales promotion factually accurate avoiding those practices which tend to mislead or deceive the customer;
3. Writing all contracts and warranties such that they comply with federal, state and local laws;
4. Promptly acknowledging and taking appropriate action on all customer complaints;
5. Refraining from any act intended to restrain trade or suppress competition;
6. Obtaining and retaining insurance as required by federal, state and local authorities;
7. Obtaining and retaining licensing and/or registration as required by federal, state and local authorities.
8. Taking appropriate action to preserve the health and safety of employees, trade contractors, and clients.

B. The Board of Directors shall adopt an official interpretation of the Code of Ethics entitled "Standards of Practice for the Remodeling Industry" and shall revise such interpretation from time to time.

Article XI. FISCAL YEAR, FINANCIAL

A. Fiscal Year- The fiscal year of the Association shall begin on the first day of July and end on the last day of June in each year.

B. Contracts and Checks- Contracts must be signed by the Chief Executive Officer as agent of the Association, with written approval of the President, President-elect, and Board Chair. "Contracts" are defined as agreements of any type or form, including purchase orders and invoices, which have a value of \$7,500 or more; or have an effective period of more than one year; or which would establish an exclusive or other partnership arrangement with any vendor or provider to the industry. Routine purchases and contracts for printing and Board-related meeting purposes and the hiring of staff are exempt from this provision. Checks of \$7500 or

more – except for regular checks for rent/mortgage – shall have the written approval of either the President or Treasurer, and shall bear two (2) signatures.

C. Budget- With recommendations of the Budget Task Force and the Finance and Audit Committee, the Board of Directors shall approve a budget each fiscal year.

Article XII. INDEMNIFICATION, INSURANCE AND BONDING

A. Indemnification- The Association shall indemnify to the fullest extent permitted by law, any Officer, Director, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any and all actions, suits and proceedings, whether civil, criminal, administrative or investigative brought by reason of the fact of his/her service to the Association, whether in a paid or volunteer capacity.

B. Insurance- The Association shall maintain insurance at its expense to protect itself and any such Officer, Director, employee, or agent of the Association against any such expense, liability or loss.

C. Bonding- At the direction of the Board, any Officer or any employee of the Association shall furnish, at the expense of the Association, a fidelity bond in such sum as the Board shall prescribe.

Article XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIV. DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed to the members of the Association. On the dissolution of the Association, any funds remaining shall be distributed to any one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations or trade associations to be selected by the Board.

Article XV. RULES OF ORDER

Unless otherwise provided by law or these amended Bylaws, all meetings and proceedings of the Association and its committees or entities shall be governed by, and in accordance with, the most current edition of The Standard Code of Parliamentary Procedure by Sturgis.

Article XVI. AMENDMENTS

A. These Bylaws may be amended, repealed, or altered in whole or in part, by the House of Delegates at any meeting, provided that the amendment has been reviewed by the Bylaws/Ethics Committee prior to posting for a vote.

- 1.** Proposed amendments or revisions must be approved by the Board of Directors prior to submission to the House of Delegates.
- 2.** A copy of any proposed amendment or revision shall be posted by mailing to the last recorded address, or electronically by emailing to the last known email address of each Delegate at least thirty (30) days prior to the date of the meeting
- 3.** Changes to these Bylaws must be approved by a two-thirds (2/3) affirmative vote of a voting quorum present at the meeting, or by a two-thirds (2/3) affirmative vote of the entire House of Delegates through a mail vote in accordance with the provisions of these Bylaws.

B. The Bylaws/Ethics Committee shall review the Bylaws at least once each year to determine if any technical revisions or substantive amendments are needed. The Bylaws/Ethics Committee is authorized to initiate changes, corrections, and/or amendments to maintain the Bylaws in good order. All proposed amendments initiated by the committee shall be submitted in accordance with the provisions of this article.

C. Amendments approved by the House of Delegates shall become effective at the end of the meeting at which the amendments were adopted, or upon receipt of a sufficient number of affirmative votes in accordance with the mail vote provisions of this article.