



GEAPS

Grain Elevator and Processing Society

GEAPS INTERNATIONAL BYLAWS

ARTICLE I — Name, Purpose, and Objectives

SECTION 1. NAME:

The organization shall be known as Grain Elevator and Processing Society. [Hereinafter called GEAPS.]

SECTION 2. PURPOSE:

GEAPS is a membership-based non-profit association dedicated to the professional development of its members.

SECTION 3. OBJECTIVES:

- Provide venues for the exchange of information for any and all people working in grain-related industries.
- Provide opportunities for and advance the educational and professional qualifications of its members
- Communicate with the trade media and general public concerning issues of interest to GEAPS members and the grain-related industries.
- Coordinate its activities with other allied industry organizations in pursuit of GEAPS' purpose.

ARTICLE II — Powers

SECTION 1. POWERS:

The Association shall have the power to do the following:

- (a) Receive and administer funds;
- (b) Solicit membership and donations;
- (c) Acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and their proceeds thereof in furtherance of the purposes of the Association.
- (d) Develop events and programs to advance the knowledge and professions within the grain industry



SECTION 2. LIMITATION OF METHODS:

This association shall be non-partisan, non-sectarian and non-discriminatory, and shall take no part in nor lend its influence or facilities to influence legislation or the nomination, election or appointment of any candidate for public office in any city, township, county, state, province or nation.

ARTICLE III - Membership and Dues

SECTION 1. CLASSIFICATION:

All persons with an interest in the grain handling and grain processing industry are welcome as GEAPS members without regard to ethnicity, faith or gender.

The membership of this association shall be categorized as follows: Regular Member; Associate Member; Affiliate Member; Student Member; and Lifetime Member.

SECTION 2. QUALIFICATION:

- REGULAR MEMBER is an individual who is employed directly in the grain handling, feed manufacturing, milling or processing industries.
- ASSOCIATE MEMBER is an individual who or is employed by a company, association or corporation that supplies equipment or services to the grain handling, feed manufacturing, milling and processing industries.
- STUDENT MEMBER is an individual who is a full-time student, including high school students and college students actively pursuing a post-secondary degree.
- AFFILIATE MEMBER is an individual who does not otherwise qualify as a Regular, Associate or Student member
- LIFETIME MEMBER is an individual who is fully-retired; and has been a dues paying Regular, Associate or Affiliate member for at least a total of 15 years during their career, including 5 out of the last 10 years.

SECTION 3. PRIVILEGES:

a) REGULAR MEMBERS, ASSOCIATE MEMBERS, AFFILIATE MEMBERS, except as otherwise provided in these bylaws, are:

- Eligible to hold any International elected or appointed office.
- Eligible to vote in all elections and on any matters related to the association's Constitutions or Bylaws.

b) STUDENT MEMBERS, LIFETIME MEMBERS, except as otherwise provided in these bylaws, are:

- Not eligible to hold any International elected or appointed office.
- Not eligible to lead GEAPS operational committees.
- Not eligible to vote in elections or on any matters related to the association's Constitutions or Bylaws.

SECTION 4. APPLICATION FOR MEMBERSHIP:

Based on their classification, each prospective member must apply to be a regular, associate,



affiliate, or student membership. Every application must be accompanied by payment of the appropriate dues. Each applicant for membership shall, by making the application, or in such other manner as the International Board of Directors may determine, agree to conform with the GEAPS Articles of Incorporation, Constitution and these bylaws. All applicants, and all members of the association, shall be given copies of the Constitution and Bylaws of this association upon request.

Lifetime member nominations can be submitted by a chapter or any other member in good standing. A petition for lifetime member consideration for individuals who do not meet the lifetime member criteria may be submitted in writing to the International Secretary. Petitions should contain a detailed description for why the lifetime criteria should be waived.

SECTION 5. ACCEPTANCE OF APPLICATION AND RENEWALS FOR MEMBERSHIP:

Applications for Regular, Associate, Affiliate, and Student membership shall be granted upon completion of the correct membership application and submission of the appropriate dues. Membership renewals are granted annually with the submission of the appropriate dues.

Applications for Lifetime membership shall be granted upon verification of the applicant's qualifications, subject to annual renewal. For Lifetime nominees who do not meet the qualification criteria, membership may be conferred by a vote of the International Board of Directors or by a committee designated by the International Board of Directors. In subsequent years, Lifetime members will be asked if they wish to remain listed in the association.

Membership for Regular, Associate, Affiliate, and Student applicants shall begin on the first of the month following receipt of the completed application and appropriate dues payment.

SECTION 6. DUES AND ASSESSMENTS:

- a) Amount of Dues: All members, except Student and Lifetime members, shall pay annual membership dues.
- b) Billing and Payment: All dues shall be due and payable on or before the beginning of GEAPS' fiscal year (July 1) for the subsequent 12 months (through June 30). Payment shall be remitted directly to GEAPS.
- c) Chapter Dues Sharing: All currently active chapters may be entitled to a portion of the dues paid by each of the chapter's members for each fiscal year [July 1 through June 30].
- d) Failure to Pay Dues: Members who do not renew their membership within 90 days of the due date [on or before September 30] shall have their memberships terminated.
- e) Reinstatement: Memberships terminated for failure to pay dues will be reinstated only if full payment is received within 180 days of the due date [on or before December 31].

SECTION 7. MEMBERSHIP TERMINATION AND EXPULSION:

Any member of this association who, after investigation, is deemed to not be in good conduct as judged by a two-thirds vote of the International Board of Directors, may be expelled from the association. Expulsion may be appealed to and the decision overturned by two-thirds vote of the International Board of Directors.



ARTICLE III — International Board of Directors

SECTION 1. MEMBERSHIP:

The International Board of Directors shall be comprised of 17 voting members.

- At least 9 regular members
- At least 8 associate or affiliate members

There shall be 6 Officers of the International Board of Directors. At least three of the Officers shall be Regular members.

a) The Officer positions shall be the:

- International Board Chairperson
- International President
- International First Vice President
- International Second Vice President
- International Treasurer
- International Secretary

b) The Executive Vice President shall be a non-voting member of the board.

SECTION 2. INTERNATIONAL BOARD DIRECTOR AND OFFICER QUALIFICATION

All nominees must be members in good standing, willing and able, if elected, to fulfill the responsibilities of the office or offices to which they are nominated.

At the time of nomination or appointment, candidates for the office of Second Vice President, Treasurer, and Secretary must be a current director having had a minimum of one year of service as an International board director.

No nominee shall represent or be employed by a company or organization employing or represented by two succeeding incumbent International officers or directors. There shall not be more than two current directors or officers in any combination representing or employed by the same company or organization.

Incumbent directors who at the end of their current term will have served either two consecutive three-year terms or eight consecutive years are not eligible to run for reelection as a board director.

SECTION 3. ELECTION OF DIRECTORS AND OFFICERS:

Elections will be conducted by electronic voting. The notice of the election and the candidates shall be announced in the association's member newsletter or other official publication. Voting shall occur at least 60 days prior to the end of each fiscal year and remain open for at least 30 days.

Each member will have one vote to cast for each International officer position to be elected and one vote for each International director position to be elected. Only votes by eligible members and consistent with voting instructions will be considered valid and counted.



The results of the election as certified by the International Secretary shall be published in the association's member newsletter or other official publication within 45 days of the election's conclusion and announced at the next scheduled Annual member meeting.

In the event of a tie, a run-off election will be conducted within 90 days of the Annual meeting. The results of the run-off election will be announced in the association member newsletter or other official publication following certification of the results by the International Secretary.

SECTION 4. OFFICER AND DIRECTOR TERMS OF OFFICE:

Newly-elected officers and directors shall assume the authority and responsibilities of their respective offices upon the start of a new fiscal year (July 1), or in the case of a run-off election, when validated by the International Secretary.

All International officers, elected or appointed, shall serve in their role for one year until reappointed or ascending to another officer role as detailed in Succession of Elected Leaders [Article III, Section 5].

Except as described under Vacancies [Article III, Section 6], 11 International directors shall serve staggered three-year terms; with at least 3 directors to be elected each year. All officers and directors shall hold their respective offices until their successors have been duly elected.

Any International officer or director in a position where specific member classification or employment is a criterion for their respective position must resign their office effective with any change in their member classification or employment.

SECTION 5. SUCCESSION OF ELECTED OFFICERS:

Upon completion of her or his term, the International President shall succeed to the office of International Board Chairperson.

Upon completion of her or his term, the International First Vice President shall succeed to the office of International President.

Upon completion of her or his term, the International Second Vice President shall succeed to the office of International First Vice President.

SECTION 6. VACANCIES AND REMOVAL OF OFFICERS AND DIRECTORS:

In the event that the office of International president becomes vacant, the International first vice president shall assume the responsibilities of that office for the remainder of the term and succeed as International president for the subsequent term.

In the event that the office of International first vice president becomes vacant, the International second vice president shall assume the responsibilities of that office for the remainder of the term and succeed as International president for the subsequent term.

In the event that the office of International Second Vice President becomes vacant, the International Board of Directors may elect an eligible incumbent officer or director as International second vice president pro-tem. An international second vice president pro-tem



may succeed to the office of International first vice president only through election as set forth under Election of Officers and Director [Article III, Section 3].

In the event that the International Board chair position becomes vacant, the responsibilities of that office shall be assumed by the most immediately eligible past, or the incumbent International president, at the discretion and by designation of the International president.

In the case of a vacancy of an International director position, including a position that is vacated due to the director's election or appointment as an officer, the vacancy shall be filled from the remaining candidates on the ballot who were not elected during the last election. The individual who received the most votes, but was not already elected, will fill that position until the next election at which time the position will be filled via normal annual election [Article III, Section 3]. If there is no candidate available to fill the vacancy, the president shall fill the vacancy by appointment. The appointee shall serve until the next election at which time the vacancy shall be filled by election.

A Director or Officer may be removed, with or without cause, by a resolution adopted by a 2/3 majority of the International Board. A Director or Officer appointed by the President may also be removed at any time, with or without cause, by the President.

SECTION 7. MEETINGS, QUORUM, AND VOTING:

The International Board of Directors shall meet at least quarterly.

The International Board of Directors may also hold meetings on the call of the International Board Chairperson, President or majority of directors, upon giving at least a 5 day notice. If the day or date, time, and place of a board meeting is announced at a previous meeting of the board, notice is not required. Emergency meetings do not require advanced notice. No act of the International Board of Directors in pursuit of the association's purpose and achievement of its objectives shall be invalidated by claimed insufficiency of any such notice.

A simple majority of voting members shall constitute a legal quorum of the International Board of Directors for the purpose of transacting business of the association. Each Officer and Director present is eligible to cast one vote. Motions are adopted by a simple majority vote of those present.

Board Chair Voting: The Board Chairperson refrains from voting except (i) when the vote is by ballot, or (ii) whenever his or her vote will affect the result. On a vote that is not by ballot, if a majority vote is required and there is a tie, he or she may vote in the affirmative to cause the motion to prevail. If there is one more in the affirmative than in the negative, the chair can create a tie by voting in the negative to cause the motion to fail. Similarly, if a two-thirds vote is required, he or she may vote either to cause, or to block, attainment of the necessary two thirds.

SECTION 8. PURPOSE AND OBJECTIVES:

The International Board of Directors shall:

- Direct the affairs of the association to pursue its purpose, achieve its objectives and represent the best interests of the association through their decisions and actions.



- Have the authority to transact any and all business of the association and to take any and all steps that may be needed and lawfully undertaken by any organization of like nature and character.
- In the name of the association, have the power to sue and be sued; buy, hold, sell, lease or mortgage both real and personal property; incur debts; borrow money, giving therefore, notes of the association signed by one or more officers duly authorized by the International Board of Directors for that purpose; and may enter into contracts consistent with the association's purpose and objectives.
- Set the time and place of each successive annual meeting and any special meetings, and may adopt such rules and regulations for the conduct of such meetings.
- Submit at the Annual meeting of the association a report of the finance and business matters pertinent to and to properly come before the membership.
- Consider and evaluate all suggestions and recommendations from the membership that may come to it.

Article IV — Officers and Board Chairperson

SECTION 1. INTERNATIONAL PRESIDENT:

The International President shall:

- Be a member of the association succeeding to office through election as set forth in Article III;
- Preside at the Annual or any special meetings of the association;
- Serve as chairperson of the International Executive Committee;
- Appoint the International Secretary and Treasurer, subject to confirmation by the International Board of Directors;
- Establish International operational committees and special project committees, councils, and task groups as necessary and appropriate to pursue the association's purpose, achieve its objectives and represent its best interests subject to confirmation by the International Board of Directors;
- Approve International operational committees and special project committee, council and task group leaders;
- Serve as a member ex officio of all International operational and special project committees, councils and task groups;
- Submit at the Annual meeting a report of the activities and accomplishments of the association; and
- Have such additional authority and duties as are given to her or him from time to time, at any time, by the International Board of Directors.

SECTION 2. INTERNATIONAL FIRST VICE PRESIDENT:

The International First Vice President shall:

- Be a member of the association succeeding to office through election as set forth in Article III;
- Serve of the Chairperson of the Nominations Committee;
- In the absence or disability of the International President, assume the authority and duties of the International President;
- Represent the International President upon her or his request as a member ex officio of any operational or special project committee(s) the International president shall so designate; and
- Have such additional authority and duties as are given to her or him from time to time by the International President within the limitations set forth by Article IV, Section 1.



SECTION 3. INTERNATIONAL SECOND VICE PRESIDENT:

The International Second Vice President shall:

- Be a member of the association succeeding to office through election as set forth in Article III;
- Candidates shall annually alternate between a Regular member and an Associate or Affiliate member;
- In the absence or disability of the International First Vice President, assume the authority and duties of the International First Vice President;
- Represent the International President upon her or his request as a member ex officio of any operational or special project committee(s) the International president shall so designate; and
- Have such additional authority and duties as are given to her or him from time to time by the International President within the limitations set forth by Article IV, Section 1.

SECTION 4. EXECUTIVE VICE PRESIDENT:

The Executive Vice President shall:

- Be the executive director (chief staff officer) of the association retained by authority and discretion of the International Board of Directors;
- Develop, project and present to the International Board of Directors plans or programs appropriate and necessary to the pursuit of the association's purpose and achievement of its objectives;
- Participate in the development of and execute or direct the execution of all policies of and programs established by the International Board of Directors;
- Manage or oversee the management of the association's business affairs, consistent with the policies established by the International Board of Directors;
- Manage the International office of the association, including the hiring, dismissal, and compensation of any and all paid employees of, consultants or contractors to the association;
- Cooperate with the International Treasurer in the management of the association's financial affairs, consistent with the policies established by the International Board of Directors;
- Assume the responsibilities of International Secretary in her or his absence or disability; and
- Have such additional authority and duties as are given to her or him from time to time by the International president within the limitations set forth by Article IV, Section 1.

SECTION 5. INTERNATIONAL SECRETARY:

The International Secretary shall:

- Be a member appointed by the International President, subject to confirmation by the International Board of Directors;
- Make available to the International Treasurer, President, elected Vice Presidents and Board Chairperson, contemporaneous records and reports of the association as appropriate and necessary;
- Regularly prepare or direct the preparation and distribution of the minutes of the International Board of Directors and Executive Committee meetings;
- Prepare and issue to members, International officers and directors, as appropriate, notices of the Annual or special member meetings and meetings of the International Board of Directors and Executive Committee;
- Serve as Chairperson of the Governance Committee;
- Prepare, oversee and certify the election of International officers and directors consistent with



Article III, Section 3;

- Maintain or direct and oversee the maintenance of the association's business and financial records, correspondence and other documents, as appropriate and consistent with applicable laws and regulations;
- In the absence or disability of the International Treasurer, assume the authority and duties of the International Treasurer; and
- Have such additional authority and duties as are given to her or him from time to time by the International President, within the limitations set forth by Article IV, Section 1.

SECTION 6. INTERNATIONAL TREASURER:

The International treasurer shall:

- Be a member appointed by the International President, subject to confirmation by the International Board of Directors;
- Serve as Chairperson of the Finance and Audit Committee;
- Ensure that a full and complete record is kept of all receipts, disbursements, assets and liabilities of the association;
- Submit at the Annual meeting and regularly scheduled meetings of the International Board of Directors and Executive Committee, a report of the financial condition of the association;
- Ensure that the financial records and reports of the association are audited at the association's expense at least once each fiscal year by a competent accountant using generally accepted accounting principles and standards consistent with current applicable laws and regulations;
- Make such arrangements as are appropriate, necessary and accepted by the International Board of Directors, to safeguard the financial assets of the association; and
- Have such additional authority and duties as are given to her or him from time to time by the International President, within the limitations set forth by Article IV, Section 1.

SECTION 7. INTERNATIONAL BOARD CHAIRPERSON:

The International Board chairperson shall:

- Be a member of the association, succeeding to office as set forth in Article III;
- Preside at meetings of the International Board of Directors; and
- Represent the International President, upon her or his request, as a member ex officio of any operational or special project committee(s) the International President shall so designate.

ARTICLE V — Board Committees and Operational Committees

SECTION 1. International Executive Committee:

MEMBERSHIP:

All International Board officers comprise the International Executive Committee.

a) The voting members shall comprise the:

- International President, who shall serve as committee chairperson
- International First vice president;
- International Second Vice President;
- International Treasurer;
- International Secretary;
- International Board Chairperson;

b) Executive Vice President shall be a non-voting member of the committee.



The committee membership shall be comprised of at least 3 regular members and 2 associate members.

MEETINGS, QUORUM, AND VOTING:

The Executive committee shall hold meetings on the call of the International President. Scheduled meetings will be held upon giving at least 5-day notice. Emergency meetings do not require notice. No act of the Executive committee in pursuit of the association's purpose and achievement of its objectives shall be invalidated by claimed insufficiency of any such notice.

A simple majority of voting members shall constitute a legal quorum of the Executive committee for the purpose of transacting business of the association. Motions are adopted by a majority vote of those present.

PURPOSE AND OBJECTIVES:

The Executive committee, in the interim between International Board meetings, may assume the authority and responsibilities of the International Board of Directors as assigned to it under Article III, Section 8.

In addition, the Executive committee shall:

- Have general oversight of the Executive Director and employees of the association and exclusive oversight of confidential staffing information and issues;
- Keep a record of its proceedings which shall be reported to the International Board of Directors at its next regular meeting.

All acts performed and/or empowered and authority conferred by the Executive committee from time to time and at any time within the scope of its authority shall be, and be deemed to be and will be certified as being, the actions and under the authority of the International Board of Directors.

SECTION 2: Nominations Committee:

MEMBERSHIP:

A committee shall be designated to serve as the Nominations committee. This committee shall be comprised of:

- The International First Vice President, who shall chair the committee.
- The International Secretary
- At least three additional currently elected International Board Members
- The Executive Vice President, who shall be non-voting

The committee membership shall be comprised of at least 2 regular members and 2 associate members.

MEETINGS, QUORUM, AND VOTING:

The Nominations committee shall hold meetings on the call of the International Secretary, upon



giving at least 5-day notice. No act of the Nominations committee in pursuit of the association's purpose and achievement of its objectives shall be invalidated by claimed insufficiency of any such notice.

A simple majority of voting members shall constitute a legal quorum of the Nominations committee for the purpose of transacting business of the association. Motions are adopted by a majority vote of those present.

PURPOSE AND OBJECTIVES:

The Nominations Committee is responsible for identifying and creating a pipeline for future Board Directors, fostering interest and building skill for Board leadership, and annually creating a slate of qualified candidates for the Board election.

Throughout the course of each year, the Nominations committee will shall accept recommendations from the membership and seek out and identify potential GEAPS members for the International Board. The Nominations committee shall seek candidates that will:

- Be an active and engaged member of the Board
- Improve the gender and ethnic diversity of the Board
- Reflect the diverse geographic nature of GEAPS, including international members
- Bring subject matter expertise not contained on the current Board

The committee shall develop a ballot of qualified candidates for International Second Vice President and each vacant or expected-to-be-vacant elected International officer position and each vacant or expected-to-be-vacant directly-elected director position. The nominations committee will solicit nominations, seek out candidates, and interview each potential candidate and provide an assessment of their readiness to join the Board and meet the above criteria. As defined in Article IV, Section 3, the Second Vice President candidates must alternate between Regular and non-Regular members, the committee will ensure that Second Vice President candidates list complies with the stated membership category requirements.

From those nominated, the committee shall create the approved ballot of candidates. The nomination of a member does not automatically qualify the candidate for the approved slate. Candidates that do not make the approved election slate shall have recommendations provided to them in writing on steps to improve their qualifications, including but not limited to chapter or committee engagement and leadership.

SECTION 3: Finance and Audit Committee

MEMBERSHIP:

A committee shall be designated to serve as the Finance and Audit committee. This committee shall be comprised of:

- The International Treasurer, who shall chair the committee.
- At least four currently elected International Board Members
- The Executive Vice President, who shall be non-voting

The committee membership shall be comprised of at least 2 regular members and 2 associate members.



MEETINGS, QUORUM, AND VOTING:

The Finance and Audit committee shall hold meetings on the call of the International Treasurer, upon giving at least 5-day notice. No act of the committee in pursuit of the association's purpose and achievement of its objectives shall be invalidated by claimed insufficiency of any such notice.

A simple majority of voting members shall constitute a legal quorum of the Finance and Audit committee for the purpose of transacting business of the association. Motions are adopted by a majority vote of those present.

PURPOSE AND OBJECTIVES:

The Finance and Audit committee shall have general charge and oversight of the finances, investments, and property of the association.

In addition, the Finance and Audit committee shall:

- Develop investment and financial management policies, to be approved by the International Board of Directors, to provide for the consistent fiduciary management of the Association.
- Ensure a qualified auditor is engaged and performs an annual audit of the association's finances per Article VI, Section 2.
- Keep a record of its proceedings which shall be reported to the International Board of Directors at its next regular meeting.

SECTION 4: Governance Committee:

MEMBERSHIP:

A committee shall be designated to serve as the Governance committee. This committee shall be comprised of:

- The International Secretary, who shall chair the committee.
- At least four currently elected International Board Members
- The Executive Vice President, who shall be non-voting

The committee membership shall be comprised of at least 2 regular members and 2 associate members.

MEETINGS, QUORUM, AND VOTING:

The Governance committee shall hold meetings on the call of the International Secretary, upon giving at least 5-day notice. No act of the Governance committee in pursuit of the association's purpose and achievement of its objectives shall be invalidated by claimed insufficiency of any such notice.

A simple majority of voting members shall constitute a legal quorum of the Governance committee for the purpose of transacting business of the association. Motions are adopted by a majority vote of those present.



PURPOSE AND OBJECTIVES:

The Governance Committee is responsible for reviewing and developing governance policies, to be approved by the International Board of Directors, to provide for the consistent governance and oversight of the association. Governance policies include, but are not limited to, legal areas such as Conflict Of Interest and Whistleblower and general governance policies like the GEAPS Code Of Conduct.

Normal, operational association management, processes, and process documentation are not considered policies.

In addition, the Governance committee shall:

- Have general charge of any GEAPS scholarship program, including the review of applications and recommendations of scholarship grants to the International Board

SECTION 5: Operational Committees, Advisory Councils, and Task Forces

The International Board has the authority to direct, create, merge, and dissolve operational committees, advisory councils, and task forces. Operational committees, advisory councils, and task forces functions may vary according to need but their purpose is to execute on objectives given from the Board. Functional objectives could include, but are not limited to, areas like Membership, Chapter Operations, GEAPS Exchange, and Education. Membership for all operational committees, advisory councils, and task forces, regardless of function, is open to all members of all categories.

ARTICLE VI — Bonding and Audits

SECTION 1. BONDS:

The association's finances shall be protected by a commercial fiduciary bond, covering all signatories authorized by the International Board of Directors and employees of the association who engage in or transact the association's business activities including the collection, handling and/or disbursement of funds.

The bond shall not apply to nor cover the assets, liabilities nor actions of the association's chapters, officers, directors or members.

The principal coverage of the bond shall be designated by the International Board of Directors.

SECTION 2. AUDITS:

A reputable firm of certified public accountants shall be engaged to audit annually the association's books of account and other pertinent financial and membership records within six months of the fiscal year end, and submit their report in writing to the Finance and Audit Committee, who shall in turn, disclose its contents to the International Board of Directors.

ARTICLE VII — Meetings and Governing

SECTION 1. ANNUAL MEETING:



There shall be at least one Annual meeting of the GEAPS membership each year. Notification of the Annual meeting shall be published in the association's member email, newsletter or other official publication at least 30 days prior to the date of such meeting. Notice of the Annual meeting will be directed to all members as they appear in the association's records.

SECTION 2. SPECIAL MEMBERSHIP MEETINGS:

Special membership meetings shall be called by the International President, or when requested in writing by majority of the International Board of Directors, providing that the International Secretary at least 10 days before the date fixed by the call, notifies all members of the association in writing, stating the purpose of such meeting.

SECTION 3. QUORUM:

Twenty-five members shall constitute a quorum at all annual and special membership meetings.

SECTION 4. VOTING:

Each dues paying member in good standing shall be entitled to one vote upon all questions presented for its consideration at the Annual meeting or special membership meeting.

SECTION 5. GOVERNING:

All association meetings, including all International Board of Directors meetings, all committee meetings, the Annual meeting and any special membership meeting shall be governed by Robert's Rules of Order for all matters not otherwise provided for by this Constitution and Bylaws or any future rules of the organization.

ARTICLE VIII — Local Chapters

SECTION 1. FORMATION:

A chapter of the association may be formed by petition of five or more members who are currently employed and reside in a specific geography. Such petition shall be submitted in writing to the International Board of Directors. To be considered, such petition must include:

- The name, company affiliation, current employment address and current chapter affiliation, if any, of each petitioning member;
- The proposed geographical area the chapter will encompass;
- The estimated potential number of members and prospective members within the chapter's proposed geographic area;
- A proposed chapter name;
- A schedule of at least three planned meetings, including the dates, topics, speakers and locations; and
- A roster including names, company affiliations, and current employment addresses of chapter officers including but not limited to a president, vice president, secretary and treasurer, and a listing of any and all directors and other officers.
- The petition must also include proposed chapter bylaws, proscribing governance and essential chapter operations consistent with these bylaws and any guidelines established by the



International Board of Directors.

Acceptance of a chapter formation petition is subject to majority approval of the International Board of Directors.

SECTION 2. GOVERNANCE AND OPERATIONS:

Each chapter shall operate autonomously under their own bylaws and the bylaws of the association, in pursuit of the association's objectives as set forth in Article I of these bylaws and consistent with any chapter operations guidelines established from time to time and at any time by the International Board of Directors. Robert's Rules of Order shall govern chapter operations in all instances not otherwise covered by their bylaws.

Only members in good standing of the association may be chapter members. All members of the chapter shall be voting members of the chapter. The chapter's governing body shall comprise at least its president, vice president, secretary and treasurer. However, in no case shall Associate and/or Affiliate members constitute a majority of the chapter's governing body. The chapter secretary and treasurer may be the same individual.

SECTION 3. RESPONSIBILITIES TO THE INTERNATIONAL OFFICE:

Each chapter is responsible for:

- Obtaining new members and retaining existing members;
- Providing a copy of the chapter's bylaws and any amendments to the International Secretary;
- Scheduling and conducting at least three business meetings annually. If this minimum is not met, a chapter's need for assistance will be acted on and standing evaluated by the International Board of Directors;
- Submitting to the International office, after each meeting, a copy of the secretary's minutes or other written report of the meeting; and
- Each year during April or May, conducting an election of its governing body members consistent with its bylaws and not later than June 1, report the results of the election to the International Secretary including the names, company affiliations, and current addresses of all incumbent, newly-elected and appointed members of its governing body.

SECTION 4. DISBANDMENT, TERMINATION, AND REINSTATEMENT:

Chapters may choose to disband by action of its governing body provided that it gives notice of disbandment in writing to the International Secretary.

The chapter's standing may be suspended or terminated by the International Board of Directors or Executive Committee at any time it determines that the Chapter is not fulfilling its obligations and responsibilities under Article VIII.

Upon disbandment or termination, arrangements must be made by the chapter to transfer its records and financial assets to the International Secretary. The chapter's records and financial assets will be retained by the International Secretary for five years from the date of disbandment or termination, or until the chapter is reinstated, whichever occurs first.

A disbanded or terminated chapter may be reinstated by petition under Article VIII, Section 1.



A suspended chapter may be reinstated by the International Board of Directors at any time it is determined that the chapter is fulfilling or is able to fulfill its obligations and responsibilities under Article IX.

In the event that a chapter is reinstated within five years of disbandment, termination or reinstatement, the chapter's records and financial assets shall be returned to its secretary of record.

If after five years of disbandment, termination or suspension, a chapter has not been reinstated, its financial assets will become the assets of the association as a whole, and the chapter's records may be destroyed.

ARTICLE IX — Amendments

Any two or more members may propose an amendment or alteration to the Constitution and Bylaws. The proposal must be submitted in writing to the International Secretary. Any proposal is subject to review, deliberation, alteration, or delegation for review to a committee, and ultimately majority approval of the International Board of Directors.

Proposed amendments will be considered for adoption via three methods at the discretion of the International Board of Directors:

- 1) via electronic voting
- 2) via a voice vote at the Annual meeting
- 3) via a voice vote at a Special Members Meeting

Proper advance notice to membership must be provided regardless of the voting method. Advance notice is considered to be a publication in a member email, the member newsletter or other official communication of the association least 60 days in advance of the Annual meeting or Special Members Meeting.

Any amendment or alteration shall require the affirmative vote of the majority of qualified votes via electronic ballot or the majority of voting members present at the Annual meeting. Only votes by eligible members and consistent with voting instructions will be considered valid and counted.

The results of the vote as certified by the International Secretary shall be published in the association's member newsletter or other official publication within 60 days.

These bylaws shall be reviewed by the International Board of Directors at least every 5 years.

ARTICLE X — Enactment

This Constitution and Bylaws were approved February, 1980, and subsequently revised as provided by under Article X: March 1981, March 1982, March 1984, March 1989, March 1994, February 1996, February 1997, March 2001, March 2003, March 2004, February 2010, July 2020, July 2021.