



BYLAWS OPERATING MANUAL

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**NACE INTERNATIONAL
BYLAWS**

Table of Contents

BYLAW I: NAME AND PURPOSE 3

BYLAW II: MEMBERSHIP 3

BYLAW III: OFFICERS AND DIRECTORS 4

BYLAW IV: NOMINATIONS & ELECTIONS 6

BYLAW V: MEETINGS OF THE ASSOCIATION 8

BYLAW VI: BOARD OF DIRECTORS (BOARD) 9

BYLAW VII: EXECUTIVE COMMITTEE 10

BYLAW VIII: LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS 11

**BYLAW IX: ACTIVITY COMMITTEES AND SPECIAL COMMITTEES OF THE ASSOCIATION
..... 11**

BYLAW X: COMMITTEES OF THE BOARD 12

BYLAW XI: AREAS AND SECTIONS 13

BYLAW XII: AWARDS 13

BYLAW XIII: LIAISONS WITH OUTSIDE ORGANIZATIONS 13

BYLAW XIV: PARLIAMENTARY PROCEDURE 13

BYLAW XV: FISCAL YEAR 13

BYLAW XVI: AMENDMENTS 13

REVISION AND APPROVAL 15

BYLAWS OF NACE INTERNATIONAL

BYLAW I: Name and Purpose

SECTION 1. The name of this corporation is NACE INTERNATIONAL (hereinafter referred to as "NACE" or "the Association").

SECTION 2. NACE is a worldwide technical organization of scientists, engineers, and other parties interested in the development and dissemination of knowledge in the study of corrosion and its prevention.

BYLAW II: Membership

SECTION 1. Membership in NACE INTERNATIONAL shall be comprised of six (6) categories: member, senior member, life member, student member, sustaining and corporate member. Admission to any category shall require approval of a completed application whereby the applicant meets all requirements thereof. Procedures, which have been established by the Board of Directors (hereinafter called the "Board,") shall be followed to approve applications.

A member "in good standing" in any membership category is defined as one whose membership dues are current.

SECTION 2. Member Category: An individual who is a member in good standing and who is concerned with the control of corrosion and degradation of materials.

SECTION 3. Senior Member Category: An individual who is a member in good standing, and who is at least 65 years of age, and has been a member for at least 15 years. Dues for this category will be one-half of the dues charged for the Member Category.

SECTION 4. Life Member Category: An honorary category of membership awarded by the Board upon the recommendation of an Activity Committee. The member shall have full rights and privileges of membership for life without being assessed annual dues.

Any member who has maintained continuous membership in the Association for a period of thirty-five (35) years and is at least 65 years of age, shall become a Life Member automatically upon reaching that anniversary.

A member who has served the Association as President or Treasurer becomes a life member automatically after completion of the term of office.

SECTION 5. Student Member Category: A student regularly enrolled full time in an educational institution that is interested in the acquisition or advancement of knowledge relating to corrosion control and materials degradation. An individual can retain a student membership for a maximum period of seven (7) years. Eligibility for student membership shall cease upon termination of such full-time enrollment in an educational institution. Student members shall receive the official publication distributed to all members and have all privileges of membership except holding office and voting, other than in the student section.

SECTION 6. Sustaining Member Category: An individual engaged or interested in corrosion control and materials degradation, subject to the approval by the Chief Executive Officer and ratification by the Board.

SECTION 7. Corporate Member Category: a company, corporation, public utility, scientific association or society, governmental (international, national, state/provincial, or local) board, commission or department, or other body or organization engaged or interested in corrosion control and materials degradation.

Each corporate member shall be entitled to designate one representative as provided for in these BYLAWS. Any additional representatives of a sponsoring member organization must hold membership under one of the other four (4) categories to enjoy the benefits and privileges of the Association. The name of the corporate member representative shall appear on the membership roster as they have the same rights and privileges of an individual member.

There shall be four (4) classes of corporate members: Iron, Silver, Gold, and Diamond. (Refer to Area Coordination Committee Operating Manual.)

Corporate member organizations, upon due notice to the Chief Executive Officer, may change their representative. When such a change is made, the successor representative shall not be entitled automatically to any office, directorship, trusteeship, or committee membership held by a predecessor representative in the Association. All such positions in the Association are earned by individuals and may not be inherited by successor representatives.

SECTION 8. All members, other than student members, shall have equal voting rights. Student members shall not be counted in the membership totals for voting on Association issues.

SECTION 9. All members shall be subject to disciplinary actions and sanctions, up to and including termination of membership, upon the finding that the member has engaged in unethical conduct or violated any of the Association's policies. Disciplinary actions shall be taken in accordance with Association policies and procedures. The Board shall review procedures used and the factual determinations made in any disciplinary action taken by the Policy Committee or the Quality Control Committee and act as a final court of appeals upon written request of the affected member. The Board may (i) reverse or modify the disciplinary actions as set forth in Section 7 of BYLAW VI, (ii) uphold the disciplinary action, (iii) determine that the Association is not the appropriate body to address or resolve the issue or dispute, (iv) suspend the Association's consideration of the conduct while the matter is pending with another organization or in a court of law, or (v) take any other action with respect to the conduct at issue that the Board determines is in the best interests of the Association.

SECTION 10. A member in good standing may resign from the Association, without rebate of membership dues, by giving written notice to the Chief Executive Officer. Any member who has resigned or been dropped for nonpayment of dues may be reinstated by the Chief Executive Officer upon payment of the dues payable for the year of reinstatement.

SECTION 11. Each member defined in BYLAW II, except for life members, shall pay annual dues. Dues for membership in the Association shall be established by a two-thirds (2/3) majority of the voting members of the Board (BYLAW III, Section 6).

BYLAW III: Officers and Directors

SECTION 1. The officers of the Association shall be the President, Vice President, Treasurer, most Immediate Past President willing to serve, and the Chief Executive Officer who shall serve as Secretary. The officers shall constitute the Executive Committee and serve on the Board. With the exception of the Chief Executive Officer, the officers shall be voting members of the Board and the Executive Committee. The Chief Executive Officer shall not be a member of the Association.

SECTION 2. The Chief Executive Officer shall be chosen by the Board and shall serve the Association as its Chief Operating Officer, subject to the control of the Board, in accordance with the terms of these Bylaws; provided, however, that this provision shall not be construed to limit the contractual rights of the Chief Executive Officer under any employment contract between the Chief Executive Officer and the Association.

SECTION 3. The President shall preside at all official functions of the Board and Executive

Committee, the annual membership meeting of the Association, and the annual banquet of the Association.

The Vice President, the most Immediate Past President willing to serve or the Treasurer, in that order, shall perform duties of the President in the event of absence or disability of the President.

SECTION 4. The Vice President shall assist the President in the performance of the latter's duties.

SECTION 5. The Treasurer has general supervision of the Association's funds and has access to all financial records of the Association. The Treasurer shall be an ex-officio member of the Finance Committee.

SECTION 6. There shall be twelve (12) voting directors of the Board. Eight (8) directors shall each represent a geographical Area. Four (4) directors shall each be the chair of an Activity Committee.

Voting directors shall each be elected for a three (3)-year term. Approximately one-third (1/3) of all voting directors shall be elected each year.

SECTION 7. The terms of the officers shall begin the day following the close of the Annual Conference held after the date of their election by the membership and end the day following the close of the next Annual Conference, except for the Treasurer whose term will end two years hence.

The terms of the Area and Activity Committee Directors shall begin the day following the close of the Annual Conference held after the date that their election is reported to the membership and ends the day following the close of the Annual Conference two (2) years thereafter.

In the case of a vacancy of a directorship, a successor shall be elected to fill the unexpired term in accordance with the election process outlined in SECTIONS 6 and 7 of BYLAW IV. The term of office will begin ten (10) days following the date of the Nominating Committee's report of verification of the nominee's qualifications to the Chief Executive Officer. If the successor fills an unexpired term of less than eighteen (18) months, the limitations of SECTION 10 of this BYLAW do not apply.

The term of all officers shall be for one (1) year, except the position of Treasurer who serves one two (2)-year term but shall continue until their successors have been elected.

The term of all voting directors, except as defined in the third paragraph of Bylaw III, Section 6, shall be for three (3) years but shall continue until their successors have been elected.

If, for any reason, the first day of the Annual Conference of the Association does not occur between January 1 and June 30, inclusive, in any year, then the terms of the new directors and officers shall commence at 12:01 a.m. on July 1, of such year. The terms of office of the outgoing directors and officers shall terminate at that same date and time.

SECTION 8. In case of a vacancy in the office of President, the Vice President shall act in the President's place for the unexpired term. In case the Vice President cannot act for the President, the most Immediate Past President willing to serve, shall serve.

In case of a vacancy in the office of Vice President, the Vice President-elect shall serve. In case of a vacancy in the office of Vice President and there is no Vice President-elect, the Board shall direct the Nominating Committee to select a Vice President for the next election and to present new candidates for Vice President and Vice President-elect as soon as practical.

If the Vice President has to fill the unexpired term of the President or the Vice President-elect has to fill the unexpired term of the Vice President, and the unexpired term is less than two-

thirds (2/3) of the respective terms, the substitute officers will be entitled to serve their subsequent full terms. If the unexpired term is greater than two-thirds (2/3) of the respective terms, the substitute officers shall be considered to have served their regular term.

In the case of a vacancy in the office of Treasurer, the Nominating Committee shall appoint a member of the Finance Committee to fill the office for the unexpired term.

SECTION 9. No person who is or has been a voting director, as defined in SECTION 6 of this BYLAW, shall be eligible to a subsequent term as a voting director until three (3) years have elapsed following the completion of the most recent term of service as a director (except as stated in SECTION 7). This SECTION shall not restrict a past or present director from eligibility for election to the office of President, Vice President, or Treasurer nor to a non-voting position on the Board.

SECTION 10. No person who is or has been an elected officer shall be eligible for voting membership on the Board until three (3) years have elapsed following the completion of the most recent term. This restriction does not apply to natural progression through the elected offices or to the position of Treasurer (as defined in Bylaw III, Section 7) for re-election to the same position.

SECTION 11. The Chief Executive Officer shall be an ex officio member without vote of the Board, Executive Committee, and all Activity and administrative Committees. The Chief Executive Officer shall make reports to the Board, the Executive Committee, and their committees and subcommittees as may be necessary or as directed by the respective body.

SECTION 12. Every Director of the Board, except the Chief Executive Officer or At-Large Director (BYLAW VI), shall have been a member of the Association in good standing for at least five (5) consecutive years before taking office.

The President and Vice President shall have served a full term on the Board and shall have been a member of the Association in good standing for at least five (5) consecutive years before taking office.

The Treasurer shall have been a member of the Association in good standing for at least five (5) consecutive years before taking office.

SECTION 13. Former NACE employees shall not be eligible to serve on the NACE Board of Directors or as an Officer of the Board for a period of ten (10) years following the end of their employment.

SECTION 14. Neither immediate family members nor more than one employee of a company shall serve on the Board of Directors of NACE at the same time. If a conflict occurs during their term, one director shall complete their term as non-voting.

BYLAW IV: Nominations & Elections

SECTION 1. The Chief Executive Officer shall solicit the members of the Association for nominees for the offices of Vice President, Treasurer and Area and Activity Directors. The solicitations shall be made by publication or otherwise, no later than July 31st, approximately twenty (20) months before the individuals are to assume office.

SECTION 2. Nominations for Vice President and Treasurer shall be accepted only from:

- Activity Committees
- Areas
- Committees of the Board or
- Member petitions signed by a minimum of thirty (30) members in good standing, no

more than five (5) of which are from the same company.

There shall be at least two (2) nominees for the offices of Vice President and Treasurer. The responsibility for initiating action to find additional nominees for any elected office shall reside with the Nominating Committee.

Nominations for Area and Activity Committee Directors shall be accepted only from:

- A vote of the specific Area Board of Trustees or Activity Committee whose seat is open for nomination
- A member petition signed by a minimum of thirty (30) members in good standing, no more than five (5) of which are from the same company and subject to the additional restrictions in PROC -1 in the Policies and Procedures Manual.

SECTION 3. The names and qualifications of nominees for Vice President and Treasurer shall be submitted to the Chief Executive Officer by the December 1st approximately fifteen (15) months before the candidate is to fill the position.

The names and qualifications of candidates for Area and Activity Director shall be submitted to the Chief Executive Officer on the appropriate form by the October 1st approximately eighteen (18) months before the candidate is to fill the position.

SECTION 4. Upon receipt of candidates' names and complete documentation, the Nominating Committee shall review the qualifications and credentials of all candidates. (Refer to Nominating Committee Operating Manual.)

SECTION 5. Should any candidate not meet the required criteria, the chair of the Nominating Committee shall notify the nominator.

SECTION 6. Directly following the Association's annual conference, the Nominating Committee will meet and begin the formal selection process.

This selection process shall include reaffirmation of the Vice President as the next President. Should that person not be able to serve as President, then the Nominating Committee will select a candidate for President from the nominations received for Vice President.

SECTION 7. One Director to represent each Area shall be nominated by the members of the Area according to the procedure stipulated in the *Areas Operating Manual*. Additional nominations may be made by member petition per procedures in the Policies and Procedures Manual. The elected nominees for Area Directors shall reside in the corresponding geographical areas.

SECTION 8. Except in cases where the Activity Committee Chair is a separately defined position in a Committee Operating Manual, the individual elected as Chair of each Activity Committee shall be the nominee for Director from that Activity Committee subject to the Activity Committee procedures. Additional nominations may be made by member petition per those procedures. In cases where the successful nominee for an Activity Committee Director position has been through member petition, rather than the candidate nominated by the Activity Committee, the election of the Activity Committee chair shall be in accordance with the respective Committee's operating manual.

SECTION 9. The Nominating Committee, through its chair, shall report to the Board at the first available opportunity after selection and no later than the Board's June meeting, one (1) nominee for each of the offices of President, Vice President and Treasurer to take office the day following the close of the next Annual Conference. The Nominating Committee shall also report the names of the elected Directors to take office the day following the close of the next Annual Conference.

SECTION 10. The results of the Nominating Committee's selections shall be made public to the Association at least one month prior to the candidates taking office.

BYLAW V: Meetings of the Association

SECTION 1. All meetings held in the name of the Association shall be open with the exception of the Awards and Nominating Committees.

Other committee meetings may go into executive session to evaluate performance of individuals and/or to consider disciplinary actions. In the case of the Board and Executive Committee, executive sessions may also be held as outlined in BYLAW VI Section 10 and BYLAW VII Section 4. All matters considered in executive session shall be maintained in confidence.

SECTION 2. There shall be an Annual Conference of the Association, the first day of which shall be between the dates of January 1 and June 30, inclusive. The Board shall fix the time and place of the Annual Conference between these dates.

SECTION 3. Notwithstanding SECTION 2 of this BYLAW, the Board, by an affirmative vote of not less than two-thirds (2/3) of its voting members, may determine the existence of extraordinary conditions requiring the postponement or abandonment of the Annual Conference in any single year.

SECTION 4. There shall be an annual meeting of the Association's membership. The annual membership meeting will be held any time prior to the Annual Banquet during Annual Conference.

The Executive Committee shall set the agenda for the annual membership meeting. The agenda shall include a report by the President on the state of the Association, a report by the Treasurer on the finances, and a report by the Chief Executive Officer on the results of the election and on any other ballots submitted to the membership. The Chief Executive Officer shall distribute the agenda to each member, at least 10 days, but no more than 50 days, in advance of the meeting. Publication of said agenda in issues of the official publication of the Association issued during that period may serve as said notice. Electronic publication on the Association's internet site during that period may also serve as said notice.

The President shall preside at the annual meeting of the membership. The Chief Executive Officer or a designee shall record the minutes of the meeting.

The meeting may be recessed and reconvened at a later time (during that conference).

If the Board postpones beyond June 30 or abandons the Annual Conference, it shall, by majority vote, fix the time and place of the annual meeting of the membership within the State of Texas before the end of the fiscal year in question.

SECTION 5. The Board may adopt a resolution for an amendment to the Articles of Incorporation, which must be submitted, to the membership for vote at a regular or special meeting of the membership. The notice procedure in Section 4 of this BYLAW shall be used. Amendments to the Articles of Incorporation may be voted on by members in attendance at the meeting and by directed proxy. In order for the ballot to be valid, a return equal to at least ten (10) percent of the membership must be attained. A two-thirds (2/3) majority vote by respondents, excluding abstentions and blanks, is required to affirm the amendment. No other business shall be transacted at the membership meeting unless a quorum of two hundred (200) members is present.

If a quorum is present, motions may be made at the membership meeting by any member of the Association, in accordance with *Roberts Rules of Order*. All motions that are carried by a majority of the members present shall be balloted to the entire Association membership eligible

to vote. All motions balloted to the entire membership shall be carried by a majority vote except where two-thirds (2/3) majority of the voting body is required elsewhere in these BYLAWS.

SECTION 6. Additional meetings of the Association membership may be held upon determination by the Board of the need to hold such meetings. The Board shall determine the purpose of any such meeting and fix its date and place. Notice and conduct of additional meetings shall be in accordance with Section 4 of this BYLAW.

BYLAW VI: Board of Directors (Board)

SECTION 1. The direction and oversight of the affairs of the Association and the control and disposition of its properties and funds shall be vested in the Board.

SECTION 2. The policies of the Association shall be set by the Board.

SECTION 3. The Board shall have the power to expend or invest Association funds, but it shall not incur indebtedness beyond the assets of the Association.

SECTION 4. The officers of the Association shall be the officers of the Board.

SECTION 5. The Board shall consist of (i) voting members and (ii) ex officio members who shall be entitled to receive notice of and to attend all meetings of the Board but whom shall not be entitled to vote. Current members of the Policy Committee shall not be members of the Board of Directors. The voting members shall consist of the President, the Vice President, and the Immediate Past President of the Association and one (1) director elected from each Area and each Activity Committee. The Chief Executive Officer of the Association, the Treasurer of the Association, the President of the NACE International Institute, and the President of the NACE International Foundation, shall be ex officio members of the Board without vote.

The Board of Directors may, at its discretion, appoint one At-large Director to fulfill a particular need on the Board. This director shall serve without vote and is not required to be a member of the Association. The term of office for this director is one-year, renewable annually by the Board for no more than two additional years. The approval to initially appoint and subsequently extend the term of an At-large Director requires a 2/3 majority of all voting members of the Board. Election of a specific candidate, after the position is established, shall be by simple majority vote. Procedures for selection of the At-large Director are in the Board of Directors Operating Manual.

An At-large Director who is an Association member may be considered for a subsequent voting position on the Board provided they satisfy all of the other requirements for such a voting director position, without regard to the three-year restriction described in BYLAW III.

SECTION 6. A member of the Association shall have the right to request an appearance before any meeting of the Board to present action items on any subject concerning the Association, provided that this request is made in writing and is received by the Chief Executive Officer at least forty-five (45) days before the meeting, and provided further that the purpose of the appearance is stated. The Executive Committee shall decide whether the subject is of sufficient importance to be placed on the agenda of the Board meeting. The Chief Executive Officer shall inform the member as to whether the request has been granted and, if denied, shall state the reasons.

SECTION 7. Certain actions of the Board that can materially affect the finances of the Association or its reputation as a professional, technical, and scientific organization shall require a two-thirds (2/3) majority of all voting members of the Board. In this case, a quorum of at least two-thirds (2/3) of the voting members shall be required. Board actions that require the two-thirds (2/3) majority are:

- a. To establish or revise policy;
- b. To set dues and fees;
- c. To amend these BYLAWS;
- d. To proceed with the appointment of an At-Large Director;
- e. To reverse or modify any disciplinary action enacted by the Policy Committee; or
- f. To remove an officer or director for cause.

Items (a) through (d), may be taken pursuant to a written consent, which may be in multiple original counterparts, signed by two-thirds (2/3) of all voting members of the Board, provided that all voting members of the Board have been given notice of the proposed action. Items (e) and (f) shall not be voted on by letter ballot.

SECTION 8. A quorum of the Board shall consist of eleven (11) of its voting members, and, except as otherwise provided in these BYLAWS, all motions before the Board shall be decided by a majority vote of the voting members present except that the minimum number of affirmative votes required shall be six (6).

SECTION 9. No Board member may be represented in any required Board action by any other person. No Board member can vote, by letter, upon any matter scheduled for consideration at a duly called meeting of the Board.

SECTION 10. All meetings of the Board shall be open to any member in good standing. The Board may choose to go into executive session to (i) consider matters such as staff performance and compensation, appeals of disciplinary actions, and matters relating to liability of the Association, and (ii) meet with attorneys representing the Association. All such matters shall be maintained in confidence. Executive sessions shall be closed to all persons except members of the Board and persons invited by the Board. Should any member wish to provide the Board with relevant information on matters to be handled in executive session, they may do so in writing to the President or by receiving permission from the Executive Committee to present the information in person at said session.

SECTION 11. Any member of the Board failing to attend three (3) consecutive regular meetings, except in the case of illness, shall be removed from their position on the Board.

SECTION 12. All individuals who serve as director or officer, except for a non-member At-Large Director, must maintain their membership status as defined in Bylaw II, Section 1.

Failure to do so will automatically remove the individual from the office ninety (90) days after the anniversary date and said office shall be declared vacant.

BYLAW VII: Executive Committee

SECTION 1. The Executive Committee shall consist of the President, Vice President, most Immediate Past President willing to serve, and Treasurer. The Chief Executive Officer shall be an ex officio member without vote. The Chief Executive Officer shall serve as secretary. The Vice President-elect and the Treasurer-elect, if applicable, shall be ex officio members without vote. The President shall serve as Chair.

SECTION 2. The duties of the Executive Committee shall include the oversight of the administrative work of the Association; to ensure that the strategic plan, as developed by the Board for the Association, is implemented; and act on behalf of the Board in case of emergency (as defined in the Board of Directors Operating Manual). See also Bylaw VI Section 7 for additional responsibilities.

SECTION 3. The Executive Committee, in concert with the Board, is responsible for reviewing and recommending actions related to administrative performance of the Chief Executive Officer,

including an annual performance review, and considering compensation adjustments that will be recommended to the Finance Committee for action.

SECTION 4. All meetings of the Executive Committee shall be open to any member in good standing. The Executive Committee may choose to go into executive session to (i) consider matters such as staff performance and compensation, and matters relating to the liability of the Association or (ii) meet with attorneys representing the Association. All matters shall be maintained in confidence. Executive sessions shall be closed to all persons except members of the Executive Committee and invited persons. Should any member wish to provide the Executive Committee with relevant information on matters to be handled in executive session, they may do so in writing to the President, or by receiving permission from the Executive Committee to present the information in person.

SECTION 5. The Executive Committee, after consultation with the Chief Executive Officer, may designate a staff member as Deputy Executive. If the Chief Executive Officer is judged by the Board to be incapacitated or should the position be vacated, those duties shall be assumed by the Deputy Executive until the Chief Executive Officer is able to resume the regular duties again or until a new Chief Executive Officer is employed. In the absence of a Deputy Executive, the Executive Committee shall either appoint an acting Chief Executive Officer or fill that position itself on a temporary basis until a new Chief Executive Officer is employed.

BYLAW VIII: Limitation of Liability of Directors and Officers

SECTION 1. A director of the Association shall be liable only to the extent provided in the Articles of Incorporation, Article X.

SECTION 2. All members of the Board, regardless of voting status, are directors of the Association.

BYLAW IX: Activity Committees and Special Committees of the Association

SECTION 1. The Board shall have power to create or dissolve committees as needed to preserve and advance the interests of the Association.

SECTION 2. The following are Activity Committees of the Association:

Conferences and Exposition Activities Committee
Education Activities Committee
Publications Activities Committee
Technical and Research Activities Committee

SECTION 4. The Conferences and Expositions Activities Committee shall consist of the following administrative committees: Annual Conference Program Committee and Expositions.

- Annual Conference Program Committee is responsible for setting policy and overseeing all aspects of the Annual Conference technical symposia and topical symposia.
- Expositions is responsible for providing a forum through which companies that exhibit at the Association conferences and meetings can make recommendations to the Association.

SECTION 5. The Education Activities Committee shall be responsible for setting policy and overseeing activities of the NACE education program including those courses that lead to NACE certification.

SECTION 6. The Publications Activities Committee shall be responsible for setting policy and overseeing activities of the NACE publications program which includes all publications other than Association standards. In addition, PC is responsible for setting Association Copyright

policy and maintaining the *NACE Publications Style Manual*.

SECTION 7. The Technical and Research Activities Committee shall consist of the following administrative committees: Technical Coordination and Research.

- Technical Coordination is responsible for generating and publishing technical information about all aspects of corrosion prevention and control, providing technical symposia, and providing forums for technology interchange.
- Research is responsible for all research activities organized or sponsored by the Association, for sponsorship of the Research-in-Progress Symposium, encouraging student participation in the Association, and maintaining liaison with national and international research activities.

SECTION 8. The Special Committee of the Association is: Nominating Committee

SECTION 9. The Nominating Committee shall be responsible for the selection of nominees for each of the Association offices of President, Vice President, and Treasurer, and for verifying the qualifications of each Area and Activity Committee Director.

BYLAW X: Committees of the Board

SECTION 1. Following are committees of the Board:

Area Coordination Committee
Audit Committee
Awards Committee
Executive Committee (see BYLAW VII)
Finance Committee
Policy Committee
Public Policy and Outreach Committee

SECTION 2. The Area Coordination Committee shall be responsible for maintaining and expanding the membership of the Association, and the organization and effective operation of Areas, and Sections and their relations with the Association. Authority of the committee shall be functional, extending from this committee through to the Area, Region, and Section membership committees.

SECTION 3. The Audit Committee is responsible for the appointment and dismissal, compensation, and oversight of the independent auditor including review of independent auditor's qualifications, independence and performance.

SECTION 4. The Awards Committee is responsible for selecting recipients for awards of the Association.

SECTION 5. The Finance Committee is responsible for overseeing all aspects of the Association's finances, and for reviewing and recommending actions related thereto. In conjunction with the Chief Executive Officer, the Committee is also responsible for reviewing and recommending actions related to compensation and benefits policies for staff. The Committee will ensure that all compensations are within budget constraints.

SECTION 6. The Policy Committee shall advise the Board upon matters of policy and for consideration of any proposed changes to the Articles of Incorporation or BYLAWS and recommend them to the Board.

SECTION 7. The Public Policy and Outreach Committee shall be responsible for promotions and interactions of the Association with the public, governmental bodies and other organizations

worldwide.

BYLAW XI: Areas and Sections

SECTION 1. In order to promote more effectively the objectives of the Association, Areas of the Association shall be established. The members of each Area shall be members of the Association in good standing, residing within the geographical area as established by the Board. Exceptions may be made upon written request in accordance with the pertinent operating manual.

SECTION 2. The formation of any new section or the dissolution of an existing section shall be handled in accordance with the procedures stipulated in the Areas Operating Manual.

SECTION 3. For the purposes of orderly administration of its affairs, each Area shall adhere to the procedures defined in the Area Coordination Committee's, or its Administrative Committees' Operating Manual.

BYLAW XII: Awards

SECTION 1. All awards made in the name of the Association must be authorized by the Board and be defined in the *Awards Committee Operating Manual* with the procedures for determining successful candidates.

SECTION 2. Certificates or other expressions of appreciation for an office held or service rendered shall not be considered as awards in the interpretation of this BYLAW, but must be approved by the Activity Committee, Subcommittee, or Special Committee, in which that office was held or service received, or the parent committee thereof.

BYLAW XIII: Liaisons with Outside Organizations

SECTION 1. In order to foster communications and cooperation with other organizations of parallel interests, the Executive Committee may enter into agreements, subject to Board ratification, for an exchange of liaison representation on their respective boards.

SECTION 2. The term of office of each Liaison Representative shall be one (1) year beginning on the day following the close of the Board meeting at Annual Conference. An individual may be reappointed to said position for up to three (3) consecutive terms.

BYLAW XIV: Parliamentary Procedure

All meetings of the Association and its boards and committees shall be conducted in accordance with the latest edition of *Roberts Rules of Order* unless otherwise stated in the pertinent operating manual.

BYLAW XV: Fiscal Year

The fiscal year of the Association shall begin on July 1 and terminate on June 30 of the following year. All Areas and Sections shall conform to the same fiscal calendar.

BYLAW XVI: Amendments

SECTION 1. Proposals for amendments to the BYLAWS shall be submitted in writing to the Policy Committee for review at least 60 days in advance of a regularly scheduled meeting.

SECTION 2. The Policy Committee shall place proposed amendments on its agenda for review and development of recommendations to the Board.

SECTION 3. The President shall place proposed amendments on the Board agenda at least 21 days in advance of a regularly scheduled meeting, and include the respective recommendations of the Policy Committee.

SECTION 4. The Board may amend these BYLAWS as provided for in BYLAW VI, Section 7 of these BYLAWS.

Revision and Approval

| Version Number | Date Changed | Change Description | Approved By (Name and Title) | Date Approved |
|-----------------------|---------------------|---|-------------------------------------|----------------------|
| 1 | | Revised Bylaw III and VII | Board of Directors | 6/24/2015 |
| 2 | | Revised Bylaw VI | Board of Directors | 3/5/2016 |
| 3 | | Revised Bylaw III, Section 14 | Board of Directors | 6/22/2017 |
| 4 | | Revised Bylaw III, IV, and VI | Board of Directors | 9/28/2017 |
| 5 | | Revised Bylaw VI, Section 5 | Board of Directors | 6/29/2018 |
| 6 | | Revised Bylaw III, Section 2 (Officers & Directors) Revised Bylaw IV (Nominations & Elections) | Board of Directors | 3/23/2019 |