

***ASSOCIATED COLLECTION  
AGENCIES, INC.  
Colorado/Wyoming Unit***

**BY-LAWS**

**AUGUST 2011**

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# **B Y – L A W S**

## **OF THE**

**ASSOCIATED COLLECTION AGENCIES, INC.**

**August 2011**

### **ARTICLE I**

#### **NAME AND LOCATIONS**

##### **Section 1 – Name**

**The name of this Association shall be the Associated Collection Agencies, Inc., (here in after “Association”) and it shall be incorporated as a nonprofit corporation without stock.**

##### **Section 2 – Location**

**The principal office of the Association shall be located at the place of business of the President of the Association, or at such location as designated and approved by the Board of Directors of the Association.**

### **ARTICLE II**

#### **OBJECTS AND PURPOSES**

**The objects and purposes of the Association shall be to further and promote the general welfare of the collection profession in the States of Colorado and Wyoming; to regulate practices, prescribe ethics, and to enforce proper conduct among its members; encourage and promote the adoption of legislation favorable to the rights of collectors and credit granting public, yet fair to the consumer public; and to gather and disseminate material relative to the collection profession which may be valuable to members of the Association.**

### **ARTICLE III**

#### **MEMBERSHIP**

##### **Section 1 – Classes**

**There shall be six classes of members in the Association, namely: Active members, Affiliate members, Honorary members, Credit Reporting members, Vendor members and Legislative Members.**

- a. Active Members – any person, firm or corporation engaged in the Accounts Receivable Management and Recovery business in the states of Colorado and Wyoming shall be eligible for membership in this Association, provided that:**

- 1) **Their business activity is sufficient to properly identify them as part of the Accounts Receivable Management and Recovery industry.**
  - 2) **They subscribe to and practice the code of ethics and rules of conduct adopted by the membership of this Association and ACA International.**
  - 3) **They have and do comply with all applicable Federal, State, County and Municipal statutes and ordinances for regulation of those engaged in the collection agency business.**
  - 4) **They will comply with applicable licensing and bonding laws or requirements.**
  - 5) **Membership may be granted to additional offices owned and operated by any Active Member upon application and upon satisfying the same requirements.**
  - 6) **Each Active Member, whether main office or additional office, shall be entitled to all benefits and responsibilities of memberships as may exist.**
  - 7) **Membership shall be construed by the Association to mean that the agency itself holds the membership, under a particular ownership, and the agency must designate its particular representative to act on its behalf in Association affairs. Each agency must be represented by a unique individual representing an Active Membership either in person or by proxy. No one person shall represent more than one membership.**
  - 8) **Membership in this Association must be attained before attaining membership in ACA International.**
- b. **Affiliate Members – Any person, firm or corporation outside the States of Colorado and Wyoming, who is a member in good standing of ACA International, may become an Affiliate member of this Association.**
- An Affiliate member may attend all meetings of the Association and participate in the discussion, but shall have no vote on any business transacted by the Association or be eligible to hold any elective office of the Association.**
- c. **Honorary Members – Honorary memberships may be conferred upon any person who is not active in the Accounts Receivable Management and Recovery industry, but who has made noteworthy achievement in, contribution to, and furtherance of the Association and the Accounts Receivable Management and Recovery industry, as determined by the Board of Directors.**
- An Honorary member shall have the right to attend all meetings of the Association, but shall not be entitled to vote or to hold elective office.**  
**Such honor shall not convey membership in ACA International.**
- d. **Credit Reporting members – There shall be a special category of membership of this Association known as Credit Reporting Members.**

**Any person, firm or corporation engaged in the business of providing consumer and/or commercial credit reports to the credit granting public, but not engaged in the collection of past due accounts, may become a member of this membership category by making application in the same manner as regular members, provided:**

- 1) That their reporting activity is sufficient to properly identify them as part of the credit reporting industry, and**
- 2) That they have complied with all Federal, State, County and Municipal statutes and ordinances for regulation of those engaged in the credit reporting business.**

**The purpose of this membership category shall be to provide members with suitable services and to broaden the store of knowledge in the credit and collection field for all members. Members shall pay dues as established by the Board of Directors (see dues /fee schedule addendum A), shall be entitled to register for all meetings of the Association and to such other benefits as the Board of Directors may decide. Membership in this Division shall not confer the right of vote in any matters of this Association.**

**As long as Unit status of this Association exists within ACA International each current and future, active, and credit reporting affiliate member of this Association shall become a member of ACA International and continued membership in the Association and in ACA International shall henceforth be contingent one upon the other.**

- e. Vendor Members – Candidates for this category of membership are individuals, business organizations or associations that are directly or indirectly engaged in providing products or services to the Accounts Receivable Management and Recovery industry. Prior or existing membership in ACA International is not a prerequisite to membership in this category of membership.**

**Vendor members shall not serve as members of the Board of Directors, serve as officers of this Association or serve as a member of a committee.**

**Members shall pay dues as established by the Board of Directors (see dues/fee schedule, addendum A), shall be entitled to register for all meetings of the Association and to such other benefits as the Board of Directors may decide. Membership in this Division shall not confer the right of vote in any matters of this Association.**

- f. Legislative Members – Any person, firm or corporation outside the States of Colorado and Wyoming, who is a member in good standing of ACA International, may become a Legislative member of this Association.**

**Members shall pay dues as established by the Board of Directors (see dues/fee schedule, addendum A). Legislative Members shall have no vote on any business transacted by the Association or be eligible to hold any elective office of the Association. Legislative members may attend the annual meeting at additional cost as determined by the Board of Directors.**

**Membership will include receiving legislative updates as distributed to the unit and quarterly newsletter as published.**

## Section 2 – Applications

- a. **Active Members – Applications shall be made on a form provided by the Association and approved by ACA International for that purpose and shall be submitted to the Secretary-Treasurer, or Executive Vice president along with all requested documentation.**

**Each application shall be accompanied by:**

- 1) **Evidence of bond coverage. (Bond Coverage is no longer required by ACA – only required as a matter of law.)**
- 2) **Dues for a full year (see dues/fee schedule, addendum A), which shall be refunded in the event of rejection, or pro-rated in the event of approval, as follows: *Amount and Calculation* New members shall pay one full year's dues with their applications. At the next renewal date following the effective date of membership, new members that joined during the second or third quarter shall pay an adjusted amount based on their effective date of membership. Those memberships that became effective during the second quarter shall be charged at the rate of seventy-five (75%) percent of the regular dues; memberships that became effective during the third quarter shall be charged at the rate of fifty (50%) percent of the regular dues. Memberships that became effective during the last quarter shall be deemed fully paid for the forthcoming year.**
- 3) **A Unit Convention Pre-registration fee (see dues/fee schedule addendum A), in the amount to be determined by the Board of Directors, which shall be refunded in the event of rejection.**
- 4) **An initiation fee, in the amount to be determined by the Board of directors (see dues/fee schedule addendum A), which shall be refunded in the event of rejection.**
- 5.) **Any special assessments levied for the year in which application is being made (see dues/fee schedule-addendum A).**

**Upon receiving the application, the Membership Committee Chairperson or Executive Vice President, shall immediately forward a copy of the application to each member of the Board of Directors, who shall study them and advise the Membership Chairperson, or Executive Vice President, of recommendation for approval or denial of the application.**

**If no objection to the application is received within 10 days after notification to the Board of Directors, the Membership Committee Chairperson or Executive Vice President, will offer recommendation for approval or denial of the application. Approval of the application requires a unanimous vote by the Board of Directors with voting rights.**

**If any Board Member objects to the application, this objection must be submitted to the full Board of Directors with the complete details of the specific nature of the objections. The Board of Directors shall determine whether the application is acceptable or not, based on the validity of the objection, and a two-thirds majority vote of the Board with voting rights shall be required for approval. This application**

process must be completed by the Association within 45 days of receipt of the completed application by the applicant.

If an application is rejected by the Board of Directors, the Chairperson of the membership committee or Executive Vice President shall notify the applicant accordingly.

Any applicant whose application for membership has been denied shall have the right of appeal to the Board of Directors at its next regular meeting or at a special meeting called for this purpose by the President, at which time the applicant shall have a right to appear for file comments with the Board of Directors. After due consideration, the Board may confirm the rejection or may approve the application.

Either the Membership Committee Chairperson or Executive Vice President shall notify any rejected applicant of this right of appeal, and if the rejected applicant exercises the right of appeal, the Secretary-Treasurer or Executive Vice President, shall report the reason or reasons, in writing to the applicant and to ACA International. Any rejected applicant for membership may resubmit the application after one year, and upon meeting the standards set by the Association become eligible for membership, but the full application procedure shall again be followed.

- b. **Affiliate Members – The procedure for Affiliate member applications shall be the same as those for Active membership. An Affiliate member must already be a member of ACA International. No remittance or submission of documents to ACA International shall be necessary.**
- c. **Honorary Members – Nomination of a candidate for Honorary membership shall be submitted in writing to the Board of Directors, stating in complete detail the nominee’s contributions to and accomplishment in the industry and the Association. A two-thirds majority vote of the Board of Directors with voting rights shall be required for approval.**
- d. **Credit Reporting Members – Application may also be made in the same fashion by any credit reporting office under the same ownership as an active member, whether located at the same address or at a separate address, provided it is within the geographic area of this Association.**

Continued membership in this Division shall be governed in the same fashion as for active members.

- e. **Vendor Members – Any qualified individual, business organization or association shall become a Vendor Member by agreeing to support the object and purposes of the Association as provided in the Bylaws, agreeing to comply with the membership qualification requirements, completing a membership application and paying dues as established by the Board of Directors (see dues/fee schedule-addendum A). Vendor membership is subject to Board of Directors review and approval and must be sponsored by a current active ACA CO/WY unit membership.**
- f. **Legislative Members – The procedure for Legislative member applications shall be the same as those for Active membership. A Legislative member must already be a member of**

**ACA International. No remittance or submission of documents to ACA International shall be necessary.**

### **Section 3 – Termination of Membership**

**a. Change of Ownership – Membership in this Association shall be transferable upon a change in ownership of the member. A change in ownership is deemed to have occurred in the following situations:**

**1) In all cases where a member is a sole proprietorship, a change in ownership shall be deemed to have occurred when 51% or more of the control, management, and/or assets of the proprietorship shall be vested in one or more persons other than the individual to whom they previously belonged, or by whom they had previously been controlled.**

**2) In all cases where a member is a partnership, a change of ownership shall be deemed to have occurred when 51%, or more, of the control, management and/or assets of the partnership shall be vested in one or more persons other than the original partners. The acquisition by one partner of the share of ownership previously had by one or more of the original partnership shall not be construed as a change of ownership except in those cases where the partner who acquires more than 51% of the control, management and/or assets of the partnership was, in fact, a silent or inactive member of the partnership which had held a membership in this Association.**

**Transfer or sale of a business from one spouse to another, shall be considered as a change of ownership, unless that spouse who acquires the business shall have been a partner in fact, or unless his or her previous association with the business had been on a management level. Acquisition of a collection business by a spouse through estate administration or inheritance, will not, ipso facto, qualify the surviving spouse for membership in this Association, unless the requirements of partnership or previous management, as set forth above, shall have been met.**

**3) In the case of a corporation, a change of ownership shall be deemed to have occurred when there is a transfer of 51%, or more, of the shares of said corporation.**

**4) The change in legal entity of any member firm will not be deemed to be a change of ownership, for purposes of payment of dues, as long as the conditions contained in Article III, Section 3 (a), (1), (2) and (3), have been met; however, a fully completed, new application must be submitted to the Membership Committee Chairperson, or Executive Vice President, reflecting the make-up of the new entity, at the time the change of entity is effected.**

**b. Non-payment of Dues and Assessments – Any member who shall fail, neglect or refuse to pay the annual dues or a special assessment within 30 days of dues notification by the Membership Committee Chairperson or Executive Vice President, or who shall fail, neglect or refuse to pay any legitimate assessment within 30 days after notification by the Membership Committee Chairperson or Executive Vice President may be suspended. If such defaults shall continue for more than a total of 60 days beyond the original billing**

notice, such membership shall cease, unless for a valid reason the Board of Directors may otherwise direct.

So long as this Association shall be and remain a Unit member of the ACA International, each member shall be obligated to pay such annual dues as may be fixed by ACA International within 60 days after billing or shall lose their membership.

- c. **Loss of Licensee** – If a license required under the laws of the State of Colorado and Wyoming shall have been revoked or canceled by the proper licensing authority, the membership of such member shall be terminated upon receipt of written evidence by an officer of this Association, and upon written notice from the Secretary-Treasurer, or Executive Vice President, to such member.
- d. **Bond Cancellation** – The membership of any member shall cease automatically in the event that any surety bond written upon that member is cancelled for any reason whatsoever.
- e. **Expulsion** – A member may be expelled for violation of the Association’s code of ethics, rules, regulations or bylaws. Prior to expulsion, said member will be furnished with a statement of charges which will be accompanied by a notice of the time and place of the Board meeting at which this action will be considered, giving said member an opportunity to present a defense at such Board meeting, or file written comments in their behalf.
- f. **Notification** – Immediate written notice of termination of membership shall be given, by the Secretary-Treasurer, or Executive Vice President, to said terminated member, stating the reason, or reasons, for termination.

#### **Section 4 – Reinstatement**

Any membership terminated for nonpayment of dues or assessments may at the discretion of the Board of Directors be reinstated upon payment of all back dues, fees or assessment up to the date of termination, and any such current amounts.

Any membership cancelled for loss of license may be reinstated at the discretion of the Board of Directors, upon proof that a valid license has been obtained or reinstated.

If the membership shall have ceased for failure to maintain a suitable bond, such member may apply for reinstatement upon proof to the Board of Directors that a new and sufficient bond has been obtained. If the cancellation of the original bond was for reasons other than malfeasance or misfeasance, the former member must wait one year before reapplying for membership in the usual manner.

If the cancellation of the original bond was occasioned by malfeasance or misfeasance, the former member must wait two years before reapplying for membership in the usual manner.

Any member expelled for cause, including action of the grievance committee may reapply for membership only after the passage of one year.

## **ARTICLE IV**

### **DUES**

#### **Section 1 – Active members**

**Dues of active members shall be fixed by the Board of Directors (see dues/fee schedule addendum A), whose decision thereon shall be submitted to the general membership for ratification.**

**Dues statements shall be mailed by ACA International at the direction of the Secretary-Treasurer, or Executive Vice President to all members on or before December 1 of each year and shall be payable by January 1 of the following year. In addition to the dues payable to this Association, every active member shall remit dues covering membership in ACA International.**

**Dues for all new members at their first renewal date shall be assessed on a pro-rata basis as outlined in Article III, Section 2, a (2).**

**Any active member whose dues are not paid within 30 days of the date of notification by the Secretary-Treasurer or Executive Vice President, or ACA International may be suspended. After an additional 30 days, or a total of 60 days, if the dues remain unpaid, the membership shall automatically be terminated, and said member shall be deemed to have waived further notice of such termination.**

#### **Section 2 – Affiliate Members**

**The dues schedule for Affiliate members shall be determined by the Board of Directors (see dues/ fee schedule addendum A).**

#### **Section 3 – Honorary Members**

**There shall be no charge to honorary memberships.**

#### **Section 4 – Credit Reporting Members**

**The dues schedule for credit reporting members shall be determined by the Board of Directors (see dues fee/ schedule addendum A).**

#### **Section 5 – Vendor Membership**

**The dues schedule for Vendor membership shall be determined by the Board of Directors (see dues fee /schedule addendum A).**

#### **Section 6 – Legislative Members**

**The dues schedule for Legislative members shall be determined by the Board of Directors. (see dues/ fee schedule addendum A).**

### **Section 7 – Refund of Dues**

**Dues shall not be refundable to any member for any reason.**

### **Section 8– Special Assessments**

**The Board of Directors may, by two-thirds majority vote, recommend special assessments for legislative or other purposes. To become effective, these recommendations must be approved by a majority of the members. If approval is granted, or unless otherwise stated in the motion, all members shall be required to pay the special assessment in accordance with these Bylaws. Failure to do so shall be cause for termination of membership under Article III, section 3, (b).**

### **Section 9 – Initiation Fee**

**An initiation fee (see dues/fee schedule addendum A) will be assessed to each new applicant for membership under Article III, Section 2, (a). The amount of the initiation fee may be set by the Board of Directors, whose decision thereon shall be submitted to the membership for ratification.**

### **Section 10 – Convention Pre-registration Fee**

**A Unit Convention Pre-registration Fee (see dues/fee schedule addendum A) shall be assessed to all new members, with payment of their dues; and, to all existing members with their annual dues billing. This fee will be credited back to each member with their first registrant to the Unit annual convention each year. Members of the Elite Leadership program will be entitled to a \$25.00 convention fee refund for attending the Unit annual convention. The amount of the Unit Convention Pre-registration Fee may be set by the Board of Directors, with ratification by the general membership.**

## **ARTICLE V**

### **GOVERNING BODY**

#### **Section 1 – Personnel of Board**

**The affairs of this Association shall be governed by a Board of Directors. The Board of Directors shall consist of the Immediate Past President, the President of this Association, who shall serve as Chair, the Vice President, the Secretary-Treasurer, the Executive Vice President, and 10 members of the Association, which members will be elected for two year terms each. Replacements for those Directors, whose terms expire, shall be elected at the business session of the annual convention. Directors shall serve no more than three terms in succession. If a person fills a vacated seat on the Board in the middle of the term for that seat, service on the Board for that partial term will not count towards the three-term limit imposed under this section.**

**The entire Board shall consist of at least 8 members from the State of Colorado, no more than five from any one city and at least 2 members from the State of Wyoming. The Immediate Past**

**President, President, Vice President and Secretary-Treasurer can be from either Colorado or Wyoming and shall be members of the Board of Directors at the time of their election as officers.**

**The Executive Vice President shall serve without vote.**

## **Section 2 – Conduct of Business**

**The Board of Directors shall meet at least once each year after the business session of the general membership at the annual convention. It may hold additional meetings from time to time at the call of the President, or at the call of a majority of the members of the Board, should the President fail to act. Notice of Board meetings shall be provided by the Secretary-Treasurer or Executive Vice President, to each member of the Board at least 15 days in advance of each meeting. This provision can be waived only by the consent of the majority of the members of the Board by signing a waiver of such notice prior to the meeting of the Board.**

**A quorum must be present for the Board of Directors to conduct Association business. A majority of the members of the Board shall constitute a quorum. There will be a mandatory roll call after the meeting is called to order.**

**The Board of Directors shall be permitted to conduct by mail, facsimile, telephone, e-mail or other electronic device, any and all Association business that shall arise between regularly scheduled meetings and to vote by mail, facsimile, telephone, e-mail, or other electronic device on such matters as are presented to it for a vote. In such cases the majority vote of all Directors on record at such time shall be required to approve such measure. A period of 10 days shall be afforded each Director to return his vote to the Secretary-Treasurer, or Executive Vice President.**

**The action of the Board between conventions shall be final and binding unless and until reversed or modified by the membership in convention. When Director's meetings are held in conjunction with the annual convention, all action taken by the Board shall be reported to the membership prior to the next annual convention.**

## **Section – 3 – Powers and Duties**

**The Board of Directors shall be responsible to**

- a. Establish the program and policies of the Association.**
- b. Fix the amount of the bond required of the Secretary-Treasurer or Executive Vice President.**
- c. Appoint and fix the compensation of the Executive Vice President.**
- d. Hear appeals from membership applicants whose applications are rejected.**
- e. Hear and determine the validity of charges against members referred to the Board by the grievance committee.**

- f. Suspend or expel any member for due cause, upon two-thirds vote of those present and voting.**
- g. Remove any officer or committee member for cause.**
- h. Meet as a committee of the whole once each year after the convention business session for the purpose of nominating and electing officers for the ensuing year.**
- i. Amend and/or revise the Bylaws between business sessions and/or propose amendments to, and/or revisions of, the Bylaws for submission to the membership at the next annual business session.**
- j. Elect, by a majority vote of those present and voting, a new Secretary-Treasurer, or other officers, in the event those offices become vacant between annual meetings and the next junior officer cannot fill the vacancy.**
- k. Fill any vacancies on the Board of Directors between annual business sessions by a majority vote of the Directors.**
- l. Approve the site for the annual meeting.**
- m. Conduct such other business as shall be necessary and appropriate.**

#### **Section 4 – Indemnification of Directors, Officers or Employees**

**Every Director, Officer or Employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of being or having been a Director, Officer or Employee at the time such expenses incurred, except in such cases wherein the Director, Officer or Employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive to all other rights to which such Director, Officer or Employee may be entitled.**

## **ARTICLE VI**

### **OFFICERS**

#### **Section 1 – Designation of Officers**

**The officers of this Association shall be:**

- a. President.**
- b. Vice President.**

- c. **Secretary-Treasurer**
- d. **Immediate Past President.**
- e. **Executive Vice President, who shall serve without vote.**

## **Section 2 – Executive Committee**

**The officers shall constitute an Executive Committee of the Board of Directors. The President shall act as chairman of the Executive committee and the Secretary-Treasurer or Executive Vice President shall be the committee’s secretary.**

**The Executive Committee shall advise with the aid of the Board of Directors of the Association on all matters concerning the interest and management of the business of the Association and shall generally perform such duties and exercise such powers during the interval between regular meetings as the Board of Directors shall delegate to it.**

**Meetings of the Executive Committee may be called by the Chairperson or by any two members of the committee. The presence of three members of the committee shall constitute a quorum for the transaction of business, and the affirmative vote of at least two voting members shall be necessary for the adoption of any resolution or the approval of any question.**

**The Executive Committee shall keep regular minutes of its transactions in a book maintained for that purpose and shall submit said minutes for approval to the Board of Directors at its next regular meeting.**

## **Section 3 – Duties of Officers**

- a. **The President shall preside at all meetings, be the executive officer of the Association and chairperson of the Board of Directors, sign all official documents, appoint all committees not otherwise provided for, and generally supervise the affairs of the Association. He/She may countersign all checks upon its funds as provided in these Bylaws.**
- b. **The Vice President shall advise with and assist the President, and perform all and singular the duties of the President when the latter is absent or in any manner unable to serve. The Vice-President shall serve as the Parliamentarian at all meetings.**
- c. **The Secretary-Treasurer shall have charge of the records and correspondence of the Association; shall sign all orders audited and passed by the Board of Directors or the Treasurer for the payment of money for the expense of the Association and records of the Board of Directors and affix the Association’s corporation seal to all documents so required; shall keep the membership records, showing the names and addresses of each member together with the date, if known, when they become members, also cause and date of termination of membership of any member; shall keep the records of all other matters for which a record shall be deemed advisable by the Association; shall send advance notice of all meetings of the Board of Directors; shall distribute the Unit membership certificates, if any, to the members after they have paid their annual dues; shall conduct correspondence concerning applications for membership as set forth in Article 3, Section 2.**

All records shall, at all reasonable times, be open for the inspection of any member, and shall be maintained at the office of the Executive Vice President, or Secretary-Treasurer.

The Secretary-Treasurer shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned to him/her by the Association by the adoption of proper resolution. He/She shall become the Vice President in the event that office is vacated between annual meetings.

The Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation and deposit all such funds in the name of the corporation in accordance with the resolutions adopted by the Board of Directors. He/She shall have charge of disbursement of funds, pay all orders drawn on him/her by the Secretary, and make an accounting of receipt and disbursements at each annual meeting.

The Secretary-Treasurer shall set up and keep the books of the corporation in such a manner that the books will show at all times the amount of money collected, the purpose for which that money was disbursed, and the balance in his/her hands as Secretary-Treasurer.

The Secretary-Treasurer shall also prepare the nonprofit tax return for the Association each year and file it with the Internal Revenue Service, if so required.

The Secretary-Treasurer, or Executive Vice President, may be required to be bonded at the discretion of the Board, costs of which are to be paid by the Association.

The Secretary-Treasurer shall be responsible for billing and collecting all dues for this Association and for ACA International from the members of this Association; or in the event the Board chooses to have ACA International handle billing and collecting, the Secretary-Treasurer shall be responsible for receiving and auditing this Association's share of dues and depositing them in the appropriate account. He/She shall also be charged with preparing an annual budget for the Association for presentation to the Board of Directors.

The offices of Secretary, and Treasurer, may be combined in one person, upon majority vote of the Board of Directors.

- d. The Immediate Past-President shall advise and assist elected officers in carrying out the business of the Association
- e. If the business of the Association so warrants, the Board of Directors may engage the Executive vice President to perform such duties of the Secretary-Treasurer as it may wish to delegate.

The Executive Vice President will be a paid officer, appointed by the Board of Directors, for such term and at such compensation as the Board of Directors shall determine. His/Her duties will be those assigned to him/her by the Board of Directors. He/She shall serve without vote.

## ARTICLE VII

### ELECTIONS

## **Section 1 – Procedure**

**During the annual convention, there shall be a business session of the membership during which elections shall be held. Voting shall be conducted by secret ballot, provided, however, that such secret ballot may be waived where any given nominee is unopposed.**

**Every Active member shall be eligible to vote.**

**If an owner, partner or officer of a member agency is not able to attend the business meeting, he/she may, by written absentee ballot or written proxy to be filed with the Secretary-Treasurer, or Executive Vice President, designate a representative from their firm to vote in their place at such business meeting.**

**Any owner, partner, corporate officer, or their employees having executive duties, holding active membership shall be eligible to hold office in this Association. However, not more than one person from any particular agency or organization shall hold office or serve on the Board of Directors simultaneously.**

**All those elected shall take office immediately upon their election and shall serve in the office to which they have been elected until their terms of office expire, and until their successors are elected and qualified.**

## **Section 2 – Officers**

**The President, Vice President and Secretary-Treasurer of this Association shall be elected during the annual post convention meeting of the Board of Directors. The only nomination for the office of President shall be that of the vice President duly elected at the last preceding annual post convention Board meeting, if currently serving as such, unless he/she shall refuse to permit his/her name to be placed in nomination for the presidency.**

**The term of the person elected to Secretary-Treasurer at the meeting of the newly elected Board of Directors, which convenes for the purpose of electing officers, shall be four years in order to pass through the chairs to Past-President.**

**The only nomination for the office of Vice President shall be that of the Secretary-Treasurer duly elected at the last preceding annual post convention Board meeting, it currently serving as such, unless he/she shall refuse to permit his/her name to be placed in nomination for the Vice Presidency.**

**The Board of Directors, acting as a committee of the whole, shall at its post convention meeting nominate the officers herein provided for, and conduct election of these officers.**

## **Section 3 – Directors**

**Directors, except the Secretary-Treasurer, shall be elected to fill expiring Board terms, during the annual business meeting of the Association, to serve for two years each.**

## **Section 4 – ACA International Director**

**One, or more Directors, as dictated by the size of this Association, shall be elected to represent this Association on the Board of Directors of ACA International. The first national director shall be elected by the board to serve a three-year term. The candidate shall be any active member in good standing with the association whose business or portion thereof is the collection of third party debt. When a vacancy exists, the Board of Directors, shall at its post convention meeting nominate candidate(s) and elect ACA International's Director(s) for the ensuing year.**

**The nominees for the second and any additional directors shall be in the following order:**

- 1) The President of this Association.**
- 2) The Vice President of this Association.**
- 3) The Secretary-Treasurer of this Association.**
- 4) The Immediate Past President of this Association.**
- 5) Any Active member of this Association.**

**Alternates for each authorized ACA International Director may also be elected by the Board of Directors, using the above order of selection. The Board of Directors may also authorize reimbursement of specific, appropriate expenses incurred by the ACA International Directors of this Association to attend the ACA International Board of Directors meetings.**

#### **Section 5 – Vacancies**

**Should the office of President become vacant by death, resignation or disqualification, the Vice President elected at the last post convention Board of Directors meeting shall immediately become President, and shall serve as such until a successor has been elected and qualified.**

**Should the office of Vice President become vacant, the Secretary-Treasurer elected at the last post convention Board of Directors meetings shall immediately become Vice President and shall serve until a successor is elected and qualified.**

**Should the office of Secretary-Treasurer become vacant, or should any of the other offices become vacant and for some reason it is impossible for the next junior officer to fill the vacancy, the Executive committee of the Association, consisting of the remaining elected officers, shall nominate and present one or more names for the office to the Board of Directors. The person elected by mail ballot, or at a special Board meeting, shall serve until the next annual business meeting and until a successor is elected and qualified.**

**Should a Directorship, either Unit or in ACA International become vacant, the Executive Committee shall nominate and present one or more names to the Board of Directors for vote by mail ballot, or at a special Board meeting. The person elected shall serve until the next annual business meeting and a successor is elected and qualified.**

### **ARTICLE VIII**

## COMMITTEES

Immediately after being elected to office, the President shall appoint the following committees to serve for one year: Membership committee, Grievance committee, Convention committee, Public Relations committee, PAC committee, Publications committee, Auditing committee, Education committee, Website committee, Vendor Relations committee, In-State Resident Office committee and Elite Leadership committee. All committees shall consist of at least one member.

### Section 1 – Membership Committee

All applicants for active and affiliate memberships and credit reporting memberships shall be processed by the membership committee as provided in Article III, Section 1 and 2. The Executive Vice President, at the request of the Board of Directors, may also be delegated this responsibility.

The membership committee shall also be responsible for initiating applications by seeking out and encouraging good prospective members to submit applications.

### Section 2 – Grievance Committee

The grievance committee shall receive, study, and determine all complaints against the Association members when these complaints are presented to the committee in writing.

A copy of the written complaint against a member shall be served by certified mail, return receipt requested, upon the member whose conduct has been criticized. Said member shall have 20 days in which to answer the complaint in writing to the grievance committee.

All members of the grievance committee shall express their conclusion to the chairperson of the committee. If a majority of the grievance committee agrees on a solution, the chairperson shall communicate this solution to the parties involved in order that the appropriate action be taken.

Any member who has been found in violation and who does not agree to accept the decision of the grievance committee has the right to appeal to the full Board of Directors as provided in Article III, Section 3, (e). That appeal must be filed within 30 days of the aforementioned Order and shall be heard in private session at the next regular or special meeting of the Board of Directors at a time set by the chairperson. Both the complainer and complainees shall be invited to appear before the Board, or file written comments, to present their sides of the dispute. The Board shall then go into executive session to make its decision, and having reached it, shall make it known to the parties involved.

The decision of the Board of Directors shall be final. Any member refusing to abide by the decision of the Board within 30 days thereafter shall be expelled.

**In case of formal hearing before the grievance committee or the Board of Directors, both parties to a dispute must be given 10 days notice by Certified Mail of the time and place of the hearing. They may appear in person or may be represented by counsel.**

**Minutes of all meetings of grievance committee, its proceedings and decision shall become part of the permanent records of the Association.**

**The chairperson of the grievance committee shall have express authority to appoint any member or members of this Association as a subcommittee to investigate any complaint and to report its findings to the committee; but said subcommittee shall have no authority to discipline any member of the Association or to finally determine the complaint.**

### **Section 3 – Convention Committee**

**The convention committee shall be responsible for making all arrangements for the annual convention and the program in connection therewith, including education and entertainment sessions, making all arrangements with the hosting facility, selected by the Board of Directors, and conducting the convention and all of its sessions, under the direction of the President and Board of Directors.**

### **Section 4 – Legislative Committee**

**ACA’s Legislative Committee shall consist of six members, five from Colorado and one from Wyoming. One appointed annually by the President, with the Board of Director’s approval, to a five year term. Any legislative Committee member may succeed themselves for one five year term. The President may appoint such other and further committees during the year as may, from time to time, be found advisable.**

**It shall be the duty of the legislative committee to be aware at all times of all proposed legislation which may affect the business of the members of the Association and their customers; to advise the membership of the Association from time to time of all such proposed legislation; to assert its influence to foster legislation which may be beneficial and to oppose legislation which may be detrimental to the best interest of the members of the Association and the people of the State of Colorado and Wyoming; to cause to be drafted such legislation as may be desirable provided, however, that no act of proposed legislation shall be presented to, or caused to be introduced in the legislature of the State of Colorado and Wyoming, or any body politic, unless and until the same shall have been submitted to and approved by the legislative Committee; and to implement legislative platforms as expressed by resolution adopted by the members of the Association in annual convention or special conference assembled.**

**The legislative committee shall be the sole official representative of the Association in all legislative and administrative matters before any administrative or legislative body.**

**If the Board of Directors vote to engage the services of a lobbyist or legislative counsel, the Legislative Committee shall have the responsibility of hiring and supervising those providing these services.**

**The committee shall operate within the budget approved by the Board of Directors and shall report to the Board of Directors not less than annually on the disposition of the funds allocated to it.**

#### **Section 5 – Public Relations Committee**

**The public relations committee shall be responsible for promoting better relations and understanding between members of the Association and credit grantors, educational institutions, other industries and the general public.**

**It shall from time to time submit for publication to representative magazines and newspapers, articles dealing with the purpose of the collection industry and the value of collection service to credit grantor and debtor alike; promote an interest in good public relations among the members of the Association; provide speakers for civic, service and trade groups; supervise other Association public relation programs; and generally promote the best interest in all collectors with the general public.**

#### **Section 6 – Publication Committee**

**The publication committee shall be responsible for periodically compiling and publishing an Association bulletin, newsletter or magazine.**

**The chairperson of the committee shall be the publication editor-in-chief, and the members of the committee shall assist with the gathering and writing of material, the selling of advertising space, if any, and other work incidental to publication.**

#### **Section 7 – Auditing Committee**

**The auditing committee shall be charged with auditing the books and accounts of the Association and funds in its treasury at least once a year, and shall make a report of its finding to the Board of Directors and the members in annual business session.**

#### **Section 8 – Education Committee**

**The education committee shall plan and encourage the development of educational information and its dissemination through schools, or seminars, for the members of this Association; coordinate the educational program of this Association with that of the ACA International; and in general utilize all means of communication to make any proper educational material available to the members of this Association.**

#### **Section 9 – Nominating Committee**

**The nominating committee shall consist of the President, Vice President and Secretary-Treasurer of this Association, who shall prepare a slate of nominees for the Board of Directors, to be mailed to the membership of this Association, in June of each year. Said committee shall submit at least as many names into nomination for Directors as there are expiring terms of Directors in Colorado and Wyoming.**

Nomination may also be made from the convention floor.

#### **Section 10 -Elite Leadership Committee**

The purpose of this committee is to encourage participation by all its members in the numerous activities of ACA International, Western Collectors and most of all Associated Collection Agencies Inc. The goal is to reward those members that participate in ACA events and acknowledge those members who unselfishly give a great deal of time and financial support to ACA and the collection industry. The intent is to create and establish an agency Elite Leadership Program by awarding points for various activities and levels of participation in ACA. A member is an agency and not an individual.

The Elite leadership Committee shall be responsible for sending applications to the members each January and reviewing the applications of those members that apply. The Committee is responsible for reporting all applicants who meet the requirements (as outlined in the application) to the Board of Directors for approval at the Board of Directors meeting at the annual convention. Members of the Elite Leadership Program must renew their applications every two years in order to stay in the program. The committee is responsible for tracking membership and reporting to the Board of Directors and the general membership at the annual convention.

The Committee shall review the requirements of the program and update them as needed with Board approval. The committee shall promote the program to insure that the goal of membership participation and recognition is continued.

#### **Section 11-Website Committee-**

The Website Committee is responsible for the design, maintenance, timely updating and security of the ACA website, a primary means of communication with the ACA membership and interested individuals.

#### **Section 12- Vendor Relations Committee-**

The Vendor Relations Committee is responsible for all relations with the vendors including soliciting sponsors for the convention to help recover/reduce the cost of the programs and events. Track vendor attendee's and obtain a copy of advertisement for the program and or website. Remit and track all advertising to the program printer. Maintain and update the listing of Vendors names and contacts in conjunction with the Executive Vice President. Serve as a sounding board for vendors and members regarding vendor related issues.

#### **Section 13- In-State Resident Office Committee-**

The In-State Office Committee shall consist of four members, one appointed annually by the President, with the Board of Director's approval, to a five-year term. Any In-State Resident Office Committee member may succeed themselves for one five year term.

**The In-State Resident Office Committee is responsible for all relations with out of state agencies enrolled in the program. The Committee is responsible for all operations of the program to include: program design, advertising, registries, and billing, The committee shall operate within the budget approved by the Board of Directors and shall report to the Board of Directors not less than annually on the disposition of the funds allocated to it.**

#### **Section 14– Committee Vacancies**

**Vacancies on any committee can be filled by the same authority which made the original appointment.**

### **ARTICLE IX**

#### **MEETINGS**

**The annual meeting of this Association shall be held at a time and place to be fixed by the Board of Directors. It shall be held at approximately the same time each year. Notice of the annual meeting shall be delivered by mail or any electronic means to each member at least 15 days before the date of the meeting.**

**Special meetings of the membership of the Association may be called at such time and place as may be fixed by the Board of Directors. The Secretary-Treasury, or Executive Vice President, shall give each member at least 15 days written notice via mail or any electronic means, notice of the time and place of such special meeting, setting out the purpose(s) for which said meeting is called.**

### **ARTICLE X**

#### **VOTING RIGHTS AND QUORUM**

**The voting rights enumerate Article III, Section 1, and in Article VII, Section 1, shall apply to all matters coming before the members of this Association.**

**Representatives from 10% of this Association shall constitute a quorum.**

**Each active Membership maintains full right to vote on Association matters, but must be represented by a unique individual representing an Active Membership either in person or by proxy. No one person shall represent more than one membership.**

**Business generally shall be conducted at the annual convention business session of the Association. However, voting by mail, facsimile, telephone, e-mail or other electronic device may be permitted on any matter which is deemed by the Board of Directors to be sufficiently urgent to require attention between conventions.**

## **ARTICLE XI**

### **AMENDMENTS**

These bylaws may be amended, or revised in the following manner:

- 1) **At any annual business session by a majority vote of the members of the Association present and voting.**

**OR**

- 2) **At any Board meeting between annual business sessions, by at least two-thirds of the fifteen members of the Board of Directors, with the right to vote (e.g., 9 members) who vote in favor of the proposed amendment.**

**Amendments to these Bylaws, to be considered at the annual business sessions, must be submitted to the Secretary-Treasurer, or Executive Vice President, of the Association at least 45 days before the annual convention. The Secretary-Treasurer, or Executive Vice President, shall distribute full copies of the amendments to all members of the Association at least 30 days prior to the convention.**

**Amendments to these Bylaws, to be considered by the Board of Directors between annual business sessions, must be preceded by a written notice of intention to propose any amendment to each member of the Board, at least 7 days in advance of any such meeting.**

**Amendments to, or revisions of, these Bylaws by the Board of Directors between annual conventions shall be final and binding unless and until reversed or modified by the membership in convention.**

**Amendments shall be effective upon passage by the members of the Association, or the Board of Directors, and notification of passage shall be given to all members of the Association.**

## **ARTICLE XII**

### **RULES OF ORDER AND PARLIAMENTARY PROCEDURE**

**In all questions of order and parliamentary procedure not covered by these Bylaws, Robert's Rules of Order Newly Revised shall govern. The Vice President shall serve as Parliamentarian. The President may appoint any person as Parliamentarian who is well versed, and recognized with parliamentary law to advise the presiding officer of any annual convention or special conference on rules of order and procedure, if the Vice-President is not in attendance.**

**ADDENDUM A  
DUES/FEE SCHEDULE**

<b>MEMBERSHIP DUES</b>	<b>FEE</b>	<b>REFERENCE</b>
Active Member Colorado- (Includes 1 owner, partner or manager)	\$ 100.00	Art III Sec 2
Active Member Wyoming-(Includes 1 owner, partner or manager)	\$ 75.00	Art III Sec 2
Affiliated Member (Fee covers Convention Registration)	\$ 125.00	
Legislative Member	\$ 50.00	Art III Sec 2
Honorary Member	No Fee	
Credit Reporting Member	TBD	Art III Sec 1d
Initiation Fee (One time-new membership)	\$ 200.00	Art III Sec 2a
Vendor Member Includes 1 quarter page ad per year in the Rocky Mountain Reporter, Exhibitor registration fee for 1 representative (includes Vendor booth) at the annual unit convention and a copy of the ACA CO/WY unit Membership Roster.	\$ 500.00	Art III Sec 1e
Convention Pre-registration fee	\$ 125.00	Art III Sec 2a
<b>FEES/SPECIAL ASSESSMENTS</b>		
Legislative Fee-per employee*	\$ 15.00	Art III Sec 2a
Chapter Assessment-per employee*	\$ 12.00	Art III Sec 2a
Convention-Exhibitor Fee-1 Representative	\$ 350.00	
Exhibitor Fee-Additional Representative	\$ 150.00	

\*(Maximum cap of 85 employees for Legislative Fee and Employee Fee )