



**BYLAWS OF THE INTERNATIONAL UNIT
OF ACA INTERNATIONAL**

**ADOPTED BY THE INTERNATIONAL UNIT
JULY 9, 2003**

BYLAWS OF THE INTERNATIONAL UNIT OF ACA INTERNATIONAL

ARTICLE ONE

SCOPE

This instrument constitutes the Bylaws of the International Unit of ACA International adopted for the purpose of regulating and managing the internal affairs of that Unit.

ARTICLE TWO

A SINGLE UNIT

There shall be one Unit composed of non-U.S. members of ACA International, except that subchapters may be established as set forth in Article Thirteen.

ARTICLE THREE

PURPOSE OF THE UNIT

The purpose of this Unit shall be to:

- 1) Provide educational opportunities and services which promote the optimum delivery of credit and collection services and the professional development of Association members;
- 2) Support ACA International's code of conduct and ethics;
- 3) Facilitate member communication and operations among and between the members, the Unit and ACA International; and
- 4) Assist members in serving their communities and meeting the challenges created by changing markets through leadership, direction, education and service.

ARTICLE FOUR

NAME AND LOCATION

The name of this Unit shall be the International Unit of ACA International ("Unit").

The principal office of the Unit shall be located at the office of the current Unit President.

Language

This governing document and all formal communication regarding the Unit shall be set forth in English. However, nothing shall prohibit individual members from communicating between and among themselves informally in any language.

ARTICLE FIVE

GOVERNANCE AND ORGANIZATION

General Governing Principles

The International Unit shall:

- 1) Operate in accordance with these Bylaws and all other duly approved governing documents of ACA International.
- 2) Not operate in a manner, which creates an unreasonable restraint of trade.
- 3) Not condition membership upon membership in any other Unit of this Association.
- 4) Provide to the Chief Executive Officer of ACA International at least fourteen (14) days prior notice of an election or appointment of Unit Officers and with the results of such election within thirty (30) days thereafter.
- 5) Not create governing documents which conflict with the Articles of Incorporation, Bylaws, Standard Operating Procedures, Code of Ethics, as applicable, Code of Operations, Procedural Rules of the Ethics and Professional Responsibility Committee or Policies and Procedures of ACA International.

The Unit shall be an independent body operating as a Unit of ACA International. ACA International shall not be liable for the acts or omissions of the Unit, its Directors, employees or others associated with the Unit.

Geographic Regions of the International Unit

The International Unit shall be divided into four geographic regions. These shall be the continents of: (1) North America and South America, excluding the United States or any State thereof; (2) Europe and Africa; (3) Asia; (4) Australia and Oceania. The Caribbean and Central America shall be deemed part of North America. The Middle East shall be deemed part of Asia. The continent of Australia/Oceania includes all of the Australian large island groups of New Zealand, Papua New Guinea, Fiji, Micronesia, Melanesia and Polynesia and the islands of the South Pacific Ocean.

Elections

All elections relating to the Unit shall be as set forth in these Bylaws and the Bylaws of the ACA International.

Eligibility for Elections

In all elections, the Unit Secretary shall determine the eligibility of each voter to cast ballots. In the event the Unit Secretary's decision is contested, the final authority shall rest with the Unit Executive Committee. Final appeals may be made in writing to the CEO of ACA International. Final appeals will be submitted to the Executive Committee of ACA International which shall

provide written advisory statement providing information to the Unit that the decision of the Unit was properly made or improperly made, including findings of facts and cites to relevant governing rules.

Elections Committee

In all elections concerning the Unit, the President of the Unit shall tally the ballots, whether paper or electronic, and certify the election. In the alternative, the President of the Unit may appoint an Elections Committee for the same purpose. The Elections Committee shall be made up of four members of the Unit, none of whom may be candidates in that election.

ARTICLE SIX

MEMBERSHIP

Membership Qualifications

Subject to the qualifying requirements below, any entity or individual domiciled in the territory as defined in the ACA International SOPs 3B1-1.02 (July 2002) and who is substantially engaged in the credit and collection industry and who agrees to be bound by the Bylaws, Standard Operating Procedures, Code of Ethics, Code of Operations and Procedural Rules for the Ethics Committee of ACA may become a member of the Unit upon satisfaction of the appropriate Membership Qualifications. Individuals who are members in good standing of the Creditors International (CI), Members' Attorney Program (MAP) or Affiliate divisions of ACA International may become associate members of the International Unit without the right to hold office in the International Unit. However, such members shall have the right to vote on business before the general membership of the International Unit.

Entity/Agency Membership Qualifications

An entity or agency that is substantially engaged in the collection of third party debt, debt purchasing or credit reporting shall qualify for regular membership in the Unit upon:

- a) Full compliance with all entity/agency membership requirements of ACA International and assume full membership in ACA International;
- b) Full compliance with the licensing and regulatory requirements of the geographic region in which the applicant is located and if applicable, registration or licensure with the regulatory agency of the applicant's Domicile and provide sufficient proof to ACA International of such compliance;
- c) Payment of ACA International and Unit dues; and
- d) Submission of all documents and forms required by ACA and the Unit as a condition of membership.

Individual Membership Qualifications

Any individual who is a member in good standing of the Creditors International (CI) or the Members' Attorney Program (MAP) divisions of ACA International shall qualify for Associate membership in the Unit without the right to hold office upon:

- a) Submission of proof of membership in CI, MAP or the Affiliate Division of ACA International;
- b) Payment of ACA Division and Unit dues; and
- c) Submission of all documents and forms required by ACA, the applicable Division of ACA and the Unit as a condition of membership.

Associate members of the Unit shall each have the right to vote on business before the general membership of the Unit, including the right to vote for elected officers and directors subject to any restrictions provided for in these Bylaws.

Membership Status

Except in the case of Associate Membership, membership shall be construed by the Unit to mean that the entity itself holds the membership. The member entity must designate a particular person to act on its behalf in Unit affairs. The member entity may appoint an alternate designee to act on behalf of the member entity should the designee of record be unable to perform his or her duties for any reason. Written or electronic notice of any such appointment must be provided to the Secretary of the Unit at least 10 days in advance of any meeting or vote in order for the alternate designee to perform duties on behalf of the member entity

In the case of Associate Membership, all the rights, benefits and obligations of membership in the Unit shall be conferred upon the individual member. An Associate member of the Unit shall not have the right to appoint a designee or proxy for any reason.

Membership in the Unit is not transferable.

Application Processing Requirements

Within forty-five (45) days of receipt of an application for Unit membership, the Unit will either accept or reject the application and process it according to these Bylaws and the Bylaws and SOPs of ACA International.

Approval of Membership Application

ACA International shall determine whether to accept or reject an application for Unit membership. Any applicant whose application for membership has been declined shall have the right of appeal to the ACA International Executive Committee under its Procedures for Membership Review at its next regular meeting or at a special meeting called for this purpose. If membership is denied by ACA International, all funds remitted by the applicant shall be refunded with the exception of the application processing fee if any. Subsequent applications may be submitted by the applicant without additional payment of any application processing fees.

Membership in ACA International

Approval of an applicant for membership in the International Unit shall be conditioned upon approval of membership in ACA International or the appropriate ACA International Division providing the established dues are paid.

All members of record of the International Unit shall be deemed to be members in good standing of the newly formed International Unit as of the date that the Bylaws are adopted by the Board of Directors.

ARTICLE SEVEN

DUES

Payment of Dues

Dues payable to ACA International shall be established by and paid in accordance with the Bylaws and/or SOPs of ACA International. Dues payable to the Unit shall be established by and paid in accordance with the Bylaws and/or SOPs of the Unit.

Dues Non-refundable

No refunds of dues or assessments shall be made to any member for any reason.

ARTICLE EIGHT

CESSATION OF MEMBERSHIP

Resignation

Any member may resign by written notice to the Chief Executive Officer of ACA International or to the President of the Unit. The President of the Unit shall send notice of the resignation to the Chief Executive Officer of ACA International within thirty (30) days of the receipt of the resignation from the member.

Termination upon Change of Ownership

Upon change of ownership of any member, its membership status shall be controlled in accordance with the ACA International Bylaws, SOPs and Policies and Procedures.

Termination for Cause

Any member may be admonished, suspended or expelled for cause, which shall include, but not be limited to, violation of any of the Bylaws, Standard Operating Procedures, Code of Ethics of ACA International, or for conduct prejudicial to the best interests of the Unit in accordance with the Procedural Rules for the Ethics Committee of ACA International.

Any member, whose dues or assessments or other monetary obligations owed to the Unit or to ACA International remain unpaid for sixty or more days, may be placed on probation, suspended or expelled from both the Unit and ACA International.

The Secretary of the Unit shall provide any such member with written notice of termination and the effective date thereof, within thirty (30) days of receipt of this information from ACA International.

Any member that becomes more than sixty (60) days past due in its financial obligations with the Association, for other than dues or assessments, may be admonished, suspended or expelled immediately by the Chief Executive Officer.¹

Any member whose dues remain unpaid thirty (30) days after the date due as set forth in the dues statement, shall be provided notice that their membership shall be terminated unless their dues are received within, sixty (60) calendar days of the date due as set forth in the dues statement, after which time their membership in this Association shall be subject to automatic termination without further notice.²

Effect of Termination

If any member is terminated for any reason from the Unit, all member benefits, products or services which that member has purchased or received due to their former member status shall thereafter become unavailable for re-purchase.

Policies of insurance and bonds purchased by the former member through ACA International shall expire or be cancelled according to the policy or bond terms and shall not be available for re-purchase by the non-member.

Membership in the International Unit and membership in ACA shall be contingent one upon the other. Loss of membership in either will cause loss of membership in the other.

ARTICLE NINE

MEETINGS OF THE UNIT MEMBERSHIP

Meetings of the Membership

Regular meetings of voting members of the Unit shall be held annually at such day, time and manner as the Executive Committee of the Unit shall determine. Meetings may be held in any reasonable manner, through any medium. However, live meetings of the Unit shall be held in conjunction with the annual convention of ACA International.

Special meetings of the Unit may be called as may be established by the Executive Committee of the Unit or upon the written request of a majority of the members of the Unit. Special meetings shall be held at such day, time and manner, as the Executive Committee of the Unit shall determine. Such meetings may be held in any reasonable manner, through any medium. However, live Special Meetings of the Unit shall be held in conjunction with the annual convention of ACA International.

¹ SOP 2G-1.02 (July 2002).

² SOP 4B-1.01 (July 2002).

Notice

Unless otherwise required by law or the governing documents of the Unit, notice of all Member meetings must be given at least thirty (30) days and not more than sixty (60) days before the meeting. The notice may be communicated in any reasonable manner and medium, including electronic notice. The notice must contain the date, time and place manner and medium of the meeting.

If a regular meeting of voting members has not been held during the preceding fifteen (15) months, a minimum of ten percent (10%) of the members with voting rights may demand a regular meeting of the members by written notice of demand given to the President of the Unit. Within thirty (30) days after receipt of the demand, the President shall schedule a meeting of members to held be no later than ninety (90) days after receipt of the demand. Any such meeting shall be held subject to the requirements for Regular Meetings of the membership detailed above.

Waiver of Notice

The participation of a member at any meeting of the Unit Membership is deemed a waiver of that member's right to advance notice for that meeting, unless the member registers a written objection regarding lack or sufficiency of notice with the Secretary or President prior to that meeting.

Members of Record Established

At least ten (10) days, but not more than thirty (30) days prior to an Annual or Special Meeting of the Membership, the Unit shall obtain from ACA International an alphabetical list of the names of members who are entitled to receive notice and to vote. This list shall constitute the Members of Record as of the date the list is generated by ACA International. Members on this list shall receive notice of the Annual or Special Meeting of the Membership and be entitled to vote.

Quorum

Except where a larger portion or number is required by law or by these Bylaws, the presence of 10% of the voting members of the Unit shall be necessary to constitute a quorum at any meeting of the membership.

Voting

Each Unit Member present at any Meeting of the Membership shall be entitled to one vote on any matter properly presented to the Members in accordance with Article VI, above. In the case of an equal vote, the president of the Unit/Board will have a second vote to break a deadlock.

Motion by Written Action without a Meeting

An action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action. The written action is effective when it has been approved, unless a different effective time is provided in the written action.

A motion by written action without a meeting must be voted on by all of the members permitted to vote on such an action and the vote must be unanimous in order for the motion to be approved.

ARTICLE TEN

UNIT DIRECTORS

Pursuant to the Standard Operating Procedures of ACA International (July 2002), the International Unit shall be represented by four Directors to serve on the ACA International Board of Directors. There shall be one Director for each of the four geographic regions. These four individuals shall be the same individuals who comprise the Executive Committee of the Unit.

Term

Directors from the International Unit shall serve one-year terms, unless otherwise set forth by the Association Bylaws or SOPs. They shall take office immediately upon their election and serve until their one-year term expires, or until a successor is appointed, whichever occurs first. Said directors may serve a maximum of four consecutive terms on the ACA International Board of Directors.

Director Qualifications

Directors qualified to serve shall be limited to those persons:

- a) Whose business or any portion thereof, is related to the collection of third-party debt;
- b) Who are members in good standing of ACA International and the Unit;
- c) Who have been members of ACA International and the Unit for at least twelve (12) months immediately preceding the election;
- d) Who have attended at least one ACA International Meeting of the membership and one Unit meeting; and
- e) Who attend the Unit Meeting at which their nomination shall be taken under consideration.

General Powers and Duties

The property, affairs and business of the Unit shall be managed by and shall be under the direction of its Board of Directors. The term Board of Directors as used in this document shall be interchangeable with the term Executive Committee.

The Board of Directors shall be responsible to:

- a) Establish the policies of the Unit;
- b) Suspend or expel any member for cause;
- c) Remove any Officers/Directors or committee member for cause;
- d) Fill any Officer or Director vacancies, should these occur between annual Meetings of the Unit, by a majority vote of the Directors remaining; and

- e) Conduct such other business that shall be necessary and proper.

Nomination Procedures

Nominations to fill Unit Board of Directors seats shall be made in a manner prescribed in advance by the currently seated members of the Executive Committee. Nominations can be made in any reasonable manner or medium, provided that a reasonable procedure exists to assure that which the nominee is domiciled. The method of nominations and election shall not conflict with the Bylaws, Standard Operating Procedures, Code of Ethics, Code of Operations and Procedural Rules for the Ethics Committee of ACA International.

Election of Directors

Any current Unit member may cast one vote for a nominee to serve as Unit Director, so long as that nominee's principal place of business is headquartered within the same geographic region as defined in ACA International SOP 3B1-1.02 (July 2002) as the member casting the vote. Voting shall be conducted by written or electronic ballot.

Election Procedures

Voting may begin prior to the Annual Unit Meeting and may continue at the Annual Unit Meeting where voting for nominees to fill Director seats shall continue and be conducted by written ballot. The President of the Unit, or their designee, shall announce a time when balloting shall close. Thereafter, ballots will be counted. Nominees who receive the most votes in each geographic region shall be elected.

In order to be elected and seated as a Director, the nominee must be in attendance at the ACA International Annual Unit meeting at which they are elected. If the top vote recipient is not in attendance, that candidate will be disqualified and a second ballot will be taken. The recipient of the majority of the votes cast on that ballot shall be qualified and elected if they are in attendance at the ACA International Annual Unit meeting and otherwise satisfy the qualifications of a Unit Director.

Notice to ACA International

The Unit Secretary shall provide the Chief Executive Officer of ACA International with at least fourteen (14) days prior notice of an election or appointment of Unit Directors and with the results of such election within thirty (30) days thereof.

Resignation and Vacancy

A Director may resign at any time by giving written notice to the Unit President or to another Unit officer. The resignation is effective without acceptance when the notice is given, unless a later effective date is named in the notice.

Removal

Any Director may be removed by the affirmative vote of a majority of the members from the Director's region who are present at a duly held meeting of the region's members for which notice stating such purpose has been given.

Vacancy

A vacancy in an office because of death, resignation or removal may be filled for the remainder of the term upon the majority vote of the Executive Committee. See also, Article Eleven, Voting.

Additional Directorships

No additional directorships may be created, except through modification of the ACA International Bylaws and SOPs and these Unit Bylaws.³

ARTICLE ELEVEN

MEETINGS OF UNIT BOARD OF DIRECTORS

Annual and Regular Meetings

The Unit Board shall meet annually. Regular meetings of the Board shall be held from time to time at such place or through such medium, including electronic attendance, as may be fixed by resolution adopted by a majority vote of the Board.

Notice

Unless otherwise required by law or the Bylaws of this Unit, notice of all regular and annual Board of Directors meetings must be given at least fifteen (15) days and not more than sixty (60) days before the meeting. The notice may be communicated in any reasonable manner and medium, and must contain the date, time, and place or medium through which the meeting will take place.

Waiver of Notice

Appearance or participation at a meeting of the Board of Directors by a Director shall be a waiver of notice thereof, unless the appearance or participation is solely for the purpose of asserting the illegality of the meeting.

Special Meetings

Special meetings of the Board of Directors may be called at any time upon request of the President or any two (2) Directors, provided that any such request shall specify the purpose of the meeting. The President shall set the date for the special meeting within fifteen (15) business days of making or receiving such a request and shall give not less than fifteen (15) business nor more than sixty (60) days written notice of the time, place, medium and purpose of such special meeting.

Quorum

Except where a larger proportion or number is required by law or by these Bylaws, a majority of the Unit Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

³ See ACA International SOP 3B1-1.02 – Geographic Areas which effectively limits the number of International Unit Directors to four; one for each area.

Voting

Each Director shall have one vote. No Director may give a proxy for himself or herself or vote by proxy. If any officer is incapacitated from serving on the Board of Directors/Executive Committee due to illness, personal matters, emergency or any other reason outside of the officer's control, the remaining members of the Board of Directors, may by unanimous consent appoint a member from the region from which the officer was elected to office to serve in the incapacitated officer's stead for the duration of the incapacity. To the extent possible, the incapacitated officer shall provide the remaining officers on the Board of Directors/Executive Committee with written or electronic notice of incapacity, the reasons therefore and the date of the commencement of the incapacity. Following a period of incapacity as defined herein, the officer shall provide the remaining officers on the Board of Directors/Executive Committee with written or electronic notice that his or her capacity to serve has resumed. Upon receipt of such notice, the right and duty to serve on the Board of Directors/Executive Committee by the appointed officer serving on behalf of the incapacitated officer shall immediately terminate and the previously incapacitated officer shall assume all rights and duties bestowed upon the office by virtue of these bylaws.

A Board member may participate and vote at a Board meeting through electronic communication.

Actions of the Board

Unless otherwise required by law or these Bylaws, the Board shall take action by affirmative vote of a majority of the Directors participating in the meeting. In case of an equal vote, the President of the Unit/Board will have a second vote to break a deadlock.

Motion by Written Action without a Meeting

Any action of the Board of Directors may be taken without a meeting upon the written approval of all Directors. The action is effective when it has been approved, unless a different effective time is provided in the action. A motion by written action without a meeting must be voted on by all of the Directors permitted to vote on such a motion and the vote must be unanimous in order for the motion to be approved.

Conflict of Interest

No Director shall participate in any action by the Board or in a discussion during a meeting of the Board, the subject matter of which may provide direct monetary benefit to that Director. A Director shall have an affirmative obligation to disclose any matters or interests, which may be perceived as, or to present a conflict of interest regarding that person's role as a Director.

Fees and Remuneration

Directors shall serve without compensation. Expenses incurred in carrying out the business of the Board may be reimbursed as determined in advance by the Board of Directors and the CEO of ACA International. A request for payment must be submitted. Approval must be obtained before expenses incurred by Directors will be reimbursed.

ARTICLE TWELVE

UNIT OFFICERS

Selection

The four Unit Directors comprise the Board of Directors and Executive Committee of the Unit who shall serve as the officers of the Unit in the capacity of President, Vice President, Secretary and Treasurer.

Powers of Officers

The powers of the Officers and duties shall be as herein specified and will include those duties generally undertaken by those Officer positions.

Appointment and Term

At the Annual Meeting of the Unit Board of Directors, immediately following the Annual Unit Meeting, the Board shall select the Officers among them to serve in the capacity of President, Vice President, Secretary and Treasurer. The term of office for each Officer shall be one year.

The duties of the Officers of this Unit shall be:

President

The President shall preside at all meetings of the Unit and serve as President of the Unit Board of Directors and at any Meeting of the Members.

Vice President

The Vice President shall advise and assist the President and perform all the duties of the President when the latter is absent or in any manner unable to serve. He or she shall be the President in the event the President's office is vacated by death, resignation or any other reason, whether permanent or temporary.

Secretary

The Secretary shall perform the following duties as required:

- a) Attend and participate in all meetings of the Unit Board of Directors, and any committee thereof, and shall have charge of the records and correspondence of the Unit, unless such duty is delegated to ACA International by the Unit.
- b) Keep the minutes of the proceedings of the Unit and the Board of Directors;
- c) Provide notice to members and Directors of all meetings;
- d) Receive and forward applications for membership and process them according to these bylaws and the Bylaws and SOPs of ACA International;
- e) Record the dates of all Director elections, terms and resignations;

- f) Keep the records of all other matters of the Unit and comply with all requirements otherwise imposed upon the Unit pursuant to the ACA International Bylaws and Standard Operating Procedures;
- g) Comply with all notice requirements as provided in these Bylaws and ACA International;
- h) Provide copies of the minutes of all Board meetings to each member of the Board of Directors and ACA International and to others as may be required;
- i) Perform such other duties as may be determined from time to time by the Board of Directors.

Treasurer

The Treasurer shall perform the following duties:

- a) Sign all orders for payment of money for the expenses of the Unit paid from Unit dues for membership in the International Unit.⁴
- b) Assure that all funds of the Unit other than dues paid to ACA International for membership are deposited or expended in accordance with any resolution of the Board; and
- c) Perform such other duties as may be determined from time to time by the Board of Directors.

ARTICLE THIRTEEN

INTERNATIONAL UNIT MOTIONS TO ACA INTERNATIONAL GOVERNING BODIES

The Unit may bring a formal motion at any meeting of the ACA International Board of Directors or at any Meeting of the ACA International Membership subject to the following conditions. Unit Directors may make such motions on behalf of the Unit at a meeting of the Board of Directors and member(s) of the Unit may make such motions on behalf of the Unit at a Meeting of the ACA International Membership provided that any such formal motion which is purported by a Director or member to be on behalf of the Unit, must have been approved in accordance with the governing documents of the Unit in accordance with the ACA International SOPs.

If the necessary documentation to support the consideration of the Unit's motion at a meeting of the ACA International Board of Directors or ACA International Meeting of the Membership is insufficient, the Unit shall seek the assistance of ACA International's Corporate Secretary in an attempt to cure the deficiency.

⁴ ACA International collects and accounts to the Unit, as requested, for membership dues.

ARTICLE FOURTEEN

COMMITTEES

The Board of Directors may establish one or more committees to manage the business of the Unit.

Powers of Committees

Any committee shall have its powers specified by the Board of Directors in a charter prior to the committee becoming active. A committee may be empowered to act with the authority of the Board of Directors on specified matters.

Qualifications

Committee members may be any natural persons appointed by the Board of Directors who are currently members of the Unit. Committees shall be under the authority of the Board. All committees shall report their activities at every regular meeting of the Board.

Election to Committees

The Unit Board of Directors may nominate qualified members to serve on committee and may elect the nominees by majority vote.

Vacancies

The Unit's Board of Directors may appoint qualified Unit members to fill any vacancy on a committee, which resulted in a committee member's removal or non-availability to continue to serve.

ARTICLE FIFTEEN

CHAPTERS OF THE INTERNATIONAL UNIT

Purpose

It is understood that the needs and concerns of Unit members who are located in a specific country or countries may best be addressed by those members with particular interests and expertise in these areas. Smaller groupings of Unit members may desire to meet and discuss business in geographical regions in proximity to the members' locations. Consequently, Chapters may be created facilitating such activity.

Organization

The Unit Board of Directors may create Chapters of the Unit. Such Chapters shall be composed only of Unit members headquartered in the geographic regions as defined in ACA International SOP 3B1-1.02 (July 2002).

Any Chapter which is created shall operate in accordance with these Bylaws and the Governing Documents of ACA International and may elect Officers, establish committees and conduct business only as authorized by the Unit Board of Directors.

Chapters may not operate independently of the Unit, but may operate only as specifically authorized by, and with the powers and obligations, which the Unit may authorize, in accordance with these Bylaws.

The Unit Board of Directors shall draft an Operating Charter for any Chapter it creates. Such Operating Charter shall be submitted to ACA International prior to its final approval by the Unit Board of Directors. ACA International shall review the document to assure it meets the criteria set forth in the Governing Documents of ACA International and its Bylaws. ACA International shall provide a written advisory opinion within sixty (60) days to the Unit Board of Directors, which may approve the Charter if ACA International determines it meets all criteria.

Chapters may **not** elect National Directors to serve on the Board of Directors of ACA International.

The Unit may designate a Chapter member to serve as a liaison with the Unit.

ARTICLE SIXTEEN

STANDARD OF CARE OF OFFICERS AND DIRECTORS

Duty of Good Faith

It is the responsibility of each Director of the Unit to discharge their duties in good faith, in a manner the person reasonably believes to be in the best interests of this Unit, and with the care of an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE SEVENTEEN

FINANCES

Books, Records and Financial Affairs

The Board of Directors shall audit and be accountable for the maintenance of the Units books, records and financial affairs incidental to the receipt and expenditure of Unit dues.

Annual Accounting Period

The annual accounting period of the Unit shall be June 1 though May 31.

Examination by Directors

Every Director of the Unit shall have a right to examine the minutes of the Board, the financial statements of the Unit, and all books and records of the Unit, and to make copies thereof.

ACA International Division Dues and Assessments

ACA International shall account and maintain records of all dues and assessments and provide the Unit with an annual accounting. All revenue raised through ACA International or Division dues and assessments shall be retained by ACA International.

Additional Revenues

The Unit may, at its own discretion, raise additional revenue. These funds shall be referred to as Unit dues. The assessment and amount of such fees must be approved by ACA International prior to any assessment.

Financial Statements

The Board shall assure that a statement of Unit dues revenues, expenditures and changes in fund balances for the Unit's annual accounting period is produced at the end of each annual accounting period.

A summary report of the financial organization of the Unit shall be made by the Treasurer to the Unit Board of Directors and to the Treasurer of ACA International at least annually.

Dues, Funds and Property

Any Unit dues, contributions, grants, bequests or gifts made to the Unit shall be accepted or collected only as authorized by the Unit Board of Directors and ACA International.

All funds of the Unit shall be deposited to the credit of the Unit under such conditions and in such financial institutions as shall be designated by the Unit Board of Directors and ACA International.

Title to all property, other than dues and assessments payable to ACA International and its Divisions, shall be held in the name of the Unit.

Budget

There shall be an annual budget set forth and approved by ACA International regarding Unit dues and assessments. The Unit Board of Directors shall also create and approve an annual budget for any Unit dues. Such budget must be submitted to ACA International's Executive Committee for approval. If approved by ACA International's Executive Committee, the Unit Board of Directors may vote to approve the budget or make additional changes. Such changes, if made must be approved by ACA International's Executive Committee.

The ACA International annual budget of income, expense and capital expense relating to the International Unit shall be approved by the Unit Board of Directors and ACA International's Executive Committee.

ARTICLE EIGHTEEN

STAFF

The Unit Board of Directors may determine to utilize the services of ACA International to provide staff services to the Unit. Compensation to ACA International for such staff services shall be paid from any Unit dues. The Unit Board of Directors is responsible for raising and paying ACA International for such staff services.

ACA reserves the right to hire or not hire personnel to provide staff services to the International Unit at its sole discretion. The Unit may not hire or pay any staff, except upon the approval of

ACA International. If so agreed in writing, ACA International shall provide any and all staffing services to the Unit. ACA International shall compensate Unit staff persons from Unit dues and comply within all other applicable wage and hour, taxation, Workers Compensation and Social Security laws and regulation.

ARTICLE NINETEEN

POLICIES AND PROCEDURES

With the approval of the Unit Board of Directors, the Unit may establish Policies and Procedures to serve as a set of rules for the day-to-day operation of the Unit. The Policies and Procedures shall effectuate and supplement these Bylaws and shall not supercede or conflict with them.

Binding Effect

All members of the Unit, its staff, Officers and Directors shall be bound by any current version of the Policies and Procedures.

ARTICLE TWENTY

AMENDMENTS

Modification of Governing Structure

Amendments to the Bylaws may be approved at any meeting of the Unit, by mail or electronic ballot. A majority of the members who vote shall determine whether a proposed amendment is adopted or rejected. Such proposed amendments shall be submitted in writing by the Board of Directors to the Secretary who shall determine whether the balloting is to be conducted by the membership at its next meeting, by mail or electronically. The Secretary's selection of procedure may be reversed by a majority vote of the Directors. The Secretary shall distribute a copy of each proposed amendment to every member of the Unit within forty-five (45) days after receipt from the Board of Directors.

Any approved change will take immediate effect unless otherwise provided for in the motion.

Notice to ACA International Required

Before modifying its Bylaws or governing documents, the Unit shall forward a true and correct copy of the proposed modification to the Chief Executive Officer of ACA International. The Chief Executive Officer, or his designee, shall advise the Unit if the proposed modification conflicts with Articles of Incorporation, Bylaws, Standard Operating Procedures, Code of Ethics, as applicable, Code of Operations, Procedural Rules of the Ethics and Professional Responsibility Committee or Policies and Procedures of ACA International. The Chief Executive Officer, with the advice of the Association Corporate Counsel, shall be afforded a period of sixty (60) days within which to determine and notify the Unit whether such proposed modification conflicts with the Bylaws, Articles of Incorporation, Standard Operating Procedures, Code of Ethics, as applicable, Code of Operations, Procedural Rules of the Ethics and Professional Responsibility Committee or Policies and Procedures of this Association.

Balloting and Voting Procedures

If balloting is to be conducted by mail or electronically, the Secretary shall provide a ballot for each article of the Bylaws affected by the proposed amendment. If balloting is to be conducted at an annual or special meeting of the International Unit, the Secretary shall provide a notice of the date, time and place of such meeting to every member along with a copy of the proposed amendments.

The mail or electronic ballots shall be in a form which provides a space for the member to indicate acceptance or rejection of each proposed amendment, insert the date, sign their name as an individual, and print the name of the member of record they represent. The ballots shall be returned to the Secretary/Treasurer within 30 days after the date the ballot is distributed from the office of the Secretary. The balloting shall be tallied by the Secretary on the 35th day following the day the proposed amendments were distributed to the members.

Record Retention and Inspection

The Secretary shall notify the President of the voting results on this same day. The ballots shall be retained as property of the Unit for a period of two years during which time any member of the Unit may inspect the ballots in the presence of the Secretary. The Secretary may appoint any member of Unit to be his or her deputy for the specified purposes of distributing the proposed amendments and ballots, tallying the votes and witnessing the inspection of the ballots.

ARTICLE TWENTY-ONE

PARLIAMENTARY PROCEDURES

In all questions of order and parliamentary procedure not covered by these Bylaws or other applicable law, Robert's Rules of Order (Parliamentary Procedure) shall govern. The President may appoint any person as Parliamentarian who is well versed in recognized Parliamentary Law to advise the presiding Officer at any given meeting.

ARTICLE TWENTY-TWO

DEFINITIONS

“Board Member” means a Director.

“Days” means calendar days unless otherwise specified.

“Director” means an elected and presently serving member of the International Unit Board of Directors. The Directors also serve as the Unit's representatives on the ACA International Board of Directors and serve as the officers and Executive Committee of the Unit.

“Governing Documents” and “Governing Documents of ACA International” mean the Bylaws, SOPs, Policies and Procedures, Code of Ethics, Code of Operations and Rules of the Ethics and Professional Responsibility Committee.

“Location” and “Domicile” means the place where the member or applicant has its principal place of business. Such place is normally where the entity’s headquarters is located. ACA International reserves the right to designate the applicant/members domicile based on business operations, size, number of employees and service area.

“SOPs” means the most recent revision of the Standard Operating Procedures of ACA International.

“Region” means the geographic region as defined in ACA International SOP 3B1-1.02 (July 2002).

“State” means the 50 U. S. states and does not include Puerto Rico, the U.S. Virgin Islands, or any current and future U.S., Possessions and Trust Territories.⁵

⁵ “State” means the 50 U. S. states and does not include Puerto Rico, the U.S. Virgin Islands, and all current and future U.S., Possessions and Trust Territories. SOPs 12-1.01 (July 2002).