

ARTICLE I
NAME AND LOCATION

Section 1

The Iowa Collectors Association shall hereafter be known as Iowa Association of Credit and Collection Professionals, and it shall be incorporated as a nonprofit corporation without capital stock.

Section 2

The principal office of the Association shall be located at the place of business of the President of the Association.

ARTICLE II
OBJECTS AND PURPOSES

The objects and purposes of this Association shall be to further and promote the general welfare of professionals providing services to creditors, merchants, employers, and other members of the business community in the State of Iowa; to regulate, practices, prescribe ethics, and to enforce proper conduct among its members; encourage and promote the adoption of legislation favorable to professionals providing services to the business community, yet fair to the consuming public; and to gather and disseminate material relating to the business interests of the members of this Association.

ARTICLE III
MEMBERSHIP

Section 1--Active Members

- a. Active Members--Any person, firm or corporation engaged in the collection agency business, asset or debt buying business and or credit reporting business with physical facilities or employees located in the State of Iowa shall be eligible for membership in the Association, provided that:
 1. They collect debts for business entities not under common ownership with the applicant or they are engaged in the business of buying or selling debt, and or their reporting activity is sufficient to properly identify them as part of the credit reporting industry.
 2. They subscribe to and practice the code of ethics and rules of conduct adopted by the membership of this Association.
 3. They comply with all Federal, State, County, and local ordinances for the regulation of those businesses in which they are engaged.

4. Membership may be granted to additional offices owned and operated by any Active Member upon application and upon satisfying the same requirements.

5. Active members shall have voting rights in all matters to come before the association.

b. Out of State Members-Any person, firm or corporation engaged in the collection agency business, asset or debt buying business or they are engaged in the business of buying or selling debt, or credit reporting business in the State of Iowa, but such Out of State Member has no physical location in the State of Iowa or Employees domiciled in Iowa. Such Out of State Members shall be eligible for membership, but shall have no voting rights in the Association, provided that such Out of State members ;

1. They collect debts for business entities not under common ownership with the applicant, and or their reporting activity is sufficient to properly identify them as part of the credit reporting industry.

2. They subscribe to and practice the code of ethics and rules of conduct adopted by the membership of this Association.

3. They comply with all Federal, State, County, and local ordinances for the regulation of those businesses in which they are engaged.

c. Associate Member: Any person, firm or corporation engaged in the granting of credit, or the support of the granting of credit and or collection agency business, asset or debt buying business and credit reporting business in the State of Iowa. Such Associate Members shall have no voting rights in the Association, provided that

1. They subscribe to and practice the code of ethics and rules of conduct adopted by the membership of this Association.

2. They comply with all Federal, State, County, and local ordinances for the regulation of those businesses in which they are engaged.

d. Debt Buyers: Asset or Debt buyers shall be eligible for membership as either an Active Member as currently defined in Article III, Section 1, paragraph a. of the bylaws of the Association or as an Out of State Member, providing they meet the definition of Out of State Member and meet all other qualifications for membership as defined for Active Members or Out Of State Members..

Section 2--Applications

- a. All categories of Memberships-Applications shall be made on a form provided by the Association for that purpose and shall be submitted to the Chairman of the Membership Committee.

Each application shall be accompanied by:

1. An investigation fee in an amount to be determined by the Board of Directors, which shall not be refundable whether the application is approved or rejected;
2. Dues for a full year, which shall be refunded in the event of rejection, or pro-rated in the event of approval, as follows: At the next renewal date following the effective date of membership, new members shall pay an adjusted amount based on effective date; those that become effective during the first quarter shall then be charged at the rate of 75% of the regular dues; memberships that became effective during the second quarter shall be charged at the rate of 50% of the regular dues; memberships that became effective during the third quarter shall be charged at the rate of 25% of the regular dues, and memberships that became effective during the last quarter shall be deemed full paid for the ensuing year.

Upon receiving responses, the Chair shall immediately forward copies of the report, references, and application to each member of the Membership Committee, who shall study them and send the Chairman a written appraisal of the applicant and recommendation for approval or denial of the application.

If the majority of the Committee judge the applicant acceptable for membership the Chair of the Membership Committee shall notify the Secretary that the application has been approved. The Secretary shall then notify the applicant accordingly.

Any applicant whose application for membership has been denied by the Membership Committee 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. After due consideration, the Board may up hold or overturn the decision of the Membership Committee.

The Secretary shall be authorized to notify any rejected applicant of this right of appeal, and if the applicant exercises the right of appeal, the Secretary shall notify him of the place, date and time of the Board meeting at which the appeal will be heard.

The Secretary shall notify ACA International of the acceptance or rejection of all applications. In the event an applicant has been accepted, the Secretary shall so certify and forward to ACA International, a proper portion of the dues and all pertinent documents.

Membership shall then become effective upon completion of processing at the national level. In the event an applicant has been rejected, the Secretary shall report the reason or reasons to ACA International. Any rejected applicant for membership may resubmit his application after one year, and upon meeting the standards set by the Association, may then become eligible for membership, but the full application procedure shall again be followed.

It shall be the responsibility of this Association to notify the Chief Executive Officer of ACA International in writing of every application approved for membership and such notification shall be given within forty-five (45) days of this Association's receipt of the membership application from ACA International.

Section 3--Termination of Memberships

- a. Change of Ownership--Membership in this Association shall not be transferable. Change of ownership of any member firm shall automatically terminate its membership. Membership may be conferred upon the new owner only by application in conformity with the Bylaws of the Association as hereinafter set forth.

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

In all cases where a member is a partnership, a change of ownership shall be deemed to have occurred when the control, management and/or assets of the partnership shall be vested in one or more persons other than the original partners or either of them. 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 the control, management and/or assets of the partnership which, 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.

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.

- b. Nonpayment of Dues and Assessments--Any member who shall fail, neglect or refuse to pay the annual dues or a special assessment within 30 days after due notification by the Treasurer, or who shall fail, neglect or refuse to pay any legitimate assessment within 30 days after due notification by the Treasurer, may be suspended. If such defaults shall continue an additional 60 days, or a total of 90 days beyond the original billing notice, such membership shall cease, unless for 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 of this Association shall be obligated to pay such annual dues as may be fixed by ACA International. Any member who shall fail, neglect, or refuse to pay such dues of ACA International within 60 days after billing shall be subject to automatic termination.

- c. Expulsion--A member may be expelled for violation of the Association's code of ethics, rules, regulations, or bylaws. Such member 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. The appeal must be filed within 30 days. The Secretary shall be authorized to notify the member of the place, date and time of the Board meeting at which the appeal will be heard. Following the hearing the Board shall go into executive session to make its decision. The decision of the Board of Directors shall be final.

Section 4--Reinstatement

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

Any member expelled for cause, including action of the Grievance Committee, may reapply for membership only after the passage of one year from the date of expulsion.

ARTICLE IV DUES

Section 1--All Members

Dues of all categories of Members shall be fixed by the Board of Directors, whose decision thereon shall be submitted to the convention general assembly for ratification.

Dues statements shall be mailed by the Treasurer (or by ACA at the option of this Association) to all members on or before Dec 1 of each year and shall be payable by the following Jan 1.

- 1. Contingent membership is required to join the Association. Therefore, each agency must join both the Iowa unit and ACA.**

Dues for all new members at their first renewal date shall be assessed on a prorated basis as outlined in Article III, Section 2.

The treasurer shall notify any Active Member whose dues are not paid within 30 days of the date payable (Jan . 1) that their membership shall automatically be terminated and said member shall be deemed to have waived further notice of such termination if such dues are not paid within 30 days of the date of the notice or total of 60 days of the date payable, unless for valid reason the Board of Directors may otherwise direct.

Section 6--Special Assessments

The Board of Directors may, by a two-thirds majority vote, recommend special assessments to Active Members for legislative or other purposes. Out of State and Associate Members may elect to participate in these special assessments. To become effective, these recommendations must be approved by a majority of the members present and voting at the annual business session of the Association. If approval is granted, all members shall be required to pay the special assessment. Failure to do so shall be cause for termination of membership under Article III, Section 3b.

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 President of this Association, who shall serve as Chair, the First Vice President, the Second Vice President, the Secretary, the Treasurer, and six members of the Association elected for three-year terms each. The terms of two Directors shall expire each year, and their replacements shall be elected at the business session of the annual convention.

Section 2--Conduct of Business

The Board of Directors shall meet at least once each year prior to 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. Written notice of Board meetings shall be mailed by the Secretary to each member of the Board at least 15 days in advance of each meeting. This provision can be waived only by consent of the majority of the members of the Board by signing a waiver of such notice prior to the meeting of the Board.

All members in good standing will be notified and encouraged to attend all board meetings.

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.

The Board of Directors shall be permitted to conduct by teleconference, mail, email or fax, any and all Association business that shall arise between regularly scheduled meetings, and to vote by teleconference, mail, e mail or fax 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 measures. A period of 30 days shall be afforded each Director to return his vote to the Secretary when voting by mail.

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

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 Treasurer.
- c. Fix the compensation, if any, of the Secretary.
- d. Hear appeals from membership applicants whose applications are not approved by the Membership Committee.
- e. Hear and determine the validity of charges against members referred to the Board by the Grievance Committee.
- f. Hear appeals from members who have been expelled and take action thereon.
- g. Suspend or expel any member for due cause, upon two-thirds vote of those seated and voting.
- h. Remove any officer or committee member for cause.
- i. Meet as a committee of the whole once each year prior to the convention business session for the purpose of nominating a slate of officers for the ensuing year.
- j. Propose changes in the Bylaws for submission to the membership at the next annual business session.
- k. Nominate candidates for office should a vacancy occur between annual meetings, to be submitted to the membership by mail ballot.

- l. Fill any vacancies on the Board of Directors between annual business sessions by a majority vote of the Directors.
- m. Select the site for the annual meeting.
- n. Conduct such other business as shall be necessary and appropriate.

ARTICLE VI OFFICERS

Section 1--Designation of Officers

The officers of this Association shall be:

- a. President
- b. First Vice President
- c. Second Vice President
- d. Secretary
- e. Treasurer

Section 2--Executive Committee

The officers shall constitute an Executive Committee of the Board of Directors. The President shall act as Chair for the Executive Committee and the Secretary shall be the Committee's Secretary.

The Executive Committee shall advise with aid the Board of Directors of the Association on all matters concerning the interests 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 Chair 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 three shall be necessary for the adoption of any resolution or the approval of any question. All such meetings may be conducted via teleconference, mail, email or fax.

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

Section 3--Duties of Officers

The President shall preside at all meetings, be the Executive Officer of the Association and Chair 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 may countersign all checks upon its funds as provided in these Bylaws.

The First 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 Second Vice President shall advise, assist and support the President and First Vice President, or perform duties as directed by the Board of Directors or Executive Committee.

The Secretary 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 or otherwise; shall keep the records of the proceedings of the meetings 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 when they became members, also cause and date of termination of membership of any member; shall keep 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 to the Directors; shall send copies of the minutes of all Board meetings to each member 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 III, Section 2.

All records shall, at all reasonable times, be open for the inspection of any member.

The Treasurer shall perform all duties incident to the office of the Treasurer, and such other duties as may from time to time be assigned by the Association by the adoption of proper resolution. The 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 shall have charge of disbursement of funds, pay all orders drawn on him by the Secretary, and make an accounting of receipts and disbursements at each annual meeting.

The 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 hands as Treasurer.

The Treasurer shall also prepare the nonprofit tax return for the Association each year and file it with the Internal Revenue Service.

The Treasurer may be required to be bonded at the discretion of the Board, cost of which is to be paid by the Association.

Section 3--Directors

- A. Directors must be an owner, partner, corporate officer or manager of a member agency.
- B. Directors shall serve a term of three years commencing immediately upon election.
- C. No more than one individual from any single agency may serve on the board of directors of the association at any given time, except as provided for in section 3d.
- D. Exception for multiple agency members:
 - 1. A multiple agency member shall be defined as a corporation, partnership, or individual proprietorship holding a controlling interest in one or more branches of the agency.
 - 2. In cases of multiple agency members, such members shall be limited in employees serving as directors to a number not greater than the following:
 - a. The number of memberships held by the multiple agency member
or
 - b. A number less than one half of the total number of individuals eligible to serve on the board of directors at any given time.
 - 3. Each director, whether representing a multiple agency member or not, may serve when properly nominated and elected by the membership at its regularly scheduled annual meeting, or at other special meetings called in accordance with the provisions of the bylaws.

The Board of Directors, acting as a committee of the whole, shall at its meeting prior to the convention nominate candidates. Nominations may also be made from the convention floor.

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. Terms of service shall be for three years, and Directors may serve no more than two terms in succession. Each such Director elected to a seat on the ACA International Board of Directors shall be an individual whose business or any portion thereof is substantially related to the collection of third party debt.

If this Association is entitled to one such Director, election shall be held every third year; if two, election of one shall be held each of two successive years and no election the third year; if three, selection of one Director shall be held each year; if four, election of two shall be held the first year, one the second, and one the third.

The Board of Directors, acting as a committee of the whole, shall at its meeting prior to the convention nominate candidates. Nominations may also be made for the convention floor.

Section 5--Vacancies

Should the office of President become vacant by reason of death, resignation or disqualification, the First Vice President elected at the last convention of the Association shall immediately become President, and shall serve as such until a successor has been elected and qualified.

Should any of the other offices become vacant, the Board of Directors of the Association shall nominate and present one or more names for the office to the membership. The person elected by mail ballot shall serve until the next annual business meeting and until a successor is elected and qualified.

Should a Directorship, either Unit or ACA, become vacant, the same procedure shall be followed.

ARTICLE VII COMMITTEES

Immediately after being elected to office, the President shall appoint the following committees to serve for one year: Membership Committee, Education Committee, Grievance Committee, Convention Committee, Legislative Committee, Public Relations Committee, Publications Committee, and Budget and Auditing Committee. All committees shall be empowered to meet and conduct their assigned duties in person, teleconference, mail, email or fax.

The President may appoint such other and further committees during the year as may, from time to time, be found advisable.

Section 1-- Membership Committee

All applicants for Active and Affiliate memberships shall be processed by the Membership Committee as provided in Article III, Section 2.

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

Section 2--Education Committee

The Education Committee shall be responsible for providing educational and training opportunities to members by offering schools produced by ACA International. The Education Committee Chair shall act as liaison with ACA International's Education Department. The committee shall be responsible for scheduling and promoting attendance at the schools.

Section 3--Grievance Committee

The Grievance Committee shall receive, study, and determine all complaints against 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 be given an opportunity to study both the complaint and the written answer and shall express their conclusion to the Chair of the Committee. If a majority of the Grievance Committee agrees on a solution, the Chair shall communicate this solution to the parties involved and order that the appropriate action be taken. All information provided to the Grievance Committee shall at all times be confidential.

Any member who has been found in violation and who does not agree to accept the decision of the Grievance Committee has the right of appeal to the full Board of Directors. That appeal must be filed within 30 days 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 Chair. Both the complainer and the compliance shall be invited to appear before the Board 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 the Grievance Committee, its proceedings and decisions shall become a part of the permanent records of the Association.

The Chair 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. Any

information provided to or obtained by this subcommittee in carrying out its responsibilities hereunder shall at all times remain confidential except that such information may be shared with the Grievance Committee.

Section 4--Legislative Committee

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 interests of the members of the Association and the people of the State of Iowa; 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 Iowa or any body politic, unless and until the same shall have been submitted to and approved by the Board of Directors (or the membership); 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 members shall vote to engage the services of a lobbyist or legislative counsel, the Committee shall have the responsibility of hiring and supervising such lobbyist or legislative counsel.

The Committee, in consultation with the President, shall designate a member as National Legislative Representative to ACA.

The Committee shall operate within the budget established by the Board of Directors and shall report to the Board of Directors not less than annually on the dispositions 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 relations programs; and generally promote the best interest of all collectors with the general public.

Section 6--Publications Committee

The Publications Committee shall be responsible for periodically compiling and publishing an Association bulletin, newsletter or magazine.

The Chair of the Committee shall be the publication Editor, 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 the publication.

Section 7--Budget and Auditing Committee

The Budget and Auditing Committee shall be charged with the responsibility of preparing an annual budget for the Association.

It shall also audit the books and accounts of the Association and funds in its treasury at least once a year, and shall make a report of its findings to the Board of Directors and the members in annual business session.

ARTICLE VIII 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 mailed to each member at least 60 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 shall give each member at least 15 days written notice of the time and place of such special meeting, setting out the purpose(s) for which said meeting is called. Such special meetings may be conducted via teleconference, mail, e mail or fax, as determined by the Board of Directors.

ARTICLE IX VOTING RIGHTS AND QUORUM

The voting rights stated in Article III, Section 1, a, b, c, and d, shall apply to all matters coming before the members of this Association.

Twenty percent of the voting membership shall constitute a quorum.

Business generally shall be conducted at the annual convention business session of the Association. However, voting by mail, email or fax may be permitted on any matter which is deemed by the Board of Directors to be of sufficient urgency to require attention between conventions.

ARTICLE X

Proposed Amendment to these by laws may be made, in writing, by the signature of any five members of the Association, regardless of category of membership. Such proposed Amendments must be submitted to the Board of Directors in Writing. The Board of Directors, by two thirds majority vote, may approve any Amendment to these By Laws. Any proposed Amendment, approved by the Board of Directors must be ratified by the Voting membership at an annual or Special meeting of the Association, as defined in Article VIII.