

Utah Association of Collectors, inc.
Building Higher Standards For Utah Debt Collectors.



CONSTITUTION AND BYLAWS

October 17, 2002

Revised November 2010

**CODE OF ETHICS
ARTICLES OF INCORPORATION**

June 1, 1985

Revised November 2010

CONTENTS



**CONSTITUTION, BYLAWS,
CODE OF ETHICS AND ARTICLES OF INCORPORATION**
October 17, 2002

Contents

ARTICLE ONE	3
<i>NAME AND LOCATION</i>	3
ARTICLE TWO	3
<i>PURPOSE OF THE ASSOCIATION</i>	3
ARTICLE THREE	3
<i>MEMBERSHIP</i>	3
ARTICLE FOUR.....	5
<i>MEMBERSHIP APPLICATIONS</i>	5
ARTICLE FIVE.....	6
<i>TERMINATION OF MEMBERSHIP</i>	6
ARTICLE SIX	9
<i>RE-INSTATEMENT</i>	9
ARTICLE SEVEN.....	9
<i>DUES</i>	9
ARTICLE EIGHT	9
<i>GOVERNANCE AND ORGANIZATION</i>	9
ARTICLE NINE.....	11
<i>OFFICERS</i>	11
ARTICLE TEN.....	11
<i>ELECTIONS</i>	11
ARTICLE ELEVEN	13
<i>COMMITTEES</i>	13
ARTICLE TWELVE.....	13
<i>MEETING OF THE GENERAL MEMBERSHIP</i>	13
ARTICLE THIRTEEN.....	14
<i>AMENDMENTS</i>	14
ARTICLE FOURTEEN.....	15
<i>EXECUTIVE POWERS</i>	15
ARTICLE FIFTEEN	16
<i>PARLIAMENTARY PROCEDURES</i>	16
CODE OF ETHICS	17
UTAH ASSOCIATION OF COLLECTORS, INC.	17
PENALTIES FOR VIOLATION OF THIS CODE OF ETHICS	18
ARTICLES OF INCORPORATION OF	19
UTAH ASSOCIATION OF COLLECTORS, INC.	19

ARTICLE ONE

NAME AND LOCATION

- 1.1 Name. The name of this Association shall be the Utah Association of Collectors, Inc., and it shall be incorporated as a non-profit corporation under the laws of the State of Utah without capital stock.
- 1.2 Location. The principal office of the Association shall be located at the place of business of an officer of the Association.

ARTICLE TWO

PURPOSE OF THE ASSOCIATION

- 2.1 Purpose. The purpose of this Association shall be to:
 - 2.1.1 Serve as a collective voice of the members on legislative and regulatory issues which impact the members' delivery of credit and collection services;
 - 2.1.2 Provide educational opportunities and services which further and promote the optimum delivery of credit and collection services and professional development of Association members;
 - 2.1.3 Prescribe and enforce a code of conduct and ethics;
 - 2.1.4 Facilitate member communications and operations among and between the members, the Association and ACA International; and
 - 2.1.5 Assist members in serving their communities and meeting the challenges created by changing markets through leadership, direction, education and service.

ARTICLE THREE

MEMBERSHIP

- 3.1 Membership Qualifications. Any person, firm or corporation operating from an office located in the State of Utah who have been in business and actively engaged in the collection agency profession for at least one year and who subscribe to and practice the Code of Ethics and Rules of Conduct adopted by the members of this Association may become a member upon satisfaction of the following requirements:

- 3.1.1 Full compliance with all membership requirements of ACA International;
- 3.1.2 Full compliance with any regulatory requirements prescribed under Utah Law and registration with the Department of Corporations and Commerce as a collection agency;
- 3.1.3 Submission of the names and contact information of three clients of the Applicant so that the Membership Committee can obtain reference information on the applicant.
- 3.1.4 Sponsorship by a Current Board Member of the Utah Association of Collectors.
- 3.1.5 Submission of statement by all agency Owners/Managers stating they have not filed for Personal Bankruptcy within the last 2 years.
- 3.1.6 Submission of statement by all Agency owners/Managers stating they have not been an agency owner or manager at an agency that has filed Bankruptcy or failed to pay their clients Trust funds due to them.
- 3.1.7 Submission of statement by all Agency Owners/Managers stating they have not been convicted of a felony in the past 10 years.
- 3.1.8 All new members will be subject to a vote by the Board of Directors.

3.2 Membership Status. Except in the case of Special Membership Categories, membership shall be construed by this Association to mean that the agency itself holds the membership. The member agency must designate its particular representative to act on its behalf in Association affairs. The designee may appoint a proxy to act in behalf of the member agency provided the appointment of the proxy is in proper written form. Membership in the Association is not transferable.

3.3 Special Membership Categories. This Association shall recognize Special Membership Categories.

- 3.3.1 There shall be a special category of membership known as Retired members. Any person who has retired as owner, partner, corporate officer or manager of a member agency in good standing at the time of retirement shall be eligible for membership in this category upon letter of intent and payment of an annual fee to be established by the Board of Directors.

Membership in this category shall not confer the right to vote in any matters of business of this Association upon the member.

- 3.3.2 There shall be a special category of membership in 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 category by making application which certifies:

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

Application by any credit reporting office under the same ownership of a regular member shall be made in the above manner providing the applicant is operating an office in the state of Utah. Applicant shall be eligible in this category upon a letter of intent and payment of an annual fee to be established by the Board of Directors.

Membership in this category shall not confer the right to vote in any matter of business of this Association.

- 3.3.3 There shall be a special category of membership in this Association known as MAP Attorney Members, Creditors International Members, and Affiliate Members. Any person or entity who maintains a membership in ACA International as a MAP Attorney Members, Creditors International Members, and Affiliate Member may become a member of this category by making application which certifies:

They are a member in good standing of ACA International's MAP Attorney Members, Creditors International Members, Affiliate Members, division; and

They agree to be bound by the Association's Bylaws, Code of Ethics and Rules of Conduct.

Membership in this category shall not confer the right to vote in any matters of business in this Association, or be eligible to hold an office, or become a Member of the Board of Directors.

- 3.3.4 An additional category of membership in the Association known as Honorary Members. This membership may be conferred upon any person who is not active in the collection field, but who has made noteworthy achievement in contribution to, and furtherance of the Association and the collection profession.

Membership in this category shall not confer the right to vote in any matters of business in this association.

ARTICLE FOUR

MEMBERSHIP APPLICATIONS

- 4.1 Application Requirements. Applications for membership shall be made on a form provided by ACA International. Completed applications shall be submitted

to the chair of the Membership Committee. Each application shall be accompanied by proof of compliance with the Membership requirements as provided in these Bylaws, and by payment of one year's dues and assessments, if any, for the ACA International, and one year's dues and assessments, if any, for the Utah Association of Collectors, Inc., plus an additional \$35.00 application processing fee. The application processing fee of \$35.00 is not refundable.

4.2 Application Processing Requirements. Within forty-five (45) days of receipt of an application for Unit membership, the Association will submit the application to the Chief Executive Officer of ACA International.

4.3 Approval of Membership Application. The procedures to be followed by the Membership Committee shall be determined by the Board of Directors. A majority vote of the Board of Directors shall determine whether an application is approved or declined. The method to determine eligibility will be given to each prospective applicant. Any applicant whose application for membership has been declined by the Board of Directors 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 sustain or reverse the decision. If membership is denied by the Board of Directors, all funds remitted by applicant shall be refunded with the exception of the application processing fee. Subsequent applications may be submitted by the application without additional payment of any application processing fees.

4.4 Multiple Offices. If any member shall own or acquire one or more branch offices, the owner must make application for membership for such branch offices. Membership granted to such branch offices shall carry the same privileges and responsibility as other active memberships, with the exception that no vote shall be afforded said branch offices; provided, however, that if at any time the main or "parent" membership shall fail to exercise its right to vote, said vote may be cast by the branch office delegated to do so by the main office.

ARTICLE FIVE

TERMINATION OF MEMBERSHIP

5.1 Termination upon Change of Ownership. Upon change of ownership of any member, its Membership shall automatically terminate. Membership may be conferred upon the new owner only by application made in conformity with the Bylaws of the Association as set forth in these Bylaws.

5.1.1 In all cases where a membership is a sole proprietorship, a change of ownership shall be deemed to have occurred when the control, management 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 have previously been

controlled.

5.1.2 In all cases where a membership is a partnership, a change of ownership shall be deemed to have occurred when the control, management, 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 held by one or more of the original partners shall not be construed, for the purpose of this section, as a change of ownership, except in those cases where the partner who acquires the control, management, or assets of the partnership, was, in fact a silent or inactive member of the partnership which had held membership in this Association.

5.1.3 Transfer or sale of a business from one spouse to the other, shall, for the purpose of the section, be considered as a change of ownership unless that spouse who acquired the business, shall have been a partner in fact, or unless his or her previous association with the business was on 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 more than fifty percent of the shares of the corporation.

5.2 Termination for Cause. Any member may be placed on probation, suspended or expelled for cause, which shall include but not be limited to: violation of any of the Bylaws or Code of Conduct of the Utah Association of Collectors, Inc., the rules, regulations or Code of Ethics of ACA International, or for conduct prejudicial to the best interests of the Utah Association of Collectors, Inc. or ACA International. In the event that a member is subject to probation, suspension or expulsion for any of the foregoing reasons, the Association shall adhere to the procedures set forth in these Bylaws. Any member, whose dues or assessments or other monetary obligations owed to this Association remain unpaid for sixty or more days, may be placed on probation, suspended or expelled by the Executive Committee shall be final.

5.3 Termination by ACA International. The termination of a member's membership in ACA International shall cause the immediate termination of that member's membership in this Association. The Secretary of the Association 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.

5.4 Grievance Process. Probation, suspension or expulsion due to a member's violation of any Of the Bylaws or Code of Conduct of the Utah Association of Collectors, Inc., the rules, regulations or Code of Ethics of ACA International, or for conduct prejudicial to the best interests of the Utah Association of Collectors, Inc., or ACA International shall be the responsibility of the Grievance Committee. Prior to making any determination on a matter, a statement of the charges shall be mailed by certified mail to the member at the member's last recorded address at least fifteen (15) days in advance of any meeting of the

Grievance Committee at which the matter shall be considered. This statement shall be accompanied by a notice of the time and place of the Grievance Committee meeting at which a decision on the matter shall be made and of the member's right to present a defense at the time and place mentioned in such notice.

A decision of the Grievance Committee may be appealed, in writing, to the Executive Committee of this Association. Within forty-five (45) days of receipt of any such notice of appeal, the Executive Committee shall meet to determine whether the decision of the Grievance Committee should be sustained or reversed. Prior to making any decision on the matter appealed, a statement of the charges shall be mailed by certified mail to the member at the member's last recorded address at least fifteen (15) days in advance of any meeting of the Executive Committee at which the matter shall be considered. This statement shall be accompanied by a notice of the time and place of the Executive Committee meeting at which a decision on the appeal shall be made and of the member's right to present a defense at the time and place mentioned in such notice.

The Executive Committee may sustain or reverse the decision of the Grievance Committee upon the majority vote of the membership of the Executive Committee of this Association.

5.5 Appeals from the Decision of the Executive Committee. A decision of the Executive

Committee may be appealed, in writing, to the Board of Directors of this Association, other than for monetary obligations as set forth in 5.2. Within forty-five (45) days of receipt of any such notice of appeal, the Board of Directors shall meet to determine whether the decision of the Executive Committee should be sustained or reversed. Any appeal from a decision of the Executive Committee shall be decided upon a majority vote of the Board of Directors of this Association provided that a statement of the allegation(s) was mailed by certified mail to the member at the member's last recorded address at least fifteen (15) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and the place of the Board of Directors' meeting at which a decision on the appeal shall be made and of the member's right to present an opposing arguments at the time and place mentioned in such notice.

5.6 Confidentiality. All information relating to any action involving a member and which is Provided to any member of the Grievance Committee, Membership Committee, the Executive Committee or Board of Directors in their capacity as a representative of this Association shall be kept strictly confidential. Any such member's disclosure of such information to any person not otherwise serving on the same Committee or Board will subject the member to removal from office for cause and sanctions in accordance with these Bylaws.

ARTICLE SIX

RE-INSTATEMENT

- 6.1 Conditions of Reinstatement. Any member sanctioned for non-payment of dues, assessments or monies owed to this Association or for cause may be reinstated by the Executive Committee of the Association as the body empowered to approve the reinstatement of a member, provided all dues and assessments and monies owed the Association due at the time the member was expelled, together with all dues, assessments and monies that became due subsequent to the date the member was expelled, up to the date of the reinstatement, are paid to the Association.

ARTICLE SEVEN

DUES

- 7.1 Fiscal Year. The fiscal year of this Association shall begin On the first day of January and end on the last day of December each year.
- 7.2 Power to Establish Dues. The annual dues for membership shall be fixed by the Board of Directors, whose decision thereon shall be submitted to the general membership for ratification at a Meeting of the Membership.
- 7.3 Payment of Dues. Dues shall be payable annually in advance. Any member whose dues remain unpaid for sixty (60) days after the fiscal year begins may be placed on probation, suspended or expelled from this Association by the Executive Committee.
- 7.4 Dues Non-refundable. Dues shall not be refundable to any member whose membership is terminated for any reason.
- 7.5 Power to Establish Assessments. The Board of Directors may, by two thirds majority vote of all members of the Board of Directors, recommend special assessments. These recommendations must be approved by a majority of the members present and voting at a General Meeting of the Membership. If approval is granted, all members shall pay the assessment. Failure to do so shall be cause for expulsion.

ARTICLE EIGHT

GOVERNANCE AND ORGANIZATION

- 8.1 Board of Directors. The affairs of this Association shall be governed by a Board

of Directors, which shall consist of the President, who shall serve as Chair, and five active members of the Association.

8.2 Frequency of Meeting(s) of the Board of Directors. The Board of Directors shall meet at least once each year prior to the General Meeting of the Membership. It may hold additional meetings at the call of the President or at the call of a majority of the Board Members, should the President fail to act.

8.3 Meeting of the Board of Directors. Written notice of Board Meetings shall be mailed faxed or sent by electronic means, by the Secretary to each Board member at least ten days in advance of each meeting. This provision can be waived only by the consent of the majority of the Board members by signing a waiver of such notice prior to the meeting. Directors shall have the power to appoint a member of this association as their proxy, provided said appointment is in writing to the Secretary at least 48 hours in advance of the meeting. A quorum of no fewer than one-third of the Board of Directors must be present for the Board of Directors to conduct Association business.

The Board of Directors shall be permitted to conduct by mail, fax or electronic means any and all business that shall arise between scheduled meetings, and to vote by mail, fax or electronic means 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. The time to respond to such voting shall be determined by the Executive Committee. The action of the Board between General Meetings of the Association shall not be final and binding unless and until ratified at a Meeting of the Membership.

8.4 Responsibilities of the Board of Directors. The Board of Directors shall be responsible to:

- 8.4.1 Establish the policies and Standard Operating Procedures of the Association;
- 8.4.2 Fix the amount of the bond required of the Treasurer, if any;
- 8.4.3 Fix the compensation, if any, of the association officers;
- 8.4.4 Hear appeals from membership applicants whose applications for membership are declined by the Membership Committee;
- 8.4.5 Hear and determine appeals from grievance decisions made by the Executive Committee;
- 8.4.6 Suspend or expel any member for due cause;
- 8.4.7 Remove any officer or committee member for cause;
- 8.4.8 Meet as a Committee of the Whole once each year prior to the General Meeting of the Membership for the purpose of nominating officers and directors for the ensuing year.
- 8.4.9 Fill any officer or director vacancies, should these occur between General Meetings of the Association, by majority vote of the Directors; and
- 8.4.10 Conduct such other business that shall be necessary and proper.

8.5 Indemnification. Every Director, Officer or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonable incurred by or imposed upon him or her in connection

with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a Director, Officer, or employee of the Association at the time such expenses are incurred, except in such instances wherein the Director, Officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or 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 in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or employee may be entitled.

- 8.6 Insurance. The Association shall maintain a policy of Director and Officer Liability and Corporate Reimbursement Insurance sufficient to insure the association for reasonable risks associated with this exposure.

The Association shall maintain a policy of general business liability insurance sufficient to insure the association for reasonable risks associated with its operation.

ARTICLE NINE

OFFICERS

- 9.1 Description. The Officers of this Association shall be President, Vice President/President-Elect, Secretary and Treasurer. The Officers shall constitute an Executive Committee of the Association which will advise and aid the Board of Directors on all matters concerning the interest and management of the business of the Association.

ARTICLE TEN

ELECTIONS

- 10.1 Qualification for Officers and Directors. Any Owner, Partner, Corporate Officer, Manager or Supervisor of an agency holding active membership shall be eligible to hold office in this Association. Any individual other than an Owner, Partner, or Corporate Officer, must have written approval and support of their employer.
- 10.2 Nominations of Unit Officers. The Vice President/President-Elect, Secretary and Treasurer of the association shall be elected during a General Meeting of the Membership. The current Vice President/President Elect shall assume the office of President, unless there is an objection, in which case, nominations will

be held and a vote of the general membership will be conducted. The Board of Directors, acting as a Committee of the Whole, shall nominate the officers herein provided for at the Board of Director's meeting prior to the General Meeting of the Membership. Should the Board of Directors deem it necessary to combine any of the positions, they shall have the authority to do so. Nominations may also be made from the floor by members whom are in good standing. A member & agency shall be considered in good standing when in compliance with the Rules and Regulations, the Bylaws or Code of Conduct of the Utah Association of Collectors, Inc., the rules and regulations or Code of Ethics of ACA International.

- 10.3 Election of Unit Officers. During the General Meeting of the Membership, voting for officers so nominated shall be conducted by written ballot, provided however, that such written ballot shall be waived where any given nominee is not opposed. All officers shall take office immediately upon their election and shall serve in office for a term of two (2) years, until their successors are elected. The 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 Officers and with the results of such election within thirty (30) days thereof.
- 10.4 Nominations of Unit Directors. The Unit Directors shall be elected during the General Meeting of the Membership. The Board of Directors, acting as a Committee of the Whole, shall nominate the Directors herein provided for at the Board of Director's meeting prior to the General Meeting of the Membership. Nominations may also be made from the floor. During the General Meeting of the Membership, voting for Directors so nominated shall be conducted by secret ballot, provided however that such secret ballot shall be waived where any given nominee is not opposed. The Secretary shall provide the Chief Executive Officer of ACA International with at least fourteen (14) days prior notice of election or appointment of Unit Directors and with the results of such election within thirty (30) days there of. The term of service of a Unit Director shall be for three years.
- 10.5 Voting of Agencies with Multiple Offices. No vote shall be afforded said branch offices; provided, however, that if at any time the main or "parent" membership shall fail to exercise its right to vote, said vote may be cast by the branch office delegated to do so by the main parent membership. This representative must be a full time member of the firm. Said proxies must be submitted to the Secretary before voting begins. Those proxies submitted on time will be reviewed by the Secretary and a Representative of the Nominating Committee, for authenticity.
- 10.6 Nominations of National Director(s). The National Director(s) shall be elected during the General Meeting of the Membership. The Board of Directors, acting as a Committee of the Whole, shall nominate the National Director(s) herein provided for at the Board of Director's meeting prior to the General Meeting of the Membership. Nominations may also be made from the floor. During the General Meeting of the Membership, voting for the National Director(s) candidates so nominated shall be conducted by written ballot, provided however that such written ballot shall be waived where any given nominee is not opposed.

10.7 National Director(s) Qualifications. Nominations for the National Director(s) positions shall be limited to those persons who have been in regular attendance at meeting, active on a committee and have been a member of the Association for at least twelve (12) months. as well as their primary business be in the area of third-party debt collection. The National Directors(s) shall serve a term for three years. Election of the Director(s) shall be held every third year, corresponding with their time of election. The Secretary shall provide the Chief Executive Officer of ACA International with at least fourteen (14) days prior notice of an election or appointment of said National Director(s) and with the results of such election within thirty (30) days thereof.

10.7 Balloting. In all elections by written ballot, the Secretary shall determine the eligibility, to cast a ballot, of each member's designee, by proper identification of membership, or as determined by proxy. In the event his or her decision is contested, the final authority shall rest with the Executive Committee whose majority decision of those voting on the Committee shall prevail.

ARTICLE ELEVEN

COMMITTEES

11.1 Committees. Immediately after being elected to office, the President shall appoint the following committees to serve for one year:

Membership

Grievance

Convention/General Meetings

Publications

Education

Audit

Legislative

By-Laws

Parliamentarian

The President may appoint such other committees as he or she may deem necessary and appropriate.

ARTICLE TWELVE

MEETING OF THE GENERAL MEMBERSHIP

12.1 General Meeting of the Membership. Annual Meeting of the Membership 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. Special meetings of the Membership may be called at such time and place as may be fixed by the Board of Directors. Unless otherwise stated in these Bylaws, notice of all meetings shall be mailed, faxed or electronically submitted to each member at least the (10) days before the date of the meeting.

ARTICLE THIRTEEN

AMENDMENTS

13.1 Amendments to Bylaws. Amendments to the Bylaws may be ratified at any meeting of the Association or by a ballot sent by mail, fax or electronic means. The time requirement for the ballots return, sent by mail, fax or electronic means, shall be specified. 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 Bylaw Committee, to the Board of Directors who will forward such to the Secretary who shall determine whether the balloting is to be conducted by mail, fax or electronic means, or at the next General Meeting. The Secretary's choice of procedure may be reversed by a majority vote of the directors. The Secretary shall mail, fax, or transmit by electronic means within forty-five (45) days after receipt from the Board of Directors.

13.2 Balloting and Voting Procedures. If balloting is to be conducted by mail, fax, or transmitted by electronic means, the Secretary shall attach a ballot for the article(s) of the Bylaws affected by the proposed amendment. If balloting is to be conducted at a General Meeting or Special Meeting of the membership, 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 amendment(s).

The ballot shall be in a form which provides for the member to: indicate acceptance or rejection of the proposed amendment(s), sign their name as an individual and print the name of the member of record. The ballots shall be returned to the Secretary by the date indicated on the ballot(s).

13.3 Record Retention and Inspection. The Secretary shall notify the President of the voting results on this same day. The ballots and the envelopes used to mail the ballots to the Secretary shall be retained as property of the Association for a period of two years during which time any member of the Association may inspect the ballots in the presence of the Secretary. Such property shall be available for inspection as directed by the Board of Directors. The Secretary may appoint any member of this association to be his or her deputy for the specified purposes of distribution of the proposed amendments and ballots, whether by mail, fax or transmitted by electronic means, as well as tallying the votes and witnessing the inspection of the ballots.

- 13.4 Ad Hoc Elections Committee. In all elections conducted by secret ballots the President shall appoint an Ad Hoc Elections Committee to tally the ballots and certify the election. The Ad Hoc Elections Committee shall be made up of three (3) members of the Association, who are in good standing, and have not been nominated for any elected position.

ARTICLE FOURTEEN

EXECUTIVE POWERS

- 14.1 President. The President shall preside at all meetings, serve as Executive Officer of the Association, serve as Chair of the Board of Directors, sign all official documents, appoint all committees and generally supervise the affairs of the Association. He or she will countersign all checks drawn upon Association funds.
- 14.2 Vice-President/President-Elect. The Vice-President/President-Elect shall advise and assist the President and perform all the duties of 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 event which makes it impossible for the President to carry out the duties and responsibilities of his or her office. Upon completion of his or her term of office, the President-Elect shall be nominated for the office of President by the Board of Directors unless he or she declines to accept such nomination or unless the Board fails to reach a majority vote for such nomination.
- 14.3 Secretary. The Secretary shall have charge of the records and correspondence of the Association and perform the following duties as required:
- 14.3.1 Keep the records of the proceedings of the meetings of the Association and the Board of Directors;
 - 14.3.2 Affix the corporate seal to all documents so required.
 - 14.3.3 Keep the membership records showing the names and addresses of each member together with the name of each member designee;
 - 14.3.4 Keep the records of all other matters of the Association and comply with all requirements otherwise imposed upon the Unit pursuant to the ACA International Bylaws and Standard Operating Procedures;
 - 14.3.5 Comply with all notice requirements as provided for in these Bylaws;
 - 14.3.6 Send copies of the Minutes of all Board meeting to each member of the Board;
 - 14.3.7 Distribute the Unit Membership Certificates upon payment of dues;
 - 14.3.8 Prepare a list of all members and their membership designee, at the end of each quarter of the fiscal year.
- 14.4 Treasurer. The Treasurer shall be charged with keeping the financial records of the Association and perform the following duties as required.

- 14.4.1 Sign all orders for payment of money for the expenses of the Association;
- 14.4.2 Shall maintain custody of and be responsible for all funds and securities of the Association and deposit all such funds of the Association in accordance with the resolution of the Board;
- 14.4.3 Have charge and control of all disbursements of funds, record and account for all receipts and disbursements and make a report of the same at each Board Meeting and at the general assembly Meeting of the Membership, or as directed by the Board of Directors.
- 14.4.4 Set up and keep the books of the Association in such a manner that the books will show at all times the amount of money collected, the purpose for which same was collected, amount of money disbursed, the purpose for which the same was disbursed and the current balance in the Treasury;
- 14.4.5 Prepare the non-profit tax return for the Association and file it with the Internal Revenue Service; and
- 14.4.6 Be responsible for the billing and collection of each member's dues and assessments and other monetary obligations owed to this Association and ACA International.

ARTICLE FIFTEEN

PARLIAMENTARY PROCEDURES

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

UAC CODE OF ETHICS
June 1, 1985
Revised April 11, 2003

CODE OF ETHICS

UTAH ASSOCIATION OF COLLECTORS, INC.

Preamble

For the purpose of laying down rules of conduct that will eliminate disputes and dissension between members of this Association and for the purpose of establishing the highest ideals for the guidance of the members of this Association this Code of Ethics is adopted. The members of our Association should recognize as a worthy ideal the making of their calling an honored one; the development of a high responsibility to their clients and the desire to be governed by the highest moral and ethical standards.

**BY THIS CODE OF ETHICS ALL MEMBERS OF THIS ASSOCIATION
ARE FIRMLY BOUND IN THAT ALL MEMBERS SHALL:**

I

Maintain a high standard of business principles and never be guilty of conduct which will bring reproach upon this Association.

II

Provide efficient collection service in the territory in which the agency does business.

III

Always protect the interests of clients and forwarders and give prompt and diligent attention to all matters received.

IV

Obey all instruction given by forwarders or clients in the prosecution of a claim or promptly give reasons for not doing so and ask for further instructions.

V

Make settlements with clients and forwarders at least once each calendar month and such settlement shall not be later than twenty days after the close of the calendar month for which the settlement is made; in other words, remittances between members of this Association shall be upon a thirty-day basis or less.

VI

Give preference in disbursing to creditor or forwarder in order of priority, as established by the receipt of the claims where a number of claims against the same debtor are being collected in installments, unless it is necessary to do otherwise to prevent some claims from being out-lawed or unless debtor demands payment to be applied to certain accounts; but if a creditor or forwarder supplies material information or assistance by reason of which the collection was made possible, then such creditor or forwarder shall receive preference. The rules just proceeding shall not apply in cases where the forwarder has himself set up or has joined in a pooling arrangement with the debtor.

VII

Allow a client or forwarder the right to withdraw any and all claims six months after they have been listed or forwarded upon proof that there has been neither payment, nor promise of payment since the listing of the claim or claims for collection, unless some progress shall have been made which reasonably entitles the member to retain the claims or claim for further effort.

VIII

Show due consideration for the misfortune of debtors and deal with them according to the merits of their individual cases.

IX

Answer all business letters and communication promptly.

X

Avoid communicating directly with his forwarder's clients, except with the consent of the forwarder.

XI

Shall not make a compromise settlement with a client when a settlement in full is pending or after a collection in full has been made.

XII

Abuse of legal process shall not be indulged in by members of this Association.

PENALTIES FOR VIOLATION OF THIS CODE OF ETHICS

The violation of this Code of Ethics by any member shall be a matter for the Grievance Committee of this Association who shall report to the Board of Directors in accordance with

the bylaws of this Association.

UAC Articles of Incorporation

June 1, 1985

Revised April 11, 2003

ARTICLES OF INCORPORATION OF

UTAH ASSOCIATION OF COLLECTORS, INC.

Pursuant to Section 16-6-46 of the Non-Profit Corporation Laws of the State of Utah, the following non-profit corporation is organized.

ARTICLE I

Name

The name of the corporation is Utah Association of Collectors, Inc.

ARTICLE II

Duration

The duration of the corporation shall be perpetual unless dissolved sooner according to law.

ARTICLE III

Purpose

The objectives and purposes of this Association shall be to promote good will and honor among collection agencies and the general public; to educate and unite for the benefit of the members; to regulate practices, prescribe ethics and enforce proper conduct among its members; to promote honorable and fair dealings of collection agencies with each other, their customers and the general public; and to further and promote the general welfare of the collection profession.

ARTICLE IV

Membership

Membership is not exclusive. It is non-negotiable and non-transferable either in whole or in part, from one ownership to another, and shall consist of individuals, firms and corporations doing business in the State of Utah and Western Wyoming.

ARTICLE V

Income

Income is received only from dues and assessments from members.

UAC Articles of Incorporation

June 1, 1985

Revised April 11, 2003

ARTICLE VI

Provisions

There are no provisions in the Article of Incorporation not inconsistent with law.

ARTICLE VII

The officers shall be a President, a Vice President/President-Elect, a Secretary and Treasurer. (The offices of Secretary and Treasurer may be held by the same person.) Names and addresses of these officers are:

Michelle Camp, President
Express Recovery Services, Inc.
2790 Decker Lake Dr.
West Valley City, Utah 84119

Dave Saxton, Vice President
NAR, Inc.
5225 Wiley Post Way, Suite 410
Salt Lake City, Utah 84116

Marquelle Bogh, Secretary
483 W 50 N
American Fork, Utah 84003

Michelle Camp, Treasurer
Express Recovery Services, Inc.
2790 Decker Lake Dr.
West Valley City, UT 84119

ARTICLE VIII

The name and street address of the incorporator is:

Utah Association of Collectors, Inc.
% Express Recovery Services, Inc.
2790 Decker Lake Dr. West Valley City, Utah 84119

Date of Incorporation: 1st Day of June 1985
James H. Wilson
Incorporator