

ACA International

Bylaws

as amended July 2011



ACATM

INTERNATIONAL

The Association of Credit
and Collection Professionals

ARTICLE I—Name

The name of this Association shall be “ACA International” doing business as, ACA International *The Association of Credit and Collection Professionals*.

ARTICLE II—Purposes

The purpose of this Association shall be to:

- (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) Provide educational opportunities and services which further and promote the optimum delivery of credit and collection services and the professional development of Association members;
- (3) Prescribe and enforce a code of conduct and ethics;
- (4) Provide for a central location as a first choice for information and service;
- (5) Facilitate member communications and operations among and between the Units, Divisions and Special Membership Categories of this Association; and,
- (6) Assist members in serving their communities and meeting the challenges created by changing markets through leadership, direction, education and service.

ARTICLE III—Membership

Section 1. Membership Structure

Members shall be organized into Units, Divisions and Special Membership Categories as provided for in the Standard Operating Procedures of this Association. If a Unit exists in a geographic territory, membership in the Unit and in this Association shall be contingent one upon the other.

Section 2. Membership Qualifications

Any individual or entity substantially related to the collection industry or substantially related to the credit industry as defined in the Association’s Standard Operating Procedures may become a member of this Association in accordance therewith provided that the applicant:

- (a) has stated in writing that the applicant has satisfied all applicable state licensing and regulatory requirements and fulfilled all aspects of the Association’s application process as provided in this Association’s Standard Operating Procedures; and,
- (b) holds membership in the Unit covering the geographic territory in which the applicant is domiciled. If no Unit of this Association exists in the geographic territory in which the applicant is domiciled, or if the applicant is seeking membership in a Division of this Association, membership may be sought directly from the Association.

Section 3. Multi-Office Members

Any member/applicant with two or more offices under the same ownership (holding majority stock or 51 percent or more ownership) and that wishes to hold membership for at least fifty percent of those offices, may make application

through the Unit where its designated primary office is domiciled. Upon approval of the designated primary office application, all other offices applying for membership will be granted membership in this Association.

Section 4. *Membership Status*

- (a) An individual or entity may be considered for membership in the Association by written application to the Unit covering the geographic territory in which the applicant is domiciled. If no Unit of this Association or Unit membership opportunity exists in the geographic territory in which the applicant is domiciled, or if the applicant is seeking membership in a Division of the Association, the application shall be directed to the Chief Executive Officer of the Association.
- (b) Membership shall become effective upon the applicant's satisfaction of all membership and/or Division requirements as the case may be and as further provided in these Bylaws and the Association's Standard Operating Procedures.

Section 5. *Branch Offices*

If any member acquires one or more branch offices and the member elects not to participate in the Multi-Office membership, application for membership may be made for such branch office(s). If granted, such branch office(s) shall acquire all rights, privileges and obligations of membership. Membership shall automatically terminate if any such branch ceases to remain in existence as a self-contained, operated office or is absorbed by its parent office, or is sold.

Section 6. *Resignation*

- (a) Any member may withdraw from the Association after giving written notice of such intention to the Chief Executive Officer or to an officer of their Unit as provided in the Association's Standard Operating Procedures.
- (b) There shall be no refund of dues, fees or payments of any kind upon resignation by any member of this Association.

Section 7. *Change of Ownership*

Membership in this Association is not transferable. Upon change of ownership or controlling interest, the membership shall automatically terminate, except as provided in the Association's Standard Operating Procedures. There shall be no refund of dues, fees or payments of any kind upon the termination of membership for this reason.

Section 8. *Sanctions*

- (a) In accordance with these Bylaws, the Association's Standard Operating Procedures and the Procedural Rules of the Ethics and Professional Responsibility Committee, a member may be admonished, suspended or expelled as a result of the member's violation of any of the Association's Bylaws, Standard Operating Procedures, Code of Ethics and Professional Responsibility, or Code of Operations; for engaging in conduct prejudicial to the best interests of the Association; or for the nonpayment of dues, assessments and/or charges due the Association.

- (b) Admonishment, suspension or expulsion for failure to pay dues, assessments and/or charges due the Association may be made by the Chief Executive Officer or upon the majority vote of the Executive Committee. Admonishment, suspension or expulsion may be effected by the Ethics Committee as provided in the Procedural Rules for the ACA Ethics Committee in the event that a member violates the terms and conditions of membership or the ACA Code of Ethics or Code of Operations.

Section 9. Divisions and Special Membership Categories

The Association shall recognize Divisions and Special Membership Categories as provided in the Association's Standard Operating Procedures. Divisions shall be entitled to voting representation on the Board of Directors as provided in these Bylaws and the Association's Standard Operating Procedures; Special Membership Categories shall not be entitled to voting representation on the Board of Directors.

ARTICLE IV—Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

ARTICLE V—Dues and Assessments

- (a) Dues and assessments of members and conditions of payment thereof, other than dues, fees and assessments applicable to Divisions, Special Membership Categories or Special Program members shall be determined and authorized by the Board of Directors. Dues, fees and assessments, and conditions of payment thereof, applicable to Divisions, Special Membership Categories and Special Program members of this Association shall be determined and authorized by the Executive Committee.
- (b) Upon the majority vote of the Executive Committee and at least ninety (90) days in advance of any meeting of this Association's Board of Directors at which dues, assessments or conditions of payment thereof shall be considered, notice of any proposed change in such obligations shall be provided to each member of the Board of Directors in accordance with these Bylaws and the Standard Operating Procedures of this Association.

ARTICLE VI—Annual and Special Meetings of the Membership

Section 1. Annual Meetings of the Membership

- (a) This Association shall hold an Annual Meeting of the Membership in conjunction with the Association's Annual Convention at such time and place as shall be recommended by the ACA staff and approved by the Executive Committee. If conditions make the holding of either the Annual Meeting of the Membership or the Annual Convention of the Association impossible or impractical, the Executive Committee is empowered to postpone or cancel the Annual Meeting of the Membership or Annual Convention.
- (b) The purpose of the Association's Annual Meeting of the Membership is to elect the Association's Officers for the following year, to receive the annual

report of the Officers, Directors, Committees, and the Chief Executive Officer, and to conduct such other business as directed by the Board of Directors.

- (c) Notice of the place, date, time and purpose of the Annual Meeting of the Membership shall be provided to each member of this Association, in any manner authorized by law, not later than sixty (60) days prior to the opening date of such meeting.
- (d) Order of business at the Annual Meeting of the Membership shall be conducted in accordance with the Association's Standard Operating Procedures.

Section 2. *Special Meetings of the Membership*

- (a) Special meetings of the Membership may be called by a majority of the Board of Directors, or a majority of the Executive Committee, for any reason. Thirty (30) days notice for any Special Meeting of the Membership shall be provided in the same manner as for the Annual Meeting of the Membership.
- (b) No business other than that specified in the notice shall be transacted at any Special Meeting of the Membership.
- (c) Order of business at a Special Meeting of the Membership shall be conducted in accordance with the Association's Standard Operating Procedures.

Section 3. *Quorum*

The presence of seventy-five (75) members of the Association shall be necessary to constitute a quorum at any Annual Meeting of the Membership or Special Meeting of the Membership.

Section 4. *Election Certification*

Inspectors of Election shall be appointed by the President at each Annual Meeting of the Membership or Special Meeting of the Membership to certify the voting rights of members present at the meeting and to monitor the voting process in accordance with the Association's Bylaws and Standard Operating Procedures. In addition, the Inspectors shall also serve as a Committee to certify absentee ballots. There shall be no proxies at an Annual Meeting of the Membership or Special Meeting of the Membership.

Section 5. *Voting*

Each member of the Association shall be entitled to one vote at the Annual Meeting of the Membership, provided the member or a designated representative of the member is registered at the Convention held in conjunction with such Annual Meeting of the Membership and has paid the first person/delegate member registration fee and as further provided in the Standard Operating Procedures of this Association. Each member of this Association shall be entitled to one vote at any Special Meeting of the Membership and as further provided in the notice of any such Special Meeting of the Membership.

Section 1. Number

The property, affairs, activities, and concerns of the Association shall be vested in the Board of Directors, constituted as to number as follows:

(a) Board Representation

- (1) Each Unit holding membership in this Association, including the International Unit and each Division of this Association shall be entitled to one seat on the Board of Directors.
- (2) Each voting member of the Executive Committee of this Association shall be entitled to one seat on the Board of Directors.
- (3) Additional directors shall be seated on the Board of Directors as further provided in the following paragraphs:

(b) U.S. Unit Board Representation

When the membership of any U.S. Unit, shall exceed 80 members, the Unit shall be entitled to a second seat on the Board of Directors. When the membership of any U.S. Unit shall exceed 120 members, the Unit shall be entitled to a third seat on the Board of Directors. When the membership of any U.S. Unit shall exceed 160 members, the Unit shall be entitled to a fourth seat on the Board of Directors. At no time shall any U.S. Unit be entitled to more than four seats on the Board of Directors.

(c) International Unit Board Representation

The International Unit of the Association shall be entitled to three additional seats on the Board of Directors. A total of four members of the International Unit shall serve as directors of the International Unit. These directors shall be selected by the International Unit in accordance with the Association's Standard Operating Procedures. At no time shall International Unit members be represented by more than four Directors, and at no time shall more than one director of the International Unit be seated from any single region as provided in the Association's Standard Operating Procedures.

(d) Division Board Representation

When the membership of any Division of this Association shall exceed 500 members, the Division shall be entitled to a second seat on the Board of Directors. When the membership of any Division of this Association shall exceed 1000 members, the Division shall be entitled to a third seat on the Board of Directors and an additional Director for every 500 memberships thereafter to a maximum of ten. At no time shall any Division be entitled to more than ten seats on the Board of Directors.

(e) Additional Board Representation

A member maintaining 13 or more company memberships in the Association, all with the same company ownership, shall be entitled to one seat on the Board of Directors subject to an annual qualification review by the Association's Membership Department.

- (f) The number of U.S. Unit and Division Directors for each fiscal year shall be determined by the U.S. Unit or Division census as of the first day of the ninth month of the previous fiscal year.

Section 2. Seating of Directors; Vacancies

(a) Seating of Directors

- (1) The election and seating of the directors representing each Unit of the Association, including the International Unit, shall be determined by the Unit prior to the meeting of the Board of Directors.
- (2) The election and seating of the directors representing any Division of the Association, shall be determined by the Committee for each respective Division prior to the meeting of the Board of Directors.
- (3) The election and seating of each director representing a member maintaining 13 or more company memberships in the Association, all with the same company ownership, shall be determined by the member prior to the meeting of the Board of Directors.
- (4) The election and seating of each voting member of the Executive Committee shall occur upon their election as an officer of this Association and shall continue throughout their term of service on the Executive Committee.

(b) Vacancies in Directorships

- (1) Any vacancy in a seat on the Board of Directors held by a U.S. Unit, shall be filled by that U.S. Unit within sixty (60) days of the vacancy. If the U.S. Unit fails to appoint a director to fill that seat on the Board of Directors within the sixty (60) days following the date of the vacancy, the Executive Committee of this Association shall appoint a director to fill the vacancy for the remainder of the term.
- (2) Any vacancy in a seat on the Board of Directors held by the International Unit, shall be filled by the decision of the remaining directors of the International Unit within sixty (60) days of the vacancy.
- (3) Any vacancy in a seat on the Board of Directors held by a Division, shall be filled by the Committee of the Division within 60 sixty (60) days of the vacancy.
- (4) If the remaining directors of the International Unit or Committee for the Division, respectively, fail to appoint a director to fill said vacancy on the Board of Directors within sixty (60) days following the date of the vacancy, the Executive Committee of this Association shall appoint a director to fill the vacancy for the remainder of the term.
- (5) Any vacancy in a seat held by a member maintaining 13 or more company memberships in the Association, all with the same company ownership, shall be filled by the member within sixty (60) days of the vacancy or the term of that director shall lapse for the remainder of the term.

Section 3. *Ex Officio Directors*

The Chief Executive Officer and Past Presidents of the Association, with the exception of the Immediate Past President may serve on the Board of Directors without authority to make motions or vote.

Section 4. *Term of Office*

- (a) The term of office for each seat on the Board of Directors held by a Unit, including the International Unit, shall be determined by the Unit's Bylaws or governing documents. Unless otherwise provided for in the Unit's Bylaws or governing documents, each Director elected and seated by a Unit, including the International Unit, shall hold office until a successor has been elected and seated.
- (b) The term of office for each seat on the Board of Directors held by a Division shall be two years.
- (c) The term of office for each seat on the Board of Directors held by a member maintaining 13 or more company memberships in the Association, all with the same company ownership, shall be one year.

Section 5. *Director Qualifications*

- (a) Each director shall be a member, officer or management level employee of any member, of the Unit, Division or member company for which he or she serves as a representative and satisfy any additional conditions of director status as provided in the Association's Standard Operating Procedures.
- (b) Directors may be removed from office for cause by a majority vote of the Board of Directors present at any official meeting of the Board of Directors.

Section 6. *Rights and Duties of Directors*

- (a) Unless otherwise provided in these Bylaws or the Association's Standard Operating Procedures, each seated member of the Board of Directors shall have the right to make motions and vote at any duly organized annual or special meeting of the Board of Directors.
- (b) The Board of Directors shall:
 - (1) Except as otherwise provided in these Bylaws, conduct the business of this Association;
 - (2) Approve the annual budget of the Association and assure the auditing of the funds of the Association;
 - (3) Approve capital expenditures which exceed the current annual budget of the Association and/or contracts as more fully detailed in the Standard Operating Procedures.
 - (4) Establish, approve and amend the Standard Operating Procedures of the Association;
 - (5) Authorize, create and direct Divisions, Committees, Special Membership Categories, programs and activities that are consistent with the Association's mission, purpose, Bylaws, Standard Operating Procedures and/or Articles of Incorporation.

- (6) Pursuant to its authority as vested in these Bylaws and the Standard Operating Procedures of this Association, devise, execute and carry into execution such other measures as it deems proper and expedient to promote the objects of the Association and to best protect the interests and welfare of its members.
- (c) The Board may conduct its business by mail or in any other manner permitted by law, when desirable or necessary.

Section 7. Annual and Special Meetings of the Board of Directors

- (a) The Annual Meeting of the Board of Directors shall be held prior to and in conjunction with the Annual Meeting of the Membership. Notice of the date, time, place and purpose of the Annual Meeting of the Board of Directors, signed by the Chief Executive Officer, shall be provided to each Director, in any manner authorized by law, at least thirty (30) days before the time appointed for the Annual Meeting of the Board of Directors.
- (b) Special Meetings of the Board of Directors may be called upon thirty days (30) days notice, at such time as the President may deem necessary, or upon the Chief Executive Officer's receipt of a written request signed by the majority of the members of the Board of Directors. Notice of the date, time, place and purpose of any such Special Meeting of the Board of Directors shall be provided to each Director in any manner authorized by law.
- (c) Order of business at any meeting of the Board of Directors shall be conducted in accordance with the Association's Standard Operating Procedures.

Section 8. Quorum

A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If all the members of the Executive Committee are absent, a quorum of the Board of Directors present may choose a Chair to preside at the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day and time.

Section 9. Proxies

The use of proxies by Directors is prohibited.

Section 10. Indemnification of ACA Directors, Officers, Employees or Members

- (a) Every Director, Officer, Employee, or Member engaged in authorized Association business shall be indemnified by the Association against all expenses and liabilities, including attorneys fees, court costs and out of pocket expenses reasonably incurred by or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of their being or having been a Director, Officer, Employee or Member engaged in authorized Association business, or any settlement thereof, whether or not they are a Director, Officer, Employee or Member at the time such expenses are incurred.
- (b) This provision shall apply except in such cases wherein the Director, Officer, Employee or Member is adjudged guilty of willful misfeasance or

malfeasance in the performance of their duties. In the event of a settlement, this indemnification provision shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association.

- (c) The foregoing right of indemnification shall be in addition to, but not exclusive of, all other rights to which such Director, Officer, Employee or Member may be entitled.
- (d) No indemnification or indemnification advances shall be made with respect to any threatened, pending or completed civil, administrative, arbitration, investigative or other proceeding brought by or in the right of the association against a person.

ARTICLE VIII—Officers

Section 1. Number

- (a) The officers of this Association shall be that of a President, President-Elect, Vice President, Treasurer, Immediate Past President and a Chief Executive Officer. The Chief Executive Officer shall serve without vote.
- (b) The President, President-Elect, Vice President, and Treasurer shall be elected by the membership of this Association. The Chief Executive Officer shall be appointed by the Executive Committee.

Section 2. Method of Election

- (a) The President, President-Elect, Vice President and the Treasurer of this Association shall be elected during the Annual Meeting of the Membership.
- (b) The Board of Directors, at the meeting of the Board of Directors held immediately prior to the Annual Meeting of the Membership, shall nominate the officer candidates subject to the following limitation. The only nominee for the office of President shall be that of the President-Elect, whose nomination shall be presented to the Board of Directors for confirmation. Said nominee for the office of President shall be the officer duly elected at the last preceding Annual Meeting of the Membership as President-Elect, if currently serving as such. If the President-Elect shall not permit his or her name to be placed in nomination for the Presidency or otherwise fails to meet the qualifications for service in this capacity selection and nomination of the candidate for President shall be conducted in the same manner as the Board of Directors selects and nominates the remaining officer positions.
- (c) Officer candidates shall be elected by the members of the Association at the Annual Meeting of the Membership that is scheduled at the next available opportunity immediately following the Annual Meeting of the Board of Directors.
- (d) Voting for officers shall be conducted by a written ballot, unless the candidate is unopposed. If the Board of Directors does not confirm the nomination of the President-Elect for the office of President, voting for the office of President may be conducted by written ballot upon proper motion and majority vote.

- (e) Officers, other than the Chief Executive Officer, shall be elected by a majority vote of the votes cast at the Annual Meeting of the Membership in accordance with these Bylaws and as further provided in the Standard Operating Procedures of this Association and applicable state law.
- (f) In the event of three or more candidates for the same office and the failure of any one to achieve a majority on the first ballot, there shall be a second ballot. Only the two candidates receiving the highest number of votes on the first ballot shall be candidates on the second ballot.
- (g) Any qualified member, or officer or management level employee of any member, shall be eligible to hold office in this Association as further provided in these Bylaws and the Association's Standard Operating Procedures; however, at least four of the elected Officers shall at all times be members in good standing of a Unit whose business or any portion thereof is related to the collection of third party debt as more fully detailed in the Association's Standard Operating Procedures.

Section 3. Duties of Officers

The duties and powers of the officers of this Association shall be as follows:

- (a) President.
 - (1) The President shall preside at the meetings of the Association, Board of Directors, and Executive Committee, and with the exception of the Executive Committee, may be a member ex officio, without right to vote, of all committees.
 - (2) The President shall also, at the Annual Meeting of the Membership and such other times as the President may deem appropriate, communicate, to the membership or to the Board of Directors, information and recommendations to promote the prosperity, welfare and usefulness of the Association. The President shall perform such other duties incidental to the office of the President.
 - (3) The President may sign all official documents, and countersign all checks drawn on Association funds.
- (b) President-Elect.
 - (1) The President-Elect shall advise with, and assist the President, and perform all and singular duties of the President when the latter is absent or in any manner unable to serve.
 - (2) The President-Elect shall create a slate of Committee candidates and chairpersons to fill committee positions for which terms are expiring or are otherwise vacant in accordance with the Association's Standard Operating Procedures.
- (c) Vice President. The Vice President shall advise with, and assist the President and President-Elect, and perform all and singular duties of the President when both the President and the President-Elect are absent, or in any manner unable to serve.

- (d) Treasurer.
 - (1) The Treasurer shall have general oversight for the bookkeeping and accounting procedures of the Association.
 - (2) The Treasurer shall receive periodic reports and assure accurate record-keeping of all expenditures, may countersign checks, shall make interim reports to the President whenever requested and shall make an annual report to the Board of Directors.
- (e) Immediate Past-President. The Immediate Past President shall advise and assist elected officers in carrying out the business of the Association.
- (f) Chief Executive Officer. The Chief Executive Officer shall be charged with conducting all business of the Association, including the necessary correspondence, keeping of records, handling of funds, supervision of personnel, and dissemination of information, and such other duties as shall be required by the Board of Directors and Executive Committee.
- (g) The funds, books and vouchers shall at all times be under the supervision of the Executive Committee and subject to its inspection and control.

Section 4. *Bond of Chief Executive Officer*

The Chief Executive Officer shall, if required by the Board of Directors, give to the Association such security for the faithful discharge of his or her duties as the Board may direct, the cost of which to be borne by the Association.

Section 5. *Vacancies*

- (a) Should the office of President become vacant for any reason, the President-Elect elected at the last preceding Annual Meeting of the Membership shall immediately become President, and shall serve as such until a successor is elected and qualified.
- (b) Should the office of President-Elect become vacant, the Vice President elected at the last preceding Annual Meeting of the Membership shall immediately become President-Elect, and shall serve as such until a successor is elected and qualified.
- (c) Should the office of Vice President become vacant, the Treasurer elected at the last preceding Annual Meeting of the Membership shall immediately become Vice President, and shall serve as such until a successor is elected and qualified.
- (d) Should the office of Treasurer become vacant, the Executive Committee of the Association shall nominate and present the names of not more than three members to the Board of Directors within thirty (30) days after such vacancy shall occur. The Board of Directors shall then, by majority vote, elect one of the nominees. The Treasurer so elected by the Board of Directors shall serve until the next Annual Meeting of the Membership, at which time a successor is elected and qualified.
- (e) Should the office of Immediate Past-President become vacant, the Executive Committee of the Association shall, within thirty (30) days after such vacancy occurs, appoint a member to serve in this capacity for the remainder of the term.

Section 6. Compensation of Officers

The officers shall receive such salary or compensation as the Board of Directors shall determine.

ARTICLE IX—Committees

Section 1. Executive Committee

The Executive Committee shall automatically be constituted each year with a membership of the President, President-Elect, Vice President, Treasurer, Immediate Past President and Chief Executive Officer. The Chief Executive Officer shall at all times serve as an ex officio member of the Executive Committee without vote. However, the Chief Executive Officer may be excluded from any Executive session of the Executive Committee at the Committee's direction.

Section 2. Quorum and Powers

- (a) Three voting members shall constitute a quorum for the transaction of business at a meeting of the Executive Committee. Meetings may be called by the President or by any three voting members of the Executive Committee.
- (b) The Executive Committee shall have the Association's accounts audited at least once each year by an accountant, and report thereon to the Board of Directors.
- (c) The Executive Committee shall be responsible for the appointment of such employees as may be necessary to conduct the business of the Association, but such responsibility may be delegated by the Executive Committee to the Chief Executive Officer.
- (d) With the exception of amending the Association's Bylaws or Standard Operating Procedures or acting outside the scope of its authority as set forth in the Association's Bylaws and Standard Operating Procedures, the Executive Committee may act on behalf of the Association consistent with the authority vested in the Executive Committee by these Bylaws and the Standard Operating Procedures of this Association and in any other matters on which the Board of Directors authorizes the Executive Committee to act when the Board of Directors is not in session.

Section 3. Committees

The Board of Directors or the Executive Committee may establish committees from time to time as provided in the Standard Operating Procedures of this Association. Committees shall be composed of members, or officers or management level employees of any member, as provided in the Standard Operating Procedures of this Association. Each committee shall be under the authority of the governing body which created and established it and subject to the direction of the Executive Committee. Any such committees shall have their powers specified in a charter, prior to becoming active.

Section 4. Committee Nominations and Charter

- (a) Open or vacant seats on each chartered committee and the chair position for each such Committee shall be filled by the Executive Committee in accordance with the Association's Standard Operating Procedures.

- (b) The Executive Committee shall approve a charter for each committee. Each committee charter shall include the following:
- (c) Authority under which the committee has been established,; description of the source of any funding for that Committee,; the purpose of the committee; number of seats on that committee; definition of a quorum; the term of office for each committee member including the Chair position; the specific powers of that committee; whether the committee is authorized to take any particular actions without specific approval from the Executive Committee or the Board of Directors and if so, on what matters; whether the committee is deemed to have been created as an on-going committee or whether it was created for a specific purpose or task and shall exist for a finite period only; and an attestation that the committee will abide by the rules of parliamentary procedure.
- (d) Upon approval, Committee charters shall become part of the Association's Policy and Procedures Manual.
- (e) All committees shall report their activities at the annual meeting of the Board of Directors or at a special meeting called for that purpose.

Section 5. *Committee Vacancies*

- (a) Vacancies on any committee shall be filled by the same authority which made the original appointments.
- (b) In the event a committee seat is vacated between meetings of the Executive Committee, the President may appoint a replacement to serve until the next meeting of the Executive Committee. Such an appointee may be seated immediately. However, at the next meeting of the Executive Committee, the President's appointee must be approved by a majority vote of the Executive Committee and if approved shall serve out the remaining term of that vacant seat.

ARTICLE X—*Amendments*

- (a) These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the general membership at any duly organized meeting of the membership, or by a majority vote of the general membership taken in any such other manner permitted by law as determined by a majority vote of the Board of Directors. Any such proposed change in these Bylaws shall first be approved by a majority vote of the Board of Directors.
- (b) Notice of any such proposed change in these Bylaws shall be provided to each member of this Association by the Corporate Secretary, in any manner authorized by law, at least sixty (60) days before any Meeting of the Board of Directors and Meeting of the Membership at which such change shall be considered and as further provided by the Standard Operating Procedures of this Association.