

# ISFAA PROPOSED BYLAW CHANGES

## March 2024

### **AMENDMENT CATEGORY:** Officers, Executive Committee, and Committees

**Purpose:** The proposed amendments will update officer, representative, and commissioner descriptions to better define terms of services and transitions as well as how the Corporation should handle vacancies and candidates for election. The updates also provide more consistency in the way in which elected and appointed positions are described. The proposed amendments will remove, as much as possible, references to specific committee names or committee functions in order to better allow the Association to be more flexible with organizational structure in order to best meet the needs of our members and students.

### **OVERVIEW OF CHANGES:**

- Strike the current language in Article V and replace with language that will better define officer positions, terms, and transitions as well as provide clarify on approach to vacancies and re-election.
- Update the language in Article VI to better align bylaws with officer responsibilities and to separate responsibilities from specific committees.
- Update the language in Article VII to better align the bylaws with the at-large representative and Commissioner positions and to clarify that officers are not compensated for service.
- Update the language in Article VIII to update Commission names and to allow flexibility in terms of Commissioner responsibilities.
- Update the language in Article IX to better align bylaws with Corporation practices and to allow greater flexibility in the creation of committees to address the needs of the association.

**PROPOSED CHANGES:** Starting on pg. 2

**UPDATED BYLAWS, IF APPROVED:** Starting on pg. 13

# PROPOSED CHANGES:

## ARTICLE V - OFFICERS

The officers of the Corporation shall be the President, President-Elect, Immediate Past President, Secretary, Treasurer, Treasurer-Elect and Immediate Past Treasurer.

All officers of the Corporation shall be elected at large from among the regular members of the Corporation. The President, President-Elect, Immediate Past President, Treasurer, Treasurer-Elect and Immediate Past Treasurer shall serve for one (1) year terms or until a successor is elected. The Secretary, t shall serve for a two (2) year term or until a successor is elected. The term of office for elected officers shall begin following the adjournment of the annual meeting of the Corporation immediately following the election. With the exception of the President-Elect and Treasurer-Elect, an elected officer may be a candidate for re-election.

### SECTION 1. President

- a. The President shall serve for a period of one (1) year.
- b. The term of office shall begin following the adjournment of the annual meeting of the Corporation immediately following the election.
- c. In the event of a vacancy in the office of President, the President-Elect shall assume the duties of the President, without prejudice to the ensuing term of office.

### SECTION 2. President-Elect

- a. The President-Elect shall be elected by a vote of the representatives of regular members.
- b. The term of office shall be for one (1) year, and shall begin following the adjournment of the annual meeting of the Corporation immediately following the election.
- c. Upon completion of the term as President-Elect, the representative will become President of the Corporation.
- d. In the event of a vacancy in the office of President-Elect, it shall be filled through a special election.

### SECTION 3. Immediate Past President

- a. The Immediate Past President shall continue to serve for a period of one (1) year upon completion of the term of office of President.
- b. The term of office shall begin following the adjournment of the annual meeting of the Corporation immediately following the election.
- c. In the event of a vacancy in the office of Immediate Past President, the most recent Past President shall assume the position of Immediate Past President.

### SECTION 4. Secretary

- a. The Secretary shall be elected by a vote of the representatives of regular members.
- b. The term of office shall be for two (2) years, and shall begin following the adjournment of the annual

meeting of the Corporation immediately following the election, with the election being held during the year which ends with an even numbered digit.

- c. ~~In the event of a vacancy in the office of Secretary, the President, with the approval of the Executive Committee shall appoint a replacement who shall complete the term of office.~~

#### SECTION 5. Treasurer

- a. ~~The term of office shall be for one (1) year, and shall begin following the adjournment of the annual meeting of the Corporation immediately following the election.~~
- b. ~~In the event of a vacancy in the office of Treasurer, the Treasurer Elect shall assume the duties of Treasurer, without prejudice to the ensuing term of office~~

#### SECTION 6. Treasurer Elect

- a. ~~The Treasurer Elect shall be elected by a vote of the representatives of regular members.~~
- b. ~~The term of office shall be for one (1) year, and shall begin following the adjournment of the annual meeting of the Corporation immediately following the election. Upon completion of the term as Treasurer Elect, the representative will become Treasurer of the Corporation.~~
- c. ~~In the event of vacancy in the office of Treasurer Elect, it shall be filled through a special election.~~

#### SECTION 7. Immediate Past Treasurer

- a. ~~The Immediate Past Treasurer shall continue to serve for a period of one (1) year upon completion of the term of office of Treasurer.~~
- b. ~~The term of office shall begin following the adjournment of the annual meeting of the Corporation immediately following the election~~
- c. ~~In the event of a vacancy in the office of Immediate Past Treasurer, the most recent Past Treasurer shall assume the position of Immediate Past Treasurer.~~

### **SECTION 1. Names of Officers**

The officers of the Corporation shall be the President, President-Elect, Immediate Past President, Secretary, Treasurer, Treasurer-Elect and Immediate Past Treasurer.

### **SECTION 2. Length of Officer Terms**

All officers of the Corporation shall be elected from among the Regular Members of the Corporation. The President, President-Elect, Immediate Past-President, Treasurer, Treasurer-Elect, and Immediate Past Treasurer shall serve for one (1) year terms or until a successor is elected. The Secretary shall serve for a two (2) year term or until a successor is elected.

### **SECTION 3. Start of Officer Terms**

The term of office for elected officers shall begin at the start of next fiscal year.

### **SECTION 4. Transition of offices.**

Upon completion of their designated terms, the President shall assume the office of Immediate Past President, the President-Elect shall assume the office of President, the Treasurer shall assume the office of Immediate Past Treasurer, and the Treasurer-Elect shall assume the office of Treasurer.

## SECTION 5. Vacancies

- a. In the event of the death, resignation, or removal of the President, the President-Elect shall assume the duties of the President, without prejudice to the ensuing term of office.
- b. In the event of the death, resignation, or removal of the President-Elect, the President, with the approval of the Executive Committee, shall either:
  - i. Appoint the incoming President-Elect if an election has already been completed in accordance with Article XII, Section 1; or
  - ii. Schedule a special election in accordance with Article XII, Section 2.
- c. In the event of the death, resignation, or removal of the Immediate Past President, Immediate Past Treasurer, or Secretary, the President, with the approval of the Executive Committee, shall appoint a replacement who shall complete the term of office.
- d. In the event of the death, resignation, or removal of the Treasurer or Treasurer-Elect, the President, with the approval of the Executive Committee, shall appoint a replacement who shall complete the term of office or schedule a special election in accordance with Article XII, Section 2.

## SECTION 6. Re-election

With the exception of Immediate Past President and Immediate Past Treasurer, an elected officer may be a candidate for immediate re-election to the same office. Members that have completed a term as Immediate Past President must wait a minimum of three years before being a candidate for election for the office of President-Elect, and members that have completed a term as Immediate Past Treasurer must wait a minimum of three years before being a candidate for election for the office of Treasurer-Elect.

# ARTICLE VI - DUTIES OF OFFICERS

## SECTION 1. President

- ~~a.~~ The President shall be the principal executive officer of the corporation and shall establish the direction of the corporation for one (1) year.
- ~~b.~~ The President shall supervise the business of the Corporation and preside at all meetings of the Corporation and its Executive Committee.
- a. The President shall be the principal executive officer of the Corporation, shall supervise the business of the Corporation and shall preside at all meetings of the Corporation, and shall be Chairperson of and preside at all meetings of the Executive Committee.
- ~~c.~~ The President shall establish any and all committees within the commission structure and shall serve as an ex-officio member of all commissions and committees.
- b. The President shall establish all committees and shall serve as an ex-officio member of all commissions and committees, except as otherwise specified in the Articles of Incorporation or Bylaws.
- ~~d.~~~~c.~~ The President shall act as official spokesperson for the corporation or appoint, with prior approval of the Executive Committee, another individual to act as the designated spokesperson.
- ~~e.~~~~d.~~ Contracts and agreements on behalf of the corporation and approved by the Executive Committee must be signed by the President.
- ~~f.~~~~e.~~ The President shall perform all duties incidental to the office of the President and other duties as may be prescribed by the Executive Committee.

~~g.f.~~ Upon completion of the term of office, the President shall submit an annual report to the member representatives to the Corporation on all matters which may be of interest or concern to the members of the Corporation which have taken place during that term of office. -

## SECTION 2. President-Elect

- a. In the absence or temporary inability of the President to perform the duties of the President, the President-Elect shall assume said duties and while so acting shall have all of the powers of the President and be subject to all the restrictions placed upon the President.
- b. The President-Elect shall ~~serve as Chair of the By Laws Committee. The President-Elect shall be~~ responsible for an annual review of the Corporation's bylaws and shall be responsible for the fiscal credibility for the organization through an annual review of the accounting procedures and pertinent records.
- c. The President-Elect shall perform other duties as may be assigned by the President and/or the Executive Committee.
- d. The President-Elect shall be the official ISFAA representative to the MASFAA Executive Council and the official ISFAA liaison to NASFAA.

## SECTION 3. Immediate Past President

- a. The Immediate Past President shall assist the President as requested by the President and/or the Executive Committee.
- b. The Immediate Past President shall ~~serve as Chair of the Nominations/Election and Awards Committee.~~ oversee nominations, elections, and awards for the Corporation.

- c. In the absence or inability of both the President and the President-Elect to perform the duties of the President, the Immediate Past President shall assume said duties and while so acting shall have all the powers of the President and be subject to all of the restrictions placed upon the President.

#### SECTION 4. Secretary

- a. The Secretary shall record, distribute to the representatives, and maintain a file of the minutes of the meetings of the Corporation and its Executive Committee.
- ~~a.b.~~ The Secretary shall make the official meeting minutes available to the membership and submit copies to the archives.

#### SECTION 5. Treasurer

- a. The Treasurer shall represent the Corporation in, and be responsible for, the receipt and expenditure of funds in accordance with the directives established by the Executive Committee.
- ~~b.~~ The Treasurer will serve as a member of the Budget and Finance Committee
- ~~e.b.~~ The Treasurer shall maintain records of the fiscal activities of the Corporation and submit a report of the activities at each business meeting and as requested by the President and/or the Executive Committee.

#### SECTION 6. Treasurer-Elect

- a. The Treasurer-Elect shall represent the Corporation in, and be responsible for, the receipt of funds in accordance with the directives established by the Executive Committee.
- ~~a.b.~~ In the absence or temporary inability of the Treasurer to perform the duties of Treasurer, the Treasurer-Elect shall assume said duties and while so acting shall have all of the powers of the Treasurer and be subject to all the restrictions placed upon the Treasurer.
- ~~b.~~ The Treasurer Elect will serve as a member of the Budget and Finance Committee
- c. The Treasurer-Elect shall perform other duties as may be assigned by the Treasurer and/or the Executive Committee.

#### SECTION 7. Immediate Past Treasurer

- a. The Immediate Past Treasurer shall assist the Treasurer as requested by the President and/or the Executive Committee.
- b. The Immediate Past Treasurer shall serve as Chair of the Budget and Finance Committee, coordinate with the Treasurer, Treasurer-Elect, and other appropriate members on matters relating to the budget and finances of the Corporation.
- c. In the absence or inability of both the Treasurer and the Treasurer-Elect to perform the duties of the Treasurer, the Immediate Past Treasurer shall assume said duties and while so acting shall have all the powers of the Treasurer and be subject to all of the restrictions placed upon the Treasurer.

## ARTICLE VII - EXECUTIVE COMMITTEE

#### SECTION 1. Membership

- a. The President, President-Elect, Immediate Past President, Secretary, Treasurer, Treasurer-Elect and Immediate Past Treasurer shall be members of the Executive Committee at all times.
- b. Four (4) at-large representatives will at all times be members of the Executive Committee.
  - i. Two (2) representatives shall be elected each year to serve a two (2) year term.
  - ii. An at-large representative may be a candidate ~~to succeed self as an elected member of~~ for re-election to the same position on the Executive Committee.

- iii. ~~At-large representatives shall be nominated and elected by the representatives from regular and associate membership and shall take prior to the beginning of the new fiscal year upon the adjournment of the last annual meeting of the Corporation.~~ elected by the membership in accordance with Article XII, Section 1, and shall take office at the start of the next fiscal year.
- c. Five (5) Commissioners will at all times be members of the Executive Committee.
  - i. ~~The Commissioner will be appointed by the President-Elect subject to ratification by ballot of the representatives of regular and associate members.~~ in accordance with Article XII, Section 3.
  - ii. ~~The term of office for the Commissioner shall be for two (2) years, and shall begin prior to the beginning of the new fiscal year upon the adjournment of the last annual meeting of the Corporation.~~ at the start of the next fiscal year.
  - iii. ~~The Commissioner of the Associate Members Commission, Internal Operations and Management Commission and the Professional Training and Development Commission will be appointed in the year ending with an odd-numbered digit.~~ The terms of the Associate Member Commissioner, the Internal Operations Commissioner, and the Training and Development Commissioner shall begin at the start of the fiscal year in even-numbered years.
  - iv. ~~The Commissioner of the Public Relations and Communications Commission and the Governmental Relations Commission will be appointed in the year ending with an even-numbered digit.~~ The terms of the Public Relations Commissioner and the Governmental Relations Commissioner shall begin at the start of the fiscal year in odd-numbered years.
- d. All members of the Executive Committee must be Regular Members, except for the five appointed Commissioners or four elected at-large representatives, which may be held by Regular Members or Associate Members.
- e. ~~Vacancies on the Executive Committee, other than officers, shall be filled by presidential appointment with the prior approval of the Executive Committee.~~ In the event of the death, resignation, or removal of an at-large representative or Commissioner, the President, with the approval of the Executive Committee, shall appoint a replacement who shall complete the term of office.

## SECTION 2. ~~Duties and Responsibilities~~ Executive Committee Authority

- ~~a. As members of a not for profit organization in the State of Indiana, Executive Committee members have certain legal duties~~
- ~~b. The Duty of Care requires Executive Committee members to remain fully informed about ISFAA's activities, participate in decisions, and do so in good faith. Executive Committee members must use the care and judgment of an ordinary prudent person in similar circumstances.~~
- ~~c. The Duty of Loyalty requires Executive Committee members to exercise their power in the interest of ISFAA and not their own interest or the interest of another entity, particularly in which they have a formal relationship. When acting on behalf of ISFAA, Executive Committee members must put the interest of ISFAA before their personal and professional interests. The Duty of Loyalty requires Executive Committee members to give undivided allegiance to ISFAA when making decisions affecting ISFAA.~~
- ~~d. The Duty of Obedience requires Executive Committee members to comply with all applicable federal, state, and local laws, adhere to ISFAA's by laws, and remain guardians of ISFAA's purpose and mission. Although Executive Committee members may exercise their own reasonable judgment concerning how ISFAA should best meet its purpose and mission, they are not permitted to act or speak publicly in a way that is inconsistent with the central goals of ISFAA.~~
- a. Except as otherwise provided by law, the Articles of Incorporation, or the Bylaws, the Executive Council shall exercise all of the authority of the Corporation and shall perform the functions of the Corporation during the interim between meetings of the Corporation. Such authority shall not include that of rescinding or modifying any official action taken by the Corporation membership.
- e.b. The Executive Committee shall make decisions and/or take action on urgent matters when immediate submission of such matters to the entire membership is impractical. The Secretary will then notify the



- representatives of its decision/action membership of such decisions or actions.
- d. ~~The Executive Committee shall make recommendations regarding policies and procedural matters to the representative.~~
  - e. ~~The Executive Committee shall be responsible for setting the annual dues structure for the corporation.~~
  - f. ~~The Executive Committee must approve any contracts in excess of \$1,000 or agreements lasting one (1) or more years on behalf of the corporation and shall be responsible for the execution of the related activities of the corporation.~~

### **Section 3. Compensation of Executive Committee Members**

The elected or appointed members of the Executive Committee shall not receive any compensation for their services as such to the Corporation. Any necessary expenses of an elected or appointed official to represent the Corporation may be paid from Corporation funds subject to the approved policies of the Corporation.

## **ARTICLE VIII - COMMISSIONS**

### **SECTION 1.**

There shall be five (5) Commissions to carry out the purposes of the Corporation: Associate Members, Internal Operations and Management, Professional Training and Development, Public Relations and Communications, and Governmental Relations.

- a. ~~Internal Operations and Management Commission has the responsibility for managing the general activities of the corporation as related to finance, membership, voting, by laws and other areas as deemed necessary for the stability and growth of the corporation.~~
- b. ~~Professional Training and Development Commission shall plan, conduct and supervise the professional training and development activities, i.e., programs, workshops, seminars, etc., that contribute to the competency, development and status of the membership.~~
- c. ~~Public Relations and Communications Commission shall coordinate the activities that communicate issues, ideas, and information to the representatives; it will also foster and promote financial aid awareness activities that assist in the dissemination of financial aid information to students, parents, high school counselors/personnel, admissions personnel, and the general public.~~
- d. ~~Governmental Relations Commission shall serve as the liaison for the Corporation with local, state, and/or federal agencies/organizations that directly affect financial aid, institutions and students.~~
- e. ~~Associate Members Commission shall serve as the liaison for the Corporation with issues that pertain to and affect the Associate membership, i.e., sponsorship, associate concerns, charitable functions.~~

### **SECTION 2. Commissioner DirectorsDuties**

- a. The Commissioners will be responsible for coordinating the efforts of all committees under their jurisdiction and shall work with the President to establish committee goals and objectives for the year.
- b. The Commissioners shall assist the President in the appointments of the committee chairs.

## ARTICLE IX - COMMITTEES

### SECTION 1.

The Corporation shall have three (3) standing committees, each of which shall perform such functions as prescribed below. Unless otherwise specified, members of standing committees and the chairpersons thereof shall be appointed by the President, subject to the approval of the executive committee.

f. ~~Budget and Finance Committee~~

- i. ~~Budget and Finance Committee shall consist of at least four (4) members including the Immediate Past Treasurer, who shall serve as Chair, the Treasurer, and the Treasurer-Elect.~~
- ii. ~~The Budget and Finance Committee shall be responsible for construction of an annual operating budget and other activities that ensure the financial stability of the Corporation.~~
- iii. ~~The Budget and Finance Committee will be a part of the Internal Operations and Management Commission.~~

g. ~~Membership and Ethics Committee~~

- i. ~~Membership and Ethics Committee shall consist of five (5) members.~~

- ii. — Membership and Ethics Committee shall be responsible for all matters concerning recruitment, approval and retention of members.
- iii. — Membership and Ethics Committee shall be responsible for sending annual membership applications by 45 days prior to the end of the fiscal year.
- iv. — Membership and Ethics Committee shall maintain membership records, publish and distribute membership directories and cards.
- v. — Membership and Ethics Committee shall be responsible for the promotion and evaluation of ethical financial aid practices and the maintenance of professionalism among members.
- vi. — Membership and Ethics Committee shall be a part of the Internal Operations and Management Commission.
- h. — Nominations/Elections and Awards Committee
  - i. — This committee shall consist of the Immediate Past President who shall serve as Chair.
  - ii. — Nominations/Elections and Awards Committee shall be responsible for conducting a fair and equitable nominations and election process, including the presentation of a slate of candidates for the elected offices and the supervision of the election.
  - iii. — Nominations/Elections and Awards Committee shall select individuals that have been or are currently members of ISFAA for recognition of outstanding service to the Corporation and to the financial aid profession.
  - iv. — This committee shall be a part of the Internal Operations and Management Commission.

Committees of the Corporation shall be created to promote the purposes of the Corporation.

## SECTION 2. Ad Hoc Committees

- h. — Ad hoc committees may be created to promote the purposes(s) of the Corporation or to carry out necessary functions of the Corporation on state, regional, or national levels.
- i. — Creation of ad hoc committees, their jurisdiction, and the number, selection and tenure of members shall be the responsibility of the President and subject to the approval of the Executive Committee.
- j. — The existence of ad hoc committees will terminate upon the expiration of the term of office of the President who created said committees or upon completion of its purpose(s).
- k. — All ad hoc committees shall be assigned to one (1) of the five (5) commissions. Examples of the committee assignments, while not limited to the following, are:
  - — Internal Operations Commission
    - — Budget and Finance Committee
    - — Membership and Ethics Committee
    - — Nominations/Elections and Awards Committee
    - — By-Laws Committee
    - — Archives Committee
  - — Training and Development Commission
    - — Program Committee(s) for meetings
    - — Site Committee(s)
    - — Training (CSS, SAR, FISAP Workshops, etc.) Committee
  - — Public Relations Commission
    - — Newsletter & Media Committee
    - — High School Relations (IACAC, Financial Aid Outreach Workshop, High School Counselor Workshop) Committee
    - — College Goal Sunday
  - — Governmental Relations Commission
    - — Governmental Relations
    - — VA Advisory
  - — Associate Members Commission

- Sponsorship Activities Committee
- Scholarship Committee

# BYLAW SECTIONS IF APPROVED:

## ARTICLE V - OFFICERS

### SECTION 1. Names of Officers

The officers of the Corporation shall be the President, President-Elect, Immediate Past President, Secretary, Treasurer, Treasurer-Elect and Immediate Past Treasurer.

### SECTION 2. Length of Officer Terms

All officers of the Corporation shall be elected from among the Regular Members of the Corporation. The President, President-Elect, Immediate Past-President, Treasurer, Treasurer-Elect, and Immediate Past Treasurer shall serve for one (1) year terms or until a successor is elected. The Secretary shall serve for a two (2) year term or until a successor is elected.

### SECTION 3. Start of Officer Terms

The term of office for elected officers shall begin at the start of next fiscal year.

### SECTION 4. Transition of offices.

Upon completion of their designated terms, the President shall assume the office of Immediate Past President, the President-Elect shall assume the office of President, the Treasurer shall assume the office of Immediate Past Treasurer, and the Treasurer-Elect shall assume the office of Treasurer.

### SECTION 5. Vacancies

- a. In the event of the death, resignation, or removal of the President, the President-Elect shall assume the duties of the President, without prejudice to the ensuing term of office.
- b. In the event of the death, resignation, or removal of the President-Elect, the President, with the approval of the Executive Committee, shall either:
  - ii. Appoint the incoming President-Elect if an election has already been completed in accordance with Article XII, Section 1; or
  - iii. Schedule a special election in accordance with Article XII, Section 2.
- c. In the event of the death, resignation, or removal of the Immediate Past President, Immediate Past Treasurer, or Secretary, the President, with the approval of the Executive Committee, shall appoint a replacement who shall complete the term of office.
- d. In the event of the death, resignation, or removal of the Treasurer or Treasurer-Elect, the President, with the approval of the Executive Committee, shall appoint a replacement who shall complete the term of office or schedule a special election in accordance with Article XII, Section 2.

### SECTION 6. Re-election

With the exception of Immediate Past President and Immediate Past Treasurer, an elected officer may be a candidate for immediate re-election to the same office. Members that have completed a term as Immediate Past President must wait a minimum of three years before being a candidate for election for the office of President-Elect, and members that have completed a term as Immediate Past Treasurer must wait a minimum of three years before being a candidate for election for the office of Treasurer-Elect.

## **ARTICLE VI - DUTIES OF OFFICERS**

### **SECTION 1. President**

- a. The President shall be the principal executive officer of the Corporation, shall supervise the business of the Corporation and shall preside at all meetings of the Corporation, and shall be Chairperson of and preside at all meetings of the Executive Committee.
- b. The President shall establish all committees and shall serve as an ex-officio member of all commissions and committees, except as otherwise specified in the Articles of Incorporation or Bylaws.
- c. The President shall act as official spokesperson for the corporation or appoint, with prior approval of the Executive Committee, another individual to act as the designated spokesperson.
- d. Contracts and agreements on behalf of the corporation and approved by the Executive Committee must be signed by the President.
- e. The President shall perform all duties incidental to the office of the President and other duties as may be prescribed by the Executive Committee.
- f. Upon completion of the term of office, the President shall submit an annual report to the Corporation on all matters which may be of interest or concern to the members of the Corporation which have taken place during that term of office.

### **SECTION 2. President-Elect**

- a. In the absence or temporary inability of the President to perform the duties of the President, the President-Elect shall assume said duties and while so acting shall have all of the powers of the President and be subject to all the restrictions placed upon the President.
- b. The President-Elect shall be responsible for an annual review of the Corporation's bylaws and shall be responsible for the fiscal credibility for the organization through an annual review of the accounting procedures and pertinent records.
- c. The President-Elect shall perform other duties as may be assigned by the President and/or the Executive Committee.
- d. The President-Elect shall be the official ISFAA representative to the MASFAA Executive Council and the official ISFAA liaison to NASFAA.

### **SECTION 3. Immediate Past President**

- a. The Immediate Past President shall assist the President as requested by the President and/or the Executive Committee.
- b. The Immediate Past President shall oversee nominations, elections, and awards for the Corporation.
- c. In the absence or inability of both the President and the President-Elect to perform the duties of the President, the Immediate Past President shall assume said duties and while so acting shall have all the powers of the President and be subject to all of the restrictions placed upon the President.

### **SECTION 4. Secretary**

- a. The Secretary shall record and maintain a file of the minutes of the meetings of the Corporation and its Executive Committee.

- b. The Secretary shall make the official meeting minutes available to the membership and submit copies to the archives.

### **SECTION 5. Treasurer**

- a. The Treasurer shall represent the Corporation in, and be responsible for, the receipt and expenditure of funds in accordance with the directives established by the Executive Committee.
- b. The Treasurer shall maintain records of the fiscal activities of the Corporation and submit a report of the activities at each business meeting and as requested by the President and/or the Executive Committee.

### **SECTION 6. Treasurer-Elect**

- a. The Treasurer-Elect shall represent the Corporation in, and be responsible for, the receipt of funds in accordance with the directives established by the Executive Committee.
- b. In the absence or temporary inability of the Treasurer to perform the duties of Treasurer, the Treasurer-Elect shall assume said duties and while so acting shall have all of the powers of the Treasurer and be subject to all the restrictions placed upon the Treasurer.
- c. The Treasurer-Elect shall perform other duties as may be assigned by the Treasurer and/or the Executive Committee.

### **SECTION 7. Immediate Past Treasurer**

- a. The Immediate Past Treasurer shall assist the Treasurer as requested by the President and/or the Executive Committee.
- b. The Immediate Past Treasurer shall coordinate with the Treasurer, Treasurer-Elect, and other appropriate members on matters relating to the budget and finances of the Corporation.
- c. In the absence or inability of both the Treasurer and the Treasurer-Elect to perform the duties of the Treasurer, the Immediate Past Treasurer shall assume said duties and while so acting shall have all the powers of the Treasurer and be subject to all of the restrictions placed upon the Treasurer.

## **ARTICLE VII – EXECUTIVE COMMITTEE**

### **SECTION 1. Membership**

- a. The President, President-Elect, Immediate Past President, Secretary, Treasurer, Treasurer-Elect and Immediate Past Treasurer shall be members of the Executive Committee at all times.
- b. Four (4) at-large representatives will at all times be members of the Executive Committee.
  - i. Two (2) representatives shall be elected each year to serve a two (2) year term.
  - ii. An at-large representative may be a candidate for re-election to the same position on the Executive Committee.

- iii. At-large representatives shall be nominated and elected by the membership in accordance with Article XII, Section 1, and shall take office at the start of the next fiscal year.
- c. Five (5) Commissioners will at all times be members of the Executive Committee.
  - i. The Commissioner will be appointed by the President-Elect subject to ratification in accordance with Article XII, Section 3.
  - ii. The term of office for the Commissioner shall be for two (2) years, and shall begin at the start of the next fiscal year.
  - iii. The terms of the Associate Member Commissioner, the Internal Operations Commissioner, and the Training and Development Commissioner shall begin at the start of the fiscal year in even-numbered years.
  - iv. The terms of the Public Relations Commissioner and the Governmental Relations Commissioner shall begin at the start of the fiscal year in odd-numbered years.
- d. All members of the Executive Committee must be Regular Members, except for the five appointed Commissioners or four elected at-large representatives, which may be held by Regular Members or Associate Members.
- e. In the event of the death, resignation, or removal of an at-large representative or Commissioner, the President, with the approval of the Executive Committee, shall appoint a replacement who shall complete the term of office.

## **SECTION 2. Executive Committee Authority**

- a. Except as otherwise provided by law, the Articles of Incorporation, or the Bylaws, the Executive Council shall exercise all of the authority of the Corporation and shall perform the functions of the Corporation during the interim between meetings of the Corporation. Such authority shall not include that of rescinding or modifying any official action taken by the Corporation membership.
- b. The Executive Committee shall make decisions and/or take action on urgent matters when immediate submission of such matters to the entire membership is impractical. The Secretary will then notify the membership of such decisions or actions.

## **SECTION 3. Compensation of Executive Committee Members**

The elected or appointed members of the Executive Committee shall not receive any compensation for their services as such to the Corporation. Any necessary expenses of an elected or appointed official to represent the Corporation may be paid from Corporation funds subject to the approved policies of the Corporation.

## **ARTICLE VIII - COMMISSIONS**

### **SECTION 1.**

There shall be five (5) Commissions to carry out the purposes of the Corporation: Associate Member, Internal Operations, Training and Development, Public Relations, and Governmental Relations.



## SECTION 2. Commissioner Duties

- a. The Commissioners will be responsible for coordinating the efforts of all committees under their jurisdiction and shall work with the President to establish committee goals and objectives for the year.
- b. The Commissioners shall assist the President in the appointments of the committee chairs.

## **ARTICLE IX - COMMITTEES**

### SECTION 1.

Committees of the Corporation shall be created to promote the purposes of the Corporation.

### SECTION 2.

Creation and number of committees, and determination of their function, criteria for membership, and jurisdiction shall be the responsibility of the President subject to approval of the Executive Committee.