

# NATIONAL ART MATERIALS TRADE ASSOCIATION BY LAWS

---

## ARTICLE I.

### Name

The name of the Association shall be National Art Materials Trade Association (the "Association"). The Association may use or operate under any trade name as the Board of Directors of the Association ("Board") may determine and register in accordance with law from time to time.

## ARTICLE II.

### Incorporation, Seal and Location

**Section 1. Incorporation.** The Association is incorporated as a not-for-profit corporation under the Illinois General Not-for-Profit Corporation Act.

**Section 2. Corporate Seal.** The corporate seal of the Association, if any, shall be circular in form and shall be inscribed within said circle "Corporate Seal Illinois."

**Section 3. Location.** Offices of the Association shall be located as may be determined by the Board of Directors without regional, national or geographic restriction.

## ARTICLE III.

### Purpose

**Section 1. Purpose.** The Association is organized and operated to be exempt from federal income tax pursuant to Section 501(c)(6) of the Internal Revenue Code. To that end, the Association exists to support and advance the common business interests and purposes of its members, and to represent the wider interests of the art and creative materials industry to a range of external bodies. Furthermore, the Association exists to improve business conditions by providing forums and educational opportunities for businesses and professionals in the art and creative materials industry, and their customers and consumers, in furthering their professional development and business success. Additionally, the purpose of the organization is to fulfill any Vision and/or Mission Statements, which may be adopted from time to time by the Board of Directors, except that the Association shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code.

## ARTICLE IV.

### Membership

**Section 1. Eligibility.** Any person, partnership, firm or corporation engaged in the art and creative materials business covering the fine art, creative, craft and/or the commercial art field or in any line of business directly related thereto, and who meets the qualifications for admission to one of the categories of membership is eligible for membership in the Association.

**Section 2. Categories of Membership.** Membership shall be divided into the following categories and each applicant, in making application for membership, must specify which category of membership they are making application for. All categories of membership except Honorary and Reciprocal shall have voting rights. The

category of membership shall be determined by the applicant's principal interest in the art and creative materials field. By principal interest, it is meant that a major portion of the applicant's gross dollar volume in the art and creative materials industry is derived from one particular source; *i.e.*, manufacturing, distributing, retailing, etc. As used in this section and elsewhere herein, the following definitions shall apply:

A. *Retailer.* An individual, partnership, firm or corporation dealing in the retail sale of art or creative materials and products directly to consumers operating under a specific brand name identification that is promoted and known to the public, regardless of its corporate structure. Said retailers may also conduct catalog and/or Internet sales in the normal course of conducting business. They shall receive publications and services as determined by the Board. They shall be eligible to attend all official meetings of the full membership. No one shall be considered a retailer who purchases art or creative materials and products solely for his, or her, or its, own use.

B. *Supplier.* An individual, partnership, firm or corporation that falls into the categories listed below.

*Manufacturer.* An individual, partnership, firm or corporation that manufactures or creates the art and creative materials and/or products that it sells or distributes through established channels. They shall receive publications and services as determined by the Board. They shall be eligible to attend all official meetings of the full membership.

*Distributor.* An individual, partnership, firm or corporation that purchases art or creative materials and products from multiple suppliers and product categories and warehouses, promotes and ships product to retailers for resale and does not sell to the general public may be a Distributor member. They shall receive publications and services as determined by the Board. They shall be eligible to attend all official meetings of the full membership.

*Importer.* An individual, partnership, firm or corporation that imports art or creative materials and products from foreign countries and maintains an inventory for the purpose of resale to distributors, jobbers and/or retailers may be an Importer member. They shall receive publications and services as determined by the Board. They shall be eligible to attend all official meetings of the full membership.

*Publisher.* An individual, partnership, firm or corporation that prints or publishes magazines, books or trade papers whose subject matter deals with art and/or creative materials and products may be a Publisher member. They shall receive publications and services as determined by the Board. They shall be eligible to attend all official meetings of the full membership.

C. *Independent Representative.* An individual or firm that sells art or creative materials and products for one or more manufacturers or distributors may be an Independent Representative member. They shall receive publications and services as determined by the Board. They shall be eligible to attend all official meetings of the full membership.

D. *Creative Professionals.* An individual person, partnership, firm, corporation, company, or other entity that designates itself as one or more of the following:

*Designer:* An individual or firm that conceives, invents, creates or executes decorative crafts or artistic work for licensing or for sale to members of the creative arts industry.

*Digital Content Creator:* A Digital Content Creator posts original, creative arts products industry

related content to their social media platform; or are paid to post content on behalf of a creative arts products industry company. Their content extends beyond newsletters, forums and/or personal diaries. The Board and/or Staff will set standards for acceptance as a member, that may be updated as appropriate. Creative Professional members shall receive publications and services as determined by the Board. Creative Professional members shall be eligible to attend all official meetings of the full membership.

- I. *Honorary.* Honorary membership may be conferred by the Staff, at no charge, on any person who has rendered honorable service to the Association, to the art and creative materials industry, or in civic or governmental matters. An Honorary Member shall receive publications and services as determined by the Board, but has no voting rights in the Association. They shall be entitled to attend such functions of the Association as the Board of Directors may designate.
- J. *Associate.* Individuals, partnerships, firms or corporations that provide products and services of a nature other than art or craft materials that are necessary and important to the business operations of the industry may be Associate members. They shall receive publications and services as determined by the Board. They shall be entitled to attend such functions of the Association as the Board of Directors may designate.
- K. *Reciprocal.* Reciprocal membership may be conferred by the Staff upon any association that enters into collaboration with the Association and extends membership to the Association staff Membership is limited to the staff of the reciprocal association and does not include the members. They shall receive publications and services as determined by the Board; however, they shall have no voting rights in the Association. They shall be entitled to attend such functions of the Association as the Board of Directors may designate.

**Section 3. Application and Acceptance.** All applications shall be received and reviewed by Association Staff to ascertain the eligibility of each applicant, the proper category for membership and to report to the Board of Directors when requested. Any question or dispute as to eligibility or the proper membership category shall be referred to the Board of Directors whose decision shall be final.

**Section 4. Voting Rights.** Each voting member shall have one vote on each matter submitted to a vote of the membership. If the member is not an individual, the member must designate one individual responsible for acting on behalf of the member, including with respect to voting.

**Section 5. Reinstatement or Reconsideration of Membership.**

- A. Any former member, suspended or expelled for cause, may apply in writing to the Board of Directors for reinstatement. Reinstatement of such applicant shall require an affirmative vote of two-thirds of the Board of Directors.
- B. Any applicant denied membership, may apply in writing to the Board of Directors for reconsideration of the application. Approval of the application shall require an affirmative vote of two-thirds of the Board of Directors.

**Section 6. Term of Membership and the Membership Year.** The term of membership shall be for the twelve consecutive months of the membership year, with the exception of Honorary Members, which shall be perpetual, until the time of their resignation, withdrawal, suspension or termination. The membership year shall be the same for all members and shall be the same as the fiscal year of the Association. Termination of membership shall occur as a result of death of an individual member, liquidation or dissolution of a firm member, removal, or voluntary withdrawal. Membership may be voluntarily withdrawn by filing a written resignation with the

Executive Director. Membership may also be terminated by the Association for non-payment of dues or other amounts due the Association. The right of a member to vote, and all other privileges and interest of a member in shall cease upon the termination of membership. Any member may be suspended or removed from membership for cause by the Board of Directors. Sufficient cause shall be the violation of the provisions of these Bylaws or any agreement, rule or policy adopted by the Board of Directors, or any other conduct prejudicial to the interest of the Association. Such suspension or removal shall be by a two-thirds vote of the Board of Directors, provided that a statement of charges is sent to the member by email. The Board will not take action until fifteen days after delivery of the statement. Such statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges are to be considered and notice of the member's right to appear, in person, by a representative, or virtual, to present any defense to such actions.

**Section 7. Transfer of Membership.** Membership in this Association is not transferable or assignable.

**Section 8. Equity Interest.** Membership does not confer any ownership or equity interest in the resources or assets of the Association.

## **ARTICLE V.**

### **Dues and Other Fees**

**Section 1. Dues.** Dues shall be set by the Board of Directors and reviewed annually during the budget process. Dues shall be invoiced at least one month prior to the beginning of the membership year and are due and payable not later than the last day of the preceding membership year. If membership is denied, terminated or suspended by the Board of Directors, the portion of dues paid for the remainder of the membership year is not refundable,

**Section 2. Other Fees.** Fees for meetings, events, booth rental, advertisements, sponsorships or other programs or activities, with the exception of member assessments, may be established by the Board of Directors or delegated to the Executive Director. The creation of other annual fees relating to membership or assessments may be established from time to time with the approval of at least two-thirds of the directors then in office.

**Section 3. Default of Membership Due to Non-Payment.** A member shall be considered in default of its membership on the thirty-first (31<sup>st</sup>) day after the beginning of the new membership year if dues are not paid by then, resulting in automatic suspension or termination of membership, as determined by the Association. Similarly, membership shall be considered in default if payments of other fees or charges are not paid within the terms of the invoice for such charge.

## **ARTICLE VI.**

### **Meetings of the Members**

**Section 1. Annual Convention.** An annual convention of all the members shall be held each year at a time and place to be determined by the Board of Directors for the purpose of providing forums and educational opportunities for the members. The Annual Convention may include a trade show or exhibition for the selling or promotion of products and services of value and use to the industry. Eligibility of exhibitors shall be set by the Board of Directors and decided by staff. If a trade show or exhibition is held in conjunction with the Annual Convention, all selling and promotion must be conducted within the confines of assigned booth space. Any offsite selling and/or product display, or selling or promoting from the aisles of the convention or trade show by a non-exhibiting member shall be considered a breach of the Association Code of Ethics and may result in the loss of membership and/or expulsion from the convention, meeting or trade show.

**Section 2. Annual Meeting.** An annual meeting of the full membership shall be held each year at the time and place determined by the Board of Directors, which may be in conjunction with the annual convention, for the presentation of reports and transaction of other business as properly required by the Corporation. The exact time, date and place of the annual meeting must be conveyed to the full membership in writing by mail, electronic means or posting on the official Association web site or in Association publications at least thirty (30) days and no more than sixty (60) days in advance of the meeting. The Association may conduct any annual, special or other meeting virtually as allowed by law.

**Section 3. Special Meetings.** Special meetings of the membership may be called by the Board of Directors, or upon request in writing signed by at least ten (10) percent of the total number of members eligible to vote. The Board of Directors shall set the time, date and place of other meetings or special meetings of the membership. Public notice of the place, day, and hour, and purpose of such meetings shall be published and disseminated by mail, electronic means sent to each member at least seven (7) days and no more than sixty (60) prior to the date of such meeting, provided that at least twenty (20) days and no more than sixty (60) days shall be required in the case one of the purposes of the meeting is to consider the removal of one or more directors, a merger, consolidation, dissolution, or sale, lease or exchange of assets of the Association .

**Section 4. Procedure of Meetings.** When appropriate meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order whenever Robert's Rules of Order are not in conflict with law or the Association's Articles of Incorporation or these Bylaws.

**Section 5. Quorum.** The presence in person or by proxy of five percent of the members eligible to vote at any official meeting of the membership shall constitute a quorum. If a quorum is not present at any meeting of the membership, a majority of the members present may adjourn the meeting without further notice.

**Section 6. Voting and Proxy Voting.** The act of a majority of the members entitled to vote and present at a meeting at which a quorum is present shall be the act of the membership, except where a greater number is otherwise provided by law or these Bylaws. At any meeting of the membership, a member entitled to vote may vote either in person, by proxy executed in writing by the member or his or her duly authorized attorney-in- fact or by electronic means. Proxies must be delivered in writing by mail, or by electronic means to any member of the Board of Directors or the Executive Director at least forty-eight (48) hours prior to the scheduled vote. No proxy shall be valid after eleven (11) months from the date of its execution.

**Section 7. Voting Without Holding a Meeting.** The President, with the approval of the Board of Directors, or two-thirds of the Board of Directors, may submit any matter or question which may be taken at a meeting of the voting members to the members for vote without the calling of a formal meeting of the members. When such method of voting is used, the matter or question to be voted upon shall be submitted in writing to the members by mail, or electronic means, and members shall be given not less than ten (10) days to vote on the matter, except in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease, or exchange of assets, in which case the voting must remain open for not less than twenty (20) days from the date the ballot is delivered. The submission of votes, whether by mail or email, shall be preserved for such time as the Board of Directors may designate, and the result of the vote announced to the members. No vote under this section shall be valid unless the number of members casting votes would constitute a quorum if such action had been taken at a meeting. A majority of the votes cast shall govern, unless a larger number is required by law or these Bylaws.

**Section 8. Location of Meetings.** Meetings of the Association may be held at any location as determined by the Board of Directors without regional, national or geographic restriction. The Board of Directors may, in its sole

discretion, determine that the annual convention of the members or any meeting of the members shall not be held at any place, but may instead be held solely by means of remote communication or virtually.

## **ARTICLE VII.**

### **Board of Directors**

**Section 1. General Powers and Responsibilities.** The affairs of the Association shall be managed by or under the direction of the Board. The Board is charged with oversight responsibilities for the proper management of the organization from a corporate board perspective and is expected to provide leadership and guidance to the whole organization and its professional administrative staff. This would include strategic planning, fiduciary oversight, budgeting, and compliance with all laws and regulations.

**Section 2. Number, Term and Qualifications.** Directors shall be elected annually by and from the membership, so long as they are employed by a member firm that is eligible to have an individual serve on the Board and the firm's membership is in good standing. The number of Directors shall be nine (9) consisting of at least two retailers, two suppliers, one independent sales representative, and four at large seats members, including the President, Vice President/Secretary and the Treasurer. The supplier category includes Manufacturer members, Distributor members, Publisher members and Importer members. The position of Director at-large may be held by any member belonging to any voting membership category. Reciprocal and Honorary members are not eligible for a seat on the Board. Each Director serves a three-year term. Terms of Directors shall be staggered so that approximately one-third of the number of Directors will end their terms in any given year. The term of a member of the Board of Directors will start upon election at the annual meeting and end at the annual election three years later when successor is elected, or until their successors are duly elected and qualified, subject to their earlier resignation, death, or removal from office. Directors are eligible to serve for one additional consecutive three-year term. No Director may serve more than two consecutive terms, unless one of these was one year or less, in which event said Director may be elected for a third consecutive term.

**Section 3. Election of Directors.** A Nominating Committee of the Board of Directors shall present to the members a slate of board members 60 days prior to the annual conference, as provided in Article X, Section 2(A) of these Bylaws. The membership will vote on the slate by email 30 days prior to the Association's annual conference. The election will be conducted in accordance with Article VI, Section 8 of the Bylaws.

**Section 4. Suspension or Termination.** The members entitled to vote may remove a Director from office for cause by a two-thirds vote of all voting members present and voting at a meeting of the members in accordance with law.

**Section 5. Vacancies on the Board.** Whenever, for any reason, the seat of any Director shall become vacant prior to the expiration of his or her term, this position may be filled with a qualified individual selected and voted on by the Board of Directors. The Director so appointed shall serve for the then unexpired term of such Director whose place has become vacant. Following this service, he or she may be nominated by the Director Nominating Committee or Board of Directors to be elected by the membership for a second term on the Board, in his or her own right.

**Section 6. Officer and Directors Terms.** An individual must be a director in order to be eligible to serve as an officer.

**Section 7. Meetings of the Board of Directors.** The Board of Directors shall hold at least two (2)

regular meetings each year, one of which will be immediately before, and at the same time and place as the Annual Meeting of members. The remaining meeting(s) shall be scheduled at reasonable intervals throughout the year. Any member in good standing may attend any Board of Directors meeting as an observer, at his or her own expense provided he or she has given the Executive Director ten (10) days' notice of intent to attend. During certain portions of any Board meeting, the President or any other member of the Board may request that the Board meet in Executive Session without the observing and/or other non-voting members, in order to discuss a particular topic. The Board may hold conference calls or electronic meetings in addition to or in lieu of the two regular in-person meetings, the results of which may be considered official meetings of the Board.

**Section 8. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any four (4) directors and with (10) days notice.

**Section 9. Notice of Meetings.** Written notice of any regular meeting or special meeting of the Board of Directors shall be given at least ten (10) days prior to the meeting by mail, or electronic means to each Director at his or her address of record of with Association. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by law.

**Section 10. Quorum.** Two-thirds of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided that, if less than two-thirds of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

**Section 11. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where a greater number is otherwise provided by law or these Bylaws.

**Section 12. Voting Rights.** Each elected member of the Board of Directors shall have one vote.

**Section 13. Voting Without Holding a Meeting.** At the request of the President or two-thirds of the Directors, any matter or question may be submitted to the Board of Directors for vote without calling a formal meeting of the Board. When such method of voting is used, the matter or question to be voted upon shall be submitted in writing to the Directors. The submission of votes, whether by mail or email, shall be preserved as required by law and the result of the vote shall be announced to the Directors. No vote or action of the Board under this section shall be valid unless a majority of the Directors in office vote and unless the action taken informally pursuant to this section is subsequently ratified by the Board by written consent of all directors or at a duly constituted Board meeting at which a quorum is present.

**Section 14. Location of Board Meetings.** Meetings of the Board may be held at any location determined by the Board of Directors or the persons who called the meeting of the Board without regional, national or geographic restriction.

**Section 15. Compensation.** Directors will not receive compensation for their services as such but will be reimbursed for specified and reasonable expenses associated with attending any board meeting except that Board Meeting which is conducted at the annual conference. These expenses generally include coach/economy airfare, meals and one or two-night hotel accommodations.

## ARTICLE VIII.

### Officers

**Section 1. Officers.** The Officers of the Association shall consist of a President, a Vice President who will also serve as Secretary, and a Treasurer. It is the desire and intention of these By-Laws that the Vice President be willing and able to serve as President for one year with the eligibility of a second one-term with board approval.

**Section 2. Election.** The President, Vice President/Secretary, and Treasurer shall be elected by and from the Board of Directors. An individual elected as Vice President, if affirmed, will ascend to the office of President upon the expiration of the term of the President or if the office of President is vacant for any reason. The names of a slate of officers eligible to be elected as President, Vice President/Secretary, and Treasurer, as determined by a Board Nominating Committee, shall be submitted to the full Board for election at or before the Board meeting held each year at the time and place of the Annual Meeting of the membership. Additional nominations for such positions may be submitted at the Board meeting so long as the individual so nominated meets the qualifications of an officer and has agreed to serve if elected. A majority vote of Directors in office shall rule.

**Section 3. Term of Office.** The term of office of each Officer shall commence and end at the conclusion of the Annual Conference and Trade Show, subject to their earlier resignation, death, or removal from office. Each term of office is a one-year term and may be renewed for one additional one-year term.

### **Section 4. Duties.**

- A. **Duties of the President.** The President of the Board shall preside at all meetings of the Board of Directors and the Annual Meeting of the membership, and all special meetings thereof. The President shall ensure that the affairs of the Association are conducted and managed, subject to the direction and approval of the Board of Directors and the membership. There shall devolve upon the President all other duties not specifically delegated to other Officers.
- B. **Duties of the Vice President.** In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. While the Vice President shall have such duties as prescribed periodically by the Board or the President, the Vice President will also serve as the **Secretary**. The Secretary shall supervise the keeping of the minutes of the proceedings of the Board and the membership, see that all notices are duly given in accordance with these Bylaws or as required by law, supervise custody of the Association's records and be responsible for authenticating corporate records of the Association, and in general perform all duties incident to the office of the Secretary and such other duties as may be assigned by the Board from time to time.
- C. **Duties of the Treasurer.** The primary responsibility shall be financial oversight of the corporation and the growth and development of its financial position. Specifically, the Treasurer shall work with staff and the Finance Committee to prepare and present a sound and reasonable budget to the Board of Directors for adoption each year, as well as ensure that all of the monies, records and financial responsibilities and fillings of the Association are maintained in a correct and orderly fashion. This person shall also oversee with the Executive Director, the investments, annual audit and equity holdings of the organization. In general perform all duties incident to the office of the Treasurer and such other duties as may be assigned by the Board from time to time.



**Section 5. Salaries.** The Officers and Directors of the Association shall serve as such without compensation, with the exception that travel expenses related to conducting Association business may be reimbursed, as approved from time to time by the Board of Directors.

**Section 6. Suspension or Termination.** The Board of Directors may remove an officer from office for failure to perform their duties as an officer, violation of the Association Code of Conduct, fraud or illegal activity, or divulging proprietary corporation information to parties outside of the confines of the Board of Directors, or other reasons of significance as determined by the Board of Directors. Failure to attend all Board meetings, except due to extenuating circumstances beyond their control, may be terms for removal of any officer. Removal of an officer requires a three-quarters vote of all Board members, whether present at a meeting or not, minus the officer in question. An officer is automatically removed from office if his or her organization is denied membership, withdraws from membership, or is suspended or terminated. Further, an officer's term of service will automatically and immediately terminate when such officer either leaves the art and creative materials industry or becomes employed by a non-member firm, or is removed or resigns from office as a director.

## **ARTICLE IX.**

### **Executive Director**

**Section 1. General Powers and Responsibilities.** Subject to the direction and oversight by the Board of Directors, the Executive Director is responsible for the day-to-day management of the Association and execution of the strategic plan and other directions and instructions from the officers and the Board of Directors. While the Executive Director reports to the President, he or she serves at the collective pleasure of the Board of Directors.

**Section 2. Duties of the Executive Director.** The duties of the Executive Director are many and varied, including the annual review and management of staff responsibilities, activities, work procedures and assignments and the initiation of efficiency improvements. This includes the scheduling and meeting of deadlines on critical programs and activities during the fiscal and/or calendar year. Further, this includes annual employee evaluations, and salary and benefit recommendations to the Association leadership. The members of the staff report directly to the Executive Director who has hiring, firing, training and development responsibilities for the staff collectively and individually. The Executive Director provides financial and investment management and advice to the Board, the Vice President and Treasurer, if utilized. He or she assists in managing, administering and developing all publications and presentations of the Association to fulfill the goals and objectives of the organization's strategic plan, and to meet the needs of the membership. The Executive Director assists in managing, administering and developing any meetings or trade shows conducted by the Association, while pursuing the development of other meaningful opportunities and venues to provide education and information for the benefit of the Association members. The Executive Director manages the timely and accurate completion of all tax returns and other corporate filings by the Association, as well as advice and counsel on leadership and/or regulatory issues. This includes working with the Association leadership to develop and maintain sound corporate By-Laws, policies, procedures and practices. The Executive Director also represents and speaks for the Association and the industry, before the membership, the industry, the media, and the public at large, including legislative and regulatory agencies, as needed. The Executive Director shall also have such other duties as may be prescribed from time to time by the Board of Directors or the President.

## **ARTICLE X.**

### **Committees**

**Section 1. Types of Committees.** There shall be two types of committees, Standing Committees that are considered permanent and Ad Hoc Committees that may be formed for specific purposes. Ad Hoc Committees will continue until it is deemed that their work is done, at which time they shall automatically dissolve, or earlier terminated by the Board. The Board of Directors makes the determination of when the committee's work is done and the committee shall be deemed terminated.

**Section 2. Standing Committees.**

- A. **Nominating Committee.** Each year, the Board or the President with the approval of the Board shall appoint a Nominating Committee of at least three (3) people including the Committee chair, which shall be the President. The members of this Committee shall be from the current Board of Directors and/or past Board members. The Committee's task is to determine a slate of nominees for open officer and director positions to present to the full Board for consideration at its meeting held each year at the time and place of the Annual Meeting, or before. The Committee shall consider current Directors for the officer positions and ascertain their willingness to serve if elected. The Committee shall determine the eligibility of potential Directors based on the seats to be filled on the Board each year. The Committee is to actively consider and pursue good candidates for the Board, as well as consider volunteers that apply for Board consideration, and determine their willingness to serve if elected. At least 60 days prior to the annual conference, the Committee is to cause to be published in an Association publication or by mail or email to all members, the names and contact information of all of the members of the Directors Nominating Committee, as well as the names of Directors that are rotating off of the Board, the qualifications needed for the vacant seats, and to solicit and encourage volunteers for those positions to be considered by the Committee. The members of the Committee shall serve until the new Director nominees are presented to and voted on by the membership.
- B. **Finance Committee.** The Finance Committee shall consist of the President, the Vice President, the Treasurer (who shall serve as the chair of the committee), one to two additional Board members and the Executive Director. The Association's Financial Administrator shall be an ex-officio non-voting member of the committee. Their term of service shall coincide with their terms of service as an officer or employee of the Association. The Committee shall oversee the financial affairs of the Association, subject to the direction of the Board of Directors, reviewing financial reports on a monthly basis or as needed, and establishing a budget each year. They shall also provide ongoing advice and counsel to the staff on financial matters.
- C. **Audit Committee.** The Finance Committee shall serve as the Audit Committee.

**Section 3. Ad Hoc Committees.** The President, with the consent of the Board, may from time to time appoint such ad hoc committees as needed. Each committee shall consist of not less than three members, one of who will be designated the chairperson. Membership on these committees may be set by the President or the Board, or open to volunteers, and may include and/or exclude certain members or categories of membership. At the discretion of the Board, these committees may include non-members of the Association. Terms of service on these committees may be established by the President, or the Board. These committees may be formed around membership categories, product categories, subjects, or other areas of interest or need to the membership. The committee shall perform such functions and duties, as may be requested or assigned by the President or the Board of Directors. Unless otherwise provided, a majority of the whole of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall constitute an act of the committee. Each committee may adopt its own rules of activity and communication consistent with these Bylaws or with rules set forth by the Board of Directors. Any Ad Hoc Committee has no authority to bind the Association and is only to advise the Board as to the direction of the Association, unless the Board otherwise determines and duly delegates authority to such committee.

**ARTICLE XI.**  
**Contracts, Checks and Drafts**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Association in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

**Section 2. Checks and Drafts.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be approved by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the Board of Directors.

**ARTICLE XII.**  
**Books and Records**

**Section 1.** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees and shall keep at the Association office a record giving the names and addresses of the members entitled to vote. Any member, his or her agent or attorney, may inspect the books and records of the Association during normal business hours, in accordance with and as authorized by all applicable federal and state laws.

**Section 2.** At the conclusion of the fiscal year, an audit or similar review of the books and records of the Association shall be performed by an independent Certified Public Accountant. The Board of Directors shall choose the individual or organization to perform the audit. No individual, staff member, officer or Director shall change that assignment without the approval of the Board of Directors.

**ARTICLE XIII.**  
**Public Policy Positions**

**Section 1. General.** No position on issues of public policy may be rendered by any individual or group on behalf of the Association, nor espoused as being an official position of the Association on said issue, without the prior approval and adoption by the Board of Directors.

**Section 2. Procedure and Stipulations.** If the Board of Directors does adopt an official position on an issue of public policy, it shall publish a clear and concise statement of the position, which shall be available upon request as a matter of public record. Adopted positions may be removed, repealed, altered or replaced at any time by action of the Board of Directors. Adopted position statements should also have a stated date of expiration unless renewed, removed, repealed, altered or replaced by the Board.

**ARTICLE XIV.**  
**Liability and Indemnification**

**Section 1. Liability.** The personal liability of the officers and directors of the Association is hereby eliminated to the maximum extent permitted by applicable law. The members of the Association shall not be personally liable for any debt or obligation of the Association.

**Section 2. Indemnification.** Any person who at any time serves or has served as a Director, Officer, employee, or agent of the Association, or in such capacity at the request of the Association for any other association,

corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Association to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Association, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit, or proceeding.

Any person who at any time after the adoption of this by-law, serves or has served in any of the aforesaid capacities for or on behalf of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive or any other rights to which such person may be entitled apart from the provision of this by-law.

The Association may purchase liability insurance for the indemnity specified above as determined from time to time by the Board of the Association.

**Section 3. Surety Bonds.** The officers, Executive Director and all other employees of the Association who in any way receive or dispense funds of the Association shall, at the Association's expense, give a bond for the faithful discharge of their service or employment in such sum and with such surety or sureties as the Board shall determine. The bond or bonds may be in the form of a blanket bond for all officers and employees.

#### **ARTICLE XV** **Waiver of Notice**

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

#### **ARTICLE XVI** **Merger, Dissolution or Bankruptcy**

Any action approving the merger, dissolution, sale, lease, exchange or other disposition of all or substantially all assets, or declaration of voluntary bankruptcy by the Association shall require an affirmative vote of seven of the members of the Board of Directors then in office, and any approval of the members entitled to vote as required by law.

#### **ARTICLE XVII** **Fiscal Year**

Even though the terms of office for officers and Directors and other governance practices are at other times of the year, the membership year, the tax year, the salary year and the fiscal year shall be on a calendar year basis from January 1 until December 31 of each year.

#### **ARTICLE XVIII** **Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of

seven of the members of the Board of Directors then in office at a meeting of the Board of Directors duly called and held, provided written notice of any proposed changes is given to each director at least 10 days before such meeting. These Bylaws may also be altered, amended, or repealed by the voting members in accordance with law.

**History Notes:**

**As amended as of December 7, 2023**

**As amended as of April 5, 2025**

**As amended as of October 15, 2025**

4845-0572-2104, v. 1