



Marketing Research Association

BYLAWS

<u>Article</u>	<u>Contents</u>	<u>Page</u>
I.	Name and Offices	2
II.	Purpose	2
III.	Membership	2
IV.	Fees, Dues and Assessments	4
V.	Membership Meeting	5
VI.	Board of Directors	6
VII.	Roles of the Officers and Directors	7
VIII.	Financial Matters	9
IX.	Committees	9
X.	Professional Standards Committee	10
XI.	Divisions	10
XII.	Chapters	11
XIII.	Amendments	11
XIV.	Miscellaneous Provisions	12

Marketing Research Association, Inc.

ARTICLE I - Name and Offices

Section 1.

The name of this organization is the "Marketing Research Association, Inc.," incorporated under the New York not-for-profit corporation law.

Section 2.

The registered office of the Association shall be in the state of New York. The principal (National) and other offices may be in such location(s) as the Board may designate.

ARTICLE II - Purpose

The purpose of the Association shall be:

- 1) to promote and maintain high standards of professional competence and integrity in marketing research;
- 2) to advance the interests of and promote cooperation among its members;
- 3) to establish interaction and communication among members with other industry groups and with all participants of the research process;
- 4) to increase the public's knowledge and appreciation of the methods and aims of marketing research;
- 5) to acquire and disseminate among its members information regarding education, training, legislation, regulations, licensing and business conditions and trends in the industry that will assist them in conducting their business;
- 6) to represent marketing research interests before federal, state and local government bodies; and
- 7) to perform such other services for its members as shall be permitted by law and the Bylaws of this Association.

ARTICLE III - Membership

When used in these bylaws, "marketing research" also includes survey and opinion research.

'Member' in these bylaws refers to individual members and representatives of company members.

Section 1. Classification.

There shall be the following classes of membership:

1.1 Single MEMBERSHIP

Level A or Single Membership members are persons who are actively engaged in the planning, administration, conduct, use or teaching of marketing, survey or opinion research, providing the individual meets the membership criteria established by the Board of Directors. Level A or Single Membership members shall have full voting rights. Level A or Single membership members shall also become members of one or more chapters

1.2 Multiple MEMBERSHIP

A Multiple membership can be granted to sole proprietors, partnerships, corporations and other for profit and not-for-profit entities engaged in the planning, administration, use or teaching of marketing, survey or opinion research, providing the company or entity meets the membership criteria established by the Board of Directors. As listed in the Multiple membership application or as updated from time to time thereafter, each Multiple Membership member shall designate a representative or representatives. Multiple Membership member representatives shall have full voting rights and shall be entitled to the benefits of a Single Membership member. The **initial**

Multiple Membership member representatives shall also be members of a Chapter of their selection. Additional Multiple Membership member representatives shall also be member of a Chapter of their selection.

1.3 Membership Categories

1.3.1 END USER

An end user is the company, organization, or agency who will use the results of the research to make better-informed decisions regarding the marketing, sales, and/or promotion of their product or service. They are the originator of the request for marketing research and the ultimate user of research findings. An end user may be a manufacturer, service provider, institution, government agency or any entity that originates the research and uses the research results to further their marketing objective

1.3.2 RESEARCH PROVIDER

The research provider category consists of companies that can provide any or all of the following services: design, analyses, data collection (quantitative and/or qualitative), management and implementation of research projects

1.3.3 RELATED RESEARCH SERVICES:

The related research services category consists of companies or agencies that actively provide services that enhance or benefit marketing research, or the marketing research process. This would include, but is not limited to, categories such as Sample Provider, Software Provider, Tabulation Provider, Data Entry Provider, Programmer/Spec Writer Provider, Translation Services, etc.

1.3.4 CONSULTANT

A consultant is a professional, individual or organization that provides expert advice with recommendations as the basis for making a decision. Generally, a consultant's services are engaged for a fixed period of time at an agreed-upon rate of payment. The consultant cannot fit into any of the other company categories/descriptions.

1.3.5 MARKETING SERVICES

The marketing services category consists of advertising agencies, public relations firms, or firms that provide other marketing services such as design, packaging and brand identity. These firms may use research on their own behalf, but more frequently, they are using the research on behalf of their end client.

1.3.6 STUDENT MEMBERSHIP

Any person who is a **full-time** student at a university or college who is interested in marketing, survey or opinion research is eligible for student membership. A student member shall have no voting rights but shall be eligible to participate in the Association's activities and receive other member benefits.

1.3.7 HONORARY MEMBERSHIP

Honorary members are persons upon whom the Board of Directors confers membership in recognition of their contributions to marketing, survey or opinion research for the advancement of the objectives of the Association. Honorary members shall have voting rights and shall be eligible to participate in the Association's activities and receive other member benefits.

1.3.8 EDUCATOR MEMBERSHIP

Persons who are instructors, professors, educators and the like at accredited universities and/or colleges who are currently engaged in the teaching of marketing, survey or opinion research are eligible for an Educator Membership. Educator members shall have voting rights and shall be eligible to participate in the Associations' activities and receive other member benefits.

1.3.9 GOVERNMENT MEMBERSHIP

Persons who are full-time State or Federal employees who are currently engaged in the planning, administration, conduct, use or teaching of marketing, survey or opinion research, are eligible for a Government Membership. Government members shall have voting rights and shall be eligible to participate in the Associations' activities and receive other member benefits.

Section 2. Application.

A person or company may become a member by:

- a) submitting an application on a form prescribed by the Association.
- b) meeting the qualifications set forth in these Bylaws and such other uniform criteria established and published by the Board of Directors.
- c) paying to the Association an amount equal to the total of:
 - i) the application fee, if any, and
 - ii) the annual dues.
- d) following review and processing procedures established by the Board of Directors, receiving notice of membership acceptance.
- e) endorsing the Code of **Marketing Research** Standards.

Section 3. Non-transferability.

Membership is not transferable.

Section 4. Rights.

Each member, as described in Article III, Section 1, **Subsections 1.1 and 1.2**, in good standing shall be a voting member. Each voting member shall be entitled to notice of membership meetings or other activities requiring membership votes and shall be entitled to vote on all matters presented to the voting members.

Section 5. Suspension and Expulsion.

Membership in the Association may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be as outlined in Article X of these Bylaws.

Section 6. Resignation.

A member may withdraw from the Association by sending written notice of the resignation to the National office which shall be effective upon receipt and fulfillment of all obligations to the Association which were incurred before the notice of resignation was received by the Association.

Section 7.

The Board of Directors may establish or manage workgroups, special interest groups, divisions and other not-for-profit corporations related to marketing research within or outside the Association and marketing research-related activities such as joint ventures, cooperative relationships or for-profit subsidiaries.

Section 8.

The Board of Directors may establish administrative and geographic classifications from time to time as the Board of Directors determines necessary in furthering the purposes of the Association.

ARTICLE IV - Fees, Dues and Assessments

The Board of Directors from time to time may determine the amount of application fees, if any, the amount of assessments, if any, and the annual dues payable by members. Dues shall be payable to the National office in each fiscal year. Assessments shall be paid within 30 (thirty) days after they are assessed.

Section 1. Delinquent Dues and Termination of Membership.

Any member who is in arrears in the payment of dues or assessments for 30 (thirty) days from the respective date when due shall be notified of suspension from membership if said dues or

assessments are not paid within 10 (ten) days from the date of notice.

Section 2. Reinstatement.

A member who has been dropped from the Association for non-payment of dues or assessments may be reinstated upon payment of the arrears if it is made within 12 months of the original due date of the dues or assessment.

Section 3. Waiver of Dues.

The Board of Directors may waive the dues, assessments or both, of any member for good cause.

Section 4. Divisions or Other Entity Fees.

The Board of Directors may determine alternative dues structures for Divisions of MRA and for mergers with other associations. The Board of Directors from time to time may determine the amount of fees and other expenses to be paid by other associations, joint ventures, subsidiaries or other entities that the Association manages under contract or other arrangements.

Section 5. Set-Aside Funds.

The Board of Directors may set aside funds for designated purposes which shall be recorded as such on the financial records of the Association.

Section 6. Sponsorship and Contributions.

The Board of Directors may authorize procedures for soliciting sponsorships and accepting contributions from members and nonmembers in furtherance of the Association's activities.

ARTICLE V - Membership Meeting

Section 1. Annual Meetings.

The annual meeting of the Association for the transaction of such business as may properly come before it shall be held each year, at such time and place as shall be fixed by the Board of Directors, provided, however, that at least six months' time has elapsed between annual meetings. It shall be the responsibility of the National office to give a minimum of 10 (ten) days notice, but not more than 50 (fifty) days' notice, in writing, including by print, fax or e-mail, to all voting members of the Association concerning the time, date and place of meeting.

Section 2. Special Meetings.

Special meetings of the membership may be called by the Board of Directors or by the President or by 10 percent (10%) of the members entitled to vote. Notice of the meeting shall be given to the voting members not less than 10 (ten) nor more than 50 (fifty) days prior to the meeting and shall state in writing, including by print, fax or e-mail, the time, date, place and purpose of such meeting and that it is being issued by, or at the direction of, the person(s) calling the meeting.

Section 3. Quorum.

The majority of persons present being members in good standing, but not less than 100 members in attendance shall constitute a quorum at membership meetings.

Section 4. Voting Procedures.

A simple majority of the members entitled to vote who are present in person or by proxy will be required to approve matters by voting unless otherwise provided by law or these Bylaws, so long as affirmative votes in favor shall be at least equal to a quorum. In case of a tie vote, the President or the presiding officer shall have a vote to break the tie.

Section 4.1. Proxy Voting.

Every member entitled to vote may authorize another voting member to act for her/him by revocable proxy for a given member meeting, subject to such notice limitations as the Board of Directors may establish. The proxy must be signed by the member and shall be dated no more than 30 (thirty) days prior to the meeting. No proxy shall be valid following the date of the given meeting, or continuations thereof.

Section 4.2. Mail, Email, Fax and Other Electronic Votes.

The Board of Directors may, at its discretion, invite the voting members of the Association to vote by mail, , fax and other electronic means allowed by the State of incorporation, including electronic proxies, on any matter which can properly be acted upon at a membership meeting. The question thus presented shall be determined according to a simple majority of the votes, except Bylaws amendments which require a two-thirds (2/3) majority in accordance with Article XII, received by mail, email, fax and other electronic means within three (3) weeks after such submission to the entire voting membership, provided that in each case votes of at least 10 percent (10%) of the members entitled to vote shall be received, so long as affirmative votes in favor shall be at least equal to a quorum. Any and all actions taken in pursuance of a majority (or two-thirds (2/3) vote on Bylaws amendments) mail, email, fax or other electronic vote in each case shall be binding upon the Association and each member thereof.

ARTICLE VI - Board of Directors

Section 1. Authority of the Board.

The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote the Association's purposes and shall have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers gained appoint such agents as the Board may consider necessary.

Section 2. Number and Tenure.

The Board of Directors shall consist of a minimum of 15 (fifteen) voting members, which the Board may increase or decrease as necessary by a vote of a majority of the entire Board, including the elected officers, immediate Past President directors at large and appointed members. The Board has the authority to appoint members as needed to represent divisions or unrepresented constituencies.

Section 2.1.

The elected officers shall be:

President
President-Elect
Secretary
Treasurer

Section 2.2.

The immediate Past President shall serve with full voting rights as a director ex officio for the year following his/her term of office as President.

Section 2.3.

The remaining directors shall be elected to reflect the diverse interests and needs in marketing research and appointed members as allowed by Article VI sec (2). The Board of Directors shall annually provide the Nominating Committee with objective criteria to be followed in proposing candidates for election to the Board of Directors. Appointments may be made based upon need, with unanimous votes of the Executive Committee and the Board of Directors.

Section 2.4.

The President, President-Elect and immediate Past-President shall serve a one-year (1) term. Other officers shall hold office for two (2) years or until their successors are elected. The remaining directors shall hold office for a period of two (2) years, or until their successors are elected. The Secretary, the Treasurer and Directors at Large may succeed themselves except that they shall not be eligible for a third consecutive term. The term of office shall commence and end at the Annual Meeting of the Association. Approximately one-half (1/2) of the non-officer Director members of the Board of Directors shall be elected in even numbered years and the other half shall be elected in odd numbered years.

The Public & Profession Workgroup Chair serves a one-year term and shall be chaired by the Immediate Past President. All other Workgroup Chairs shall hold office for two (2) years, at which time the Vice-Chair will succeed them. Workgroup Chairs may hold a second two-year term only if the Vice-Chair is unable to assume duty as Chair.

Section 2.5.

a) Qualifications. Any voting member of the Association in good standing for more than two (2) consecutive years, who meets the criteria established by the Board of Directors, shall be eligible for election as Treasurer, Secretary or Director; however, candidates for the position of President-Elect must have served on an MRA National board for at least one (1) year.

b) The Board of Directors shall have the authority to appoint MRA's representative to fill the seat on the national board of another marketing research-related association where it is in the MRA's best interest to

do so.

Section 3. Nominations.

Section 3.1.

Nominations for the Board of Directors shall be made by the Nominating Committee or by petition signed by two percent (2%) of the voting members who are in good standing at the time of the nominations, provided the nominee meets the established criteria of the Board of Directors.

Section 3.2.

The Nominating Committee shall give timely notice to the voting members of the nominee recommendations for the Board of Directors. Voting members shall have 30 (thirty) days thereafter to submit additional nominees in accordance with Article VI, Section 3.1.

Section 3.3.

In accordance with the schedule to be established annually by the Board of Directors, the Nominating Committee Chairperson shall cause the ballots to be distributed to the voting members. The ballots shall be returned for counting, and the results of the elections shall be reported to the President of the Association and the Chairperson of the Nominating Committee and announced to the membership.

Section 3.4.

All candidates receiving a plurality of the votes cast shall be declared elected.

Section 4. Vacancies.

Should the office of the President be vacated, the President-Elect will assume the position for the remainder of the vacated term. Should any other Board position be vacated, the Board of Directors shall appoint a voting member to fill that position for the remainder of the term.

Section 5. Removal of an Officer or Director.

- a) Any elected Director may be removed for cause, including repeated failure to perform the duties as that Director, at any time by a vote of two-thirds (2/3) of the remaining Board of Directors. The Director shall be given notice of the cause and an opportunity to be heard regarding said cause.
- b) Any Officer may be removed for cause, including repeated failure to perform the duties as that Officer, at any time by a majority vote of the members. The Officer shall be given notice of the cause and an opportunity to be heard regarding said cause.

Section 6. Meetings.

The Board of Directors shall hold an annual Board meeting and such other meetings as the President or a majority of the Board deems necessary at such place as the President determines for the transaction of such business as may come before it. A minimum of fifteen (15) days' written notice shall be given prior to each Board meeting. Board meetings shall follow Robert's Rules of Order.

Section 6.1.

A majority of the Board membership shall constitute a quorum. If neither the President nor President-Elect are present to chair the meeting, the meeting shall be chaired by a Director selected by the Board on that occasion.

Section 6.2.

At its discretion, the Board of Directors may conduct its meetings by conference telephone call, in which case notice of the conference call shall be given in the notice of the meeting.

Section 6.3.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of the Board consents in writing to the adoption of a resolution authorizing the action by written consents by mail, email, fax or other electronic means. The resolution and the written consent thereto shall be filed with the minutes of the proceedings of the Board.

Section 6.4 Tie Vote.

In case of a tie vote, the President or the Presiding Officer shall have a vote to break the tie.

ARTICLE VII - Roles of the Officers and Directors

Section 1.

The elected officers of the Association shall be a President, President-Elect, Secretary and Treasurer.

Section 1.2 President.

The President shall serve as Chairperson and preside at all membership meetings of the Association, Executive Committee meetings or meetings of the Board of Directors. The President shall, subject to the approval of the Board of Directors, and in accordance with the Bylaws of the Association, oversee the affairs of the Association and perform all duties incident to the office and those assigned by the Board of Directors. With approval by the Board, the President shall assign duties and responsibilities to the officers and directors and appoint such standing and special committees as may be required by the Bylaws or as the President may find necessary.

Section 1.3 President-Elect.

The duties of the President-Elect shall be those which the President or the Board of Directors shall assign. The President-Elect shall assume the duties of the President in the event of the President's resignation, absence or inability to act. The President-Elect shall succeed to the office of the Presidency upon the expiration of the President's term of office.

Section 1.4 Secretary.

The Secretary shall direct the maintenance of the records and proceedings of the Association, including notices to the members. The Secretary shall perform such other duties which the President or Board of Directors may assign. Such duties of the Secretary, as the Board of Directors may specify, may be delegated to the CEO or a designated member of the CEO's staff.

Section 1.5 Treasurer.

The Treasurer shall direct the maintenance of the Association's funds and financial records. The Treasurer shall establish proper accounting procedures for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Executive Committee or the Board of Directors and shall report on the financial condition of the Association at all meetings of the Board of Directors, the annual membership meeting and at other times when called upon by the President. At the end of each fiscal year, and at such other times as the Board of Directors may instruct, the Treasurer shall arrange for an audit of the financial books of the Association by a certified public accountant. At the expiration of the term of office, the Treasurer shall deliver to his/her successor any and all Association financial records and documents necessary for the discharge of duties of the Treasurer. In the absence of a successor, the Treasurer will deliver said accounts, records and documents to the President. Such duties of Treasurer, as may be specified by the Board of Directors, may be delegated to the CEO or a designated member of the CEO's Staff.

Section 2. Immediate Past President.

The Immediate Past President shall assume responsibilities and activities as designated by the President or the Board of Directors.

Section 3. Directors.

The Directors on the Board shall be charged with the responsibilities to fairly represent the interests of the membership, to encourage participation in the programs established by the Board of Directors, undertake strategic and long-term planning for the Association on an ongoing basis and, in general, to serve as a liaison in maintaining a healthy communication between its membership representation and the National organization. The Directors shall also perform such other responsibilities, including but not limited to serving as Workgroup Chairs, as the President or Board of Directors may delegate.

Section 4.**CEO.**

The Board of Directors may designate an CEO to be responsible for the management of the affairs of the Association, subject to the control of the Board of Directors. The CEO shall collect dues, assessments, and/or monies due to the Association, depositing them to the credit of the Association in the approved bank or banks, trust funds and/or investments. The CEO shall have direction of all paid employees of the Association and shall be responsible to the President and the Board of Directors for assistance in the formulation of overall planning for present and future operations, implementation of approved plans of operation, and the direction and coordination of all operations to achieve established objectives. The CEO shall be a member ex officio, without a vote, of the Board of Directors and all committees.

Section 5. Salaries of Officers and Directors.

Elected officers and directors shall receive no salary for the performance of their duties but may be reimbursed for out-of-pocket expenses incurred by them in connection therewith.

ARTICLE VIII - Financial Matters

Section 1.1.

Any persons entrusted with the handling of funds or property of the Association shall, at the discretion of the Board of Directors, furnish, at the expense of the Association, a fidelity bond approved by the Board of Directors in such sum as the Board of Directors shall prescribe.

Section 1.2.

All disbursements shall be initiated by the CEO and/or Treasurer and/or other authorized signatories appointed by the Board of Directors.

Section 2.

The fiscal year of the Association shall be January 1 through December 31.

ARTICLE IX - Committees

Section 1. Executive Committee.

There shall be an Executive Committee of the Board of Directors, the membership of which shall be composed of the President, President-Elect, Secretary, Treasurer and up to two (2) other directors as selected by the President and approved by the Board. The President shall act as Chairperson of the Executive Committee.

Section 2.1.

The Executive Committee shall meet at the discretion of the President or as requested by three (3) members of the Committee.

Section 2.2.

A quorum at meetings of the Executive Committee shall consist of four (4) voting members of said Committee. All matters to come before the Committee shall be determined by the vote of a majority of the members.

Section 2.3.

The Executive Committee may make recommendations to the Board of Directors on all matters pertaining to the advancement of the interest, good and welfare of the Association.

The Executive Committee is authorized to exercise the powers of the Board of Directors when the Board is not in session, provided, however, that the Executive Committee shall have no power to:

- a) Overrule the established policies or directives of the Board of Directors;
- b) Take any action which would involve a dollar commitment of funds exceeding, in the aggregate, 10 percent (10%) of the total budget for the current fiscal year;
- c) Take any other action prohibited by these Bylaws, by the laws of the state of incorporation or by the laws of the state in which the Association Headquarters is located or doing business.

Section 2.4.

A summarization of the Executive Committee meetings shall be provided to the Board of Directors prior to the next official Board meeting. Any action taken by the Executive Committee shall be subject to revision and alteration by the Board of Directors, but no such revision or alteration of any such action shall affect any right of any third party occurring or arising prior to notice to such third party of such revision or alteration.

Section 3. Nominating Committee.

At its first meeting following the annual membership meeting, the President-Elect shall appoint, subject to approval by the Board, a Nominating Committee for the purpose of recommending a slate of candidates for election to the Board of Directors in accordance with such objectives and procedures as the Board may establish.

Section 3.1 Disqualification.

No member of the Nominating Committee shall be a candidate for the Board of Directors.

ARTICLE X - Professional Standards Committee

Section 1. Establishment of Professional Standards Committee.

Section 1.1.

There is established a Professional Standards Committee which shall be responsible for investigations and hearings regarding violations enumerated in Article X, Section 1.2. The President appoints the Chairperson. The Professional Standards Committee members shall be appointed by the Chairperson, subject to the approval of the President, and shall operate in accordance with such objectives and procedures as the Board may establish.

Section 1.2.

The Professional Standards Committee is responsible to address the following:

- a) Violations of the Association's Code of Marketing Research Standards or Bylaws;
- b) Criminal offenses involving marketing, opinion or survey research or related business activities, or any other types of criminal offenses or offenses resulting in regulatory penalties or loss of license(s);
- c) Business conduct detrimental to the Association, its members or the public, or contrary to federal, state or local laws, regulations and ordinances;
- d) Engaging in other business or professional conduct deemed detrimental to the Association, its members or the public, or other due cause.

Section 1.3.

The Professional Standards Committee can censure, suspend or expel members, companies or multiple member representatives and shall publish any suspension or expulsion to the membership of the Association.

Section 1.4.

During the period of suspension or expulsion imposed on any member by the Professional Standards Committee, said member shall not be permitted to vote on any issue brought before the membership, advertise in Association publications, be listed in the membership roster or exhibit at Association-sponsored events.

Section 2. Hearings.

Section 2.1.

The Professional Standards Committee shall investigate and hear matters involving any alleged violation as enumerated in Article X, Section 1.2. Such investigations and hearings shall be conducted in accordance with these Bylaws and the Association's Rules of Procedure to Govern Hearings proposed and published from time to time by the Professional Standards Committee and approved by the Board of Directors.

Section 2.2.

Any member charged with a violation as enumerated in Article X, Section 1.2 shall be entitled to a statement of charges and an opportunity to appear in person or make a statement in writing, and/or to be represented by counsel, and to present any defense to such charges at a hearing conducted in accordance with the Association's Rules of Procedure to Govern Hearings. A member may appeal any hearing decision by the Professional Standards Committee to the Board of Directors or an independent arbitrator in accordance with the Association's Rule of Procedure to Govern Hearings.

Section 2.3.

The Professional Standards Committee's decision shall be final unless, upon appeal, it is reversed by the Board of Directors or independent arbitrator, in which case the decision of the Board of Directors shall be final.

Article XI - Divisions

Division members are persons, partnerships, corporations and other for-profit and not-for-profit entities that are members of associations integrated with and managed by MRA. A Division membership may or may not include membership in MRA as per Division structure. Members of Divisions structured to include MRA membership must meet all criteria for membership established by the Board of Directors and bylaws of their respective associations. These members shall have voting rights within their divisions as the respective Division's bylaws and policies provide.

ARTICLE XII – Chapters

Section 1.

Upon receipt of a petition meeting the requirements contained in *Criteria for Establishing Association Chapter*, the Board of Directors may authorize the organization of a local or regional chapter in any city, state or multi-state area that the Board, giving consideration to the number of members to be affected, considers suitable.

Section 2.

The petition shall be accompanied by an application for Certificate of Incorporation and a copy of the proposed Bylaws which shall be approved by the Board of Directors of the Association before it authorizes the organization of the chapter. Final approval of Chapter organization shall become effective upon completion of all requirements outlined in the *Chapter Affiliation Agreement*.

Section 3.

The Bylaws of a chapter may not be contrary to those of the Association. Should any provision of the Bylaws of a chapter need interpretation or construction, it shall be so established in a manner consistent with the provisions and intent of the Association's Bylaws, as determined by the Board of Directors of the Association.

Section 4.

The chapter may not bind, contract for or take any position on behalf of the National organization without the express approval of the President or Board of Directors.

Section 5.

The chapter must follow the policies and procedures of the National organization, including, but not limited to, the antitrust directives of the National organization, and shall provide timely notice to the CEO of activities undertaken by the chapter.

Section 6.

A chapter which fails to comply with the bylaws or the policies and procedures of the Association may be disaffiliated by the Board of Directors, provided 30 (thirty) days' notice has first been given to the chapter and during that period the chapter has been accorded a hearing.

Section 7.

A chapter which has been disaffiliated may be reinstated by the Board of Directors upon written request of the chapter with review and approval by the Board of Directors.

Section 8.

Members of a chapter shall be members of the Association, or an employee of a single or multiple member. Non-voting members shall be Student, or Retired members. Members may be members of more than one (1) chapter with payment of appropriate dues.

Section 9.

The Association shall collect dues on behalf of the chapter and shall remit said dues to the chapter on or before the end of each calendar quarter, less appropriate administrative fees established by the Board of Directors from time to time.

ARTICLE XIII – Amendments

These Bylaws may be amended or repealed in whole or in part by a two-thirds (2/3) vote of the members voting at the annual meeting or special membership meeting, or by mail, email, fax or other electronic means in accordance with the provisions of Article V, Section 4.2.

ARTICLE –XIV - Miscellaneous Provisions

Section 1. Power to Indemnify.

The Association shall have the power to indemnify any person who is or was a director, officer, committee member, employee or agent of the Association to the full extent permitted by law against claims arising out of the person's performance on behalf of the Association.

Section 2. Liability Insurance.

The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee or agent of the Association against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability.

Section 3. Use of Funds and Dissolution.

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of its funds shall inure or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified professional societies, trade associations, charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.