

# **Administrative Operations And Constitution & Bylaws**

**Amended 10/19/2018**

The Texas Association of  
County Engineers and  
Road Administrators

# Table of Contents

## **ADMINISTRATIVE OPERATIONS**

PREFACE.....	3
PRESIDENT.....	3
VICE PRESIDENT.....	4
SECRETARY-TREASURER.....	4
IMMEDIATE PAST PRESIDENT.....	4
NACE DIRECTOR.....	5
DIRECTORS.....	5
EXECUTIVE SECRETARY.....	5
GENERAL REQUIREMENTS FOR STANDING COMMITTEES.....	6
GUIDELINES FOR COMMITTEE CHAIRMAN.....	7
AUDITING COMMITTEE .....	7
NEWSLETTER COMMITTEE.....	8
COMMITTEE OF THE FUTURE .....	8
CONSTITUTION AND BYLAWS COMMITTEE .....	8
EDUCATION COMMITTEE .....	9
MEMBERSHIP COMMITTEE .....	9
NOMINATING COMMITTEE .....	10
PROGRAM COMMITTEE .....	10
AWARDS COMMITTEE .....	11

## **CONSTITUTION AND BY-LAWS**

ARTICLE 1 – NAME.....	12
ARTICLE II - PURPOSE .....	12
ARTICLE III – AFFILIATION .....	12
ARTICLE IV – MEMBERSHIP .....	12
ARTICLE V – FINANCE.....	13
ARTICLE VI – OFFICERS AND DIRECTORS .....	13
ARTICLE VII – DUTIES OF OFFICERS .....	14
ARTICLE VIII– MEETINGS .....	14
ARTICLE IX – HEADQUARTERS .....	14
ARTICLE X – COMMITTEES .....	15
ARTICLE XI – AMENDMENTS .....	15
ARTICLE XII – EFFECTIVE DATE .....	15
ARTICLE XIII – DISSOLUTION OF ASSOCIATION .....	15

# ADMINISTRATIVE OPERATIONS MANUAL

## PREFACE

It is the purpose of this manual to provide guidance and direction to the officers and committees of the Texas Association of County Engineers and Road Administrators. This manual attempts to delineate the responsibilities for each officer and committee. The manual has been prepared in the form of an instructional memorandum or standard operating procedure in order that the responsibilities may be assigned and delegated in as specific a manner as possible. Inasmuch as the Association is an organization which meets infrequently, it is felt that a manual of this nature is necessary to provide continuity from year to year and to provide needed coordination between officers and committees. It is hoped that subsequent officers and committees will find benefit in this manual and will use it to better the Association and increase its productive output.

## PRESIDENT

The President shall be the chief executive officer of the Association and shall manage the programs of the Association through the Board of Directors and the Association Committees. He shall preside at all general meetings of the Board; shall appoint all committees, both standing and special; and may be a Voting Member of each committee. He shall see that these committees function and shall cooperate with the Committee Chairman to that end. Other duties shall be performed as may from time to time be assigned by the Board of Directors. Specific responsibilities of the President shall be as listed below:

- Immediately after election, the President should appoint the Chairmen of the standing committees. The membership roster may be studied and a list of prospective Committee Members may be given to the Chairmen. The President may desire to appoint special adhoc committees to undertake special projects for the Association.
- Immediately appoint the Chairman of the Audit Committee, which shall consist of three (3) members including the Chairman, to audit the financial records of the Association. Ensure that an audit is conducted and the results reported to the Board of Directors prior to 15 February. Deficiencies are to be corrected by 30 April.
- Obtain Association files from Immediate Past President. After study of the previous year's files, prepare a new set of files for the current year.
- Arrange for and call Board of Directors meetings at meetings of the Association and at other times as necessary. Prepare and distribute agenda for all meetings of the Board and Association.
- Work with the Chairman of the Newsletter Committee in preparing material and committee reports for the Association newsletter.
- Assist the Education Committee Chairman and the Program Committee Chairman in preparing programs for the meetings of the Association.
- Work with the Membership Committee Chairman to ensure new members are being added to the Association.
- Promote the work of the TACERA to the National Association of County Engineers and work with the NACE Director. Assist in the nomination of a TACERA member as Regional Vice President, as appropriate.
- Coordinate with the President and/or Executive Director of Texas Public Works Association, Texas Section of the Institute of Traffic Engineers, Texas Section of American Society of Civil Engineers, and the Texas Society of Professional Engineers in the development of common programs and the securing of common objectives to the extent practical.

## **VICE PRESIDENT**

In the President's absence, the Vice President will occupy the position of the President, and perform his duties. Upon resignation of the President, or at any time that the President is incapable of serving, the Vice President shall assume the position of the President for the remainder of the term. The Vice President shall work closely with the President and the Board of Directors in planning the Association programs to ensure continuity within the organization. As President-Elect, the Vice President will prepare for his term as President by:

- Selecting and appointing the next year's Committee Chairmen prior to the end of his term as Vice President so the committees can begin functioning immediately at the beginning of his term of President.
- Develop proposed goals for the next year and present these goals to the Board of Directors at the February meeting.

## **SECRETARY-TREASURER**

The Secretary-Treasurer shall oversee all functions generally delegated to an office of this nature, including keeping all minutes, records, activity reports, attendance reports, membership records, financial records, and receiving, accounting, depositing and disbursing all Association monies in the name of the Association. The Secretary-Treasurer should work closely with the President and other members of the Board of Directors and support all programs and activities of the Association. Specific responsibilities of the Secretary-Treasurer are as follows:

- Obtain a copy of the Association Manual.
- Coordinate with the Executive Secretary to ensure that all secretarial and financial files for the Association are kept updated. Also ensure that minutes of all general and Board meetings are prepared and copies provided to all members of the Board within one (1) month after the date of the meeting.
- Ensure that copies of all reports are furnished to members of the Board of Directors.
- Review all applications for membership and determine appropriate membership classification.
- Work with the Vice President and the Executive Secretary to develop a proposed budget for consideration by the Board of Directors at its first meeting of the next year.

## **IMMEDIATE PAST PRESIDENT**

The Immediate Past President shall be a member of the Board of Directors of the Association, and as the most experienced officer on the Board, shall give advice and guidance in the management affairs of the Association. The Immediate Past President shall work closely with the President and other members of the Board of Directors and shall support the programs of the Association. The Immediate Past President shall have the specific responsibilities as listed below:

- Be sure the new President has copies of the Association Manual.
- Submit the Association files relating to the Presidency to the incoming President as soon as possible after the change of office.
- Assist the President in setting up the program of Association activities.

- Be available for assistance to the President in advising him in Association matters when requested.
- Advise the Board of Directors on all Association matters in order that the valuable experience of the Immediate Past President may be fully utilized.
- Guide and assist Committee Chairmen as requested in the formulation of committee programs and development of committee activities.

## **NACE DIRECTOR**

The National Association of County Engineers allows affiliation of State Associations of County Engineers. NACE also provides for representation of the various states through a designated NACE Director. The Texas NACE Director shall be responsible for representing TACERA in the decisions and recommendations formulated by NACE. The NACE Director shall be selected by the TACERA Board of Directors at the Fall Meeting and shall serve a two (2) year term. The NACE Director may be reappointed at the discretion of the Board of Directors. Specific responsibilities of the NACE Director are as follows:

- Attend NACE meetings as they are held. Represent TACERA in all deliberations of NACE and express the opinions of TACERA as nearly as they can be ascertained. TACERA shall reimburse the NACE Director for two (2) meetings annually for normal expenses above those covered by normal practice of his employer. Such expenses shall be documented and submitted to the TACERA Executive Secretary for payment.
- Serve as a member of the TACERA Board of Directors.
- Report to the Board of Directors on matters of importance covered in the NACE meetings.
- Report to the TACERA membership on suggested and proposed programs discussed at the NACE meetings.
- Secure direction from the Board of Directors and TACERA members, as appropriate, on issues to be discussed at NACE meetings.

## **DIRECTORS**

In accordance with the Association Bylaws, the Directors are a member of the Board of Directors of the Association. The Directors shall participate in the work of that body in the management of the affairs of the Association. The Directors shall work closely with the President and other members of the Board and shall support the programs of the Association. The Directors may be appointed to serve as Chairmen of major committees. Specific responsibilities of the Directors are as follows:

- Obtain a copy of the Association Manual.
- Attend all Board of Directors meetings and provide ideas for Association programs or for ways to improve the effectiveness of the Association.

## **EXECUTIVE SECRETARY**

The Executive Secretary shall be an appointed office of the Association. The Executive Secretary shall have the following duties:

- Attend all Board of Directors meetings of the Association and any Special Meetings called by the President, but does not have a vote at these meetings.
- Keep the official records of the Association, and administer the business of the Association such as membership records, financial records, accounting, receiving invoices or expense requests, and disbursing all Association monies in the name of the Association.
- Notify all members of the association at least 45 days in advance of the Annual Meeting, and at least 30 days in advance of any called meetings.
- Handle all Association correspondence as directed by the President or Board of Directors.
- Publish an Association Membership Roster annually.
- Develop a proposed annual budget and present it to the Board of Directors at the December meeting.
- Issue checks in accordance with the approved budget or specific authorizations by the Board of Directors.
- Submit all financial records to the Board of Directors.
- Submit the report on the findings to the Board of Directors at the December meeting.
- Prepare and submit a financial report for approval at each meeting of the Board of Directors.

#### **GENERAL REQUIREMENTS FOR STANDING COMMITTEES**

The Standing Committees shall generally determine the success of the programs and activities of the Association. Active and interested Committee Chairmen and Committee Members generate enthusiasm and productive action on the part of all members and the importance of aggressive committee leadership cannot be overemphasized. Each Standing Committee shall consist of a Chairman and sufficient members to accomplish its purpose as determined by the Committee Chairman. The Committee Chairman shall be responsible for guiding the committee in its deliberations and for the formulation of an active program in the area of committee involvement. The Committee Chairman should closely coordinate with the President and the Board of Directors and shall represent the Association in the appropriate functional areas of the TACERA organization. Specific responsibilities for each of the Standing Committees are listed elsewhere in this Manual. General requirements for Committee Chairman are listed below:

- Call a committee meeting as soon as possible after the committee has been appointed. Review the guidelines for Committee Chairmen and assume the important role as leader of the committee.
- Submit a report to the President and Board of Directors on the proposed program of the committee. Make recommendations for action as necessary.
- Submit a report to the Board of Directors at the Fall Meeting on the programs and actions taken by the committee.
- Request assistance through the President and Immediate Past President for committee programs, if necessary.
- Secure from the previous Chairman the files of the committee and maintain the current year files of the committee.

## **GUIDELINES FOR COMMITTEE CHAIRMAN**

A committee is not merely a necessity, it is an effective way of involving others in the organization. Any great organization is going to have a great deal of work if it is to accomplish its purpose. Since only a small amount of the work can be accomplished by the organization as a whole, small groups of individuals or committees are the most practical means left to accomplish the job. Consideration should be given to individuals' qualifications in the particular project area to be studied; availability for meetings; and record of activity in the Association affairs. The size of the committee should be dependent upon the nature of committee responsibility, and to a greater extent, on whether or not the Association members have the interest to participate. An official letter extending an invitation to participate on the committee should be sent to each prospective member. The purpose of having committees can be broken down into five good reasons:

- To distribute the workload so that a few will not have to carry the whole burden.
- To provide people with a chance to participate and make their contributions to the organization.
- To provide a means for creating group ideas which are usually better than what anyone could think up individually
- To provide an orderly way of planning and carrying on the work of the organization.
- To give individuals a chance to develop their leadership capabilities and skills.

Generally, the responsibilities of the Committee Chairman may be described as follows:

- The Chairman has the responsibility for organizing the committee. It may mean the selection of a Vice Chairman or subcommittee heads if it is a particularly large group and appointing a secretary to keep the minutes.
- The Chairman is responsible for setting down a broad plan of work for the committee, issuing the calls for meetings and seeing to it that notices are sent out in advance, preparing the agenda for the meeting, presiding at meetings and leading discussions, assigning particular jobs to individuals, and coordinating the work of his committee with the work of the other committees active in the organization.

In summary, the Committee Chairman is responsible for involvement of each of the Committee Members. Involvement will depend, to a great extent; upon the ingenuity of the Committee Chairman in drawing out their ideas and suggestions. The good Committee Chairman reviews the interests of each Committee Member and devises ways of extracting a valuable contribution from each member.

## **AUDITING COMMITTEE**

The TACERA Audit Committee is responsible for auditing the Association's book at the end of the calendar year. Specific duties are as follows:

- Arrange with the Executive Secretary to review all financial records and documents as soon after January 1 each year as possible.
- Examine canceled checks, accounting for numerical sequence and examining endorsements.

- Examine documents supporting disbursements.
- Reconcile bank statements to the books.
- Report to the Board of Directors on the findings of the audit.

## **NEWSLETTER COMMITTEE**

The Newsletter Committee is responsible for providing the general membership, through the Road Runner newsletter or on the TACERA website, up-to-date information of interest to the members. This should include items relating to individual members, counties, technical programs and innovations, Association meetings, and state and national developments in areas of road maintenance and public works. If possible, the newsletter should be published on a quarterly basis. The Chairman of the Newsletter Committee shall serve as the editor of the Road Runner. The Chairman shall obtain the roster of membership in TACERA for use in mailing the Road Runner from the Executive Secretary.

## **COMMITTEE OF THE FUTURE**

The membership of this committee shall be the current President and the four most recent past presidents that are available to serve (including the Immediate Past President). The Immediate Past President will be the Chairman of this committee.

The purpose of the Committee of the Future is to provide present and future Officers and Board Members of TACERA with suggested short range and long range goals for the organization. Recommendations to the Board of Directors should include rationale, alternatives, and methods for achievement. Specific responsibilities of this committee are:

- Define both major and secondary goals of the Association.
- Review successes and failures of similar organizations and evaluate risks versus possible benefits to our organizational progress.
- Recommend specific methods for accomplishment of suggested goals.
- Provide continuing re-evaluation of goals and methods, reporting to the Board of Directors as appropriate.
- Coordinate with other committees as appropriate.

## **CONSTITUTION AND BYLAWS COMMITTEE**

The purpose of this committee is to keep the Board of Directors and the general membership informed on the current Bylaws of TACERA and to insure that all proposed amendments are properly presented to the membership for consideration. Specific requirements for this committee are:

- Coordinate with the Executive Secretary to make sure that a current copy of the Bylaws is mailed to each member after each revision or amendment.

- Review the Bylaws annually to determine if the operation of the Association is in accordance with them. Recommend any changes to the Board of Directors as necessary.
- Receive, review, and submit to the Board of Directors all proposed amendments to the Bylaws from members or committees.

## **EDUCATION COMMITTEE**

The TACERA Education Committee is responsible for maintaining a current assessment of membership to determine the scope and priority of desired training subjects and the most expedient and cost-effective means to provide this training. The Committee will initiate the training activities for the highest priority needs, under the direction of the Board of Directors.

The Committee will recommend to the Board of Directors, development of courses when suitable courses are not available to meet high priority needs.

The quality and scope of courses provided for TACERA will be monitored by the Committee and the results reported to the Board of Directors at the TACERA Spring Meeting. All educational programs will be designed to improve the morals and skill of county employees and lend to more efficient county services. The specific responsibilities of the Education Committee are:

- Assist the Program Chairman for all TACERA meetings.
- Coordinate with the NACE to keep abreast of training offered on a nationwide basis and recommend appropriate participation by TACERA.
- Maintain coordination with the Transportation Training Division of TCEQ and other professional organizations keep the TACERA membership informed on subject area and schedule for courses offered routinely across the State. Work with the Division to assure schedules favorable to members are offered each year.
- Consider development of curriculum that meets specific skill needs of county employees, as determined by periodic needs assessments of the general membership. Guide and assist in development of needed courses. Recommend proposed development to the Board of Directors.
- Provide coordination and assistance as needed for publicity, registration, speakers, and equipment for national workshops held in Texas.
- Implement special training activities and meetings proposed by the Board of Directors.

## **MEMBERSHIP COMMITTEE**

The success and effectiveness of any organization is, of course, dependent upon the membership. It is very important that continuous attention be focused upon retaining current members and attracting new members to the organization. This important function is the responsibility of the Membership Committee. This committee should make every effort to invite persons engaged or interested in the field to become members so that the purposes of the Association can be more efficiently carried out. Specific responsibilities of the Membership Committee and the Membership Committee Chairman are listed below:

- Obtain the roster of all TACERA members from the Executive Secretary.

- Encourage all categories of membership where feasible with the State.
- Plan, through the Committee, an annual membership campaign that will seek to retain membership as well as gain new members for the Association.
- Submit position changes and items of interest on members to the Road Runner Editor.
- Work with the President and Board of Directors in supporting all activities of the organizations and make recommendations for necessary policy modifications to encourage membership.

## **NOMINATING COMMITTEE**

The Nominating Committee is responsible for submitting a list of nominees for Association Officers and Directors for the consideration of the membership. One person shall be nominated for each position unless circumstances warrant additional nominations. Nominations should provide for officers to progress to higher office each year unless an officer is unwilling to serve or has proven that he would be unqualified to serve in the proposed position. Specific responsibilities of the Nominating Committee are:

- Contact prospective nominees to assure that the individual will serve if elected.
- Discuss honestly and factually with prospective nominees the duties and responsibilities of the office.
- Discuss with the prospective nominees the practice of the Association to provide a system of progression up through the Board of Directors and ask the prospective nominees to seriously consider the probability of a multi-year commitment.
- Obtain approval of the President for the proposed slate of Officers and Directors in July prior to mailing the ballot.
- The Nominating Committee shall develop a mail ballot with the proposed slate of Officers and Directors, and spaces for write-in votes for each position, and have those ballots sent to all members in time for the ballots to be mailed back and be counted and the results reported at the next Fall meeting.

## **PROGRAM COMMITTEE**

The TACERA Program Committee is responsible for development of the program of events during scheduled meetings. It is understood that the program will have a large impact on attendance at meetings and the Program Committee must therefore have as its objectives the following:

- Development of a technically-oriented program that reflects the needs of the members.
- Coordinate with the Education Committee to determine the scope and priority of desired training subjects and schedule the training with meetings as and when appropriate.
- Development of a social program that reflects the needs and desires of the membership, and when the meeting is held in conjunction with a host organization, coordinated with that organization.
- Maintain contact with the membership so as to better understand their educational and informational needs.

## **AWARDS COMMITTEE**

The Awards Committee is responsible for providing recognition of accomplishments by individual members of TACERA. Recognition of accomplishments is an important motivation in professional development as well as participation in professional societies and other organizations. Too much emphasis cannot be placed on an active program by the Awards Committee in seeking to ferret out and recognize those TACERA members who have displayed initiative and have conducted themselves in a manner to bring honor to the County engineering and road administration field. The Awards Committee should develop an active program for recognition and awards by TACERA. Specific responsibilities of the Committee and the Committee Chairman are as follows:

- Select recipients of the Outstanding County Engineering/Road Administrator Award to be presented at the Annual Fall Meeting of TACERA. This award would recognize a TACERA member whose outstanding accomplishments during the past year inspire excellence and dedication in County public service. The Committee should develop and promulgate a manner for receiving nominations for this award. Upon selection of the recipient the Committee Chairman should keep the name secret and submit it to the membership at the Fall Meeting. The members of the Committee should acquire the appropriate plaque and should be available to assist in the presentation of the award.
- Recommend to the Board of Directors the names of TACERA members for nominations to the National Association of County Engineers for the Engineer of the Year Awards. These recommendations should recognize TACERA members who during the previous year had most closely fulfilled the criteria and guidelines established by NACE for these awards. The recommendations to the Board must be made early enough in the year for the nominations to be submitted to NACE within their deadline. Upon approval of a resolution by the Board, the Awards Committee should be responsible for submission of these nominations to NACE within the deadline.
- Acquire a plaque recognizing the outgoing President for his/her service and coordinate with the Vice-President/President-Elect for presentation of the plaque to the outgoing President at the Fall Meeting.

**CONSTITUTION and BY-LAWS  
OF THE TEXAS ASSOCIATION OF COUNTY ENGINEERS  
AND ROAD ADMINISTRATORS**

Adopted June 26, 1987  
Amended June 9, 1988  
Amended November 15, 1989  
Amended June 14, 1990  
Amended June 20, 1991  
Amended November 7, 1991  
Amended June 4, 1992  
Amended November 11, 1998  
Amended October 28, 2008  
Amended October 19, 2017  
Amended October 18, 2018

**ARTICLE I – NAME**

- The name of this organization shall be known as “Texas Association of County Engineers and Road Administrators.”
- This Association shall be incorporated as a nonprofit organization under the laws of the State of Texas.

**ARTICLE II – CORPORATE PURPOSE**

**Section 1. Nonprofit Purpose**

This corporation is organized exclusively for educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 2. Specific Purpose**

The purpose of this organization shall encompass the following objectives:

- Promote cooperation and exchange of information among County Engineers, Road Administrators, and Public Works Directors.
- Advancement of county road engineering and management knowledge to provide improved services to the public.
- Promote high standards of professionalism and ethical conduct.
- Promote efficiency and modernization in administration of county public works services.
- Provide recommendations for county road interests in state legislative and funding matters.
- Afford an exchange of sound, progressive, and conscientious engineering principles and practices in meetings, seminars, and publications.

### **ARTICLE III – AFFILIATIONS**

The Association, by vote of the membership, may affiliate with any and all associations it deems necessary and proper for the benefit of the Association and/or its membership.

### **ARTICLE IV – MEMBERSHIP**

The membership shall consist of Voting Members, Associate Members, Affiliate Members, and Honorary Members. All Voting Members shall have voting privileges and may hold any of the elected offices. Associate Members, Affiliate Members, and Honorary Members may not vote or hold office.

- Voting Member – A Voting Member shall be defined as a duly appointed County Engineer, Public Works Director, County Road Administrator, or personnel working for these positions, or personnel working for a County Commissioner for a county in the State of Texas.
- Associate Member – An Associate Member shall be defined as: (1) one who is engaged in engineering and/or administration of other governmental agencies, (2) a member of a Commissioner’s Court, or (3) one whose training, education, interest, or experience will further the aims of the Association. An Associate Member shall have all the rights and privileges of a Voting Member except the right to vote or hold office.
- Affiliate Member – An Affiliate Member shall be defined as a Consultant, Contractor, or Supplier.
- Honorary Member- An Honorary Member shall be defined as one which is:
  - a.) Received as a nominee for the Membership Committee
  - b.) The Membership Committee Chairman will present the potential candidates to the Board of Directors
  - c.) The Board of Directors will review and make a vote to recommend nominations to the general membership at the Annual Meeting
  - d.) The General Members will have the final vote to accept or reject the Board recommendations. The Membership Chairman and/or designated Board Member will share the details about the nominees to the body of the general Members before the vote and the Annual Meeting.
  - e.) Honorary Members will be in perpetuity.

The Executive Secretary shall review all applications for Association membership according to the qualifications, set and determine appropriate membership classification.

### **ARTICLE V – FINANCE**

- The dues of the Association shall be reviewed and set by the Board of Directors annually for the upcoming fiscal year.
- The procedure for billing and collecting dues shall be determined by the Board of Directors.
- Honorary Members shall be exempted from dues.
- The fiscal year of the organization shall be from January 1 to December 31.
- An audit of the financial records of the organization shall be conducted each year by the Auditing Committee by March 31 of the year immediately following the fiscal year being audited and a report of the Auditing Committee shall be presented to the Board of Directors at the next Board meeting of the new fiscal year.

## **ARTICLE VI – OFFICERS AND DIRECTORS**

- The officers of the Association shall be President, Vice President, Secretary/Treasurer, and Immediate Past President.
- The Board of Directors shall consist of the officers listed above and up to four (4) Directors and the NACE Director.
- Eligibility for nomination, election, or retention of a position as an Officer or Director of the Association shall be contingent upon being a Voting Member in good standing.
- The Nominating Committee shall select one or more candidates for election to each of the positions (Officers or Directors) prescribed herein and obtain the consent of the nominees to serve if elected.
- Officers shall be elected prior to the annual meeting of the Association by ballot for a term of one (1) year running from January 1 to December 31. Directors shall be elected prior to the annual meeting of the Association by ballot for a term of two (2) years running from January 1 to December 31. Ballots shall be mailed or sent electronically and received in time to announce the new Officers and Directors at the fall membership meeting of the association. The NACE Director shall be appointed by the Board for a term of two (2) years.
- Should a vacancy occur in the office of President, the Vice President shall assume the office. Other vacancies among the elected Officers and Directors occurring during the year shall be filled for the unexpired term by appointment by the Board of Directors.

## **ARTICLE VII – DUTIES OF OFFICERS**

- The President shall preside at all meetings and preserve order, enforce the Constitution and Bylaws of the Association and appoint all committees unless otherwise provided. He may be a voting member of all committees.
- The Vice President shall assist the President and in his absence, inability to serve, or when so directed, succeed to the authority of that office. The Vice President shall be designated as the President-Elect for the next year. Vice President serves as chairman of the annual conference.
- The Secretary/Treasurer shall prepare written minutes and maintain the minutes of all meetings and all other business and papers of the Association in conjunction with the Executive Secretary. He shall receive and disburse the funds upon the orders of the Board of Directors and shall submit a statement annually of the financial condition of the Association and the same shall be filed in the minutes and retained. He shall notify all eligible members of this Association at least 45 days in advance of the annual meeting and any called meetings. The Executive Secretary shall review all applications for membership according to the qualifications set and determine appropriate membership classification.
- The Immediate Past President shall act as an advisor to the Officers in formulating policies and procedures. He shall be a voting member of the Board of Directors.

## **ARTICLE VIII – MEETINGS**

- The Association shall hold an Annual Meeting at such time and place as may be selected by the Board of Directors.

- The Board of Directors shall hold an Annual Meeting in conjunction with the Annual Meeting of the Association.
- Special Meetings of the Board of Directors shall be at the call of the President or upon petition of at least two (2) members of the Board of Directors. In the event a special board meeting is required for emergency purposes and/or the next regularly scheduled Board meeting time isn't sufficient for what's deemed an emergency and/or a necessary action that must be acted upon prior to the next regularly scheduled Board meeting, a vote by electronic telecommunications (phone, internet, email, etc.) will be accommodated. In these instances, a special meeting shall be convened as defined under the Article VIII-Meetings. The Secretary shall record, for the purposes of the minutes, the purpose of the special meeting, the date, time, and method of the meeting. If a special vote is required, the Secretary shall record the general consensus vote-number of approvals and number of disapprovals. This shall be added to the next regularly scheduled Board of Directors meeting as Special Meeting minutes and recorded as such seeking Board correction and approval.
- All meetings shall be conducted under Roberts Rules of Order.
- Quorum for Board of Directors shall consist of 50 percent of the Board of Directors as constituted and must include at least one (1) Officer.
- Quorum for any regular or called meeting of the membership as established is the greater of 10 voting members or 20 percent of the voting membership as presently constituted.

#### **ARTICLE IX – HEADQUARTERS**

The location of headquarters of the Association shall be determined by the Board of Directors.

#### **ARTICLE X – COMMITTEES**

The following standing committees shall be appointed by the President and ratified by the Board of Directors:

- Bylaws Committee
- Nominating Committee
- Auditing Committee (Shall be comprised of at least three Voting Members who are not currently serving as Officers or Directors.)
- Newsletter Committee
- Awards/Scholarship/Membership Committee
- Committee of the Future

Such other committees (and their duties) as may be desirable shall be appointed by the President.

#### **ARTICLE XI – AMENDMENTS**

- Amendments to this Constitution and Bylaws may be proposed by a majority vote of the Board of Directors or by a petition signed by not less than 15 percent of the Voting Members in good standing of this Association.
- Proposed amendments shall be voted on in one of the following manners (as determined by the Board of Directors):
  - By letter ballot mailed or sent electronically by e-mail by the Secretary –Treasurer, 30 days in advance of the voting deadline, to each Voting Member; or

- By vote of Voting Members in good standing attending the Annual Meeting.
- Proposed amendments must receive an affirmative vote of not less than two-thirds (2/3) of those Voting Members voting.

#### **ARTICLE XII – EFFECTIVE DATE**

- This Constitution and Bylaws shall become effective upon its adoption by a majority vote of the Voting Members voting.
- Any amendment to this Constitution and Bylaws shall become effective 30 days after the vote adopting such amendment.

#### **ARTICLE XIII – DISSOLUTION OF ASSOCIATION**

If this organization is ever dissolved, after satisfaction of all bona fide debts, any residual funds will be dispersed evenly among current scholarships.