

To all NACA General Members:

The 2019 NACA Executive Board has worked diligently this year to grow your NACA Organization. We met in March and formulated a strategic plan. The six strategic goals in order of highest importance were determined to be:

1. Administration / Operations Governance - Strengthen the organization to better position it to meet the needs of current and future members.
2. Membership Benefits - Provide requested member benefits
3. Volunteers / Involvement - Increase volunteerism and develop strategic alliances and partnerships
4. Marketing / Communication - Improve internal and external communication of the benefits of NACA membership and advocate for the industry
5. Education - Improve education offerings outside of the annual conference to better meet member and industry needs
6. Conference - Grow the conference by involving more volunteers to meet member needs

Aligning with the first goal of the strategic plan, it was determined that the NACA bylaws needed to be updated. The original bylaws were written over 40 years ago. A bylaw ad hoc committee was formed that included the following members: Rebah Wheeling - Chair, Jarrod Roecker Co-Chair, Vance Dawson (ACT - Advanced Claims Technologies), Denise Whitman (PrimeCo IA Firm), Woody Britton (Past President), Charlie Norton (Past President), John Postava (Past President), and Jon Joyce (Past President). These members volunteered significant time and wisdom to updating our old bylaws with new bylaws. We would ask that you take the time to email, call or text them to thank them for their valuable contributions.

Additionally, we hired Marilyn Donnellan, a recognized non-profit industry executive leader, experienced with updating, creating and maintaining non-profit bylaws to guide the committee through this process. Marilyn has run non profits from one person employees to multimillion dollar United Way chapters. You can find multiple books written by Marilyn on Amazon

Sincerely,

Rebecca “Rebah” Wheeling, President

Important information for you when reading these proposed bylaws below:

- 1. There are 3 columns. The first column (left) is the proposed bylaws. The second column (middle) has some additional information, thought processes we as a group had, or further explanation of key points. The third column (right) has a list of Standard Operating Procedures (SOP's) that need are in the process of being created for the NACA office.**
- 2. A key point we learned going through this process. Bylaws are meant to be “structure of the organization” and policies and procedures should not be part of bylaws. Policies and procedures are meant to be part of a Standard Operating Procedure manual for the management of the organization.**
- 3. NACA has never had any standardized SOP's historically. An ad-hoc committee will be formed in 2020 to ensure these are created. A few key SOP's have been compiled. You will see a link to these in the third column (right) of the proposed bylaws document.**

Article/Section	Thought process behind the decision	SOP to be created
<p>ARTICLE I – NAME, OFFICES, PURPOSE</p> <p>Sec. 1: Name The name of the Corporation shall be The National Association of Catastrophe Adjusters Inc.</p> <p>Sec. 2: Principal Office The principal office of the Corporation shall be a physical address in the location designated by the Board of Directors. The Corporation may have such other offices, either within or without the State as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.</p> <p>Sec. 3: Registered Office The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the state’s Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the Board of Directors may change the address of the registered office from time to time.</p> <p>Sec. 4: Type of Nonprofit <i>The Corporation is a tax-exempt 501(c)(6) nonprofit, as defined by the Internal Revenue Code of 1986, as amended (the “Code”). The Corporation is not able to accept charitable donations.</i></p>	<p>Old bylaws are out of date and <i>do not adhere to legal governance standards for nonprofits.</i></p> <p>Sec. 1: Types of adjusters rapidly changing; NACA needs to expand inclusion of these new types. Sec. 2: Not included in old bylaws Sec. 3: Not included in old bylaws Sec. 4: Needs to include type of nonprofit to avoid confusion. Sec. 5: Too detailed in old bylaws; moves code of ethics to policies and procedures manual</p>	<p>SOP= Standard Operating Procedural Manual</p> <p>SOP - Make sure Code of Ethics is in there. Use the current document and review at a later time by committee.</p>

<p>Sec. 5: Purpose The purpose or purposes for which the corporation is organized are: To promote and maintain the highest ethical practices and professional standards in the insurance claims profession and all other related activities.</p>		
<p>ARTICLE II – MEMBERS</p> <p>Sec. 1: Voting Member An individual is eligible for membership who has a minimum of four (4) years claims adjusting experience representing an insurance carrier and derives the major part of his/her income from the handling, adjusting, supervision or investigation of claims for or on behalf of insurance adjusters, insurance companies or self-insureds. This allows one (1) vote per voting membership. Paper or Electronic voting methods may be utilized to approve a member.</p> <p>Sec. 2: Non-voting Member Any individual who does not meet the Voting Member qualifications pursuant to Sec. 1 immediately above may be eligible to become a Non-Voting Member. Any new applicant for Non-Voting Membership will become a Non-Voting Member immediately upon submission of his/her application and dues. All Non-Voting Members may apply to be a Voting Member upon four (4) years of paid membership in the Corporation and by requesting voting membership standing and meeting voting membership criteria.</p>	<p>Article II. Reduces current number of categories of members to four.</p>	

<p>Sec. 3: Business Members Adjusting firms, executives of insurance companies or firms, and individuals or firms associated with the claims handling business can apply for a Business Membership in the Corporation. Business Members do not have voting privileges.</p> <p>Sec. 4: Life Members Life Member Candidates may be given to those Voting Members who are deserving of such recognition for their long tenure as an active member, and for their past contributions to the Corporation. Names of all candidates for Life Member Candidates shall be submitted to the current Executive Committee according to the Standard Operating Procedures for Life Member Candidates.</p> <p>Sec. 5: Resignation or Termination of Membership</p> <p>A. Any member may resign their membership by filing a written resignation with the Corporation, but such resignation shall not relieve the member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.</p> <p>B. Any member who has not paid dues prior to June 30th shall be automatically dropped from membership until such time that he/she pays current dues plus the reinstatement fee.</p>	<p>Sec. 5: The goal of this section is to ensure anyone who states they want to resign is unable to get a refund on dues.</p>	<p>SOP - Business membership applications would be reviewed by the Board of Directors via email or any other method</p> <p>SOP- How to handle nomination of life members, qualifications, election process and benefits of being a life member.</p>
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<p>Sec. 6: New applicants for membership</p> <p>A. Licensed Public Adjusters in any state or anyone who has worked as a Public Adjuster in the preceding two (2) years is prohibited from membership. Membership shall be forfeited upon working as a Public Adjuster.</p> <p>B. To apply for membership, an applicant must have and maintain licenses as independent adjusters where such licenses are required by law in the localities where they operate.</p>		
<p>Article III: Meetings</p> <p>Sec. 1: Annual Meeting An Annual Meeting of the members shall be held during the first three (3) months of each calendar year, for the purpose of electing Directors, publication of the written annual report, and for the transaction of other business as may come before the meeting. The day and time of such Annual Meeting shall be as determined by the Board of Directors. In the absence of such action by the full Board of Directors, the Executive Committee is so empowered. If the election of Directors shall not be held on the day designated herein for any Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held as soon as thereafter convenient.</p> <p>Sec. 2: Special Meetings Special meetings of the members may be called by the Chairman of the Board, the President, the Board of</p>		

<p>Directors, or not less than one-tenth (1/10) of the members having voting rights outside of the annual meeting. Such meetings require the taking of and permanent storage of minutes.</p> <p>Sec. 3: Place and Time of Meeting The place and time for each meeting of members shall be designated by the Board of Directors or other person(s) calling such meeting, which shall be reasonably convenient. If no designation is made, the place of meeting shall be the registered office of the Corporation in the State of Texas and the time for the meeting shall be 12:01 p.m.</p> <p>Sec. 4: Notice of Meeting Written, e-mailed, or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, electronically (including social media) or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the Chairman of the board, or the Secretary, or the person(s) calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered one (1) day after mailed if deposited in the United States mail addressed to the member at his/her address as it appears on the records of this Corporation with postage thereon prepaid.</p>		
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<p>Sec. 5: Quorum Those voting members present at any annual meeting shall constitute a quorum. Any special meetings require a minimum of twenty five percent (25%) of Voting Members.</p> <p>Sec. 6: Proxies No member may vote by proxy or agent in cases of election of Directors by cumulative vote.</p>		<p>SOP - If a vote is required for any item that impacts the entire voting membership, an online electronic vote should be required.</p>
<p>ARTICLE IV - BOARD OF DIRECTORS</p> <p>Sec. 1: General Powers Its Board of Directors shall manage the affairs of the Corporation. Directors shall serve on at least one Management Division Committee or shall be an officer of the Corporation.</p> <p>Sec. 2: Number, Tenure Subject to the provisions of the following sentences, the number of Directors shall be a minimum of seven (7) and a maximum of eleven (11), and each shall hold office until the second Annual meeting of members following his/her election or until his/her successor is elected (whichever is later).</p> <p>Directors may serve a maximum of three consecutive two-year terms prior to rotating off the Board of Directors for a period of not less than two (2) years before they</p>	<p>Board of Directors is an IRS requirement (www.irs.gov/pub/irs-tegeleotopick03.pdf) and should be included in bylaws; current executive committee is serving as board; EC now becomes the acting body on behalf of the board between board meetings. Actions of the EC must be ratified by the board of directors.</p>	<p>SOP- The step by step process for the nomination and election of board members, qualifications, election process and benefits (if any) of being a board member.</p> <p>SOP - Board of Directors Oath Agreement</p>

<p>become eligible for additional service on the Board of Directors.</p> <p>Effective election date convention 2020, current Executive Committee Members whose tenure exceeds four consecutive years of service on the Board, may complete their current term plus one additional optional two-year term as members of the Board of Directors.</p> <p>The limiting of service on the Board of Directors to three consecutive two-year terms prior to succession shall not have an effect of preventing a Director from serving as an officer-elect or an officer past the three-term period for the purpose of completing the term of his/her office or office-elect or successive office.</p> <p>Sec. 3: Meetings</p> <p>An Annual Meeting of the Board of Directors shall be held without notice within seven (7) days of the Annual Meeting of members. The Board of Directors may provide by agreement the time or means, for the holding of additional regular meetings of the Board. Regular meetings of the Board of Directors shall be held no less than four (4) times a year at such times or means (Electronic or in Person) as the Board of Directors may fix by agreement. In the absence of such action by the full Board of Directors, the Executive Committee is empowered to fix the times and means of regular meetings. The Board of Directors will use the least expensive method to conduct the meetings to</p>		
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<p>ensure the Corporation's funds are used in the most fiscally responsible method. Minutes shall be taken and permanently stored for all regular and special meetings of the Board of Directors.</p> <p>Sec. 4: Special Meetings Special meetings of the Board of Directors may be called by the President or not less than one-fourth (1/4) of the Directors. The President or Directors, as the case may be, calling the special meeting shall designate the time and means, which shall be reasonably convenient. If no designation is made, the place of meeting shall be the registered office of the Corporation and the time for the meeting shall be set by the participants.</p> <p>Sec. 5: Notice of Meetings Written, e-mailed, or oral notice stating the place, date, and hour of any regular or special meeting of the Board of Directors shall be delivered, either personally, by telephone, electronically, or by mail, to each Directors entitled to vote at such meeting not less than twenty-four (24) hours prior to the hour of such meeting by or at the direction of the Officer or Directors calling same.</p> <p>Sec. 6: Waiver 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 where a Director attends a meeting for the express purpose of objecting to</p>		
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<p>the transaction of any business because the meeting is not lawfully called or convened.</p> <p>Sec. 7: Quorum Fifty-one percent (51%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.</p> <p>Sec. 8: 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 unless the act of a greater number is required by law or by these bylaws. The Board of Directors shall keep regular minutes of its proceedings.</p> <p>Sec. 9: Vacancies Any vacancies occurring on the Board of Directors shall be filled by a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.</p> <p>Sec. 10: Qualification The entirety of the Board of Directors shall be volunteers. In case of dispute, as to the qualification of a person, the decision of the Board of Directors shall be final and conclusive.</p> <p>Sec. 11: Removal The failure of any Directors to attend at least two (2) consecutive meetings of the Board of Directors, without an excuse acceptable to a majority of the Board, shall</p>		
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<p>constitute good cause for removal and such absent Director may be removed automatically from membership as a Director of the Corporation without the necessity of further action.</p> <p>Sec. 12: Proxy No Director may vote by proxy or agent. A Director must be present at the meeting, via phone, live electronic transmission or in person to place a vote.</p> <p>Sec. 13: Nominations A Nominating Committee will be appointed as needed by the Board of Directors to fill any Director vacancies, whether from expiration of terms or resignation. The Nominating Committee will be composed of a majority of the members of the Board of Directors. Total membership on the Committee shall be no more than ten (10) and no less than five (5).</p>		
<p>ARTICLE V - OFFICERS</p> <p>Sec. 1: Officers The Officers of the Corporation shall be a President of the Board , Vice President, a Secretary, a Treasurer, the immediate past President of the Board, and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other Officers, including more assistant secretaries and more assistant treasurers, as it shall deem desirable, such Officers having the authority to perform the duties prescribed from time to time by the</p>	<p>Eliminates Sergeant at Arms; in order to adhere to this a trained parliamentarian would need to be hired to adhere to Roberts Rules of Order, which is several books. Rather, the board will approve a one-page simplified parliamentary procedure as part of the SOP manual. One of the officer positions (i.e. Vice President) could be responsible for following proper meeting procedures.</p>	

<p>Board of Directors. The same person may hold no two (2) offices, nor shall any person hold the same office in this Corporation for more than two (2) consecutive terms.</p> <p>Sec. 2: Election and Term of Office The Officers of this Corporation shall be elected by the Board of Directors from the membership thereof at the Annual meeting of the Board of Directors, and each Officer shall hold office for one (1) year, from such date or until his/her successor be elected, whichever is later. A Nominating Committee, as stated in Article IV, Sec. 13, shall select and recommend Officers to the Board of Directors for election at the Annual Meeting of the Corporation.</p> <p>Sec. 3: Removal Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed. The affirmative vote of two-thirds ($\frac{2}{3}$) of the Board is required for removal.</p> <p>Sec. 4: Vacancies A vacancy in any Office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. The affirmative vote of fifty-one (51%) percent of the Board is required to fill a vacancy of any Office.</p>	<p>Sec. 2: Current executive committee members are “Officers” in new bylaws.</p>	
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<p>Sec. 5: President of the Board The President of the Board shall be the principal officer of the Corporation. He/She shall preside at all meetings of the members, and of the Board of Directors. He/She may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or be granted by statute to some other Officer or agent of the Corporation; and, in general, he/she shall perform all duties incident to the office of President of the Board and such other duties as may be prescribed by the Board of Directors from time to time.</p> <p>Sec. 6: Vice-President of the Board In the absence of the President of the Board or in the event of his/her inability or refusal to act, the Vice President of the Board shall be empowered to perform the duties of the President of the Board, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President of the Board. The Vice President of the Board shall perform such other duties as from time to time may be assigned to them by the President of the Board or by the Board of Directors.</p> <p>Sec. 7: Treasurer</p>		
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<p>The Treasurer shall have or cause to have someone in charge of and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these Bylaws; and in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chairman of the Board or by the Board of Directors.</p> <p>Sec 8: Secretary</p> <p>The Secretary shall keep or cause to be kept the minutes of the meetings of the members and minutes of the meeting of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the contact information of each member, Director and Officer of the Corporation which shall be furnished by the Secretary to any Director or Officer; and in general, perform all duties incident to the office of Secretary, and such other duties as from time to time be assigned to him/her by the President of the Board or Board of Directors.</p>	<p>Experts suggests that we do not require electronic recordings. The reason why is because if there are any differences between the written meeting notes and the electronic recording, then we could have challenges in the future. If we translate the entire recording, every word would have to be translated and the discussion could go for hours. If we stick to written minutes, it can be simplified.</p>	<p>SOP- Include policy to record audio of meeting electronically for quality control purposes but not require word for word recording of discussion in print.</p> <p>SOP - Make all minutes available upon request and / or publish to the website within 45 days of the meeting.</p>
<p>ARTICLE VI - EXECUTIVE COMMITTEE</p> <p>Sec. 1: Constituency</p>	<p>The Executive Committee in the revised bylaws acts on behalf of the board between board meetings, but all actions must be</p>	

<p>The number of Executive Committee members shall be at least five (5) persons, to include the Officers of this Corporation: President of the Board, Vice President, a Secretary, a Treasurer, the immediate past President of the Board.</p> <p>Sec. 2: Authority Between meetings of the Board of Directors, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of this Corporation. All actions of the Executive Committee shall be consistent with the policies adopted by the Board of Directors and shall be reported at the next meeting of the Board of Directors. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him/her by law.</p> <p>Sec. 3: Vacancies Any vacancies of the Executive Committee shall be filled by a majority vote of the Board of Directors.</p> <p>Sec. 4: Tenure and Qualifications An Officer may continue on the Executive Committee after their board term has expired so long as the officer is re-elected to the Board of Directors by the membership at the annual convention and the Board of Directors approves such Officer's appointment.</p>	<p>ratified by the board of directors at their next meeting. Minutes of the EC cannot be changed but the actions can be changed.</p>	
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<p>Sec. 5: Meetings Meetings of the Executive Committee may be called by the President or not less than one-fourth (1/4) of the executive committee membership.. The Officers or members authorized to call such meeting may fix the time and place of said meeting, which shall be reasonably convenient; but if no designation, the Executive Committee will use the least expensive method to conduct the meetings to ensure the organization's funds are used in the most responsible method.</p> <p>Sec. 6: Notice Written, e-mailed, or oral notice stating the place, date, and hour of any regular or special meeting of the Board of Directors shall be delivered, either personally, by telephone, electronically, or by mail, to each Directors entitled to vote at such meeting not less than twenty-four (24) hours prior to the hour of such meeting by or at the direction of the Officer or Directors calling same.</p> <p>Sec. 7: Waiver Any member of the Executive Committee may waive notice of any meeting. The attendance of a Director at the Executive Committee at any meeting shall constitute a waiver of notice of such meeting, except where 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.</p> <p>Sec. 8: Quorum</p>		
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<p>Fifty-one percent (51%) of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.</p> <p>Sec. 9: Prohibited Actions Irrespective of the general powers delegated to the Executive Committee under Article VI, Sec. 2, said Executive Committee shall not have the authority of the Board of Directors with reference to amending the Article of Incorporation; adopting a plan or merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease or exchange of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such Committee. This Section and the prohibitions herein stated shall be deemed paramount and superior to all other provisions of these Bylaws.</p> <p>Sec. 10: Telephonic Meeting Subject to the provisions for notice required by these Bylaws, the Executive Committee may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in the meeting shall constitute presence in person at the meeting, except when a person participates in</p>		
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<p>the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called or convened.</p> <p>Sec. 11: Procedure The Executive Committee may fix its own rules of procedure that shall not be inconsistent with these Bylaws and shall keep regular minutes of its proceedings.</p> <p>Standard Operating Procedural Manual The Corporation shall keep at all times a Standard Operating Procedural Manual, herein abbreviated as (“SOP”), that contains standard business practices of the Corporation as approved by the Board of Directors. No revisions may be made to the SOP without the consent via recorded vote in an official meeting of the Board of Directors. The SOP must be stored electronically and made available to membership upon request within a reasonable amount of time.</p>		<p>SOP-Include simplified parliamentary procedure doc in SOP. https://drive.google.com/file/d/1weTY755vtKSIPtL1p_zf46vz0OmKFwG8/view?usp=sharing</p>
<p>ARTICLE VII - COMMITTEES</p> <p>Sec. 1: Committees of the Board of Directors In addition to the Executive Committee provided herein, the Board of Directors by resolution or appointment may designate one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall act as advisors to the board and staff on designated issues; subject, however, to the prohibitions contained in Article VI, Sec. 9, of these Bylaws. The designation and appointment of any such</p>		

<p>committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on him/her by law. Suggested committees include: Administration, Resource Development, Marketing, Programs, Community Involvement, Board/Volunteer Committee, Membership.</p> <p>Sec. 2: Membership Individual members of the Corporation who are not board members may serve on the committees. Staff may be designated by the Executive Director or- President of the Board-to serve on committees.</p> <p>Sec. 3: Chairs and Vice-Chairs The chair or vice-chair of any board-appointed committee must be a member of the board of directors.</p>		
<p>ARTICLE VIII – Executive Director and Staff</p> <p>Sec. 1: The Board of Directors may, as it sees fit, hire paid staff to fulfill administrative duties. If an Executive Director is hired, any other paid staff shall serve under the authority and supervision of the Executive Director. The Board of Directors would have the authority to hire any additional staff as needed with a majority vote.</p> <p>Sec. 2: Executive Director The Board of Directors may, at its option, employ an executive director, who will serve as a non-voting, unofficial member of the Board of Directors.</p>	<p>Create an SOP (manual) for expectations of the Executive Director and semi-annual reviews</p>	<p>SOP - Executive Director needs to get approval from Board of Directors for any hiring or terminating of staff members.</p> <p>SOP - Need a standard review document to use for reviewing of the executive director performance which include</p>

<p>Sec. 3: Term The Executive Director shall serve for as long as the Board of Directors, by contract or otherwise, shall employ him/her.</p> <p>Sec. 4: Duties The Executive Director shall supervise and direct the operation of the business of this Corporation, the personnel employed thereby and the public relations with respect thereto. The precise services of the aforesaid may be extended, curtailed, and/or further defined, from time to time, at the direction of the Executive Committee. Any additional staff will be hired, reviewed and dismissed by the Executive Director with the prior approval of the Executive Committee.</p> <p>Sec. 5: Supervision The supervisor of the Executive Director shall be the President of the Board, subject to the direction and authority of the Board of Directors. The evaluation of the Executive Director's performance shall be conducted at least annually by the President of the Board and approved by the Board of Directors.</p> <p>Sec. 6: Conflict of Interest To avoid any appearance of conflict of interest or nepotism, no relative of a member of the Board of Directors or a relative of any paid staff shall be hired, except under the circumstances outlined in the Nepotism</p>		<p>recommendation by the President and comments from the board to be included in the final review vote by the board.</p> <p>The President and one other board member that does not participate in the review shall be present during the review of the Executive Director.</p> <p>All reviews are held in confidence.</p> <p>SOP -Nepotism Policy and Conflict of Interest Policy</p>
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<p>Policy of the Standard Operating Procedures Manual. The Standard Operating Procedures Manual shall be incorporated herein by reference.</p>		<p>https://docs.google.com/document/d/1gnmlhUEt_oO9X6Kz2PjXwpGBnrkIqogqyq4OIFjlr_Q/edit</p>
<p>ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS AND FUNDS</p> <p>Sec. 1: Contracts</p> <p>The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract, to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.</p> <p>Sec. 2: Checks, drafts, etc.</p> <p>All checks, drafts, or order for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation in such a manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by two (2) of the following: Treasurer, President of the Board, Committee Chairmen of the Board, Executive Director or other Board member so designated by the Board of Directors. Two signatures are not needed for checks issued in amounts under \$2,500. Credit card payments shall be approved for payment on the invoice by any of the above.</p> <p>Sec. 3: Deposits</p>		

<p>All funds of the Corporation shall be deposited within thirty (30) days to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select, as per the Standard Operating Procedure Manual.</p> <p>Sec. 4: Gifts The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation. <i>*Such gifts shall not be tax-deductible to the donor according to IRS regulations for 501(c)(6) organizations.</i></p>		<p>SOP - Create SOP for business practices concerning time frames for deposits.</p>
<p>Proposed Article X: Amendments to Bylaws</p> <p>Sec. 1: Approval All amendments and amendments of amendments to the By-Laws shall be submitted to the Executive Committee and then to the Board of Directors for submission to the Membership.</p> <p>Sec. 2: Notification and approval Proposed amendments and amendments of amendments shall be considered and voted upon at any meeting of the Corporation provided the full text of such amendments has been given in writing to the Members at least thirty (30) days prior to the Meeting at which it is to be voted upon or by electronic means. An amendment shall be passed</p>		

<p>following an affirmative vote by two-thirds ($\frac{2}{3}$) of the Members voting. Paper or Electronic voting methods may be utilized to approve bylaw amendments.</p>		
<p>Article XI (new): Non-Discrimination</p> <p>Members, Directors, Officers, employees, agents and clients of this Corporation shall be selected without discrimination by reason of race, color, religion, sex, marital status, national origin, age, or handicapping condition.</p> <p>Article XII: Indemnification</p> <p>The Corporation shall implement an indemnification policy which shall be outlined in the Indemnification Policy of the Standard Operating Procedures Manual.</p> <p>Article XIII: Special Provisions</p> <p>No part of the net earnings of the Corporation shall inure to the benefit of any individual. The property of this Corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution, or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person, but will be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes</p>		<p>Lawyer prepared indemnification policy for SOP https://docs.google.com/document/d/1I4Nw0ZJCB-DTsl-aKe6D5ndjUdhOhOubKaxOYakK-KE/edit?usp=sharing</p>

and which has established its tax-exempt status under Section 501(c)(6) of the Code. (End of Revised Bylaws)		
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Additional Standard Operating Procedures that need to be written:

- Grievance Process
- Expulsion Process