

**BYLAWS**  
**OF**  
**iNARTE, Inc.**



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# BYLAWS OF iNARTE, Inc.

## ARTICLE I. GENERAL

**Section 1. Name.** This Association shall be known as **iNARTE, Inc.** This Association is incorporated under the non-profit laws of the Commonwealth of Massachusetts and is registered to conduct business in the state of North Carolina

**Section 2. Purposes.** The purposes of the Association shall be those set out in the Articles of Incorporation.

**Section 3. Funds.** This Association is not intended as a profit-making organization, nor is it founded with the expectation of making a profit. This Association shall use its funds only for objects and purposes specified in these BY-LAWS and Articles of Incorporation.

**Section 4. Bonding.** Persons entrusted with the handling of Association funds may be required, at the discretion of the Executive Committee, to furnish, at Association expense, a suitable fidelity bond. Alternatively, the position or the specific individual may be bonded, at the discretion of the Executive Committee.

## ARTICLE II. OFFICES

**Section 1. Offices.** The principal and registered office of the Association is at 840 Queen Street, City of New Bern, Craven County, State of North Carolina, 28560. Said offices may be changed from time to time by the Board of Directors or the Executive Committee, and the Association may have such additional offices as the Board of Directors or the Executive Committee may designate or as the activities of the Association may require from time to time. The registered office shall remain in North Carolina and the Association shall maintain a Resident Agent with an office in the Commonwealth of Massachusetts pursuant to the Massachusetts Nonprofit Corporation Laws.

## ARTICLE III. MEMBERSHIP/CERTIFICATION

**Section 1. Membership.** Membership in the Association shall be through Certification, unless granted Honorary Membership or Affiliate Membership. All memberships are classified as non-voting memberships. Certification requests shall be considered by the Certification committee. The Board shall cause to be kept a register of members. The list of members shall not be sold or otherwise made public except by vote of the board of directors. Members need not be residents of the state of incorporation.

**Section 2. Qualifications.** Certification in the Association shall be in accordance with criteria specified by the Association pertaining to telecommunications, electromagnetic compatibility, electrostatic discharge control, products safety engineering or other such disciplines that may be added to the Association from time to time, and to those individuals from any branch of these disciplines, who are proficient in the use, design, operation of systems or the engineering practices of these disciplines.

**Section 3. Dues.** The annual dues required to maintain membership in the Association shall be determined by the vote of the Board of Directors, on recommendation of the Executive Committee. Dues may be varied from year to year, and dues may be varied from one discipline to another and from one geographic region to another. Dues shall also be determined by a vote of the Board of Directors, on recommendation of the Executive Director. No part of the annual dues shall be rebated, refunded, or forgiven by reason of death, withdrawal or removal. The failure to pay annual dues may constitute reason to suspend or terminate the membership of an individual in this organization. This determination shall be made at the sole discretion of the Certification Committee.

**Section 4. Membership Fees.** Membership fees are based on a tiered structure depending on the class of certification qualified for and approved. Certification fees may vary from year to year, and from one discipline to another and from one geographic region to another, based on recommendations presented by the Executive Director and approved by the Board of Directors or the Executive Committee. Further, no part of these fees shall be rebated, refunded or forgiven by reason of death, withdrawal or removal.

**Section 5. Refunds.** Any dues or fees for certification received by iNARTE are non-refundable once the person has applied for certification.

**Section 6. Duration of Membership.** Membership in this Association may terminate by voluntary withdrawal as herein provided or as otherwise set forth in these BY-LAWS. All rights, privileges, and interests of a member in the Association shall cease on termination of membership. Membership shall be nontransferable. Any certificate holder, by giving written notice of such intention, may withdraw from membership. Withdrawals shall be effective on fulfillment of all obligations to the date of withdrawal.

**Section 7. Suspension and Expulsion.** If, in a written and signed communication addressed to the Professional Practice and Ethics Committee, any member of the Association shall be charged with unprofessional conduct or with conduct detrimental to the objects or interests of the Association or in violation of its Articles of Incorporation, BY-LAWS or rules and regulations, the Professional Practice and Ethics Committee shall consider the matter and should it decide to take further action, the Executive Director shall send a copy of the charges to the accused person, who shall be given thirty days from the date of mailing of said charges to reply, whereupon the Professional Practice and Ethics Committee shall take such further action as it may deem proper.

If two-thirds of the members of the Professional Practice and Ethics Committee, after a fair and impartial hearing on due notice to the accused, shall be satisfied of the truth of the charges, the Professional Practice and Ethics Committee may request the offending person to resign or may suspend or withdraw membership from said person. Should said person decline to resign on such request, said person's name shall be stricken from the rolls by the Executive Director and said person's certification shall be revoked and canceled.

For purposes of this paragraph, notice shall be given by the Executive Director by registered or certified mail to the accused person at the last known address of the person at least thirty (30) days before the hearing.

**Section 8. Initial Operation of Association without Formal Membership.** The initial Board of Directors, Officers of the Association and committee members elected or appointed at the first annual meeting, which meeting was also the organizational meeting of said Association, by definition could not be active members of said Association since no membership/certification committee existed to pass upon or admit applicants for membership/certification in this

Association. However, active membership was required by the original BY-LAWS as qualification of such service. Therefore, at such time as the original Membership/Certification Committee commenced the granting of membership in this Association, all Directors, Officers and committee members did apply for and were granted membership in this Association or they were removed from their respective office or committee and replaced by the remaining Board of Directors pursuant to the original BY-LAWS.

**Section 9. Operation of Association as a Result of Change of Governance.** By virtue of the BY-LAW changes herein incorporated, the Association is no longer a membership governed organization. As of the date of ratification of the incorporated BY-LAWS revisions, the Association is a Board of Directors governed organization. There will be no further membership meetings and all members, certificate holders and certified persons will henceforth be non-voting members, except in the case where that member has a seat on the Board of Directors . The Board of Directors will be entitled to vote on all matters related to Association governance and any other business that shall be properly presented to the Board as a formal Motion. The Board of Directors will be called to meet at least twice each year and at other special meetings as may be required.

#### **ARTICLE IV. BOARD OF DIRECTORS' MEETINGS**

**Section 1. Annual Meetings.** There shall be two annual meeting of the Board of Directors of the Association, each to be held at a place and time designated by the Board of Directors for receiving reports, and the transaction of other business. Meetings shall be open to all members of the Board and guests, as may from time to time be invited by the Board. Annual meetings need not be held in the state of incorporation. Should there be a need for any other meetings of the Board, they will be designated Special Meetings as set forth in ARTICLE VI, Section 9, or Conference Calls as set forth in ARTICLE VI, Section 11.

#### **ARTICLE V. LOCAL CHAPTERS**

**Section 1. Object.** The object of a local chapter shall be to provide for furthering the objectives of the Association through a local organization of members who reside within a given territory. The Board of Directors acts as the National Charter.

**Section 2. Charters.** The Board of Directors, at its discretion, may grant charters for local chapters of the Association on application of 15 active members in good standing in the Association in any state of the United States, its territories or possessions or in any other country. Each charter shall specify the geographical area in which the local chapter is to function. As a requisite for the granting of such charters, the Board of Directors shall approve the chapter's constitution, bylaws, and any amendments thereof.

**Section 3. Membership.** Membership of local chapters shall be composed exclusively of the members of the Association as defined in its Articles and BY-LAWS. Membership in a local chapter shall be available to any member of the Association who resides in or maintains a professional place of business in the defined geographical area of the local chapter. The Board of Directors may, on cause it deems sufficient and on a 120 day notice, suspend or disband any chapter.

**Section 4. Duties.** A local chapter is expected to assist the Certification and Professional Practice and Ethics Committees, aid in the promotion of social and business contacts among persons engaged in disciplines certified by iNARTE in the locality, foster education seminars, and undertake studies and publicly express opinions on subjects principally relating to matters within its granted geographical area, using, however, its own name or designation as "The (local) Chapter of iNARTE." The statement "No action or obligation of a local chapter shall be considered an action or obligation of the Association as a whole" shall be imprinted on any letter or publication issued by a local chapter.

**Section 5. Coordination.** A local chapter is empowered to present to the Board of Directors recommendations and opportunities for cooperation on subjects that may advance the objects of the local chapter and the Association.

## ARTICLE VI. BOARD OF DIRECTORS

**Section 1. Number.** The Board of Directors shall consist of up to twelve (12) Directors. The number of Directors of the Association may be increased or decreased from time to time by amendment of the BY-LAWS. No decrease in the number of Directors shall have the effect of shortening the term of office of any incumbent Director. Members of the Board of Directors need not be residents of the state of incorporation.

**Section 2. Election.** At the time of the change of governance of the Association from a membership governed organization to a Board of Directors governed organization, there was in place a Board of Directors duly elected by a plurality of votes cast by the members. As a result of the change of governance, new Directors are appointed to the Board by a majority vote of the incumbent Directors. The Board of Directors or the Executive Committee may appoint a nominating committee which may submit recommendations to the Board with respect to candidates for the position of Director. Nominations may also be made by individual members submitting in writing nominations of candidates meeting the requirements of Article VI, Section 17. Nomination will be considered by the Board of Directors at the next Board meeting, if received at least 30 days prior to that meeting.

**Section 3. Term of Office.** The members of the Board of Directors elected shall each be expected to serve for a minimum period of four years, commencing upon their date of election. Directors shall be considered re-elected for one or more consecutive Terms, unless a formal resignation is submitted in accordance with ARTICLE VI, Section 4, below, or a formal removal of any Director in accordance with ARTICLE VI, Section 5, below.

**Section 4. Resignation.** Any Director of the Association may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to iNARTE. Such resignation shall take effect at the time specified therefore and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Removal.** A Director may be removed for cause at a meeting called expressly for that purpose, by a vote of a majority of the Directors in office.

**Section 6. Vacancies.** A vacancy occurring in the Board of Directors may be filled by appointment by the Executive Committee. A Director appointed to fill a vacancy occurring in the Board of Directors shall be appointed only for that portion of the un-expired term up to the next meeting of the Board of Directors, wherein the appointment shall be subject to approval by a majority vote of the Directors present at the meeting. The Director so appointed will commence his or her four year period of office following that approval vote.

**Section 7. General Powers.** The business and affairs of the Association shall be managed and controlled by its Board of Directors. Subject to the provisions of the Commonwealth of Massachusetts Nonprofit Corporation Law and the Articles of Incorporation and BY-LAWS of this Association, the Board of Directors shall do and perform every act and thing whatsoever which it shall deem necessary, expedient or advisable to carry out the purposes of this Association.

**Section 8. Annual Meetings.** There shall be two meetings of the Board of Directors each year. Meetings of the Board of Directors shall be held on a date selected by the President for the purpose of the transaction of such business as may come before the meeting. The annual meetings shall be in the place and at the time specified in the notice of said meeting. The annual meetings of the Board of Directors may be held outside the state of incorporation.

**Section 9. Special Meetings.** Unless otherwise provided by resolution of the Board of Directors, all meetings of the Board of Directors other than the annual meetings shall be special meetings. Special meetings of the Board of Directors may be called by or at the request of a majority of the Board of Directors, the Executive Committee, the President or the Executive Director, to be held at such place and time as the person or persons calling such meeting shall specify.

**Section 10. Notice.** Notice of the annual meetings of the Board of Directors shall be given at least thirty (30) days previously thereto by a writing mailed transmitted by mail or electronic means. Notice of special meetings of the Board of Directors shall be given at least ten (10) days previously thereto by verbal notice given personally to each Director, or such notice may be given at least fifteen (15) days previously thereto by a writing mailed to each Director, or by electronic means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. The attendance of a Director at a 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 was not lawfully called or convened. Unless otherwise specified in the provisions of the North Carolina Nonprofit Corporation Law, the Articles of Incorporation or the BY-LAWS, neither the business to be transacted nor the purpose of any meeting of the Board of Directors

need be specified by the notice or the waiver of notice of such meeting.

**Section 11. Emergency Conference Call Meetings.** When it is determined by the President or the Executive Director or a majority of the Board of Directors that a matter requires immediate attention of the Board of Directors, an emergency conference call may be set with 24 hours verbal or written notice to members of the Board. Said notice must include an indication of the subject matter to be considered. Conference call meetings shall be under the same rules governing a Majority or a Quorum as for regular meetings.

**Section 12. Quorum.** A majority of the number of Directors/Officers in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but, if less than such majority is present at the meeting, a majority of the Directors present may adjourn and reconvene the meeting from time to time without further notice.

**Section 13. Manner of Acting.** The act of a majority of the Directors/Officers 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 the provisions of the Commonwealth of Massachusetts Nonprofit Corporation Law, the Articles of Incorporation, or as otherwise provided by these BY-LAWS. Each member of the Board of Directors and elected Officers, excluding the Director presiding over the meeting of the Board of Directors, shall be entitled to one (1) vote. The presiding Director shall cast tie breaking votes when necessary.

**Section 14. Action by Unanimous Written Consent.** Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, is duly recorded and incorporated in the minutes of the Board of Director's meeting immediately following.

**Section 15. Presumption of Assent.** A Director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be presumed to have assented to the action taken, unless such Director's dissent shall be entered in the minutes of the meeting, or unless such Director shall file written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the business office of the Association within three days after the adjournment of the meeting.

Such right to dissent shall not apply to a Director who voted in favor of such action.

**Section 16. Compensation and Expenses.** Directors shall serve without salary. Expenses incurred in connection with performance of their official duties shall be reimbursed to Directors upon application to and approval of the Board of Directors or the Executive Committee. Directors seeking approval of qualifying expenses shall submit to iNARTE headquarters a report of such expenses in a form acceptable to the Executive Director.

**Section 17. Qualifications of Directors.** Candidates for election as Directors shall be iNARTE members, or shall be an extraordinary person whose contribution to the community reflects outstanding contributions and eminent qualifications as determined by the incumbent Board of Directors. No less than six of the twelve authorized Director positions must meet the membership standards as specified in this section. Among all Directors there can be no more than two (2) from any one company, corporation, group, union, chapter or family. Nominations for elected positions must be received by iNARTE no later than the 30 days prior to the date of the next annual meeting of the Board of Directors.

## **ARTICLE VII. COMMITTEES**

**Section 1. Appointment.** The Board of Directors, by resolution adopted by a majority of the Directors in office may designate and appoint up to four standing committees, as it deems necessary to discharge iNARTE business: an Executive Committee, a Certification Committee, a Professional Practice and Ethics Committee, and a Committee on Legislation. The Board of Directors, the Executive Committee, and, when authorized, the President may appoint such other committees as are deemed appropriate. All standing committees shall include at least two Directors.

**Section 2. General Powers and Limitations.** The Board of Directors shall have the power at any time to name members of the various committees, to fill vacancies in, to change the size or membership of, and to discharge the Executive and any other committee. The Executive Committee shall have the power to fill vacancies in, to change the size or membership of, and to discharge committees other than the Executive Committee. Each committee shall elect a chairperson from its members and shall have and may exercise such power as is set forth in these BYLAWS or as may be

conferred or authorized by the resolution appointing it; provided, however, that no such committee shall have the authority to amend, alter or repeal these BYLAWS or the Articles of Incorporation; elect, appoint or remove any member of the Executive Committee or any Director or Officer of the Association; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange or mortgage of all or substantially all the property and assets of the Association; authorize the voluntary dissolution of the Association or revoke proceedings therefore; adopt a plan for the distribution of the assets of the association; or amend, alter or repeal any resolution of the Board of Directors. The designation and appointment of any committees and the delegation thereto of authority shall not relieve the Board of Directors or any individual Director of any responsibility imposed upon it or that Director by law.

### **Section 3. Executive Committee.**

(a) The Executive Committee shall consist of four (4) Directors, and the Association President, who shall act as chairperson of the committee.

(b) Between meetings of the Board of Directors, the Executive Committee shall have and exercise the authority of the Board of Directors in the supervision, control and management of the Association, excepting as to matters concerning which the Board of Directors is required to act, execute the policies and decisions of the Board, actively prosecute the objectives of the Association, and have discretion in the disbursement of funds. The Executive Committee shall consult with and advise the President on all matters pertaining to the affairs of the Association and shall have and exercise such specific powers and perform such specific duties as prescribed by the BYLAWS or as the Board of Directors shall from time to time prescribe or direct. It may adopt such insignia, badges and flags for the Association as it deems desirable. Any action that may be taken by the Executive Committee at a meeting may be taken without a meeting. On the rare occasions when EXCOM action is required that action may be accomplished by email notification and director response which would charge the Executive Director to perform and to record the authority for action in the minutes of the next meeting.

**Section 4. Certification Committee.** The Board of Directors shall appoint the Executive Director to serve on the Certification Committee. The Certification Committee shall be charged with determining those persons qualified for certification

status consistent with those provisions of Article III of these BYLAWS. It shall adopt criteria related to professional history, practical experience, education, service record and other relevant considerations by which to judge applicants for certification. It shall conduct and supervise any testing procedures established for the certification and/or admittance of certification applicants and it shall make recommendations as to the amount of dues to be paid. It shall report on matters of interest at the Board of Directors meetings. At such time that a certification candidates is deemed to have met all of the criteria for certification, that candidate's file will be reviewed by the Executive Director. If in the opinion of the Executive Director, that candidate has clearly met all of the certification criteria as set out for the class of certification for which that candidate has applied, the Executive Director shall have the authority to act for the Certification Committee in granting certification. Any questions regarding a candidate's qualifications for certification must be placed before the Certification Committee for resolution.

**Section 5. Professional Practice and Ethics Committee.** The Committee on Professional Practice and Ethics shall make recommendations to the Board of Directors on all matters relating to professional practice and ethics, including but not limited to, those issues and cases referred to it by the Board of Directors.

**Section 6. Legislation Committee.** The committee on legislation shall suggest desirable legislation, conduct and supervise lobbying and political campaign involvement, report on pending legislation or administrative rulings affecting or having a bearing on the disciplines certified by the organization shall report to the Board of Directors and the membership at the annual meeting.

**Section 7. Other Committees.** All other committees shall consist of at least two (2) Directors and may include such non-directors as may be appointed thereto by the Board of Directors, the Executive Committee, or the President.

**Section 8. Quorum.** A majority of the members of a committee shall constitute a quorum and any decision of a committee shall require a majority vote of the quorum present at any meeting. Each member of a committee, including the person presiding at the meetings, shall be entitled to one (1) vote.

**Section 9. Removal of Members.** The body or person that appointed the committee may remove at any time, with cause, a member or members of that committee.

**Section 10. Meetings.** Committees shall meet at the call of the chairperson at such place and in such manner, including by teleconference, as the committee chairperson shall designate after ten days notice has been given to each committee member. Committee meetings need not be held in the state of incorporation. Each committee shall keep minutes of its proceedings and make a written report to the Board of Directors of its action within a reasonable time subsequent thereto.

**Section 11. Compensation and Expenses.** Committee members shall serve without salary. Expenses incurred in connection with performance of their official duties shall be reimbursed to committee members upon approval of the Board of Directors or the Executive Committee.

## **ARTICLE VIII. OFFICERS**

**Section 1. Officers.** The Officers of the Association shall be President, Vice-president, Secretary and Treasurer. Such other Officers and Assistant Officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person except the office of President and Vice-president, and of President and Secretary. The Officers of this Association need not be residents of the state of incorporation.

**Section 2. Election and Term of Office.** The Officers of the Association shall be elected or re-elected by a majority vote of the Board of Directors present at the election meeting, and serve for a period of two years commencing from the date of their election. Officers may not serve more than three (3) consecutive terms (6 years) in the same Officer position. Each Officer shall hold office until the successor for the Officer has been duly elected and accepted office or until the Officer's death or until the Officer shall resign or shall have been removed in the manner hereinafter provided.

**Section 3. Removal.** Any Officer may be removed by a two-thirds majority vote of the Board of Directors but such removal shall be without prejudice to the contract rights, if any, of the persons so removed.

**Section 4. Vacancies.** Any vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by appointment by the Board of Directors for the un-expired

portion of the term. All such appointments shall meet the qualifications set forth in Section 11 of this Article.

**Section 5. President.** The President shall be the chief officer of the Association and shall preside at all annual meetings of the Board of Directors and the Executive Committee, and subject to the control of the Board of Directors and the Executive Committee, the President shall be charged with the general supervision, management, and control of all the business and affairs of the Association. The President shall sign any contract or other instrument which the Board of Directors or Executive Committee has authorized to be executed, except in the cases where the signing and execution thereof shall be especially delegated by the Board of Directors, Executive Committee or by these BY-LAWS to some other Officer or agent of the Association, or shall be required by law to be otherwise signed or executed. The President shall be a member ex-officio of all committees and communicate to the Association such matters and make such suggestions as may promote the welfare and increase the usefulness of the Association. The President shall perform such other duties as from time to time may be prescribed by the Board of Directors or the Executive Committee.

**Section 6. Vice-President.** In the absence of the President or in the event of the President's death, inability, or refusal to act, the Vice-president shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-president shall perform such other duties as, from time to time, may be prescribed by the President, the Board of Directors or the Executive Committee.

**Section 7. Secretary.** The Secretary shall cause staff to keep the minutes of the meetings of the Board of Directors and the Executive Committee in one or more books provided for that purpose; see that all notices, except those of the subcommittees, are duly given in accordance with the provisions of these BYLAWS, the Articles of Incorporation or as required by law; or as from time to time, may be prescribed by the President, the Board of Directors or the Executive Committee.

**Section 8. Treasurer.** The Treasurer shall cause the Chief Financial officer to be bonded for the faithful discharge of his or her duties in such form and with such surety and sureties as the Board of Directors shall determine. The Treasurer shall be an ex-officio member of any committee of the Association empowered to disburse or commit funds of the Association. The funds, books, and vouchers

in the Chief Financial officer's hands shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the officers of the Association.

**Section 9. Additional Officers.** Officers and Assistant Officers, in addition to those herein above described, who are elected or appointed by the Board of Directors, shall perform such duties as shall be assigned to them by the President, the Board of Directors or the Executive Committee.

**Section 10. Compensation and Expenses.** Officers shall serve without salary unless they are also employees of the Association. Expenses incurred in connection with performance of their official duties shall be reimbursed to Officers upon approval of the Board of Directors or the Executive Committee.

**Section 11. Qualifications of Officers.** Candidates for election as Officers shall be iNARTE certified, or shall be an extraordinary person whose contribution to the community reflects outstanding contributions and eminent qualifications as determined by the incumbent Board of Directors. Among all Officers there can be no more than two (2) from any one company, corporation, group, union, chapter or family. Candidates shall be nominated by the Board of Directors.

**Section 12. Manner of Acting.** Each elected officer present at a meeting of the Board of Directors shall be entitled to one (1) vote.

## **ARTICLE IX. EMPLOYEES**

**Section 1. Executive Director.** The Board of Directors may appoint an Executive Director to serve at the pleasure of the Board. Such Executive Director shall be an employee of the Association and, subject to the direction and control of the Board of Directors, the Executive Committee or the President, shall be the chief administrative officer of the Association and shall direct and supervise the daily routine business and affairs of the Association. The Executive Director shall also be an assistant secretary and assistant treasurer of the Association, and shall be an ex-officio member of all committees. The Executive Director shall advise the Directors on all aspects of the development relating to the Association's objectives. Additionally, the Executive Director shall perform such other duties as, from time to time, may be prescribed by the President, the Board of Directors, or the Executive Committee.

The salary of the Executive Director shall be fixed, from time to time, by the Board of Directors.

**Section 2. Attorney.** The attorney of the Association shall prepare all contracts and other documents that may be required in the business of the Association and shall examine and pass on all such written instruments presented to the Association that are referred to the attorney by the Board of Directors, the Officers or the various committees. The attorney shall consult with and give advice to the Association in all such matters pertaining to the affairs of the Association as may require legal counsel. Upon request, the attorney shall also act as the parliamentarian for the Association.

**Section 3. Other Employees.** The Executive Director shall advise the Board of Directors as to the other positions of employment that are required for the proper conduct of the business of the Association. The Board of Directors or the Executive Committee may establish such other positions of employment as it deems desirable from time to time and shall in concert with the Executive Director, fix the salaries for such positions. Subject to the control and direction of the Board of Directors and the Executive Committee, the Executive Director shall hire and discharge employees necessary for the proper conduct of the business of the Association.

## **ARTICLE X. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

All Directors and Officers of the Association now and hereafter in office and their heirs, executors, and administrators, shall be indemnified by the Association against all liabilities, costs, expenses and amounts, including counsel fees, reasonably incurred by or imposed upon them in connection with or resulting from any action, suit, proceeding or claim to which they may be made a party, or in which they may be or become involved by reason of their acts of omission or commission, or alleged acts or omissions as such Director or Officer, or subject to the provisions hereof, any settlement thereof, whether or not they continue to be such Director or Officer at the time of incurring such liabilities, costs, expenses or amounts; provided that such indemnification shall not apply to liabilities incurred with respect to any matter to which such Director or Officer shall be finally adjudged in such action, suit or proceeding to have been individually guilty of either willful malfeasance or misfeasance in the performance of any duty as such Director or Officer, and provided, further, that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement

of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim, when, in the judgment of the Board of Directors of the Association, such settlement and reimbursement appear to be for the best interests of the Association. Indemnification pursuant to this Article shall be reduced by the amount of any other indemnification or reimbursement of such Officer or Director of the liability and expense to which indemnification is claimed. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such Director or Officer may be entitled under any statute, agreement, or otherwise. Expenses incurred with respect to any claim, action, suit or other proceeding of the character described in this Article may be advanced by the Association prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that the recipient is entitled to indemnification under this Article.

## **ARTICLE XI. CONTRACTS AND BANKING**

**Section 1. Contracts.** The Board of Directors or the Executive Committee may authorize any Officer or Officers, agent or agents, to enter into any contract or execute or deliver any instrument in the ordinary course of business in the name or on behalf of the Association, and such authority may be general or confined to specific instances. No such officer or agent shall be given the power to encumber or dispose of a substantial portion of the Association's assets.

**Section 2. Deposits.** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors or the Executive Committee may select.

**Section 3. Checks.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents, of the Association and in such manner as shall, from time to time, be determined by resolution of the Board of Directors or the Executive Committee.

**Section 4. Loans.** No loan shall be made by or to this Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution by the Board of Directors or

the Executive Committee. Such authority may be general or confined to specific instances, provided, however, that no loans shall be made by the Association to its Directors or Officers.

## **ARTICLE XII. GIFTS**

**Section 1. General.** This Association is not a charitable corporation for the purposes of Section 501(c)(3) of the Internal Revenue Code. Nevertheless, it is a business association under Section 501(c)(6) of that act and for this reason certain gifts to the Association will carry certain tax advantages to the donor as a business expense.

### **Section 2. Acceptance of Gifts.**

(a) The Board of Directors or the Executive Committee may accept on behalf of the Association any gift, grant, bequest or devise for the general purposes or for any special purpose of the Association. The Board of Directors or the Executive Committee may authorize any officer, agent or employee to accept on behalf of the Association any gift, grant, bequest or devise and such authority may be general or confined to specific funds, accounts, or purposes. The Board of Directors or the Executive Committee has the right to reject or refuse to accept any gift, grant, bequest or devise whenever it is deemed to be in the best interest of the Association to reject or refuse to accept such gift, grant, devise or bequest.

(b) Unless the terms of the gift expressly provide otherwise, all gifts, grants, bequest and dividends shall be deemed irrevocable.

**Section 3. Funds and Accounts.** All such property received and accepted by the Association shall become a part of the Association property and, subject to any limitations, conditions or requirements, may be commingled with other assets of the Association. However, such property shall or may be placed in any number of separate and distinct funds or accounts whenever the conditions, limitations or instruction of the gift, grant, bequest or devise require a separate fund or account, or whenever the Board of Directors or Executive Committee, in its judgment, determine that such property should be placed in a separate and distinct fund and account. A separate fund or account may be administered by a committee appointed for that purpose.

## **ARTICLE XIII. ACCOUNTING YEAR AND AUDIT**

**Section 1. Accounting Year.** The accounting year of the Association shall begin on the first day of January and end on the last day of December in each year.

**Section 2. Audit.** At the end of the accounting year, the books of the Association, including those of various committees, shall be closed and examined by a certified public accountant selected by the Board of Directors or by the Executive Director, with the approval of the Board of Directors. The financial report of the auditor shall be promptly mailed to the Treasurer and shall be made available to the Directors at the following annual meeting.

## **ARTICLE XIV. SEAL**

The corporate seal shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "CORPORATE SEAL, COMMONWEALTH of MASSACHUSETTS".

## **ARTICLE XV. AMENDMENTS**

The BY-LAWS of the Association may be altered, amended or repealed and new BY-LAWS adopted by the vote of a majority of the Directors at any meeting of the Board of Directors; provided that notice of any such proposed modification or amendment shall be included in the notice for the meeting.