

**BYLAWS of the
National Association of Catering Executives, Inc.**

As revised December 20, 2004

**Article I
NAME**

Section 1. Name

The name of this organization shall be the NATIONAL ASSOCIATION OF CATERING EXECUTIVES, hereinafter referred to as NACE.

Section 2. Incorporation

NACE is an Association consisting of, but not limited to, Chapter branches incorporated under the General Not-For-Profit Corporation Act of the State of New York, operating for the purpose hereinafter set forth.

Section 3. Principal Office

The principal office of the corporation shall be in the state of Maryland.

Section 4. Other Offices

The corporation may also have offices at such other places within or without the State of Maryland as the Board of Directors may from time to time determine or the activities of the corporation may require.

**Article II
MISSION**

To assist caterers in achieving career success by raising the level of education and professionalism of the catering industry.

**Article III
OBJECTIVES**

1. To provide positive networking opportunities for members.
2. To provide continuing education for members.
3. To achieve and maintain financial and administrative stability.
4. Foster good will with and recognition from the hospitality industry.
5. Improve the working environment for members.
6. Provide appropriate opportunities for interaction between caterers and suppliers.
7. Establish and maintain educational, ethical, and practice standards for caterers.

Article IV MEMBERSHIP

Section 1. Membership Categories

- A. Primary Member. The member shall be presently employed as a Director of Catering or Convention Services, Catering or Convention Services Managers, Off-Premise Caterers, Event managers and any other title whose position entails booking, menu planning, finalizing events and supervising personnel who execute Food and Beverage events. General Managers, Owners, Food and Beverage Directors, Banquet Managers or the equivalent as well as professors and accredited teachers of related courses at the college level. Primary members may vote in chapter and national elections, may hold any office and serve on committees. Primary members shall be assigned to a chapter in their geographic area and if no chapter exists in the member's location the member shall be considered a Member-At-Large. Primary members may belong to additional chapters.
- B. Affiliate Member. The member who supplies services and/or merchandise to members. Affiliate members may serve on a Chapter Board of Directors (except that Affiliate Representatives may not serve as President, First Vice President or Second Vice President) and may serve on chapter and national committees and may elect one representative to sit on the Board of Directors with voting privileges. An Affiliate Member has voting privileges on the Chapter and National levels.
- C. Corporate Member. An Affiliate member may elect to join as a Corporate member. This membership category provides involvement at the chapter level for national corporations through participation of local representatives. A Corporate Member has voting privileges on the Chapter and National levels.
- D. Student Member. A Chapter level member who is a junior or senior college student, majoring or minoring in Food and Beverage. Student members may serve on committees at the chapter level. A Student Member does not have voting privileges and may not serve on the Board of Directors.
- E. Honorary Member. The member being in good standing and retired from the hospitality profession may be elected by majority vote of the members of the Board of Directors. An Honorary Member does not have voting privileges and may not serve on the Board of Directors.
- F. Honorary Paying Member. The member being in good standing and having left the hospitality profession, with a desire to remain in contact with the national association. The Honorary member may serve on committees and has no voting privileges. An Honorary Member may not serve on the Board of Directors.
- G.

Section 2. Qualifications for Membership

- A. Interpretation of the required qualifications for membership will be the prerogative of the Board of Directors, providing the application is accompanied by the appropriate payment and is approved by the Chapter Membership Committee.

- B. Membership shall not be denied to anyone otherwise qualified because of race, creed, sex, or national origin.
- C. Any person eligible for membership under Article IV Membership, residing or employed in an area in which there is no chapter may become a Member-At-Large upon proper application and payment. Members-At-Large will be grouped together and may elect one voting delegate as stated in Article VII, Section 3A.
- D. All employed Primary, Associate, Affiliate, and Corporate members must be employed by a firm which is duly licensed, insured and certified to do business as may be required by law.
- E. A prospective member will make application for membership on a standard form, as established by the association.
- F. Each prospective member shall attend not more than three (3) chapter meetings to determine the desire to join.
- G. Upon receipt of the completed application and the initiation fee and dues, said applicant is a member. New members must be provided with a copy of the Bylaws and directed to specifically read Article IV, Section 3, Relinquishment of Membership.

Section 3. Relinquishment of Membership

- A. A member who has not paid dues within the 30 day grace period of the member's anniversary date shall be declared delinquent and dropped from NACE membership. On termination of membership, all rights of membership (of any class), including the right to hold office and vote, may not be exercised. A terminated member may reinstate membership rights upon payment of dues and reinstatement fees.
- B. Suspension and Expulsion: Member may be suspended from the Association for a designated period or may be expelled for cause such as violation of the Bylaws or rules of the Association or for conduct prejudicial to the best interest of the Association. Suspension or expulsion shall be by a two-thirds vote of the Board of Directors, after the defaulting member has had a reasonable opportunity to be heard by the board.
- C. Members who have been suspended under Article IV may apply to the National President for reinstatement. However, such reinstatement shall not be made absolute until all conditions have been reviewed by the Board of Directors. Reinstatement will occur upon approval of Board of Directors by two-thirds vote.

Article V

BOARD OF DIRECTORS

Section 1. Administration

NACE shall be governed by the Board of Directors. The affairs and business of NACE shall be controlled and directed by the National President and the Executive Director with the approval of the Board of Directors.

Section 2. Board of Directors

The President, First and Second Vice President, Secretary/Treasurer, Vice President of Communications, Vice President of Marketing, Vice President of Membership, Regional Vice Presidents, the Immediate Past President, Chapter Presidents Council Chair, Vice President of Affiliate Members and the Foundation of NACE President shall constitute the voting members of the Board of Directors. The Executive Director shall be an ex officio, non-voting member of the Board of Directors.

The CPCE Commission Chair shall subject to nomination by the CPCE Commission and appointment by the National President, become a member of the NACE National Board with right of vote.

Section 3. Duties

- A. The Board of Directors shall meet at such times and places as may be determined by the action of the Board of Directors or the Chapter Presidents Council, by call of the President or by written request of six (6) members of the Board of Directors, provided that there shall be at least two meetings each year. One meeting in conjunction with the annual conference and one at a date as approved by two-thirds vote of Board of Directors.
- B. Notice of Meeting Notice of any meeting shall be given by the President or Executive Director at least twenty-one (21) days previous thereto by written notice delivered personally or mailed to each director at his or her residence or usual place of business or shall be sent by confirmed facsimile transmission or electronic mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If given by facsimile transmission, such notice shall be deemed to be delivered when received. If transmitted by electronic mail, such notice is given when directed to such director's electronic mail address as supplied by such director to the President or Executive Director or as otherwise directed pursuant to such director's authorization or instructions.
- C. Participation by Telephone Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board of Directors or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at a meeting.

Section 4. Agenda and Minutes

- A. A meeting agenda will be prepared by the Executive Director in consultation with the President and distributed to the Board of Directors at least two weeks prior to such regular meeting.
- B. The minutes of all board meetings shall be duly recorded by the Secretary/Treasurer, or by the Executive Director, whose duty it shall be to distribute to each member of the Board a copy of the minutes of each meeting of the Board of Directors within fourteen (14) days after the close of such meeting.

Section 5. Quorum and Voting.

Not less than a majority of the voting members of the Board of Directors shall constitute a quorum. Unless otherwise provided by statute or the Certificate of Incorporation, each director with the exception of the Executive Director shall be entitled to exercise one vote.

Section 6. Authority

The Authority of the Association shall be vested in the Board of Directors. The Authority for the conduct of NACE business shall include, but not be limited to, approving new Chapters and members; to suspend or expel them providing that proper conditions are complied with; to appoint committees on particular subjects from the members of the Board and/or other members of NACE; to print and circulate documents and public articles in the public interest and for the welfare of the Association; to carry on correspondence and communicate with other organizations interested in the catering industry; to authorize expenditures of treasury funds and maintain accountability thereof; and to execute other measures as they may deem proper, necessary, and expedient to promote the objectives of NACE and to best protect the interest and welfare of NACE members.

Section 7. Travel Expenses

Reasonable expenses for the current President and Executive Director and such others approved by the Board of Directors attending authorized meetings as a result of NACE business shall be reimbursed upon presentation of itemized expense statements, accompanied by supporting receipts. Such estimated expenses may be included in the Association budget and such costs shall be included in financial reports as a separate entity. Approval of the aforementioned shall be by majority vote of the Board of Directors.

Section 8. Resignation or Removal

Any officer or Board of Directors member may resign at any time by giving written notice to the President. Any Board of Directors member may be removed from office by a two-thirds majority vote of the Board of Directors, after such officer has been

given thirty (30) days notice that such a vote will occur. That officer will have those thirty (30) days in which to appear before the Board of Directors or to present a written statement.

Section 9. Vacancies

The President shall be empowered to appoint with approval of the Board of Directors eligible members to fill any vacancy that may occur on the Board of Directors by death, resignation or otherwise. Such appointees shall hold office until the next regular election.

Section 10. Action by Written Consent

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or committee shall be filed with the minutes of the Board of Directors or committee.

Section 11. Participation by Telephone

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board of Directors or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article VI OFFICERS

Section 1. President

The President shall preside at all meetings of the Board of Directors and shall be a member ex-officio with right to vote, of all committees except of the Nominating Committee. He/she shall also at the annual meeting of the Association, and at such other times as he/she deems proper, communicate to the National Association or to the Chapter Presidents Council such matters and make such suggestions as may in his/her opinion tend to promote the prosperity and welfare and increase the success of the Association and shall perform such other duties as are necessarily incident to the office of the President.

Section 2. First-Vice President

In case of the death or absence of the President or of his/her inability for any cause to act, the First Vice President shall perform the duties of the President's office.

Section 3. Second-Vice President

In case of the death or absence of the President or the First Vice President or their inability for any cause to act, the Second Vice President shall perform the duties of the office that is vacant.

Section 4. Secretary/Treasurer

It shall be the duty of the Secretary/Treasurer to give notice, or direct the Executive Director to give notice, of all meetings of the Association and to keep a record of all business there transacted, to conduct all correspondence and execute all orders, votes and resolutions not otherwise committed, to keep a list of the members of the Association, to notify the officers and members of their appointment to committees; to furnish the chair of each committee with a copy of votes under which the committee is appointed and at the chair's request, to give notice of the meeting of the committees, and generally to devote his/her best efforts to forwarding the business and advancing the interest of the Association. The Secretary/Treasurer shall be the keeper of the Seal of the Association and shall keep an account of all monies received and expended for use by the Association. He/she shall make a report at each meeting or whenever called upon by the President. The Secretary/Treasurer shall have an outside auditor perform an annual review or audit of the financial records. The Secretary/Treasurer may delegate all or part of his/her duties to the Executive Director subject to approval of the Board of Directors.

Section 5. Removal

- A. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause. An officer elected by the members or a class of members may be removed, with or without cause, only by the vote of the members or such class of members, but his authority to act as an officer may be suspended by the Board of Directors for cause.

Section 6. Vacancy

- A. A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7. Regional Vice Presidents

- A. The geographic boundaries of the Regions to be served by the Regional Vice Presidents shall be determined by a majority vote of the Board of Directors.
- B. Regional Vice Presidents shall keep close contact with the Chapters within their Region. They are to serve as Advisors to help Chapters with membership and programs. Additionally, they have a responsibility of starting new Chapters within their Region.

Section 8. Vice President of Affiliate Members

The Vice President of Affiliate Members shall keep in close contact with Affiliate and Corporate members, and represent them on the Board of Directors.

Section 9. The Vice President of Communications shall be the chair of all committees responsible for any form of communication with the members and the public. This includes, but is not limited to newsletters, web site, publications, brochures, promotional materials and advertising copy. The Vice President of Communications will report to the President and the Board of Directors as requested.

Section 10. The Vice President of Membership shall be the chair of the membership committee. They will be responsible for membership recruitment and retention programs. The Vice President of Membership will report to the President and the Board of Directors as requested on membership statistics and programs.

Section 11. The Vice President of Marketing will chair the Marketing and Public Relations Committee. The Vice President of Marketing will be responsible for the advertising tactics and Marketing Plans for all products NACE has to offer including, but not limited to, membership, Certification Program, Educational Conferences, Educational Materials, NACE advertising opportunities and NACE sponsored goods. The Vice President of Marketing will report to the President and the Board of Directors as requested.

Section 12. Executive Director

- A. The Board of Directors may retain either an individual or a Management Company to manage the affairs of the Association as its Executive Director. If the Board of Directors retains a Management Company to serve as Executive Director, the Management Company shall designate an Account Executive acceptable to the Board of Directors as the designated Executive Director. The Executive Director (whether an individual or the designee of the Management Company) shall report to the Board of Directors. The Executive Director shall operate in a manner consistent with the policies, programs, objectives, Bylaws, Articles of Incorporation, budgets and directives of the Board of Directors. The Executive Director shall also work with individual council, committee, and task force chairs to effectively carry out the Association's objectives. The Executive Director shall submit quarterly reports to the Board of Directors. The Association and the Executive Director shall enter into a contract setting forth the authority and additional duties and responsibilities of the Executive Director.
- B. If the Board of Directors appoints a Management Company to provide an Executive Director, the terms and conditions of the relationship with the Management Company shall be at the discretion of the Board of Directors and negotiated annually. The Management Company shall maintain an administrative staff and office, through which the routine business of the Association shall be conducted.

- C. Individuals designated by the Board of Directors of NACE who have budget line item responsibility on the approved budget must submit written requests in advance to the Executive Director to release funds. The Executive Director will give approval for the release of budgeted funds in accordance with the prescribed procedures. Non-budgeted items need approval by majority vote of the Board of Directors. The funds, books and vouchers in the hands of the Executive Director shall at all times be under the supervision of the Board of Directors and subject to its inspection and control.

Article VII NATIONAL ELECTION OF OFFICERS

Section 1. Board of Directors

- A. At the Annual Meeting every even year there shall be elected by ballot from among the eligible candidates by Primary and Affiliate Member delegates present, a President, First Vice President, Second Vice President, Secretary/Treasurer, Vice President of Affiliate Members, Vice President of Communications, Vice President of Marketing and Vice President of Membership. At the Annual Meeting every odd year, there shall be elected by ballot from among the eligible candidates by Primary and Affiliate Member delegates present, Regional Vice Presidents. Except where there is only one candidate for office the vote may be *vive voce*. The members of the Board of Directors shall upon election enter upon the performance of their duties in office until their successors shall have been duly elected.
- B. The President, First and Second Vice President, Secretary/Treasurer, Regional Vice Presidents, Immediate Past President, and Affiliate Representative, shall serve for a term of two years. They may not hold more than one elected office simultaneously. Any elected member whose term has expired may be re-elected.

Section 2. Term of Office - Board of Directors

- A. Officers and Directors shall be elected for a term of two years by the Primary and Affiliate member delegates at the Annual Meeting.
- B. Eligibility Standards
- President:
1. Must have served as a local chapter president.
 2. Must have completed 2 years on the Board of Directors.
 3. Must be a Primary member in good standing.
 4. Must be a CPCE.
- First Vice President:
1. Must have served as a local chapter president.
 2. Must have completed 2 years on the Board of Directors.
 3. Must be a Primary member in good standing.
 4. Must be a CPCE.
- Second Vice President:
1. Must have served as a local chapter president.

2. Must be a Primary member in good standing.
3. Must be a CPCE.

Secretary/Treasurer and Regional Vice Presidents:

1. Must have served as a local chapter president.
2. Must be a Primary member in good standing.
3. Must be a CPCE.

Vice President of Communications

1. Must have served two years at a Chapter Board Level
2. Member of NACE for 5 years
3. Must have attended at least one Educational and One Leadership Conference

Vice President of Membership

1. Must have served two years at a Chapter Board Level
2. Member of NACE for 5 years
3. Must have attended at least one Educational and One Leadership Conference

Vice President of Marketing

1. Must have served two years at a Chapter Board Level
2. Member of NACE for 5 years
3. Must have attended at least one Educational and One Leadership Conference

Vice President of Affiliate Members:

1. Must be an Affiliate member in good standing
2. Must have served in an elected Chapter position.

- C. Members of the Board of Directors will take office following their election and shall continue in office until their successors shall be duly qualified and elected.

Section 3. Voting Delegates for Elections at the Annual Meeting

- A. Every member of every chapter is by majority vote to elect at least one delegate to attend the National Annual Meeting. Each Chapter may elect one delegate for every 25 Primary and Affiliate paid members or portion thereof to vote for National officers and directors. Only Chapter designated delegates may exercise voting rights of their Chapter at the Annual Meeting of the Association. Members-at-Large may elect one delegate for every 25 Members-at-Large or portion thereof to vote for National officers and directors. Delegates may name a Proxy as outlined in Section 3 D.
- B. Any Chapter member or members duly certified to act as a Delegate or Delegates may both represent and act for their Chapter in the affairs of the Association, including the holding of office or offices therein. Each Chapter shall be accorded the number of votes corresponding with the number of duly paid Primary and Affiliate members in the Chapter represented. The Association records of paid memberships, as of May 15 each year, shall be accepted for this purpose at the Annual Meeting.

- C. A majority vote shall be necessary to elect officers and directors. In the event of more than two candidates being nominated for a particular office and no one receives a majority by the end of the second ballot, the candidate with the fewest votes will be removed from the ballot. This process will continue after each ballot until one candidate attains a majority vote. In the event that there is only one candidate nominated for an office, a written ballot will not be required and that candidate shall be declared elected by acclamation.
- D. Anyone named as Proxy must be a Primary member in good standing. No proxy shall be accepted or acknowledged unless the Chapter shall have submitted a signed certification of such Proxy. No other means of communication, other than a certified Proxy, shall be accepted or acknowledged as a signed certification. Said member may only hold the Proxy for one Chapter other than his/her own. A certified Proxy must state that it is valid for only sixty (60) days.

Section 4. Orderly Transition

It shall be the duty and obligation of all officers and directors to turn over to their successors all NACE records and correspondence related to their terms of office and such other documents and materials as may pertain to their office. The foregoing obligation shall be completed not later than ten (10) days after the new officers and directors have taken office.

Section 5. Judges and Tellers

The presiding officer shall appoint a judge and two tellers, none of whom shall be a candidate for office. The tellers, after collecting and counting the ballots will duly record the results of the election.

The judge and tellers will report the results of the election to the presiding officer, who will be responsible for announcing the results to the general assembly. Any question concerning the results shall be made at this time. If there is no question, the results will be accepted and the vote declared valid.

Article VIII COMMITTEES

Section 1. Name and Purpose

- A. The committees of NACE may be established and their general duties defined by the Board of Directors. Committee Chairs will be appointed from among the members in good standing by the National President. One member of the Board of Directors will be identified as each committee's liaison. These committees could include but are not limited to the following:

- Certification
- Chapter Programming
- Conference
- Executive Committee
- Finance

Member Recruitment and Retention
Nominating
Off Premise
Publications
Public Relations and Marketing
Strategic Planning

Section 2. Reporting

Committee Chairs shall present written reports 10 days prior to each Board meeting to the Executive Director and their Board liaison who will submit them on the proper form for the official record.

Section 3. Ad Hoc Committees

Ad hoc committees may be appointed by the National President. Their time may be limited and their project specific. An ad hoc committee shall be monitored by a Chair appointed by the National President.

Section 4. Executive Committee

The Executive Committee shall consist of the President, First Vice President, Second Vice President, Treasurer/Secretary, Immediate Past President, Vice President of Affiliate Members, Chapter President Council Chair and Executive Director. In between Board meetings and in the event of an emergency situation, the Executive Committee has the authority to meet and make decisions on behalf of the board as a whole. All members except the Executive Director and Vice President of Affiliate Members must be CPCEs.

Article IX CHAPTER PRESIDENTS COUNCIL

Section 1. Chapter Presidents Council

- A. The Chapter Presidents Council shall consist of all Chapter Presidents, all Past National Presidents, and other chair or liaison positions as deemed appropriate by the Board of Directors and the Chapter Presidents Council.
- B. All Chapter Presidents shall serve thereon for the duration of his/her term as President. All past National Presidents in good standing shall automatically become a member of the Chapter Presidents Council.

Section 2. Chapter Presidents Council Executive Committee

- A. The Chapter Presidents Council shall elect from among the Chapter Presidents and any past Chapter Presidents, a CPC Executive Committee consisting of a Chair, Vice Chair and Secretary. The Chapter Presidents Council shall elect from among current Chapter Affiliate members and any past Chapter Affiliate Board members, a Council Affiliate Representative. The Chair of the Chapter Presidents Council will be a voting member of

the Board of Directors. The NACE National President shall sit on the Chapter Presidents Council Executive Committee as an advisor.

Section 3. Term of Office -Chapter Presidents Council Executive Committee

A. The Chair, Vice Chair, Secretary and Affiliate Representative shall serve for a term of one year. They may not hold more than one elected National office simultaneously. Any elected member whose term has expired may be re-elected to the same office or any other office for one additional term.

B. Eligibility Standards

Chair

Must currently be serving as a Chapter President or Past Chapter President.

Must be a Primary member in good standing.

Must be a CPCE.

Vice Chair and Secretary

Must currently be serving as a Chapter President or Past Chapter President.

Must be a Primary member in good standing.

Affiliate Representative

Must have served as a Chapter Board member

Must be an Affiliate Member in good standing.

C. Members of the Chapter Presidents Council Executive Committee will take office following their election and shall continue in office until their successors shall be duly qualified and elected.

Section 4. Duties and Authority

A. The Chapter Presidents Council shall act as a committee of the National Board of Directors and shall function as an advisory rather than a governing body.

B. The Chapter Presidents Council of NACE is responsible for making recommendations to the Board of Directors by majority vote. The focus of the recommendations is on Chapter issues, but may also include recommendations regarding the Association budget, policy, conference site selection, and amendments to Bylaws.

C. The Chapter Presidents Council shall meet at least once a year in conjunction with the annual conference. The Board of Directors may approve other meetings of the Chapter Presidents Council as the budget allows.

D. The Chapter Presidents Council may establish subcommittees as authorized by the National President. Any member in good standing may serve on such subcommittees. Meetings of subcommittees may be conducted in conformance with budgetary guidelines.

- E. Written notice of the time and place of all meetings of the Chapter Presidents Council shall be mailed to each member by the Executive Director not less than twenty-one (21) days before the appointed time of the meeting.

Section 5. Agenda and Minutes

- A. A meeting agenda will be prepared by the Executive Director in consultation with the Chapter Presidents Council Chair and distributed to the Chapter Presidents Council at least two weeks prior to any meeting.
- B. The minutes of all Council meetings shall be duly recorded by the Secretary, or by the Executive Director, whose duty it shall be to mail to each member of the Council a copy of the minutes of each meeting of the Chapter Presidents Council within fourteen (14) days after the close of such meeting.

Section 6. Quorum

A majority of the Chapter Presidents Council shall constitute a Quorum for the transaction of business and a majority vote of those present and entitled to vote shall be necessary to forward any recommendation to the Board of Directors.

Section 7. Resignation or Removal

Any member of the Chapter Presidents Council, or chapter president, may resign at any time by giving written notice to their respective Regional Vice President. Any member of the Chapter Presidents Council, or Chapter President, may be removed from office by a two-thirds majority vote of the Board of Directors after such member has been given thirty (30) days notice that such a vote will occur. That member will have those thirty (30) days in which to appear before the Board of Directors or to present a written statement.

Section 8. Vacancies

The National President of NACE shall be empowered to appoint with approval by the Board of Directors eligible members to fill any vacancy that may occur on the Chapter Presidents Council Executive Committee by reason of death, resignation or removal. Such appointees shall hold office until the next regular election.

Article X NACE CHAPTERS

Section 1. Requirements for Chapter Charter

- A. Any group of eligible persons with fifteen (15) or more applicants desiring to join NACE as Primary Members, may become a Chapter providing no Chapter exists in that geographical area. Charters are granted by a majority vote of the Board of Directors.
- B. Chapter Charters may be revoked by the Board of Directors where the conduct of the Chapter is in violation of the Bylaws and/or prejudicial to the best interests of the Association. Notice of changes shall be mailed to the Chapter President with copies to the

Chapter members of record and any member or members of the Chapter may appear in its defense. Upon revocation of the Charter, all fully paid-up members may be considered Members-At-Large as provided by Article IV, Section 2.C.

- C. Local Chapters shall hold at least ten (10) meetings per year on a day, time and place to be determined by the Chapter. Special meetings may be called by a chapter upon written request of the majority of its members, or at the request of the Chapter President.

Section 2. Requirements for Student Chapter Charter

- A. Any group of eligible persons with fifteen (15) or more applicants desiring to join NACE as Student Members, may become a Student Chapter providing that a Local Chapter in good standing exists in that geographical area. Charters are granted by a majority vote of the Board of Directors.
- B. Student Chapter Charters may be revoked by the Board of Directors where the conduct of the Student Chapter is in violation of the Bylaws and/or prejudicial to the best interests of the Association. Notice of changes shall be mailed to the Student Chapter President with copies to the Student Chapter members of record and any member or members of the Student Chapter may appear in its defense. Upon revocation of the Charter, all fully paid-up members may be considered Student Members of the Local Chapter of NACE-At-Large as provided by Article IV, Section 2.C.
- C. Student Chapters shall hold at least four (4) meetings per year on a day, time and place to be determined by the Student Chapter. Special meetings may be called by a chapter upon written request of the majority of its members, or at the request of the Student Chapter President.

Article XI FINANCE

Section 1. Fiscal Year

The fiscal year of NACE and its Chapters shall commence on January 1 and end on December 31.

Section 2. Dues Structure

Chapters may elect to establish dues and/or assessments for their membership as determined by the Chapters to the best mutual interest of the Chapters and their members. The Association shall assess such dues on an annual basis and remit Chapter dues and assessments to the appropriate Chapter upon collection according to the procedures established by the Board of Directors.

Section 3. Initiation Fee

As a condition to admission to membership, there shall be an initiation fee to be determined by the Board of Directors for membership to the Association.

Section 4. Annual Dues

Membership dues shall be set by a two-thirds vote of the Board of Directors. The membership dues for present Primary, Associate, Affiliate and Honorary Paying members shall be the same. All current members and new members' dues are accepted on the day of initiation and future years' dues on the anniversary date. Student members shall pay such amounts as determined by the Board of Directors.

Section 5. Delinquent Payment

Members who have not paid their dues within the 30 day grace period of their anniversary date will be declared delinquent in their dues and dropped from NACE membership. Those individuals whose membership has lapsed will be required to pay a reinstatement fee equaling the national initiation fee in order to become a member in good standing again.

Article XII MEETINGS

Section 1. Annual

A. There shall be an annual meeting of NACE between June 1st and August 31st for the election of officers and directors; and for receiving annual reports and the transaction of other business. Notice of such meetings shall be published at least sixty (60) days before the time appointed for such meeting. Chapters shall have thirty (30) days to request additions to the agenda.

B. In the event of an emergency of major importance affecting the meeting, and not of a personal nature, the National President may cancel, curtail or postpone such meeting.

Section 2. Special

A. The President National President of the Board of Directors may call special meetings of NACE for any purpose or purposes whatsoever. Notice for any special meeting shall be given in the same manner as for the Annual Meeting, except that only thirty (30) days notice shall be necessary.

Section 3. Quorum

A. A majority of the combined members of the Board of Directors and Chapter Presidents Council in good standing shall constitute a quorum at an Annual Meeting.

Section 4. Order of Business

A. The order of business for the Annual and special meetings shall be provided by the Board of Directors. Where no order is so provided and when not otherwise expressly provided for in these Bylaws, the meeting shall be governed by the latest edition of Robert Rules of Order.

Article XIII
SEAL

The Association shall have a seal of such design as the Board of Directors may adopt. The Secretary/Treasurer shall keep such seal.

Article XIV
AMENDMENTS

Section 1. Amendments to the Certificate of Incorporation or Bylaws of the Corporation shall be approved by a majority vote of the entire Board of Directors at a duly constituted meeting or by unanimous consent of the members of the Board of Directors. The President shall distribute copies of proposed amendments to the members of the Board of Directors at least thirty (30) days prior to the vote.

Section 2. Upon adoption of amendments to the Certificate of Incorporation or Bylaws, all previous sections of the Certificate of Incorporation and Bylaws which are in conflict with and replaced by these amendments shall be rendered null and void and of no effect.

Article XV
NO PRIVATE INUREMENT

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Article XVI
INDEMNIFICATION

The Association may agree to the terms and conditions upon which any director, officer, employee or agent accepts his office or position and in its Bylaws, by contract or in any other manner may agree to indemnify and protect any director, officer, employee or agent of the Association to the fullest extent permitted by the laws of the State of New York.