****

**SAMPLE BYLAWS**

ARTICLE I - NAME

Section 1. The name of the organization shall be the “NAME OF YOUR ORGANIZATION”.

Section 2. The principal area of service shall be the State of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

ARTICLE II – MISSION & OBJECTIVES

Section 1. The mission of NAME OF ORGANIZATION is:

[STATE YOUR MISSION HERE]

Section 2. The NAME OF YOUR ORGANIZATION is organized:

1. To provide unity among those employed in the [YOUR INDUSTRY] field of work.
2. To advance the professional status of the group as a whole.
3. To foster the personal advancement of members through placement activities, the holding of meetings, and the presentation of professional and informative papers.
4. To provide a service to members through development of technical information.
5. To enhance the prestige of the group through the promotion of ethical standards of conduct.

Section 3. The NAME OF ORGANIZATION shall be non-profit, non-sectarian, and shall take no part in or lend its influence to any candidate for political office in the city, county, state or nation.

Section 4. No member, director, officer, or employee connected with NAME OF ORGANIZATION or any other private individual shall receive at any time the net earnings or pecuniary profit of the NAME OF ORGANIZATION, this shall not prevent the payment to any such person for such reasonable compensation for services rendered to or for any NAME OF ORGANIZATION in affecting any of its purposes as shall be fixed by the Board.

ARTICLE III – MEMBERSHIP

Section 1. Any person, firm, association or corporation qualified in Article III, Section 2, is eligible to become a member of NAME OF ORGANIZATION.

Section 2. Classes of Membership

1. Active – Active membership in the NAME OF ORGANIZATION, with full powers to vote and hold office, shall be limited to those persons serving in a professional capacity with a local, regional, or statewide [YOUR INDUSTRY] in [STATE].
2. Associate – Any individual, organization or company other than those specified in Section a. who is interested in the aims and the purposes of NAME OF ORGANIZATION may apply for Associate Membership in the NAME OF ORGANIZATION. Associate Members shall have all rights and privileges except to hold office on the Board, as explained in Article V.
3. Honorary Life – Honorary Life Membership may be awarded by the unanimous vote of the membership present in any regular meeting. Honorary Members shall have all rights and privileges except to hold office.
4. The Board of Directors in empowered to change the classes of membership from time to time as may be necessary to meet the demands upon NAME OF ORGANIZATION to fulfill its obligations.

Section 3. Voting. Any members, in good standing, and present at the annual meeting, shall be entitled to cast one vote when the general membership is balloting.

Section 4. Dues. Membership dues shall be at such a rate or rates, schedules or formulas, as may be prescribed by the Board of Directors from time to time. Dues are payable on an annual basis.

1. Membership in NAME OF ORGANIZATION may terminate by death or voluntary withdrawal. All rights, privileges and interests of a member of NAME OF ORGANIZATION shall cease on the date of termination of membership. Each member of NAME OF ORGANIZATION shall be liable for their dues until their written resignation has been approved by the Board.
2. Delinquency and Expulsion.
   * 1. If any member shall fail to pay their dues within three months after due date, their membership may be forfeited by vote of a majority of Board members present and voting.
     2. Any member shall be expelled by a two-thirds (2/3) vote for non-payments of dues after ninety days from the due date by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a members or prejudicial to the aims or repute of NAME OF ORGANIZATION, after notice and opportunity for a hearing are afforded the member complained against.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Responsibility. The Board of Directors of NAME OF ORGANIZATION shall have supervision, control and direction of the affairs of NAME OF ORGANIZATION; shall determine its policies or changes therein within the limits of the Bylaws; shall actively pursue its objectives; and shall share the responsibility of assuring necessary financing to effectively carry out a program of work approved by the Board of Directors.

Section 2. Number. The Board of Directors shall consist of nine (9) members, all of whom shall be elected by the voting members of NAME OF ORGANIZATION. Annually, three members shall be elected to the Board, each for a term of three (3) years. In addition, the Chair shall appoint the Immediate Past-Chair as a voting member.

Section 3. Advisory Directors. The Chair may appoint, with the approval of the Board, two (2) Advisory Directors to the Board with voting rights. The lengths of term for Advisory Directors shall be one (1) year. In addition, any individuals appointed to a board, commission, or other group as representative of NAME OF ORGANIZATION shall be appointed to the NAME OF ORGANIZATION Board as an Advisory Director for the length of the appointed term.

Section 4. Eligibility. No person shall be eligible for the office of director, whether elected or appointed, unless they are a member of NAME OF ORGANIZATION. Upon termination of their membership in NAME OF ORGANIZATION, their term of office shall thereby immediately terminate and the Board of Directors shall declare a vacancy to exist which vacancy shall be filled by the Board of Directors as provided in Section 12 of this article. No member of the Board shall be eligible for re-election to the Board on completion of two consecutive three-year terms.

Section 5. Meetings. The Board shall meet at least twice a year and as deemed necessary upon the call of the Chairman. In addition, the Board shall hold an annual planning meeting. Special meetings can be held via conference call with a quorum of directors present on the call.

Section 6. Attendance. Absence of voting members from two consecutive meetings of the Board without an excuse deemed valid and so recorded by the Board shall be construed as a resignation and such vacancy may be filled by the Board as provided in Section 12 of this article.

Section 7. Quorum. A majority of the Board shall constitute a quorum at any meeting of the Board.

Section 8. Nominations. The Chair shall appoint, sixty (60) days prior to the Annual Meetings, with the approval of the Board, a Nominating Committee who shall submit to the membership a slate of candidates for director in the same number as there are directors to be elected. The Immediate Past Chair shall serve as Chair of the Nominating Committee.

Other nominations. The nomination of any active member or members of NAME OF ORGANIZATION, other than those proposed by the Nominating Committee, may be made from the floor at the time designated at the Annual Meeting.

The report of the Nominating Committee shall be submitted to the Board for Certification that all nominees are eligible prior to election by the membership.

Section 9. Election. The election shall be held at a designated time at the Annual Meeting. Active members in good standing of NAME OF ORGANIZATION are eligible to vote.

Section 10. Ballots. In the event of a ballot, the Chair shall appoint three (3) tellers who shall count the ballots and report their findings to the membership.

Section 11. Results. The candidates receiving the highest number of votes shall be declared elected.

Section 12. Vacancies. Any vacancy that may occur on the Board shall be filled by the Chair with the approval of the Board. The person appointed to a vacancy shall fill the entire remaining term of the person he succeeds.

ARTICLE V – DUTIES OF OFFICERS

Section 1. The elected officers of NAME OF ORGANIZATION shall be the Chair, Chair-Elect, Secretary, Treasurer and Immediate Past-Chair. Appointed officers shall be: Chair-Elect, Treasurer-Elect and CACI Liaison. The Nominating Committee appointed to nominate directors shall also nominate officers who shall be elected from and by members of the Board. The officers’ respective terms of office shall be for one (1) year. In the event any officer is unable to fulfill their duties the Chair shall appoint a successor, with approval of the Board, to fill the unexpired term. All officers shall take office on May 1 and terms shall end on April 30.

Section 2. All officers shall serve without compensation.

Section 3. Duties.

1. Chair. The Chair shall represent NAME OF ORGANIZATION and shall preside at meetings of NAME OF ORGANIZATION and the Board of Directors, and shall have the right to vote on any committee and sub-committee. The Chair shall also, at the Annual Meeting of NAME OF ORGANIZATION and at such other times as deemed proper, communicate to the membership of the Board of Directors such matters and make such suggestions to promote the welfare and increase the effectiveness of the association, as well as perform other duties.
2. Chair-Elect. Chair-Elect shall utilize the year becoming familiar with the duties and responsibilities that must be accomplished by the Chair. The Chair-Elect shall constantly plan a program which will perfect the effective continuation of the entire NAME OF ORGANIZATION program. The Chair-Elect shall act as Program Chair of the Conference(s) and work in cooperation with the Chair in areas of public policy.
3. Treasurer. It shall be the duty of the Treasurer to keep all financial records and files of the Association; to collect and account for all funds of the Association; keeping proper records on and causing some to be audited as prescribed in Article VI, Section 2 of the Bylaws. The Treasurer shall also prepare annual budgets and financial statements for the Board and membership development.
4. Treasurer-Elect. Treasurer-Elect shall utilize the year becoming familiar with the duties and responsibilities that must be accomplished by the Treasurer.
5. Secretary. It shall be the duties of the Secretary to keep minutes of the organization.
6. Immediate Past-Chair. It shall be the duty of the Immediate Past-Chair to assist in membership development, chair the Nomination Committee and the yearly review of the Bylaws.

ARTICLE VI – COMMITTEES

Section 1. Nomination Committee. See Article IV, Section 8.

Section 2. Other Committees. Committees may be appointed from time to time by the Chairman. All committees shall accomplish their assigned duties as prescribed by the Board and shall keep the Chairman abreast of their work.

ARTICLE VII – FINANCE AND DISBURSEMENTS

Section 1. Disbursements of the funds of NAME OF ORGANIZATION will be made in accordance with the approved budget of the association. All items not budgeted are subject to the approval of the Board.

ARTICLE VIII – FISCAL YEAR

Section 1. The fiscal year of NAME OF ORGANIZATION shall commence January 1 and shall end December 31.

ARTICLE IX – MEETINGS OF MEMBERS

Section 1. Time of Meeting/Quorum. The Annual Meeting of the members of NAME OF ORGANIZATION shall be held prior to the end of the fiscal year at a time and place established by the Board of Directors.

Section 2. Meetings of the Membership may be called by the Board of Directors.

Section 3. Parliamentary Procedure. All proceedings of all meetings shall be governed by the latest edition of “Robert’s Rules of Order.”

ARTICLE X – AMENDMENTS, REPEAL, ALTERATION

Section 1. These Bylaws may be amended by a majority vote of the Board of Directors present at any regular meeting.

ARTICLE XI – LIMITATIONS OF LIABILITIES

Section 1. Upon the dissolution of NAME OF ORGANIZATION, the Board shall, after paying or making provision for payment of all the liabilities of NAME OF ORGANIZATION, dispose of all the assets of NAME OF ORGANIZATION.

Section 2. If at any time, NAME OF ORGANIZATION shall be merged with any other existing or new organization, either by the same name or under another name, its funds may be credited to the merged organization.

Section 3. Limited Liability of Directors.

1. Coverage. To the extent permitted and required by the applicable provisions of the Colorado statutes, the corporation shall indemnify any person who was or is a director, officer, employee, member of a committee of the Board, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, join venture, trust or other enterprise against liability arising out of conduct in an official capacity as director, officer, employee, committee member or agent or person in defense of such conduct, and shall reimburse or pay on behalf of such persons such as reasonable expenses in advance of the final disposition of a proceeding. Indemnification of or advance or expenses to or for any such person who is not a director shall be provided for by resolution of the Board of Directors or by contract. The indemnification and advancement of expenses provided by this section shall insure to the benefit of the heirs, estates, and personal representative of such person.
2. Repeal or Modification. Any repeal of modification of the foregoing provisions of this section for indemnification or advancement of expenses shall not affect adversely any right or protection with respect to any act or omission occurring prior to the time of such repeal or modification.

PASSED, APPROVED AND ADOPTED THIS DATE OF MONTH, YEAR.