

AACE International
Idaho Snake River Section
Bylaws

Ratified by membership on December 9th, 2015.

ARTICLE I – DEFINITIONS

Section 1. The geographical area served by this Section shall be Southern Idaho (West of Pocatello, ID) and Eastern Oregon.

Section 2. The ARTICLES which constitute this document shall be the BYLAWS and will hereafter be referred to as the Bylaws.

AACE International will hereafter be referred to as the AACE.

The Idaho Snake River Section will hereafter be referred to as the Section.

The Board of Directors will hereafter be referred to as the Board.

The Constitution of the Idaho Snake River Section will hereafter be referred to as the Constitution.

Anyone holding membership in the AACE in the class MEMBER will hereafter be referred to as a member.

Anyone holding membership in the AACE in the class ASSOCIATE will hereafter be referred to as an associate.

Anyone holding membership in the AACE in the class STUDENT will hereafter be referred to as a student.

A year as described under Terms of Office shall be June 1 to May 31.

ARTICLE II – OFFICERS AND BOARD OF DIRECTORS

Section 1. The Officers of the Section shall be the following:

President
Vice President
Secretary/Treasurer

Section 2. The government and management of the Section is vested in the Board, except as otherwise provided in the Constitution and the Bylaws.

Section 3. The Board shall consist of the following:

President
Vice President
Secretary/Treasurer
Most recent Past President

Two (2) Directors at Large
One (1) Director (Regional Representative)

Section 4. All Officers and Board Members shall be members of the Section and of AACE. Officers and Board members shall be elected by section membership.

Section 5. A quorum of the Board shall consist of any four Board Members.

ARTICLE III – MEMBERSHIP

Section 1. Each members of AACE whose membership is in good standing shall be considered eligible for membership in this section.

Section 2. Membership in this Section shall become effective upon payment of Section dues, and shall continue as long as the member maintains good standing in the Association and remains current in payment of Section dues. Members failing to pay their dues within ninety (90) days of due day are automatically transferred to inactive status and have no voice in the government of this Section. Inactive members may become current in the Section by paying the annual dues for the current year providing they are in good standing in the AACE.

Section 3. The Section may grant to applicants for membership (for a period not exceeding one calendar year) such privileges as are defined in these Bylaws, except that such applicants may not vote or hold elective office.

Section 4. The classes of membership shall be as follows:

Member

Associate Member

Student Member

Members are entitled to all privileges defined in these Bylaws.

Associates Members are entitled to all privileges defined in these Bylaws.

Student Members are entitled to all privileges defined in these Bylaws, except those of voting and of holding elective office.

ARTICLE IV – TERMS OF OFFICE

Section 1. Officers shall serve a term of one year.

Section 2. Directors shall serve terms as follows:

Most recent past President – one year.

Directors – one year.

Section 3. Officers and Directors shall be installed in office at the meeting prior to the AACE Annual Meeting, but in no event later than the May meeting.

ARTICLE V – DUTIES OF OFFICERS AND DIRECTORS

Section 1. In addition to the duties prescribed herein, the President, and in case of the absence of the President, the Vice President, shall preside at all meetings of the Section and perform such other duties as customarily pertain to the office of President and Vice President. If the President and Vice President are both absent a Director shall preside at the meeting.

Section 2. In addition to the duties prescribed herein, the Secretary shall keep such minutes of the proceedings of the Board as may be required, shall keep the minutes of the Section, and shall keep a roll of the members.

Section 3. The Treasurer shall receive and have charge of the funds of the Section and shall disburse the same only upon the authority of the President or the Secretary of the Section. He shall report annually in writing to the membership or more often if required. His accounts shall be audited by an Auditing Committee at least once a year.

Section 4. In addition to its other duties prescribed herein, the Board shall meet at least twice a year on the call of the President or any three Members of the Board. It shall have power to make such regulations, not inconsistent with the Constitution and Bylaws, as shall be necessary for the protection of the property of the Section and for the preservation of good order in the conduct of its affairs. It shall also be the duty of the said Board to present business for the action of the Section. If the President and Vice President are both absent from a regular meeting of the Section, a Director shall preside at that meeting.

ARTICLE VI – COMMITTEES

Section 1. Standing committees are appointed by the Board no later than the meeting following the installation of Officers and shall serve terms of one year.

Section 2. The committees shall devise their own rules of procedure subject to the approval of the Board.

Section 3. There shall be at least the following Standing Committees:

Program

The Vice President of the Section shall be the Chairman of the Program Committee. The President shall be an ex-officio member of all committees.

Audit

The Audit Committee shall be comprised of the Immediate Past President and one director.

Section 4. Special committees may be appointed by the Board as required, and shall serve terms as required to accomplish their purposes, but, in no event shall the term be longer than one year.

ARTICLE VII – MEETINGS

Section 1. Regular meetings of the Section shall be held once each month for at least nine months.

Section 2. Programs may be scheduled for any of the meetings, but, in addition, the May meeting will be the meeting at which election results are announced.

Section 3. Procedural questions requiring rulings not specifically provided for in the Constitution and Bylaws shall be decided in accordance with Robert's Rules of Order Revised.

Section 4. The suggested order of business at business meetings of the Section shall be as follows:

- a. Report of Board of Directors
- b. Committee reports
- c. Other business

This order may be changed at the discretion of the President.

Section 5. The time and location of each meeting shall be the responsibility of the Program Committee. The Secretary shall notify each member, in writing, at least one (1) week prior to the date of the meeting.

ARTICLE VIII – FINANCIAL

Section 1. Each member shall pay to AACE Headquarters annual section dues, payable on the first day of each fiscal year, as follows:

Member	\$10.00
Associate	\$10.00
Student	\$ none

Section 2. The fiscal year of the Section shall extend from January 1 to December 31. A financial report shall be given by the Treasurer at the first scheduled meeting of each fiscal year. The Treasurer shall notify those members who have not paid dues during the first two months of the year of the requirements to maintain an active status in the Section.

Section 3. Officers and Directors shall have no power to make the Section liable for any debts amounting to more than half of the amount in the treasury, in cash, and not subject to prior liabilities.

ARTICLE IX – ELECTIONS

Section 1. Election of Officers and Directors shall be by sealed ballot delivered by hand on the night of the April meeting or mailed to the Section Secretary or postmarked prior to that meeting.

Section 2. It shall be the purpose of the nominating committee to judiciously select at least one candidate for each office and directorship to become vacant. The committee must obtain the agreement of each individual to serve if elected.

The nominating committee shall report to the February meeting its proposed selection of candidates, accompanied by a brief biographical sketch for each candidate.

Section 3. At the February meeting, any member, not already proposed by the nominating committee, may be proposed for nomination from the floor by at least five members in good standing, such proposal to be written and signed by each of the five members.

Section 4. The Secretary shall have a ballot prepared with all of the nominees' names appearing under the particular offices. The nominees' name proposed by the nominating committee shall appear first regardless of alphabetical order. The ballot shall clearly instruct the voter as to the appropriate marking to be used and the number of people that may be voted for in each office or directorship. Enclosed with each ballot shall be a plain envelope; a slightly larger envelope with a return address, and clearly marked on the upper left hand corner **BALLOT**, and having space for the voter to sign his name; and a short biographical sketch of each candidate. This ballot kit shall be mailed to each member and associate in good standing no later than the March meeting.

Upon receipt of each ballot, by mail or by hand, the Secretary shall check the signature against the roll of Members and Associates in the Section; remove the sealed, plain envelope; date it; initial it, and lay it aside for the May meeting.

Section 5. The President shall appoint a special committee of tellers for the May meeting. All ballots, each sealed in a plain envelope and dated shall be turned over to the committee of tellers for counting. When the ballots have been recorded, the votes shall be tabulated and the tabulation turned over to the Secretary. The Secretary shall audit the tabulation against his record of the number of ballots received, and announce the results.

The successful officers and directors will be installed at the meeting immediately preceding the AACE Annual Meeting, but in no event later than the June meeting.

Section 6. Any Officer or Director may be removed from office, with or without cause, by a two-thirds vote of all members and associates eligible to vote under the Constitution and Bylaws.

Section 7. If meetings are not held during any of the above stipulated months, the schedule for voting will be modified to reflect the change. However, the officers and directors will be installed at the meeting preceding the AACE Annual Meeting. In no event will this be later than the June meeting.

ARTICLE X – AMENDMENTS

Section 1. Proposals from the general membership to amend the Bylaws must be signed by at least five members of the Section and must be submitted in writing to the Board.

Section 2. These Bylaws may be amended at any meeting of the Section provided official notice of the proposed amendment shall have been mailed to each member with notice of the meeting at least one month in advance thereof. A two-thirds vote of those present shall be necessary to amend these Bylaws.

Section 3. Any particular Section of the Bylaws may be suspended for the duration of that meeting by unanimous consent of the members present at any meeting for a single stated purpose.

Section 4. Amendments to these Bylaws shall become effective at the next regular meeting.

ARTICLE XI – CONFLICT OF INTEREST POLICY

Section 1. The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 3. In congruence with the professional educational purpose of this organization, all financial transactions will require pre-approval by a quorum of the organization's Board of Directors, excluding any board member or officer who may have a conflict of interest.

ARTICLE XI – DISSOLUTION CLAUSE

Section 1. Upon dissolution of this organization, all remaining assets will be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes.

Section 2. Upon dissolution of this organization, all remaining assets will be transferred to the AACE International parent organization, a 501(c)(3) non-profit professional organization.