

**Association Executives of North Carolina (AENC)
Bylaws**

ARTICLE I - Name and Location

- **SECTION 1** - The name of this organization shall be the Association Executives of North Carolina (AENC), a non-profit corporation incorporated in the State of North Carolina.

- **SECTION 2** - Offices of AENC shall be located in North Carolina and/or in such other locations as may be determined by the Board of Directors (Board).

ARTICLE II - Purpose

- **SECTION 1** - The purposes of AENC shall be:

To develop and encourage high standards of service and conduct among executives serving trade, service and professional associations through study, discussion and education regarding trade, service and professional association objectives, activities and management, and the professional responsibilities of the association executive in relation thereto;

To conduct and encourage participation in courses of study for members and others desiring to prepare themselves for executive and administrative functions in trade, service and professional associations;

To provide objectives, functions, and activities for trade, service and professional associations;

To stimulate initiative and imagination in association programs and activities by encouraging participation in programs sponsored by AENC and other organizations that recognize association achievement and ideas;

To broaden public understanding of the importance of trade, service and professional associations in the economic life of North Carolina and the nation;

To promote the purposes and effectiveness of trade, service and professional associations;

To cooperate with other groups of trade, service and professional association executives and to establish and maintain liaison with other professional, governmental and business groups; and,

To affirm the mutually supportive relationship between associations and providers of goods and services, educators, government officials, convention and visitors bureau representatives and others by offering special membership privileges and professional development opportunities; and,

To undertake such other functions as will advance the effectiveness of its members.

To unite members of trade, service, and professional associations and others within its local area to hold meetings for professional advancement.

ARTICLE III - Membership Categories

• **SECTION 1 - Association Management Membership:** Association Management Membership shall be extended to Chief Executive Officers (CEO) and staff personnel who devote 50% or more of their working time to general association management duties in a trade, technical, educational, philanthropic, or business association, or in individual membership societies with a common professional or business interest.

This classification shall not exclude representatives of such organizations as an integrated state bar association or other professional society with a licensing function; however, it is not intended to include such organizations such as cooperative buying or selling groups or political committees or labor groups.

• **SECTION 2 - Other Membership Categories shall include:**

(a) **Affiliate membership:** Affiliate membership shall be available to any individual who has a special interest in associations, association management, or in providing goods or services to associations, but who does not otherwise qualify for Association Management Membership.

(b) **Life, Retired and Honorary Membership:** Life, Retired and Honorary Membership may be conferred at such times and under such terms as the Board shall determine.

• **SECTION 3 - Termination of Membership:** The Board of Directors may, upon majority action, terminate the membership of any member upon violation of these Bylaws. Prior to such action, the member shall be given written notice and an opportunity to be heard. The action of the Board may be appealed to the membership, which shall decide the issue by majority vote.

• **SECTION 4 - Reinstatement:** A former member desiring to be reinstated must reapply for membership in the proper membership classification.

• **SECTION 5 - Special Membership Continuation for Association Management Members:** Association Management Members who become unemployed and who are actively seeking association employment in North Carolina may continue to hold AENC membership with full privileges until expiration on the current membership year and, upon payment of full dues, may continue such membership for one (1) additional year but may not hold elected office.

• **SECTION 6 - Ownership of Membership:** AENC is an individual membership association. When dues are paid by the employing organization, ownership of such membership is determined by the chief executive officers of that organization. When membership is transferred from one individual to another person within that organization, the employing organization is charged a nominal transfer fee to process this change. Dues

paid by the employer gives the organization the right to determine if the membership remains with the organization or with the individual upon termination of the individual's employment.

- **SECTION 7 - Membership Categories:** Membership in chapters shall be the same categories as membership in AENC.

ARTICLE IV - Dues

- **SECTION 1 - Establishment of Dues:** Dues, if any, for all classes of membership and chapters shall be established by the Board.
- **SECTION 2 - Dues are renewable annually upon receipt of an invoice.**
- **SECTION 3 - Refunds:** No dues shall be refunded to any member whose membership terminates for any reason.

ARTICLE V - Membership Meetings, Voting, Quorum

- **SECTION 1 - Annual Business Meeting:** The Annual Business Meeting of AENC shall be held at such place and on such dates as may be determined by the Board.
- **SECTION 2 - Special Meetings:** Special meetings of AENC may be called by the Board at any time, or shall be called by the President of AENC within thirty (30) days after the receipt of written requests by ten or more Association Management members. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.
- **SECTION 3 - Notice of Meetings:** Written notice of any Business or Special Meeting of AENC at which official AENC business is to be transacted shall be mailed to the last known address of each member not less than ten (10) days before the date of the meeting.
- **SECTION 4 - Voting:** At all Business and Special meetings of AENC, each Association Management Member shall have one (1) vote and must be present to vote, except as provided in Section 5. Unless otherwise specifically provided by these Bylaws, a majority vote of those Association Management Members present and voting shall govern and members shall be so advised by mail.
- **SECTION 5 - Voting by Electronic, Facsimile or Mail:** Proposals to be offered to the members for an electronic, facsimile or mail vote, excepting election ballots, shall first be approved by the Board. On any electronic, facsimile or mail vote, a majority of those voting shall determine the action.
- **SECTION 6 - Quorum of Members:** At an Annual Business or special meeting of members, a quorum shall consist of all Association Management Members present. All actions taken by said members shall be implemented by the Board.

- **SECTION 7 - Cancellation of Meeting:** The Board may cancel Annual Business Meeting with cause.

ARTICLE VI - Officers

- **SECTION 1 - Officers:** The elected officers of AENC shall be a President-elect, and Secretary/ Treasurer. The officers of AENC shall include a President, President-elect, Immediate Past President, and Secretary/Treasurer.
- **SECTION 2 - Qualifications for Office:** Any Association Management member in good standing shall be eligible for nomination and election to any elective office of AENC.
- **SECTION 3 - Nomination and Election of Officers:** The Nominating Committee shall prepare and submit to the members a nomination for President-elect, and Secretary /Treasurer of AENC. Other nominations may be made from the membership during the Annual Business Meeting. Any person nominated shall have given prior consent to nomination and election as an officer. All elected officers are elected by the membership of AENC.
- **SECTION 4 - Term of Office:** Each officer shall take office immediately upon installation and shall serve for a term of one (1) year or until a qualified successor is duly elected and installed. Each officer shall serve concurrently as a member of the Board and as a member of the Executive Committee.
- **SECTION 5 - Re-election:** No elected officer who has served one full term shall be eligible for reelection to the same office, until at least one year has elapsed.
- **SECTION 6 - Vacancies-Removal:** Vacancies in any office may be filled by the Board for the balance of the term thereof upon recommendation of the Nominating Committee. The Board, by two-thirds vote of all its members, may remove any officer from office for just cause.
- **SECTION 7 - Representation:** Only one representative from an organization or association may serve as an officer or as a member of the Board, except for the Immediate Past President.

ARTICLE VII - Duties of Officers

- **SECTION 1- President:** The President shall be the chief elected officer of AENC and serve as President of both the Board of Directors and the Executive Committee. The President shall appoint chairs of all standing and special committees and may also serve as an ex-officio member of all committees and shall make all required appointments of standing and special committees, except where provided otherwise in the bylaws.

At the Annual Business Meeting of AENC and at such other times as deemed proper, the President shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Association. The

President shall perform such other duties as are necessarily incident to the office of President or that may be prescribed by the Board.

• **SECTION 2 - President-elect:** A President-elect shall be elected annually and shall be automatically elevated to the office of President in the following year. The President-elect shall be a voting member of the Executive Committee. The President-elect shall perform such duties as are delegated or assigned by the President or the Board of Directors and shall perform the duties of the President in the event that individual is unable to serve.

• **SECTION 3 - Treasurer:** The Treasurer shall oversee books, documents and papers, as the Board of Directors may determine. The Treasurer shall oversee the custody of all funds, property and securities of AENC, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper, the Treasurer may endorse checks, notes and other obligations on behalf of AENC and shall deposit the same to the credit of AENC at such bank or depository as the Board may designate. The Treasurer shall oversee all receipts and vouchers and, together with such other officer or officers as may be designated by the Board, shall sign all checks of AENC and all bills of exchange and promissory notes issued by AENC, except in cases where the signing and execution thereof shall be expressly designated by the Board to some officer or agent of AENC. The Treasurer shall oversee payments as may be necessary or proper to be made on behalf of AENC.

• **SECTION 4 - Secretary:** The Secretary shall oversee the keeping of the minutes of all the meetings of the Board. The Secretary may sign, with the President, in the name and on behalf of AENC, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board. The Secretary also may affix AENC's seal.

ARTICLE VIII - Board of Directors

• **SECTION 1 - Authority and Responsibility:** The governing body of AENC shall be the Board of Directors. The Board shall have supervision, control and direction of the affairs of AENC, its committees and publications; shall determine its policies or changes thereto; and shall actively promote its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

SECTION 2 - Composition, Number and Term: The Board of Directors shall include the President, President-elect, Secretary/Treasurer, and Immediate Past President, each of whom shall serve a one (1) year term; between (5) to seven (7) elected Association Management Members, with the exact number to be determined by the Board of Directors from year to year, who shall each serve staggered terms of three (3) years, so that one to three directors shall rotate off the Board each year; four (4) Affiliate Members who shall serve staggered terms of two (2) years and the Executive Director who shall serve as an ex-officio non-voting member.

The Charlotte Chapter President shall serve as a Director on AENC's Board during his/her year as Chapter President.

AENC is an allied association affiliated with the American Society of Association Executives (ASAE). Any member of AENC serving as a member of the ASAE Board of Directors shall serve as a non-voting, ex-officio member of the AENC Board of Directors.

- **SECTION 3 - Re-election:** No member of the Board of Directors who has served a full three (3) year term shall be eligible for re-election until at least one (1) year has elapsed, with the exception of those Board members being elected to officer positions.
- **SECTION 4 - Nominations:** The Nominating Committee, acting in accordance with Article VI, Section 3, shall present one nominee for each seat on the Board which is vacant or is about to expire.
- **SECTION 5 - Quorum of the Board:** At any meeting of the Board of Directors, a majority of the members of the Board shall constitute a quorum for the transaction of business and for voting.
- **SECTION 6 - Meetings of the Board:** A regular meeting of the Board of Directors shall be held no less than three (3) times during each administrative year at such time and at such place as the Board may prescribe. Notice of all such meetings shall be given to the Directors not less than ten (10) days before the meeting is held. Special meetings of the Board may be called by the President of the Board or at the request of any three (3) Directors, by notice mailed, delivered or electronically transmitted to each member of the Board of not less than seventy-two (72) hours before the meeting.
- **SECTION 7 - Voting:** Voting rights of a Director may not be delegated to another nor exercised by proxy.
- **SECTION 8 - Voting by Electronic, Facsimile or Mail:** In lieu of a board meeting, action taken by a telephone conference call (for which prior notice is given), an electronic, facsimile or mail ballot sent to all members of the Board of Directors shall be a valid action of the Board and shall be reported at the next regular meeting of the Board.
- **SECTION 9 - Absence:** Any elected officer or director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors without notification and explanation shall constitute a resignation and the vacancy shall be filled as provided by these Bylaws.
- **SECTION 10 - Vacancies and Removal:** Any vacancy occurring on the Board of Directors between annual meetings shall be filled by the Board upon recommendation of the Nominating Committee. Directors so elected to fill a vacancy shall serve the unexpired term of their predecessors.

The Board may remove a Director for cause by an affirmative two-thirds vote of the Board present at any regular or special meeting. Prior to such action, the member shall be given an opportunity to be heard. The action of the Board may be appealed to the membership, which shall decide by majority vote.

• **SECTION 11 - Compensation:** Directors and elected officers shall not receive any compensation for their services.

• **SECTION 12 - Indemnification:** The Association shall indemnify any past or present director, officer, employee or authorized volunteer of the Association, or of any duly sanctioned chapter of the Association, against liabilities and reasonable litigation expenses, including attorney's fees, incurred by him/her in connection with any action, suit or proceeding in which he/she is made or is threatened to be made a party by reason of being or having been such director, officer, employee, or by reason of being or having been an authorized volunteer acting at the request of the Association, all to the extent required by North Carolina General Statutes Chapter 55A (the North Carolina Nonprofit Corporation Act), or to the extent that such obligation to indemnify is covered by any applicable contract or policy of insurance purchased by the Association and subject to the terms and conditions of such contract or policy of insurance; provided that the Association shall have no obligation to indemnify any such director, officer, employee or authorized volunteer if in such action, suit or proceeding he/she shall be adjudged to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of any duty, or if the Association is prohibited from indemnifying such director, officer, employee or authorized volunteer by the North Carolina Nonprofit Corporation Act. Nothing in this Section shall prohibit the Association from voluntarily indemnifying any director, officer, employee or authorized volunteer on a case-by-case basis.

ARTICLE IX - Standing Committees

• **SECTION 1 - Executive Committee:** The Executive Committee may act in the place of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws. The committee shall oversee the financial affairs of AENC. A written report of the Executive Committee's actions shall be provided to the members of the Board. The Executive Committee may review these bylaws annually and propose any changes to the Board of Directors.

• The Executive Committee shall consist of the President, President-elect, Secretary/Treasurer, Immediate Past President, one member of the Board of Directors who is an Association Manager Member and appointed by the President for a one-year term to coincide with the President's term of office, after consultation with the other members of the Executive Committee, and the Executive Director who shall serve as an ex-officio non-voting member.

• The President shall call such meetings of the Executive Committee as the business of AENC may require, or a meeting shall be called by the President on request of three (3) members of the Executive Committee. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the committee.

Any vacancy occurring on the Executive Committee shall be filled in the manner as provided in Article VI, Section 6.

SECTION 2 - Nominating: The President shall appoint with the approval of the Board a Nominating Committee which shall consist of two (2) Association Management Members, one affiliate member and the Immediate Past President who shall serve as chair.

The Nominating Committee shall nominate a candidate to the Board whenever a vacancy occurs in the elected officers or Board with said candidate to be elected by a majority vote of the remaining members of the Board. The Nominating Committee shall nominate a candidate for each position of elected officers for the ensuing year, and for the new Board, and shall notify the membership in writing of its choice not less than thirty (30) days before the Annual Business Meeting. No member of the Nominating Committee is eligible to be nominated for any position. The election shall occur during the Annual Business Meeting. All AENC members shall have one (1) vote in the election process and may take part and vote in person only.

ARTICLE X - Special Committees

• **SECTION 1 -** Special committees may be appointed by the President or the Board for the purpose of promulgating the goals and objectives of the association. Purposes, appointee terms, and responsibilities shall be outlined in the Board and Committee Chair manuals. Dissolution of special committees shall be by majority vote of the Board.

ARTICLE XI - Executive and Staff

• **SECTION 1 - Appointment:** The Board shall employ a salaried chief executive who shall have the title of Executive Director and whose terms and conditions of initial employment shall be specified by the Board. The Executive Committee is delegated the authority to determine the ongoing compensation and other financial arrangements of the Executive Director. Such data will be reported to the Board.

• **SECTION 2 - Authority and Responsibility:** The Executive Director shall manage and direct all activities of AENC subject to the policies of the Board and through the direction of the President. The Executive Director shall employ and terminate the employment of members of the staff necessary to carry on the work of AENC. The Executive Director shall define the duties of the staff, supervise their performance and delegate those duties as shall be in the best interest of AENC. The Executive Director shall serve without vote as an ex-officio member of the Executive Committee and the Board.

ARTICLE XII - Finance

• **SECTION 1 - Fiscal Year:** The fiscal year of AENC shall be September 1 through August 31.

• **SECTION 2 - Budget:** With recommendations of the Treasurer, the Board of Directors shall adopt an annual operating budget covering all activities of AENC.

- **SECTION 3** - Financial Reports: AENC will annually retain the services of a CPA who will be employed by and report to the Board. The Treasurer shall furnish the Board timely financial reports.

ARTICLE XIII - Dissolution

AENC shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure or be distributed to the members of AENC. On dissolution of AENC, the Board of Directors shall distribute any funds remaining to one or more regularly organized charitable, educational, scientific or philanthropic organizations of its choice which are recognized as tax-exempt by the Internal Revenue Service.

ARTICLE XIV - Chapter Organization

- **SECTION 1** - The chapters are an integral part of Association Executives of North Carolina (AENC) and accordingly, they are governed by the policies established by the Board of Directors of AENC.
- **SECTION 2** - Ten (10) or more chapter members may petition to the Board of Directors for a charter as a formal area chapter. If authorized to organize by the Board of Directors, such chapter shall be known as (name of area or community) Chapter of Association Executives of North Carolina. Chapter membership shall be restricted to AENC members in good standing.
- **SECTION 3** - Every member of AENC may elect to be a member of a chapter. Each member shall have the right to choose a chapter.
- **SECTION 4** - The chapter shall not engage in any activity contrary to the purpose of AENC, and any contemplated activity affecting association members shall be authorized by AENC's Board of Directors.
- **SECTION 5** - All chapters shall be governed by uniform chapter bylaws approved by the Board of Directors of AENC.
- **SECTION 6** - The dues of all chapters shall be uniform and shall be established annually by the Board of Directors of AENC. Dues are collected by AENC and deposited in a separate checking account set up for the chapter. The chapter may expend dues for such purposes as established by the chapter in accordance with an approved annual budget. The budget is developed by the chapter Treasurer in consultation with the chapter board and is subject to approval from AENC's Board during its annual retreat. A financial accounting of dues is reported to the chapter on the Association's financial statements.
- **SECTION 7** - A chapter may be dissolved for low activity or for any other reason considered sufficient by the Board of Directors of AENC. Such board action shall require a 75 percent vote of the entire board.

ARTICLE XV - Antitrust Compliance

• **SECTION 1 - Policy:** It is the undeviating policy of AENC to comply strictly with the letter and spirit of all federal and state trade regulations and antitrust laws.

Any activities of AENC or AENC-related actions of its staff, officers or members which violate these regulations and these laws are detrimental to the interest of AENC and are unequivocally contrary to AENC policy.

• **SECTION 2 - Implementation:**

Implementation of the antitrust compliance policy of AENC shall include, but shall not be limited to, the following:

(a) Minutes of the Board of Directors meetings shall be distributed to the members of the Board and the Secretary shall cause a copy to be filed in the permanent records of AENC.

(b) Minutes of regular, special and annual AENC meetings shall be distributed to the members of the Board and the Secretary shall cause a copy to be filed in the permanent records of AENC.

(c) All AENC activities or discussions shall be avoided which might be construed as tending to: (1) raise, lower or stabilize prices; (2) encourage boycotts; (3) foster unfair trade practices; or in any way violate federal or state trade regulations or antitrust laws.

(d) AENC members, officers or employees who participate in conduct which is contrary to AENC antitrust compliance policy shall be subject to disciplinary measures, up to and including termination of membership.

ARTICLE XVI - Rules of Order

The rules contained in the current edition of “Robert’s Rules of Order” shall govern the conduct of meetings of AENC in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules AENC may adopt.

ARTICLE XVII - General Provisions

• **SECTION 1 - Amendments to Bylaws:** Amendments to these Bylaws, including any repeal in whole or in part of these Bylaws, may be approved by one of the following methods:

(a) Amendment by Board of Directors. The Board of Directors may amend the Bylaws, provided that prior notice of the proposed amendment and a summary thereof is provided to all directors and to all members of the Association not less than thirty days prior to the duly called meeting of the Board at which the amendment is considered for a vote. The affirmative vote of two-thirds of the members of the Board of Directors present and voting is required for approval of an amendment by the Board. Any such amendment is specifically subject to any subsequent action by the members to adopt an amendment to override, in whole or in part, an amendment made by the Board of Directors pursuant to this subsection.

(b) Amendment by Members at a Meeting. The Bylaws may be amended by a majority vote of the Association Management Members present and voting at any Annual Business Meeting or special meeting of AENC, duly called, provided prior notice of the proposed amendment and a summary thereof is provided to all members of the Association not less than thirty days prior to the meeting at which the amendment is considered for a vote.

(c) Amendment by Members without a Meeting. The Bylaws may be amended by a majority vote of the Association Management Members voting by a ballot sent electronically, by facsimile or by mail. Unless the amendment is proposed by a petition of the members as set forth below, such amendment shall be first approved by a majority of the Board of Directors present at a meeting duly called for that purpose. The ballot shall specifically state the proposed amendment and shall state a date certain by which the ballot must be returned in order to be counted, which shall not be less than thirty days from the date of the notice.

Upon receipt of a written petition signed by not less than ten percent of the Association's Management Members, the Board of Directors shall cause the required notice to be given or cause the ballot to be sent, as applicable, for purposes of an amendment pursuant to Section 1.b. or Section 1.c. above. For purposes of this Article, notice may be provided by fax, email, newsletter, or other means permitted by law or these Bylaws.

• **SECTION 2 - Effective Date of Bylaws:** Bylaw amendments shall be effective upon adoption unless otherwise provided.

Approved: May 7, 1996

Amended: May 5, 1998

Amended: November 12, 1999

Amended: May 2, 2000

Amended: February 8, 2002

Amended: June 9, 2003

Amended: November 7, 2003

Amended: June 9, 2008

Amended: June 14, 2010