

**BY-LAWS**  
**of the**  
**ALABAMA COUNCIL OF ASSOCIATION EXECUTIVES, INC.**

ARTICLE I

NAME, INCORPORATION AND LOCATION

- Section 1. The name of this organization shall be ALABAMA COUNCIL OF ASSOCIATION EXECUTIVES, INC. hereinafter referred to as the "Council," whose executive offices shall be in Montgomery, Alabama.
- Section 2. ALABAMA COUNCIL OF ASSOCIATION EXECUTIVES, INC., a non-profit organization, shall have all the powers now or hereafter conferred on a non-profit corporation under the Alabama Non-Profit Corporation Act and other laws of the State of Alabama.

ARTICLE II

PURPOSES AND OBJECTIVES

- Section 1. To promote professional development of association executives through education, workshops, publications and certification programs.
- Section 2. To provide the means for exchanging experience and expertise through discussion, surveys and study of all the aspects and functions of associations and their management.
- Section 3. To develop and encourage high standards of ethics and service by association executives.
- Section 4. To broaden and increase public understanding of the economic and technological importance of associations.
- Section 5. To promote the purposes and effectiveness of associations by demonstrating that their aims are in the public interest.
- Section 6. To cooperate with other local and regional groups of association executives as well as maintain close liaison with the American Society of Association Executives.
- Section 7. To establish clear lines of communication between the association staff and the providers of essential and desirable products and services required for conducting conventions, meetings, communications, data upkeep, fiscal accountability and legal responsibility.
- Section 8. To undertake any other functions consistent with these by-laws which will further advance the usefulness of this Council to its members.

Section 9. To do all things within the scope of the United States Code, Title 26, Section 501 (C)(6) having to do with corporations not organized for profit and no part of the net earnings of which inures to the profit of any member or individual.

### ARTICLE III

#### MEMBERSHIP

Section 1. The members of this Council shall be individuals within four (4) classes: 1) Regular Members, 2) Associate Members, 3) Affiliate Members, and 4) Honorary Members, defined as follows.

a.) A Regular member shall be an association executive or those staff personnel employed in a management capacity, or professional or technical non-management capacity in support of the management of the association, recommended by his or her chief executive officer, devoting substantial time to association duties and maintaining an office in Alabama. An unemployed Regular member who is seeking employment as an association executive may continue to hold regular membership for a period not to exceed twelve (12) months.

b.) An Associate member shall be an individual employed in the hotel/convention/hospitality industry representing a designated property or properties whose primary business is selling meeting and convention facilities and services to the associations managed by the Regular members. Associate members may not vote.

c.) An Affiliate member shall be an individual representing a designated firm who is a supplier of services and products to Regular and Associate members, and who is approved by the procedure established. Affiliate members may not vote.

d.) Honorary member. Upon recommendation and approval of two-thirds of the Board of Directors, the Council may confer Honorary membership upon retired Regular and Associate members who have been active members of ACAE for at least five (5) years, and upon elected and appointed public officials and private citizens, corporate and civic leaders, and others who have rendered outstanding service to our profession and organization. Honorary members have no voting rights and pay no dues.

Section 2. Only Regular members shall be eligible to hold office in the Council.

### ARTICLE IV

#### MEMBERSHIP PROCEDURES

Section 1. Election to membership. Application for membership shall be made in writing to the Board of Directors and applicants must be sponsored by a member in good standing. Qualified applicants shall be elected to membership upon (a) submitting written application; and (b) approval by two-thirds of the Board of Directors present and voting; and

(c) payment of the appropriate dues.

Section 2. Expulsion from membership. Members may be expelled by the Board of Directors for cause. Expulsion shall take place only after the member complained against has been advised of the complaint, and has been given reasonable opportunity for defense. Such member, if expelled, may appeal the decision of the Board of Directors at the annual meeting of the membership. The Board's decision may be overturned only by a vote of two-thirds of the Regular Members present at such annual meeting. Any member expelled from membership shall not be entitled to any refund of dues.

Section 3. Resignation. Resignation of membership from the Council must be executed in writing. No resigned member shall be entitled to any refund of dues.

#### ARTICLE V

##### DUES

Section 1. The dues of each class of membership shall be established by the Board of Directors.

#### ARTICLE VI

##### MEETINGS

Section 1. Annual Meeting. The Council shall hold an annual meeting of the membership for the purpose of electing officers and directors and for the transaction of such other business as may come before the Council. The time and place for such membership meeting shall be designated by the Board of Directors.

Section 2. Regular Meetings. Regular membership meetings may be held at such time and place as may be determined by the Board of Directors.

Section 3. Special Meetings. Special membership meetings may be called by the President or by a majority of the Board of Directors. Special meetings shall be called by the President upon request in writing of any ten (10) Regular Members entitled to vote at the meeting. Only such business as may be specified in the call and notice may be transacted at special meetings.

Section 4. The Secretary-Treasurer will send notices to the membership not less than ten (10) business days in advance of meetings, except in the case of a special meeting, when five (5) days notice is required.

Section 5. Fifteen (15) Regular Members present at any meeting shall constitute a quorum.

Section 6. Place of Meeting. Any place, either within or outside the State of Alabama, unless otherwise provided by law, may be designated by the

Board of Directors as the place of meeting for any annual, regular, Board or special meeting.

## ARTICLE VII

### BOARD OF DIRECTORS

- Section 1. Nominations. Prior to the annual meeting, a Nominating Committee shall be named by the President to recommend to the Board of Directors a slate of officers and directors to be considered by the membership at the annual meeting. Nominees for officers shall be selected from the Regular Members of the Council. The Secretary-Treasurer shall, no less than thirty (30) days prior to the annual meeting, send to each member of the Association a "nominee suggestion form" which should be timely returned to the Association office with suggestions for the nominating committee's consideration. The Nominating Committee shall be composed of the three most immediate past presidents who still hold membership in the Council and two Regular Members appointed by the President.
- Section 2. Number and Election. The Board of Directors shall consist of seventeen (17) members, including the President, Vice-President, Secretary-Treasurer, immediate Past President, Chair of the Committee of Past Presidents, two (2) Associates, one (1) Affiliate and nine (9) Regular members elected by the membership at large. The directors may not serve consecutive full terms. The Regular members will serve three (3) year terms. For terms beginning after 2019, qualifications for Regular members to serve on the Board of Directors shall include two years of experience as the chief staff executive of an association or three years of experience in a professional staff position with an association, membership in ACAE for two or more years and currently employed primarily in the association industry. The two Associate directors shall serve two (2) year staggered terms and the Affiliate director shall serve a two (2) year term as well. Officers and Directors shall take office at the annual meeting and serve until their successors are elected and inducted.
- Section 3. Powers and Duties. It shall be the duty of the Board of Directors to oversee the business of the Council in a prudent manner.
- Section 4. Vacancies. A vacancy because of death, resignation, removal or disqualification may be filled by the remaining Board of Directors. Any Director so appointed shall serve only for the balance of the unexpired term, but shall be eligible for election to a regular term.
- Section 5. Regular Meetings. All meetings of the Board of Directors shall be held at such place as may be fixed from time to time by the President of the Council, either within or without the State of Alabama, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. Regular meetings of the Board of Directors shall be held at least quarterly.
- Section 6. Special Meetings. Special meetings of the Board may be called by the

President on one day's notice to each Director. Special meetings shall be called by the President on the written request of a majority of the Board of Directors.

Section 7. Quorum. At all meetings of the Board, nine (9) persons shall constitute a quorum.

Section 8. Officers and Directors will serve without compensation.

## ARTICLE VIII

### OFFICERS AND EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the officers and the immediate past president. The Executive Committee shall assist in conducting the affairs of the Council between meetings of the Board of Directors. To continue in force, any action taken by the Executive Committee must be ratified by the Board of Directors at their next scheduled meeting.

Section 2. Elections will be held at the annual meeting of the Council. Those nominees receiving the majority vote of those voting members present will be declared elected.

Section 3. President. The President shall preside at all meetings of the Board of Directors and general membership. The President, or the President's designee, shall sign all contracts and agreements, and all other instruments requiring execution on behalf of the Council.

Section 4. Vice-President. The Vice-President shall assist the President in all matters pertaining to the Council, and shall perform all the duties of the President in case of the President's temporary absence or inability to act.

Section 5. Secretary-Treasurer. The Secretary-Treasurer shall see that the minutes of all meetings of the Board of Directors and of any standing committees are kept. The Secretary-Treasurer shall be the custodian of the corporate seal, if any, and shall affix it to all books and records of the Council except the books of account and in general shall perform all the duties incident to the office of Secretary-Treasurer of a corporation and such other duties as may be assigned. The Secretary-Treasurer is the chief fiscal officer and shall have general custody of all the funds and securities of the Council. The Secretary-Treasurer shall oversee the deposit of the funds and investments of the Council as the Board of Directors may designate. Regular books of account shall be kept under the Secretary-Treasurer's direction and supervision and the Secretary-Treasurer shall render financial statements to the President and Directors at proper times. The Secretary-Treasurer shall oversee the preparation and filing of such reports and financial statements and returns as may be required by law.

## ARTICLE IX

## COMMITTEES

- Section 1. Standing Committees. The President shall appoint the following standing committees: Membership, Governmental Affairs, Education, Golf Outing, CAE and Convention. Personnel of each standing committee shall include at least one member of the Board of Directors and shall serve a term of office coincident with the President's.
- Section 2. Special Committees. The President may appoint such other committees as may be deemed advisable, which committees' terms will expire with his own, if not sooner on the completion of their work.
- Section 3. Past Presidents Committee. Each Past President of the Council, except the immediate past president shall be a member of this committee which shall serve as an advisory group to the Board of Directors. The committee shall elect a Chair who shall serve on the Board of Directors for a one year term without succession.
- Section 4. Powers of Committees. No committee shall have any power to bind the Council in any manner except as expressly authorized by the Board of Directors or the Executive Committee.

## ARTICLE X

### FINANCIAL

- Section 1. The Council may own, buy, sell, mortgage, lease or rent to or from others, hold, occupy, use, improve, develop, exchange, and make any lawful contract pertaining to property of all kinds, real, personal and mixed, wherever located.
- Section 2. The Council may enter into, make and perform contracts of every kind for any lawful purpose.
- Section 3. Any expense incurred by the Council must be authorized by the Board of Directors. Authorization may be given by approval of the annual budget or by other action of the Board of Directors.

## ARTICLE XI

### STAFF

- Section 1. The principal administrative officer of the Council shall be the executive director who shall be selected by the Board of Directors and evaluated by the Executive Committee.
- Section 2. The Board shall establish the duties and compensation for this position, and determine any other full time or part time employment needs of the Council, including fiscal and legal review.

## ARTICLE XII

### VOTING

- Section 1. Each Regular member of the Council will be entitled to one vote. Action taken by the Council will be by a majority vote of the voting membership present, except as otherwise provided in these By-laws.
- Section 2. No voting by proxy shall be allowed.

## ARTICLE XIII

### POLICY STATEMENTS

- Section 1. All official public statements concerning the Council will be issued by the President or such person or persons as may be designated by the Board of Directors.

## ARTICLE XIV

### RULES OF ORDER

- Section 1. The latest edition of Robert's Rules of Order shall be the parliamentary authority governing all meetings.

## ARTICLE XV

### DISTRIBUTION OF ASSETS

- Section 1. Dissolution. Dissolution of the Council shall require an affirmative vote of a majority of voting members, entitled to vote thereon, who are present at a meeting called for such purpose, provided a quorum is present.
- Section 2. Distribution. Upon the dissolution of the Council, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Council, shall arrange for the distribution of the remaining assets to a scientific, educational or charitable organization which at the time qualifies under Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code, as amended.

## ARTICLE XVI

### FISCAL YEAR

- Section 1. The fiscal year shall be the calendar year.

ARTICLE XVII

AMENDMENT

Section 1. Proposed By-laws changes must be provided in writing to each member at least ten (10) days prior to the meeting at which changes are to be considered. The By-laws may be amended by a two-thirds vote of the voting membership present at the meeting.

*Last Amended October 6, 2017*