



# Chapter Bylaws

## Article I

### NAME AND OFFICE

Section 1. Name - The name of this Chapter Association shall be the National Speakers Association Chapter of \_\_\_\_\_ (insert state, city or region) also known as NSA \_\_\_\_\_ (insert state, city or region).

Section 2. Office - The principal office of the Chapter Association shall be maintained in the State of \_\_\_\_\_.

## Article II

### PURPOSES

The primary purpose and objective of the National Speakers Association Chapter of \_\_\_\_\_ shall be to extend the NSA brand into the local market, consistently targeting education and community efforts to the working professional speaker level. Supporting purposes may be stated in the Articles of Incorporation.

## Article III

### MEMBERSHIP

Section 1. Classes of Members - Membership classes and requirements will mirror those of the national organization of the National Speakers Association. Only those who are members of the National Speakers Association are eligible to join as a member of this Chapter.

Section 2. Life and Honorary Membership - Life and Honorary members shall be bestowed by the Chapter Board of Directors only as an honorary position and shall carry with it no rights, including neither voting rights, nor obligations of membership except as the Chapter Board of Directors may determine. In these bylaws, all references to "members" should not refer to life and honorary members unless the context clearly recognizes otherwise.

Section 3. Approval of Members - Any individual eligible for membership under these bylaws may be approved for membership on written application in accordance with procedures and policies adopted by the Chapter Board of Directors for such approval.

Section 4. Rights and Responsibilities - All classifications of membership of this Chapter Association shall be eligible to vote. Only professional members shall be eligible to hold office or serve on the Chapter Board of Directors.

Section 5. Censure, Suspension, and Expulsion - Members of the Chapter Association may be censured, suspended, terminated or otherwise sanctioned for cause by the national organization of the National Speakers Association. Sufficient cause for censure, suspension,

termination of membership, or otherwise sanction shall be determined by the national organization of the National Speakers Association as outlined in the national organization's Bylaws, Code of Professional Ethics, or any rule or procedure duly adopted by the National Association, or any other conduct prejudicial to the best interests of the National Speakers Association and its Chapter Associations.

Section 6. Membership Term - Each member's term of membership shall expire annually, but may be renewed by payment of dues, fees or assessments in accordance with the provisions of Article IV of these Bylaws.

Section 7. Resignation of Membership - Any member resigning from membership shall not be entitled to any refund of dues or other fees. The resigning member remains obligated to pay any outstanding indebtedness to the Chapter Association. Upon resignation, a resigning individual shall have no rights or claim against the Chapter Association.

Section 8. Non-Transferability of Chapter Membership - Membership in the Chapter Association is individual and is non-transferable and non-assignable unless special permission is granted by two-thirds (2/3) vote of the Chapter Board of Directors.

## **Article IV**

### **DUES AND FINANCES**

Section 1. Dues, Fees and Assessments - Annual dues, fees and assessments, if any, and the payment date for same shall be determined by the Chapter Board of Directors.

Section 2. Contributions - The Chapter Association at any time may accept and use contributions or gifts made to it by any person, firm or corporation for any lawful purpose.

Section 3. Failure to Pay - Members who fail to pay their dues, fees or assessments at the time they become due shall be notified by the Chapter Administrator or such other officer as may be designated for such purposes by the Chapter Board of Directors. If payment is not made within the next succeeding sixty (60) days, such member may, without further notice, be dropped from membership and thereupon forfeit all rights and privileges of membership. The Chapter Board of Directors may prescribe procedures for extending the time for payment of dues, fees or assessments and the continuation of membership privileges.

Section 4. Disbursements - The disbursement, banking and transfer of any and all Chapter Association funds shall be according to policies and rules adopted by the National Organization or the Chapter Board of Directors. When in conflict, the National Organization's policies and rules shall be followed.

Section 5. Fiscal Year - The fiscal year of the Chapter Association shall be as determined by the Chapter Board of Directors.

Section 6. Bonding - Any person entrusted with the handling of funds or payments of the Chapter Association, at the discretion of the Chapter Board of Directors, shall obtain and maintain a fidelity bond at the cost of the Chapter Association.

Section 7. Budget - In advance of the next fiscal year, the Treasurer shall propose and the Chapter Board of Directors shall adopt an annual operating budget covering all activities of the Chapter Association.

Section 8. Qualified Review - The accounts of the Chapter Association shall be reviewed each year by a person with sufficient financial knowledge to assess the Chapter's bookkeeping practices, operations and financial position. The reviewer may be a CPA but this is not required. The reviewer may NOT have served as a Chapter Board member for the year under review. While a review within the meaning of AICPA's Statements on Standards for Accounting and Review Services may be performed, this is not the level of accounting review contemplated by this Article. A written report from a qualified person not serving on the board of directors shall be directed to the Chapter Board of Directors.

## **Article V**

### **MEETINGS OF MEMBERS AND VOTING**

Section 1. Annual Meeting - The annual meeting of the Chapter Association shall be held at such place and on such dates as may be determined by the Chapter Board of Directors. The purpose of the meeting is to install new board members, report financial health of the organization, and conduct any additional Chapter business as deemed necessary by the Chapter Board of Directors. Notice of such meeting shall be distributed to the last reported email or physical address of each member at least ten (10), but not more than fifty (50) days before the time appointed for the meeting.

Section 2. Cancellation or Postponement of Meetings - The Chapter Board of Directors may cancel or postpone any annual meeting for good cause.

Section 3. Election and Voting - The election of Directors shall be conducted via written or electronic ballot as determined by the Chapter Board of Directors. A member entitled to vote shall vote by designated ballot only. Members shall not be entitled to vote by proxy.

Section 4. Quorum - One third (1/3) members present in person shall constitute a quorum at any meeting of members. The postponement of a meeting because of the lack of a quorum shall not require the publication of a new or additional notice of the meeting. Unless otherwise provided by these Bylaws, any proposition required to be approved, ratified, or carried by the members of the Chapter Association shall be approved, ratified, or carried only if there is a quorum of members present and only by affirmative vote of a majority of those members voting.

## **Article VI**

### **CHAPTER BOARD OF DIRECTORS**

Section 1. Composition and Term of the Chapter Board - The Chapter Board shall consist of not less than seven (7) Directors. The President, President-elect and Immediate Past President shall be ex officio voting members of the Chapter Board of Directors and do not require re-election. The Vice-president shall be elected from and by the Board (see **Article VII, OFFICERS**, Section 1. Officers below) and shall continue on the board through the President-

elect, President and Immediate Past President term. The remaining directors shall be elected and each serve for a two-year term. No elected Director shall be eligible for re-election upon the completion of two (2) terms until after the passage of one (1) year. The Secretary and Treasurer shall be elected from and by the Board of Directors. The Chapter Board may determine additional ex officio members, without vote or the right to make motions.

Section 2. Power of the Chapter Board - The Chapter Board of Directors shall have supervision, control and direction of the affairs of the Chapter Association, shall determine its policies or changes therein within the limits of the Chapter Bylaws, Articles of Incorporation and National Organization Policies, including education programs, awards, and events, shall actively execute its purposes and shall have discretion in the disbursement of its funds. The Chapter Board of Directors may adopt such rules and regulations for the conduct of the Chapter Association's business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 3. Meetings - The Chapter Board of Directors shall have an annual meeting at the place of and preceding the annual meeting of members. In addition, special meetings of the Chapter Board shall be held upon call of the President, and shall be called by the President upon the written request of a majority of the voting members of the Chapter Board of Directors, at such time and place as the President may designate. Notice of all meetings of the Chapter Board of Directors shall be distributed to each member of the Chapter Board at the last recorded email address or physical address of such Director on the records of the Chapter Association at least five (5) but not more than forty (40) days prior to the time appointed for such meeting. The Chapter Board may transact business by mail, electronic or telephonic means as may be allowed by law and in accordance with policies and procedures adopted by the Chapter Board of Directors.

Section 4. Quorum - A majority (51%) of the voting members of the Chapter Board of Directors shall constitute a quorum at any meeting of the Chapter Board and any business transacted when a quorum is present shall be valid providing it is affirmatively passed upon by a majority of those present, unless otherwise required by law or the Articles of Incorporation. If a quorum is not present, a majority of those voting Directors present may adjourn the meeting from time to time, without further notice, until a quorum is present.

Section 5. Compensation - Directors, as such, shall not receive any stated compensation for their services as Directors, but the Chapter Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Chapter Association.

Section 6. Resignation or Removal - Any director may resign at any time by giving written notice to the President or to the Chapter Board of Directors. Such resignation shall take effect at the time specified in the notice, or if no time is specified, at the time of acceptance thereof as determined by the President or by the Chapter Board. Any member of the Chapter Board unable to attend a meeting shall advise the President as to the reason for the absence. If a Director misses two meetings for reasons which the President has declared to be insufficient, the Director shall be deemed to have resigned as a Director. A Director may be removed from office by a two-thirds (2/3) affirmative vote of the directors present and voting at any regular or special meeting at which a quorum is present.

Section 7. Vacancies - A vacancy in the office of a voting Director may be filled by the Chapter Board of Directors for the balance of the remaining term.

Section 8. Voting - Voting rights of a Director shall not be delegated to another nor exercised by proxy.

Section 9. Policy and Procedures Manual - The Chapter Board of Directors of this Chapter Association shall establish a "Policy and Procedures Manual" which shall contain any and all of the information, procedures, policies or elaboration upon these Bylaws by the Chapter Board of Directors.

## **Article VII**

### **OFFICERS**

Section 1. Officers - The officers of the Chapter Association shall be the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President and such other officers as may be deemed necessary by the Chapter Board of Directors. The Vice President, Secretary and Treasurer shall be elected at the Chapter Board of Directors meeting immediately preceding the annual meeting of the members from a slate of nominees presented by the Nominating Committee. The President-Elect shall automatically become President of the Chapter Association and the Vice President shall automatically become President-Elect of the Chapter Association at the conclusion of the annual meeting of members.

Section 2. Term of Office - Each officer shall take office following election or selection at the time specified in these Bylaws or at such time designated by the Chapter Board of Directors and shall serve for a term of one year or until a successor is duly elected and installed.

Section 3. Removal - Any elected officer may be removed by a two-thirds (2/3) vote of the Chapter Board of Directors whenever in its judgment the best interest of the Chapter Association shall be served.

Section 4. Vacancies - Vacancies in any office, with the exception of President or President-Elect, may be filled for the remainder of the term by the Chapter Board of Directors at any regular or special meeting. In the event of a vacancy in the office of President, the President-Elect shall complete that term and then enter into a full term as President. In the event of a vacancy in the office of President-Elect, the Vice President shall complete the unexpired term and then assume the office of President.

Section 5. President - The President shall be the chief elected officer of the Chapter Association, shall preside over all meetings of the Chapter Board of Directors, and shall be a member, ex-officio, of all committees and councils. The President shall also, at the annual meeting of the Chapter Association, and at such other times as deemed proper, communicate to the Chapter Association or to the Chapter Board of Directors, such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Chapter Association, and shall perform such other duties as are necessarily incident to the office of President or as may be specified by the Chapter Board of Directors.

Section 6. President-Elect - The President-Elect shall assume the office of President at the conclusion of the annual meeting of members or upon the death, resignation or removal of the President. The President-Elect may be delegated by the President or the Chapter Board of Directors, to perform the President's duties, in the event of the President's temporary disability or absence from meetings and shall have other duties as the President or the Chapter Board of Directors may assign. Whenever serving as President, the President-Elect shall have all of the powers of and be subject to all restrictions upon the President.

Section 7. Vice President - The Vice President may be designated to perform the President-Elect's duties in the event of the President-Elect's temporary disability or absence from meetings, and shall perform such other duties as may be specified by the President or the Chapter Board of Directors.

Section 8. Treasurer - The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Chapter Association, and in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Chapter Board of Directors. Any of the Treasurer's duties may be delegated to a designee selected by the Chapter Board of Directors.

Section 9. Secretary - The Secretary shall keep the minutes of the meetings of the Chapter Board of Directors and the general membership in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Chapter Board of Directors. Any of the Secretary's duties may be delegated to the Chapter Administrator or to his or her designee by the Chapter Board of Directors.

Section 10. Chapter Administrator / Executive Director - In addition to elected officers, the Chapter Association may have a Chapter Administrator or an Executive Director. The Chapter Administrator or Executive Director shall be the administrator and manager of the Chapter Association employed by the Chapter Board of Directors. The Chapter Administrator or Executive Director shall be responsible to the President and Chapter Board of Directors, shall have the authority to execute contracts on behalf of the Chapter Association and to disburse funds, as approved by the Chapter Board of Directors, and shall employ and may terminate the employment of members of the staff as necessary to carry out the work of the Chapter Association. In addition, the Chapter Administrator or Executive Director shall manage and direct all functions and activities of the Chapter Association and perform such other duties as may be specified by the Chapter Board of Directors. The Chapter Administrator or Executive Director shall be a non-voting, ex officio, member of the Chapter Board of Directors and of all committees and councils.

Section 11. Immediate Past President - The Immediate Past President shall serve as a voting member of the Chapter Board of Directors and perform such other duties as may be prescribed by the President and/or Chapter Board of Directors.

## **Article VIII**

### **COMMITTEES AND COUNCILS**

Section 1. Committees and Councils - The Chapter Association shall have a Nominating Committee, and the President, subject to the approval of the Chapter Board of Directors, may appoint such other standing or special committees, subcommittees, councils or task forces as may be required to carry out the Chapter Association's business or as the President may find necessary.

Section 2. Chapter Board and Officer Nominations Committee - The Immediate Past President shall chair a Committee of no fewer than four members that will submit a slate of nominees for the offices of director to be voted upon via secure ballot by the members of the Chapter Association and will submit a slate for the office of Vice President to be voted upon at the annual meeting of the Chapter Board. If a slate of two nominees for Vice President is submitted, the one nominee who receives a majority vote will be elected.

Section 3. Rules - Each committee and council will abide by the rules and direction adopted by the Chapter Board of Directors.

## **Article IX**

### **MISCELLANEOUS**

Section 1. Procedures - All meetings of the Chapter Association shall be governed by parliamentary law as set forth in Robert's Rules of Order (most recent edition) when it does not conflict with these Bylaws.

Section 2. Code of Professional Ethics - The Chapter Board of Directors will refer all issues regarding violation of the National Speakers Association Code of Professional Ethics to the national organization for enforcement as it deems necessary.

Section 3. Seal or Logo - The Chapter will adhere to the NSA Logo Policy for Chapters:

All Chapters must incorporate the NSA logo in their online and print materials. They do not need to create a unique Chapter logo but must assure that the NSA logo is visible in all website mastheads, letterhead, envelopes, and other printed documentation. NSA will provide the artwork for the logo and Chapters must not alter it. Chapters are allowed to incorporate the logo into their own designs in any way they wish as long as it does not alter the NSA logo.

Section 4. Indemnification - The Chapter Association shall have the power and authority to indemnify and hold harmless to the full extent permitted by law any person who is or was a director, officer, committee or council member, employee or agent of the Chapter Association or who is or was serving at the request of the Chapter Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, foundation or other enterprise. In addition, the Chapter Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee or council member, employee or agent of the Chapter Association or who is serving at the request of the Chapter Association as a director, officer, employee or agent of another corporation, partnership,

joint venture, trust, foundation or other enterprise, against any liability asserting against such person and incurred in any such capacity, or arising out of such person's status as such, regardless of whether the Chapter Association would have the power to indemnify against such liability.

Section 5. Name Change - Before the Chapter Association may submit a Chapter name change for consideration to the NSA Board of Directors it must be officially approved by the Chapter's membership.

Section 6. Territory Jurisdiction - The following geographical boundaries may be used to determine jurisdiction: State, City, 80-mile-radius. There may only be one chapter within any 80-mile-radius.

## **Article X**

### **AMENDMENTS**

These Bylaws may be amended or altered, in whole or in part, pursuant to the affirmative vote of two-thirds (2/3) of the members of the Chapter Board of Directors, provided that:

- the Chapter Board members have been notified at least 15 days in advance of the meeting at which the vote will be taken,
- the national organization pre-approves the amendment or alteration, and
- no such amendment shall be inconsistent with the provisions of the Articles of Incorporation.