

AMERICAN JUDGES ASSOCIATION

BYLAWS

As amended on September 27, 2018

AMERICAN JUDGES ASSOCIATION
AS AMENDED ON SEPTEMBER 27, 2018
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**AMERICAN JUDGES ASSOCIATION
BYLAWS
(as amended on August 4, 2017)**

**ARTICLE I
NAME AND OFFICE**

Sec. 1. The name of this Organization shall be the American Judges Association.

Sec. 2. The principal office of this Association shall be maintained at such location as may be approved by the Board of Governors of this Association. Branch or auxiliary offices may be established and maintained as approved by the Board of Governors.

**ARTICLE II
PURPOSE**

Section 1. The objective and purpose of the Association is: to promote and improve the effective administration of justice; to maintain the status and independence of the judiciary; to provide a forum for the continuing education of its members and the general public; and for the exchange of new ideas among all judges.

Section 2. The Association (AJA) shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect its purposes and objectives.

Section 3. In order to achieve its purposes and objectives most effectively, AJA is committed to diversity through the following principles:

- AJA will actively recruit membership that reflects the diversity of the judiciary
- AJA will support, promote and encourage present and prospective members to be knowledgeable about diversity issues.
- AJA will engage in membership and leadership recruitment and retention strategies to achieve its commitment to a diverse membership and to increase active participation in all of the affairs of the organization.

Section 4. AJA shall operate not-for-profit and exclusively for education and charitable purposes within the meaning of section 501 c (6) of the IRC of 1975 or the corresponding sections for past or future tax codes.

Section 5. A statement of Objectives and Purposes, not inconsistent therewith, may be promulgated and amended from time to time by the Board of Governors.

ARTICLE III
MEMBERSHIP

Sec. 1. VOTING MEMBERS. Upon payment of the dues herein prescribed and upon approval of the application by the Executive Committee, any present or former judicial officer or arbitrator in good standing, or any former judicial officer or arbitrator who was in good standing at the time of separation, whose present or former court is an eligible court, may become a regular voting member. An eligible Court is defined as any duly constituted court of the federal, state, local, tribal, provincial, and/or territorial governments of the United States, Canada, Mexico, and any other countries within North or Central America.

Sec. 2. ASSOCIATE MEMBERS. Upon approval by the Executive Committee of an application, any person who does not meet the definition of a voting member as defined in Section 1 above and who has contributed distinguished and outstanding service to the field of justice or who has evidenced strong interest in and supports the mission and purpose of this Association, may become an Associate Member of this Association without the privilege of voting or holding office.

Section 3. HONORARY MEMBERS. The Chief Justice/Judge of the court(s) of last resort in each state or territory in the United States, of each province or territory in Canada, or of the country of Mexico, or the other Central American Countries shall be made an honorary member of AJA each year during his or her tenure in office. Furthermore, upon recommendation and approval by the Executive Committee, any person who has contributed distinguished and outstanding service to the field of the justice or who has evidenced strong interest in and supports the mission and purpose of this Association may become an honorary member. Honorary members shall not have the privilege of voting. Honorary members are not required to pay dues.

Sec. 5. TERMINATION OF MEMBERSHIP

(a) Any member more than one year delinquent in payments of dues established by the Association shall automatically forfeit membership in this Association. Such member shall be so notified immediately but may automatically be reinstated by payment of delinquent and current dues within thirty days of the date of said notice. The Executive Committee may approve reinstatement of a former member who pays dues owed more than 30 days after being notified of forfeiture of membership due to nonpayment of dues.

(b) The Executive Committee, by affirmative vote of the majority of the members present at any regular or special meeting, may suspend a member for good cause shown, provided such member shall have received notification, including a specific identification of charges, by registered or certified mail at least 30 days prior to the meeting. A member shall be afforded the opportunity to defend against such charges at that meeting, either in person, in writing, or by counsel, prior to the vote on suspension.

(1) Upon suspension, the member so suspended shall be notified by the Secretary of the Association by registered mail. Such member may appeal such suspension to the Board of Governors of the first succeeding Annual Conference of the Association by filing with the Association Secretary notice of such appeal not later than thirty days prior to the opening day of the next Annual Conference.

(2) The Board of Governors of such Annual Conference shall have the power to reinstate, to continue the suspension for a time certain, to expel such member, or to take such other action as it may deem appropriate.

(c) The Secretary shall file all suspensions with the presiding officer of the Board of Governors of such Annual Conference of the Association for such action as the Board of Governors shall deem proper.

(d) A member of this Association may resign such membership by filing a letter of resignation with the Secretary of the Association by certified mail or in person. Such resignation shall become effective upon receipt of such letter of resignation by the Secretary. Upon receipt of any such resignation, the Secretary shall immediately notify the President and Secretariat of the Association. Such voluntary resignation shall not entitle the resigning member to rebate of any dues, or portion thereof, paid into the Treasury of the Association.

Sec. 6. AFFILIATED OR ASSOCIATION MEMBERSHIPS. Affiliate or Association memberships are hereby created subject to the following:

(a) Only organizations or associations (State, Province, Tribe, County or City) whose individual membership meets the requirements of Section 1, hereof, shall be eligible for appointment or charter as an affiliate of this Association.

(b) The annual dues for an affiliate membership shall be as provided in Article IV.

(c) Affiliate or chartered associations are hereby authorized and permitted to show in and on their local publications and stationery the words "Affiliate of the American Judges Association".

(d) No individual member of any affiliate association shall exercise or enjoy, any of the rights of membership in this Association (AJA) unless they apply and are accepted into membership paying the dues as required, and set forth in Article IV.

(e) Affiliate organizations shall be required to file at least one report each year of their activities with this Association.

(f) Suspension or revocation of affiliation (charter) for cause, or otherwise, shall be and is, hereby vested in the Executive Committee who shall exercise this power by a majority vote on the recommendation of the Secretariat or written information (complaint) by any member, provided that such affiliate organization or association shall have received notification by registered or certified mail at least 30 days prior to Executive Committee action on charges pending: Provided further that such affiliate organization or association shall be afforded the opportunity to defend against said charges, in writing or by counsel, prior to any vote on such charges. The Executive Committee may vote at a meeting or electronically.

(1) Upon suspension, the organization or association so suspended shall be notified by the Secretary of the Association by certified registered mail. Such organization or association may appeal such suspension to the Board of Governors at the first succeeding Annual Conference of the American Judges Association by filing with the American Judges Association Secretary notice of such appeal not later than thirty days prior to the opening day of the next Annual Conference.

(2) The Board of Governors of such Annual Conference shall have the power to reinstate, to continue the suspension for a time certain, to expel such organization or association, or to take such other action as it may deem appropriate.

(G) Organizations concerned with the justice system are eligible for Association membership. The Executive Committee has the power to offer an Association membership to any Organization who primary concern is the justice system, subject to the approval of the Board Governor at its next meeting.

ARTICLE IV **DUES**

Sec. 1. PAYMENT: Dues for membership in the Association are payable per a schedule created by the Executive Board and approved by the Board of Governors.

Sec. 2. RATES: Dues for any membership shall be established by a schedule set by the Executive Committee and approved by the Board of Governors at its next meeting.

ARTICLE V **CONFERENCES AND MEETINGS**

Sec. 1. MEETINGS. Members shall meet to conduct the business of the Association at least once annually, or more frequently, upon call of the President or of a majority of the members of the Board of Governors or of twenty-five percent of the voting members in good standing. The time and place of the meeting shall be fixed by the President or by the members calling such meeting. Notice of such meetings shall be given to the members of this Association by publication in an official publication of the Association or in any other manner, including electronically, by the Secretariat thirty days prior to such meeting, and in the case of meetings or other conferences other than the annual conference, such notice shall state the purpose. No quorum shall be required at any such membership meeting specially convened.

Sec. 2. PROGRAM. In addition to conducting the business of the Association, the Annual Conference shall include programs and events consistent with the mission and purpose of the Association and consistent with the policies of the Association.

Sec. 3. REGISTRATION FEES FOR CONFERENCES AND ASSOCIATION EVENTS. The Executive Committee, with the approval of the Board of Governors, shall adopt an adequate budget from the general funds of the Association for the proper operation of each Annual Conference or other conferences and events at least four (4) months prior to such Annual or other Conference or event and shall establish registration fees for attendance there at, which may be in different amounts for members and non-members of the Association, and for spouses and children of those in attendance.

ARTICLE VI **GENERAL ASSEMBLY**

Sec. 1. GENERAL ASSEMBLY. The General Assembly of this Association shall convene during the Annual Conference of the Association at the call of the President, at the site of such Conference.

Sec. 2. LOCATION. The specific time and location of such meetings shall be included in the notice of the Annual Conference.

Sec. 3. QUORUM. No quorum of the membership shall be required to conduct the business of the Association at such General Assembly and, except as otherwise provided, any action of the General Assembly shall be by majority vote of the Association members present and voting at such General Assembly.

Sec. 4. VOTING MEMBERS. Only Association members present and in good standing shall be entitled to vote at any such General Assembly.

Sec. 5 PROXIES. No proxy shall be valid to vote or participate in any such General Assembly meeting for any purpose.

ARTICLE VII
BOARD OF GOVERNORS

Sec. 1. POWERS AND DUTIES. General power to conduct the affairs and business of the Association, except as specified by the provisions of these Bylaws or by vote of the General Assembly, shall be vested in the Board of Governors. The Board of Governors may authorize Officers of the Association to carry out responsibilities, including those detailed in Article VIII. The Board of Governors is authorized to employ professional services and such other employees as it deems necessary and proper to carry on the work of the Association and may delegate that authority to the Officers of the Association. The duties of each member of the Board shall include the obligation to regularly attend all meetings of the Board as hereinafter set forth in this article, to act affirmatively and consistently with the mission purpose and diversity policies of the Association in carrying out its responsibilities and regularly assist with the recruitment of new members and the retention of current members of the American Judges Association especially in the District which they represent, and actively serve on at least one of the committees of the Association.

Sec. 2. COMPOSITION. The Board of Governors shall include as members:

(a) The duly elected and qualified Officers of the Association and any member(s) of the then Executive Committee not otherwise serving as a Governor

(b) The AJA Past Presidents who, following the completion of their term of office, shall serve as at-large voting members of the Board of Governors as long as they remain dues-paying members of the Association;

(c) Not more than 6 duly qualified voting members of the Association from each of the 7 Districts set forth in Section 6 of this article.

(d) The Editors of this Association's official publications and the Assigned Representative of the Secretariat, shall serve as ex-officio members of the Board of Governors, without voting powers.

Sec. 3. ELECTION.

(a) Election of the Governors described in Section 2(c) to the Board of Governors shall be by a majority vote of the members present and voting at the General Assembly of the Annual Conference

(b) Any Governor in office at the time the new districts (see Section 6) are adopted, whose position would otherwise be eliminated, shall remain a Governor of that new district for the remainder of that term

(C) No person may be elected or appointed to the Board of Governors unless such person is a member in good standing who has consented to such election or appointment and who agrees to accept and fulfill the duties and responsibilities of the office, including the attending of all meetings of the Board of Governors. Required acceptance may be in person, in writing, electronically, or orally.

Sec. 4. TERM AND TENURE. The term of office of elected members of the Board of Governors shall be for two (2) years, beginning at the conclusion of the Annual Conference General Assembly at which they were elected. There shall be no limit as to the number of successive elected terms.

Sec. 5 VACANCY. When a vacancy on the Board of Governors occurs due to a Governor's ineligibility to serve for any reason, or his or her resignation, it may be filled by majority vote of the remaining members of the Board of Governors, and the member so elected shall serve until the next Annual Conference.

Sec. 6. DISTRICTS. There shall be seven (7) Districts as follows

District I CANADA

District II: NORTHEAST: Connecticut, Massachusetts, Maine, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont.

District III: SOUTHEAST: Delaware, District of Columbia, Maryland, Virginia, North Carolina, South Carolina, Georgia, Florida, Puerto Rico and the US Virgin Islands.

District IV: SOUTH/SOUTHWEST: Alabama, Mississippi, Louisiana, Arkansas, Oklahoma, Texas, New Mexico, Arizona, Mexico and Central American Countries

District V: WESTERN: Alaska, Washington, Oregon, California, Idaho, Nevada, Montana, Wyoming, Utah, Hawaii, Guam, American Samoa, Marshall Islands, Commonwealth of Northern Mariana Islands, and Military Overseas

District VI: WEST CENTRAL: Colorado, North Dakota, South Dakota, Nebraska, Kansas, Missouri, Wisconsin, Minnesota, Michigan

District VII: CENTRAL: Illinois, Ohio, Iowa, Indiana, Kentucky, West Virginia, Tennessee

Sec. 7. MEETINGS.

(a) The Board of Governors shall meet upon call of the President at least twice during each calendar year with one such meeting to coincide with the Annual Conference of the Association. Special meetings of the Board may be held upon the call of the President or of at least ten members of the Board of Governors. The President shall have the authority to call special meeting(s) electronically.

(b) Forty percent of the then voting members of the Board of Governors shall constitute a quorum. For the purpose of determining the number of members of the Board for quorum purposes, only the number of voting members not counting the Past Presidents shall be considered.

(c) All Governors are expected to attend Board meetings. The Board, by majority vote, may excuse the absence of any Board member from attendance upon good cause shown at the meeting at which the member is absent.

(d) Except in the case of the Past Presidents, the position on the Board of Governors for any member absent from two successive Board meetings without being excused under the provisions of these bylaws, shall become vacant, unless the Board affirmatively, by majority vote at said second meeting, votes to retain the absent member. Any such vacancy may be filled under the provisions of Article VII, Section 5.

Sec. 8. **AUTHORITY TO ACT IN ABSENTIA.** Any action which may be lawfully taken at any Board meeting may be taken without a formal meeting of the members in person in the manner prescribed in Article XI.

Sec. 9. **PROXIES.** No proxy shall be valid or participate in any meeting of the Board of Governors or of the Executive Committee for any purpose.

Sec. 10. **RESOLUTIONS.** The Board of Governors may take no final vote upon any substantive or policy resolution unless such resolution has been presented to the Executive Committee at least thirty (30) days in advance of the next Executive Committee meeting, or the resolution receives approval of two-thirds of the Governors present at the meeting. The Executive Committee shall cause the resolution and the Committee's recommendation to be posted in a prominent place at the meeting site for consideration by the Board of Governors no later than the first day of the meeting. As noted, any resolution that has not been presented as described must receive a two-thirds vote for passage. This requirement does not apply to housekeeping resolutions, such as resolutions of appreciation and congratulations. Between regularly scheduled meetings of the Board of Governors, to maintain AJA's stance as "the voice of the judiciary,"[©] the President or his or her designee may timely respond, by resolution, policy or otherwise, to emergent issues that affect the independence of the judiciary and/or the administration of justice nationally or internationally, upon approval of 2/3 members of the Executive Committee. Such approval may be sought and given in writing, by phone, or electronically. Members of the Board of Governors must be promptly notified, in person, in writing, or electronically, of any such response made on behalf of the Association.

ARTICLE VIII **OFFICERS**

Sec. 1. **OFFICERS.** The officers of this Association shall be the President, the President-elect, a Vice-President, a Secretary, Treasurer, Immediate Past President, Historian, and Parliamentarian. The following shall be elected by the members of the Association at the General Assembly of each Annual Conference by majority vote of those present and voting at such General Assembly: a President-elect; a Vice-President; and a Secretary. The Parliamentarian and Historian shall be appointed by the President. Where there are more than two candidates for any office and a majority vote is not cast for any one candidate, the name of the candidate receiving the lowest number of votes shall be removed from the ballot and additional ballots shall be cast accordingly until a candidate receives a majority of the votes cast.

(a) The President-Elect shall become President of the Association upon the adjournment of the General Assembly of the next succeeding Annual Conference.

(b) The Treasurer shall be nominated by the Executive Committee at its meeting prior to the Annual meeting and elected by the members of the Board of Governors at a Board meeting immediately following each Annual Conference General Assembly, by a majority vote of those present and voting at said Board meeting. The Treasurer shall serve at the will of the Board of Governors. The Board may relieve the Treasurer of duty or remove him or her from office by a majority vote of those present and voting at said Board meeting.

(c) All secret ballots shall be kept by the Secretary for a period of thirty (30) days after the election. All ballots may be examined by the candidate either in person or by designee.

(d) All ballots shall be prepared by or under the supervision of the Secretariat.

Sec. 2. SERVICE. No person shall hold more than one office. No officer shall be paid by the Association for services.

Sec. 3. QUALIFICATION. Any member in good standing of the Association shall be eligible for election as an officer except that no one shall be eligible for election as President or President-Elect who has not previously served continuously on the Board of Governors or Executive Committee for a term of at least one year. Any person who has served a full elected term as President shall not thereafter be eligible for election as President or President-Elect.

Sec. 4. TERMS OF OFFICE. Officers shall serve an annual term at the will of the Board of Governors beginning with the conclusion of the Annual Conference General Assembly at which they were elected, to the conclusion of the next succeeding Annual Conference General Assembly, or until their successors are elected and qualified except the Treasurer who shall serve at the will of the Board of Governors beginning with the conclusion of the Board meeting at which elected, to the conclusion of the next Board meeting following the Annual meeting. If a vacancy occurs in any elective office, other than Secretary or Treasurer, the next succeeding officer in elected line shall ascend to the vacated position and all elected positions shall also move upward, and serve the balance of the unexpired terms in said positions. If a vacancy occurs in the term in the office of Secretary or Treasurer, the Executive Committee, by majority vote in person, in writing, or electronically, shall appoint a successor to serve the balance of the unexpired term. The Treasurer shall serve at the will of the Board of Governors. The Board may release the Treasurer of duty or remove him or her from office by a majority vote of those present and voting at said Board meeting.

Sec. 5. DUTIES. The Executive Committee is authorized to act on behalf of the Board between meetings of the Board.

(a) President. The President shall:

Preside at all meetings of the membership of the General Assembly, Board of Governors, and Executive Committee.

Be responsible for implementation of procedures to effectuate the projects and policies of the Association enacted by the membership, General Assembly, and/or Board of Governors.

Exercise supervision over the activities of the Association committees and procure written annual reports from each committee.

Perform such other duties and functions as may be specifically directed by the Board of Governors and as stated in these Bylaws, including entering into contracts on behalf of the Association.

Keep the President-Elect currently advised of all activities of the Association through the office of the Secretariat.

(b) President-Elect. The President-Elect shall:

In the absence, incapacity or illness of the President, either as certified by a majority vote of the Executive Committee or upon the written request of the President, preside at meetings of the General Assembly, Board of Governors and/or Executive Committee. The duration of these duties shall be specified either in the President's written request or by the Executive Committee.

Perform such administrative functions as may be directed by the President and/or the Board of Governors.

Assist the President in facilitating and coordinating the activities of the Association committees.

(c) Vice-President. The Vice-President shall:

Perform such duties as shall be specifically directed by the President and/or the Board of Governors. .

Have the primary responsibility for maintaining relationships with all federal, state, provincial, and local organizations of Judges eligible for membership in this Association.

(d) Secretary. The Secretary of the Association shall:

Supervise and maintain all Association records including, but not limited to, the Corporate Seal, Minute Book, Register of Resolutions adopted by the Annual Conferences, and roll of members.

Maintain minutes of all meetings of the membership, General Assembly, Board of Governors, and Executive Committee.

Be responsible for the issuance and publication of notice of meetings and all other notices required by the Bylaws and the Articles of Incorporation.

Perform such other duties as may be assigned by the President and the Board of Governors.

(e) Treasurer. The treasurer shall:

Serve as official custodian of all monies and property belonging to the Association. The Secretariat, under the supervision of the Treasurer, shall maintain the financial records, expenditures and investments as approved and so designated by the Treasurer. The Secretariat shall keep complete records of receipts and disbursements and shall prepare and submit to the Treasurer a financial statement on a monthly basis. The Treasurer shall distribute such statements to the Board of Governors and to the membership at each Annual Conference. The Secretariat shall maintain the Association bank account and shall report any changes in such to the Treasurer. At least thirty (30) days prior to each Annual Conference, the Treasurer serving for the preceding term shall present a complete financial plan for the ensuing year including, but not limited to, a proposed budget setting forth receipts and recommended expenditures for each fiscal year. The Treasurer, with the approval of the Board of Governors, may designate an Assistant Treasurer who may be authorized, under the supervision of the Treasurer, to disburse money and to sign checks in the absence or disability of the Treasurer or the Secretariat designee.

- 1) The Treasurer shall have the authority to expend monies from the approved operating budget up to \$2,500. Expenditures over this amount require the additional approval of the President or the President-Elect.
- 2) The Treasurer shall have the authority to approve expenditures over the budgeted amount for the Mid-Year or the Annual Conference upon determining that the Conference income received or to be received exceeds the budgeted expenditures.

(f) Historian. The Historian shall:

Serve as special custodian of all historical records and photos belonging to the Association. The Secretariat, under the supervision of the Historian, shall maintain the historical records and photos as designated by the Historian. The Historian shall, with the Secretary and at least one other officer as set forth in Section 1 of this article, determine what records should be retained, or destroyed, by the Association.

g) Parliamentarian. The Parliamentarian shall:

At the request of the President or any other member of the Association, interpret the Rules of Parliamentary Procedure as they relate to the Proceedings of the Association, subject to such special rules as may be adopted by the Board of Governors.

(h) Secretariat. The Secretariat shall:

Be appointed by the Board of Governors on such terms and financial conditions that said Board may from time to time fix and determine within the budget framework.

Perform such duties as the Board of Governors shall direct.

The Assigned Representative of the Secretariat shall be an ex-officio non-voting member of the Board of Governors. It shall be the duty of said Assigned Representative to attend all meetings of the Board of Governors, the Executive Committee, and the membership. No dues shall be paid by, or for, said representative. The Secretariat shall not disseminate, or otherwise distribute, any correspondence received by it to anyone without

the authorization of the President, any Vice President, or the Executive Committee. This restriction shall not be deemed to apply to correspondence between the Secretariat and any person or member nor shall it apply to dissemination in any official publication of the Association.

Sec. 6. IMPEACHMENT. Any Officer of the Association or member of the Board of Governors may be removed from office for misfeasance, malfeasance or nonfeasance in office, or for any act or failure to act in any capacity which may reflect adversely upon this Association. A majority vote of the Court of Appeals shall constitute the indictment, but a two-thirds affirmative vote of the members present and voting at the General Assembly shall be required for impeachment, however, no vote may be taken unless such person has been notified in writing of the impeachment proposal. Such person shall be given an opportunity to address the members of the Court of Appeals and the General Assembly. Impeachment by the General Assembly shall not be appealable except that the General Assembly may reconsider its action upon new evidence presented to it. Any vacancy created by such removal shall be filled in the same manner as other vacancies.

ARTICLE IX
COURT OF APPEALS

Sec. 1. JURISDICTION. The Court of Appeals shall determine all justiciable questions arising within the Association, shall interpret the Constitution and Bylaws, shall sit as a Grand Jury in any case brought against any of the Officers of the Association or member of the Board of Governors, shall rule on questions of procedure on any action taken by the Association including election of Officers, and shall otherwise serve as the final Appeals Court for all judicial matters of the Association.

Sec. 2. PROCEDURE. The Court of Appeals may adopt rules of procedure to ensure due process to all litigants. Such rules as may be adopted shall be published in the official publication of the Association.

Sec. 3. OPINIONS. Each Justice shall file a written opinion on each issue before the Court with the Chief Justice thereof. The Justice, senior in service on the Court, voting with the majority of such Justices on any one issue, shall, after reviewing all opinions, write the official opinion for the Court. Dissenting opinions may be written by any Justice and filed with the Chief Justice. The Secretariat shall maintain a permanent file of all opinions of the Court.

Sec. 4. JUSTICES. The Court of Appeals shall be composed of five members of the Association, none of whom shall be an officer of the Association or a member of the Board of Governors at the time of their election. Each Justice shall serve a five-year term of office and shall not be eligible to serve more than one term as a Justice of the Court of Appeals, except that the original Justices serving one and two year terms as provided in Sec. 7 shall be eligible, upon completion of said term, to serve one full five-year term.

Sec. 5. CHIEF JUSTICE. The Justice senior in service on the Court shall serve as Chief Justice.

Sec. 6. ELECTION. One Justice of the Court of Appeals shall be elected at the General Assembly of each Annual Conference for a term of five years, by a majority vote of the members present and voting.

Sec. 7. VACANCIES. Any vacancy which occurs on the Court of Appeals shall be filled by the election at the next succeeding General Assembly for the remainder of such term. The Executive Committee may make an interim appointment.

Sec. 8. IMPEACHMENT. The conditions and procedures for impeachment of a member of the Court of Appeals shall be the same as for an Officer as set forth in Article VIII, Sec. 6, except that the Board of Governors shall act as Grand Jury instead of the Court of Appeals.

Sec. 9. QUORUM. No official action may be taken by the Court of Appeals unless at least three Justices of the Court are present and acting.

ARTICLE X
COMMITTEES

Sec 1 STANDING COMMITTEES: The standing committees of the Association shall be: Awards, Budget, Bylaws, Conference, Conference Site, Domestic Violence, Education, Executive, Membership, Nominations, Public Information/Relations, Publications, Resolutions and such other standing committees as may be established by the Board of Governors.

Sec 2 OTHER COMMITTEES: Other Committees or Task Forces of an immediate or non-recurring character may be created by the President or by resolution of the Board of Governors, to investigate, study and implement matters relating to specific purposes, business and objectives of the Association. The term of such committee shall end at the next Annual Conference of the Association following its creation unless continued by the Executive committee.

Sec 3 EXECUTIVE COMMITTEE: The authority of the Executive Committee is set forth in these By Laws. In addition, the Board of Governors may delegate certain of its administrative powers as it may determine, to the Executive Committee to act when the Board is not in session. Any such actions taken by the Executive Committee must be by vote of more than fifty percent of the eligible voting members of the Executive Committee. Such Executive Committee shall consist of:

(1) President, the President-elect, Vice-President, Secretary, Treasurer and the immediate Past President of the Association

(2) Three members appointed by the President.

(3) One dues-paying member of the Association for a one-year term as a voting member, who shall be nominated as any other Officer or Governor and elected by the General Assembly at the annual conference.

(4) With the exception of the Immediate Past President who is considered an Officer, all Past Presidents of the Association who remain dues-paying members shall serve as non-voting, ex-officio members of the Executive Committee.

Sec 4 CONFERENCE COMMITTEE: There shall be a Conference Committee appointed annually in advance to serve at the Annual Conference, Mid-year or other Association-sanctioned conferences, for planning, housing and accrediting registrants

Sec 5 NOMINATING COMMITTEE:

(1) The Nominations Committee will be formed after the General Assembly meeting at each annual conference. The Nominations Committee will be chaired by the Immediate Past President, and will also include two members appointed by the President, and two members elected by the Board of Governors. The membership of the Committee shall be listed in an official publication following the annual meeting.

(2) The Committee shall publish electronically or in any Association publication, a request for nominations to all vacant positions prior to the annual meeting. Any member of the Association may place before such Committee the name of any member for possible nomination to office. The Committee is to present and publish its slate of candidates by twenty-four hours prior to the General Assembly or, in the case of the Treasurer, to the Board of Governors meeting. No member of the Committee shall make or have made commitment of any support of a potential candidate prior to the posting of the Nomination Committee Report.

(3) The written report of the Committee shall be read to the membership on the floor of the General Assembly of the Annual Conference (or to the Board of Governors for the office of Treasurer) and shall certify individually as to each nominee:

(a) That the nominee is eligible for election to the office.

(b) In elections for positions on the Board of Governors the City and District in which such nominee resides and the number of vacancies from such District to be filled at such election.

(c) The term of the office for which the nominee is nominated.

(d) The Committee shall nominate at least one candidate for each position to be filled by election at that Annual Conference. Additional nominations for any office may be made from the floor of the General Assembly by any member in good standing. The name of an eligible member can be placed in nomination for any office or offices the eligible member may wish. The Committee should interview all candidates for officer positions and others it deems necessary, other than nominations from the floor. The Committee will not nominate everyone qualified but, rather, will nominate the person(s) the Committee determines to be best qualified candidate(s).

(e) In elections for positions on the Board of Governors, if any district is without representation and no nominee is proposed from such district, the Committee shall certify that there is no qualified nominee from such district at the time of the election.

(f) Members of the Nominations Committee are ineligible to become AJA Officers or members of the Court of Appeals during their term of service on the Committee.

Sec. 6. EDUCATION COMMITTEE: The Education Committee shall develop, implement and evaluate a comprehensive plan for the educational activities of the Association, including membership education, conference education programs, and public education.

Sec. 7. REPORTS. Before the opening of the Association's Annual Conference, the Chairperson of every standing and special committee, with the exception of the Nominating Committee, shall file with the Secretary a written report describing the programs, activities and recommendations of that Committee, together with any resolutions it may recommend for adoption by the Association. All resolutions must be posted by Noon of the day prior to the General Membership Meeting, unless waived by a 2/3 vote of all members present and voting. No report, recommendation or other action of any committee shall be issued or considered as the action of the Association unless and until it shall have been approved or authorized by the General Assembly or by the Board of Governors. No committee shall release any report of such committee to the public before the same is presented to the General Assembly or to the Board of Governors.

Sec. 8 APPOINTMENT: Unless otherwise stated in these by-laws or specific provisions creating a committee, the appointment of chairpersons and members of a committee shall be made annually by the President, who is authorized also to appoint successors, in the event of death, resignation or disqualification.

Sec. 3. MEETINGS: Each committee may meet during the Annual Conference of the Association. Other meetings of each committee shall be held upon call of its Chair or the President.

ARTICLE XI

BOARD OF GOVERNORS AND EXECUTIVE COMMITTEE MANNER OF ACTING

Sec 1 Participation by Governors: Except as required otherwise by these Bylaws, Governors may participate in a regular or special meeting by electronic or telephonic communication pursuant to any

policies adopted by the Board. A Governor who participates by means of electronic or telephonic communication is considered to be present at the Board meeting and shall be counted for purposes of establishing a quorum. Procedures shall be established by the Board for counting a vote by the member present electronically or by telephone. Electronic or telephonic presence may be by the use of any means of communication by which all Governors participating may simultaneously hear each other during the meeting. Consent for any action of the Board required to be taken at a meeting may be taken without an in-person meeting, orally, in writing, by phone, or electronically. For purposes of this section, an email transmission from an email address on record constitutes a valid writing.

Sec 2 Committees: Members or others may participate in a regular or special meeting of a committee by electronic communication pursuant to applicable law and pursuant to policies adopted by the Board. A committee member who participates by means of electronic communication is considered to be present at the meeting

ARTICLE XII **FISCAL MATTERS**

Sec. 1. CONTRACTS. The Board of Governors may authorize any officer or officers, agent or employees to enter into any contract or execute and deliver any instrument in the name of and upon behalf of the Association, and such authority may be general or confined to specific instances.

Sec. 2. CHECKS AND DRAFTS. All checks, drafts or orders for the payment on money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, agents or employees, and in such manner as shall from time to time be determined by resolution of the Board of Governors. In the absence of such determination and except as hereinabove provided, such instruments shall be signed by the Treasurer.

Sec. 3. UNAPPROPRIATED FUNDS. The Board of Governors may authorize the Treasurer to invest unappropriated funds of the Association or such other funds as the Board of Governors may direct, in bonds of the United States; war-savings certificates of indebtedness issued by the Secretary of the Treasury of the United States; in shares or share accounts of Savings and Loan Associations organized under the laws of any State of the United States or Federal Savings and Loan Associations upon approval of said investments by the Board of Governors and Treasurer, the Secretariat shall purchase, monitor (the performance) and submit reports to the Board of Governors, the Executive Committee and the Treasurer in monthly financial reports and statements where such shares or share accounts are issued under and by virtue of the Federal Savings and Loan Insurance Corporation or in certificates of deposits with maturities not to exceed six (6) months in national banks organized under the laws of the United States where such certificates of deposit are insured under and by virtue of the Federal Deposit Insurance Corporation. The Board of Governors elected and meeting at the close of each Annual Conference of the Association may direct the Treasurer elected at such Annual Conference to invest as stated herein such percentage of the surplus remaining from the prior fiscal year assets as they deem appropriate for the financial welfare of the Association. Such investments directed by the Board of Governors to be so invested shall become a part of a permanent fund of the organization and no part or parcel of the corpus of such fund shall be used for any expenses of any future fiscal year save only the interest from such funds. Provided, however, that accumulations in said fund may be used for future expenditures upon the vote of two-thirds of the Board of Governors at any regular or called meeting.

Sec. 4. GIFTS. The Board of Governors may accept upon behalf of the Association such contributions, endowments, gifts, grants, bequests or devices for the general purpose or for any special purpose of the corporation consistent with its charter.

Sec. 5. BOOKS AND RECORDS. The Association shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of the General Assembly, of the Board of Governors, of the Executive Committee, of the Standing Committees and such other minutes as may be appropriate. All books and records of the Association may be inspected by any member of the Association for any proper purpose at any reasonable time.

Sec. 6. FISCAL YEAR. The period of the fiscal year of the Association shall be determined by the Board of Governors.

Sec. 7. AUDIT. In addition to the annual financial report required to be furnished by the Treasurer preceding the Annual Conference, the President, with the approval of the Board of Governors, may employ a certified public accountant to audit the books and records at any time. Copies of all audits shall be furnished promptly to each member of the Board of Governors.

Sec. 8. BUDGET. The Board of Governors shall adopt an annual budget for the operations of the Association. No budget, however, shall be adopted or appropriations made unless the total of estimated revenues, income and funds available shall be equal to or in excess of such budget or proposed appropriations.

Sec. 9. RIGHT TO INDEMNIFICATION. Each person who is threatened to be made a party to or is otherwise involved in any actual or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigative, or any other capacity while serving as a Governor, Officer, or agent, by reason of the fact that he or she is or was a governor or officer of the Association, whether the basis of such proceeding is alleged action in an official capacity as Governor, Officer, or agent, shall be indemnified and held harmless by the Association, to the full extent permitted by applicable law as then in effect, against all expense, liability, and loss (including attorney's fees, judgments, fines and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith; provided, however, that the Association shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Governors of the Association. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Association the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Association of an undertaking, by or on behalf of such Governor or Officer, to repay all amounts so advanced if it shall ultimately be determined that such Governor or Officer is not entitled to be indemnified under this section or otherwise. No indemnification is intended hereby, for any act of any Governor or Officer that is beyond the scope of his or her authority or which constitutes a crime or a personal tort.

ARTICLE XIII **DISSOLUTION**

Sec. 1. VOTE. The Board of Governors at any meeting called for such purpose, may decree a dissolution of the Association, which shall be carried out in accordance with the statutes of the State in which the Association is incorporated.

Sec. 2. DISTRIBUTION. Upon dissolution of this Association, the Board of Governors shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all of the

assets of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purpose, if at the time the organizations qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1975 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Governors shall determine and, provided further, that none of its assets inure to the benefit of any member of the Board or any officers or members of the Association.

ARTICLE XIV
RULES OF PROCEDURE

In all proceedings of the Association, Roberts Rules of Order (latest edition) shall be followed where not in conflict with the provisions of the Constitution and Bylaws of the Association adopted under the authority of the Association.

ARTICLE XV
DEFINITIONS AND INTERPRETATIONS

In interpreting any provisions of these Bylaws, the singular number shall include the plural, and the plural number shall include the singular, and any specific gender designation shall be considered as including all genders.

ARTICLE XVI
AMENDMENTS TO BYLAWS

The Bylaws may be altered, adopted, amended or rescinded only by the majority vote of the members present and voting at the General Assembly of any Annual Conference provided, however, that notice of the proposed action of adoption, amendment or rescission shall have been given by the Secretariat or by the proponent of the proposed action to the members of the Association and to the members of the Board of Governors either by mail, by electronic mail and publication on the AJA website, or by publication in an official publication of the Association posted not less than thirty (30) days prior to such meeting; or by consent of two-thirds of the members present and voting at the General Assembly, of any such Annual Conference if thirty (30) days' notice has not been given. Publication in any official publication, mailed or sent electronically by e-mail or otherwise, to the membership, shall constitute compliance with the aforesaid notice requirement regardless of the date of publication or mailing. The publications referred to herein are intended to mean the official publications of this Association by whatever name or title they may bear.