



## BYLAWS OF THE GREAT LAKES CREDIT AND COLLECTION ASSOCIATION, INC.

The following Bylaws shall be subject to, and governed by, Chapter 181 of the Wisconsin Statutes and the Articles of Incorporation of Great Lakes Credit and Collection Association, Inc. (GLCCA). In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of Chapter 181 of the Wisconsin Statutes, Chapter 181 of the Wisconsin Statutes shall be the prevailing controlling law. In the event of any other direct conflict between the provisions of these Bylaws and the Articles of Incorporation of GLCCA, it shall then be these Bylaws which shall be controlling.

### Contents

ARTICLE I .....	3
Name and Locations.....	3
Section 1 – Name .....	3
Section 2 – Geographic Scope .....	3
Section 3 – Offices.....	3
ARTICLE II .....	3
Purpose .....	3
ARTICLE III .....	3
Dedication of Assets.....	3
ARTICLE IV .....	4
Membership.....	4
Section 1 – Classes .....	4
Section 2 – Applications .....	5
Section 3 – Termination of Membership.....	5
Section 4 – Reinstatement .....	7
ARTICLE V.....	7
Dues .....	7
Section 1 – Voting Members and Affiliate Members .....	7
Section 2 – Honorary Members .....	8
Section 3 – Refund of Dues .....	8
Section 4 – Special Assessments .....	8
Section 5 – Initiation Fee.....	8
Section 6 – Annual Unit Convention Pre-Registration Allowance .....	8
ARTICLE VI .....	8

Governing Body.....	8
Section 1 – Personnel of Board .....	8
Section 2 – Conduct of Business .....	9
Section 3 – Powers and Duties.....	10
Section 4 – Indemnification of Directors, Officers or Employees.....	10
ARTICLE VI .....	10
Officers.....	10
Section 1 – Designation of Officers .....	10
Section 2 – Duties of Officers .....	11
Section 3 – Executive Committee .....	12
ARTICLE VII .....	13
Elections.....	13
Section 1 – Procedure for Election of Directors .....	13
Section 2 – Officers .....	13
Section 3 – Directors .....	13
Section 4 – Delegates to ACA International Council of Delegates .....	13
Section 5 – Vacancies.....	14
ARTICLE VIII .....	14
Committees.....	14
Section 1 – Membership Committee .....	14
Section 2 – Convention Committee .....	14
Section 3 – Legislative Committees.....	15
Section 4 – Publication/Public Relations Committee .....	15
Section 5 – Auditing Committee .....	15
Section 6 – Nominating Committee .....	16
Section 7 – Committee Vacancies.....	16
ARTICLE IX .....	16
Meetings .....	16
ARTICLE X .....	16
Voting Rights and Quorum.....	16
ARTICLE XI .....	17
Amendments.....	17
ARTICLE XII .....	18
Rules of Order and Parliamentary Procedure .....	18

## **ARTICLE I**

### **Name and Locations**

#### **Section 1 – Name**

The legal name of the Non-Profit Association shall be known as Great Lakes Credit and Collection Association, Inc., and shall herein be referred to as the "Association."

#### **Section 2 – Geographic Scope**

The Great Lakes region shall, unless later modified, be defined as the states of Illinois, Michigan, Minnesota and Wisconsin.

#### **Section 3 – Offices**

The principal office of the Association shall be located at the address of the Executive Director of the Association or such location that the Board of Directors may, from time to time, determine.

The Association may have such other offices as the Board of Directors may determine or deem necessary, or as the affairs of the Association may, from time to time, find a need.

## **ARTICLE II**

### **Purpose**

The purposes of this Association shall be to further and promote the general welfare of the credit collection profession; to regulate practices, prescribe ethics, and enforce proper conduct, as defined by the ACA International ("ACA") Code of Conduct, among its members; promote the adoption of legislation favorable to the rights of collectors and credit grantors, and to gather and disseminate material relative to the collection profession which may be valuable to members of this Association.

The Association is established within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for the objectives and purposes of this Association as provided herein.

In addition, this Association has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Association shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Association shall hold and may exercise all such powers as may be conferred upon any nonstock corporation by the laws of the State of Wisconsin and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Association. At no time and in no event shall the Association participate in any activities which are not permitted to be carried out by an Association exempt under Section 501(c) (6) of the Code.

## **ARTICLE III**

### **Dedication of Assets**

The properties and assets of the Association are irrevocably dedicated to and for non-profit purposes only.

No part of the net earnings, properties, or assets of this Association, on dissolution or otherwise, shall inure to the benefit of, or be distributable to any person or any member, director, or officer of this Association or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. In addition to an operating account for the Association, separate bank accounts shall be established for each state's legislative fund, which accounts shall be spent on each respective state's legislative activities. All accounts will be established at a bank of the Board's choosing. On liquidation or dissolution, all remaining properties and assets of the Association shall be distributed and paid over to an organization dedicated to non-profit purposes in line with the then current objectives of the Association and which has established its tax-exempt status pursuant to Section 501(c)(6) or 501(c)(3) of the Code.

## ARTICLE IV Membership

### Section 1 – Classes

The Association shall recognize the following classes of membership:

- a. Voting Members - any person, firm or corporation actively engaged in the Accounts Receivable Management and Recovery industry or in the legal defense of such business in one of the states that are a part of the geographical scope of this association shall be eligible for membership in this Association as a Voting Member, provided that:
  - 1) Their business activity is sufficient to properly identify them as part of the Accounts Receivable Management and Recovery industry such as debt collection, check recovery, asset buying, those vendors who provide products or services to such businesses or those that provide legal defense of such businesses.
  - 2) They shall maintain membership in ACA International, or the appropriate Division or affiliate of ACA International, as applicable and membership in good standing.
  - 3) They subscribe to and practice the code of conduct adopted by the membership of this Association and ACA International.
  - 4) They hold all necessary licenses applicable to their business and comply with all applicable Federal, State, County and Municipal statutes and ordinances.
  - 5) Membership may be granted to additional offices owned and operated by any Voting Member upon application and upon satisfying the same requirements. This is considered a multi-office member. Multi-office members are those companies who have two or more additional offices located in any of the states that are a part of the geographical scope of this association and are under the same ownership (holding majority stock or 51 percent or more ownership) and that wish to hold membership for at least fifty percent of those offices in this association.
  - 6) Each Voting Member, whether a main office or a multi-office, shall be entitled to all benefits and responsibilities of membership as may, from time to time, exist.
  - 7) Membership shall be construed by the Association to mean that the entity itself holds the membership, under a particular ownership. Each entity shall appoint a natural person as its representative for all Association affairs. Multi-office entities, as described above, shall

receive one vote per member location.

- b. *Affiliate Members* – Any person, firm or corporation which is primarily located outside the Great Lakes Region and are not otherwise eligible for membership as a voting member, but who is actively engaged in the Accounts Receivable Management and Recovery industry such as debt collection, check recovery, asset buying, those vendors who provide products or services to such businesses or those that provide legal defense of such businesses, in one of the states that are a part of the geographical scope of this association, and is a member in good standing of ACA International, may become an Affiliate member of this Association provided that:

- 1) Their business activity is sufficient to properly identify them as part of the Accounts Receivable Management and Recovery industry such as debt collection, check recovery, asset buying, those vendors who provide products or services to such businesses or those that provide legal defense of such businesses.
- 2) They shall maintain membership in ACA International, or the appropriate Division or affiliate of ACA International, as applicable and membership in good standing.
- 3) They subscribe to and practice the code of conduct adopted by the membership of this Association and ACA International.
- 4) They hold all necessary licenses applicable to their business and comply with all applicable Federal, State, County and Municipal statutes and ordinances.

An Affiliate member may attend all meetings of the Association, participate in the discussion including but not limited to being on designated committees, and are entitled to privileges and benefits of membership as determined by the Board of Directors, but shall have no vote on any business transacted by the Association or be eligible to hold any elective office of the Association.

- c. *Honorary Members* – Honorary memberships may be conferred upon any person who is not active in the Accounts Receivable Management and Recovery industry or in the legal defense of such business, but who has made noteworthy achievement in, contribution to, or furtherance of the Association and the Accounts Receivable Management and Recovery industry, as determined by the Board of Directors.

An Honorary member shall have the right to attend all meetings of the Association and participate in discussion, but shall not be entitled to vote or to hold elective office. Such honor shall not convey membership in ACA International.

## **Section 2 – Applications**

Application forms, processing procedures and the schedule of annual dues for each membership category are prescribed in the Association’s Standard Operating Procedures (SOP).

## **Section 3 – Termination of Membership**

- a. *Change of Ownership* – Membership in this Association shall, subject to Board approval as determined in the SOPs, be transferable upon a change in ownership of the member. A change in ownership is deemed to have occurred in the following situations:

- 1) In all cases where a member is a sole proprietorship, a change in ownership shall be deemed to have occurred when 51% or more of the control, management, and/or assets of the proprietorship shall be vested in one or more persons other than the individual to whom they previously belonged,

or by whom they had previously been controlled.

- 2) In all cases where a member is a partnership or limited liability company, a change of ownership shall be deemed to have occurred when 51% or more of the control, management and/or assets of the partnership or limited liability company shall be vested in one or more persons other than the original partners or members, whatever the case may be. The acquisition by an existing partner or member of the share of ownership previously held by one or more partners or members of the original partnership or limited liability company shall not be construed as a change of ownership except in those cases where the Board of Directors of the Association determines the partner or member who acquires more than 51% of the control, management and/or assets of the partnership or limited liability company, as the case may be, was, in fact, a silent or inactive member of the partnership which had held a membership in this Association.
  - 3) In the case of a corporation, a change of ownership shall be deemed to have occurred when there is a transfer of 51% or more of the control, management and/or assets of said corporation, whether as a single transaction or as a part of a related series of transactions. The acquisition by an existing shareholder of the share of ownership previously held by one or more shareholders of the corporation shall not be construed as a change of ownership except in those cases where the Board of Directors of the Association determines the shareholder who acquires more than 51% of the control, management and/or assets of the corporation was, in fact, a silent or inactive shareholder of the corporation which had held a membership in this Association.
  - 4) Transfer or sale of a business from one spouse to another shall be considered as a change of ownership unless that spouse who acquires the business was an active owner, shareholder, member, or partner in fact, or unless his or her previous association with the business had been on a management level. Acquisition of a collection business by a spouse through estate administration or inheritance, will not, ipso facto, qualify the surviving spouse for membership in this Association, unless the requirements of ownership of the member or previous management, as set forth above, shall have been met.
  - 5) The change in legal organization of any member firm will not be deemed to be a change of ownership for purposes of termination so long as the conditions for transfer in subsections (1) through (3) as applicable have been met; however, a fully completed, new application reflecting the make-up of the new entity must be submitted to the Membership Committee Chairperson or Executive Director at the time the change of structure is effected.
- b. Non-Payment of Dues and Assessments – Any member who shall fail, neglect or refuse to pay the annual dues or a special assessment within 30 days of dues notification by the Membership Committee Chairperson or Executive Director, or who shall fail, neglect or refuse to pay any assessment within 30 days after notification by the Membership Committee Chairperson or Executive Director may be suspended and not eligible to vote or otherwise participate in the Association as determined by the Board of Directors. If such defaults shall continue for more than a total of 60 days beyond the original billing notice, such membership in this Association shall automatically be terminated without further notice, unless the Board of Directors determines there are acceptable mitigating circumstances and a payment plan has been established.

So long as this Association shall be and remain a Unit member of ACA International, each member shall be obligated to pay such annual dues as may be fixed by ACA International within 60 days after billing. In the event the ACA International annual dues are not timely paid, such member's membership in this

Association may be terminated.

- c. Termination for Cause – A member may be terminated for Cause which is defined as (i) violation of the Association's code of ethics, rules, regulations or bylaws, or (ii) if a license required to a) legally conduct business as a collection agency or b) practice law, is revoked. Prior to termination, said member will be furnished with a statement of charges which will be accompanied by a notice of the time and place of the Board meeting at which this action will be considered, giving said member an opportunity to present a defense at such Board meeting, or file written comments on its behalf. No refund of dues or assessments paid will be made in the event of a Termination for Cause.

The termination of a member's membership in ACA International shall cause the immediate termination of that member's membership in this Association.

- d. Notification – Immediate written notice of termination of membership shall be given, by the Secretary-Treasurer or Executive Director, to said terminated member, stating the reason, or reasons, for termination.
- e. Grievance process – A probation, suspension or expulsion due to a member's violation of the Association's code of ethics, rules, regulations or bylaws, or the Code of Conduct of ACA International, or for conduct prejudicial to the best interests of the Association or ACA International shall be the responsibility and determination of the Executive Committee. The procedures to be followed shall be delineated in the Association's Standard Operating Procedures.

#### **Section 4 – Reinstatement**

Any membership terminated for nonpayment of dues or assessments may, at the discretion of the Board of Directors, be reinstated upon payment of all back dues for the current fiscal year, fees or assessment up to the date of termination, and any such current amounts.

Any membership cancelled for loss of license may be reinstated, at the discretion of the Board of Directors, upon proof that a valid license has been obtained or reinstated.

Any member expelled for Cause other than a result of loss of license, including action of the grievance committee, may reapply for membership only after the passage of one year.

## **ARTICLE V**

### **Dues**

#### **Section 1 – Voting Members and Affiliate Members**

Dues of voting and affiliate members shall be fixed by a two-thirds voting approval of the Board of Directors. If the Board of Directors requests an increase of more than 10%, their decision thereon shall be submitted to the general membership for ratification.

Dues statements shall be mailed either by ACA International or the Great Lakes Credit and Collection Association at the direction of the Secretary-Treasurer or President-Elect to all members on or before December 1 of each year and shall be payable by January 1 of the following year. In addition to the dues payable to this Association, every voting member shall remit dues covering membership in ACA International.

Nonpayment of dues may result in termination of membership as provided in Article IV, Section (3)(b) above.

### Section 2 – Honorary Members

There shall be no charge to Honorary Members.

### Section 3 – Refund of Dues

Dues shall not be refundable to any member for any reason.

### Section 4 – Special Assessments

The Board of Directors may, by two-thirds majority vote, recommend special assessments for legislative or other purposes. Such assessments may, upon the discretion of the Board of Directors, be applied to the entire membership or specific categories of members. Legislative Assessments due to an event within a state shall only be assessed to that state's members as determined by the member's mailing address on file with the Association. To become effective, these recommendations must be approved by a majority of the members being assessed. If approval is granted, or unless otherwise stated in the motion, all members shall be required to pay the special assessment in accordance with these Bylaws and the Association's Standard Operating Procedures. Failure to do so shall be cause for termination of membership under Article IV, Section 3(b).

### Section 5 – Initiation Fee

An initiation fee will be assessed to each new applicant for membership under Article IV, Section 2(a). The amount of the initiation fee may be set by the Board of Directors, whose decision thereon shall be submitted to the membership for ratification.

## ARTICLE VI Governing Body

### Section 1 – Personnel of Board

- a. Number – The Board of Directors shall consist of no less than nine (9) and no more than fifteen (15) directors after the initial seating.
- b. Initial Seating of Directors – The initial Board of Directors shall consist of up to three persons from each member state, with terms of 1, 2, and 3 years, all selected by the original State Units at the annual business meeting of each state during which a vote to approve these Bylaws has occurred.
- c. Ongoing Seating of Directors- Beginning with vacant Director's terms in 2017, the election and seating of the Directors shall be made by the Voting Members of the Association. Such director candidates shall be nominated by the Board of Directors.
- d. Term of Service – Except for the seating of the initial Board of Directors of the Association, Directors shall serve staggered terms with approximately one-third of the Directors standing for election each year. Except to fill vacant unexpired terms, each Director shall be elected to serve a term of three (3) years. Terms of office shall begin on the day of the Annual Meeting of the Association unless another starting date is approved as part of the election voting. A Director shall not serve more than two (2) consecutive three-year terms, and is eligible to seek election to another term only after a one (1) year absence or to complete a term as an officer of the Association.
- e. Ex-Officio Directors – The Immediate Past President may serve on the Board of Directors without authority to make motions or vote unless the Immediate Past President has not completed the term to



which he or she has been elected to serve as a Director. In such case, the Immediate Past President shall be afforded all rights and privileges of a Board Member for the remainder of his or her original board term. For any person who fills a vacated seat on the Board in the middle of the term for that seat, service on the Board for that partial term will not count towards the two-term limit imposed under this section.

### **Section 2 – Conduct of Business**

The Board of Directors shall meet at least once each year before the business session of the general membership at the annual convention. It may hold additional meetings from time to time at the call of the President or at the call of a majority of the members of the Board. Notice of Board meetings shall be provided by the Secretary-Treasurer or Executive Director, to each member of the Board at least 15 days in advance of each meeting. This provision can be waived only by the consent of 80% or more of the members of the Board by signing a waiver of such notice prior to the meeting of the Board.

A quorum must be present for the Board of Directors to conduct Association business. A simple majority of the members of the Board shall constitute a quorum. There will be a mandatory roll call after the meeting is called to order. The act of the majority of Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

Members of the Board of Directors, or members of any committee of the Board, may participate in any meeting of the Board of Directors or committee of the Board by, or to conduct the meeting through the use of, any means of communication by which any of the following occurs:

1. All participating directors or committee members may simultaneously hear each other during the meeting; or
2. All communication during the meeting is immediately transmitted to each participating director or committee member, and each participating director or committee member is able to immediately send messages to all other participating directors and committee members.

If a meeting will be conducted through the use of any means described herein, all participating directors or committee members shall be informed, either in the notice of meeting or by the presiding officer at the commencement of the meeting, that a meeting is taking place at which official business may be transacted. A director or committee member participating in any such meeting is deemed to be present in person at the meeting. If requested by a director or committee member, minutes of the meeting shall be prepared and distributed to each director or committee member, as the case may be.

The Board of Directors shall be permitted to take informal action without a meeting if a consent in writing setting forth the action so taken shall be signed by two-thirds of the Directors then in office. A period of 10 days shall be afforded each Director to return his or her vote to the Secretary-Treasurer or President-Elect.

All action taken by the Board shall be reported to the membership prior to the next annual convention.

### **Section 3 – Powers and Duties**

The Board of Directors shall be responsible to:

- a. Establish the programs and policies of the Association.
- b. Secure and fix the amount of the insurance and bond required of the Board of Directors, Officers and Executive Director.

- c. Appoint and fix the compensation of the Executive Director or management company.
- d. Hear appeals from membership applicants whose applications are rejected.
- e. Hear and determine the validity of charges against members referred to the Board by the Executive Committee.
- f. Suspend or expel any member for due cause, upon two-thirds vote of those present and voting.
- g. Remove any officer or committee member for cause, provided such removal shall be upon a vote of two-thirds of the entire Board. The officer or committee member to be removed shall not have the right to vote on such matter and shall not be counted for purposes of determining two-thirds of the directors.
- h. Meet during the Association's annual convention, after the general election, for the purpose of voting on open officer positions for the ensuing year.
- i. Meet once each year 30 days or more prior to the annual convention for the purpose of nominating new board members for the ensuing year.
- j. Amend and/or revise the Bylaws between business sessions and/or propose amendments to, and/or revisions of, the Bylaws for submission to the membership at the next annual business session.
- k. Approve the site for the annual meeting.
- l. Facilitate nomination of those eligible and willing to serve on the Board of Directors to present to the Voting Members.
- m. Conduct such other business as shall be necessary and appropriate.

#### **Section 4 – Indemnification of Directors, Officers or Employees**

Every Director, Officer, Committee Member or Employee of the Association shall be indemnified by the Association to the extent he or she has been successful on the merit or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the person was a party because he or she is or was a director, officer, committee member or employee of the Association. This provision is intended to indemnify all such persons to the fullest extent provided under Sections 181.0871 to 181.0889 of the Wisconsin Statutes. The foregoing right of indemnification shall be in addition to and not exclusive to all other rights to which such Director, Officer or Employee may be entitled.

### **ARTICLE VII Officers**

#### **Section 1 – Designation of Officers**

The officers of this Association shall be:

- a. President
- b. President-Elect

- c. Secretary-Treasurer
- d. Immediate Past President, who shall not be eligible to vote on Association matter unless such individual is also serving in a Director position
- e. Executive Director, who shall not be eligible to vote on Association matters.

### Section 2 – Duties of Officers

- a. The President shall preside at all meetings, be the executive officer of the Association and chairperson of the Board of Directors, sign all official documents, appoint all committees not otherwise provided for, and generally supervise the affairs of the Association. The President shall only vote on matters if required to break a tie vote of the Board of Directors. He/She may countersign all checks for Association funds as provided in these Bylaws.
- b. The President-Elect shall advise with and assist the President, and perform all and singularly the duties of the President when the latter is absent or in any manner unable to serve. The President-Elect shall serve as the Parliamentarian at all meetings.
- c. The Secretary-Treasurer shall have charge of the records and correspondence of the Association; shall sign all orders passed by the Board of Directors for the payment of money for the expenses of the Association and records of the Board of Directors and affix the Association's corporate seal, if any, to all documents so required; shall keep the membership records, showing the names and addresses of each member together with the date, if known, when they become members, also cause and date of termination of membership of any member; shall keep the records of all other matters for which a record shall be deemed advisable by the Association; shall send advance notice of all meetings of the Board of Directors; shall distribute the Unit membership certificates, if any, to the members after they have paid their annual dues; and shall conduct correspondence concerning applications for membership as set forth in Article IV, Section 2.

All records shall, at all reasonable times, be open for the inspection of any member, and shall be maintained at the office of the President-Elect or Secretary-Treasurer.

The Secretary-Treasurer shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned to him/her by the Association by the adoption of proper resolution. He/She shall become the President-Elect in the event that office is vacated between annual meetings.

The Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation and deposit all such funds in the name of the corporation in accordance with the resolutions adopted by the Board of Directors. He/She shall oversee the Executive-Secretary in making the disbursements for the Association's expenses. He/She shall make an accounting of receipt and disbursements at each annual meeting and conduct a monthly review of bank reconciliation and checkbook(s), and therefore shall not have signing authority for disbursements.

The Secretary-Treasurer shall set up and keep the books of the corporation in such a manner that the books will show at all times the amount of money collected, the purpose for which that money was disbursed, and the balance in his/her hands as Secretary-Treasurer.

The Secretary-Treasurer shall also prepare or work with the Association's accountant to prepare the nonprofit tax return for the Association each year and file it with the Internal Revenue Service, if so required.

The Secretary-Treasurer, or Executive Director, may be required to be bonded at the discretion of the Board, costs of which are to be paid by the Association.

The Secretary-Treasurer shall be responsible for billing and collecting all dues for this Association and for ACA International from the members of this Association; or in the event the Board chooses to have ACA International handle billing and collecting, the Secretary-Treasurer shall be responsible for receiving and auditing the Association's share of dues and depositing them in the appropriate account. He/She shall also be charged with preparing an annual budget for the Association for presentation to the Board of Directors.

- d. The Immediate Past-President shall advise and assist elected officers in carrying out the business of the Association. He /She shall not be entitled to vote on Association matters unless he/she is also serving in a director position.
- e. The Executive Director shall perform such duties of the Secretary-Treasurer as it may wish to delegate and shall have charge of disbursement of funds and pay all orders drawn on him/her by the Secretary-Treasurer. Notwithstanding the above, signing authority for disbursements shall always be kept with an officer other than the officer tasked with the reconciliation of the Association's books.

The Executive Director may be a paid officer, appointed by the Board of Directors, for such term and at such compensation as the Board of Directors shall determine. In addition to the duties outlined above, his/her duties will be those assigned to him/her by the Board of Directors. He/She shall not be entitled to vote on Association matters. The Board of Directors may also choose to hire a management company that hires staff to perform duties for the association, including those of the Executive Director.

### **Section 3 – Executive Committee**

The officers shall constitute an Executive Committee of the Board of Directors. The President shall act as Chairperson of the Executive Committee and the Secretary-Treasurer or Executive Director shall be the committee's secretary, as determined by the President.

The Executive Committee shall advise, with the aid of the Board of Directors of the Association, on all matters concerning the interest and management of the business of the Association and shall generally perform such duties and exercise such powers during the intervals between regular meetings as the Board of Directors shall delegate to it.

Meetings of the Executive Committee may be called by the Chairperson or by any two members of the committee. The presence of three members of the committee shall constitute a quorum for the transaction of business, and the affirmative vote of at least two voting members shall be necessary for approving Executive Committee business.

The Executive Committee shall keep regular minutes of its transactions in a book maintained for that purpose and shall submit said minutes for approval to the Board of Directors at its next regular meeting.

## **ARTICLE VIII**

### **Elections**

#### **Section 1 – Procedure for Election of Directors**

During the annual convention, there shall be a business session of the membership during which an election of directors to the Board of Directors shall be held. Voting shall be conducted by secret ballot, provided, however, that such secret ballot may be waived where any given nominee is unopposed.

Every Voting membership shall be entitled to one vote. In the event that a Voting member is not able to attend the business meeting, such voting member may, by written proxy to be filed with the Secretary-Treasurer or Executive Director no less than one (1) business day prior to a scheduled vote, designate another voting member to vote in its place at such business meeting. The maximum number of proxy votes held by any single voting member shall be determined by the Board of Directors.

Any owner, partner, corporate officer, or their employees having executive duties, holding voting membership shall be eligible to hold office in this Association. However, not more than one person from any particular agency or organization shall hold office or serve on the Board of Directors simultaneously.

All those elected shall take office immediately upon their election and shall serve in the office to which they have been elected until their terms of office expire, and until their successors are elected and qualified.

#### **Section 2 – Officers**

The President, President-Elect and Secretary-Treasurer of this Association shall be elected by the Board of Directors during an annual meeting of the Board to be held immediately after the Association's Annual elections. The only nomination for the office of President shall be that of the President-Elect duly elected at the last preceding annual post-convention Board meeting, if currently serving as such, unless he/she shall refuse to permit his/her name to be placed in nomination for the Presidency.

The term of the person elected to Secretary-Treasurer at the meeting of the newly elected Board of Directors, which convenes for the purpose of electing officers, shall be three years in order to pass through the offices to Past-President.

The only nomination for the office of President-Elect shall be that of the Secretary-Treasurer duly elected at the last preceding annual post-convention Board meeting, it currently serving as such, unless he/she shall refuse to permit his/her name to be placed in nomination for the President-Elect.

The Board of Directors, acting as a committee of the whole, shall at its post-convention meeting nominate the officers herein provided for, and conduct election of these officers.

#### **Section 3 – Directors**

Directors, except the Secretary-Treasurer, shall be elected to fill expiring Board terms, during the annual business meeting of the Association, to serve for three years each.

#### **Section 4 – Delegates to ACA International Council of Delegates**

To the extent positions are available to the Association, the President, President-Elect, Secretary/Treasurer, Immediate Past President will all automatically serve as representatives (Delegates) to the ACA International Council of Delegates (Council), with any additional Board Member serving as a Delegate, which delegates shall be chosen by the Board of Directors, provided all such Delegates shall meet ACA delegate requirements and term limits. If the Association has fewer positions available, the available post shall be filled in the order

listed above. If any individual is unable to attend the ACA International Annual Convention, the President will assign an alternate Delegate, with precedent given to unseated positions listed above. The Association will reimburse delegate expense as determined by an annual vote of the Board of Directors

#### **Section 5 – Vacancies**

Should the office of President become vacant by death, resignation or disqualification, the President-Elect elected at the last post-convention Board of Directors meeting shall immediately become President, and shall serve as such until a successor has been elected and qualified.

Should the office of President-Elect become vacant, the Secretary-Treasurer elected at the last post-convention Board of Directors meetings shall immediately become President-Elect and shall serve until a successor is elected and qualified.

Should the office of Secretary-Treasurer become vacant, or should any of the other offices become vacant and for some reason it is impossible for the next junior officer to fill the vacancy, the Executive Committee of the Association, consisting of the remaining elected officers, shall nominate and present one or more names for the office to the Board of Directors. Such appointment shall require approval by majority vote of the Directors, and the person elected shall serve until a successor is elected and qualified.

Any mid-term vacancies of Director positions shall be filled by the Association's President from the body of Voting Members of the Association. Such appointments require approval by majority vote of the Directors and will remain valid until the Association's next election of Directors, at which point Voting Members shall elect to fill the remainder of term that is vacant.

### **ARTICLE IX Committees**

Immediately after being elected to office, the President shall appoint the following committees to serve for one year: Membership Committee, Convention/Conference Committee, Legislative Committees, Marketing/Public Relations Committee, Auditing Committee, Education. All committees shall consist of at least one member.

#### **Section 1 – Membership Committee**

The Membership Committee shall be responsible for processing all applications for voting and affiliate memberships as provided in Article IV, Sections 1 and 2. The Executive Director, at the request of the Board of Directors, may also be delegated this responsibility.

The Membership Committee shall also be responsible for initiating applications by seeking out and encouraging good prospective members to submit applications.

#### **Section 2 – Convention/Conference Committee**

The Convention/Conference Committee shall be the current Executive Committee chaired by the Incoming President along with any at large Board members appointed by the Chair. Said Committee will be responsible for working with the Executive Director to coordinate the annual convention and the program in connection therewith, including education and entertainment sessions, making all arrangements with the hosting facility, selected by the Board of Directors, and conducting the convention and all of its sessions, under the direction of the Committee and the Executive Director.

### **Section 3 – Legislative Committees**

The President, with the Board of Directors approval, shall appoint a Legislative Chairperson from each state, to represent the Legislative Committee of each state representing the Association.

It is the responsibility of each Legislative Committee to be the sole official representative in that state of the Association in all legislative and administrative matters before any administrative or legislative body; to be aware at all times of all proposed legislation which may affect the business of the members of the Association and their customers; to advise the membership of the Association from time to time of all such proposed legislation; to assert its influence to foster legislation which may be beneficial and to oppose legislation which may be detrimental to the best interest of the members of the Association; to cause to be drafted such legislation as may be desirable provided, however, that no act of proposed legislation shall be presented to, or caused to be introduced in the legislature of any of the states that are a part of the geographical scope of this association, or any body politic, unless and until the same shall have been submitted to and approved by the Legislative Committee for that state; and to implement legislative platforms as expressed by resolution adopted by the members of the Association in annual convention or special conference assembled.

If the Board of Directors votes to engage the services of a lobbyist or legislative counsel, the Legislative Committees in each state shall have the responsibility of hiring and supervising those providing these services.

The committees shall operate within the budget approved by the Board of Directors and shall report to the Board of Directors not less than annually on the disposition of the funds allocated to it.

### **Section 4 – Marketing/Public Relations Committee**

The Marketing/Public Relations Committee shall be responsible for periodically compiling and publishing an Association web presence, bulletin, blog or newsletter.

The chairperson of the Committee shall be the publication editor-in-chief, and the members of the Committee shall assist with the gathering and writing of material, the selling of advertising space, if any, and other work incidental to publication.

The Marketing/Public Relations Committee shall be responsible for promoting better relations and understanding between members of the Association and credit grantors, educational institutions, vendors other industries and the general public.

It may from time to time and after review by the Board of Directors and in concert with the Communications Director of ACA International submit for publication to representative magazines and newspapers, articles dealing with the purpose of the collection industry and the value of collection service to credit grantor and debtor alike; promote an interest in good public relations among the members of the Association; provide speakers for civic, service and trade groups; supervise other Association public relation programs; and generally promote the best interest in all collectors with the general public.

### **Section 5 – Auditing Committee**

The Auditing Committee shall be chaired by the current President of the Association and be charged with auditing the books and accounts of the Association and funds in its treasury at least once a year, and shall make a report of its finding to the Board of Directors and the members the annual business session. The Auditing Committee, along with the Executive Director, shall present the reconciled financials at the monthly Association Board meeting.

### **Section 6 – Nominating Committee**

The Nominating Committee shall consist of the members of the current Executive Committee of the Board of Directors of the Association, who shall prepare a slate of nominees for Directors, to be sent to the membership of this Association, no less than thirty days prior to the annual meeting each year. Said committee shall submit at least as many names into nomination for Directors as there are expiring terms of Directors.

### **Section 7 – Education Committee**

The Education Committee shall suggest and advise what educational opportunities to promote throughout the year for its membership. It is expected that at least two sessions be offered annually in addition to the sessions offered at the Association’s annual conference.

### **Section 8– Committee Vacancies**

Vacancies on any committee can be filled by the same authority which made the original appointment.

## **ARTICLE X Meetings**

The annual meeting of this Association shall be held at a time and place to be fixed by the Board of Directors. It shall be held at approximately the same time each year. Notice of the annual meeting shall be delivered by mail or any electronic means to each member at least 60 days before the date of the meeting.

Special meetings of the membership of the Association may be called at such time and place as may be fixed by the Board of Directors. The Secretary-Treasurer or President-Elect shall give each member at least 15 days written notice via mail or any electronic means, notice of the time and place of such special meeting, setting out the purpose(s) for which said meeting is called.

Electronic membership meetings: Unless otherwise prohibited by law, the membership may meet in any manner which provides two-way immediately transmitted communication between and among all participants who have the right to vote at that meeting. All notice and quorum requirements must be met for any meeting held by electronic presence. If such requirements are met, any action taken at such a meeting shall be deemed in action properly taken by the membership.

If a meeting will be conducted through the use of electronic, all participating members shall be informed, either in the notice of meeting or by the presiding officer at the commencement of the meeting, that a meeting is taking place at which official business may be transacted. A member in an electronic meeting is deemed to be present in person at the meeting. If requested by a member, minutes of the meeting shall be prepared and distributed to each member.

The act of the majority of Voting Members present at a meeting at which a quorum is present, shall be the act of the Members, unless the act of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

## **ARTICLE XI Voting Rights and Quorum**

The voting rights enumerated in Article IV, Section 1, and in Article VII, Section 1, shall apply to all matters coming before the members of this Association.



Representatives from 10% of Voting Membership of this Association shall constitute a quorum.

Each Voting Membership maintains the full right to vote on Association matters, but must be represented by a unique individual representing a Voting Membership either in person or by proxy. No one person shall represent more than one membership, except pursuant to a proxy.

Business generally shall be conducted at the annual convention business session of the Association. However, the Membership may take informal action without a meeting if a consent in writing setting forth the action so taken shall be signed by at least eighty percent (80%) of the Voting Membership. Such written consent shall describe the action taken, be signed by the required number of Voting Members and be delivered to the Executive Director for inclusion in the minutes of the Association and be provided to all members. All signatures on the written consent shall be dated.

## **ARTICLE XII** **Amendments**

These bylaws may be amended, or revised in the following manner:

- 1) At any meeting of the membership by a majority vote of the members of the Association present at a meeting at which a quorum of members is present.

OR

- 2) At any Board meeting between annual business sessions, by at least two-thirds of the members of the Board of Directors; provided, however any such amendment shall be submitted to a member vote at the next preceding member meeting for approval.

Amendments to these Bylaws, to be considered at the annual business sessions, must be submitted to the Secretary-Treasurer, or Executive Director, of the Association at least 45 days before the annual convention. The Executive Director shall distribute full copies of the amendments to all members of the Association at least 30 days prior to the convention.

Amendments to these Bylaws, to be considered by the Board of Directors between annual business sessions, must be preceded by a written notice of intention to propose any amendment to each member of the Board, at least 7 days in advance of any such meeting. If approved, the process articulated for amendments submitted to the Membership shall be followed.

Amendments to, or revisions of, these Bylaws by the Board of Directors between annual conventions shall be final and binding unless and until approved, reversed or modified by the membership. If an amendment or revision to these Bylaws by the Board of Directors is not approved by the membership, said amendment or revision shall be nullified.

Amendments shall be effective upon passage by the members of the Association or the Board of Directors as provided herein and notification of passage shall be given to all members of the Association.

**ARTICLE XIII**  
**Rules of Order and Parliamentary Procedure**

In all questions of order and parliamentary procedure not covered by these Bylaws, Robert's Rules of Order (newly revised) shall govern. The President-Elect shall serve as Parliamentarian. The President or other person running a meeting may appoint any person as Parliamentarian who is well versed, and recognized with parliamentary law to advise the presiding officer of any annual convention or special conference on rules of order and procedure, if the President-Elect is not in attendance or otherwise not available to serve.

--Revised May 11, 2023