

ACCI BYLAWS

Amended by the Board of Directors April 2016
Approved by the Membership May 2016

1	Name:
	The name of this association is the American Council on Consumer Interests, also known as ACCI.
1.2	Principal Office
	The principal office of the organization shall be located at a location convenient to the Executive Director or company contracted to provide Executive Director management services. The location of the office of the corporation may be changed by a majority vote of the Board of Directors.
2	Purpose/Mission
	The purpose of ACCI is to enhance consumer and family economic well-being.
3	Membership
3.1	<u>Eligibility</u> : Any natural person interested in the purposes of ACCI may belong to the organization
3.2	<u>Classes of Membership</u>
3.21	<i>Professional Member</i> : Individuals who are natural persons interested in the purposes of the organization may become voting Members on payment of an annualized fee. Regular Members shall receive a subscription to such publications of the organization as are determined by the Board of Directors, and shall be entitled to vote in all elections and ratify and approve all changes to the Organization's Bylaws, and be eligible to serve on the Board of Directors and to hold office.
3.22	<i>Student Member</i> : Individuals who are currently enrolled in a field of study (for credit or not-for-credit) may become <i>Student Members</i> on payment of an annualized fee. They shall receive benefits and publications as determined by the Board of Directors, and shall be entitled to vote in all elections and ratify and approve all changes to the Organization's Bylaws. They are eligible to serve on Committees. They may be eligible to serve on the Board of Directors if a Student Board Member position is enacted.

3.23	<i>Student Associate Member:</i> Individuals who are currently enrolled in a field of study (for credit or not-for-credit) may become <i>Student Members</i> at no charge as part of an Organizational Membership. They shall receive benefits and publications as determined by the Board of Directors, but because they do not pay a fee, they shall not be entitled to vote in elections nor ratify and approve all changes to the Organization's Bylaws. They are eligible to serve on Committees.
3.24	<i>Retiree Member:</i> A <i>Retiree Member</i> is a person retired from full time practice. A <i>Retiree Member</i> is eligible to serve and participate in the same capacity as a Professional Member.
3.25	<p><i>Complimentary Member:</i> There are two types of <i>Complimentary Membership</i>. Complimentary Members have no vote but receive subscriptions to such publications of the organization as are determined by the Board of Directors. No dues are charged.</p> <p>Type 1: A Complimentary Member shall be any person that, by nomination by the Board of Directors, represents a sister organization and/or would benefit ACCI by regular communication between the organizations. The appointment is for a one year term to be reviewed annually at a designated Board Meeting.</p> <p>Type 2: A Complimentary Membership is also conferred upon the Colston Warne, Esther Peterson, and Karpatkin Speakers from the Annual Conference. This membership is conferred around the conference time and expires in December of the year following this conference honor (usually about 18 months).</p>
3.26	<i>Lifetime Member:</i> Lifetime Members are those Members who have paid a lifetime membership fee as determined by the Board of Directors or who have Lifetime Membership conferred by special action of the Board of Directors. Lifetime Members shall receive a subscription to such publications of the organization as are determined by the Board of Directors, and shall be entitled to vote in all elections and ratify and approve all changes to the Organization's Bylaws. They are eligible to serve on the Board of Directors and to hold office.
3.27	<i>Organizational Member:</i> Organizational Membership is an option with pricing and benefits determined by the Board of Directors. Organizational Membership allows a certain number of Professional Memberships and as many Student Associate Members who wish to join. While the Organization Member itself does not vote in elections nor ratify and approve changes to the these Bylaws, the Organization's named Professional Members each have the same rights as other Professional Members as defined herein (includes individual voting rights). Student Associate Members do not have voting rights.
3.3	<u>Membership Fees (Dues):</u> Each Member, except as noted, shall be assessed an annual Membership fee as determined under Article 10 of these Bylaws and may not change more than once per year.

3.4	<u>Resignation or Cancellation of Membership:</u> Any Member may at any time file a written notice of resignation or cancellation with the office of the association. Resignation or cancellation shall become effective as of the date received by the office.
3.5	<u>Termination or Suspension of Membership:</u> The Board of Directors may terminate or suspend the Membership of any Member for nonpayment of the annual fee.
4	Governance
4.1	<u>The business of the organization</u> shall be managed by a board of twelve (12) directors consisting of three (3) elected Officers (President, President-elect, and Treasurer), seven (7) directors elected at large, the immediate Past-President, and the Executive Director. The Executive Director shall serve on the Board of Directors, ex-officio and without vote.
4.2	<u>The election of Officers and directors</u> shall be by vote of the voting Members participating in a duly held election. Seven (7) directors shall serve for a term of three (3) years, or until their successors are elected. The President-elect shall serve for a term of three (3) years; one year as President-elect, one year as President, and one year as immediate Past-President. The Treasurer shall serve for a term of three (3) years. The Secretary shall serve for a term of three (3) years.
4.3	<u>Qualifications for Election:</u> All nominations for elective and appointive officer positions and all individuals serving in such positions must be Members in good standing of the organization at the time of their election. The President-elect shall have served on the Board of Directors during the past ten years.
4.4	<u>Meetings:</u> The Board of Directors will meet face-to-face not less than annually. Regular electronically supported meetings will take place at least monthly. Additional meetings may be called by the President of the organization or by a majority of the Members of the Board of Directors provided a two-day notice of the meeting is given. Meetings may be held via telephonic or other electronic means provided each Member enjoys equal access to the technology and that the means allow each Member to hear and speak to all others. Meetings of the Board of Directors shall be open to Members. The Board of Directors by majority vote may go into executive sessions when a closed meeting is necessary. The Board of Directors may make further rules and regulations governing its meetings as may be determined essential to the organization.
4.5	<u>Quorum:</u> A majority of the Members of the Board of Directors shall constitute a quorum.
4.6	<u>Voting:</u> Each director, except the Executive Director, shall have one (1) vote, and such voting shall not be done by proxy. Voting by email is acceptable.

4.7	<u>Resignation of Director:</u> A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer or to the President or Treasurer.
4.8	<u>Removal of Director:</u> Any director, including Officers, may be removed by a two-third vote of the Board of Directors. The director involved will be given an opportunity to speak with the Executive Committee (physically or electronically) and to be heard at the meeting at which his or her removal is considered.
4.9	<u>Board Vacancies:</u> Vacancies on the Board of Directors shall be filled by a vote of the majority of the remaining Members of the Board of Directors for the balance of the year prior to the next election of directors. The balance of the term of any vacancy shall be filled by majority vote of the voting Members participating in a duly held election. Any Member(s) completing a partial board term shall be invited to be nominated for the position the following year. When a current board Member is elected to an Officer position prior to the completion of his/her current term, the replacement shall be made by a vote of the majority of the remaining Members of the Board of Directors for the balance of the year prior to the next election of directors. The balance of the term of any vacancy shall be filled by majority vote of the voting Members participating in a duly held election.
4.10	<u>Conflict of Interest:</u> Any potential conflict of interest by Members of the Board of Directors must be acknowledged and addressed pursuant to the Conflict of Interest Policy on an annual basis.
5	Association Officers
5.1	The Officers of the organization shall be President, President-elect, past-President, Treasurer and Secretary.
5.11	<u>President:</u> The President shall preside at all Membership meetings and by virtue of the office shall chair the Board of Directors, shall appoint all Committee chairpersons, and shall be an ex-officio Member of all Committees except the nominations and elections Committee.
5.12	<u>President-elect:</u> The President-elect shall, in the event of the absence or inability of the President to exercise this office, become acting President of the organization with all the rights, privileges, and powers of the presidency. In case of a vacancy in the presidency, the President-elect shall assume the presidency. The Board of Directors shall select by majority vote a President-elect to complete the unexpired portion of the year without right of succession. The next election of Officers and directors shall provide for the election of a President to serve for a one-year term. Should the President be elected to a second term, the Board of Directors shall fill the immediate Past-President vacancy on the board by a vote of the majority of the directors. This vacancy must be filled by a voting Member who has previously served as President or a Member of the current Board of Directors.

5.13	<u>Treasurer:</u> The Treasurer shall review financial statements regularly, determine adequate procedures and controls for the finances of the organization, and exercise all duties incident to the office of the Treasurer. The Treasurer shall have the care and custody of all monies belonging to the organization and shall render at stated periods as the Board of Directors shall determine, a written account of the finances of the organization. The Treasurer shall ensure that the annual corporation renewal is filed and that the federal taxes are filed on time. The Treasurer will ensure that there is Liability and Directors & Officers insurance in force.
5.14	<u>Past-President:</u> The Past-President shall serve on the executive Committee and have other responsibilities as prescribed by the board.
5.15	<u>Secretary:</u> The Secretary shall take accurate minutes of Board of Director and <u>Executive Committee meetings and executive sessions</u> including all motions and decisions. The Secretary shall be responsible for submitting the Board of Directors minutes to the Executive Director for record keeping and for dissemination to the Board of Directors. In addition, the Secretary shall keep accurate and secure communication records of Executive Committee meetings and distribute copies of Executive Committee minutes and actions to Executive Committee members promptly following meetings. The Secretary maintains secure records of executive session minutes.
6	Appointments and Compensation by the Board
	The Executive Director shall be the administrator of the organization and be responsible for the execution of the policies of the organization and perform other duties as designated by the Board of Directors. The Executive Director shall take the minutes and maintain the records of the association. The Executive Director shall be chosen through a Committee consisting of the Executive Committee. The search for the Executive Director shall be a national search. In the event of the Executive Director's death, disability, or other inability to serve, the Members of the Executive Committee shall divide the duties of that office among themselves and hire such additional staff as necessary to ensure the continuation of the Association's day-to-day operations until a new Executive director can be selected and employed.
7	Membership Meeting
	An annual meeting of the Membership and the Board of Directors of the organization shall be held each year at a date and place to be specified by the Board of Directors. Other meetings of the Membership may be held upon call of the Board of Directors. A quorum shall consist of the voting Members present, and all matters presented to the meeting shall be determined by a simple majority vote of the voting Members present. A parliamentarian may be present at such Membership meetings as determined by the Board of Directors. All meetings of the Membership shall be governed in its proceedings by <i>Roberts Rules of Order</i> . The annual Membership meeting may be held electronically.

8	Committees.
8.1	<u>Executive Committee:</u> The Officers of the organization serve as the Executive Committee. During the intervals between meetings of the board, the Executive Committee shall possess and may, subject to ratification by the board, exercise all the powers of the board in the governance and direction of the organization in such manner as the Executive Committee shall deem best for the interests of the organization, subject to any specific directions imposed by the board, this by-law, or any other statutory or common law.
8.2	<u>Audit Committee:</u> The Audit Committee shall be composed solely of Members of the board. It shall be responsible for oversight of the organization's books, including appointment and compensation of the organization's auditor. The Committee shall consist of not fewer than three Members nor more than the entire board, as the board may establish.
8.3	<u>Nominations and Elections Committee:</u> The Nomination and Elections Committee shall consist of five Members, two elected each year to serve two-year terms, and the immediate Past-President, who shall serve as Chair. These elected Committee Members must have served on the organization's Board of Directors and/or have served as a Committee Chairperson. Temporary vacancies, consistent with this provision, shall be filled by the board. Confidentiality statements are required from all Members of this Committee.
8.4	<u>Compensation and Contract Review Committee:</u> The Compensation and Contract Review Committee shall be composed solely of Members of the Board of Directors. It shall be responsible for recommending to the board the compensation of the Executive Director, or for Executive Director services; and for advice as the board believes necessary regarding contractual and financial commitments made or being made by the organization. The Committee will conduct an annual review with the Executive Director. The Committee shall be elected by the board and shall consist of not fewer than three Members nor more than the entire board, as the board may determine.
8.5	<u>Investment Committee:</u> The Investment Committee shall be composed of three ACCI members with investment management experience or expertise and the Chair shall be the current ACCI Board of Directors Treasurer. The primary function of the Committee is to manage ACCI's investment portfolio according to the Board's goals and strategic priorities. The secondary function of the Committee is to provide financial analyses as needed by the Board. The Investment Committee Chair shall serve a term of three years in conjunction with the ACCI Treasurer term. Members shall serve a term of three years, preferably staggered to promote continuity.
8.6	<u>Ad Hoc Committees:</u> The board may provide for the creation of standing and special Committees in accordance with the needs of the organization.

9	Indemnification of Officers and Directors
	Every director or officer of the organization and his or her executors, administrators, and estate may be indemnified and saved harmless, out of the funds of the corporation from and against: (a) all costs, charges and expenses that the director sustains or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against the director, or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against the director, or in respect of any act, deed, matter or thing made, done or permitted by the director, in or about the execution, in good faith, of the duties of the director's office or in respect of any such liability; and (b) all other costs, charges, and expenses which the director sustains or incurs in or about or in relation to the affairs thereof, except such costs or expenses as are occasioned by the director's own willful neglect or default. The organization shall carry sufficient indemnification insurance as can be reasonably afforded by the organization.
10	Fees
	The fees for goods and services, including, but not limited to Membership and conference, provided by the Association shall be approved by the Board of Directors no later than two months prior to the date the new fees take effect.
11	Financial, Finance & Reports
11.1	<u>Fiscal Year</u> : The organization shall operate on a fiscal year from September 1 – August 31 of each year.
11.2	Financial Reports: A statement showing the receipts and expenditures of the organization shall be prepared and submitted monthly to the Board of Directors. An annual statement shall be distributed to all Members in attendance at the annual meeting, and be available to the Members of the organization upon request.
11.3	<u>Budget</u> : The budget shall be drafted by the Executive Director, reviewed by the Treasurer, and presented to the Board of Directors no later than July and the Board is required to enact a budget before August 31 for the next Fiscal Year start of September 1 each year. The budget may be amended by the Board of Directors at a regularly held meeting or by electronic vote; a vote is required for changes of \$2,000 or more.

11.31	<u>Use of Funds:</u> No part of the net earnings of ACCI shall inure to the benefit of, or be distributable to its Members, trustees, Officers, or other private persons, except that ACCI may pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes of the organization. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. ACCI shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purposes.
12	Elections
12.1	<u>Election Process:</u> Elections “duly held” shall be scheduled, noticed and authorized in accord with the certificate of incorporation and these by-laws, and in accord with such refinements of these rules and procedures as the board may establish. Members qualified to vote shall be notified not less than three months in advance of any change from previously established rules for casting ballots. To the extent permitted by law the board may, taking into account the delay and expense attached to using mail ballots, authorize that ballots in any or all elections be cast either by mail, facsimile, electronic mail, telephone or other technology, either exclusively or in any combination of the above means. Provided, however, that no voting Members shall be necessarily disenfranchised thereby and provided that all voting shall be by secret ballot.
12.2	<u>Votes:</u> Election of the President-elect, Treasurer, and Secretary shall be by no less than a majority of the voting Members participating in a duly held election. Election of directors and of Members of the Nomination and Election Committee shall be a plurality of the votes cast in a duly held election. In the case of a tied vote in the election, the winner shall be determined by the Nominations and Elections Committee chair tossing a coin in the presence of three witnesses.
12.3	<u>Slate of Nominees:</u> Nothing in these by-laws shall prevent the nomination and election of a single slate of Officers and directors in the event that the board shall authorize and nominate a single slate on an annual basis.
13	Amendments
	These by-laws may be amended, revoked or suspended by the Board of Directors upon ratification of a majority of voting Members participating in a duly held election. Proposed by-laws change(s) shall be distributed to all voting Members.
14	Notice

14.1	<u>Notice of Meetings:</u> Notice for the purposes of these by-laws shall be effective when provided at least forty-eight (48) hours before the time fixed for the meeting, by written or electronic notice delivered personally or mailed to each director at the director's business address, or by facsimile. In all cases, notice shall be deemed to be effective upon proof of dispatch to a proper address of record. Any director may waive notice of any meeting.
14.2	<u>Attendance as Notice:</u> The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
14.3	<u>General Notice:</u> Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting.
14.4	<u>Notice to Members:</u> To the extent permitted by law the organization may, taking into account the delay and expense attached to using mail ballots, authorize that notice of all kinds may be sent either by mail, facsimile, electronic mail, telephone or other technology, either exclusively or in any combination of the above means. Provided, however, that no Member shall be necessarily deprived of notice thereby. The organization is authorized to assess reasonable charges to Members to defray the cost of the notice they receive.