

Bylaws of the Club Managers Association of America

Amended February 2016

Article I

NAME

The name of this Association shall be THE CLUB MANAGERS ASSOCIATION OF AMERICA, A NONPROFIT CORPORATION INCORPORATED IN THE STATE OF MICHIGAN.

Article II

PURPOSE AND OBJECTIVES

The purpose of this Association is to promote and advance friendly relations between and among persons connected with the management of clubs and other associations of similar character; to encourage the education and advancement of its members; and to assist club officers and members, through their managers, to secure the utmost in an efficient and successful operation.

CMAA Objectives

- To enhance the member's professional status through certification;
- To advance the club management profession and to assist individual CMAA members and their clubs;
- To effectively communicate with members, clubs, government, the news media and the general public, and to develop and maintain publications and other materials;
- To provide a wide variety of educational programs and materials to meet diverse educational needs;
- To encourage high ethical standards in dealings with fellow club managers' clubs and others;
- To assist CMAA members in their career development and in job opportunities and to assist clubs in securing management personnel;
- To interpret and report on changing social, government and economic conditions affecting club management;
- To recruit and retain members and to manage the Association in a manner that will effectively represent the views of its members;
- To foster appropriate relations with other organizations, which will contribute to the objectives of the club industry and CMAA's members;
- To conduct research and develop, analyze and disseminate information/data related to club management and the club industry; and
- To provide innovative programs, products and services for the successful operation of clubs.

Article III

MEMBERSHIP

Section 1. Categories.

There shall be eight (8) categories of membership: Professional, Associate, Retired (Professional or Associate), Honorary (Professional or Elected), Student, Alumnus, Surviving Spouse and Faculty.

A. Professional.

Upon proper completion of a written application, any person eligible for membership under these bylaws may be accepted for membership and classified as a Professional member.

- (1) Eligibility. A person connected with the management of clubs at the time of applying for and election to membership in the Association is eligible for Professional membership. Professional members traditionally will be associated with membership clubs in a compensated management role.
- (2) Professional members of this Association shall be entitled to hold office and take part in all business and affairs of the Association. A Professional member who becomes unemployed may continue in this category for the period for which dues are paid and may continue for up to one (1) additional year as prescribed under Article III, Section 3. After this period the member shall be transferred to Associate membership.

B. Associate.

A Professional member of the Association in good standing who enters into another line of business, or is still temporarily disengaged after enjoying "Continuation while Unemployed" as prescribed under Section 3 of Article III, shall automatically cease to be a Professional member and shall automatically be transferred to Associate membership. An Associate member shall be entitled to all social privileges of the Association, but shall not be entitled to vote or hold elective office. An Associate member who again becomes a club manager, shall automatically be transferred back to Professional membership.

C. Student.

An individual who is enrolled in a hospitality or related program in an accredited college, university or school for undergraduate or graduate students is eligible to apply for student membership. Such membership does not entitle the holder to vote or hold elective office in the Association nor to transfer to any other category of membership. Students may retain membership for two years following graduation. Student members no longer enrolled at a college/university, upon attainment of a full-time assistant manager/manager position prior to two years from the date of graduation, must apply for Professional/Alumnus membership.

D. Alumnus.

A person who was a former CMAA student member and is now connected with the management of clubs is eligible for Alumnus membership. Members may remain in this category for no longer than a period of two (2) years; Alumnus members shall be eligible to vote and hold elective office; and Alumnus members will pay half the current Professional member dues rate.

E. Retired (Professional or Associate)

Upon notification, a Professional or Associate member who is at least sixty-five (65) years old and is no longer working full time – or is disabled and unable to work – may be transferred to Retired (Professional or Associate) membership status; a Professional or Associate member who has not attained the age of sixty-five (65) years and is no longer working full time may transfer to Retired (Professional or Associate) status if the sum of the member's age and the number of full years of membership in the Association (at least 10) equals or exceeds seventy-five (75). Retired Professional members shall be entitled to all privileges of the Association, but may not hold office. Retired Associate members shall be entitled to all privileges of the Association, but shall not be entitled to vote or hold office.

F. Honorary (Professional or Elected).

Upon the written request of three (3) or more members, the Board of Directors may, at its discretion, elect as an Honorary member in the Association any individual who has rendered special service of value for the promotion and advancement of the welfare of the Association. The written request shall state the nature of the services rendered and the results obtained. When Professional or Retired Professional members of the Association are so honored, they shall not lose their right to vote; but in the event an Honorary membership is conferred upon an individual who is not a club manager, or not a Professional or Retired Professional member of the Association, said Honorary member shall have no right to vote and shall hold no office.

G. Surviving Spouse.

The spouse of a CMAA member shall become eligible for Surviving Spouse membership status upon the CMAA member's death. Such membership shall entitle the spouse to social privileges and to receive the Association's publications, newsletters and magazine.

H. Faculty.

An individual who is an instructor/faculty member of hospitality or related program in an accredited college, university or school for undergraduate or graduate students is eligible to apply for faculty membership. Such membership does not entitle the holder to vote or hold elective office in the Association or to transfer to any other category of membership.

Section 2. Admission.

An applicant shall simultaneously apply for membership in both the National Association and the local chapter having jurisdiction over the area in which the applicant's club is located.

Applications for membership shall be on a form prescribed by the Association.

Following favorable action by the Chapter, the completed application and remittance for necessary entry fees, dues and assessments (as required by Article IV, Sections 1, 2 and 3) shall be forwarded to the National Association Office.

Section 3. Continuation While Unemployed.

A Professional member who is unemployed in club management on November 1, and who is actively seeking employment in the club management profession, may be continued on the membership rolls of the Association for a period not to exceed twelve (12) months without payment of dues. During this continuation, the member will enjoy all other benefits of membership. Reinstatement from Continuation while Unemployed is without an administrative fee. This continuation ceases at the time the member is again employed in club management.

Section 4. Penalties for Nonpayment.

Any member who shall be in arrears for dues or assessment, or both, for a period of two (2) months from and after November 1 of any year shall be dropped from the rolls of the Association; and the Chief Executive Officer shall notify the member of this action at the last known address shown on the records of the Association.

Section 5. Reinstatement.

Any member who has forfeited membership in accordance with Section 3 of Article III may apply for reinstatement without payment of an administrative fee by written letter to the Association Board of Directors at any time within twelve months from the date membership was forfeited.

Section 6. Transfers.

A Professional member who moves to an area over which another chapter has jurisdiction and who is in good standing in both the chapter the member is leaving and CMAA, Professional membership may be retained in CMAA for a period of one year following the year for which the dues in the chapter the member is leaving and CMAA are paid. Should such a member fail to join the chapter in whose area the member has relocated within the aforementioned period of time, the member shall be dropped from the rolls of CMAA. Said chapter shall automatically accept the transfer of said member on application properly made.

Section 7. Suspension and Expulsion.

A member may be suspended for a specific or an indefinite period of time, or may be expelled, for cause, including, but not limited to, violations of these Bylaws or of the Association's Code of Ethics. Such suspension or expulsion shall require the vote of two-thirds of the total members of the Board of Directors following a hearing. Written notice of the time and place of the meeting of the Board of Directors at which a member's suspension or expulsion will be considered shall be sent by registered mail at least fifteen (15) days before the hearing to the member under charge at the member's last known address, together with a written statement of the charges against the member and notice that the member may appear at the meeting to present defenses to the charges.

In all other respects, the procedure to be followed under this section shall be in accordance with Robert's Rules of Order.

Article IV

DUES AND FEES

Section 1. Administrative Fee.

The Board of Directors shall determine what administrative fee, if any, shall be paid by newly elected members.

Section 2. Dues.

All dues and assessments shall become payable by the 1st day of November of each year and shall be for the CMAA fiscal year. The amount of annual dues in each membership category shall be set by the Board of Directors.

All applications for membership shall be accompanied by a remittance for a full year's dues/fees as determined by the Board of Directors. On memberships which become effective between April 1 and August 31 in any year, fifty percent (50%) of these dues/fees shall be collected upon application. Memberships which become effective on or after September 1 in any year shall be exempt from dues/fees for the remainder of that year and the entire amount shall be applied to the ensuing year's dues.

There shall be no dues for Honorary Members.

Section 3. Assessments.

The Board of Directors shall have power to levy an assessment during each fiscal year. Such special assessments may not be levied upon Retired or Honorary Members.

Section 4. Refunds.

No dues/fees shall be refunded to any member whose membership terminates for any reason.

Article V

MEETING OF MEMBERS AND VOTING

Section 1. Annual Meeting.

The Association shall hold its Annual Meeting at Conference at such time and place as may be named by the Board of Directors, after giving suitable notice to all members as to the date of such meeting.

Section 2. Special Meetings.

Special meetings of the Association may be called by the President upon the request of a majority of the Board of Directors. Not less than twenty (20) days notice to each member shall be required for such special meetings. Special Meetings of the Association may be held at such place as the Board of Directors shall designate.

Section 3. Quorum.

Ten (10) percent of the voting membership shall constitute a quorum for the transaction of business at any annual or special meetings.

Section 4. General Procedure.

The Annual Conference shall be under the direct supervision of the Association President.

- A. The President shall appoint a Credentials Committee, whose duty it shall be to ensure that only current members of the Association are eligible to vote and are issued official ballot forms.

Section 5. Order of Business.

The order of business at the Annual Meeting of the Association shall be set by the President in consultation with the Board of Directors.

Section 6. The order of business at any meeting may be altered or suspended by a vote of the majority of voting members present in person.

Section 7. Voting Authorization and Absentee Ballot.

All eligible voting members of the Association in good standing who will not be present at the Annual Conference or any special meeting may request a Voting Authorization for the purpose of voting for Directors and bylaw amendments. Proposals from the membership for amendments or repeals shall be filed by August 1 of each year. All eligible voting members of the Association in good standing who are present at the Annual Conference may vote for directors and bylaw amendments by absentee ballot or in the official polling place where the election takes place. Upon proper identification and verification of the member's status, the Credentials Committee will issue a ballot. Completed Voting Authorizations and ballots will be delivered to the Judge of Elections. Ballots showing a number of votes other than three (3) shall be void and shall not be counted.

The Credentials Committee is responsible for exercising prudent and adequate controls over the voting process to ensure the rights and privileges of voting members and to prevent any improper, illegal or unauthorized voting. Other than as set forth in this section, no other form of Voting Authorization, Absentee Ballot or proxy shall be permitted at meetings or Conferences of members.

Section 8. Elections Committee.

The CMAA President shall appoint a judge of elections and Elections Committee none of whom shall be from Chapters which have offered a candidate in the election. The members entitled to vote in person, by Voting Authorization or by absentee ballot, shall then be electronically tallied and their number noted, and the absentee ballots taken shall be counted.

Section 9. Independent Nominations.

After the report of the Nominating Committee each September, it shall be the privilege of any Professional member of the Association, upon submission of a petition signed by fifty (50) eligible voting members, to be added to the ballot as a candidate for Director. Such petition must be submitted to the National Headquarters within thirty (30) days of the Nominating Committee's report and must include all required information to be considered valid.

Article VI

OFFICERS

Section 1. Eligibility.

All Officers shall be chosen from the Board of Directors and must be Professional members or Professional members having Continuation while Unemployed status. In the event that an Officer is unemployed and remains so during the term of office, the Officer may continue to serve as an Officer for a period not to exceed twelve (12) months. Any Officer leaving the club field for another line of work shall be ineligible to continue to serve as an Officer. An Officer shall not be elected to a second consecutive full-term in any one office. An Immediate Past President may continue to serve in an ex-officio capacity with voting privileges. (See Article VII, Section 4.)

Section 2. Election of Officers.

The Officers of the Association shall be the Immediate Past President, President, Vice President and Secretary-Treasurer. A current member(s) of the CMAA Board may be nominated for the office of Secretary-Treasurer of the Association by expressing such interest in writing to the President and CEO by May 31 of each year. The Board will elect, by confidential ballot or acclamation, a Secretary-Treasurer from within its ranks at its summer Board meeting. Once elected, the Secretary-Treasurer shall ascend to the offices of Vice President, President and Immediate Past President unless the Board of Directors determines that such ascension should not occur.

In voting for any candidate for office, if there is more than one candidate, the candidate receiving the most votes shall be declared the winner. In the case of no opposition to a nomination, the vote may be by acclamation.

Section 3. The President.

The President shall be the Chief Elected Officer of the Association and accountable for its fiscal affairs. The President shall preside at all meetings of the Board of Directors, the Annual Conference and at all meetings of the members; shall make appointments to all committees in accordance with Article IX, Section 7; shall be a voting member of the Executive Committee; shall be an ex-officio member without voting privileges, of all other committees, except the Nominating Committee. The President shall decide all ques-

tions of order. At any meeting of the Board of Directors, the President shall cast the deciding vote in all cases where a second ballot is equally divided; shall sign all papers and other documents that may require signature by the Association, which signature may be attested by the Secretary-Treasurer under the Association's seal.

The President may annually appoint such Regional Representatives from the Active membership as deemed necessary to provide for coordination of chapter activities within geographic jurisdictions throughout the Association. Regional Representatives shall be personal assistants to the President.

Section 4. The Vice President.

The Vice President shall have the same authority as the President as stated in Article VI, Section 3, in case of inability of the President to perform the duties of the office. In case of a vacancy occurring in the office of the President, the Vice President shall assume full duties of the President until the next election.

Section 5. The Secretary-Treasurer.

The Secretary-Treasurer is the elected officer of the Association who shall be responsible for the administrative and fiscal affairs of CMAA. The primary areas of responsibility involve correspondence, record keeping and the management of fiscal affairs. Upon election to this office, the Secretary-Treasurer shall post a bond as required by the Board of Directors. The Secretary-Treasurer shall supervise the recording of all minutes of all meetings of the Association and of the Board of Directors, and have them kept in a permanent file in the Association's National Headquarters. The Secretary-Treasurer is also required to see that all provisions of the Bylaws are accurately and faithfully administered by the Chief Executive Officer. The Secretary-Treasurer is responsible, with the Chief Executive Officer, to see that any excess Association funds are safely invested. The Secretary-Treasurer shall: supervise the use of the Association's corporate seal and maintain vigilance over all books, documents and papers belonging to the Association; audit all bills and accounts rendered to the Association; see that accurate records are kept in the National Headquarters which reflect true accounting of the Association's fiscal affairs; make a report to the Membership at the Annual Conference regarding the affairs of this office; be responsible for all monies of the Association; and monitor the receipt and disbursement of such funds.

Section 6. Appointive Officers.

The President shall appoint a sergeant-at-arms and such other subordinate officers at the Annual Conference as deemed advisable. At Conference, committees and appointive officers shall be deemed to have been discharged at such time as they have submitted their report or have discharged the duties for which they were appointed. Any such appointive officer may be removed from office by the President before the expiration of the term.

Section 7. Reports.

The reports of all Officers of the Association shall be available by the Annual Conference.

Section 8. Removal.

The Board of Directors may remove an Officer for cause by a two-thirds (2/3) vote of the Board of Directors.

Section 9. Vacancies.

The Board of Directors shall, by a majority vote, fill all vacancies which may occur in elective offices until the next annual election.

CMAA's succession of power and authority is vested in the Vice President in the event the President is unable to perform the duties of that office. In case of a vacancy occurring in the office of Vice President while serving as President Pro Tem, the Secretary-Treasurer shall assume full duties of the Vice President Pro Tem until the next annual election.

In case of simultaneous vacancy occurring in all officerships and directorships of the Board, the line of authority will flow to the most recent Past President who, health permitting, is willing to serve as Chairman of an Association Organizing Committee. The second most recent Past President will serve as Vice Chairman of the Association Organizing Committee. The third most recent Past President will also serve on the Committee.

The Committee shall proceed to reorganize the Association's leadership and call a meeting with this purpose within 30 days upon assuming their posts. The Chairman and Vice Chairman will have fiscal authority over the Association's bank accounts. Bank resolutions will be drawn vesting the power of the Chairman and Vice Chairman's signatures for the disbursement of CMAA funds for the payment of bills and other obligations.

Article VII

BOARD OF DIRECTORS

Section 1. Authority and Responsibility.

The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively execute its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee, except that the Board shall specifically reserve to itself the right and power to adopt a general budget, purchase, sell or lease any real property, fix annual dues and special fees or assessments, elect officers and successors to any office which becomes vacant, unless any of the foregoing matters shall have been delegated to the Executive Committee by

a two-thirds vote of the Board.

All disputes and grievances shall be referred to the Board of Directors whose decision thereon shall be final and binding upon all interested parties.

Section 2. Manner of Election.

The Board of Directors shall consist of thirteen (13) Directors, four (4) of whom shall be Officers as prescribed under Article VI, and nine (9) of whom shall be Directors elected for a term of three (3) years, with three (3) such Directors being elected each year by the members in person, by voting authorization or by absentee ballot at the Annual Meeting at the Annual Conference, by a ballot which shall be prepared by the Chief Executive Officer and distributed to each eligible voting member. Members shall cast three (3) votes for the Board candidates. Ballots showing a number of votes other than three (3) shall be void and shall not be counted.

Section 3. Eligibility.

Directors of the Association shall be Professional members or Professional members having Continuation while Unemployed status. In the event that a Director is unemployed and remains so during the term as Director, the Director may continue to serve as a Director for a period not to exceed twelve (12) months. Directors are eligible for re-election during that period, but such re-election does not extend the twelve (12) month period. Any Director leaving the club field for another line of work shall be ineligible to serve as Director.

Section 4. Term of Office.

The Directors, except for the President, Vice President and the Secretary-Treasurer, shall be elected for a term of three (3) years, and it shall be so arranged that three (3) Directors shall be elected by the membership at the Annual Meeting for such terms each year. The President, Vice President and Secretary-Treasurer shall be elected for one (1) year terms and during such terms they shall also be members of the Board of Directors.

The retiring President shall become an appointive, ex-officio member of the Board of Directors at the time the elected successor takes office and shall remain as an ex-officio member for one (1) year or until the successor as President has retired from office, whichever occurs last. The retiring President shall retain the right to vote as Director for as long as the retiring President shall be an ex-officio member of the Board of Directors.

No Director shall serve more than two (2) elected consecutive terms, unexpired terms included, in other than the capacity of an officer.

Should there be more than three (3), three-year terms open in any election, the three (3) candidates receiving the highest number of votes shall be declared elected as Directors for the three (3) year term, and the candidate receiving the next highest number of votes shall be declared a Director for the two (2) year or one (1) year term if there is a vacancy and so on until all vacancies have been filled. In case of a tie ballot for a particular vacancy, a new ballot shall be taken to determine which of the candidates is to fill such vacancy.

Section 5. Meetings.

A. Regular.

A regular meeting of the Board of Directors shall be held immediately following the annual election. Regular meetings of the Board shall also be held at such time and places as the Board may by resolution decide. Regular meetings may be called by the President or the Secretary-Treasurer by giving each Director ten (10) days notice by mail or other mode of transmittal.

B. Special Meetings.

Special Meetings of the Board may be called at any time by the President or the Secretary-Treasurer in the same manner as the regular meetings are called by giving to each Director three (3) days notice by mail or other mode of transmittal.

C. Use of Communication Equipment.

A member of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

D. Waiver of Notice.

Any notice in these Bylaws prescribed may be waived, and attendance at the meeting shall be construed as a waiver of notice thereof.

E. Quorum.

A majority of the members of the Board of Directors then in office constitutes a quorum for the transaction of business. Any less number may adjourn from time to time until a quorum is present.

Section 6. Order of Business.

The Board of Directors may, from time to time, determine the order of business at their meetings.

Section 7. Grievances.

Should a member or a chapter have suffered an alleged injustice, the individual or the chapter may submit such grievance to the Board of Directors for review. The decision of the Board of Directors shall be final. Such parties may appeal such decision to the Executive Committee which may recommend reconsideration to the Board of Directors. All parties to such complaint shall be heard by the Board of Directors and notice of such hearing containing details of the grievance shall be mailed to the individual and the President and Secretary of the Chapter by Registered Mail at least 15 days before the date of such hearing. The notice of such hearing shall state the time and place of the hearing. Pending the rendering of a final decision by the Board of Directors the individual shall retain membership in the Club Managers Association of America.

Section 8. Vacancies.

Any vacancy occurring on the Board of Directors between Annual Meetings shall be filled by the Board of Directors by majority vote.

Section 9. Removal.

The Board of Directors may remove any Director for cause by an affirmative two-thirds vote of the Board present at any regular or special meeting.

Article VIII

EXECUTIVE COMMITTEE

Section 1. Authority and Responsibility.

The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board by mail or at the next Board meeting.

Section 2. Composition.

The Executive Committee shall consist of the President as Chairman, the Vice President, the Secretary-Treasurer and the Immediate Past President. The Chief Executive Officer shall be an ex-officio member without a vote.

Section 3. Quorum.

Three voting members of the Executive Committee shall constitute a quorum at any duly called meeting of the committee. The President shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called on request of three members of the Executive Committee.

Article IX

STANDING AND SPECIAL COMMITTEES

Section 1. Nominating Committee.

The Nominating Committee shall consist of the CMAA Immediate Past President, acting as Chairman, and at least six other Professional members of the Association who shall be appointed by the President and Immediate Past President. Nominating Committee members should be members in good standing who should represent a wide range of membership demographics. It shall nominate Professional members of the Association in good standing to serve as directors, and shall communicate such nominations to the membership in September of each year.

Such Nominating Committee shall have the duty to nominate and present a slate of candidates for Director equal to the number of available openings. These names shall be voted upon, together with any other names submitted through the Independent Nomination process.

Section 2. Budget and Finance Committee.

The Budget and Finance Committee shall consist of the President, Vice President and Secretary-Treasurer. The Vice President shall serve as Chairman. The Committee shall counsel with the Chief Executive Officer on the annual budget of the Association and prepare recommendations for the Board of Directors. The Committee may perform such other duties in connection with the finances of the Association as the Board may determine from time to time.

Section 3. Audit Committee.

The Audit Committee shall consist of the President, Vice President and Secretary-Treasurer with the Secretary-Treasurer serving as Chairman. The Committee's responsibility is to assist the Board of Directors in monitoring the integrity of the Association's financial statements; the independence, qualifications and performance of the Association's independent auditor; the performance of the Association's internal audit function; and the Association's compliance with legal and regulatory requirements.

Section 4. Strategic Planning Committee.

The Strategic Planning Committee shall be chaired by the Vice President and shall consist of the President, Secretary-Treasurer, Chief Executive Officer and such other selected representatives from the Board or membership appointed by the President in cooperation with the Vice President.

The purpose of the Strategic Planning Committee shall be to create a Long-Range Plan as needed and to determine the best strategies to achieve organizational goals and objectives. The Committee shall provide the framework to advance the Association's mission, vision and goals and prepare an annual report of recommendations to the Board of Directors for its consideration and approval..

Section 5. Bylaws Committee.

The Bylaws Committee shall consist of selected representatives from the Board or membership as appointed by the President.

The function of the Bylaws Committee is to review and evaluate the Association's bylaws and proposed amendments or repeals to confirm whether or not matters addressed are legally appropriate and in the best interest of the Association as presented by eligible voting members, chapters and the Board of Directors; and to prepare an annual report with recommendations to the Board of Directors for their consideration and approval.

Section 6. Professional Development Committee.

The Professional Development Committee shall be the official educational committee of the Association overseeing all of CMAA's professional development efforts. The Committee shall also develop, maintain and administer a program of recognition and certification for members of CMAA who qualify in accordance with the certification program's rules and regulations.

The committee shall consist of at least five (5) Professional Association members. The members of the Committee shall be appointed by the President, subject to approval of a majority of the Board of Directors, for three (3) year terms. The Chairman of the Committee shall be a current member of the Board of Directors and have served at least one (1) year as a member of this Committee prior.

Section 7. Committee Appointments.

The President shall make appointments to all Committees, unless otherwise specified in these Bylaws, subject to approval by a majority of the Board of Directors. In addition, the president has the authority to add members to any committee with the advice and consent of the Officers.

Section 8. Creation and Dissolution of Committees.

The President shall monitor actions of the Committees and task forces of the Association and shall recommend to the Board of Directors on a regular basis, the creation, dissolution and consolidation of these bodies.

Article X

EXECUTIVE AND STAFF

Section 1. Chief Executive Officer.

The Board of Directors shall, by majority vote, employ an Chief Executive Officer who shall be the Chief Executive Officer and who shall devote full time and attention to the affairs of this Association as determined by the Board of Directors. Contracts or agreements with Chief Executive Officers shall be for terms not to exceed three (3) years.

Section 2. Authority and Responsibility.

The Chief Executive Officer shall be the Chief Executive Officer of the Association, responsible for all management functions. The Chief Executive Officer shall manage and direct all activities of the Association as prescribed by the Board of Directors and shall be responsible to the Board and shall serve as an ex-officio member of the Executive Committee without a vote. The Chief Executive Officer shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Association and fix their compensation within the approved budget. The Chief Executive Officer shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall, in the Chief Executive Officer's judgment, be in the best interests of the Association. In the discretion of the Board, the Chief Executive Officer shall be appointed to the office of Assistant Secretary-Treasurer in accordance with Article VI, Section 5. The Chief Executive Officer may make disbursements of the Association funds as directed by the Board of Directors and shall perform such other duties as may be prescribed by the Board.

Article XI

FINANCE

Section 1. Fiscal Year.

The fiscal year of this Association shall begin on the 1st day of November in each year, and shall end on the 31st day of October of the following year.

Section 2. Authorized Signatures.

The Board of Directors shall, from time to time, authorize officers, or officials, to sign checks and vouchers on the Association's funds, in such amounts and such manner as shall be prescribed by the Board.

Section 3. Bonding.

Trust or surety bonds shall be furnished for such officers or employees of the Association as the Board shall direct. The amount of such bonds shall be determined by the Board and the cost paid by the Association.

Section 4. Budget.

With recommendations of the Budget Committee, the Board shall adopt an annual operating budget covering all activities of the Association.

Within sixty (60) days following completion of the audit, the Secretary-Treasurer shall furnish the membership with a financial report for the fiscal year just concluded.

Section 5. Audit.

The accounts of the Association shall be audited not less than annually by a Certified Public Accountant who shall be recommended by the President with the approval of the Board and who shall provide a report to the Board of Directors.

Article XII

CHAPTERS

Section 1. How Constituted.

A Chapter of the Association is a local branch of the Association, operating within a designated geographical area over which it has responsibility in accordance with specific authorization from the Association. A Chapter shall indemnify and hold harmless the Association for any act of the Chapter. A Chapter shall organize in accordance with applicable state laws and shall conduct its activities and programs in compliance with all state and federal laws and regulations.

Upon the dissolution of any Chapter for any reason, in the event that no other provisions have been made regarding the disposition of its assets, all of its assets remaining after the satisfaction of all of its obligations shall revert to the Association upon the expiration of 120 days from the date of its dissolution.

Section 2. Establishment of Chapters.

The Association's Board of Directors is authorized to charter a chapter in any area within the territory in which the Association is authorized to operate thereby conferring on said Chapter the right to use the name and seal of the Association; provided however, such Chapter agrees to abide by the regulations and requirements for the conduct of the Association's chapters as adopted from time to time by the Association's Board.

A. Chapters.

Any group of ten (10) or more Professional members of the Association may petition for a charter to operate a chapter. The petition shall be forwarded to the Chief Executive Officer of the Association for approval by the Board of Directors, and shall contain the following:

1. Proposed name of chapter.
2. Description of the geographical boundaries of the proposed chapter. The area over which a chapter may have jurisdiction shall not conflict with the area of any existing chapter. In the event of a conflict, it must be resolved by: (1) A revision of the area described in the petition to eliminate the conflict, or (2) written consent of the existing chapter with which there is a conflict, to a revision of its area of jurisdiction, together with a description of the area as it would be established after revision.
3. Names, addresses and designations of the proposed officers, pro tempore.
4. Personal signatures of at least ten (10) persons who are Professional members of the Club Managers Association of America, who propose to form the chapter and who are working within the described area.
5. A copy of the Bylaws which the proposed chapter will adopt upon approval of the petition.

B. Student Chapters.

Student Chapters may be formed and shall be maintained by not less than ten (10) student members. Such Chapters shall be supervised by a faculty member or the Dean of the school and advised by a Professional member of CMAA.

A petition to form a Chapter shall be forwarded to the Chief Executive Officer for approval by the Board of Directors and contain the following:

1. Proposed name of Student Chapter and location.
2. Names, addresses and designation of proposed officers, pro tempore.
3. A supporting letter from the Dean of the college or designated faculty advisor plus the name of the proposed local CMAA Advisor and a letter stating their willingness to serve.
4. A copy of the Bylaws for the proposed student chapter and in which shall also be included the following:
 - (a). All obligations created by the Chapter or by any of its Officers shall be solely the responsibility of that Chapter.
 - (b). The President of the Chapter shall furnish the Chief Executive Officer an Annual Report within 30 days following the end of the academic year (or May 1, whichever comes first).
 - (c). The Secretary of the Chapter shall furnish the Chief Executive Officer and the CMAA Advisor the date and proposed subject matter of each chapter meeting at least 15 days in advance of such meeting.

Section 3. How Maintained.

Acceptance of a charter from the Association shall constitute acceptance by the Chapter of the principles established in the Bylaws of the Association, and adoption of the following minimum standards:

- A. Chapter Bylaws, rules, regulations and policies must be consistent with National Bylaws, rules, regulations and policies.
- B. All obligations created by a chapter or by any of its officers shall be solely the responsibility of that chapter.
- C. Chapter members eligible for Professional membership in the Club Managers Association of America, and current members in this category, shall hold membership simultaneously in both the National Association and the local chapter thereof; full membership in either body being requisite for retaining membership in the other.
- D. At least four (4) chapter meetings per year shall feature educational programs as part of the activities.
- E. A roster of at least ten (10) Professional members. (Subject to Paragraph F of this section.)
- F. All chapter officers shall be Professional members of the Association in good standing.
- G. Any change or amendment of a chapter charter shall require advance approval of the National Board of Directors, under whose authority such charters are granted and controlled.

Section 4. Loss of Charter.

In the event a chapter shall fail to maintain its charter in accordance with Section 1 during any one (1) year, the President of the Association shall submit the matter to the Directors at their first following meeting, and invite representatives of the chapter to attend. If the chapter is still active or can become active and maintain the minimum standards, it shall be granted an extension of time as set by the Directors in which to comply with the required minimum standards. If it should then fail to establish the minimum standards, its charter shall be suspended until compliance can be accomplished. If the chapter is inactive and shows no promise of becoming active, or if it should decline to establish the required minimum standards, its charter then shall be rescinded. A chapter having had its charter rescinded may, after complying with Sections 2 and 3 for one (1) year or longer, petition the Association for reinstatement of its charter.

Article XIII

RULES OF ORDER

Section 1.

The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules the Association may adopt.

Section 2. Motions.

Any motion or resolution made or ordered at any meeting shall, on request, be reduced to writing and furnished to the Chief Executive Officer before the question shall be put.

Article XIV

INDEMNIFICATION

Every Director, Officer and employee of this Association shall be indemnified in accordance with the laws of the state of Michigan. The Board of Directors shall determine the appropriateness of any indemnification granted. This right shall not be in addition to or exclusive of other rights to which the indemnified may be entitled.

Article XV

AMENDMENT

Section 1. How Made.

Any Bylaws of the Association may be amended or repealed at any Annual or Special Meeting of the Association called for such purpose, by a vote of two-thirds of the members present at such meeting in person, by Voting Authorization or by absentee ballot, in the following manner:

Amendments or repeals may be proposed by the Board of Directors, any Chapter or by a petition of fifty (50) or more eligible voting members. They are to be filed with the Chief Executive Officer. Such amendments or repeals shall be referred to the Bylaws Committee prior to consideration by the Board of Directors. All amendments and repeals except those that are legally inappropriate shall be submitted to the members at the Annual or Special meeting with an appropriate recommendation from the Board of Directors for passage or defeat.

A notice of the proposed amendment or repeal shall be mailed to each member of the Association at least sixty (60) days before the Annual or Special Meeting at which time the proposal will be voted on. Proposals for amendments or repeals shall be filed by individuals or chapters by August 1 of each year for presentation at the following Annual Meeting.

Section 2. By Special Mail Vote.

When in the judgment of the Board of Directors the repeal or amendment of any part of these Bylaws becomes desirable, or the submission of any other issue to our members, and it appears that the interests of the members would be better served by placing such matters before them before the date of the next Annual Meeting, the Board of Directors is empowered to submit such matters to the membership by mail, giving full explanation of the necessity for this action and providing a mail ballot, numbered and calling for signature of the member, which ballot is to be provided with return postage and to be addressed to the Secretary-Treasurer and is to indicate clearly whether the member approves or is against the proposition covered by such ballot. If more than two-thirds of the ballots returned by the membership are in favor of the proposition voted on, the measure shall have carried and be in effect as if the vote had been taken at a regular Annual or Special Meeting of the members. The ballots for and/or against the proposition shall be retained by the Chief Executive Officer and be presented to the tellers at the next Annual or Special Meeting for audit, should there be any challenge to the vote reported by the Chief Executive Officer; and in any event the result of such audit by the tellers shall be recorded in the minutes of the Annual or Special Meeting. To constitute a valid action, the total votes cast by special mail vote in accordance with this section must be no fewer in number than ten (10) percent of the voting membership.

Article XVI

DISSOLUTION

Section 1.

The Association shall use its funds only to accomplish the objective and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific or philanthropic organizations to be selected by the Board of Directors.