

NSA Bylaws

ARTICLE I NAME AND OFFICE

Section 1. Name—The name of this Association shall be the National Speakers Association.

Section 2. Office—The principal office of the Association shall be maintained in the State of Arizona. Other offices may be established within or without the State of Arizona as required by law and as the Board of Directors of the Association may from time to time determine.

ARTICLE II PURPOSES

The primary purpose and objective of the National Speakers Association shall be set forth in the Articles of Incorporation.

ARTICLE III MEMBERSHIP

Section 1. Classes of Members— There shall be six classes of members.

- 1.1 Professional
- 1.2 Bureau
- 1.3 Service/Supplier Partner
- 1.4 Emeritus Membership
- 1.5 Honorary
- 1.6 Lifetime

In addition, the Board may recognize life and honorary members pursuant to Article III, Section 6.

Section 2. Professional

Membership—Any individual shall be eligible for Professional membership in the Association who:

- 2.1 Earns all or a portion of his or her income from at least twenty (20) separate professional speaking engagements for fee each year or earns at least \$25,000 in speaking income each year.

- 2.2 Has a reputation for integrity and sound character;

- 2.3 Agrees to abide by the bylaws, the Association's Code of Professional Ethics and such other rules or regulations as may be adopted from time to time; and

- 2.4 Meets such other uniform requirements as may be established by the Board of Directors.

Section 3. Bureau Membership—Any individual shall be eligible for Bureau membership in the Association who:

- 3.1 Meets the criteria for a speakers Bureau as set forth in the Bureau owners application form;

- 3.2 Has a reputation for integrity and sound character;

- 3.3 Agrees to abide by the bylaws, the Association's Code of Professional Ethics, the Association's standards agreement for Professional Speakers Bureaus and such other rules or regulations as may be adopted from time to time; and

- 3.4 Meets such other uniform requirements as may be established by the Board of Directors.

Section 4. Service/Supplier Partner Membership—Any individual shall be eligible for Service/Supplier Partner membership in the Association who:

- 4.1 Supplies materials, equipment or services to professional speakers;

- 4.2 Has a reputation for integrity and sound character;

- 4.3 Agrees to abide by the bylaws, the Association's Code of Professional Ethics, and such other rules and regulations as may be adopted from time to time; and

- 4.4 Meets such other uniform requirements as may be established by the Board of Directors.

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Section 5. Emeritus Membership—Any individual shall be eligible for Emeritus Membership in the Association who:

- 5.1 Has been a professional member of NSA for a minimum of 10 years;
- 5.2 Is a minimum of 60 years old;
- 5.3 Is making fewer than 20 paid speaking presentations per year;
- 5.4 Agrees to abide by the Bylaws, the Association's Code of Ethics, and other such rules and regulations as may be adopted from time to time; and
- 5.5 Has a reputation for sound integrity and sound character.

Section 6. Life and Honorary

Membership—Life and Honorary members shall be bestowed by the Board of Directors only as an honorary position and shall carry with it no rights, including voting rights, or obligations of membership except as the Board of Directors may determine. In these bylaws, all references to "members" should not refer to life and honorary members unless the context clearly recognizes otherwise.

Section 7. Approval of Members—Any individual eligible for membership under these bylaws may be approved for membership on written application in accordance with procedures adopted by the Board of Directors for such approval.

Section 8. Rights and

Responsibilities—All classifications of membership of this Association shall be eligible to vote. Only Professional members shall be eligible to hold office or serve on the Board of Directors.

Section 9. Censure, Suspension, and

Expulsion—Members of the Association may be censured, suspended, terminated or otherwise sanctioned for cause. Sufficient cause for censure, suspension, termination of membership, or otherwise sanction shall be a violation of these Bylaws, the Association's Code of Professional Ethics, or any rule or procedure duly adopted by the Association, or any other conduct prejudicial to the best interests of the Association. The Board of Directors shall have such authority and power as may be necessary to adopt rules and policies relative to sanctions and the procedures to be followed at any disciplinary proceeding.

Section 10. Membership Term—Each

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

Section 11. Resignation of

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

Section 12. Non-Transferability of

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

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ARTICLE IV DUES AND FINANCES

Section 1. Dues, Fees and

Assessments—Annual dues, fees and assessments, if any, and the payment date for same shall be determined by the Board of Directors.

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

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

Section 4. Disbursements—The disbursement, banking and transfer of any and all Association funds shall be according to policies and rules adopted by the Board of Directors.

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

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

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

Section 8. Audit—The accounts of the Association shall be audited not less than annually by a certified public accountant who shall be approved by the Board of Directors, and who shall provide a report for the Board of Directors within ninety (90) days following the completion of each fiscal year, or as otherwise agreed by the Board of Directors.

ARTICLE V MEETINGS OF MEMBERS AND VOTING

Section 1. Annual Meeting—The annual meeting of the Association shall be held at such place and on such dates as may be determined by the Board of Directors. Notice of such meeting shall be mailed to the last reported address of each member at least ten (10), but not more than fifty (50) days before the time appointed for the meeting.

Section 2. Special Meetings—Special meetings of the Association may be called by the President or the Board of Directors, or shall be called by the President upon the written request of at least twenty-five (25) percent of the voting members. Notice of any special meeting shall be mailed to the last recorded address of each member at least thirty (30) days, but not more than fifty (50) days before the time appointed for the meeting with a statement of time and place of the meeting. The business to be transacted at any special meeting shall be stated in the meeting notice.

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Section 3. Cancellation or Postponement of Meetings—The Board of Directors may cancel or postpone any annual or special meeting for good cause.

Section 4. Election and Voting—The election of directors shall be conducted via written or electronic ballot as determined by the Board of Directors. A member entitled to vote shall vote by designated ballot only. Members shall not be entitled to vote by proxy.

Section 5. Quorum—At least one hundred (100) members present in person shall constitute a quorum at any meeting of members. The postponement of a meeting because of the lack of a quorum shall not require the publication of a new or additional notice of the meeting. Unless otherwise provided by these Bylaws, any proposition required to be approved, ratified, or carried by the members of the Association shall be approved, ratified, or carried only if there is a quorum of members present and only by affirmative vote of a majority of those members voting.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Composition and Term of the Board—The Board shall consist of not less than thirteen (13) elected Directors, each serving for a 3-year term. No elected Director shall be eligible for re-election upon the completion of two (2) terms until after the passage of one (1) year. In addition to the elected Directors, the President, President-Elect, Vice President, Secretary, Treasurer and the Immediate Past President of the Association shall be ex officio voting members of the Board of Directors if not then serving as elected Directors. Other past Presidents and the Executive Vice President shall be members of the Board ex officio, without vote or the right to make motions. The President,

in addition, may appoint a member to serve on the Board for a term of one year, but such member shall have no vote but shall have the right to make motions.

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

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

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

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

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

Section 7. Vacancies—A vacancy in the office of a voting Director may be filled by the Board of Directors for the balance of the remaining term, with consideration given to the person receiving the next highest vote count at the preceding annual meeting of members.

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

Section 9. Policy and Procedures

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

ARTICLE VII OFFICERS

Section 1. Officers—The officers of the Association shall be the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President and Executive Vice President, and such other officers as may be deemed necessary by the Board of Directors. The Vice President shall be elected at the Board of Directors meeting immediately preceding the annual meeting of the members from a slate of nominees presented by the Nominating Committee. The incoming Secretary and Treasurer shall be nominated by the President-Elect and elected by the Board at the Board of Directors meeting immediately preceding the annual meeting of members. The President-Elect shall automatically become President of the Association and the Vice President shall automatically become President-Elect of the Association at the conclusion of the annual Convention of members. The Vice President, Secretary and Treasurer, at the time of his or her election must be an elected member of the Board of Directors.

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

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

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

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

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

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

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

Section 9. Secretary—The Secretary shall keep the minutes of the meetings of the Board of Directors and the general membership in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate

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records and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. Any of the Secretary's duties may be delegated to the Executive Vice President or to his or her designee by the Board of Directors.

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

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

ARTICLE VIII COMMITTEES AND COUNCILS

Section 1. Committees and Councils—The Association shall have an Executive Committee and a Nominating

Committee, and the President, subject to the approval of the Board of Directors, may appoint such other standing or special committees, subcommittees, councils or task forces as may be required to carry out the Association's business or as the President may find necessary.

Section 2. Executive Committee—The President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, and two other Directors elected by the Board of Directors, shall constitute the Executive Committee. The Executive Vice President shall be a member ex officio, without vote, of the Executive Committee. The Executive Committee shall have the power to act for the Board of Directors and the Association between meetings of the Board, to conduct business/administrative affairs as are deemed necessary and to address legal/personnel concerns that require confidential decision making. The Executive Committee cannot amend policies, documents of governance or board actions. Meetings may be called by the President or the Executive Vice President. The President shall serve as Chairman of the Executive Committee. Actions of the Executive Committee shall be reported to the Board of Directors at its next meeting or by mail or e-mail according to policies and procedures adopted by the Board.

Section 3. Board Nominations Committee—The Immediate Past President shall chair a Board Nominations Committee of no fewer than six members that will submit a slate of nominees for the offices of director to be voted upon via secure ballot by the members of the Association.

Section 4. Officer Nominations Committee—The Immediate Past President shall chair an Officer Nominations Committee of no fewer than four members that will submit a slate of

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up to three nominees for the office of Vice President to be voted upon at the annual meeting of the Board. If a slate of three nominees is submitted, and one nominee does not get a closer majority vote, a run off election will be required.

Section 5. Rules—Each committee and council may adopt its own governance, not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE IX CHAPTERS AND AFFILIATES

Section 1. Chapters—In accordance with such rules and regulations as may be adopted by the Board of Directors, the Board may charter groups of members to be chapters of the Association upon application of such members who are within a similar geographic area. Such chapters shall have rights, responsibilities, conditions, policies, and privileges as may be determined by the Board of Directors. The Board may revoke or modify charters in accordance with such rules and regulations as the Board may adopt from time to time.

Section 2. Affiliates—The Board of Directors may create such ancillary and affiliate organizations, associations and foundations as it deems appropriate or necessary.

ARTICLE X MISCELLANEOUS

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

Section 2. Code of Professional Ethics—The Board of Directors may promulgate such rules of professional conduct and the procedures for their enactment and enforcement as it deems necessary.

Section 3. Seal—The Association may have a seal of such design as the Board of Directors may adopt, and such seal may be used in accordance with rules adopted by the Board of Directors.

Section 4. Indemnification—The Association shall have the power and authority to indemnify and hold harmless to the full extent permitted by law any person who is or was a director, officer, committee or council member, employee or agent of the Association or who is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, foundation or other enterprise. In addition, the Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee or council member, employee or agent of the Association or who is serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, foundation or other enterprise, against any liability asserting against such person and incurred in any such capacity, or arising out of such person's status as such, regardless of whether the Association would have the power to indemnify against such liability.

ARTICLE XI AMENDMENTS

These Bylaws may be amended, repealed or altered, in whole or in part, pursuant to the affirmative vote of two-thirds (2/3) of the members of the Board of Directors, provided that the Board members have been notified at least 15 days in advance of the meeting at which the vote will be taken, and provided that no such amendment shall be inconsistent with the provisions of the Articles of Incorporation.

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