

Alabama Auctioneers
Association
INCORPORATED

October 2016

BY-LAWS

ARTICLE I: OFFICES

The non-profit Association may establish offices in various locations as deemed necessary by the Secretary and the Board of Directors.

ARTICLE II: MEMBERSHIP

1. **Classes of Membership.** There will be three (3) classes of membership in the ALABAMA AUCTIONEERS ASSOCIATION, INC., to-wit: (a) ACTIVE MEMBER, (b) ASSOCIATE MEMBER, (c) HONORARY MEMBERS. HONORARY MEMBERS shall be elected by the Board of Directors.
2. **Qualification-Election**
 - (a) **ACTIVE MEMBER:** Any person who is a licensed auctioneer or an apprentice auctioneer pursuant to the requirements of the Alabama Auctioneer License Act and is in good standing with the Alabama State Board of Auctioneers is eligible to be an Active Member.
 - (b) **ASSOCIATE MEMBER:** Any person engaged in the auction business who is not an Alabama licensed auctioneer who has an interest in the auction industry and is in agreement with the Governing Documents and the objectives of the Association (an "Associate Member").
 - (c) **HONORARY MEMBER:** Any person deemed by the Board of Directors and/or the MEMBERS of the Alabama Auctioneers Association, Inc., to have performed a valuable service for the Alabama Auctioneers Association, Inc., and its members, may be presented with an HONORARY MEMBERSHIP in the Alabama Auctioneers Association, Inc., following approval by the Board of Directors.
3. **Voting Rights:** All active members in good standing are eligible to vote in the annual meeting and in any special meeting. Elections will be held at the annual membership meeting. Each Active Member shall be entitled to one vote, and proxies by individual Active Members shall not be permitted. Associate Members and Honorary Members shall not be entitled to vote.
4. **Dues:** The amount of dues of the Active Members and Associate Members shall be determined by the Board of Directors. The membership shall run from January 1 to December 31. Dues are payable in full, one year in advance of membership.
5. **Annual Meeting:** The annual meeting of the Alabama Auctioneers Association shall be held during, and at the same place as the annual convention of the Association, at such time and place as shall be designated by the Board of Directors in a notice mailed or emailed to all voting members or published in the official newsletter.
6. **Special Meetings:** Special meetings may be designated by the President or Board of Directors upon receipt of the following: (i) a written or oral request from the Board or President; (ii) a written

- request signed by at least one-third (1/3) of the Directors currently in office; or (iii) petitions signed and dated by at least ten percent (10%) of the Association's total Active Members requesting, and describing the purpose of the special meeting.
7. **Place of Meeting:** Any annual or special meeting may be held within the State of Alabama. The place of meeting shall be designated in notice thereof.
 8. **Notice of Meeting:** Written or printed notice, stating the place, day and hour of the meeting or special meeting, the purpose or purposes for which the meeting is called, shall be mailed or emailed to each Active Member of the Association, or published in a newsletter not less than 15 days from the beginning of the meeting. Such notice shall be deemed to be delivered on the day the electronic communication is distributed or when the printed notice is deposited in the United States mail by the corporation or its agent(s) with postage thereon prepaid.
 9. **Quorum:** A majority of the Active Members present shall constitute a quorum for the transaction of business at any meeting of Active Members. A majority of the Active Members present may adjourn the meeting to a subsequent time, without further notice. A meeting of the Active Members at which a quorum is present may be adjourned by vote of the majority of the Active Members without further notice.
 10. **Termination of Membership**
 - (a) **Non-payment of dues:** Should a member fail to pay dues when due as specified by the Association's billing, the membership of such member shall automatically terminate.
 - (b) **Resignation:** Any member may resign from the Association by delivering a written resignation to the President or Secretary/Treasurer of the Association.
 - (c) **Membership Removal:** Any member failing to conform to the provisions of these bylaws or to the AAA Code of Ethics presented in the Preamble to these bylaws and against whom such charges are sustained after due and proper hearing before the Board of Directors, may have his/her membership suspended or revoked by action of the Board of Directors. In such a case, a vote of two-thirds (2/3) of a quorum of the Board of Directors shall be necessary to sustain the charges.
 11. **Rights of Members:** The right of a member to vote or to participate in any activities of the Association shall cease on termination of his/her membership.
 12. **Amendments and/or Revisions of Bylaws:** The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the Corporation by affirmative vote of two-thirds (2/3rds) of the Board of Directors present at a meeting at which a quorum is present. Notice of the proposed action must be given to the membership by publication in the newsletter, or distributed by print or email at least thirty (30) days prior to the meeting.

Article III: DIRECTORS

1. **General Powers:** The business and affairs of the Association shall be managed by its Board of Directors.
2. **Number:** The Board of Directors shall consist of a minimum of seven (7) people, including the President, Vice President, Treasurer, the Immediate Past President and three (3) elected Directors. The President shall also have the right to appoint one additional Board member who may or may not be a member of the Association whose term shall last for one (1) year.

3. **Election and Qualifications:** In order to run for Director, an individual must be an Active Member for two (2) years.
4. **Term of Office:** The President, Vice President and Immediate Past President and Treasurer shall hold offices as Directors so long as they hold their respective Officer positions. The term of all other Directors shall be three (3) years and shall be staggered so that one (1) Director is elected annually.
5. **Responsibilities:** Shall attend all scheduled Board of Director meetings and be required to participate and serve on committees.
 - a. There will be a minimum of three (3) Board meetings per year.
 - b. Absence from one-third (1/3) of the Board of Directors meetings during the stated term by an elected Officer or Director may be construed as a resignation from the office or directorship by a vote of two-thirds (2/3) of the directors.
6. **Indemnification:** Every Director, Officer or employee of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees incurred or imposed in connection with any proceeding to which they may be made a party or by which they may become involved by reason of having been a Director, Officer or employee of the Association, or any settlement thereof, whether the person is a Director, Officer or employee at the time such expenses are incurred; except in cases wherein the Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

ARTICLE IV: OFFICERS

1. **Number:** The elective Officers of the Association shall be a President, Vice President and Treasurer. The Immediate Past President of the Association shall serve as an Ex-officio voting member of the Board of Directors and as an officer.
2. **Election and Term of Office:** The officers, except for the President and Immediate Past President shall be elected annually the Active Members immediately before the election of the Directors. The Vice President shall become President following his/her election as Vice President upon confirmation by the membership; the President shall become the Immediate Past President the year following his/her term as President. Officer shall be elected or one (1) year terms except for the Treasurer who shall be elected for two (2) year term. No elected Officer shall serve more than two (2) consecutive terms in the same office.
 - (a) **Qualifications and Eligibility:**
 1. **Eligibility:** To be a candidate for Vice President, the Active Member must be a member in good standing and have held a full term as a Director of the Alabama Auctioneers Associations Board of Directors. To be a candidate for Treasurer, the Active Member must be a member in good standing for two (2) years.
 2. **Eligibility for Re-election:** No retiring President may be re-elected to the office of Vice President until a lapse of three years. The Vice President shall succeed to the office of President at the end of the term as Vice President. The Treasurer shall be eligible to serve two consecutive terms but shall then be ineligible to serve again in the same office until after a lapse of two years.
 - (b) **Duties of the Officers**
 1. **President:** shall be the CEO of the Association and subject to the direction of the Board; shall have general charge of the business affairs and property of the Association. President

shall preside at all meetings of the members. He/she shall appoint the members of all standing committees and those created by the Board.

2. **Immediate Past President:** shall preside over the meetings of the Board of Directors and the Executive Committee. The Immediate Past President does not vote except in the case of a tie. The Immediate Past President shall also serve as the Chairman of the Nominating Committee.
3. **Vice President:** shall serve as a member of the Executive Committee and shall preside in the absence of the President at all official meetings or in his/her absence or disability and shall have all the power and restrictions associated thereof. The Vice President shall become the President of the Association the year following his/her election as Vice President.
4. **Treasurer:** shall be in charge of the Association's funds and records; sees that proper accounting for the funds is established and maintained; reports on the financial condition of the Association at all meetings of the Board and the Annual Meeting. Serves on the Executive Committee.

ARTICLE V: EXECUTIVE AND STAFF

1. **Appointment:** The Board of Directors may employ a professional management company or salaried Chief Administrator who shall have the title, Executive Director whose terms and conditions of the employment shall be specified or approved by the Board. The Executive Committee is delegated the authority to determine ongoing compensation and other financial arrangements of the management company and/or Executive Director. Such information shall be reported to the Board of Directors.
2. **Authority and Responsibility:** The Executive Director shall manage and direct all activities of the Association subject to the policies of the Board of Directors and through the office of the President.
3. The Executive Director shall serve without vote as an ex-officio member of the Executive Committee, Board of Directors and all special committees.
4. The Executive Director shall serve as the Secretary of the Association unless otherwise deemed by the Board.

ARTICLE VI: MEETINGS

1. **Meetings**
 - (a) The Annual Meeting of the Board shall be held immediately after the meeting of the Members at which the Annual election of Directors takes place at the same place as that at which such meeting of members is held.
 - (b) Board meetings will be held once a quarter minimally and may be held by conference call.
 - (c) Special Meetings of the Board of Directors may be called by majority of the Board. Notice of any special meeting shall be submitted to the Board within ten (10) days of the proposed meeting by mail or email. Such notice shall be deemed to be delivered on the day the electronic communication is distributed or when the printed notice is deposited in the United States mail by the corporation or its agent(s) with postage thereon prepaid.
2. **Chair:** The Immediate Past President shall preside at the meeting of the Board of Directors. In his/her absence, the President, or in his/her absence the Vice President or in the absence of them all, a chair shall be chosen by the Directors present shall preside.

3. **Quorum:** A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. But if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
4. **Manner of Acting:** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
5. **Vacancies:** Any vacancy occurring in the Board of Directors, other than by removal of a Director, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors, and any Directors so selected by the Board of Directors shall serve until the next annual meeting of the membership when the annual membership shall elect a Director to complete the term of the Director whose vacancy required action of the Board to fill such vacancy.
6. **Telephone or Mail Meetings:** Action taken by the Board through a mail ballot, electronic mail (email), or conference telephone call shall constitute valid action provided a quorum of the Board of Directors participate and indicate themselves in agreement and further provided that a report of such action is made at the next regularly scheduled meeting of the Board.

ARTICLE VII: ELECTIONS

1. **Voting:** All Active Members in good standing are eligible to vote in the annual meeting and in any special meeting. Elections will be held at the annual meeting.
2. **Active Member Voting by Active Member Proxy:** An Active Member may not appoint another Active Member (an "Active Member Proxy") to vote, or otherwise act on any matter for the Active Member. The Association shall not accept votes on any matter taken by an Active Member Proxy on an Active Member's behalf as the Active Member's vote.
3. No absentee ballots will be accepted.
4. Elections shall be held by secret ballot.
5. Outcomes are determined by plurality vote.
6. In a tie vote, the top two (2) candidates advance and voting continues until a winner is declared by plurality vote.
7. Officers shall immediately assume their duties at the close of the Annual Meeting.

ARTICLE VIII: COMMITTEES

1. **Executive Committee:** The Executive Committee consist of the President, Vice President, Immediate Past President and Treasurer.
 - a. The Executive Committee is responsible for overseeing the day to day operation of the association.
 - b. The Executive Committee serves as the committee who advocates for candidates to the Alabama State Board of Auctioneers.
 - c. The Executive Committee shall be responsible for reviewing the bylaws and governing policies on at least a bi-annual basis and review the Committee structure annually.

- d. The Executive Committee shall report all actions taken to the Board of Directors at their next meeting following any such action.
2. **Election Committee:** The President shall appoint a committee of two (2) to four (4) members, who shall act as tellers of election as may be required.
3. **Candidate Review Committee:** The Immediate Past President shall serve as Chairman and two (2) members will be appointed by the Board of Directors.
4. **Other Committees:** The President, with approval of the Board of Directors, may appoint such other committees as he or she deems advisable. The President shall be an ex-officio member of all committees.
5. **Duties of Committees:** Committees shall have such duties as their title indicates, and as the Board of Directors assign. All policies actions of committees shall be subject to approval by the Board of Directors.
6. **Procedure for Grievance Committee:** The process for filing a grievance is outlined in the Alabama Auctioneers Associations Code of Ethics.

ARTICLE IX: ORDER OF BUSINESS, RULES OF ORDER

Robert's Rules of Order, Newly Revised edition shall serve as a procedural guideline for all meetings.

ARTICLE X: FISCAL YEAR

The fiscal year of the Association shall be a calendar year.

ARTICLE XI: DISSOLUTION

Should the Alabama Association of Auctioneers, Inc. be dissolved for any reason, all monies and any other assets would revert immediately to a non-profit association as determined by the Board of Directors.