

**PART I: NOTATIONS FROM BY-LAWS**

**ARTICLE V, SECTION 3 — BOARD OF DIRECTORS**

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**(a) Introduction**

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IMSA By-Laws define the Past Presidents Nominating Committee (hereafter referred to as the Nominating Committee) responsibility for screening all eligible candidates for members of the Board of Directors (BOD). The Nominating Committee is responsible for solicitation of the Members for nominations for all members of the BOD and shall be responsible for all elections held by the Council of Delegates (COD) and the General Membership. The form of ballot(s) and election procedures shall be in accordance with the By-Laws. The following is the procedure for such election and the official ballot form:

**(b) Nomination and Election Procedure for Directors-at-Large**

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The Chairman of the Nominating Committee shall provide six (6) months notice, prior to the Annual Meeting, to all Delegates soliciting nominees for the four (4) Directors at Large. This notice will contain a description of the BOD member duties, an explanation of the nominating procedure and a list of the eligibility requirements for election to the BOD. The notice shall also explain that the person submitting the nomination should verify that the person being nominated is willing to serve, if elected. Nominations must be submitted to the Executive Director in writing (may be by email), with evidence of the nominee's eligibility, no later than five (5) months prior to the Annual Meeting.

In addition to complying with the rules of eligibility and other requirements stipulated in the By-Laws, each candidate seeking nomination, excluding incumbent officers, shall submit to the Executive Director, at least six (6) months prior to the opening day of the Annual Joint Meeting:

- (a) a statement or letter, signed by the Secretary of his Section, asserting that the Section, by vote of the Section Board, approves and supports his candidacy,
- (b) a statement, signed by the candidate, affirming that he has the ability, time, resources, and assistance necessary to properly perform the duties of an elected office of the Association, including the office of President; and that to the best of his knowledge, should he be elected, his status as an Active Member, as defined in the By-Laws, shall continue through a term of any office to which he may be elected,
- (c) a brief resume of his personal, professional and educational background,
- (d) a statement or letter, signed by the Candidate's employer indicating level of support

The Nominating Committee shall authorize the Executive Director to provide the COD with a list of qualified candidates no later than four (4) months prior to the Annual Meeting. The Nominating Committee shall screen all eligible candidates for the Board who have satisfied the requirements stipu-

lated herein and shall make their list of qualified candidates available at the COD Meeting prior to the election.

After receiving the report and recommendations of the Nominating Committee, members of the Council may make additional nominations from the floor, provided that such nominees have been listed by the Nominating Committee as having complied with all of the requirements stipulated in the By-Laws and the Governance and Policy Manual.

The election of the four (4) Directors at Large shall be held at the Annual Meeting of the COD.

If there is only one nominee for each office, the election may be by voice vote. If there is more than one nominee for any office the election shall be by written ballot. Such ballot will be distributed to all voting Members of the COD. Each Delegate of the COD shall have one vote. In the event that a Delegate is absent at the time of voting, the Alternate Delegate, may vote in the Delegate's place. In no instance shall the Delegate and his/her Alternate both vote in the same election. No other voting by proxy or otherwise will be counted.

A Tellers Committee consisting of at least two Nominating Committee Members will be appointed by the Nominating Committee Chair. The Tellers Committee will count the ballots and report the results to the Chair of the Nominating Committee, who will announce the results to the COD. Elections will be conducted in accordance with Robert's Rules of Order.

Election results for President Elect will be delivered to the COD within ten (10) business days after the election closes and before the COD votes on the four (4) Directors at Large.

### **Nomination and Election Procedure for Directors-at-Large**

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**6 months out:** Notification to COD soliciting nominees.

**5 months out:** Nominations closed.

After the nominations are closed and qualification information is submitted to the Executive Director, the Nominating Committee shall meet in person or by conference call and shall review the qualifications of candidates and determine if the candidate submittals are complete. This process will be completed before the list of qualified candidates is sent to the Council of Delegates or the list of qualified candidates is published.

**4 months out:** List of qualified candidates delivered to COD.

**Annual Meeting:** COD votes 4 Directors-at-Large.

**Newly elected BOD Members take office after BOD adjourns.**

### **(c) Nomination Procedure for President Elect**

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On the Nominating Committee Chair's behalf, the Executive Director shall provide six (6) months notice, prior to the Annual Meeting, to all Active, Public Agency or Life Members soliciting nominees for the office of

President Elect (3-year term: President Elect, President and Past President). This notice will contain a description of the duties of each of the three offices, an explanation of the nominating procedure and a list of the eligibility requirements for election to the BOD. The notice shall also explain that the person submitting the nomination should verify that the person being nominated is willing to serve if elected.

Upon receipt of all nominations, the Nominating Committee will develop a list of official nominations for each office from among the eligible members.

#### **(d) Election Procedure for President Elect**

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Notice of balloting, including electronic means, for the President Elect shall be provided to all Active, Public Agency or Life Members at least six (6) months prior to the next Annual Meeting. Nominations with written evidence of eligibility shall be submitted to the Executive Director in writing (may be by email) to forward to the Nominating Committee Chairman five (5) months prior to the Annual Meeting, at which time nominations will close. Election shall take place three (3) months prior to the Annual Meeting and shall be open for thirty (30) days.

A Tellers Committee consisting of at least two Nominating Committee Members will be appointed by the Nominating Committee Chair. The Tellers Committee will verify the ballots and report the results to the Chair of the Nominating Committee, who shall provide notice to the General Membership. Elections will be conducted in accordance with Robert's Rules of Order.

If the members fail to nominate more than one person to fill the President-Elect position, after review and approval of the Nominating Committee, the Council of Delegates shall vote on the nominee.

If no nominations are received for the President-Elect position, then the Council of Delegates shall nominate individuals and after review by the Nominating Committee, vote on the nominees.

The Executive Director shall notify all candidates of the election results prior to the notice to the General Membership. The President Elect shall take office at the adjournment of the next Annual Meeting.

**6 months out:** Notification to General Membership soliciting nominees.

**5 months out:** Nominations closed.

Nominating Committee meets either in person or conference call and reviews qualifications of candidates.

**4 months out:** List of qualified candidates published.

**3 months out:** Electronic balloting for President-Elect

**Election open 30 days.**

**60 days out:** Election closed.

**Executive Director notifies all candidates of election results within 10 days.**

**50 days out:** Executive Director notifies General Membership of election results.

In the event that a quorum of members fails to vote the Council of Delegates shall vote to elect the President Elect. **Newly-elected President-Elect takes office at next Annual Meeting.**

**(e) Vacancies:**

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- (a) If a vacancy occurs in the office of President, the President-Elect will promptly assume the presidency.
- (b) If a vacancy occurs in the office of President-Elect and/or Director-at-Large, the President shall request that the Nominating Committee submit a name(s) of qualified and eligible candidates for the office to be elected by a vote of the Council of Delegates.

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**ARTICLE V, SECTION 4 — BOARD OF DIRECTORS**

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**(a) Introduction — The Bylaws require a description of the standards of conduct and attention.**

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**Legal Responsibilities of the Board of Directors**

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Under well-established principles of nonprofit corporation law, a Board member shall meet certain standards of conduct and attention in carrying out his or her responsibilities to the Association. A Director may be investigated, censured and/or removed for cause in accordance with the Code of Conduct. Several states have statutes adopting some variation of these duties, which would be used in court to determine whether a Board member acted improperly. These standards are usually described as the Duty of Care, the Duty of Loyalty and the Duty of Obedience.

**Duty of Care**

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Duty of Care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of “care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the Association.

**Duty of Loyalty**

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Duty of Loyalty is a standard of faithfulness; a board member shall give undivided allegiance when making decisions affecting the Association. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the Association.

### **Duty of Obedience**

Duty of Obedience requires board members to be faithful to the Association's mission. They are not permitted to act in a way that is inconsistent with the central goals of the Association. A basis for this rule lies in the public's trust that the Association will manage member dues and other funds to fulfill the Association's mission.

## **ARTICLE VI — JOINT MEETINGS**

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- (a) The Bylaws require an outline of the order of business as well as the topics to be included In an annual report to the Council of Delegates.

### **1. Board and Council**

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#### **Order of Business — Procedure for Joint Meeting of the Board and Council**

The President and the Council Chairman shall jointly provide to the Executive Director a consent agenda not less than 60 days prior to the Joint Meeting. The primary objective of this meeting is to provide strategic direction for the Association.

- (a) The order of business and procedure of the Joint Meeting shall conform in general to the following outline. The following outline is for the purpose of guiding the President. At all meetings, the President, at his discretion, may deviate from this outline.
  - ( 1) The President shall call the meeting to order.
  - ( 2) The President shall appoint a Sergeant-at-arms and a Parliamentarian.
  - ( 3) The Executive Director shall call the roll of members for the current year and determine if a quorum is present in both the Board and Council. The roll shall be called from a list of Directors/Delegates furnished to each Director/Delegate whereon the presence or absence of a Director/Delegate may be recorded for each session of the meeting.
  - ( 4) The Executive Director shall announce the names of any proxies designated to serve as members of the Board/Council. If requested by three Board/Council members, the Executive Director shall read any particular communication desired regarding the designation of proxies.
  - ( 5) The President shall introduce newly elected Board members and invite them to attend all sessions of the Board. (New Board members will take office at the next meeting of the new Board.)
  - ( 6) The Council Chairman shall introduce newly elected Delegates and invite them to attend all sessions of the Council. (New Council of Delegates members will take office at the initial meeting of the new Council.)

*The following excerpts are from the IMSA Bylaws*

- (h) Proxy Voting. Any Delegate may authorize another Delegate to vote on the Delegate's behalf. Such authorization shall be signed by the respective Delegate and returned by mail, fax or electronic mail to the Secretary of the Corporation. In addition, the authorization may be returned without a written signature and submitted by other means of electronic transmission if it can be reasonably determined that the electronic transmission was authorized by the Delegate, such as by submission of a unique identifier generally known only to the member.
- (i) Special Meetings. Special meetings of the Delegates may be called by the IMSA Board or by five percent (5%) of the Delegates through written demand submitted to the IMSA Executive Director. The IMSA Executive Director shall promptly give notice of such meeting ten (10) to fifty (50) days prior to the meeting, and the notice shall state the purpose or purposes for which the meeting is called.

**Section 7: Removal of Delegates.** A Delegate's position on the Council of Delegates may be suspended or terminated by the affirmative vote of a majority of the relevant Section Voting Members represented by the Delegate, after giving notice to the Delegate and providing the Delegate an opportunity to respond in person or in writing, with the decision to suspend or terminate the Delegate determined in the Section Voting Members' sole discretion. Such removal or suspension shall be for one or more material violations of any provision of the IMSA Bylaws, rules, policies, or any applicable provisions of the Act.

**Article V  
Board of Directors**

**Section 1: Role of the Board of Directors.** The governing body of the Corporation is the Board of Directors. All corporate powers must be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Directors. As such, unless otherwise expressly set forth in the Act, the Articles of Incorporation or these Bylaws, the Board has exclusive authority in decisions on Corporation governance, policies, and expenditures or fees, consistent with the objectives of the Corporation. As the governing body of the Corporation, the Board must direct its appropriations, investments and funds in conformity with the Bylaws. However, the IMSA Executive Director shall have authority regarding day-to-day management and oversight of IMSA employees.

**Section 2: The Board of Directors.** The Board of Directors shall consist of the following:

- a. Four Directors-at-Large
- b. President-Elect
- c. President

d. Past President

**Section 3: Eligibility and Nomination.** The majority of all seven members of the Board of Directors shall always be government employees and/or Life Members, who previously served as government employees. Only government employees, Life or Retired Members who are former governmental employees are eligible for the positions of President-Elect, President, and Past President. The Nominating Committee will recommend candidates for election as Board members only if they meet or exceed the requirements and qualifications outlined in the IMSA Governance and Policy Manual. The process for nomination of candidates for positions on the Board of Directors shall be as set forth in the IMSA Governance and Policy Manual.

**Section 4: Legal Responsibilities of the Board of Directors.** Directors shall meet certain standards of conduct and attention in carrying out their responsibilities to the Corporation. These standards are Duty of Care, Duty of Loyalty and Duty of Obedience as described in the IMSA Governance and Operations Manual.

**Section 5: Election of Directors-at-Large.** The Council of Delegates, at a time and place of its choosing, will elect individuals to serve as Directors-at-Large on the Board of Directors. Directors-at-Large shall serve staggered terms, such that two Directors-at-Large are elected by the Council of Delegates each year. The Council of Delegates will be provided with a list of qualified candidates by the Nominating Committee, provided, however, that additional candidates may be nominated from the floor during the Council of Delegates meeting held to elect Directors-at-Large, if such candidates have been found qualified to serve by the Nominating Committee. Each IMSA Section may not have more than one person serving on the Board of Directors at the same time.

**Section 6: Term of Service of Board Members.** The regular term of service for a member of the Board shall commence immediately after adjournment of the Board at the Annual Meeting. Directors-at-Large serve staggered two year terms and are limited to serve a maximum of two consecutive terms. Once an individual has served as the President, that individual will not be eligible to serve as the President-Elect for a period of four years following the individual's service as President.

**Section 7: Board Action: Notice, Quorum and Voting.**

- (a) **Notice.** Notice of any meeting of the Directors shall be received by each Director by mail, overnight courier, electronic mail, or other mode of written transmittal, in a reasonable time-frame prior to the date set for such a meeting, and must include the time, date, place and purpose of such meeting. Unless impractical, notice shall generally be given not less than thirty (30) days before the date set for such a meeting. Any Director may waive notice of any meeting before, at or after such meeting. The IMSA Executive Director, in cooperation with, or as instructed by the Board President, shall prepare an agenda for the Board meeting which will

be included with the notice to the Board members regarding date, time and place of the meeting. The failure to include a subject or item on the advance agenda does not preclude the presentation of any motion, resolution or other item of business at any meeting of the Board.

- (b) Quorum. Fifty percent (50%) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- (c) Manner of Acting. The act of a majority of the Directors present at a duly called meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by the Act, the Articles of Incorporation, or in these Bylaws. When requested by the President or any member of the Board, the vote on a motion may be by roll call. Roll call votes shall be recorded in the proceedings of the Board. The official tally of any recorded vote of the Board shall list the number of yeas, nays and abstentions.
- (d) Teleconferencing. Any person participating in a meeting of the Directors may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.
- (e) Action by Unanimous Written Consent. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote with respect to the subject matter thereof.
- (f) Annual Meeting. An annual meeting of the Board shall be held at the place of the IMSA Annual Meeting on any day preceding the opening of the Annual Meeting, but not more than three (3) days prior to the opening of the Annual Meeting. The Board may not adjourn until the Budget is approved and adopted.
- (g) Special Meetings. Special meetings of the Board may be called by the President, or at the request of a majority of the Board members. Notice of a special meeting must be provided at least two (2) days' in advance of the meeting.

**Section 8: Vacancy.** If a vacancy occurs in a Director-at-Large position with more than six months remaining in the term, the Council Chair shall request that the Nominating Committee submit a name(s) of qualified and eligible candidates for the office to be elected by a vote of the Council of Delegates, or, if less than six months remains in the term, the Council Chair may order the office to be left vacant until the next Annual Meeting.



**Section 9: Removal.** A Director-at-Large may be suspended or terminated by the affirmative vote of a majority of the Council of Delegates, provided that the number of votes cast to remove the Director-at-Large would be sufficient to elect the Director-at-Large at a meeting of the Council of Delegates. Notice of the meeting shall state the specific Director-at-Large sought to be removed. The Director-at-Large must be provided with notice of his/her proposed removal, as well as an opportunity to respond in person or in writing. Such removal or suspension shall be for one or more material violations of any provision of the IMSA Bylaws, rules, policies, or any applicable provisions of the Act.

## **Article VI**

### **Joint Meeting of the Board and Council**

An annual joint meeting of the Board of Directors and Council of Delegates shall be held at the place of the Annual Meeting on any day preceding the opening of the Annual Meeting, but not more than three (3) days prior to the opening of the Annual Meeting. Written notice thereof shall be sent by the IMSA Executive Director to each member of the Board of Directors and Council of Delegates not later than thirty (30) days prior to the meeting. The order of business shall conform to the outline referenced in the Governance and Policy Manual, and shall include the presentation of an annual report to the Council of Delegates on topics outlined in the Governance and Policy Manual.

## **Article VII**

### **Board Officers**

**Section 1: President, President-Elect, Past President and Secretary.** The office of President-Elect will be voted on by the entire Voting Membership through the IMSA Voting Member process. The President-Elect shall automatically succeed to the position of President at the completion of the term as President-Elect. At the end of his or her term, the President shall automatically serve an additional one (1) year term as Past President. As such, each elected officer of the Board shall serve a three (3) year term (a one (1) year term as President-Elect, a one (1) year term as President, and a one (1) year term as Past President). Notwithstanding anything to the contrary in these Bylaws, if, upon the conclusion of a President's term (i) the President-Elect is unable or unwilling to succeed to the office of President or (ii) the President-Elect has served less than three (3) months as President-Elect, the Board, by a vote of three-fourths of the entire Board, may extend the President's term of service for one additional one-year term (an "Extension"). If an Extension is provided because the President-Elect will have been in office for less than three (3) months, the President-Elect will be eligible for election by the Members to serve a full term as President-Elect during the Extension period. If the President is given an Extension, then the office of Past President will be treated as though there is a vacancy and filled in accordance with these Bylaws. Only employees or officials of a governmental agency, Life or Retired Members who are former governmental employees are eligible to serve as the President-Elect, President or Past President.

If a vacancy occurs in the office of President, the President-Elect will assume the office of President. If a vacancy occurs in the office of President-Elect, the President will request that the Nominating Committee submit names of qualified and eligible candidates for the office to be elected by a vote of the Council of Delegates. If a vacancy occurs in the Past President position, the vacancy shall be filled by the President with the approval of the Board. The IMSA Executive Director shall act as Secretary of IMSA and be responsible for preparing minutes of the meetings of the Members, Council of Delegates, and IMSA Board of Directors, as well as for authenticating records of the Corporation.

**Section 2: Duties of the President.** The President, in addition to such other duties as may be provided for elsewhere in the Bylaws or as directed by the Board, shall:

- (a) Preside at the Annual Meeting of the Corporation and at meetings of the Board;
- (b) Be an ex-officio member of all Committees except the Nominating Committee;
- (c) Provide a written report to the Council of Delegates at least semi-annually on the status of any approved strategic goals and/or objectives;
- (d) As Chief Elected Officer of the Corporation, provide the leadership and direction required to accomplish the objectives of the Corporation as set forth in these Bylaws and as otherwise determined by the Board of Directors; and
- (e) In conjunction with the Council of Delegates Chair, develop the agenda for the joint meeting of Board of Directors and Council of Delegates.

**Section 3: Duties of the President-Elect.** The President-Elect, in addition to such other duties as may be provided for elsewhere in the Bylaws, or as directed by the President or the Board, shall:

- (a) Preside at the Annual Meeting or a meeting of the Board if the President is absent.
- (b) Be empowered to act on behalf of the President in all Corporation matters in the absence or disability of the President, which precludes the President from performing his duties. Such temporary authority shall be limited to that authority granted to the President by the Bylaws.
- (c) Develop a list of committee chairs and representatives for Board approval, to take effect upon assuming the office of President.

#### **Section 4: Qualifications, Nomination and Election of President-Elect.**

- (a) In order to be eligible for election to President-Elect, an individual shall have been an employee or official of a governmental agency, Life or Retired Member who was a former governmental employee. As described in these Bylaws, members must be in good standing for more than five (5) years and served as a Section Officer or IMSA Committee Chair or Representative as set forth in the IMSA Governance and Policy Manual. Only government employees or Life who are former governmental employees are eligible for the position of President Elect.
- (b) On the Nominating Committee Chair's behalf, the IMSA Executive Director shall solicit nominees as set forth in the IMSA Governance and Policy Manual. All eligible Public Agency, Life or Retired Members will be solicited as potential nominees for the office of President-Elect.
- (c) The Voting Members shall vote on the President-Elect by ballot or at an in-person meeting (including proxy voting) as set forth in the Governance and Policy Manual. If fewer than 10% of the Voting Members cast a vote for the President-Elect, the results shall be declared null and void and the President-Elect shall instead be elected by vote of the Council of Delegates, as set forth in the Governance and Policy Manual.

**Section 5: Removal of Officers.** An officer elected by the Voting Members may be removed only by a vote of the Voting Members or the Council of Delegates, acting on behalf of the Voting Members, provided that the officer is first provided with notice of the proposed removal and the opportunity to respond in person or in writing. An officer may be removed for one or more material violations of any provision of the IMSA Bylaws, rules, policies, or any applicable provisions of the Act.

### **Article VIII Committees**

**Section 1: Delegated Authority.** The Board of Directors, by resolution adopted by a majority of the entire Board, may create a Committee of the Board, which committee, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of IMSA between meetings of the Board. However, the Board of Directors shall not have authority to delegate the following matters:

- (a) The submission to members of any action requiring members' approval.
- (b) The filling of vacancies in the Board of Directors or in any committee of the Board.
- (c) The amendment or repeal of the Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal of any resolution of the Board of Directors