

CHAPTER BYLAWS



Article I | NAME AND OFFICE

Section 1. Name - The name of this Association shall be the National Speakers Association Chapter of _____, also known as NSA _____ (hereinafter "Chapter").

Section 2. Office - Chapter shall maintain a statutory agent with a registered office in the State of _____. The principal office of Chapter, if any, shall be at such location as the Board of Directors shall determine.

Article II | PURPOSES

The primary purpose and objective of Chapter shall be to extend the NSA brand into the local market, consistently targeting education and community efforts to the working professional speaker level. Supporting purposes may be stated in the Articles of Incorporation.

Article III | MEMBERSHIP

Section 1. Classes of Members – Membership classes and requirements will mirror those of the National Speakers Association. Only those who are members of the National Speakers Association are eligible to join as a member of this Chapter.

1.1 Academy Member – Any individual shall be eligible for Academy Membership in the Association who:

- 1.1.1 Aspires to become a Professional Member of NSA,
- 1.1.2 Is a paid participant of the National and/or a Chapter-Level Speaker's Academy Program,
- 1.1.3 Has a reputation for integrity and sound character,

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1.1.4 Agrees to abide by NSA's Bylaws, Code of Professional Ethics, and such other rules or regulations as may be adopted from time to time, and

1.1.5 Meets such other uniform requirements as may be established by the NSA Board of Directors.

1.2. Professional Member – Any individual shall be eligible for Professional Membership in the Association who:

1.2.1 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,

1.2.2 Has a reputation for integrity and sound character,

1.2.3 Agrees to abide by NSA's Bylaws, Code of Professional Ethics, and such other rules or regulations as may be adopted from time to time, and

1.2.4 Meets such other uniform requirements as may be established by the NSA Board of Directors, and

1.2.5 Falls within one or more of the following subcategories:

1.2.5.1 Qualified – Has met the qualifications of 1.2.1, 1.2.2, 1.2.3, and 1.2.4.

1.2.5.2 Certified – Has met the qualifications of 1.2.1, 1.2.2, 1.2.3, 1.2.4, and has earned the designation of Certified Speaking Professional (CSP).

1.2.5.3 Legacy – Has met the qualifications of 1.2.2, 1.2.3, 1.2.4, and has been a professional member of NSA for a minimum of 10 years, is a minimum of 65 years old, and is making fewer than 15 paid speaking presentations per year.

1.3. Professional Affiliate Member – Any individual shall be eligible for Professional Affiliate Membership in the Association who

1.3.1 Offers materials, equipment, or services to NSA Members and/or the speaking industry,

1.3.2 Has a reputation for integrity and sound character,

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1.3.3 Agrees to abide by NSA's Bylaws, Code of Professional Ethics, the Association's Standards Agreement for Professional Affiliate Members, and such other rules or regulations as may be adopted from time to time, and

1.3.4 Meets such other uniform requirements as may be established by the NSA Board of Directors.

Section 2. Honorary Membership - The Chapter Board of Directors shall be entitled to bestow honorary membership upon deserving individuals who consent to this designation. This membership category shall carry with it no rights, including neither voting rights, nor obligations of membership except as the Chapter Board of Directors may determine. In these bylaws, references to "members" do not include honorary members unless the context clearly requires otherwise.

Section 3. Approval of Members - Any individual eligible for membership under these bylaws may be approved for membership on written application in accordance with procedures and policies adopted by the Chapter Board of Directors.

Section 4. Rights and Responsibilities - All classifications of membership of this Chapter shall be eligible to vote. Only Professional Members shall be eligible to hold office or serve on the Chapter Board of Directors.

Section 5. Censure, Suspension, and Expulsion - Members of the Chapter may be censured, suspended, terminated or otherwise sanctioned for cause by the National Speakers Association. Sufficient cause shall be a violation of the National Speakers Association's Bylaws, Code of Ethics, Professional Conduct Policy or any policy or procedure duly adopted by the National Speakers Association, or any other conduct prejudicial to the best interests of the National Speakers Association and its Chapters.

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Section 6. 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 7. Resignation of Membership - Any member resigning from membership shall not be entitled to any refund of dues, assessments or other fees. The resigning member remains obligated to pay any outstanding indebtedness to the Chapter incurred prior to such resignation. Upon resignation, a resigning individual shall have no rights or claim against the Chapter.

Section 8. Non-Transferability of Chapter Membership - Membership in the Chapter is individual and is non-transferable and non-assignable unless special permission is granted by two-thirds (2/3) vote of the Chapter Board of Directors.

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 Chapter Board of Directors.

Section 2. Contributions - The Chapter 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 of the same by the Chapter Administrator or such other officer as may be designated for such purposes by the Chapter Board of Directors. If payment is not made within the next succeeding sixty (60) days, such member shall, without

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further notice, be dropped from membership and thereupon forfeit all rights and privileges of membership.

The Chapter Board of Directors 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 Chapter funds shall be according to policies adopted by the National Speakers Association or the Chapter Board of Directors. When in conflict, the National Organization's policies and rules shall be followed.

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

Section 6. Bonding - Any person entrusted with the handling of funds or payments of the Chapter shall obtain and maintain either a fidelity bond or appropriate insurance at the cost of the Chapter.

Section 7. Budget - In advance of each fiscal year, the Treasurer shall propose and the Chapter Board of Directors shall adopt an annual operating budget covering all activities of the Chapter.

Section 8. Qualified Review - The accounts of the Chapter shall be reviewed each year by a person with sufficient financial knowledge to assess the Chapter's bookkeeping practices, operations and financial position. The reviewer may be a CPA but this is not required. The reviewer may NOT have served as a Chapter Board member for the year under review. While a review within the meaning of AICPA's Statements on Standards for Accounting and Review Services may be performed, this is not the level of accounting review contemplated by this Article. A written report from a qualified person not serving on the board of directors shall

be directed to the Chapter Board of Directors.

Article V | MEETINGS OF MEMBERS AND VOTING

Section 1. Annual Meeting - The annual membership meeting of the Chapter shall be held at such place and on such dates as may be determined by the Chapter Board of Directors. The purpose of the meeting is to install new board members, report financial health of the organization, and conduct any additional Chapter business as deemed necessary by the Chapter Board of Directors. Notice of such meeting shall be communicated to each member in the manner and at the time permitted by applicable law.

Section 2. Cancellation or Postponement of Meetings - The Chapter Board of Directors may cancel or postpone any annual meeting for good cause.

Section 3. Election and Voting - The election of Directors shall be conducted via written or electronic ballot as determined by the Chapter Board of Directors. A member entitled to vote shall vote by designated ballot only. Members shall not be entitled to vote by proxy.

Section 4. Quorum – One third (1/3) 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 Chapter 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 | CHAPTER BOARD OF DIRECTORS

Section 1. Composition and Term of the Chapter Board - The Chapter Board shall consist of not less than seven (7) Directors, inclusive of the officers. The President, President-Elect and Immediate Past President shall be ex officio voting members of the Chapter Board of Directors and do not require re-election. The Vice-President shall be elected from and by the Board (see Article VII, OFFICERS, Section 1. Officers below) and shall continue on the board through the President- Elect, President and Immediate Past President terms. The remaining directors shall be elected and each serve for a two-year term. No elected Director shall be eligible for re-election upon the completion of two (2) full terms until after the passage of one (1) year. The Secretary and Treasurer shall be elected from and by the Board of Directors. The Chapter Board may determine additional ex officio members, without vote or the right to make motions.

Section 2. Power of the Chapter Board - The Chapter Board of Directors shall have supervision, control and direction of the affairs of the Chapter, shall determine its policies or changes therein within the limits of the Chapter Bylaws, Articles of Incorporation, including education programs, awards, and events, shall actively execute its purposes and shall have discretion in the disbursement of its funds. The Chapter Board of Directors may adopt such policies and procedures for the conduct of the Chapter'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 Chapter 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 Chapter 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 Chapter Board of Directors, at such time and place as the President may designate. Notice

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of all meetings of the Chapter Board of Directors shall be distributed to each Director of the Chapter Board at least five (5) but not more than forty (40) days prior to the time appointed for such meeting. The Chapter 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 Chapter Board of Directors.

Section 4. Quorum - A majority (51 percent) of the voting members of the Chapter Board of Directors shall constitute a quorum at any meeting of the Chapter 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 shall not receive any compensation for their services as Directors, but the Chapter 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 Chapter.

Section 6. Resignation or Removal - Any director may resign at any time by giving written notice to the President or to the Chapter 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 Chapter Board. Any member of the Chapter 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 Chapter Board has declared to be insufficient, the Director shall be deemed to have resigned as a Director. A Director may be removed from office with or without cause by a two-thirds (2/3) affirmative vote of

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the directors present and voting at any regular or special meeting at which a quorum is present, provided that the notice of such meeting stated that a purpose of the meeting was the removal of the director.

Section 7. Vacancies - A vacancy in the office of a voting Director may be filled by the Chapter Board of Directors for the balance of the remaining term.

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 Chapter Board of Directors shall establish a "Policy and Procedures Manual" which may contain information, procedures, policies or elaboration upon these Bylaws.

Article VII | OFFICERS

Section 1. Officers - The officers of the Chapter shall be the President, President-Elect, Vice- President, Secretary, Treasurer, Immediate Past President and such other officers as may be deemed necessary by the Chapter Board of Directors. The Vice-President, Secretary and Treasurer shall be elected at the Chapter Board of Directors meeting immediately preceding the annual meeting of the members from a slate of nominees presented by the Nominating Committee. The President-Elect shall automatically become President of the Chapter and the Vice President shall automatically become President-Elect of the Chapter at the conclusion of the annual meeting of members.

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 Chapter Board of Directors and shall serve for a term of one year or until a successor is duly elected and installed.

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Section 3. Resignation or Removal - Any elected officer may resign at any time by giving written notice to the President or to the Board of Directors. Any elected officer may be removed by a two-thirds (2/3) vote of the Chapter Board of Directors whenever in its judgment the best interest of the Chapter 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 Chapter 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 Chapter and shall preside over all meetings of the members and the Chapter Board of Directors. The President shall also, at the annual meeting of the Chapter, and at such other times as deemed proper, communicate to the Chapter or to the Chapter Board of Directors, such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Chapter, and shall perform such other duties as are necessarily incident to the office of President or as may be specified by the Chapter Board of Directors.

Section 6. President-Elect - The President-Elect shall assume the office of President at the conclusion of the annual meeting of members or upon the death, resignation or removal of the President. The President-Elect may be delegated by the President or the Chapter 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 Chapter 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.

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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 Chapter Board of Directors.

Section 8. Treasurer - The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Chapter, 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 Chapter Board of Directors. Any of the Treasurer's duties may be delegated to a designee selected by the Chapter Board of Directors.

Section 9. Secretary - The Secretary shall keep the minutes of the meetings of the Chapter 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 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 Chapter Board of Directors. Any of the Secretary's duties may be delegated to the Chapter Administrator or to his or her designee by the Chapter Board of Directors.

Section 10. Chapter Administrator / Executive Director - In addition to elected officers, the Chapter Association may have a Chapter Administrator or an Executive Director. The Chapter Administrator or Executive Director shall be the administrator and manager of the Chapter employed or engaged by the Chapter Board of Directors. The Chapter Administrator or Executive Director shall be responsible to the President and Chapter Board of Directors, shall have the authority to execute contracts on behalf of the Chapter and to disburse funds, as approved by

the Chapter Board of Directors, and shall hire or engage and may terminate the employment or engagement of members of the staff as necessary to carry out the work of the Chapter. In addition, the Chapter Administrator or Executive Director shall manage and direct all functions and activities of the Chapter and perform such other duties as may be specified by the Chapter Board of Directors.

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

Article VIII | COMMITTEES AND COUNCILS

Section 1. Committees and Councils - The Chapter shall have a Nominating Committee, and the Chapter Board of Directors may appoint such other standing or special committees, subcommittees, councils or task forces (“committees”) as may be required to carry out the Chapter’s business.

Section 2. Chapter Board and Officer Nominations Committee - The Immediate Past President shall chair a Committee of no fewer than four 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 Chapter and will submit a slate for the office of Vice President to be voted upon at the annual meeting of the Chapter Board. If a slate of two nominees for Vice President is submitted, the nominee who receives a majority vote will be elected.

Section 3. Rules - Each committee and council will abide by applicable law and the rules and direction adopted by the Chapter Board of Directors.

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Article IX | MISCELLANEOUS

Section 1. Procedures - All meetings of the Chapter 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 or with duly adopted policies and procedures of the Chapter

Section 2. Code of Ethics - The Chapter Board of Directors will refer all issues regarding violation of the National Speakers Association Code of Ethics to the national organization for enforcement as it deems necessary.

Section 3. Seal or Logo – The Chapter will adhere to the NSA Logo Policy for Chapters:

All Chapters must incorporate the NSA logo in their online and print materials. They do not need to create a unique Chapter logo but must assure that the NSA logo is visible in all website mastheads, letterhead, envelopes, and other printed documentation. NSA will provide the artwork for the logo and Chapters must not alter it. Chapters are allowed to incorporate the logo into their own designs in any way they wish as long as it does not alter the NSA logo.

Section 4. Indemnification - The Chapter shall 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 Chapter, or who is or was serving at the request of the Chapter as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, foundation or other enterprise. In addition, the Chapter 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 Chapter or who is serving at the request of the Chapter as a director, officer, employee or agent of another corporation, partnership, joint

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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 Chapter would have the power to indemnify against such liability.

Section 5. Name Change - Before the Chapter may submit a Chapter name change for consideration to the NSA Board of Directors it must be officially approved by the Chapter's membership.

Section 6. Territory Jurisdiction – The following geographical boundaries may be used to determine jurisdiction: State, City, 80-mile-radius. There may only be one chapter within any 80-mile-radius.

Article X | AMENDMENTS

These Bylaws may be amended or altered, in whole or in part, by a two-thirds (2/3) vote of the Chapter Board of Directors, provided that:

- The Chapter Board members have been notified at least 15 days in advance of the meeting at which the vote will be taken,
- The national organization pre-approves the amendment or alteration, and
- No such amendment shall be inconsistent with the provisions of the Articles of Incorporation.