

# SOCAP BYLAWS

## ARTICLE I - NAME AND LOCATION

Section 1. This organization shall be known as the Society of Consumer Affairs Professionals in Business (SOCAP).

Section 2. The principal office of SOCAP shall be in Alexandria, Virginia, or in any other location as may be determined by the Board of Directors.

Section 3. Regional SOCAP Chapters shall be established in such localities and under such conditions as may be determined by the Board of Directors of SOCAP.

## ARTICLE II - PURPOSE

Section 1. Purposes for which SOCAP is formed are stated in the Articles of Incorporation.

## ARTICLE III - MEMBERSHIP

Section 1. There shall be six classifications of membership in SOCAP: International Allied Members, Corporate/Institutional Members, Regular Members, Associate Members, Alumni Members and Student Members. The SOCAP Board of Directors shall determine the requirements and make-up of each membership classification.

Section 2. Regular and associate members may vote and hold office in SOCAP. In addition, all corporate members through their designated membership representatives may also vote and hold office in SOCAP. Any reference to "voting members" unless specifically identified otherwise, refers to regular, associate and corporate members through their designated membership representatives who may vote and hold office in SOCAP.

Section 3. The SOCAP Board of Directors may establish other classifications of and conditions for membership consistent with these Bylaws.

Section 4. All applicants for SOCAP membership shall complete an application form provided by SOCAP. Such application shall include an agreement by the applicant to support the purpose and objectives of SOCAP. Membership acceptance shall be by the SOCAP Board of Directors or its designee.

Section 5. Members of any classification and any corporate member representative may be removed from membership by two-thirds vote of all of the members of the SOCAP Board of Directors. For any cause other than non-payment of dues, removal shall occur only after the member has been advised of the reason and has been given a reasonable opportunity to explain.

Section 6. Members of any classification may resign by filing a written resignation with the President of SOCAP, but such resignation shall not relieve the resigning member of the obligation to pay any dues or charges accrued or unpaid.

## ARTICLE IV – DUES AND FEES

Section 1. Dues and fees for all classifications of SOCAP membership shall be established by the SOCAP Board of Directors. Each Chapter may establish and collect separate fees for specific Chapter services.

Section 2. Any member of any classification of SOCAP who is delinquent in dues for a period of sixty (60) days from the time dues are payable shall be notified of such delinquency and may be suspended. If payment of dues is not made within the next succeeding thirty (30) days, the delinquent member shall be removed from membership, unless such removal is waived by action of the SOCAP Board of Directors.

Section 3. Unless authorized by the SOCAP Board of Directors, no dues shall be refunded to any member whose membership terminates

for any reason.

## ARTICLE V – CHAPTERS

Section 1. All SOCAP Chapters must be chartered by the SOCAP Board of Directors and established and approved in accordance with these Bylaws. All SOCAP Chapters are subject to the provisions contained in the SOCAP Articles of Incorporation and these Bylaws.

Section 2. Chapters shall operate under the conditions established by the Chapter Affiliation agreement and the SOCAP Board of Directors. The Bylaws of each Chapter shall conform to the Bylaws of SOCAP. Amendments to Chapter Bylaws must be ratified by the SOCAP Board of Directors.

Section 3. The fiscal year of a Chapter shall be the same as the SOCAP fiscal year, and each Chapter shall provide the SOCAP Treasurer with an annual accounting of finances in such form and at such time as may be determined by the SOCAP Board of Directors. All Chapter funds shall be used to accomplish the purpose and objectives stated in these Bylaws.

Section 4. A Chapter may be dissolved by resolution of the SOCAP Board of Directors at its discretion. A Chapter may also petition the SOCAP Board of Directors for dissolution. Upon any such dissolution, any funds remaining shall be distributed in accordance with ARTICLE XVI of these Bylaws. Whenever the SOCAP Board of Directors' decision to dissolve a Chapter is appealed by that Chapter, the SOCAP Board of Directors shall conduct a special hearing to reconsider its decision in such manner and location as determined by the Board at that time. Following such hearing, any subsequent vote to dissolve the Chapter requires a 2/3 vote of the SOCAP Board of Directors. All Chapters shall be dissolved automatically in the event of the dissolution of SOCAP.

## ARTICLE VI – MEETINGS AND VOTES

Section 1. The Regular Meetings of SOCAP shall be held at such places and on such dates as determined by the Board of Directors, but shall be held at least once each calendar year.

Section 2. Special Meetings of SOCAP may be called by the Board of Directors at any time, or shall be called by the Chair upon receipt of a written request by ten percent (10%) of the voting members. Such meeting shall be held within sixty (60) days after the filing of such request with the Secretary. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3. Written notice of any meetings of SOCAP shall be mailed to the last known address of each voting member at least thirty (30) days prior to the date of the meeting. Electronic communication is acceptable.

Section 4. At any Regular or Special Meeting of members, a quorum shall consist of ten percent (10%) of all the voting members of SOCAP.

Section 5. At all meetings of SOCAP, each voting member shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these Bylaws, a majority of those members present shall govern. The vote of a majority of the members present at any meeting at which there is a quorum shall be the acts of the members except as a larger vote may be required by law, by these Bylaws, or by the Articles of Incorporation.

Section 6. Proposals to be offered to the members for a mail vote, excepting election ballots, shall first be approved by the SOCAP Board of Directors unless the proposal is endorsed by ten percent (10%) of the voting members in which case Board approval shall not be necessary. On any mail vote, no less than fifty percent (50%) of all voting members must cast a ballot to constitute a valid action, and a majority of those voting shall determine the action unless otherwise required by law, by these Bylaws, or by the Articles of Incorporation.

Section 7. The Board of Directors may cancel any meeting of SOCAP. In the event of cancellation of the Annual Meeting, at which Officers and Directors are to be elected, the Secretary shall mail to the membership the written report of the Nominating Committee, allowing thirty (30) days for the filing of additional nominations endorsed in writing by any twenty-five (25) members. Sixty (60) days thereafter, a mail ballot of members shall be conducted to elect Officers and Directors, and the Secretary shall certify their election.

Section 8. The meetings and proceedings of SOCAP shall be regulated and controlled according to Roberts Rules of Order (newly revised) for parliamentary procedure, except as may otherwise be provided by these Bylaws.

#### **-ARTICLE VII – OFFICERS**

Section 1. The elected Officers of SOCAP shall be a Chair a Chair-Elect, a Secretary, a Treasurer, and an Immediate Past Chair all to be elected by the members at the Annual Meeting of SOCAP with the exception of the Chair-Elect who automatically assumes the position of Chair and the Immediate Past Chair). The President and Chief Executive Officer (CEO) shall serve as an Officer of SOCAP ex-officio and as Member of the Board of Directors and Executive Committee without voting privileges.

Section 2. Each elected Officer shall take office on the January 1 immediately following the Annual Meeting at which he/she is elected and shall serve for a term of one (1) year or until a successor is duly elected and assumes office. Each elected Officer shall serve concurrently as a member of the Board of Directors and a member of the Executive Committee.

Section 3. Except for the Secretary and Treasurer, no elected Officer, having served one full term, shall be eligible for re-election to the same office, unless at least one (1) year shall have elapsed.

Section 4. Any vacancy for an officer position shall be filled by the Chair and confirmed by the Board of Directors. In the event that the Chair's position becomes vacant, the Chair-Elect shall assume the office of Chair.

Section 5. The Board of Directors, in its discretion and by two-thirds vote of all its members, may remove any Officer from office.

#### **ARTICLE VIII - DUTIES AND OFFICERS**

Section 1. The Chair shall serve as Chair of both the Board of Directors and Executive Committee. The Chair shall also serve as a member, ex-officio, with right to vote, on all committees except the Nominating Committee and make all required appointments to standing and special committees with the approval of the Board of Directors.

The Chair shall communicate to the members of all classifications such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of SOCAP. The Chair shall perform whatever duties that may be necessary to carry out the affairs of the Office of Chair or as may be prescribed by the Board of Directors.

Section 2. The Chair-Elect performs the duties of the Chair whenever the Chair is unable to do so. The Chair-Elect is a member of the Board of Directors. The Chair-Elect shall perform such duties as from time to time may be prescribed by the Board of Directors.

Section 4. There shall be a Secretary who shall be responsible for the proper recording of proceedings of meetings of SOCAP, the Board of Directors and all committee meetings; shall have custody of the corporate seal; shall notify Officers and Directors of their election; shall in general perform all duties incident to the Office of Secretary; and shall perform such other duties as may be assigned by the Chair or by resolution duly adopted at any meetings of the Board.

Section 5. The Treasurer shall be responsible for collecting all member dues and fees, for establishing accounting procedures for the handling of SOCAP funds and for keeping these funds in whatever banks, trust companies and investments as are approved by the SOCAP Board of Directors. The disbursement and transfer of such

funds shall be made only under such terms and conditions as may be established by the Board. The Treasurer shall report periodically to the Board of Directors SOCAP's financial affairs and shall make a financial report to the membership at the Annual Meeting. The Treasurer shall perform all duties incident to the Office of Treasurer and such other duties as may be assigned by the Chair or by resolution of the Board. At the end of each fiscal year, the Treasurer shall prepare an annual financial report which shall reflect an external audit. At the expiration of the Treasurer's term of office, all books, money and other property shall be delivered over to the elected successor, or in the absence of a successor, such property shall be delivered to the Chair.

Section 6. The Immediate Past Chair is the most recent Chair of the SOCAP Board of Directors. The Immediate Past Chair shall serve as an advisor to the Board of Directors and provide continuity and support the Chair in leadership development.

Section 7. The Board of Directors may employ a President and Chief Executive Officer (CEO) whose terms and conditions of employment shall be specified by the Board. The President & CEO shall be the chief executive officer of the Society, responsible for all management functions. The President & CEO shall manage and direct all activities of SOCAP as prescribed by the Board of Directors and shall be responsible to the Chair. The President & CEO may employ and/or terminate the employment of members of the staff necessary to carry on the work of SOCAP and fix their compensation within the approved budget. The President & CEO shall define the duties of the staff, supervise their performance, establish their titles and designate their responsibilities.

#### **ARTICLE IX – BOARD OF DIRECTORS**

Section 1. The governing body of SOCAP shall be the Board of Directors. The Board of Directors shall have supervision and control of the affairs of SOCAP, its committees and publications. The Board of Directors shall determine policies and supervise the disbursement of SOCAP funds. The Board of Directors shall adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may delegate certain of its authority to the Executive Committee. All members of the Board of Directors must be current members of SOCAP.

Section 2. The Board of Directors shall consist of the Chair, the Chair-Elect, the Secretary, the Treasurer, the Immediate Past Chair, the President and CEO (ex-officio) and not less than twelve (12) but not more than fifteen (15) members of SOCAP. If for any reason the Immediate Past Chair is unable to fill his/her term of office, the Chair shall appoint the next most Immediate Past Chair who is able to perform the duties of an acting member of the Board.

No more than two (2) members of the Board of Directors shall be vendors, suppliers or consultants, and no more than two (2) members of the Board of Directors shall be employed in government or education. The determination of vendor, supplier, consultant, government, or education status shall be made by the SOCAP Nominating Committee.

Members of the Board of Directors who are duly elected/appointed to the Board of Directors in accordance with the SOCAP Bylaws shall be eligible to serve the remainder of their elected/appointed term of office regardless of job changes or transfers, subject to the approval of the Board of Directors.

Section 3. Each elected Director shall take office on the January 1 immediately following the Annual Meeting at which he/she is elected and shall serve for a term of three (3) years or until a successor is duly elected and assumes office. The three year term shall not apply to Officers.

Section 5. Up to three (3) members of the Board of Directors who have served a full three-year term shall be eligible for reelection as a Director in a given year. No director having served two three-year terms consequently having no nomination for SOCAP office may return to the Board until at least one year's absence from the Board in any capacity has elapsed.

Section 6. At any meeting of the Board of Directors, no less than 60% of the members of the Board of Directors shall constitute a quorum for the transaction of the business of SOCAP. Any such business thus transacted shall be valid if passed by a majority vote.

Section 7. A regular meeting of the Board of Directors shall be held not less than three (3) times during each calendar year at such time and place as the Board of Directors may prescribe. Notice of all such meetings shall be given to the members of the Board of Directors not less than thirty (30) days before the meeting is held. Special meetings of the Board of Directors may be called by the Chair at the request of any five (5) members of the Board of Directors by notice delivered to each member of the Board of Directors not less than ninety-six (96) hours before the meeting is held. The Board of Directors, by unanimous consent, may waive notice requirements of any meeting of the Board of Directors.

Section 8. Voting rights of a Director shall not be delegated to another or exercised by proxy.

Section 9. Action taken by mail or electronic ballot of the members of the Board of Directors, in which at least 75% of such Directors, in writing, declare themselves to be in agreement, shall constitute a valid action of the Board and shall be reported at the next regular meeting of such Board.

Section 10. Any elected Officer or Director absent from three (3) consecutive meetings of the Board of Directors shall automatically vacate that seat on the Board of Directors effective with the receipt of written notification from the SOCAP Chair. The vacancy shall be filled as provided by these Bylaws.

Section 11. Any vacancy occurring on the SOCAP Board of Directors shall be filled by the Chair and confirmed by the SOCAP Board of Directors, using as a primary source the most recent list of potential candidates developed by the Nominating Committee. A Director elected to fill a vacancy shall serve the unexpired term of the predecessor and may, upon completion of said term, be nominated for election to a full three-year term.

Section 12. Directors and elected Officers shall not receive any compensation for performing the duties of their office.

Section 13. The Board may appoint a Special Advisor as a member of the Board of Directors with the approval of 2/3 of all members of the Board. The Special Advisor shall take office for a period of one year from approval. The Board may decide to reappoint the Special Advisor for an additional one-year term. The Special Advisor serves as a Member of the Board of Directors without voting privileges and is not required to be a current member.

#### **ARTICLE X – EXECUTIVE COMMITTEE**

Section 1. The Executive Committee may act in place and instead of the Board of Directors between Board meetings on all matters except those specifically reserved to the Board by law, by these Bylaws, or by the Articles of Incorporation. Actions of the Executive Committee shall be reported to the Board for ratification by mail or at the next Board meeting.

Section 2. The Executive Committee shall consist of the Officers together with three (3) Directors nominated by the Chair and approved by the Board of Directors. The SOCAP Chair or a designee shall chair this committee.

Section 3. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The Chair shall call such meetings of the Executive Committee as the business of SOCAP may require or a meeting shall be called upon request of five (5) members of the Executive Committee.

Section 4. Any vacancy occurring on the Executive Committee shall be filled in the manner provided in ARTICLE VII, Section 5, and/or ARTICLE IX, Section 11. Any Executive Committee Member so elected to fill a vacancy shall serve the unexpired term of the predecessor.

#### **ARTICLE XI – NOMINATING PROCESS**

Section 1. The Immediate Past Chair of SOCAP shall be the Chair of the Nominating Committee, provided that the Immediate Past Chair is able to serve and maintains his/her eligibility for membership in the

Society. The Nominating Committee shall consist of the Chairperson and not less than six (6) committee members selected by the Chair of the Nominating Committee and the Chair and approved by the SOCAP Board of Directors in order to assure the broadest possible representation of the SOCAP membership. Where the Chair and Nominating Committee Chair do not concur, they will submit those names on which they do not concur to the Board of Directors for final selection.

Section 2. In order to insure the broadest input of names to the Nominating Committee, at least nine (9) months prior to the Annual Meeting, the Nominating Committee Chairperson shall give notice to the full SOCAP membership inviting members to suggest names of potential candidates. In addition, the Nominating Committee Chairperson shall seek candidates for review by the Committee by writing to the members of the SOCAP Board of Directors, SOCAP Committee Chairpersons, SOCAP Past Chairmen, SOCAP Chapter Presidents and the Members of the Nominating Committee, asking these individuals to submit the names of potential candidates to the Nominating Committee; a follow-up letter shall be issued no later than six (6) months prior to the Annual Meeting. The Nominating Committee shall also consider the list of potential candidates developed by the previous year's Nominating Committee.

Section 3. At least ninety (90) days prior to the Annual Meeting, the Nominating Committee shall present to the membership a report consisting of nominations of one candidate for each office and directorship to be filled. The report shall include a short biographical sketch of each candidate nominated and outline procedures to be followed for additional nominations.

Section 4. Additional nominations must be made in writing by any twenty-five (25) members at least thirty (30) days prior to the Annual Meeting.

Section 5. Any person nominated by the Nominating Committee or otherwise shall have given prior consent to the nomination and serve if elected.

Section 6. If any member of the Nominating Committee shall resign or otherwise be unable to fulfill his/her duties, the Chair shall appoint, with the approval of the SOCAP Board of Directors, a successor.

Section 7. No members of the Nominating Committee shall be eligible to be nominated for any position while serving as a member of the Nominating Committee.

Section 8. The Nominating Committee shall conduct an election at the Annual Meeting at which each member present will have one vote to cast for each Officer position and each Directorship position to be elected. The ballot shall indicate those nominees recommended by the Nominating Committee and those recommended by petition. Candidates receiving the highest number of votes for each office shall be declared elected. Where a majority of the votes cast is not received by any one candidate, a run-off election shall be held between those two candidates receiving the highest number of votes. In the event of a tie between two candidates in any election, the Board of Directors shall elect one of the candidates involved to fill the Office or Directorship in question at the next full meeting of the Board of Directors. If, however, no nominations are made by petition, the Secretary shall cast a unanimous ballot for the candidates of the Nominating Committee.

Section 9. The Nominating Committee shall meet at least once each year to discuss and evaluate potential candidates.

Section 10. The Chair of the Nominating Committee shall provide the Committee's list of potential candidates to the newly-elected Chair and newly-appointed Nominating Committee Chair within thirty (30) days of the conclusion of the Annual Meeting.

#### **ARTICLE XII – SPECIAL AND STANDING COMMITTEES**

Section 1. The Finance Committee shall consist of SOCAP members appointed by the Board Chair and approved by the Board. The Treasurer shall serve as the Chair of the Finance Committee.

Section 2. The Chapter Relations Committee shall consist of the duly elected President of each chartered SOCAP Chapter.

Section 3. Except as otherwise herein provided, special committees, sub-committees, and task forces shall be appointed, as necessary, by the Chair with the approval of the Board of Directors. The duties of such

groups, which may not conflict with these Bylaws, shall be prescribed by the Board of Directors prior to their commencement.

### **ARTICLE XIII – GENERAL COUNSEL**

Section 1. A General Counsel may be appointed by the Board of Directors in keeping with the qualifications and terms of employment adopted by the Board. The General Counsel shall advise SOCAP upon such legal matters as may be referred by the Board of Directors through its President and CEO.

### **–ARTICLE XIV – FINANCE**

Section 1. The fiscal periods of SOCAP shall be prescribed by the Finance Committee with the approval of the Board of Directors.

Section 2. All persons handling the funds on behalf of SOCAP shall be bonded in amounts designated by the Board of Directors and at the expense of SOCAP.

Section 3. With the recommendations of the Treasurer, the Board of Directors shall adopt such budget and financial plans as are necessary to carry out the orderly activities of SOCAP.

Section 4. The financial records of SOCAP shall be audited annually by a certified public accountant, appointed by the Chair and approved by the Board of Directors. The auditor shall report annually to the SOCAP Board of Directors.

### **–ARTICLE XV – DISSOLUTION**

Section 1. SOCAP shall use its funds only to accomplish the purpose and objectives specified in these Bylaws, and no part of said funds shall inure, or be distributed to the members of SOCAP. On dissolution of SOCAP, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

### **ARTICLE XVI - AMENDMENTS**

Section 1. Amendments to these Bylaws may be proposed by the SOCAP Board of Directors on its own initiative or upon written petition to the SOCAP Board of Directors by 10% of the members. The Board of Directors shall present all such proposals to the members with or without endorsement at the annual meeting or special meeting of the Society.

Section 2. These Bylaws may be amended only by an affirmative vote of two thirds of the voting members present at the annual meeting or special meeting, provided that notice of such amendments shall be included in the notice of any regular or special meeting held for such purpose.

Bylaws as approved by the SOCAP Membership 10/16/2012