



Bylaws

Article One- Offices

Section 1.01

The principal office of the corporation (hereinafter called the "Institute") for the transaction of its business shall be located at 18615 Willamette Drive, West Linn, OR 97068

Section 1.02

The Board of Directors may however, change the principal office from one location to another, by noting the changed address and effective date below, and such change of address shall not be deemed an amendment of these By-Laws:

Revised Dated: October 6, 2004

Revised Dated: _____, 2____,

Revised Dated: _____, 2____,

Section 1.03

The Institute may also have offices at such other places, within or outside the State of Oregon where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

Article Two – Purpose

Section 2.01 The purposes of the Institute are:

- (a) To unite individuals and firms involved in counseling, valuation, acquisition, sale or transfer of privately-owned or closely-held companies, through continuing education and the exchange of ideas, and develop the highest standards of professionalism among its members to insure public confidence.
- (b) To elevate, maintain and improve the educational standards of the membership.
- (c) To better serve the public by creating a broader and more active market for business opportunities.
- (d) To stimulate and facilitate the transaction of business between members through cooperation and exchange of their listings.
- (e) To encourage members to adhere to the principals of the Code of Ethics and to uphold the highest standards of business practice.
- (f) To serve as a forum for those who by virtue of their unique experience and/or knowledge enhance the ethical and professional standards of the Institute and offer a special benefit to the business opportunity market.

Article Three – Members

Section 3.01 Classes of Membership and Rights

The Institute shall have six classes of members as follows:

(1) **Certified Business Counselors (CBC)**; is the designated level of membership denoting an individual has met rigorous experience requirements and completed ongoing educational as required by the Institute to maintain an accredited status.

Requirements for CBC certification are;

- A). An earned college degree plus a minimum of three full years of experience in the candidates respected field; or five years of experience without a degree; and

B). At least one earned designation from another association or organization, or from an institution of higher learning, which is recognized by the education committee and approved by the board of directors. Candidates who do not meet this requirement may earn the designation with two years of additional experience in their area of expertise.

C). Maintain forty-eight (48) hours of credits for re-certification every three (3) years.

(2) **Candidate members**; are those members who have joined the Institute to access educational, networking and professionalism-enhancing opportunities and are working toward accredited status.

(3) **Affiliate members**. Affiliate and Candidate members do not have the right to vote or use the designation "Certified Business Counselor" or "CBC." In all other respects the rights, interests and privileges of each member, regardless of classification in the Institute are equal, except that an Affiliate may not serve as a director or officer of the Institute. Certified Business Counselors have the right to use the designation "Certified Business Counselor" or "CBC." Each classification of membership may have specialty divisions within the classifications. Affiliate members are individuals and companies that supply services or products to facilitate the transactions and assignments performed by other members of the Institute.

(4) **Senior Status** is given to those members who have (i) reached sixty-five years of age, (ii) who have been a member for ten years and (iii) are inactive in their profession. A senior member cannot hold or serve on the board of directors however, they can serve on committees.

(5) **Honorary Status** is bestowed by the Board of Directors for recognition in exemplary service or achievements.

(6) **Master Certified Business Counselor (MCBC)** is the highest professional certification awarded by the Institute of Certified Business Counselors in recognition for service provided to ICBC and its membership. Member meeting the requirements for MCBC shall be submitted for approval by the Board of Directors prior to the annual meeting.

Requirements for MCBC certification are;

A). Must hold a license or another designation from a recognized professional society and be a member in good standing of ICBC for ten consecutive years. or any

combination totaling ten years as follows;

Serve as board member – one additional year credit for each year served.

Serve as President (upon completion of full term) four years additional credit.

B). Or be a member in good standing for 15 consecutive years.

C). Maintain forty-eight (48) hours of credits for re-certification every three (3) years.

Section 3.02 Qualification

Qualification for "Certified Business Counselor" (CBC) or "Master Certified Business Counselor" (MCBC) shall depend upon successfully completing the approval process.

Section 3.03 Re-Certification

Members of The Institute of Certified Business Counselors are required to obtain a minimum of 48 hours of credits every three years for re-certification as CBC or MCBC. The forty-eight required hours can be earned as follows;

1. Actual attendance at one ICBC conference every three-years for 24 hours of credit (8 hours for each day attended) and;
2. The balance (24 hours) can be earned by any of the following; (a) ICBC hours of contribution as outlined; or (b) attendance at industry related professional conferences; and/or (c) hours spent in professional continuing educational programs for selected professions.

ICBC hours of credits may be earned as follows:

- Speaking/Presentation at ICBC annual conference – 8 credits for each hour.
- ICBC newsletter articles submitted and accepted – 4 credits for each articles published.
- Committee Director/Chairperson – 12 credits for each full year served.
- Serving on committees – 4 credits for each full year served.
- Board of Director – 16 credits for each full year served.
- Developing material(s) for ICBC, (i.e. education classes, etc) – 8 credits for each hour of classroom material

Section 3.04 Admission

(a) Application for membership shall be made in writing on a form prescribed by the Board of Directors. The applicant shall be given a copy of the Institute's Articles of Incorporation, By-Laws, Code of Ethics and Policy and Procedures Manual.

(b) An applicant for Affiliate membership shall supply satisfactory evidence to the membership committee that he has established a favorable reputation in the community, and that he conducts himself and his business in compliance with law and in a reputable manner. The applicant must also supply satisfactory evidence of his expertise and may be required to pass an examination of the Institute's Code of Ethics and Policy and Procedures Manual.

(c) The membership committee shall review the application, and make the final decision as to whether the applicant should or should not be accepted as a Candidate or Affiliate member.

(d) Applicants shall be admitted as members upon payment of institutional fees and dues (as herein specified) and approval of the majority of the membership committee.

(e) Applicants not accepted, as Affiliate members by the membership committee may not reapply for membership within one (1) year from date of rejection by the membership committee. The rule may be waived by a two-thirds (2/3) vote of the membership committee and approved by the Board of Directors.

Section 3.05 Fees, Dues, and Assessments

(a) A refundable initiation fee may be charged when making application for membership in the Institute.

(b) Institution fees, initiation fees, annual membership fees, and fee payment schedules shall be determined from time to time by resolution of the Board of Directors. The first annual dues shall be payable and submitted in full with the application for membership. Said amounts will be refunded to the applicant in full if not admitted to membership in the Institute. Future annual dues shall be payable in advance

on the date of each year. Annual dues of new members may be prorated at the discretion of the Board.

Section 3.06 Certificates

The Board may authorize the conferring of certificates, badges or plaques upon members of the Institute to acknowledge membership, entitlement to use the designation Certified Business Counselor (CBC) or Master Certified Business Counselor (MCBC) or for any other reason serving the purposes of the Institute.

Section 3.07 Number of Members

There is no limit on the number of members the Institute may admit.

Section 3.08 Membership Records

The Institute shall keep a membership record containing the name and address of each active member. Such records shall be kept by the Institute and shall be available for inspection during regular business hours at the office location designated by the Board of Directors.

Section 3.09 Non-Liability of Members

No member of this Institute shall be personally liable for the debts, liabilities, or obligations of the Institute.

Section 3.10 Transferability of Membership

Membership in the Institute is nontransferable and not assignable.

Section 3.11 Termination of Membership and Reinstatement

(a) By Nonpayment of Dues. The membership of any member who fails to pay his dues when they become due and within thirty (30) days thereafter shall automatically be suspended and then terminate at the end of such ninety (90) day grace period.

(b) Rights on Termination. All rights of a member in the institute or in its property shall cease on termination of membership.

(c) Reinstatement. Any member whose membership is terminated as provided in this section, other than by death, may have his membership reinstated on such terms as the Board of Directors may deem appropriate.

(d) Termination of membership benefits and the right to

use the designation "CBC" shall cease if a member is terminated.

Section 3.12 Suspension and Expulsion

(a) Grounds for Suspension. Any member can be censured, suspended for a period of not to exceed sixty (60) days, or expelled from this Institute for good cause, provided he is given notice of the proceedings against him and an opportunity to be heard in his own defense, and only after such hearing before the Board of Directors and by the vote of a majority of the Directors present at the meeting at which a quorum, as herein after defined, is present and the matter heard, and not otherwise. Each Director present shall have one vote on the question of suspension or expulsion.

(b) Initiation of Suspension. Proceedings under this section shall be initiated by resolution of the Board of Directors or, on the failure of the Board to act, by petition signed by at least twenty (20) percent of the voting members of the Institute presented to the President or Secretary of the Institute. On adoption of the resolution or receipt of the petition, as the case may be, the President or Secretary shall schedule the matter to be heard at the first regular or special meeting of Directors held not less than twenty (20) nor more than forty (40) days after the date the resolution is adopted or the petition received. The Secretary, or other person appointed by the President for the purpose, shall deliver, at least ten (15) days prior to the date of the hearing, a copy of the resolution or petition, together with a notice of the time and place of the hearing, to the subject member either in person or by first class or certified United States mail addressed to him at his address as it appears on the books of the Institute. Should the person whose duty it is to serve the notice fail or refuse to do so, such copy and notice may be delivered as herein provided by any Director of the Institute, or by any member signing the petition where proceedings are initiated by petition, and, in such event, the matter shall be heard at the next regular or special meeting of directors at which a quorum is present held not less than ten (10) days after the copy and notice are personally delivered or deposited in the United States mail. If a quorum fails to attend such meeting, the matter shall be heard at the next succeeding regular or special meeting. the matter against the member shall be dismissed

on the ground that failure to secure a quorum at either of the two (2) meetings constitutes a tacit vote of the Directors against imposition of discipline. Such dismissal of the matter shall be automatic and final, except that the alleged conduct giving rise to the proceeding may be considered in any subsequent proceeding under this section based on future alleged misconduct of the member.

(c) Notice of Meeting. Notwithstanding any other provision in these By-Laws, notice of the meeting at which the hearing is first scheduled or subsequently must be given to all Directors as required by these By-Laws for special meetings of Directors.

(d) Hearing. The hearing shall be informal and shall be presided over by the President of the Institute who shall:

- (1) read the charges against the subject member;
- (2) require that the charges be verified by the testimony of the person or persons making them;
- (3) hear any other witnesses against the subject member;
- (4) allow the subject member to cross-examine each witness following the testimony of that witness;
- (5) allow the subject member to make a statement in his own behalf;
- (6) allow the subject member to call witnesses in his own behalf; and
- (7) allow the Directors present, when and as recognized by the chair, and subject to the control of the chair, to question the witnesses after the subject member has questioned them.

(e) Discipline. If a majority of the Directors present at the hearing vote to impose discipline but cannot agree on the nature and extent thereof, the discipline imposed shall be a reprove in letterform, signed by the President of the Institute. The original letter shall be filed with the minutes of the meeting at which the hearing was held and a copy thereof sent by registered or certified mail. return receipt

requested, which receipt shall be filed with the original letter, addressed to the member at his address as it appears on the books of the Institute. The vote imposing discipline or dismissing the matter shall in either event be final.

(f) Reinstatement. An expelled member shall not be eligible for reinstatement or readmission to the Institute prior to expiration of one (1) year from the date of his expulsion.

(g) Good Cause. "Good Cause," as used herein, requires that the member

(1) has failed and continues to fail to abide by the By-Laws of the Institute or with the Code of Ethics or the Policy and Procedures Manual of the Board of Directors; or

(2) has dealt in an unfair or fraudulent manner towards the public, or has failed to meet continuing educational requirements as prescribed by the Directors from time to time; or

(3) has committed or is in the course of committing some act or acts prejudicial to the purposes of the Institute.

(h) Termination of Rights. All rights of a member in the Institute or in its property shall cease on his expulsion and certification revoked.

Article Four - Meetings Of Members

Section 4.01 Place

Meetings of the members shall be held at the principal office of the Institute or at such other places as may be designated from time to time by resolution of the Board of Directors.

Section 4.02 Annual Meetings

The members shall meet annually on such date as directed by the Board of Directors for the purpose of transacting such business affairs as may come

before the meeting. Members are required to attend at least one annual meeting every three years to meet their qualification requirements.

Section 4.03 Special Meetings

Special meetings of the members shall be called by the President, by not less than half the directors of the Institute, or by not less than twenty (20) percent or more of the voting membership of the Institute and held at such time and places as may be ordered by resolution of the Board of Directors or by members holding not less than twenty (20) percent or more of the voting power of the Institute.

Section 4.04 Notice of Meetings

Printed notice of the time, date, and place of every annual or special meeting shall be delivered personally to each member or sent to the member by either United States mail, facsimile or "response" E-mail at least thirty (30) days prior to such meeting.

Section 4.05 Voting

(a) Voting Rights. Each member of the Institute is entitled to one (1) vote on each matter submitted to a vote of the membership. No single vote shall be split into fractional votes.

(b) Cumulative Voting. Cumulative voting for the election of Directors or otherwise shall not be authorized. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected.

Section 4.06 Conduct of Meeting

Meetings of members shall be presided over by the President of the Institute or, in his absence, by the Vice-President, or in the absence of both, by a chairperson chosen by a majority of the voting members present.

Article Five – Directors

Section 5.01 Number of Directors

The Institute shall have nine (9) Directors and collectively they shall be known as the Board of Directors. The Board of Directors shall be comprised of the immediate past President and eight (8) duly elected Directors.

Section 5.02 Use of Terms "Directors and Board"

The words "Directors" and "Board", as used in the Articles of Incorporation of this Institute or in these Bv-Laws in relation to any

power or duty requiring collective action, mean "Board of Directors."

Section 5.03 Powers

The Directors shall exercise the powers of the Institute, control its property, and conduct its affairs.

Section 5.04 Duties

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or this Institute, or by these By-Laws.
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Institute.
- (c) Supervise all officers, agents, and employees of the Institute to assure that their duties are properly performed.
- (d) Meet at such times and places as required by these By-Laws.
- (e) Require that special meetings of members be called whenever and as often as they deem necessary and whenever demanded by the required number of members as provided in these By-Laws.
- (f) Register their addresses with the Secretary of the Institute, and notices of meetings mailed, faxed or "response" E-mailed to them at such addresses shall be valid notices thereof.

Section 5.05 Qualifications

Any Certified Business Counselor who has paid his current dues are qualified to be elected as a Director as provided in these By-Laws.

Section 5.06 Terms of Office

Each Director shall hold office for three (3) years. November 1 is the start of the directors term or until his successor is elected and qualified.

Section 5.07 Nomination

Prior to July 1 of each year, a nominating committee of not less than three (3) regular members shall be appointed by the President with the approval

of the Directors. Members of this committee shall not be eligible for nomination. The nominating committee shall select at least two (2) candidates for each seat on the Board of Directors to be filled, unless fewer candidates seek nomination.

Section 5.08 Election

Directors shall be elected prior to the annual meeting as defined in Section 4.02 hereof in such manner as may be determined by the Board of Directors and the candidates receiving the highest number of votes up to the number of Directors to be elected are, as provided in Section 4.05 of these By-Laws, elected. Directors shall be eligible for re-election as long as the cumulative contiguous years of service will be not more than six years, provided they continue to meet the qualifications required by Section 5.05.

Section 5.09 Compensation

Directors may receive compensation for their services and reimbursement for actual and necessary expenses connected with their duties as Directors as may be fixed from time to time by resolution of the Board of Directors.

Section 5.10 Meetings

(a) Place. Meetings shall be held at the principal office of the Institute unless otherwise provided by the Board.

(b) Regular Meetings. At least one (1) regular meeting shall be held each year following the annual meeting of members.

(c) Special Meetings. Special meetings of the Board of Directors may be called by the President, by the Vice-President if the President is absent or is unable, or by no less than half of the existing Directors, and such meetings shall be held at the principal office of the Institute or a place in time designated by the person or persons calling the meeting.

(d) Notice. The Secretary of the Institute, or other person designated by the President, shall deliver written or printed notice of the time and place of meetings of the Board to each Director personally or by United States mail, facsimile or "response" e-mail at least seven (7) days prior to the date of the meeting.

(e) Telephone Meetings. Directors may participate in any regular or special meeting through use of conference

telephone or similar communications equipment so long as all members so participating can hear each other.

(f) Conduct of Meeting. Meetings of Directors shall be presided over by the President of the Institute, or in the absence by the Vice-President, or, in the absence of both, by a chairman chosen by a majority of the Directors present. The Secretary of the Institute shall act as Secretary of the Board of Directors. In case the Secretary is absent from any meeting of Directors, the presiding officer may appoint any person to act as Secretary for the meeting.

(g) Quorum. A quorum shall consist of not less than half of the Directors.

Section 5.11 Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at the meeting duly held at which a quorum is present is the act of the Board of Directors unless the law, the Articles of Incorporation of this Institute, or these By-Laws require a greater number.

Section 5.12 Action by Unanimous Written Consent without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the By-Laws of this Institute authorize the Directors to so act and such statement shall be prima facie evidence of such authority.

Section 5.13 Removal of Directors

The entire Board of Directors, or any individual Director, may be removed from office at any time by the vote of a majority of the voting members of the Institute. If any or all Directors are so removed, new Directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Directors. If the new Directors are not elected at such meeting the vacancy or vacancies created by the removal shall be filled as provided in Section 5.14 hereof.

Section 5.14 Filling Vacancies by Directors

Vacancies caused by the death, resignation, or disability of a Director or Directors, or by his or their removal as provided in these By-Laws, or by

an amendment of the Articles of Incorporation or of these By-Laws increasing the number of Directors authorized shall be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director.

Section 5.15 Terms of Office

A person elected Director to fill a vacancy as provided in section 5.14 shall hold office for the unexpired term of his predecessor, or until his removal or resignation.

Section 5.16 Non-liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Institute.

Article Six – Officers

Section 6.01 Number and Titles

The officers of the Institute shall be a President, Vice-President/President-Elect, Second Vice-President, Secretary, and Treasurer. The Institute may also have, at the discretion of the Board of Directors, such other officers as may be appointed in accordance with the provisions of Section 6.03 of this article.

Section 6.02 Qualification, Election, and Term of Office

Any Certified Business Counselor is qualified to be an officer of the Institute. Officers, other than the President and Vice-President/President-Elect and those appointed pursuant to section 6.03 or Section 6.05 of this article, shall be elected annually by the Board of Directors at the first regular meeting of the Board following the annual election of Directors and each officer shall hold office until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected and qualified, whichever occurs first, and officers must be selected from the Board of Directors. The Vice-President/President-Elect will serve three (3) one-year terms as Vice-President/President Elect, President, and Past President. Likewise, if an officer begins their term as President, the term will be for two (2) years, first as President and then as Past President.

Section 6.03 Subordinate Officers

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 6.04 Removal and Resignation

Any officer may be removed either with cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board. and such officer shall be removed should he cease to be qualified

for the office as herein required. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Institute. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.05 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors for the un-expired portion of the term.

Section 6.06 Duties of President

The President shall be the chief executive officer of the Institute and shall in general, subject to the control of the Board of Directors, supervise and control the affairs of the Institute. He shall perform all duties incident to his office and such other duties as may be required by law, by the Articles of Incorporation of the Institute, or by these By-Laws, or which may be prescribed from time to time by the Board of Directors. He shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-Laws, he shall in the name of the Institute, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board of Directors. He shall also, ex officio, be a member of all standing committees of the Institute.

The President will receive in recognition for serving as President of the Institute of Certified Business Counselors the following;

- Exemption from annual conference fees and registration for two-years.
- Complimentary standard room accommodations during annual conference for current term only.
- ICBC dues for a period of two-years after the completion of President.

Section 6.07 Duties of Vice-President/President-Elect

In the absence of the President, or in the event of his inability or refusal to act, the Vice-President/President-Elect shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions on the President. If the Board of Directors appoints additional Vice-Presidents, they shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these By-Laws, or as may be prescribed by the Board of Directors.

Section 6.08 Duties of Second Vice-President

The Second Vice-President duties are to assist the President and Vice-President/President Elect with duties as so directed.

Section 6.09 Duties of Secretary

The Secretary shall:

- (a) Certify and keep at the principal office of the Institute the original, or a copy, of these By-Laws as amended or otherwise altered to date.
- (b) Keep at the principal office of the Institute or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Directors and members, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, notice thereof given, the names of those present at the meetings of Directors, the number of members present at meetings of members, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
- (d) Be custodian of the records and of the seal of the Institute and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Institute under its seal is authorized by law or by these By-Laws.
- (e) Exhibit Records to any member of the Institute, or to his agent or attorney, on request therefore, the By-Laws, the membership records, and the minutes of the proceedings of the Directors and of the members of the Institute.
- (f) Perform Other Duties. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Institute, or by these By-Laws, or which may be assigned to him from time to time by the Board of Directors.

Section 6.10 Duties of Treasurer

Subject to the provisions of Article VIII of these By-Laws, the Treasurer shall:

- (a) Supervise all funds and securities of the Institute and deposit all such funds in the name of the Institute in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Supervise moneys due and payable to the Institute from any source whatsoever.
- (c) Supervise the disbursement of the funds in the corporation as may be directed by the Board of Directors, keeping proper records for such disbursements.
- (d) Supervise the records of the Institute's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any Director of the Institute on request therefore.
- (f) Render to the President and Directors, whenever they request it, an account of any or all of his transactions as Treasurer and of the financial condition of the Institute.
- (g) Prepare, or cause to be prepared, and certify the financial statements to be included in the annual report.
- (h) If required by the Board of Directors, give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.
- (i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this Institute, or by these By-Laws or which may be assigned to him from time to time by the Board of Directors.

Section 6.11 Duties of Past-President

The Past-President duties shall be to direct the Ethics/Grievance Committee Chairperson and Nomination Committee Chairperson. Members of the nomination committee shall not be eligible for nomination.

Article Seven – Committees

Section 7.01 Committee Creation

The Board of Directors, by a majority vote of its members, may create any committee deemed necessary or convenient to serve the purposes of the Institute on such terms and conditions as from time to time the Board may require. The President shall appoint the Director/Chairperson and members of any created or standing committee. By a majority vote of its members, the Board may at any time modify or revoke any or all of the authority so delegated. The committee shall establish rules and regulations for its meetings and meet at such times as it deems necessary, provided that a reasonable notice of all meetings of the committee shall be given to its members, and no act of the committee shall be valid unless approved by the vote or written consent of a majority of its members. The committee shall keep regular minutes of its proceedings and report the same to the Board from time to time as the Board may require.

Section 7.02 Standing Committee

The Institute shall have the following standing committees:

- (a) Education Committee. The education committee shall consist of not less than two (2) members. It shall promote educational activities for the members and shall determine educational and continuing education requirements for the membership subject to approval by the Directors.
- (b) Membership Committee. The membership committee shall consist of not less than two (2) members. It shall review applications for membership, investigate further when deemed necessary, and make the final decision as to whether the applicant should or should not be accepted as a candidate member. The committee may administer examinations to test an applicant's knowledge of the general laws and procedures involved in the field of business opportunities and of the Institute's Code of Ethics and Rules and Regulations. The committee may also give orientation courses.
- (c) Planning Committee. The planning committee shall consist of not less than two (2) members who will investigate and determine the areas of specialized expertise of the members and consider future long-range plans for the Institute.
- (d) Ethics/Grievance Committee. The ethics/grievance

committee shall consist of not less than two (2) regular or charter members. The members of the committee shall be appointed by the President subject to the confirmation of the Board of Directors.

Section 7.03 Presidents Right to Attend

The President is an ex-officio member of all committees and shall be notified of all committee meetings, have the right to attend, participate in the discussions and vote. In the absence of the President, this privilege shall pass to the Vice-President.

Section 7.04 Terms of Office

The Chairperson and each member of any committee shall serve until the next annual election of Directors and until his successor is appointed, or until such committee is sooner terminated, or until he is removed as a Director or Officer of the Institute, or until his membership in the Institute terminates, or until he shall otherwise cease to qualify as a chairperson or member, as the case may be, of the committee, whichever occurs first. Each member of a standing committee shall serve as such until a new director or chairperson is appointed or until he or she is removed from the committee by its director or chairperson, resigns, ceases to be a member of the Institute, or otherwise ceases to qualify as a member of such committee.

Section 7.05 Vacancies

Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

Section 7.06 Quorum

A majority of the members of any committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7.07 Rules

Each committee may adopt rules for its own government and procedure not inconsistent with law, with these By-Laws, or with the Policy and Procedures manual adopted by the Board of Directors.

Bylaws Updated

October 6, 2004

