

**NATIONAL AUCTIONEER LICENSE LAW OFFICIALS ASSOCIATION, INC.**

**BY-LAWS**

The following By-Laws are hereby adopted for and on behalf of the National Auctioneers License Law Officials Association, Inc. These By-Laws may not be changed unless voted on by a majority of the whole Board of Directors.

**OFFICES**

1. The offices of the Corporation shall be at Lincoln, Nebraska and at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

**MEMBERS**

- 2a. Each state commission or board which by statute regulates auctioneers within its jurisdiction and which shall make application to the Corporation and shall fulfill such requirements of membership as the Board of Directors may from time to time determine shall be a full member of the Corporation and each member of such commission or board shall be entitled to all the rights of membership and to vote at all meetings of the members.
- 2b. Any person, firm or corporation with a stated interest in the continued protection of the auction public, improving of communications between the states which have auction license laws, for the purpose of upgrading the auction profession, and encouraging and implementing reciprocal agreements between states with auction license laws and which shall make application to the Corporation and shall fulfill such requirements of membership as the Board of Directors may from time to time determine shall be an associate member of the Corporation and each person, firm or corporation shall be entitled to all of the rights of membership with the exception of the right to vote at meetings of the members.

**MEMBERS' MEETINGS**

3. The annual meeting of the members shall be held at such place, on such date and at such time as the Board of Directors may determine.
4. At all meetings of the members, those members present and entitled to vote at such meeting shall constitute a quorum for the transaction of business.
5. At any meeting of the members, every member entitled to vote may vote in person. If no record date is fixed by the Board of Directors, the date on which the notice of the meeting is mailed shall be deemed to be the record date for the determination of members entitled to vote. There shall be no voting by proxy.
6. Written notice of the annual meeting stating the time and place thereof shall be served upon or mailed to each member at such address as appears on the books of the Corporation at least thirty days prior to the meeting.

7. Special meetings of the members for any purpose may be called by the President and shall be called by the President or Secretary, at the written request of one-fifth (1/5) of the members entitled to vote. Such request shall state the purpose of the proposed meeting.
8. Written notice of any special meeting, stating time, place and purpose thereof, shall be served upon or mailed to each member at such address as appears on the books of the Corporation, or be sent by electronic means such as fax or email, at least ten (10) days prior to the meeting.
9. Business transacted at all special meetings shall be confined to the purpose stated in the notice thereof.

### **DIRECTORS**

10. The government of the Association shall be vested in a Board of Directors consisting of the elected officers, the immediate past President, and the Chairman of each state commission or board or a designated appointee from the membership of the commission or board. Each state shall have only one vote per question at each Board of Directors meeting.
11. Vacancies among the Directors shall to filled by a majority vote of a quorum of the Board of Directors and the Directors so chosen shall serve until the next regular election.
12. No Director as such shall receive any stated salary for their services, but by resolution of the Board of Directors, expenses of attendance, including travel expenses, if any, may be allowed for attendance at regular and special meetings of the Board of Directors, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.
13. There shall be an Executive Committee of the Board of Directors consisting of the President, Vice President, Secretary and Treasurer. This committee shall make recommendations to the Board of Directors and shall transact business of an emergency nature between meetings of the Board of Directors at its next meeting.

### **MEETING OF THE BOARD OF DIRECTORS**

14. The Board of Directors shall meet immediately following the annual meeting of the members, and no notice of such meeting shall be necessary.
15. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined from time to time by the Board of Directors, either personally or by mail, at least thirty days prior to the meeting
16. Special meetings of the Board of Directors may be called by the President, and shall be called by the President or Secretary, at the written request of two (2) Directors.
17. Notice of any special meeting of the Board of Directors, stating the time and place thereof, shall be given to each Director, either personally or by mail, at least thirty (30) days prior to the meeting.

18. At all meetings of the Board of Directors, those Directors present shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may otherwise be specifically provided by Statute.

### **OFFICERS**

19. The officers of the Corporation shall be elected by the Board of Directors at the meeting of the Board of Directors immediately following the annual meeting of the members and shall be a President, Vice President, a Secretary and a Treasurer. One person may hold any two (2) offices, except the offices of President and Secretary and the offices of President and Vice President. Each officer shall be a practicing auctioneer in good standing with the licensing agency of his residency or a state commission or board administrator currently employed by a state commission or board. These officers shall constitute the Executive Committee.
20. The Board of Directors may employ an Executive Secretary who shall be the administrative officer of the Association, subject to the President and Executive Committee, and who shall perform such other duties as may be delegated by the Board of Directors. The Executive Secretary, with the approval of the Board of Directors, shall receive a salary and reimbursement for all expenses reasonably related to the conduct of the Corporation's stated purposes and such other duties as may be delegated by the Board of Directors. The Executive Secretary, with the approval of the Board of Directors, may employ such other persons as may be necessary to conduct the activities of the Association, and may be elected and serve as the Secretary and/or Treasurer of the Corporation.
21. No officer of the Corporation, other than the Executive Secretary, shall receive any stated salary for their services or reimbursement for expenses, but by resolution of the Board of Directors, expenses of attendance, including travel expenses, if any, may be allowed for attendance at regular and special meetings of the Board of Directors and the members. The expenses of attendance, including travel, shall be equal to, but not exceed, the reimbursement policy of the state board or commission of the Director's state.
22. The officers of the Corporation shall hold office until their successors are elected. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer shall become vacant for any reason, the Board of Directors shall elect a successor who shall hold office for the unexpired term or until the next election of officers.
23. The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them, respectively, by the Board of Directors from time to time, and such as are required by law.
24. If required by the Board of Directors, the Treasurer and/or the Executive Secretary shall give bond, in such sum and with such surety as shall be satisfactory to the Board of Directors, for the faithful performance of the duties of the office.

### **FISCAL YEAR**

25. The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of January of each year.

**NOTICES**

- 26. Whenever, by these By-Laws, notice is required to be given to any member or Director, such notice may be given in writing, by mail, addressed to such member or Director as such address appears on the books of the Corporation and such notice shall be deemed to be given when mailed.
- 27. Whenever notice is required to be given, by law or these By-Laws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- 28. These By-Laws may be amended by a majority vote at any regular meeting of the members, provided notice of the proposed amendments to be contained in the notice of such special meeting, or by a majority vote at any regular meeting of the Board or at any special meeting of the Board, provided notice of the proposed amendment be contained in the notice of such special meeting.

Adopted as amended this 19<sup>th</sup> day of December, 2006.

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Robert A. Hamilton, President

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Barbara J. Schoen, Executive Secretary