

# **North American Artery**

## **2017 By-Laws Revisions**

### **Overview of Revisions**

#### **Overall**

Added Articles and Sections to conform to Robert's Rules suggested template for by-laws. This will also allow us to identify clearly paragraphs in any future amendments that may become necessary.

As indicated in the first Article, all subsequent references to North American Artery have been changed to NAA.

#### **Article I – Name**

Removed the address; if left in, the by-laws would have amended anytime there was an address change.

#### **Article II – Registered Office and Registered Agent**

As NAA was incorporated in the State of Texas, it is required to maintain an office in the state. This is achieved by using a Registered Agent in Texas. This Article specifies this and allows NAA to use the services of a registered agent.

#### **Article III – Objectives**

The objectives have been numbered.

#### **Article IV – Policies**

1. The policies have been numbered.
2. Number 3 was moved to this Article from the Fiscal Policy section of the previous set of bylaws.

#### **Article V – Membership**

1. Added a Student membership category and definition to this article.
2. Corrected wording under Sponsor Member Organizations so that any additional members from the firm, after the five that are included in their dues, will be paying members.
3. Removed references to dues amounts and replaced them with a statement indicating the amounts are set by the Board and will be communicated to members if there is an increase. This was done so that the bylaws would not have to be amended anytime there was an increase in dues.
4. The statement regarding members in arrears has been moved to Fiscal Policies (Article IX).
5. Added sections covering meetings of members, notice of meetings, and the quorum.

#### **Article VI – General Management and Board of Directors**

1. Combined elements of General Management and Officers and Elections from the previous set of bylaws to create this article.
2. Created a category for members of the Board called, Members-at-Large and defined their terms.
3. Defined the Board of Directors to include Officers as well as four to six Members-at-Large.
4. Added a Books and Records section.
5. Defined Officers, adding the Immediate Past-President as an officer, and included their responsibilities.
6. Defined the responsibilities of the Vice-President and Immediate Past-President, which were previously undefined.
7. Added a section for Vacancies, defining them and the steps necessary for filling them.

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8. Added a section for Meetings and moved some elements that were included under General Management of the previous set of bylaw to this section.
9. Added sections for Meetings and Quorum.
10. Added a section for the Executive Committee, which defines it, the terms of office {which is recommended to be changed to two years, instead of one}, and the meetings. Many elements were taken from General Management of the previous set of bylaws.
11. Added a section for the hiring of an Administrative Assistant; all of the elements included in this section were taken from General Management of the previous set of bylaws.
12. Added a section called Advisory Board, which allows the President to appoint and call upon for assistance when needed.
13. Added two Compensation sections that define when or when not compensation for Board members is allowed.

**Article VII – Elections**

1. This was created using elements from Officer and Elections of the previous set of bylaws. However, we added that anyone who runs for office must be a member in good standing (dues are up-to-date).
2. A major change included in this article is the term of office, which the Secretary-Treasurer is recommending be changed from a one-year terms to a two-year term.

**Article VIII – Committees**

1. As the previous by-laws defined them, we have created a section for Standing Committees, and added the Membership, Nominating, Program, and Publicity and Education committees and their definitions under this section.
2. To allow for ad hoc committees and their terms, a section called General Committees was created.

**Article IX – Fiscal Policies**

This article combines many elements from the previous version of the bylaws. We have also added sections that include:

1. A broad statement about the determination of dues.
2. Delinquent dues and actions to be taken when this occurs.
3. Employees and Agents, which empowers the Board to hire employees and contractors, when necessary.

**Article X – Foreign Aid Responsibilities**

This article took what was included in the previous bylaws and sectioned the paragraphs.

**Article XI – Indemnification of Officers and Directors**

Two sections are included in this new article. Section 1 is for the indemnification of officers and board members by NAA, and Section 2 allows for the purchase of insurance, such as Directors and Officers insurance, with Board approval.

**Article XII – Conflicts of Interest**

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Another new article that defines conflicts of interest for Board members and the steps to be taken should this arise.

**Article XIII – Dissolution**

This article was created using information that was already included in the previous set of bylaws.

**Article XIV – Revision of By-Laws**

Again, this article was created using information that was already included in the previous set of bylaws, however we have added rules for the election process (section 3) and the notification of the vote to members (section 4).