**Approved by ACRNA Membership November 29, 2010**
**Amended by ACRP Board of Directors October 15, 2014**

# BYLAWS
**of the**
# Alliance of Career Resource Professionals, Inc.

**Section 1. NAME, PURPOSE, LOCATION, CORPORATE SEAL, AND FISCAL YEAR.**

**1.1 Name.** The name of the Corporation shall be the Alliance of Career Resource Professionals, Inc. (ACRP).

**1.2 Purpose.** The purpose of the Corporation shall be to promote the world-wide development, delivery, and use of high-quality career information and career resources among career professionals and consumers. These resources and the career development programs in which they are used are specifically designed to help educate youth and adults in their career exploration, planning, decision-making, and preparation and job acquisition. In achieving this purpose, the Corporation shall strive to:

**1.2a** Establish, maintain, and advance industry standards that define the meaning of quality in the development, delivery, and utilization of career information and related career resources;

**1.2b** Increase and disseminate a base of knowledge regarding the application of career resources used in the career development process;

**1.2c** Provide in-service training, technical assistance, and other opportunities to advance professionals in the field;

**1.2d** Advocate for the importance of using high-quality career resources and related services in career development programs operating in education and workforce settings; and

**1.2e** Participate in public- and private-sponsored initiatives to improve the use and understanding of career information and related career resources.

**1.3 Location.** The principal office of the Corporation shall be the mailing address as designated by the Board of Directors.

**1.4 Corporate Seal.** The Directors may adopt and alter the seal of the Corporation. The corporate seal shall be stored at the principle office of the corporation.

**1.5 Fiscal Year.** The fiscal year of the Corporation shall, unless otherwise determined by the Directors, ends on the last day of December of each year.

**Section 2. MEMBERS**

**2.1 Classes and Qualifications.** A member is considered active if dues and special assessments are paid in full. There shall be the following categories of members: Organizational Members, Individual Members, and Honorary Members.

**2.1a Organizational Members:**

**2.1a (1) Organizational Members I**: National and International Developers and Distributors - this class of membership consists of developers and distributors of career information delivery systems and career resources that serve national or international audiences.

Annual membership dues 2014/2015: $1000/$1500. Each Organizational Member at this level will qualify for five (5) employee representatives to ACRP. Additional employees of an Organizational Member I may join the organization as individual members.

**2.1a (2) Organizational Members II**: Local and Regional Developers and Distributors - this class of membership consists of developers and distributors of career information delivery systems and career resources that serve local or regional audiences.

Annual membership dues 2014/2015: $350/400. Each Organizational Member at this level will qualify for two (2) employee representatives to ACRP. Additional employees of an Organizational Member II may join the organization as individual members.

**2.1b Individual Members.** Any individual who supports the purposes of the organization may join the organization as an individual member.

Annual membership dues 2014/2015: $70/$75.

**2.1c Honorary Members.** Distinguished retirees of the profession may receive invitations to join the organization, by vote of the board of directors, as honorary members. Such invitees receive full membership and may hold office in the organization. Such membership shall be for the lifetime of the honoree.

**2.2 Assignment of Members.** Assignment of entities and individuals to Organizational, Individual, and Honorary membership categories shall be recommended by the Executive Director/Association Manager in consultation with the Officers and offered by formal invitation upon approval by a vote of the Board of Directors. The Board of Directors may permit exceptions to membership classes and set qualifications for additional classes of membership, but no qualifications may be set that would discriminate on the basis of race, color, creed, gender, religion, sexual orientation, or national origin.

**2.3 Membership Dues.** The Board of Directors shall establish annual membership dues for each class of membership. Annually, at the first Board of Directors' meeting after the annual meeting

of the members, the Board of Directors shall review annual membership fees. If financial conditions or other sound reasons exist, the Board of Directors may change the annual membership dues at any of its regular meetings or any special meeting by a two-thirds vote of the full Board of Directors so long as notice of said vote is announced twenty (20) days in advance of said meeting. The notice requirement shall not apply to a change of membership fees at the Board of Directors' first meeting after the annual meeting of the members.

**2.4 Tenure.** Each active member shall remain in good standing until the member resigns, is removed, or becomes disqualified for reasons including, but not limited to the provisions of Sections 2.5 and 2.6. Members of any class shall retain their active status as long as they continue to meet the qualifications set by the Board of Directors, pay their annual membership dues and special assessments by the time set or any extensions granted by the Board of Directors, and continue to support the purpose and goals of the Corporation.

**2.5 Voluntary Resignation.** A member may resign by delivering a written resignation to the President or Secretary of the Organization at a meeting of the members or Directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

**2.6 Involuntary Resignation.** A member may be terminated involuntarily for cause including but not limited to a member's demonstrated failure to support the goals of the Organization.

Before a member may be terminated, the Board of Directors must vote that there exists probable cause for grounds of termination. The member shall then be notified by the President of the vote and of the grounds for involuntary resignation. The member has fourteen (14) days from the date of the notification to request a special meeting of the Board of Directors. Upon receipt of such a request, the President shall call a special meeting with twenty-one (21) days notice and give the affected member the chance to present evidence in support of continuing membership. A member can be dismissed or reinstated after such a hearing on a vote of the majority of the Directors.

**2.7 Powers and Rights**. In addition to the powers and rights as are vested in them by law, the Articles of Incorporation, or these Bylaws, all members shall have the power to elect officers and directors as specified in Section 3.1.

## Section 3. MEETINGS

**3.1 Annual Meetings.** The Association shall hold an Annual Meeting of members at a time determined by the Board which shall give written notice to the membership no less than four (4) months prior to the time so fixed. The Association may hold other meetings fixed by the Board which shall give reasonable notice to the membership.

**3.2 Special Meetings.** Special meetings of the members may be held at any time and at any place within the world. Special meetings of the members may be called by the President or a majority of the Directors. All Members shall be given reasonable notice in writing of Special Meetings.

**3.3 Quorum-Action by Vote.** At any meeting of the members, the members present in good standing shall constitute a quorum. A majority of the votes properly cast by members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Incorporation, or these bylaws.

**3.4 Proxies.** Members may vote either in person or by written proxy dated not more than two months before the meeting named therein with the Secretary or other persons responsible for recording the proceedings of the meeting. Proxies shall terminate after the final adjournment of said meeting. However, proxies shall not be allowed for election of Directors.

## Section 4. BOARD OF DIRECTORS

**4.1 Composition.** The Board of Directors, also referred to as Directors, shall be composed of the five (5) officers of the Corporation as provided for in Section 5.1 plus active members to be selected as follows:

**4.1a** Five (5) shall be elected by a vote of the Organizational Members I and II from among nominees who shall be designated representatives of Organizational Members.

**4.1b** One (1) shall be elected by the vote of Individual Members from among nominees who shall be designated as active Individual Members.

**4.1c** The Executive Director or Association Manager of the Corporation shall serve as an Ex-officio, non-voting member of the Board of Directors.

**4.1d** One (1) Honorary Member may be selected by the President and approved by the Directors provided there are nominees available who have been designated as Honorary Members.

**4.2 Authority.** The affairs of the Organization shall be managed by the Directors who shall have and may exercise all the powers of the Corporation, except those powers reserved for the Members by law, the Articles of Incorporation, or the bylaws. The Directors' powers shall include but not be limited to:

**4.2a** Admit members, set policy, and adopt rules for the Corporation;

**4.2b** Adopt, promulgate, and uphold standards for research and use of systems for career information;

**4.2c** Set membership fees at its first meeting following the annual meeting of the members as provided in Section 2.6; and

**4.2d** Participate in public education and information activities.

**4.3 Tenure.** Each Director shall hold office until his or her successor is qualified, as provided in Section 5.3, or he or she dies, resigns, is removed, or becomes disqualified.

**4.3a** Three (3) Directors of the five (5) elected by Organizational Members shall serve terms of two years, commencing on January 1 in even-numbered years. Two (2) Directors of the five (5) elected by Organizational Members shall serve terms of two years, commencing on January 1 of odd-numbered years.

**4.3b** The Director elected by individual members shall serve a term of two years, commencing on January 1 of odd-numbered years.

**4.3c** The Director appointed by the President and confirmed by the Directors from available Honorary Members shall serve a term of two years, commencing on January 1 of even-numbered years.

**4.4 Compensation.** Subject to the prohibition contained in the Articles of Incorporation respecting state, local, or federal conflict of interest statutes, ordinances, or regulations, Directors may be entitled to compensation for their services in such amount, if any, as the Directors may determine which sums may include expenses for attendance at meetings. Directors may be reimbursed for up to three hundred dollars for previously approved expense without a vote of the Board of Directors. Anything in excess of the three hundred dollars shall need the approval of the Directors. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

**4.5 Committees.** The Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the Directors are delegated shall consist solely of Directors. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these bylaws for the Directors. The members of any committee shall remain in office at the pleasure of the Directors.

**4.6 Suspension or Removal.** A Director may be suspended or removed with cause by vote of two thirds of the Board of Directors.

**4.7 Resignation.** A Director may resign by delivering his or her written resignation to the President or Secretary of the Corporation, to a meeting of the members or Directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states. In addition, if a Director resigns or is removed or suspended from any of those four public offices listed in Sections 4.1 of these bylaws, the Director shall be automatically considered disqualified and the successor to said public office shall automatically replace said prior Director and become Director.

**4.8 Change of Status.** If a Director representing and elected by one of the two classes of membership is no longer a member of that membership class by change of job or other action, that Director shall be considered to have resigned within thirty days of such change. For example, if a Director representing an Organizational Member is no longer an employee of any Organizational Member, he or she may be an Individual Member but may not continue to serve as a Director representing Organizational Members. Similarly, if the Director representing Individual Members should be employed by an Organizational Member, he or she may not continue to serve as a Director. This does not affect Officers whose qualifications are enumerated in Section 4.1, nor does this affect the eligibility of the individual to run for any office or the Board of Directors in subsequent elections.

**4.9 Vacancies.** The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number. If a vacancy occurs, the President may appoint a new Director to fill the unexpired term. Notice of said appointment shall be given to all Directors within thirty (30) days of said appointment.

**4.10 Regular Meetings**. Regular meetings, including conference calls, of the Directors may be held at such places and at such times as the Directors may determine, but at least once annually in conjunction with the annual meeting of the members.

**4.11 Special Meetings.** Special meetings of the Directors may be held at any time and at any place when called by the President or by a majority of the Directors. All Directors shall be notified in writing of the special meetings

**4.12 Quorum.** At any meeting of the Directors at least one half of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast on the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

**4.13 Action by Vote.** When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question unless otherwise provided by the law, the Articles of Incorporation, or these bylaws.

**4.14 Action by Writing.** Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

**4.15 Call and Notice.**

**4.15a Regular Meetings.** In addition to publishing an annual meeting schedule of the Board of Directors, it shall be reasonable and sufficient notice to a Director to send notice by mail, email, or telephone at least forty-eight hours before the meeting.

**4.15b Special Meetings.** Reasonable notice of time and place of special meetings of the Directors shall be given to each Director in writing.

**4.15c Proxy Voting.** Voting by proxy at meetings of Directors shall not be allowed. However, a meeting may be held by telephone and the Directors may vote by telephone at such a meeting.

**4.15d Public Meetings.** All regular and special meetings shall be open to the public unless the meeting is conducted by telephone. In such an event, the fact that the meeting is not open to the public will not affect validity of the meeting. The Directors, by majority vote, may vote to go into executive session for personnel matters, the finances of the Corporation, or issues that may affect the reputation of a member are to be discussed.

**4.16 Agenda.** The President in consultation with the Executive Director shall publish an agenda prior to any meetings. Any Director may place an item on the agenda by notifying the President. Unless fifteen days prior notice has been given of the pending consideration of an agenda item, any Director may cause that item to be held over to the next regular meeting.

**4.17 Minutes**: The Secretary in collaboration with the Executive director shall publish and provide access for all the members to the approved minutes of the meetings.

**Section 5. OFFICERS AND AGENTS**

**5.1 Number and Qualification.** The Officers of the Corporation shall be a President, a President-Elect, a Past-President, a Secretary, and a Treasurer. To qualify for election to any of these offices, a person must be an active member of the organization in any membership category.

**5.2 Election.** All members shall have the right to elect Officers of the Corporation.

Election for all Officers and Directors shall be conducted annually by electronic means or other means as determined by the board of directors at a date announced to the membership at least 30 days prior to the election.

**5.2a** A Nominating Committee shall be organized by the current Past-President at least sixty days prior to the annual meeting of the members. The Nominating Committee shall consist of the current Past-President, who shall serve as its chairperson, the President-Elect, and one additional member. The additional member shall have served previously as an Officer of the Organization.

**5.2b** The Nominating Committee shall seek the suggestions of the members and Directors for nominees for each of the positions to be filled by election. The chairperson of the Nominating Committee shall ensure there will be at least one notice of the call for the suggestions in writing to all members. An electronic communication or announcement in the organization newsletter shall be deemed sufficient notice.

**5.2c** The Past-President, with the advice of the Nominating Committee, shall prepare a slate of at least one nominee for each of the positions to be filled by election at the annual meeting. The Past-President shall determine the willingness and eligibility to serve of each of the nominees on the slate. Members of the Nominating Committee shall not be eligible for election in that year.

**5.2d** The Past-President shall conduct the elections in accordance with the bylaws. At the commencement of the elections, the Past-President shall place the names of the persons on the slate before the members, as nominees, and call for additional nominations for each office from the membership.

**5.2e** Nominations shall be made and seconded.

**5.2f** The nominee receiving the largest number of votes for each office or Director's position shall be declared elected.

**5.2g** Within thirty (30) days of the election, a notice of candidates nominated and their qualifications shall be sent to all members eligible to vote for that office. The date for return of the ballots shall be fourteen (14) days from the date of the request. Notification of the results of the election shall be sent to all members within fourteen (14) days of the close of voting.

**5.3 Tenure.**

**5.3a** The President-Elect shall hold office for one year, commencing on January 1 of the year immediately following the annual election of Officers. In the year immediately following service as President-Elect, he or she shall serve as President, and in the year immediately following service as President, he or she shall serve as Past-President.

**5.3b** The Secretary shall hold office for two years, commencing on January 1 of odd-numbered years.

**5.3c** The Treasurer shall hold office for two years, commencing on January 1 of even-numbered years.

**5.3d** All Officers shall hold office until such time as a successor is chosen and qualified or in each case he or she dies, resigns, is removed, or becomes disqualified. Each agent shall retain his or her authority at the pleasure of the Directors.

**5.3e** No person shall hold any particular office for more than one term, with the exception of the Secretary and Treasurer. In addition, neither the President nor Past-President may serve at the same time as President-Elect. However, this limitation will not prevent a person from holding a particular office such as Past-President and then holding another office such as Secretary or Treasurer directly after vacating the Past-Presidency. A qualified individual who has served a portion of a term to fill a mid-term vacancy remains eligible to run for that office or any other office at the next and subsequent elections.

**5.4 Duties of the President, President-Elect, Past-President, Secretary, Treasurer, and Executive Director/Association Manager.** The duties of the President, President-Elect, Past-President, Secretary, Treasurer and of the Corporation shall be as follows:

**5.4a President.** The President shall be the chief executive officer of the Corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the Organization. This shall include, but not be limited to, the establishment and dissolution of standing committees with the approval of the Directors, the creation of ad hoc committees, and the appointment of committee chairs drawn from the members of the Association as defined in Section 2.

**5.4b President-Elect.** The President-Elect shall coordinate the work of all committee chairpersons. The President-Elect shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his or her inability to act.

**5.4c Past-President.** The Past-President shall serve as chairperson and convener of the nominating committee.

**5.4d Secretary.** The Secretary shall record and maintain records of all proceedings of the members and Directors in a book or series of books kept for that purpose, which book or books shall be kept at the principal office of the Corporation or at the office of its Secretary or of its resident agent and shall be open at all reasonable times to inspection by any member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Incorporation and bylaws, and names of all members and Directors and the address of each. If the Secretary is absent from any meeting of members or Directors, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

**5.4e Treasurer.** The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. He or she shall be in charge of its financial affairs, funds, securities, and valuable papers and shall keep full and accurate records thereof. He or she shall be in charge of its books, of account and accounting records, and of its accounting procedures. He or she shall have such other duties and powers as designated by the Directors or the President. The Treasurer shall secure and file with the Corporation a bond for $50,000.00 for the faithful performance of duties.

**5.4f Executive Director/Association Manager.** At its discretion, the Board of Directors may hire administrative staff. This individual will contract with the Board of Directors for specified services in support of the organization. The Board of Directors will review performance and approve payments to the Executive Director/Association Manager.

**5.5 Suspension or Removal.** An Officer may be suspended or removed with cause by vote of a majority of Directors then in office at any special meeting called for such purpose or at any regular meeting.

**5.6 Resignation.** An Officer may resign by delivering his or her written resignation to the President, President-Elect, or Secretary of the Corporation; to a meeting of the members or Directors; or to the Corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

**5.7 Vacancies.** If the office of President-Elect, Secretary, Treasurer, or Past-President becomes vacant, the Directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the President, President-Elect, Secretary, and Treasurer until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed, or becomes disqualified. If the office of President becomes vacant, the President-Elect shall complete the unexpired term of office and continue as President for the ensuing year. If no one is serving as President-Elect, the Board of Directors shall elect the President.

## Section 6. EXECUTION OF PAPERS

**6.1** Except as the Directors may generally, or in particular cases, authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, and other obligations made, accepted, or endorsed by the Corporation shall be signed by the Treasurer and one other Officer of the Corporation. Checks or drafts for approved expenses of the Corporation must be signed by the Treasurer.

**6.2** Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its Officers, of whom one is the President or the Past-President and the other is the Treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instruments not withstanding any inconsistent provisions of the Articles of Incorporation, bylaws, Resolutions, or votes of the Corporation.

## Section 7. PERSONAL LIABILITY

The members, Directors, and Officers of the Corporation shall not be personally liable for any debt, liability, or obligations of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Corporation.

## Section 8. AMENDMENTS

These bylaws may be altered, amended, or repealed in whole or in part by a two-thirds vote of the full Board of Directors. Written notice to all Directors offering an amendment to these bylaws shall be sent twenty (20) days prior to the meeting voting on such change. Said notice shall contain an accurate and complete summary of the proposed changes. If the Directors, when voting an amendment, change the contents of the original proposed amendment, said vote will be effective and not subject to a notice objection under this section.

**Section 9. DISSOLUTION**

The Directors may dissolve the Corporation in the following manner:

**9.1** Written notice of the meeting containing notice that a motion to dissolve will be sent sixty days before said meeting called to vote on the motion.

**9.2** A vote of two thirds of the full Board of Directors shall be required to pass the motion.

**9.3** If after reasonable efforts, the entire Board of Directors does not attend, the meeting may adjourn for thirty (30) days, and written and signed votes will be accepted within the thirty (30) days.

**9.4** Upon liquidation or dissolution of the Corporation, after payment of all liabilities of the Corporation or due provision therefore, all of the assets of the Corporation shall be disposed of to one or more organizations exempt from taxation under the provisions of section 501(c) of the Internal Revenue Code.