



ASSOCIATION OF CHAMBER OF COMMERCE EXECUTIVES, INC.

A Delaware Non-profit Corporation

BYLAWS

ARTICLE I
NAME AND OBJECTIVES

Section 1. Name: The name of the corporation is Association of Chamber of Commerce Executives, Inc. The corporation shall be referred to hereafter in these Bylaws as “ACCE.”

Section 2. Objective: The objective of ACCE is to enhance the personal well-being and management effectiveness of chamber of commerce executives. The organization seeks to be a visible, positive influence in the management life of every chamber professional.

Section 3. Organization: ACCE is a nonprofit corporation, incorporated in the State of Delaware, and recognized as exempt from federal income tax under Internal Revenue Code Section 501(c)(6), with its primary offices located in the Commonwealth of Virginia.

ARTICLE II
MEMBERSHIP

Section 1. Membership Eligibility and Classifications

(a) Primary: The “Primary” members of ACCE are the chief executives of chambers of commerce and similarly chartered, multi-sector focused, nonprofit organizations, as well as staff professionals designated by the Sponsor chambers. The chamber/organization that authorizes payment of the annual membership dues on behalf of these individuals and designates the participants is the member “Sponsor.”

(b) Affiliate: Executives of nonprofit community-centered organizations, which are affiliated through corporate structure, governance or mission to a chamber of commerce, such as convention bureaus or economic development entities, representing multi-sectors with a community development focus, are eligible for “Affiliate” membership. The organization paying annual membership dues on behalf of these individuals is the member “Sponsor.”

(c) Associate: General commercial, industry specific for-profit and nonprofit organizations seeking to support the mission of ACCE may become “Associate” members of the association.

(d) Honorary: Those individuals granted the title of “Honorary Member” prior to 2002 and those designated as “Life Member” from 2002 forward.

Section 2. Application and Election: Each candidate for membership shall make application on a form provided for that purpose and subject to request, as stated in the Association’s Policies and Procedures, may be asked to provide additional materials for the chamber of commerce by which the candidate is employed. The President & CEO of ACCE, on behalf of the Board of Directors, shall admit applicants to membership upon the approval of their respective applications. ACCE staff will review all applications per the Association’s Policies and Procedures (or existing member status) brought forward concerning eligibility for each membership class. Applicants deemed appropriate will be presented to the Board for approval by the President & CEO, via consent calendar, at the subsequent Board meeting. Per the Association’s Policies and Procedures, those individuals or organizations denied membership in ACCE may appeal in writing.

Section 3. Dues: Primary, Affiliate and Associate Members shall be required to pay annual membership dues in amounts to be determined by a dues schedule established by the Board of Directors. Those members in the Honorary and Life class shall not be required to pay dues if they are retired (working fewer than 20 hours per week).

The annual dues of each current member shall be payable on the anniversary date of their membership initiation. Any member who fails to pay dues after the due date shall be notified by the staff and subsequently the Chair, and if payment is not made within the succeeding thirty (30) days, shall be notified of pending termination. The President & CEO may, on behalf of the Board of Directors, terminate membership for lack of payment, without the need for a hearing or the right to appeal.

Section 4. Resignation: Resignations shall be accepted upon written notice to the President & CEO.

Section 5. Expulsion: After a full and fair opportunity to be heard, a member may be removed with cause by a 2/3 vote of the Board of Directors.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. Annual Meeting: An annual meeting of the members shall be held at a time and place designated and announced by the Board of Directors.

Section 2. Special Meetings: A special membership meeting may be called at any time by the Board of Directors. Any action proposed to be taken at a membership meeting must be submitted in the form of a written resolution. A special meeting shall be called upon receipt by the President & CEO of the written request of not less than twenty-five (25) members for such a meeting, which request shall state the general nature of the business to be transacted at such special meeting. The

time, place and date of any meeting shall be determined by the Board of Directors, or in the absence of any such determination, by the President & CEO.

Section 3. Notice of Meetings: Written or electronic mail notice of the date, time and place of each membership meeting, and in the case of a special meeting, the purpose or purposes for which that meeting has been called, shall be given to each member not less than ten (10) nor more than sixty (60) days before the meeting. Notice shall be deemed given when a mailing, e-mail, or other electronic message is distributed to the address last provided by the member to ACCE. The business transacted at a special meeting shall be confined to the matters stated in the notice, except for the approval of minutes and other matters normally incident to the conduct of the meeting. A member may waive notice in writing, which shall include waiver by electronic transmission, at any time. The attendance of a member at any meeting shall constitute waiver of notice except for when the member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business at the meeting because the meeting was not properly convened.

Section 4. Quorum: The presence of five percent (5%) of members entitled to vote shall constitute a quorum for the transaction of business at meetings of the membership. Unless questioned before business is transacted, a quorum shall be presumed to be present at any meeting where proper notice has been given as stated in Article III, Section 3.

Section 5. Voting Rights: Only those persons who are Primary and Affiliate members in good standing on the date of a membership meeting shall be entitled to vote at a meeting. A member entitled to vote at a membership meeting may vote at such meeting either in person or by proxy.

Section 6. Proxies: Every proxy must be dated and signed by the member or received in an email that includes the date and name of the member.

Section 7. Required Vote: Except as otherwise required by law or by the Certificate of Incorporation, all actions taken at a duly constituted membership meeting shall be determined by vote of majority of the votes cast by members in attendance and by proxy.

Section 8. Action of the Members Without a Meeting: Any action required to be taken at a membership meeting, or which may lawfully be taken at such a meeting, may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by not less than the number of Members whose votes would be necessary to authorize or take such action at a meeting at which all members having a right to vote thereon were present and voted, consistent with the quorum outlined in Article III, Section 4. Prompt written notice of such taking of action without a meeting shall be given to those members who have not consented in writing.

ARTICLE IV

DIRECTORS

Section 1. Eligibility: An individual standing for election or appointment as a member or officer of the Board of Directors (director), must be employed on a full-time basis by an organization that is a voting member in good standing of ACCE. Said membership must be maintained throughout the term of service. Except as otherwise specified, those eligible for service must be the highest-ranking executive employed by the member organization.

Section 2. Districts: To ensure representation on the Board of Directors from all parts of the United States and Canada, as well as for administrative and other purposes, the North American membership will be divided into the following Districts:

- District 1 Northeastern: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, Maryland
- District 2 Southeastern: Alabama, District of Columbia, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee
- District 3 Great Lakes: Illinois, Indiana, Kentucky, Michigan, Minnesota, Ohio, West Virginia, Wisconsin
- District 4 Midwestern: Arkansas, Colorado, Iowa, Kansas, Louisiana, Missouri, Montana, Nebraska, New Mexico, North Dakota, Oklahoma, South Dakota, Texas, Wyoming
- District 5 Western: Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon, Utah, Washington
- District 6 Canada

Section 3. Number and Powers: The governing body of ACCE, its general policies and the control of its property shall be vested in a Board of Directors (the “Board”) consisting of elected, appointed and *ex officio* members as follows:

- a) Four (4) elected District directors from each of the five (5) districts in the USA, and two (2) elected directors from Canada.
- b) Ten (10) at-large, elected directors serving staggered terms.
- c) Eight (8) staff professionals (including one or more membership development professionals) serving staggered terms.
- d) The officers, as described in Article VI, Section 1, who may simultaneously occupy District seats if deemed advisable by the Nominating Committee.
- e) Between three (3) and six (6) directors-at-large appointed by the Chair or Chair-Elect, serving one (1)-year terms.
- f) *Ex officio* directors, serving as voting members, at the discretion of the Board of Directors, for a term of one (1) year, unless otherwise noted.

1. Chief elected officers of ACCE's for-profit subsidiary (Fringe Benefits Incorporated and supporting nonprofit entity ACCE Foundation).
2. The Chief Executive Officer of the United States Chamber of Commerce, and/or a senior level professional on the US Chamber Staff who is acceptable to the ACCE nominating committee.
3. The Chair of the Certified Chamber Executive Commission, or a delegated commissioner acceptable to the ACCE nominating committee.
4. The Chair of the ACCE Audit Committee.
5. Chairs of up to four (4) ACCE Community Peer Groups, as selected by said subgroups.
6. Two (2) task force chairs, leading specific Board projects, if any, in a given year.

Section 4. Terms of Office

- a) Those directors elected by vote of the members shall serve for a term of two (2) years. The terms of service of elected directors shall be staggered to reduce turnover in any given year.
- b) An elected director who has served one complete or partial two (2)-year term shall be eligible for re-election to one additional two (2)-year term, if nominated. Having completed two consecutive complete two (2)-year terms, a member may not be re-elected for a new two (2)-year term until at least one (1) year has elapsed.
- c) Those serving in an *ex officio* capacity on the Board of Directors as a result of a position they hold in ACCE or another organization, shall serve as a director for their term in the office named as an *ex officio* position (Article IV, Section 3.f), unless such director resigns, or is removed from said office or position.
- d) The terms of at-large appointments (Article IV, Section 3.e above) to the Board made by the Chair shall be one (1) year.
- e) Total uninterrupted service on the Board of Directors is limited to five (5) years, unless a serving director is nominated for an officer post, in which case eligibility for board service is extended for the duration of their officer term.
- f) In the event of a vacancy in any board position, the replacement, as voted upon by the Board of Directors, shall complete the term of the individual whose service ended prematurely and may be eligible for reelection, subject to the five (5)-year limit (Article IV, Section 4.e).
- g) The officers, including the Chair, Chair-Elect, Immediate Past Chair, Treasurer and Vice-Chairs, shall hold their respective offices until their successors are elected and qualified, even if such service extends beyond the date upon which their respective terms of office would otherwise expire. Each elected officer shall serve concurrently as a member of the Board and as a member of the Executive Committee and is not subject to term limits during their service as an officer.

- h) At the meeting of the Board during which the new officers are elected and the slate approved by the members is formally announced, both newly elected directors and those whose terms are expiring may participate as voting members of the board.

Section 5. Nomination of Directors: Prior to each annual membership meeting, the Board of Directors shall appoint a Directors' Nominating Committee, which shall consist of:

- a) Immediate Past Chair, serving as Chair of the Directors' Nominating Committee;
- b) One (1) Primary member from each of the five (5) USA districts described in Article IV, Section 2;
- c) Up to three (3) at-large nominating committee members selected by the Committee Chair; and
- d) President & CEO of ACCE.

No later than forty-five (45) days before the annual meeting of the members, the Directors' Nominating Committee shall nominate eligible candidates to fill the seats described in Section 2. The Committee is also charged with nominating eligible members to complete the unexpired terms of any directors who, for any reason, did not fully serve their terms and whose seats were not previously filled by action of the Board of Directors.

Section 6. Election of Directors: The Directors' Nominating Committee will cause to be distributed to all Primary and Affiliate members, a slate of nominees, which they have selected according to the directions in Section 5. Allowance will be provided on the ballot for write-in nominations. The President & CEO shall mail or email this slate to all Primary and Affiliate members at least fifteen (15) days before the annual meeting. The ballots shall be returned to the ACCE office within ten (10) days, by mail or email submission. The returned votes of the members shall be tallied and retained. The Board of Directors at its next meeting, or those members assembled for the Annual Meeting, shall declare the candidates with the highest number of votes, elected.

Section 7. Resignation: Any Director may resign at any time by giving written notice to the President & CEO and/or Chair of the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. A Chair, Chair-Elect or Vice-Chair may resign as a director only by resigning the office in question in accordance with Article VI, Section 5 of these Bylaws.

Section 8. Removal

- a) Any Director may be removed from office at any time for cause by the affirmative vote of at least two-thirds (2/3) of the voting members present at any meeting of the Board of Directors at which a quorum is present.
- b) Any director who leaves the employment of a member chamber, without beginning

employment in another member chamber within thirty (30) days, shall be automatically removed as a director without the requirement for a member vote.

Section 9. Unexcused Absence: Should any director absent himself unreasonably from three (3) consecutive meetings of the Board without sending a communication to the President & CEO or Chair stating the reasons for such absence, and if the excuse should not be acceptable, the Ethics Committee may by resolution propose that the Board vote and declare the seat vacant, and may proceed to fill the vacancy thus created in accordance with Section 10 of this Article IV. A director who fails to attend three (3) consecutive meetings of the Board may not be nominated for re-election or appointment, without the approval of the Executive Committee.

Section 10. Vacancies: Any vacancy occurring on the Board by death, resignation or removal of a director shall, upon nomination by the Chair of the Director's Nominating Committee, be filled by a majority vote of the directors present at a subsequent regular meeting of the Board or at a special meeting called for that purpose. The successor so elected shall serve only for the remaining unexpired term of predecessor, but may be eligible for reelection, subject to five (5)-year continuous service limit (Article IV, Section 4.e.). Whenever a vacancy occurs by the death, resignation or removal of the most recent past chair, the next most recent past chair who is willing and able to serve shall automatically, without election, succeed to the vacant directorship and serve for the remainder of the unexpired term. (See also Article VI, Section 7 regarding officer vacancy.)

Section 11. Meetings: Regular and special meetings of the Board of Directors may be called by the Chair at such times and places, including via conference telephone or video call, as s/he shall designate. No less than two (2) meetings of the Board shall take place each year.

Section 12. Notice: Notice of any special meeting shall be served upon each director in person, by email, or by mail at least two (2) days prior to the date of such meeting, specifying the time and place of the meeting and the business to be transacted thereat. A director may waive notice in writing, which shall include waiver by electronic transmission, at any time. The attendance of a director at any meeting shall constitute waiver of notice except for when the director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business at the meeting because the meeting was not properly convened.

Section 13. Quorum: At any meeting of the Board, the presence, in person or via remote communications, of a simple majority of directors eligible to vote shall be necessary to constitute a quorum for the transaction of business.

Section 14. Voting: At all meetings of the Board, each director shall have one (1) vote. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the

Board, unless a greater number is required by law or by the Certificate of Incorporation or by these Bylaws.

Section 15. Action Without a Meeting: Any action required or permitted to be taken at any meeting of the Board, or by any Committee thereof, may be taken without a meeting if all members of the Board or Committee, as the case may be, consent thereto, in writing or email, and the consents are filed with the minutes of proceedings of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote of the Board.

ARTICLE V **COMMITTEES**

Section 1. Executive Committee: The following persons shall constitute the Executive Committee: the Chair, the Chair-Elect, the President & CEO, the four (4) Vice-Chairs, the Treasurer, other officers as provided for in Article VI, Section 1 below, Chair of the Metropolitan Cities Council and the Immediate Past Chair. In addition, the Officers Nominating Committee may appoint four (4) members of the Board of Directors to serve as one (1)-year at-large members of the Executive Committee. The Board of Directors must ratify these appointments and the Chair may fill vacancies on the Executive Committee, if approved by the Board. The Executive Committee shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of ACCE. However, the Executive Committee shall not have the power or authority to amend the Certificate of Incorporation, adopt an agreement of merger or consolidation, recommend to the members the sale, lease or exchange of all or substantially all of ACCE's property and assets, recommend to the members a dissolution of ACCE or a revocation of a dissolution, or amend these Bylaws. The act of a majority of the members of the Executive Committee shall be the act of the Executive Committee.

Section 2. Finance Committee: A Finance Committee composed of no less than three (3) and no more than seven (7) directors shall serve as the fiscal oversight arm of the Board. This Committee will meet in person or through remote means at least four (4) times per year, or as recommended by the Chair, to review the financial condition of ACCE. The elected Treasurer shall serve as Chair of the Committee. The Finance Committee shall ensure: that the staff implements directives of the Board related to financial management; and the drafting of a realistic and workable annual budget for the organization. At each meeting of the Executive Committee and full Board of Directors, the Treasurer or a representative of this Committee will report on the financial status of ACCE.

Section 3. Audit Committee: An Audit Committee composed of no less than three (3) and no more than seven (7) directors appointed by the Board shall be responsible for approving an independent auditor as recommended by the President & CEO, reviewing the audit process, making

recommendations to the Board of Directors regarding the results of the audit, and such other responsibilities as may be determined for time to time by the Board of Directors.

Section 4. Special Committees: Either the Chair, President & CEO or the Board may at any time appoint additional committees, task forces or working groups on any subject for which there are no standing committees. Any such committee, which consists entirely of members of the Board of Directors, shall have such powers as may be delegated to it by the Board by resolution. All other committees shall have the power only to make non-binding reports and recommendations to the Board and/or the officers of ACCE.

Section 5. Committee Quorum: A majority of the members of Executive and Finance Committees shall constitute a quorum for the transaction of business. Other committees, which serve in an advisory capacity to the Board of Directors, do not require a quorum.

ARTICLE VI

OFFICERS

Section 1. Officers: The officers of ACCE shall be a Chair, Chair-Elect, Immediate Past Chair, President & CEO, Treasurer and the four (4) Vice-Chairs, one of whom represents, and is selected by, the Membership Development Division. The Board may create such other offices as it deems necessary.

Section 2. Officers' Nominating Committee: Prior to each annual membership meeting, the Chair shall, with the approval of the Board, appoint an Officers' Nominating Committee composed of three (3) members of the Board. Additionally, two (2) past chairs, willing and able to serve, the current Chair, and the current Chair-Elect will also be members of this Committee. The President & CEO serves as an *ex officio*, non-voting member of this Committee. The Immediate Past Chair shall serve as the Chair of the Committee. The Officers' Nominating Committee shall select nominees for the offices of the Chair-Elect, Vice-Chairs and Treasurer from among any Board member in good standing, provided the member shall have served at least one (1) year as a member of the Board prior to an elective term of office.

Section 3. Election of Officers: Within ten (10) days before or after the annual membership meeting, the Board shall meet and elect officers as follows:

- (a) The Chair-Elect, the four (4) Vice-Chairs, and Treasurer shall be elected by the Board from among the nominees designated by the Officers' Nominating Committee.
- (b) The Chair-Elect shall succeed to the position of Chair upon the election and qualification of his/her successor.

- (c) The President & CEO shall be appointed by the Executive Committee and ratified by the Board of Directors to serve as ACCE's full-time administrative officer, as a member of the ACCE staff via contract. If the incumbent president & CEO has resigned, died, been removed or otherwise ceases to hold that office, a successor as president & CEO shall be appointed by the Executive Committee and ratified by the Board of Directors.

Section 4. Terms of Office: Officers shall serve for terms of one (1) year or until their respective successors are elected and qualified, except as noted below. The Chair-Elect shall serve for a term of one (1) year or until his/her successor is elected and qualifies, at the expiration of which term he/she shall automatically become Chair and serve in that office for an additional term of one (1) year or until he/she is succeeded. The Treasurer shall serve for a term of two (2) years or until his/her respective successor is elected and qualified.

Section 5. Resignation: Any officer may resign at any time by delivering a written letter of resignation to the Chair or the President & CEO. Such resignation shall take effect upon delivery unless a time is specified therein, in which event the resignation shall take effect at the time specified. The resignation of an officer shall also constitute a resignation from the Board.

Section 6. Removal: Any officer may be removed with or without cause by the affirmative vote of two-thirds (2/3) of all the members of the Board. Removal from office shall also constitute removal from the Board.

Section 7. Vacancies

- (a) A vacancy in any office except Chair, whether due to death, resignation or removal, or for other reasons, shall be promptly filled upon candidate nomination by the Chair and by the affirmative vote of a majority of the directors present at the next regular meeting of the Board or at a special meeting called for that purpose. An officer elected to fill a vacancy shall serve for the remainder of the unexpired term of predecessor or until successor is elected and qualifies.
- (b) A vacancy in the office of Chair, whether due to death, resignation, removal or other reasons, shall be automatically filled by the Chair-Elect. The Board shall fill the vacancy created in the office of Chair-Elect in accordance with subparagraph (a) of this Section. A Chair who becomes such pursuant to this subsection shall serve for the unexpired term and for the following term during which he/she would have served as chair had no vacancy occurred. A Chair-Elect who becomes such pursuant to this subparagraph (c) shall serve only for the unexpired term of predecessor, or until successor is elected and qualifies.
- (c) Should the offices of Chair and Chair-Elect be vacant simultaneously, the Board shall, in accordance with subparagraph (a) of this Section, elect both a Chair and a Chair-Elect. The Chair so elected shall serve only for the unexpired term of predecessor. The Chair-Elect so

elected shall serve for the unexpired term of predecessor and shall then become Chair in accordance with Section 3(b) of this Article VI.

Section 8. Compensation: ACCE may pay compensate in reasonable amounts to officers, agents, and employees of the Association for services rendered. The Board shall determine the level of compensation for any compensated officers of the Association, based on policies approved by the Board, and shall approve compensation guidelines for other compensated agents or employees. The compensation of all other employees shall be fixed by the President & CEO within such limits, if any, as may be prescribed by the Board.

Section 9. Chair: The Chair shall have those powers, which usually pertain to the office and shall perform such other duties as are properly assigned to him/her by the Board. He/she shall preside at all meetings of members, the Board, and the Executive Committee.

Section 10. Vice-Chairs: Each Vice-Chair shall have such powers and perform such duties as usually pertain to such office or as are properly assigned to him/her by the Board or the Chair.

Section 11. President & CEO: The President & CEO is a paid staff member via contract with oversight by the Board. The President & CEO shall have direct supervision and management of the affairs of ACCE and any of its affiliate organizations subject to the direction of the Board and the Chair. The President & CEO shall appoint, discharge and have supervision over all employees, and shall be responsible for such reports as may be required by law or requested by the Board. The President & CEO shall sign and execute all contracts in the name of ACCE. The President & CEO is a voting member of the Board of Directors.

Section 12. Chair-Elect: The Chair-Elect shall serve in the absence or unavailability of the Chair.

Section 13. Treasurer: The Treasurer shall chair the Finance Committee and shall have general supervision over the financial condition of ACCE. The Treasurer will present budget and financial reports to the Executive Committee and Board.

Section 14. Immediate Past Chair: The Immediate Past Chair shall serve as Chair of both the Directors' and Officers' Nominating Committees. The Immediate Past Chair also serves as head of the Personnel Committee which shall perform an annual performance evaluation and compensation review of the President & CEO, per ACCE's Policies and Procedures.

Section 15. Other Officers: Other officers shall perform such duties and have such powers as may be assigned to them by the Board.

ARTICLE VII

AMENDMENTS

These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the directors present and voting at any duly constituted regular or special meeting of the Board. Alternatively, an amendment may be presented for consideration by the Board via mail or email thirty (30) days prior to a vote of the Board. If all eligible voting members of the Board submit a written consent in favor of said amendment by return mail or email, the amendment is adopted. Directors will be informed within thirty (30) days of the results of all unanimous consents amending the Bylaws.

ARTICLE VIII INDEMNIFICATION

Section 1. Indemnification: ACCE may indemnify any person who was or is a party or is threatened to be made a part to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of ACCE), by reason of the fact that s/he was or is a director, officer, employee or agent of ACCE, or is or was serving at the request of ACCE as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of ACCE, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which s/he reasonably believed to be in the best interests of the corporation, and with respect to any criminal action had reasonable cause to believe that the conduct was unlawful.

Section 2. Indemnification Procedure: Indemnification under Section 1 of this Article VIII shall be made only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made in one (1) of the following three (3) ways:

- (a) By the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
- (b) If such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or

(c) By the members.

Section 3. Advances: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by ACCE in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that s/he is entitled to be indemnified by ACCE as authorized in this Section.

Section 4. Merger and Consolidation: For the purposes of Article VIII, references to “ACCE” include all constituent corporations absorbed in a consolidation or merger, as well as the resulting or surviving corporation.

Section 5. Insurance: ACCE may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of ACCE or is or was serving at the request of ACCE as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not ACCE would have the power to indemnify him/her against such liability under the provisions of this Article VIII.

Section 6. Bonding: The President & CEO and any other officer or employee shall, at the request of the Board, be bonded in such amount as the Board may deem necessary, the expense of such bond or bonds to be paid by ACCE.

ARTICLE IX **OTHER**

Section 1. Fiscal Year: The fiscal year of ACCE shall be such one (1)-year period as ACCE’s accountants may determine to be advisable. Terms of office do not necessarily run concurrently with the fiscal year of the organization.

Section 2. Audits: The President & CEO shall cause the accounts and records of ACCE to be audited annually by a certified public accountant satisfactory to the Board. The report of such annual audit shall be submitted to a committee appointed by the Chair. The Board, acting upon, but not bound by, the recommendation of such committee, shall cause the report to be submitted to the members at the next annual meeting if it considers such submission desirable.

Section 3. Drafts and Notes: All drafts, notes, or other orders for the payment of money by ACCE shall be signed by the President & CEO and/or by such other persons as shall be given authority to do so by the Board.

Section 5. Communications to the Board of Directors: Email is an acceptable form of communication for all required notification of ACCE when submitted in a manner authorized by the Delaware General Corporation Law.

Section 6. Meetings by Teleconference or Video Conference: All meetings of governing bodies or members may be convened via telephone or video conference in which all participants may simultaneously communicate with one another.