

# NATIONAL ASSOCIATION OF LOCUM TENENS ORGANIZATIONS® BYLAWS

## ARTICLE I Purpose

### Section 1.01 Objectives and Goals

1. The National Association of Locum Tenens Organizations® (hereinafter referred to as the Association or as NALTO®) has been formed to meet the needs of its members and its various publics. These needs or areas of concern deal with matters which impact the locum tenens industry. These areas include but are not limited to:
  - a. Federal, state, and local legal and legislative issues
  - b. Public relations
  - c. Membership services
  - d. Membership Education
  - e. Professional Liability Insurance and Risk Management
2. This Association will help promote practices which will improve the quality of this industry.

## ARTICLE II Offices

### Section 2.01 Registered Office

The registered office of this Association shall be set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation of this Association.

### Section 2.02 Other Offices

This Association may have such other offices, as the directors shall from time to time determine.

## ARTICLE III Definitions

### Section 3.01 Locum Tenens Organization

A Locum Tenens Organization (LTO), as used herein, is defined as a for-profit organization that provides physicians to clients on a temporary basis and meets the following criteria:

- is the direct contact between the client and the physician provider;
- has a signed agreement with each client and physician provider;
- is responsible for physician provider credentialing pursuant to NALTO® credentialing guidelines;
- holds a medical liability insurance policy for each physician provider; and
- derives a significant portion of its annual revenue from Locum Tenens business.

The definition of a Locum Tenens Organization does not include:

- recruiters employed by clients or potential clients (i.e., hospitals, medical group practices, or the like)
- in-house physician placement services; or
- placement or staffing firms that place physicians directly with clients for a fee wherein medical liability insurance for physician provider is not provided by the Locum Tenens Organization.

As used herein, “substantial portion of its revenue” is defined as fifty (50) percent of the organization’s annual gross income, as derived by generally accepted accounting practices.

## **ARTICLE IV Membership**

### **Section 4.01 Classes and Qualification**

There shall be four classes of membership in the Association: Active (voting), Affiliate (voting), Vendor (non-voting), and Life (non-voting).

1. Active Members.
  - A. To qualify for Active Membership, an organization must have a substantial portion of its business in the locum tenens industry.
  - B. Active members of the Association shall be those organizations which:
    - 1) Are determined by the NALTO® Board of Directors, in its sole discretion, to have met the requirements for membership in the Association;
    - 2) Are in conformance with the standards of ethical professional practice as established or adopted by the NALTO® Board of Directors and its membership;
    - 3) Are elected to membership in NALTO® by the NALTO® Board of Directors; and
    - 4) Provide professional liability insurance for their health providers
2. Affiliate Members
  - A. To qualify for Affiliate Membership, an organization must have a portion of its business in the locum tenens industry that may be less than 50%, and/or may service primarily a parent corporation or affiliate entity, and/or may be owned by a business that may not focus on locum tenens and may not be directly responsible for the recruitment and placement of providers.
  - B. Affiliate members of the Association shall be those organizations

which:

- 1) Are determined by the NALTO<sup>®</sup> Board of Directors, in its sole discretion, to have met the requirements for Affiliate membership in the Association;
- 2) Are in conformance with the standards of ethical professional practice as established or adopted by the NALTO<sup>®</sup> Board of Directors and its membership;
- 5) Are elected to membership in NALTO<sup>®</sup> by the NALTO<sup>®</sup> Board of Directors; and
- 6) Agree to abide by the Associations ethics and arbitration procedures
- 7) Provide professional liability insurance for their health providers

- C. Affiliate members shall have the right to vote on general assembly items but shall not hold office on the Board of Directors. Affiliate Members are eligible to serve on the various committees, as determined by the NALTO<sup>®</sup> Board of Directors.

### 3. Vendor Members.

- A. Vendor Members shall include organizations, which serve as suppliers or vendors of services or products utilized by locum tenens organizations.

- B. Vendor Members of the Association shall be those organizations which:

- 1) Are determined by the NALTO<sup>®</sup> Board of Directors, in its sole discretion, to have met the requirements for membership in this Association.
- 2) Are in conformance with the standards of ethical professional practice as established or adopted by the NALTO<sup>®</sup> Board of Directors.
- 3) Are elected to membership in NALTO<sup>®</sup> by the NALTO<sup>®</sup> Board of Directors.

- C. Vendor members shall not have the right to vote nor to hold office.

- D. Vendor members shall be entitled to the following membership benefits:

- 1) A discount on booth space at the NALTO<sup>®</sup> Convention, the amount of which shall be determined from time to time by the NALTO<sup>®</sup> Board of Directors.
- 2) A complimentary vendor listing in the annual NALTO<sup>®</sup> Membership Directory.

- 3) One set of NALTO<sup>®</sup> member mailing labels at no charge.
  - 4) Additional sets of member labels at a nominal fee, the amount of which shall be determined from time to time by the NALTO<sup>®</sup> Board of Directors.
  - 5) One annual complimentary ¼ page ad in the NALTO<sup>®</sup> newsletter.
  - 6) Service on various committees, as determined by the NALTO<sup>®</sup> Board of Directors
4. Life Members (Retired Members).
- A. Life Membership may be conferred upon persons who have been employed by an Active Member firm of NALTO<sup>®</sup> in good standing for a continuous period of ten (10) years or more prior to retirement from all regular employment.
  - B. Life Members may accept, at no cost, a listing in the Association's membership records, and may be listed in the Association's Membership Directory.
  - C. Life Members may attend NALTO<sup>®</sup> meetings at the member rate, or they may choose to pay the annual fee for Life Membership, set from time to time by the NALTO<sup>®</sup> Board of Directors, in which case they shall receive all regular NALTO<sup>®</sup> mailings, including a subscription to the NALTO<sup>®</sup> newsletter, and be entitled to all rights and privileges of an Active Member except that they shall not have the right to vote nor the right to hold office.

#### **Section 4.02 Membership Application**

1. For all categories of membership, an organization shall make written application for membership in the manner and upon the terms and conditions specified by the NALTO<sup>®</sup> Board of Directors on the form(s) (the "Application for Membership") prescribed by the NALTO<sup>®</sup> Board of Directors.
2. Organizations applying for Active Membership shall disclose on the application form the names, addresses, and principals of any organization engaging in and/or any business directly related to physician recruiting in which the applicant or any principal of the applicant has an interest.
3. All membership applications shall be acted upon by the Membership Committee as provided in these bylaws. The NALTO<sup>®</sup> Board of Directors shall review the membership application to the extent deemed necessary and shall act on the recommendations of the Membership Committee, accepting or rejecting the applicant for membership in this Association.
4. The NALTO<sup>®</sup> Board of Directors will act upon membership applications received based on whether or not acceptance of the

applicant is consistent with the Association's desire to be recognized as an organization of experienced, stable, reliable and competent practitioners.

#### **Section 4.03 Term and Termination of Membership**

1. Membership shall be on a calendar year basis and shall be renewed subject to approval by the Board of Directors for each new calendar year unless terminated hereinafter provided.
2. A member may voluntarily terminate membership with thirty (30) days' written notice to the Secretary-Treasurer of this corporation. During the thirty-day notice period, the member shall continue to perform the obligations of membership as well as continue to enjoy all privileges of membership. All financial obligations of membership that have been previously contracted for must be satisfied, even though membership may have been terminated.
3. A membership may be involuntarily terminated by action of the NALTO® Board of Directors pursuant to criteria established in these bylaws or pursuant to conditions contained in the affidavit portion of the NALTO® membership application. In the case of an involuntary membership termination, the NALTO® Board of Directors shall give written notice to the member at least thirty (30) days prior to the effective date of the termination. During the thirty-day period, the member shall continue to perform the obligations of membership as well as continue to enjoy all privileges of membership. All financial obligations of membership that have been previously contracted for must be satisfied, even though membership may have been terminated.
4. A membership shall terminate automatically and without notice upon the member's failure to pay the membership dues of the Association in the amounts of and at the times established by the NALTO® Board of Directors. Such termination shall not relieve the member of any dues owed or other arrearages.
5. Notwithstanding the provisions of Article IV, Section 4.01(3) [Life Membership] of these bylaws, a membership shall terminate automatically and without notice when the member ceases to be actively engaged in locum tenens as determined in the sole discretion of a majority of the Board of Directors or when the member organization disposes of all or substantially all of its business or assets, or is consolidated or merged into another organization.

#### **Section 4.04 Transfer of Membership**

No member may transfer its membership or any rights arising therefrom.

#### **Section 4.05 Responsibilities and Right of Members**

1. Each member organization shall appoint one official representative and one or more alternates to exercise membership rights of the Association. Alternates may exercise membership rights in the absence of the official representative. The names of persons designated as representatives or alternates shall be delivered to the Secretary-Treasurer of the Association, who shall maintain a register of the members of the Association and designation of such member's representative. An alternate may be made by delivering written notice of such changes to the Secretary. Such changes shall be effective upon receipt by the Secretary-Treasurer of the written notice.
2. Through its official representatives, or in his or her absence, an alternate, each Active Member organization shall be entitled to one vote in the election of directors and in the conduct of other business at annual or special meetings of the Association. The members shall have, individually or collectively, such other duties as may be prescribed from time to time by the NALTO® Board of Directors.
3. Compliance with the NALTO® Code of Ethics – All members shall agree in writing, by signing the affidavit portion of the NALTO® membership application, to comply with the conditions set forth in the NALTO® Code of Ethics.

#### **Section 4.06 Non-Voting Membership**

The NALTO® Board of Directors may create additional classes of membership as it may deem advisable and may terminate such classes of membership, provided, however, that any such additional class or classes of membership shall have no voting rights whatsoever with respect to such membership.

### **ARTICLE V**

#### **Dues**

The annual dues for each class of membership shall be established by the NALTO® Board of Directors.

### **ARTICLE VI**

#### **Meetings**

#### **Section 6.01 Annual Meeting**

The Annual Meeting of the members of the Association shall be held in such months, on such day and at such hour and place as may be designated from time to time by the NALTO® Board of Directors.

#### **Section 6.02 Special Meetings**

Special meetings of the members of the Association for any purpose or purposes may be called in the manner specified in the Florida Nonprofit Corporation Act.

### **Section 6.03 Notice of Meetings**

Written notice of a time and place for an Annual Meeting or special meeting shall be delivered personally to each member or sent by first-class, registered, or certified mail or fax or e-mail to the address of each Active Member as it appears on the Association's membership records, or, if no address is given, at the place where the principal office of the member or member organization is located, not less than ten (10) nor more than thirty (30) days before the date of the meeting. Such notice, if of a special meeting, shall state the general nature of the business to be transacted. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is delivered or mailed.

### **Section 6.04 Quorum**

A majority of the Active Members of the Association in person or by proxy shall constitute a quorum at any meeting of the membership. The act of the majority of the voting power at any meeting at which a quorum is present shall be considered the act of the members subject, however, to any provision of these bylaws specifically to the contrary, or any applicable provision of law.

### **Section 6.05 Action by Written Consent**

Any action, which may be taken at any regular, annual, or special meeting of the membership, may be taken without a meeting if 2/3 of members entitled to vote consent in writing to such action. All written consent shall be filed with the Secretary of the Association and maintained in the corporate records. Directors may be elected by written consent as provided hereinafter.

## **ARTICLE VII**

### **Mail or Email Vote**

Whenever, in the judgment of the NALTO<sup>®</sup> Board of Directors, any question shall arise which it believes should be put to a vote of the Active Membership and when the NALTO<sup>®</sup> Board of Directors deems it not expedient to call a special meeting for such purpose, the directors may, unless otherwise required by these bylaws, submit such a matter to the voting membership in writing by mail or email for vote and decision, and the question thus presented shall be determined according to the majority of the votes received by mail or email within fifteen (15) days after such submission to the voting membership, provided that in each case votes of at least ten percent (10%) of the voting membership shall have been received. Any and all action taken in pursuance of a majority mail or email vote in each such case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting. Voting on any matter, including the election of directors or officers, may be conducted by mail or email.

**ARTICLE VIII**  
**Board of Directors**

**Section 8.01 General Powers and Responsibility**

Except as otherwise provided by the Articles of Incorporation or by these bylaws, the management of the affairs of this Association shall be vested in a Board of Directors, hereinafter sometimes referred to as “the Board.”

**Section 8.02 Number, Qualification, and Election**

1. Number and Qualification.  
There shall be a Board of Directors consisting of not less than seven (7) nor more than eleven (11) directors, but always an odd number, composed of the President, Secretary-Treasurer, Immediate Past President, or President Elect on alternating years, Vice President and at least four (4) Active Member Director-at-Large. There shall not be more than one director from the same member company or from companies that have common ownership.
2. Election.  
The directors shall be elected by written ballot vote of the Active Members of this Association.

Pursuant to Article X, Committees, Section 10.05, Nominating Committee, the Nominating Committee shall be responsible for conducting election of Board members through the U.S. Postal Service, or facsimile, or email in the manner prescribed hereafter:

- A. Solicitation of Nominees:  
The Nominating Committee shall solicit from the membership names of nominees for each seat on the Board of Directors which is vacant or is about to expire.

Such solicitation shall include a written notice to each Active Member sent by first-class mail or email at least sixty (60) days, but not more than ninety (90) days prior to the date of the Annual Meeting at which Directors are to be seated.

Such notice shall invite each Active Member to submit the name(s) of Director candidates and shall include a form to facilitate such submission of candidate names.

At least twenty (20) days shall be allowed for nominations from the membership. A nominee must meet all of the qualifications to serve as a Director as stated in these Bylaws. Any nominee who meets all of the qualifications to



serve as a Director as stated in these Bylaws shall be included on the final ballot.

The ballot shall be comprised of the slate as recommended by the Nominating Committee and a listing of all other nominated candidates who qualified. Write-in votes for all Director positions may be cast on the official ballot and a Director elected by write-in votes cannot assume that office unless he/she is determined by the Nominating Committee to meet the qualifications as stated in these Bylaws, Article VIII, Section 8.02.

B. Written Ballot/Election:

Elections shall be held through a ballot to be mailed or emailed to each Active Member listing the names, background information, and position statement of all persons nominated and who meet the qualifications as stated in these Bylaws, Article VIII, Section 8.02.

The ballot for election shall be sent by first-class mail or email to each voting member no later than thirty (30) days prior to the date of the Annual Meeting. Ballots shall be sent by first-class mail or email in a format approved by the Nominating Committee. The ballot shall be mailed or emailed to the address in the official membership files of the Association.

Each Active Member in good standing shall be entitled to one vote for each Director to be elected.

The official written ballot, signed by the official voting delegate, must be returned to the NALTO® Headquarters Office in one of three ways:

- 1) By U.S. mail – If returned by U.S. mail, the ballot envelope must be postmarked not less than fifteen (15) days prior to the Annual Meeting. Mailed in ballots are invalid if postmarked after that date.
- 2) By facsimile – If returned by facsimile, the time stamp from the facsimile machine which appears on the official ballot must be dated not less than ten (10) days prior to the Annual Meeting. Facsimile ballots are invalid if time stamped after that date.

3) By electronic mail – If returned by electronic mail, the official ballot must be submitted by the posted deadline date.

C. Ballot Tabulation:

Ballots shall be counted by three (3) members of the NALTO® Headquarters staff, excluding the Executive Director, who shall count the ballots, verify Active Member in good standing status for each ballot, and prepare a final tabulation of number of votes by candidate. The final written tabulation shall be signed by each of the three staff members and submitted to the Nominating Committee Chairman for announcement to the general membership prior to the Annual Meeting.

D. Ballot Retention/Inspection/Destruction:

Ballots shall be stored at NALTO® Headquarters Office for a period of twelve (12) months from the date of the Annual Meeting. During this twelve-month period, the ballots shall be available for inspection at Association Headquarters by any NALTO® voting member upon written request to do so.

At the end of the twelve-month period from the date of the Annual Meeting, the ballots shall be destroyed.

E. Tie Votes:

In the event of a tie vote for any one Director position, a ballot for that position only shall be sent electronically to all Active Members to re-vote on that Director position.

F. Proxy Voting:

Proxy voting is prohibited.

3. In the event a director or officer of the organization ceases to meet the qualifications set forth in Article VIII, Section 8.02 (1) of these bylaws, he or she may serve the remainder of the term only by a unanimous vote by remaining directors to waive the qualifications for that individual for the remainder of that term. Absent a unanimous vote by remaining directors, the individual who ceases to meet the qualifications of Article VIII, Section 8.02 (1) of these bylaws shall cease to be a director and, if applicable, cease to be an officer, and the position shall be deemed “vacant.” This provision shall not apply in a situation in which the officer or director is facing termination or removal for cause as described in Article VIII, Section 8.07 of these bylaws.

### **Section 8.03 Nominations**

Candidates for election as directors shall be nominated in accordance with Article VIII, Section 8.02 (2) and Article X, Section 10.05, of these bylaws.

### **Section 8.04 Terms**

Each elected director shall hold office for a term of up to two (2) years or until his/her successor has been elected or appointed, except that the initial directors named in the Articles of Incorporation shall serve terms established by the Board of Directors to implement the staggering of terms provided for in Section 8.05. Directors may be re-elected to membership on the NALTO® Board of Directors.

### **Section 8.05 Staggered Terms**

The term of office of the elected Directors shall be established in such manner that the terms of only approximately one third (1/3) of said Directors expire in any one year. In the event of a change in the number of Directors, the staggering of terms shall be preserved.

### **Section 8.06 Vacancies**

Any vacancy in a Director's position on the Board, whether by reason of death, resignation, or removal, shall be filled by the remaining members of the Board, even though less than a quorum. A Board member appointed to fill a vacancy shall be appointed in accordance with the qualifications set forth in Section 8.02 of this Article, and shall be appointed for the unexpired term of his/her predecessor in office.

### **Section 8.07 Removal**

Any elected Director may be removed from office with or without cause by vote of two-thirds of the remaining Directors present at the meeting, provided that the notice of the meeting at which removal is to be considered states such purpose.

### **Section 8.08 Voting Rights of Directors**

Each Director shall be entitled to one vote on all matters before the Board of Directors. There shall be no voting by proxy.

### **Section 8.09 Organization Meetings**

As soon as reasonably practicable, and within thirty (30) days after the Annual Meeting of the membership, the Board of Directors shall meet for the purpose of organizing the Board, electing officers, and transacting such other business as may come before the meeting. At each meeting of the Board of Directors, the President of this Association or, in his or her absence, the President Elect or Vice President shall preside. The Secretary-Treasurer of this Association or, in his or her absence, any person whom the President shall appoint, shall act as Secretary of the meeting.

**Section 8.10 Place of Meeting**

The NALTO® Board of Directors may hold its meeting at such place or places, as it may from time to time determine.

**Section 8.11 Regular Meetings**

Regular meetings of the NALTO® Board of Directors shall be held at such frequency, time, and place as the Board shall from time to time determine.

**Section 8.12 Special Meetings**

The President, President Elect, Vice President or any two (2) or more Directors may call special meetings of the NALTO® Board of Directors for any purpose.

**Section 8.13 Notice of Meetings**

Notice of a time and place of any organization meeting, regular meeting or special meeting shall be delivered personally, communicated by telephone, facsimile or other electronic means, or sent to each Director by first-class mail, charges prepaid, addressed to the Director either at his/her address shown on the membership records of the Association or, if it is not so shown on such records or it is not readily ascertainable, to the place at which meetings of the NALTO® Board of Directors are regularly held. If personally delivered or communicated by telephone, facsimile, or other electronic means, such notice shall be delivered at least five (5) days prior to the meeting. If sent by mail, such notice shall be mailed at least ten (10) days prior to the meeting, but not more than thirty (30) days prior to the meeting. However, in reference to Section 7.07 "Removal," a minimum of two (2) weeks' (14 days') notice is required to allow ample time for due process.

**Section 8.14 Quorum**

A majority of the total number of the NALTO® Board of Directors shall constitute a quorum at any meeting of the Board. The act of the majority of the voting power present at any meeting at which a quorum is present shall be considered the act of the NALTO® Board of Directors for all purposes of these bylaws.

**Section 8.15 Quorum Initially Present**

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors. If any action is thus approved, it must be by at least a majority of those required by the Articles of Incorporation, by these bylaws, or by law.

**Section 8.16 Telephonic Meetings**

Members of the NALTO® Board of Directors may participate in meetings through the use of a conference telephone or similar communications equipment so long as all Directors participating in such meetings can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meetings.

## **ARTICLE IX OFFICERS**

### **Section 9.01 Officers**

The officers of this Association shall be elected by the Board of Directors and shall consist of at least a President, President Elect, Vice President, and Secretary-Treasurer, all of whom shall be directors. The Board of Directors may select such other officers as it shall deem advisable, each of whom shall have such power and duties as the Board of Directors may from time to time authorize. The same person may not hold the office of President and either President Elect, Vice President, or Secretary-Treasurer concurrently.

### **Section 9.02 Term of Office and Qualifications**

Each officer shall hold office at the pleasure of the Board of Directors and until his successor shall be elected and qualified to serve. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired term of any meeting of the Board of Directors.

### **Section 9.03 President**

The President shall serve as chief elected officer of the NALTO<sup>®</sup> and shall serve as Chairman of the NALTO<sup>®</sup> Board of Directors. The President shall act as the duly authorized representative of the NALTO<sup>®</sup> Board of Directors in all matters in which the Board has not formally designated some other person to so act. The President shall also serve as a member with the right to vote on the NALTO<sup>®</sup> Ethics Committee and Arbitration Committee. The President shall make all required appointments of standing and special committees. The President shall perform such other duties as necessarily incident to the office of President or as may be proscribed by the NALTO<sup>®</sup> Board of Directors.

### **Section 9.04 President Elect/Vice President**

The President Elect or Vice President may, in the order of designation by the President, be delegated by the President to perform his/her duties in the event of his/her temporary disability or absence from meetings, and shall have such other duties as the President or the Board of Directors may assign. The President Elect or Vice President shall serve as a member, ex-officio, without the right to vote, on all standing and special committees. The Board of Directors shall designate other duties of the President Elect and Vice President.

### **Section 9.05 Secretary-Treasurer**

The Secretary-Treasurer shall ensure that the proper and legal mailings of notices to the membership are done. The Secretary-Treasurer shall also ensure the proper recording of the proceedings of all meetings of the membership and Board of Directors in the form of minutes. The Secretary-Treasurer is responsible for the maintenance of an accurate roster of the dues and fees and is responsible for the maintenance of financial records. The books of accounts shall at all times

be open to inspection by any Director and by any member. The Secretary-Treasurer shall also ensure the preparation of an annual financial report.

The duties of the Secretary-Treasurer may be assigned, in whole or in part, to the Executive Director, except that those responsibilities placed by statutory law on a secretary or treasurer of a Florida not-for-profit corporation may not be assigned to the Executive Director. The Executive Director shall have all the powers of and be subject to all the restrictions upon the Secretary-Treasurer.

## **ARTICLE X COMMITTEES**

### **Section 10.01 Committees Generally**

Committees of the Association shall be standing or special. Each committee shall exercise such power and carry out such functions as are designated by these bylaws or as delegated by the Board of Directors from time to time. Except as hereinafter described, such committees shall be advisory only and subject to the control of the Board of Directors.

### **Section 10.02 Membership, Appointment**

The Chairman of each committee shall, except as herein provided, be appointed annually by the President subject to approval by the Board of Directors.

### **Section 10.03 Quorum, Meetings**

A majority of the members of the committee shall constitute a quorum at any meeting of a committee. Each committee shall meet as often as it is necessary to perform its duties.

### **Section 10.04 Vacancies**

Vacancies in any committee shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

### **Section 10.05 Nominating Committee**

1. Number.  
A Nominating Committee of three persons, each of whom shall be a principal or professional associate of an Active Member organization, shall be appointed annually by the President, subject to the approval of the Board of Directors.
2. Duties.  
The duties and responsibilities of the Nominating Committee shall be to solicit, screen, and nominate to serve on the Board of Directors persons who meet the qualifications set forth in these bylaws. Such solicitation shall include a written notice to each active member sent by first-class mail at least sixty (60) days, but not more than ninety (90) days prior to the date of each Annual

Meeting at which Directors are to be seated. Such notice shall invite each Active Member to submit the names of Director candidates and shall include a form to facilitate such submission of candidate names. The Nominating Committee shall cause the names of the nominees to be mailed to all the Association members entitled to vote not less than thirty (30) days prior to the date of the Annual Meeting of the membership at which time the election of the new Directors shall be held.

#### **Section 10.06 Membership Committee**

1. Number.  
A Membership Committee consisting of at least three persons, each of whom shall be principals or professional associates of an Active Member organization may be appointed annually by the President with approval of the Board of Directors.
2. Duties.  
The Membership Committee shall screen and investigate all applicants for membership in the Association and shall recommend action to the Board of Directors concerning such applications, applying the procedures and criteria established from time to time by the Board of Directors.

#### **Section 10.07 Executive Committee**

There shall be an Executive Committee consisting of the President as Chairman, and two other officers appointed by the President. The Executive Committee will operate within the powers granted by the Board of Directors.

The Executive Committee shall meet when necessary upon call of the Chairman to review and take action on items affecting the Association. That action shall be subject to approval of the Board of Directors. The Executive Committee shall report on all material action taken to the Board of Directors at its next meeting.

#### **Section 10.08 Ethics Committee**

There shall be an Ethics Committee.

The Ethics Committee shall be responsible for reviewing and acting upon reported violations of the NALTO® Code of Ethics or may, on their own initiative, institute an investigation of apparent violations in accordance with policies and procedures established by and from time to time amended by the Board of Directors.

**ARTICLE XI  
BOOKS AND RECORDS, FISCAL YEAR**

**Section 11.01 Books and Records**

The Board of Directors of this Association shall cause records of all proceedings of meetings of the members or Directors to be kept.

**Section 11.02 Fiscal Year**

The fiscal year of this Association shall be as determined by the Board of Directors.

**ARTICLE XII  
WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given by these bylaws, or by the Articles of Incorporation of this Association, or by any of the corporate laws of the State of Florida, such notice may be waived in writing, signed by the person or persons entitled to give said notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

**ARTICLE XIII  
AUTHORIZATION WITHOUT A MEETING**

Any action that may be taken at a meeting of the NALTO® Board of Directors or any action of any committee may be taken without a meeting if authorized in writing and signed by all of the Directors or all of the members of such committee, as the case may be, who are entitled to notice of the meeting for such purpose.

**ARTICLE XIV  
INDEMNIFICATION**

This Association, in the exercise of the power granted to Florida not-for-profit corporations generally by Florida Statutes shall indemnify its Officers, Directors, agents, and employees against certain expenses and liabilities, and may carry and maintain insurance thereof, but only under the circumstances, in the manner, and to the extent permitted by law.

**ARTICLE XV  
AMENDMENTS**

The Articles of Incorporation (subject to Florida law) and these bylaws may be amended, repealed, or altered, in whole or in part (a) by a majority [or two-thirds] vote at any meeting of the Association, provided that a copy of any amendment proposed for consideration shall be mailed or emailed to the last recorded address of each voting member at least thirty (30) days prior to the date of the



Annual Meeting of the membership; or (b) by approval of the voting members through mail or email vote in accordance with the provisions of Article VII of these bylaws.

Created 10/16/01  
Amended 08/30/01  
Amended 05/28/04  
Amended 04/24/14  
Amended 08/28/15  
Amended 03/03/16  
Amended 03/09/18