

AMBUCS™

National Bylaws

National AMBUCS™, Inc. Bylaws

ARTICLE I

NAME, OFFICE, PURPOSE

SECTION 1. NAME.

The name of this organization shall be National AMBUCS, Inc.

SECTION 2. PRINCIPAL OFFICE.

The principal offices of the corporation shall be located at 4285 Regency Drive, Greensboro, North Carolina, 27410. The corporation may also have offices at such other places as the Board of Directors may from time to time designate.

SECTION 3. PURPOSES.

The purposes for which the corporation is organized are to quicken the appreciation of the human and spiritual, rather than the material values of life; to develop by precept and example a more intelligent, aggressive and serviceable citizenship; to provide through member chapters the rendering of altruistic service, and the wholesome upbuilding of communities; to cooperate and

collaborate with other civic bodies in the development and maintenance of high civic idealism and consciousness; to operate exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. In carrying out such purposes, the corporation shall:

a. Operate as a grant-making entity, in connection with which the corporation may receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust or corporation; but no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in such manner as to require the disposition of the income or its principal to any person or organization other than an organization exempt from the federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and shall make distributions to or for the benefit of organizations exempt from the federal income tax under section 501(c)(3) of the Code which organizations' purposes may include, but are not limited to: relief of the poor and distressed or of the under privileged; advancement of education or science; erection or maintenance of public buildings, monuments, or works; lessening of the burdens of Government; and promotion of social welfare by organizations designed to accomplish any of the above purposes, or (i) to lessen neighborhood tensions; (ii) to eliminate prejudice and discrimination; (iii) to defend human and civil rights secured by law; or (iv) to combat community deterioration and juvenile delinquency.

b. The corporation shall serve as a non-profit corporation for the sole purpose of soliciting, accepting and receiving funds from any and all public and private sources and shall use these funds solely for the purposes hereinabove set out.

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ARTICLE II

MEMBERSHIP

SECTION 1. CHAPTERS.

National AMBUCS, Inc. shall consist of local chapters of AMBUCS which have been chartered as provided herein. All chapters so chartered shall comply with the National Articles of Incorporation and Bylaws.

SECTION 2. SUSPENSION, REVOCATION.

A chapter that fails to conform to the Articles of Incorporation and Bylaws of National AMBUCS, Inc., or whose conduct or activity is prejudicial to the best interests of the National Association, may be suspended or have its charter revoked by the National Board of Directors. Upon suspension, or revocation, a chapter shall have the right of appeal in the manner prescribed in the Bylaws.

SECTION 3. NATIONAL MEMBERSHIP.

All members of chapters are members of National AMBUCS, Inc.

SECTION 4. CHAPTER MEMBERSHIP.

Membership in a chartered chapter shall be in accordance with the Articles of Incorporation and Bylaws of National AMBUCS, Inc. and any amendments thereto, and the Articles of Incorporation and Bylaws of the local chapter.

SECTION 5. MEMBERSHIP REQUIREMENTS.

Any person of good moral character and standing in the community, conforming to the creed of National AMBUCS, Inc., shall be eligible for membership in a local chapter of AMBUCS.

SECTION 6. MEMBER EXPULSION.

A member of National AMBUCS, Inc. may be expelled from membership in the National Association and from a member chapter for misconduct of such character as to be deemed by the National Board of Directors a violation of ethics and standards of National AMBUCS, Inc. when such conduct concerns matters national in scope transcending the local limits. A vote of three-fourths (3/4) of the entire National Board of Directors shall be required for the expulsion of a member. Before any member can be expelled for misconduct, the National President shall notify the member by registered mail of the charges at least ten days prior to the Board meeting at which these charges are to be considered. The member shall be given an opportunity to appear before the Board in defense of the charges. If the member charged shall desire to be represented by counsel, the member may do so when appearing before the Board.

SECTION 7. KINDS OF MEMBERSHIP.

There shall be five (5) types of memberships as follows: Active, Inactive, Friends, Life, and National.

- a. Active Members. An active member is one who has paid the membership fee; national, regional, district, and chapter membership contributions; and regularly attends chapter meetings.
- b. Inactive Members. Inactive members have different fee and attendance requirements, which are detailed in the Chapter Policy guidelines adopted by each chapter. Inactive members may be subdivided into the following categories: Associate Members, Military Service Members, Honorary Members, Senior Members, and Emeritus Members.
- c. Friends Members. Friends members may or may not be affiliated with a chapter and are those persons who wish to contribute to the goals of National AMBUCS, Inc. without the obligation of active membership. They pay an annual fee set by the National Board of Directors. Any local chapter with which they are affiliated may set additional fees.
- d. Life Members. To become a Life Member, an individual must be an active member in good standing in a chapter who, upon payment of a fee determined by the National Board of Directors, is issued a certificate of life membership.
 - (1) As long as they are affiliated with a chapter, Life Members are free from the obligation to pay further membership contributions to National AMBUCS, Inc., and are free to receive The AMBUC and other materials from the National AMBUCS, Inc. Life Members who are on the rolls of more than one chapter have their membership contributions waived for the chapter first joined only. Life members affiliated with a chapter must continue to pay chapter and district member contributions.
 - (2) Life Members who are no longer affiliated with a chapter are carried on the rolls of National AMBUCS, Inc. as unaffiliated Life Members. They continue to receive The AMBUC and other materials from National AMBUCS, Inc. but no longer pay chapter and district member contributions.
- e. National Members. The National Board of Directors may authorize the creation of chapters, which are not affiliated with particular districts or regions. These clubs are under the control of the National Board of Directors. Attendance requirements are set by each such chapter and are approved by the National Board of Directors. Members are responsible for national membership contributions, Living Endowment contributions, and such

other contributions as may be set by their chapter bylaws. They do not pay district or regional dues.

ARTICLE III

NATIONAL COMMITTEES

SECTION 1. APPOINTMENT.

The National President shall appoint National Standing Committees and designate the chairperson thereof. The committees designated shall be as deemed expedient by the Executive Committee and may change from time to time. The National Living Endowment committee shall be one of the standing committees.

SECTION 2. DUTIES OF STANDING COMMITTEES.

The duties of all National Standing Committees shall be as directed by the President and/or the National Board of Directors. A printed summary and analysis of the duties of the National Standing Committees shall be kept in the AMBUCS Resource Center and each appointed committee shall be furnished a copy of the duties of this respective committee at the beginning of the appointment.

SECTION 3. SPECIAL COMMITTEES.

The President shall appoint such special committees as deemed necessary for the good of National AMBUCS, Inc., and name chairpersons thereof. All special committees shall perform such duties as prescribed for them by the President.

ARTICLE IV

NATIONAL BOARD OF DIRECTORS

SECTION 1. COMPOSITION.

The National Board of Directors, which shall be the governing body of National AMBUCS, Inc., shall consist of the President, President-Elect, Immediate Past President, Regional Directors, and Big Hat President. The Executive Director shall serve as an ex officio member without a vote.

SECTION 2. EXECUTIVE DIRECTOR.

It is the duty of the Executive Director to enter into the discussion of such matters before the Board affecting the efficient administration of National AMBUCS, Inc. The Executive Director or a member of AMBUCS Resource Center staff shall serve as Secretary of any meeting of the National Board of Directors.

SECTION 3. MEETING DATES.

The National Board of Directors shall meet at least two (2) times a year: Midwinter during the month of January in each year and the day immediately preceding the opening date of the National Convention. The National Board of Directors may meet at other times at the call of the President or at the request of a majority of the National Board of Directors. A written notice of the exact time and place of all meetings of the National Board of Directors shall be mailed to each Board member by the Executive Director not less than thirty (30) days prior to said meeting. A majority of the Board constitutes a quorum for the transaction of all business other than such matters as are required by the Bylaws to have a greater number present. Formal notice of the meeting may be waived by the National Board of Directors.

SECTION 4. MEETING CHAIR.

The President shall preside at all meetings of the National Board of Directors and may appoint any member as Chair and Parliamentarian of the meeting. Should the President be absent, the Immediate Past President shall act as Chair. In the absence of both the President and the Immediate Past President, the President-Elect shall act as Chair.

SECTION 5. TRANSACT BUSINESS BY MAIL.

The National Board of Directors may transact business by mail by voting on proposed resolutions or proposals requiring its action when the Executive Director with the approval of the President mails such notices to them. It shall be done within twenty (20) days after receipt of a request for a mail vote and a majority of votes cast by the National Board of Directors shall be required for passage. All such votes received, either affirming or rejecting any such proposals, shall be held in the files at the AMBUCS Resource Center at least until the following regularly scheduled meeting of the National Board of Directors.

SECTION 6. EXECUTIVE DIRECTOR.

The National Board of Directors shall appoint the Executive Director and shall fix the term of office and compensation.

SECTION 7. CONTROL OVER EXECUTIVE DIRECTOR.

The National Board of Directors shall govern and direct the Executive Director and shall have the power, for good cause shown, to suspend or terminate the services thereof.

SECTION 8. VACANCIES.

The National Board of Directors shall fill all vacancies in elective office between National Conventions, except that

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in the event of a vacancy in the office of President, the President-Elect shall take over the duties of President. The National Board of Directors may then by appointment fill the office of the President-Elect.

SECTION 9. EXPENSES OF OFFICERS, NATIONAL BOARD OF DIRECTORS, AND NATIONAL COMMITTEES.

The expenses of the members of the National Board of Directors and National Committees, incurred in carrying out their duties as prescribed by these National AMBUCS, Inc. Bylaws, shall be paid by National AMBUCS, Inc. in accordance with the schedule approved by the National Board of Directors.

ARTICLE V

NATIONAL OFFICERS

SECTION 1. DESIGNATION.

The officers of National AMBUCS, Inc. shall be a President, President-Elect, Immediate Past National President, and an Executive Director. All national officers except the Executive Director shall be active members in good standing of a chartered chapter. All national officers except the Executive Director and the Immediate Past National President shall be elected at the National Convention to serve for one (1) year. The Executive Director shall be appointed to office by the National Board of Directors. The office of President and President-Elect may be held only by a member who has served full terms as President of a Chapter, Governor of a District and Director of a Region. They must have been a member of National AMBUCS, Inc. for at least four (4) years. The President and President-Elect must have attended at least three (3) National Conventions within the five (5) year period prior to their election, including the National Convention at which elected. No National Officer shall hold any Chapter, District or Regional office simultaneously.

SECTION 2. TERM OF OFFICE.

All elected officers shall serve for one (1) year, beginning July 1, or until their successors are elected and qualified unless sooner removed from office. Such officers may be removed from office only for good cause shown and then only by a two-thirds (2/3) vote of the National Board of Directors. All elective officers shall serve without compensation.

SECTION 3. DUTIES OF PRESIDENT.

The President shall:

- a. Be the chief executive officer of National AMBUCS, Inc.
- b. Appoint all standing and special committees and name chairpersons thereof.
- c. Supervise and direct the President-Elect, Immediate Past President, and Executive Director.
- d. Preside at the National Convention and appoint all necessary committees for the proper disposition of the Convention business.
- e. Attend all Regional Conventions or delegate such responsibility either to the President-Elect, Immediate Past President, or Executive Director.
- f. Consult and counsel with all standing and special committees, serving as ex officio member of such committees.
- g. Consult and counsel with other members of the National Board of Directors, Regional Directors-Elect, and District Governors.
- h. Contribute messages and articles for publication in The AMBUC during term of office.
- i. Perform such other duties as usually pertain to the office of President.

SECTION 4. DUTIES OF THE PRESIDENT-ELECT. The President-Elect shall:

- a. Serve as President in the event of the absence or inability of the President to serve or perform. When so serving; shall have the same authority as the President.
- b. Attend all meetings of the Executive Committee, National Board of Directors and the National Convention.
- c. Attend and participate in the Regional Convention in the region where residing and in any other region when so assigned by the President.
- d. Attend those Regional Spring Training Conferences as designated by the President.
- e. Perform any and all other duties assigned by the President and/or the National Board of Directors.

SECTION 5. DUTIES OF THE IMMEDIATE PAST PRESIDENT.

The Immediate Past President shall:

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- a. Attend all meetings of the Executive Committee and the National Board of Directors and the National Convention.
- b. Attend and participate in the Regional Convention in the region in which residing and also in any other region when so assigned by the President.
- c. Attend those Regional Spring Training Conferences as designated by the President.
- d. Perform any and all duties assigned by the President and/or the National Board of Directors.
- e. Preside as Chairperson of the National Board of Directors in the absence of the President.
- f. Serve as Chairperson of the Executive Committee in the absence of the President.

SECTION 6. DUTIES OF THE EXECUTIVE DIRECTOR.

The Executive Director, under the supervision and direction of the President and the National Board of Directors, shall be acting managing officer of National AMBUCS, Inc. and shall:

- a. Notify chapters of the activities of National AMBUCS, Inc. and of the National Board of Directors.
- b. Sign all documents issued by National AMBUCS, Inc. and affix the corporate seal of National AMBUCS, Inc. when required.
- c. Deposit all funds received by National AMBUCS, Inc. in such bank or banks as shall be approved by the National Board of Directors. Make all disbursements from such funds by check, specifically stating the purpose for the disbursement. A staff member may be assigned this responsibility if approved by the National Board of Directors. Under conditions ordered by the National Board of Directors, co-signatories may be required.
- d. Be authorized to sell, assign and endorse for transfer certificates representing stocks, bonds or other securities now registered or hereafter registered in the name of this corporation.
- e. Keep records and accounts of all receipts and disbursements so made and report thereon to the President and the National Board of Directors when requested. The records and books of National AMBUCS, Inc., as kept by the Executive Director, shall be at all times open to the inspection of the President, the National Board of Directors, and any auditors named by the National Board of Directors.

f. Furnish bond for the faithful discharge of duties in a sum and with such securities as are required by the National Board of Directors and such bond shall be paid for by National AMBUCS, Inc.

g. Report annually to the National Convention the financial position of National AMBUCS, Inc.

h. Annually provide the National Board of Directors with a reviewed financial statement of the books and records of this office at the close of the fiscal year. Every second year these records and books will be audited and certified by a duly licensed CPA.

i. Attend all meetings of the Executive Committee and the National Board of Directors and attend the National Convention and be Director thereof, but shall not have vote. With the approval of the National President, he may appoint a Secretary to record the minutes of the proceedings.

j. Be managing editor of the official publications of National AMBUCS, Inc.

k. Be in executive charge of AMBUCS Resource Center and solely responsible for the selection and supervision of the staff and workers.

l. Provide for the training of newly elected Regional and National Officers.

m. Perform such other duties as are specified or implied in the Articles of Incorporation and Bylaws of National AMBUCS, Inc., or as may be assigned to him by the President or National Board of Directors.

n. Be an ex officio member of all national committees, but shall not have a vote.

ARTICLE VI

EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION.

The Executive Committee is a standing committee composed of the President, Immediate Past President, and President-Elect. The Executive Director shall serve as an ex officio member without vote. It meets upon call by the President twice each year and at least the day before each National Board of Directors meeting for the purpose of planning and making recommendations on actions to the National Board of Directors. The President is chair of this committee and in the absence of the President the temporary chair shall be the Immediate Past President.

ARTICLE VII

REGIONS

SECTION 1. REGIONS.

The National Board of Directors shall establish regions comprised of one or more districts for the purpose of more efficient administration and promoting the best interests of National AMBUCS, Inc. The National Board of Directors shall establish the boundaries of each region and may change these boundaries from time to time as deemed expedient.

SECTION 2. REGIONAL DIRECTORS.

Each region shall elect a Regional Director for a term of two (2) years to serve on the National Board of Directors of National AMBUCS, Inc. The Southern, Great Plains, and Northeast regions shall elect Regional Directors in odd-numbered years and the Mid States, Central, and Southwest regions shall elect Regional Directors in even numbered years. Regional Directors shall be elected at an Annual Fall Convention and be designated as Regional Directors-Elect. The term of office shall begin upon installation at the National Convention. Any Regional Director may, by vote of two-thirds (2/3) of the National Board of Directors, for any cause deemed by them sufficient be removed as such Director.

SECTION 3. VACANCIES.

Should a vacancy occur in the office of Regional Director, the Regional Executive Committee shall meet and elect a qualified replacement for the balance of this term. This meeting shall be called at the direction of the National President.

SECTION 4. DUTIES OF REGIONAL DIRECTOR.

The Regional Director shall:

- a. Serve as a member of the National Board of Directors of National AMBUCS, Inc. for a period of two (2) years.
- b. Serve as presiding officer for all business and social functions when the Regional Convention is in session.
- c. Have direct supervision of District Governors in the region and be responsible to the National Board of Directors for them.
- d. Be responsible for activating chapter-sponsored expansion in the region.
- e. Attend all chapter charters in the region, performing such functions as the officer in charge designates.
- f. Serve as Chair of the Regional Executive Committee.
- g. Perform such other duties as are specified in the National AMBUCS, Inc. Bylaws, assigned by the President or the National Board of Directors and outlined in the current Regional Director's Training Manual.
- h. Provide a financial statement at each Regional Executive Committee Meeting accounting for regional funds expended.
- i. Serve as the training officer of National AMBUCS, Inc. on training programs for District Governors and Chapter Officers and be responsible for all necessary arrangements for the Regional Spring Training Conference held annually on a date to be determined by the National Board of Directors.
- j. The Regional Director shall file an Income and Expense Statement at the end of the current year and also file a budget for the upcoming year, due at the AMBUCS Resource Center by August 10 after taking office.

SECTION 5. EXPENSES OF REGIONAL DIRECTORS.

National AMBUCS, Inc. will pay the expenses incurred by Regional Directors to attend the National Convention and Midwinter National Board of Directors meetings only, and in accordance with a schedule of expenses authorized by the National Board of Directors. The Regional Director's expenses to the Regional Fall Convention are to be included as an expense item in the budget for the Regional Fall Convention submitted to the summer meeting of the Regional Executive Committee for approval prior to the Regional Fall Convention.

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Each district within each region shall pay to the Regional Director a sum of money each year for the operational expenses of the region, which shall include the Director's travel, postage, telephone, materials, supplies and miscellaneous expenses. The amount to be paid to the Director by each district each year shall be determined by the Regional Executive Committee at its July/August meeting. In no event shall the amount to be paid to the Director be less than 3% of the National membership contribution per member per year for each chapter member within each district. All such payments shall be payable quarterly, and shall be adjusted to reflect the membership within the district at the end of May, August, November, and February as reflected on the Blue Chip Report issued by National AMBUCS, Inc. Each District Governor shall include the amount to be paid to the Director in his budget for the year and shall collect the same from the chapters within his district.

SECTION 6. DUTIES OF THE REGIONAL DIRECTOR-ELECT.

The Regional Director-Elect shall:

- a. Attend the Regional Director-Elect Training Session as provided by National AMBUCS, Inc.
- b. Assist the Regional Director in arranging and conducting training programs for District Governors and chapter officers within the Region.
- c. Attend as a non-voting member all Regional Executive Committee meetings after election as Regional Director-Elect.

SECTION 7. EXPENSES OF THE REGIONAL DIRECTOR-ELECT.

National AMBUCS, Inc. will pay the expenses incurred by the Regional Director-Elect to attend the Regional Director-Elect Training Session as provided by National AMBUCS, Inc., in accordance with a schedule of expenses authorized by the National Board of Directors. Other expenses incurred in the performance of those duties shall be reimbursed as approved by the Regional Director from Regional funds.

SECTION 8. REGIONAL FALL CONVENTION.

Each region shall hold an Annual Fall Convention within the confines of the region between the dates of September 15 and October 31, or such other dates as shall be approved by the National Board of Directors. At this Convention, any chapter or chapters may submit a proposal inviting the Regional Fall Convention to a facility selected by them. Proposals may be for any of the next three (3) conventions. The Regional Director

shall certify that facilities proposed are adequate for the holding of the Convention. Certified proposals shall then go to the Regional Fall Convention for vote.

The host chapter shall be responsible for obtaining complimentary quarters for the official representative of National AMBUCS, Inc. and spouse, as well as the Regional Director and spouse, for the Convention. In addition, the host chapter must perform such duties as are outlined in the Regional Fall Convention Manual.

SECTION 9. BUSINESS CONDUCTED AT REGIONAL FALL CONVENTION.

During the course of each Regional Fall Convention, a period shall be provided for the conduct of old and new business by the delegates to the convention. The Regional Director shall preside at the business session. Voting upon any matter of business which shall come before the Regional Fall Convention shall be done in the same manner and upon the same basis as voting is done at the National Convention of the Association as provided for in ARTICLE X, Section 5 of these Bylaws. All matters properly brought before the Regional Fall Convention, and approved and passed by a majority of the votes cast at such Convention, shall be binding upon all the chapters within the region. No item of business shall be considered by the Regional Fall Convention unless it shall have been presented in the form of a written motion made by the delegate from any chapter and seconded by a delegate from a different chapter.

SECTION 10. REGIONAL EXECUTIVE COMMITTEE.

The Regional Director shall serve as the Chair of the Regional Executive Committee which shall consist of the Regional Director, the District Governors and District Secretary-Treasurers from each district within the region.

The Regional Executive Committee shall meet at least four times each year: at the National Convention or during the month of July within the Region, during the Regional Fall Convention, during the month of February within the region, and at the Regional Spring Training Session. The Chair shall designate the time and place of each such meeting, and shall preside over such meeting. The Chair shall give each committee member written notice of the time, date and place of each meeting not less than 10 days nor more than 60 days from the date on which the meeting is to take place. In all matters requiring the vote of the committee, each district represented at the meeting shall be entitled to cast one vote, with the Regional Director voting in the event of a tie. A majority of the votes cast at any meeting shall be sufficient to pass any resolution presented.

SECTION 11. FAILURE TO PAY DISTRICT SHARE

OF REGIONAL EXPENSES.

In the event that any District Governor shall fail to pay the district's proportionate share of the Regional Director's expenses as established by action of the Regional Executive Committee within ninety (90) days of the date when notice is received from the Regional Director of the amount required to be paid, it shall be grounds for the removal of the District Governor by the Regional Director. The chapters in any district which fails to pay its proportionate share of the Regional Director's expenses within ninety (90) days after the District Governor is sent notice of the amount shall be declared to be not in good standing with National AMBUCS, Inc. All chapters shall be restored to a position of good standing upon the payment of the amount due or upon the showing that the nonpayment by the District Governor was not caused by the nonpayment of district member contributions, or any portion thereof, by the chapter.

ARTICLE VIII

DISTRICTS

SECTION 1. ESTABLISHED.

The National Board of Directors shall create, supervise and control Districts of chartered chapters and shall establish the District boundaries. These boundaries may be changed from time to time at the discretion of the National Board of Directors for the purpose of more efficient administration and promoting the best interests of the chapters within the District, Region and National AMBUCS, Inc. Each chartered chapter situated within the boundaries of a district created in accordance herewith shall be a member of such district so long as the chapter is in good standing with National AMBUCS, Inc.

SECTION 2. BYLAWS.

Each District shall adopt Bylaws that conform to the standard form approved by the National Board of Directors which shall become effective upon approval at a District Board Meeting and upon ratification by the Executive Director. No Bylaws may be approved that are contrary to the National AMBUCS, Inc. Bylaws. Each district shall elect a Governor and such other officers as may be provided in the District's Bylaws.

SECTION 3. DISTRICT GOVERNORS.

Each District shall elect a Governor for a term of one year at the January/February District Board Meeting, who may appoint other officers and committees necessary for the efficient administration of the business of the District. The District Governor shall be the chief

administrative officer of the district, and shall be responsible for the health and welfare of the chapters within that jurisdiction. The District Governor is under the supervision of, and shall report to, the Regional Director, and shall be required to attend the National and Regional Conventions, as well as the Regional Spring Training Conference. It is the duty of the District Governor to promote the programs of National AMBUCS, Inc. as provided by the National Board of Directors. The District Governor shall attend all chapter charters in the district and participate in the program as requested. The District Governor shall perform such other duties as outlined in the District Officer Manual. Failure to perform such duties shall be sufficient grounds for removal from office by the Regional Director or National President.

The term of office for the District Governor shall begin June 1, following the election and end May 31 of the following year, or until a successor has been duly elected and qualified. The District Governor shall not be allowed to succeed for another term, unless specific approval for such succession is granted by the National Board of Directors. All district officers shall serve without compensation. Any expense incurred by the district officers in performing their duties may be paid out of the district treasury in accordance with the Bylaws and budget of the district.

SECTION 4. DISTRICT GOVERNOR-ELECT.

Immediately following election at the February District Board Meeting, that individual elected to serve as District Governor in the succeeding year (June 1- May 31) shall be designated as District Governor-Elect until the term of office begins on June 1. The District Governor-Elect shall serve without compensation, and perform such duties as directed by the District Governor, Regional Director, and National Board of Directors. The District Governor-Elect is required to attend the District Governor Training Session and the Regional Spring Training Conference and shall also appoint such other District officers and committees as may be provided for in the District Bylaws. The District Governor-Elect will be sworn in at the Spring Training session.

SECTION 5. DISTRICT MEMBER

CONTRIBUTIONS. Each chapter within the boundaries of a district shall pay the district member contribution to the secretary of the district in accordance with the Bylaws of the district. A chapter, which is in arrears for 60 days, shall lose its good standing in the district. Upon payment of delinquent district member contributions, its good standing in the district shall be restored.

ARTICLE IX

CHAPTERS

SECTION 1. REQUIREMENTS.

National AMBUCS, Inc. and its subsidiary organizations may charter chapters in communities that provide acceptable conditions, complying with all requirements and obligations prescribed by the National Board of Directors. By accepting its charter, each chapter shall be conclusively deemed to have accepted all such requirements and obligations and agreed to be bound by the National AMBUCS, Inc. Bylaws. The standard Chapter Bylaws adopted by National AMBUCS, Inc., as amended from time to time, shall be adopted by all chapters admitted to membership. A chapter may change its Chapter Bylaws except that all such changes must then be made to make the whole consistent with the standard Chapter Bylaws as approved by the National Board of Directors and must then be submitted to the National Bylaws Committee for approval. Any disapproval may be appealed to the National Board of Directors.

SECTION 2. MEMBERSHIP.

The membership of a chartered chapter shall consist of individuals of good community standing who pledge themselves to abide by the Chapter Bylaws of the local chapter and the National AMBUCS, Inc. Bylaws. No person shall be accepted into membership in any chapter unless that individual is sponsored by an AMBUC in good standing and until it is ascertained that individual conforms to the creed of National AMBUCS, Inc.

SECTION 3. CLASSIFICATION OF MEMBERSHIP.

Each chapter shall be entitled to adopt such classifications of membership, as it shall see fit, providing they are consistent with their Chapter Bylaws and the National AMBUCS, Inc. Bylaws.

SECTION 4. TYPES OF MEMBERSHIP.

A local chapter may have the types of membership as provided in ARTICLE II Section 7 of these National Bylaws.

SECTION 5. TERM OF OFFICE.

All chapter officers shall be elected by the last meeting of the chapter in March of each year and shall take office on the first regular meeting in June of the year in which elected.

SECTION 6. TRAINING SESSION.

All chapter Officers-Elect including the President, Vice Presidents, Secretary and Treasurer, shall attend the Regional Spring Training Conference. An unexcused

absence of a chapter's President-Elect from the Regional Spring Training Conference will be considered as a resignation from office. The National Executive Committee shall decide if the absence is excused or not. The decision of the Executive Committee may be appealed to the National Board of Directors.

SECTION 7. WEARING OF EMBLEM.

All members in good standing of a chartered chapter shall be entitled to wear the emblem and such other insignia as may be adopted by the National Board of Directors or approved by the National Convention.

SECTION 8. MEMBER CONTRIBUTIONS.

Chapters shall charge each member, except Honorary, Military Service, and Emeritus members, annual member contributions in an amount and with method of payment in accordance with its Bylaws. The contribution will be the same for all other members, except Associate members will make contribution in accordance with the local Chapter Bylaws and Life Members will have their membership contribution reduced by the amount assessed each member by National AMBUCS, Inc. Life members who are a member of more than one chapter will have their membership contributions reduced only for their primary chapter.

SECTION 9. ATTENDANCE.

Associate, Military Service, and Honorary members shall not be obliged to attend regular chapter meetings and shall not be counted for the purpose of recording attendance. A member may make up an absence by attending, within one week prior to or 60 days following:

- a. A meeting of another AMBUCS chapter, such attendance to be attested by a certificate signed by the Secretary of the chapter attended.
- b. A meeting of the Chapter's Board of Directors.
- c. A Regional or National Convention.
- d. A National Board of Directors meeting.
- e. A meeting of another organization held at the same time as the chapter meeting or at such time and place as to require the absence from a chapter meeting, provided that the member is attending such meeting as an official representative of the chapter, the District, Region or National AMBUCS, Inc.

SECTION 10. DISBANDMENT.

A chapter that disbands, or for other reason ceases to be a member chapter of National AMBUCS, Inc., shall thereupon cease to use the name "American Business

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Club" and/or "AMBUCS" and all slogans, emblems badges and insignia of National AMBUCS, Inc. and shall thereupon surrender its charter and such paraphernalia furnished it by National AMBUCS, Inc. to the District Governor. District Governors are responsible for receiving and distributing this paraphernalia and to handle the many details involved in dissolving the chapter. The District Governor's duties in this regard are detailed in the District Officer's Monthly Planner published by National AMBUCS, Inc.

SECTION 11. COMPLIANCE WITH NATIONAL ASSOCIATION.

Any chapter which fails to pay into the treasury of National AMBUCS, Inc. the per capita contribution designated by these Bylaws on the due date thereof, or within 30 days thereafter, shall become delinquent. Any chapter which fails to pay other funds due National AMBUCS, Inc., or a subsidiary thereof, shall become delinquent. If such delinquency shall continue for a period of 90 days from the due date, it is no longer in good standing with National AMBUCS, Inc. The National Board of Directors may, if it deems such action warranted, revoke the charter of such delinquent chapter.

Upon payment of delinquent amounts, the chapter shall automatically be reinstated to good standing in the Association.

A chapter not in good standing with National AMBUCS, Inc. shall lose its right to vote at the National Convention and Regional Conventions. Upon payment of the delinquent amount to the beginning of the month in which the National or Regional Convention is held, the voting privilege is reinstated.

Any Chapter that willfully neglects, fails or refuses to conform to the provisions of National AMBUCS, Inc. Bylaws, or other regulations and amendments made in conformity therewith, shall be notified of their violation. Where violations persist after the warning, the National Board of Directors may consider revoking the chapter's charter.

SECTION 12. CHAPTER PROBATION.

The Regional Director may, with regard to any chapter in the region, designate a chapter to be on probation. This designation shall be made, and the chapter shall be notified at the time of the Midwinter National Board Meeting in any year.

- a. A Chapter may be placed in probation if:
 - (1) The chapter has been determined to be "not in good standing" in accordance with the provisions of Section 11 of this Article.
 - (2) The chapter has, by the 10th day of January in

any year, failed to file the Club Operation Scorecard for the first two quarters of the fiscal year.

- b. Chapters having been designated as being on probation shall be affected as follows:
 - (1) The chapter shall not be entitled to vote in any National, Regional, or District election.
 - (2) The chapter shall not participate in any National Awards Program and shall not be eligible for any National or District Awards while the period of probation continues.
 - (3) The status of Chapter on Probation, although designated as such in January, shall be retroactive and shall serve to place the chapter on probation as of the beginning of the current fiscal year.

c. Once a chapter has been placed on probation and disallowed participation in the National Awards Program for the fiscal year, the failure of that chapter to attain any awards goal shall not be reflected in the awards scorecards of the District Governor or the Regional Director if:

- (1) The Chapter President and Secretary have attended the Spring Training Conference, or received proper training in a special officer training session by the Regional Director and District Governor.
- (2) The District Governor attended the chapter on probation as the speaker and informed the chapter of the probation and the effects thereof.
- (3) The District Governor attended the chapter's board meeting and worked with the officers in the area of reports and budgets. If they are "not in good standing" in accordance with the provisions of Section 11 of this Article, the Governor is to work out a payment plan whereby the chapter may pay in full by the end of the AMBUC year.

d. The period of probation shall terminate at the end of the fiscal year, at which time all amounts must be paid in full and all reports required submitted. A chapter that is subject to being placed on probation for the second consecutive year shall have its charter revoked by the National Board of Directors upon the recommendation of the Regional Director unless strong evidence is presented justifying the retention of the chapter.

ARTICLE X

NATIONAL CONVENTIONS

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SECTION 1. HELD.

A National Convention of National AMBUCS, Inc. shall be held each year in the month of June or July, or at such time or times as may be practicable, as approved by the National Board of Directors.

SECTION 2. DELEGATES.

Each chapter of AMBUCS in good standing shall be entitled to representation at every National Convention. The representation of each chapter shall be on the basis of one delegate for every ten (10) members or fraction of ten (10) members calculated upon the membership records in the AMBUCS Resource Center as of May 31 of said year. The Executive Director shall notify each chapter in writing of the number of delegates to which it is entitled. One alternate may be designated for each delegate and one of the delegates or alternates must be elected or designated as presiding officer of the delegation. All delegates and alternates must be members of the chapter they represent.

SECTION 3. DELEGATES-AT-LARGE.

Any Past National President attending a National or Regional Convention is a Delegate-at-large with the privilege of one vote.

SECTION 4. CREDENTIALS AND ELECTION COMMITTEE.

Each delegate and alternate shall be a member in good standing of the AMBUCS chapter they represent. Their designation shall be evidenced by a certificate duly authenticated by the president of their chapter, which certificate shall be delivered to the Committee on Credentials and Elections at or before the opening of the first Business Session of the Convention. Failure on the part of any chapter president to certify the selection of the chapter's delegates and alternates as herein set forth shall automatically give the Committee on Credentials and Elections the power to determine what members, if any, of such chapter shall be seated as delegates or alternates of such AMBUCS chapter.

SECTION 5. VOTING AT NATIONAL CONVENTION.

Each chapter of AMBUCS in good standing shall be entitled to one vote for every ten (10) members or fraction thereof as calculated upon the membership records in AMBUCS Resource Center as of May 31 of said year. Each accredited, registered chair of the delegation or, if chair is absent, a designated alternate shall be entitled to vote all votes entitled to the chapter on any question submitted at any session of the National Convention. Only the chair of the delegation or a designated representative need be present to vote all

votes entitled to the chapter. Each delegate-at-large present at any session of the National Convention shall be entitled to one vote on any question submitted at these sessions.

For members with more than one chapter affiliation the first chapter joined will receive credit for the member to count toward the voting strength.

SECTION 6. CANDIDATES FOR NATIONAL OFFICE.

Announced candidates for National Office must advise the Chairman of the Nominating Committee in advance of the Convention of their intention to run, submitting Form 1165 to the Chairman. Those candidates nominated from the floor of the Convention are required to complete such form as provided in Section 9 of this Article. Campaigning for National Office shall not be permitted until after the election of National Officers in the year immediately preceding the year in which a candidate intends to be nominated for such office. Campaigning in this context includes magazine advertisements, distribution of flyers, posters, banners, and items of similar nature.

SECTION 7. NOMINATING COMMITTEE.

A Nominating Committee is hereby established for the purpose of nominating candidates for the offices to be filled at the Convention. The committee shall be composed of the current District Governors and the Immediate Past National President who shall serve as Chair, but without vote. In the event of the Chair's absence, the National President shall designate another Past National President as Chair.

Each District is entitled to one representative on the Nominating Committee. In the absence of a District Governor from a National Convention, such power and duties vested in the representative shall be vested in the Governor-Elect for that district or a delegate designated by the Governor. Two-thirds (2/3) of the membership of the Nominating Committee shall constitute a quorum.

SECTION 8. NOMINATING COMMITTEE'S REPORT.

The Nominating Committee shall nominate one or more candidates for each National Office except for the office of President when only one candidate shall be named, and shall make its report at the opening Business Session of the National Convention. A Past National President of the Association shall not be eligible for nomination for National Office. The Nominating Committee shall not name nominees for any National Office without obtaining the consent of the nominees. Nominees must meet the prerequisites established by National AMBUCS, Inc.

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Bylaws and by the National Board of directors and must be aware of the duties and obligations of the office for which nominated.

SECTION 9. NOMINATIONS FROM THE FLOOR.
Additional nominations from those made by the Nominating Committee may be made from the floor of the National Convention following the report of the Nominating Committee. This shall take place when requested and approved by the presiding chair of the session, at a Business Session, and prior to the day on which the election is held. The nominator shall first secure the consent of the nominee to be placed in nomination. Completed Form 1165 shall be submitted to the presiding officer who shall verify the qualifications of the nominee.

A Past National President of the Association shall not be eligible for nomination from the floor of the National Convention for any elective office.

SECTION 10. ELECTION.
The election shall be held on the last day of the National Convention.

SECTION 11. ELECTION PROCEDURE.
At the Business Session on the first day of the National Convention, all nominating and candidate speeches shall be made. The president or acting chairperson may limit the time of seconding speeches if deemed expedient. Voting shall be held on the last day of the National Convention and by secret ballot, except for a nominee who is unopposed, in which case the nominee may be elected by acclamation. The candidates receiving a majority of the number of votes cast for a particular office as reported by the Credentials and Election Committee shall be declared selected. If no candidate shall receive a majority vote, a second ballot shall be cast upon the two candidates receiving the highest number of votes, in which event the candidate receiving the highest number of votes on the second ballot shall be declared elected.

SECTION 12. CONVENTION TIME AND PLACE.
Time and place for National Conventions are set by the National Board of Directors at its Midwinter meeting for not less than two nor more than three years following the present year's Convention. A date not earlier than the third Sunday in June is preferred.

SECTION 13. CONVENTION SITE PROPOSALS.
Either a chapter or National AMBUCS, Inc. may host a Convention. Any chapter wishing to host a National Convention for a year not scheduled shall submit a

written proposal as hereinafter set forth to the National Executive Director prior to November 1, preceding the Midwinter meeting of the National Board of Directors. Such proposal is to be submitted on a form prescribed by the National Executive Director, which form may be obtained from the AMBUCS Resource Center. Upon receipt of the proposal the Executive Director shall examine the proposed facilities and report the findings to the Midwinter meeting of the National Board of Directors. Once the National Board of Directors has selected the site, it is the duty of the Executive Director to execute the contractual arrangements with the host chapter and headquarters hotel and to proceed with preparations for that Convention.

SECTION 14. CONVENTION MANAGEMENT.
The Executive Director shall be fully responsible for all aspects of the Convention including, but not limited to financial, business and social matters. The Executive Director may request the National President to appoint a National Convention Manager to assist in the performance of the Convention responsibilities and duties. Such manager will be responsible to the National Executive Director. When a Headquarters Hotel is selected without benefit of local chapter assistance, the Executive Director or the designate shall arrange for the social requirements of the member's, spouse's and children's program.

SECTION 15. REGISTRATION FEE AND FINANCE.
The National Board of Directors shall determine the amount for the registration fee that shall be assessed and collected from each member registering for the National Convention and shall approve the Convention Budget at the Midwinter National Board of Directors meeting. Once the budget has been approved, there shall be no deviation or change except on approval of the National Executive Committee. National AMBUCS, Inc. will pay all duly approved expenses as soon as practicable after the close of the National Convention.

SECTION 16. CONVENTION COMMITTEES.
The National President shall appoint all committees whose duties are primarily concerned with the conduct of the National Convention such as: Credentials & Election Committee, Nominating Committee, Convention City Committee, Resolutions Committee, and any other such committees not later than the first session on the first day of the Convention. The President may, if deemed expedient, appoint the chairpersons of such committees in advance of the first session of the Convention.

SECTION 17. RECORDING SECRETARY.
At or prior to any National Convention, the Executive Director, with the approval of the President, may employ a Recording Secretary for the Convention to assist the

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President and Executive Director in recording the proceedings of the Convention.

SECTION 18. NEW BUSINESS.

No new business may be brought to the floor of the National Convention that has not been presented to the National Board of Directors.

SECTION 19. RULES OF ORDER.

When not otherwise provided in these National AMBUCS, Inc. Bylaws, Robert's Rules of Order shall be employed to decide all points of order in governing all proceedings of the National Convention. The President shall appoint a Parliamentarian at each National Convention whose duty shall be to see that proceedings of all sessions of the National Convention are in accordance with this section.

SECTION 20. OFFICIAL DELEGATE FROM NEW CHAPTERS.

National AMBUCS, Inc. will pay the registration fee for the National Convention for one delegate and spouse from each chapter chartered in the previous fiscal year and in attendance. However, this official delegate will receive no additional funds if the official delegate is the Spark Plug for the new chapter.

SECTION 21. SALES AND PROMOTIONS.

The sale of merchandise, raffle tickets, and other items of similar nature by chapters, districts, regions, or other organizational elements at and during the National Convention is prohibited. The sale of official AMBUCS supplies, gift and promotional items by National AMBUCS, Inc. may be permitted with the approval of the National Board of Directors. The sale of a single item, specifically approved by the National Board, may be permitted for the convention host organization. The sale of a single item may also be permitted for the National Big Hat Club, provided such items are specifically produced for the convention at which they are to be sold.

ARTICLE XI

NEW CHAPTERS

SECTION 1. HOW CHARTERED.

New chapters in National AMBUCS, Inc. may be sponsored by existing chapters in good standing. When sponsored by existing chapters in accordance with the rules and regulations set up by National AMBUCS, Inc., a charter shall be issued by AMBUCS Resource Center

with the seal of National AMBUCS, Inc. affixed thereto.

SECTION 2. MINIMUM MEMBERSHIP REQUIRED.

The minimum number of members required for the chartering of a new chapter shall be twenty (20) unless otherwise authorized by the National Board of Directors.

SECTION 3. CHAPTER NAME. After the adoption of the National AMBUCS, Inc. Bylaws, each chapter shall be named to identify the area that it serves or some unique characteristic of its locale. Exceptions may be approved by the Executive Director of National AMBUCS, Inc.

SECTION 4. CHARTER CHAPTER ADMISSION FEE.

Charter chapter admission fee for a new chapter with the minimum of 20 members is set by the Board of Directors and may be changed from time to time.

ARTICLE XII

FEES

SECTION 1. INITIATION.

The fee for membership initiation in National AMBUCS, Inc. shall be determined by the National Board of Directors but in no event shall be less than ten dollars (\$10) nor more than twenty-five dollars (\$25).

SECTION 2. TRANSFER, REINSTATED AND REPLACEMENT MEMBERS.

The fee for Reinstated and Replacement members in a chartered chapter shall be the same as a new member payable to AMBUCS Resource Center of National AMBUCS, Inc. at the time of such rejoining. There shall be no fee for a transfer member, if the transfer from one chartered chapter to another is completed within sixty (60) days. National member contributions shall be payable on the same basis as new members. No member may transfer from one chapter to another or join another chapter if the member is not in good standing with the original chapter.

SECTION 3. NATIONAL MEMBER CONTRIBUTIONS.

Each chapter shall pay per capita member contributions for each Active member on its roster, except Life members. Where Life Members are members of more than one chapter, only the member contribution for the primary chapter is waived. The said per capita contribution in the amount of eleven dollars and 25 cents (11.25) per member per quarter as shown on the National records shall be due and payable by the chapter treasurer to the AMBUCS Resource Center on the first day of each

quarter and shall become delinquent ninety (90) days thereafter.

SECTION 4. DISTRICT MEMBER CONTRIBUTIONS.

Each chapter shall pay per capita contributions for each member on its roster, including Life members, to the secretary of the district in which located, and in accordance with the Bylaws of the District as to amount and manner of payment.

ARTICLE XIII

FISCAL PERIODS

SECTION 1. NATIONAL.

The fiscal period of National AMBUCS, Inc. shall be from June 1 to May 31 of the following year.

SECTION 2. REGIONAL DIRECTORS.

The fiscal period of the term of office of a Regional Director of National AMBUCS, Inc. shall be from June 1 to May 31 of the second year following their election.

SECTION 3. DISTRICTS and CHAPTERS.

The fiscal period of all districts and chartered chapters in National AMBUCS, Inc. shall be from June 1 to May 31 of the following year.

ARTICLE XIV

LIVING ENDOWMENT FUND, INC.

SECTION 1. LIVING ENDOWMENT FUND

The Living Endowment Fund is a charitable fund within AMBUCS. It's purpose is to assist in financing the cost of the national projects, AMBUCS Scholars - Scholarships for Therapists, AmBility, and Cornerstone Growth & Development as may be defined by the membership and the board of directors.

ARTICLE XV

INCORPORATION

SECTION 1. INCORPORATION.

A chapter may incorporate as a body corporate, subject to the approval of the National Board of Directors, but only by the name designated in the chapter charter, as a

Chapter of National AMBUCS, Inc. and on condition that said chapter agrees to abide as a body corporate by the National AMBUCS, Inc. Bylaws.

ARTICLE XVI

AMENDMENTS TO NATIONAL ARTICLES OF INCORPORATION & BYLAWS

SECTION 1. NATIONAL ARTICLES OF INCORPORATION.

The National Articles of Incorporation may be amended only at a regular National Convention of National AMBUCS, Inc. by a two-thirds (2/3) affirmative vote of the qualified delegates present and voting. Proposed amendments to the Articles of Incorporation shall be filed with the Executive Director at least sixty (60) days prior to the opening date of a National Convention. The Executive Director shall mail a copy of any proposed amendment or amendments to the secretary of each chapter in National AMBUCS, Inc. and to each Delegate-at-Large not later than thirty (30) days prior to the opening date of the National Convention.

SECTION 2. NATIONAL BYLAWS.

The National AMBUCS, Inc. Bylaws may be amended in whole or part by a two-thirds (2/3) majority of the National Board of Directors in attendance at any session of National Board of Directors. The National Board of Directors may not increase the National member contribution above the amount set forth in Article XII Section 3 or the one hundred percent (100%) goal for per member giving to Living Endowment without first receiving membership approval at a National Convention. The National Board of Directors may not amend the National Bylaws in such manner as would be contrary to the provisions of the Articles of Incorporation of National AMBUCS, Inc.

ARTICLE XVII

OFFICIAL PUBLICATION, ABBREVIATION, MOTTO, MISSION STATEMENT, RESTRICTION OF USE, THE BIG HAT CLUB

SECTION 1. OFFICIAL PUBLICATION.

The National Board of Directors shall publish, or cause to be published under its supervision and control, a periodical The AMBUC, which shall be the official

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publication of National AMBUCS, Inc. All members in good standing, excluding honorary, emeritus and military service members, shall be entitled to receive the official publication with the yearly subscription price included in the annual member contribution of members not excluded and in the fully paid fee of life members. The National Board of Directors shall fix the subscription price to honorary, emeritus and military service members.

SECTION 2. ABBREVIATION.

The official abbreviation of National AMBUCS, Inc. shall be AMBUCS.

SECTION 3. MOTTO.

The motto of AMBUCS shall be "SHOULDERS TOGETHER."

SECTION 4. PURPOSE.

The purpose of AMBUCS shall be to foster Americanism, Brotherhood, and Character:

- a. Americanism. To maintain the blessings derived from our National heritage; to sponsor justice, understanding and good will in our community life; to help guarantee individual and social freedom under law; and to assist in the development of the democratic process in our republic.
- b. Brotherhood. To create opportunities for independence for people with disabilities, to promote the philosophy that it is more blessed to give than receive, to support local and national projects which promote the public welfare, and to join in perpetuating the way of peace in our international life.
- c. Character. To encourage high ethical standards in personal and community relationships, to stimulate a consciousness of moral law in our daily living, to recognize the sacredness of human personality, and to devotedly appreciate the existence of Divine Providence in the Human Order.

SECTION 3. RESTRICTION OF USE.

The words "American Business Clubs," the word "AMBUCS," and the official emblem shall not be used for any purpose other than that authorized by the National Board of Directors of National AMBUCS, Inc., and as may be specified by the National Bylaws.

SECTION 4. BIG HAT CLUB.

An organization within the confines of National AMBUCS, Inc. designated as the National Big Hat Club is authorized. The National Big Hat club may adopt such Bylaws and regulations as its members direct, which are

not contrary or inconsistent with the National AMBUCS, Inc. Bylaws. Only the Executive Director is authorized to purchase western style "Big Hats" and proper ornaments for presenting, free of charge, to members of a chapter who secure three or more new active members during any 12-month period in accordance with the National AMBUCS, Inc. Bylaws. Transfer members shall not be counted as credits. Transferring of credits shall not be permitted to allow an AMBUC to become a "Big Hatter."

The original sponsor on the application shall receive the credit, and the name may not be changed after it has been received by the AMBUCS Resource Center. The National Board of Directors shall authorize the unit cost of such hats and ornaments. Such material shall be of good quality, but not in excess of the quality authorized by the National Board of Directors.

ARTICLE XVIII

OFFICIAL EMBLEM, TRADEMARKS, SERVICE MARKS

SECTION 1. OFFICIAL EMBLEM.

A description and representation of the official emblem shall be maintained by National AMBUCS, Inc. and may be changed only by the National Board of Directors.

SECTION 2. SPECIAL EMBLEMS.

Special emblems that do not materially alter the standard emblem may be authorized by the National Board of Directors for use in identifying members for outstanding service in Chapters, Districts, Regions and National AMBUCS, Inc.

SECTION 3. PURPOSE.

The basic purpose of the emblem and name of National AMBUCS, Inc. is to identify with National AMBUCS, Inc. its individual members, its chapters, its affiliated and subsidiary organizations, its publications, its activities and services, and its equipment such as banners, road signs and other property items.

SECTION 4. MEMBERSHIP TITLE AND EMBLEM.

Every member in good standing of National AMBUCS, Inc. shall be known as an AMBUC, and shall be entitled to wear the emblem or other insignia of National AMBUCS, Inc. This privilege shall cease upon termination of membership for whatever reason.

Chapters in good standing with National AMBUCS, Inc. shall be entitled to use the name, emblem, and other insignia of National AMBUCS, Inc. within the parameters established for such use by Article XVIII

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Sections 5, 6, and 7 of the National Bylaws. Upon termination of its good standing in National AMBUCS, Inc., the former chapter has or shall have no proprietary rights in the property, (name, emblem, or other insignia) of National AMBUCS, Inc. Such privileges established for chapter use of the name, emblem, or other insignia shall cease upon termination of the good standing of the chapter.

SECTION 5. PRESERVATION AND REGISTRATION.

In fulfillment of the purpose and objectives of National AMBUCS, Inc., the National Board of Directors shall maintain and preserve the name, official abbreviation, emblem, insignia, and other source identifiers (collectively, the AMBUCS™ source identifiers) for the exclusive use and benefit of all AMBUCS chapters, districts, and regions.

The name "AMBUCS" has been registered as a collective membership mark on the principal register of the United States of Patent and Trademark Office.

The official emblem, official abbreviation, insignia, and other source identifiers shall be registered with the United States Patent and Trademark Office when directed by the National Board of Directors. In its discretion, the National Board of Directors of National AMBUCS™, Inc. shall cause the official emblem, official abbreviation, insignia, and other source identifiers to be registered as state trademarks/service marks in those states wherein registration is deemed appropriate.

To preserve its rights and to prevent the AMBUCS™ source identifiers from becoming public property, the National Board of Directors of National AMBUCS, Inc. must and shall exercise complete authority over usage of the AMBUCS™ source identifiers. Permission for use of any source identifiers shall be granted only when the contemplated use is appropriate to the purposes, objectives, and ideals of the association, its chapters, and members.

SECTION 6. AUTHORIZATION TO USE.

Chapters, districts, regions, and authorized Big Hat organizations are authorized to use any of the AMBUCS™ source identifiers without prior approval in writing from the National Board of Directors, for printed matter for their own use. Examples of authorized uses include letterheads, programs, checks, envelopes, bulletins, newsletters, announcements, convention badges, and items of a similar nature. This authorization without prior written approval from the National Board of Directors is conditioned on the following:

- 1) The source identifier shall always be accompanied by the name of the chapter or

other entity using the source identifier (e.g., District 5E AMBUCS™).

- 2) The source identifier shall be used, without alteration, in the form proscribed by National AMBUCS™, Inc. National AMBUCS™, Inc. shall provide, at no charge, quality camera-ready art work for the AMBUCS™ source identifiers to chapters and other organizational entities.

Use of an altered form of an AMBUCS™ source identifier is prohibited unless expressly authorized in writing by the National Board or the Executive Director acting as its agent "In writing" is defined to include authorization by e-mail.

A foundation, corporation, or other organization organized and controlled by a chapter or group of chapters, or their members, may request authorization from the National Board to use an AMBUCS™ source identifier. Written authorization is required in each and every instance, and authorization, if granted, is conditioned on the accompaniment of the source identifier by the name of the sponsoring organization. Further, the National Board shall have the right to withdraw authorization for good cause.

Chapters, districts, regions, Big Hat and other elements of National AMBUCS, Inc. may not authorize the manufacture of an item bearing an AMBUCS™ source identifier without the express prior written approval, in each instance, of the National Board of Directors. Such prohibition applies to awards and trophies, except that attachment of an approved AMBUCS™ source identifier on an item being awarded an individual by a chapter is permitted providing the source identifier is obtained from National AMBUCS™, Inc. For such usage, official emblems and other source identifiers are available, at cost, from National AMBUCS™, Inc.

In considering requests for use of an AMBUCS™ source identifier, the National Board of Directors shall apply reasonable standards of propriety. The proposed use must be in good taste, creditable, dignified, of high quality craftsmanship and must be artistically and accurately reproduced.

In light of its responsibility to maintain and preserve the AMBUCS™ source identifiers for the exclusive use and benefit of all AMBUCS, and to strengthen its efforts with respect to legal position as well as the maintenance of accurate, quality reproduction, and authorized use, the Board shall establish a licensing agreement procedure for the authorization of firms and individuals to manufacture, sell, or use the AMBUCS source identifiers.

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None of the AMBUCS™ source identifiers shall be printed or used in any manner on the business stationary, checks, or business cards of any person, firm, or corporation (except National AMBUCS, Inc. and its member chapters that may make such use of the AMBUCS™ source identifiers).

None of the AMBUCS™ source identifiers shall be used by any person, firm, or corporation as a trademark or service mark, or to connote affiliation with National AMBUCS™, Inc. or any of its chapters, district, or regions. The words "American Business Clubs" or "AMBUCS" shall not be used by any person, firm, or corporation, as its name or brand for, or as descriptive of, any article of merchandise manufactured or sold thereunder.

The AMBUCS™ source identifiers shall not be used on or with any product which, in the opinion of the National Board of Directors, consists of or comprises immoral, deceptive or scandalous matter; or matter which may disparage or falsely suggest a connection with persons, institutions, beliefs, or national symbols, or bring them into contempt or disrepute.

SECTION 7. PROPER AND IMPROPER USES.

The use of the AMBUCS™ source identifiers is authorized:

- a. On all stationary and printed matter issued by National AMBUCS, Inc., its chapters, districts, regions, and authorized Big Hat organizations.
- b. In the official AMBUCS flag.
- c. On badges, banners, decorations, and printed matter of AMBUCS conventions and all other official AMBUCS functions, and on furniture or furnishings of National AMBUCS, Inc. and its chapters.
- d. On road signs and markers of National AMBUCS, Inc. and its chapters.
- e. As a lapel button to be worn by AMBUCS.
- f. On items of merchandise as approved by the National Board of Directors for manufacture by third parties.
- g. On articles for personal use of or greeting from AMBUCS and their families.

The following constitutes prohibited usage of an AMBUCS™ source identifier unless express prior

written approval has been obtained from the National Board of Directors:

- a. As a trademark or special brand of merchandise.
- b. When used in combination with any other emblem or name.
- c. In connection with or in the name of any activity which is not under full control of an AMBUCS chapter, or other authorized organizational element of National AMBUCS, Inc.
- d. When used on business cards, checks (except for AMBUCS' officially licensed check program), and business stationery of individual AMBUCS.
- e. When used for any commercial purpose.
- f. When used in connection with or to further the purpose of any political campaign.

ARTICLE XIX

TRAVEL AND ACCIDENT POLICIES

SECTION 1. APPROVAL.

The National Board of Directors may at its discretion authorize the Executive Director to purchase a Group Accident Policy in an amount specified by the National Board of Directors covering the travel of National Officers and other members of the National Board of Directors in attending conventions and meetings held for and in behalf of National AMBUCS, Inc. The cost of such policy is to be paid by National AMBUCS, Inc.