

Bylaws for America in Bloom

(RATIFIED: February 22, 2019)

ARTICLE 1: GENERAL

Section One: Corporation Name.

These bylaws govern the corporation known as America in Bloom herein referred to as AIB.

Section Two: Offices.

The principal offices of AIB shall be located in Columbus, Ohio. The AIB Board of Directors may designate or authorize other locations of operation as required to conduct the programs and activities of AIB.

Section Three: Compliance with Governing Laws.

AIB is formed exclusively for charitable and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code. In all matters not specified in these bylaws, or in the event these bylaws do not comply with applicable law, the State of Ohio Nonprofit Corporation Law applies.

No part of the net earnings of AIB shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that AIB is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its section 501(c)(3) purposes. No substantial part of the activities of AIB shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. AIB shall not carry on any activities except those permitted to be carried on by a corporation that is exempt from federal income tax under section 501(c) (3) or the corresponding provision of any future United States Internal Revenue Law), and contributions to which are deductible under section 170(a) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). In the event of a dissolution of AIB, the trustees shall, after paying or making provisions for the payment of all of the liabilities, dispose of its assets in such manner as the board of directors shall determine, but exclusively for the above-referenced purposes of AIB, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purpose as shall at the time qualify as exempt organizations under section 501(c)(3) (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office for the corporation is then located, exclusively for such above-referenced purposes, or to such organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 2: VISION, MISSION, OBJECTIVES

Section One: Vision Statement.

America in Bloom envisions communities across the country as welcoming and vibrant places to live, work, and play – benefitting from colorful plants and trees; enjoying clean environments; celebrating heritage; and planting pride through volunteerism.

Section Two: Mission Statement.

America in Bloom promotes nationwide beautification through education and community involvement by encouraging the use of flowers, plants, trees, and other environmental and lifestyle enhancements.

Section Three: Objectives.

The fundamental objectives of AIB are as follows:

- To educate communities throughout America about the value of plants, quality landscapes, environmental responsibility, and overall beauty.
- To develop and conduct marketing and outreach programs to encourage cities, districts, schools, universities, neighborhoods, and other community-based organizations to participate in localized beautification and development programs sponsored by AIB.
- To provide participating entities with an evaluation of their current community beautification and development programs.
- To plan, organize, and conduct symposia.

ARTICLE 3: MEMBERSHIP

Section One: Program Participation.

AIB has no formal membership. AIB develops and coordinates programs that encourage participation from municipal and community-based organizations.

Section Two: Volunteers.

AIB is comprised of volunteers who provide both corporate governance and committee coordination and activities pursuant to the educational programs described herein.

ARTICLE 4: BOARD OF DIRECTORS

Section One: General Powers.

The property, business, and affairs of AIB shall be managed, governed, and controlled by its Board of Directors.

Section Two: Board Composition/Tenure and Succession.

1. Board Composition (20 Members):
 - a. Officers of the Board as follows:
 - i. President
 - ii. 1st Vice President
 - iii. 2nd Vice President
 - iv. Secretary
 - v. Treasurer
 - vi. Past President
 - vii. Executive Director (Non-voting member of the Board)
 - b. At-Large Directors:
 - i. A maximum of 13 at-large directors may serve on the Board of Directors
2. Tenure and Succession:
 - a. President:
 - i. Shall serve a 2-year term and succeed to Past President
 - b. 1st Vice President:
 - i. Shall serve a 2-year term and succeed to President
 - c. 2nd Vice President:
 - i. Shall serve a 2-year term; may serve consecutive terms; and may be considered for succession to 1st Vice President
 - d. Secretary:
 - i. Shall serve a 2-year term and may serve consecutive terms
 - e. Treasurer:
 - i. Shall serve a 2-year term and may serve consecutive terms
 - f. Past President:
 - i. Shall serve a 2 year term before retiring from Board service for a minimum of 2 years; however may continue to serve on committees of the Board, in non-succession offices, or in other Board related capacities.
 - g. Operational Committee Chairs:
 - i. May be Officers or At-Large Board members appointed by the Board of Directors. Committee Chairs who are Officers of the Board may serve in this capacity, with their tenure running concurrent with their term as an Officer. Committee Chairs who are At-Large Board members may serve from two to six years with their tenure running concurrent with their term as At-Large Board members. Committee Chairs shall strive to identify Vice-Chairs within their Committees and encourage them to consider future committee leadership opportunities.
 - h. At-Large Directors:
 - i. Shall serve a 2-year term and may apply to the Nominating Committee for 2 additional 2-year terms.
 - ii. At-Large Directors that have retired from the board are eligible to re-apply after 1 year.

Section Three: Recruitment of New At-Large Members.

1. Application Process for New At-Large Board Members is as Follows:
 - a. The Executive Director shall ensure that the approved board application is posted on the AIB website and is announced in the AIB newsletter distributed electronically to the AIB community 90 days in advance of the annual business meeting.
 - b. Candidates recommended by board members and who have a stated interest in serving on the board shall also be provided with a board application.
 - c. All applications shall be submitted to the Executive Director at a closing date not later than 30 days prior to the annual business meeting.
 - d. When the application period has closed, the 1st Vice President shall convene the Nominating Committee to review all applications and prepare recommendations for new At-Large Directors and Officers for presentation to the board at the annual business meeting.
 - e. The Nominating Committee may coordinate and communicate electronically prior to the annual business meeting. However it is recommended that committee members be physically present at the annual business meeting to address questions or concerns that may be forthcoming from the board of directors.
 - f. The Board of Directors at its annual business meeting shall review and approve the Nominating Committee recommendations for new At-Large Directors as well as the slate of new Officers and Operational Committee Chairs as appropriate. The Board of Directors may, by majority vote, approve, deny, or modify the Nominating Committee recommendations.
2. STAGGERED TERMS:
 - a. The terms of At-Large Directors are staggered in such a manner as to ensure that the terms of approximately one-half of the At-Large Directors expire each year.
 - b. Even-Numbered Years:
 - i. Seven new At-Large Directors will be selected
 - c. Odd-Numbered Years:
 - ii. Six new At-Large Directors will be selected

Section Four: Annual and Regular Meetings.

An annual meeting of the board of directors shall be held each year within 120 days following the end of the previous fiscal year, at a time and place as prescribed by the President. Notice of such annual meeting shall be sent to the members of the board of directors not less than 10 days prior to such meeting. The board of directors may hold regular meetings of the board at a time and place prescribed by the President. Notice of such meetings shall be sent to the members of the board of directors not less than 10 days prior to such meeting. Notice for annual and regular meetings shall be made by any generally accepted communications method.

Section Five: Special Meetings.

Special meetings of the board of directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them. Notice of any special meeting of the board of directors shall be given at least three days previously thereto by any generally accepted communications method. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these regulations.

Section Six: Quorum.

A majority of those Directors eligible to vote, and currently serving on the AIB Board of Directors, shall constitute a quorum for the transaction of business at any meeting of the board. Once a quorum is established, any action before the board shall be decided by a majority vote of those present at the meeting. In the event that a quorum is not established, the only action that can be taken by a majority of the directors present is to adjourn the meeting. No actionable board business may be conducted. Directors may participate in and act at any meeting of the board through the use of a conference telephone or other communications equipment that provide a means of communicating with all other board members present. Board members who participate remotely by phone or other similar communications shall be deemed present for the meeting.

Section Seven: Removal of Officer or Board Member.

Any officer, board member, or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the AIB would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section Eight: Manner of Acting.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section Nine: Compensation.

Directors, as such, shall receive no stated salary for their services.

Section Ten: Informal Action by Directors of the Board.

Any action normally required to be taken at a meeting of directors may be taken without a meeting with the consent of the majority of directors through written or electronic means. Formal adoption of said informal action shall occur at the next meeting of the board of directors.

ARTICLE 5: OFFICERS

Section One: Officers.

The officers of the corporation shall be the President, 1st Vice President, 2nd Vice President, Past President, Secretary, and Treasurer. Officers must be elected from the board membership. The board of directors may elect or appoint other officers as it deems appropriate. Such officers will have the authority and perform the duties prescribed by the board of directors. The President, who serves as chair, and the 1st Vice President, 2nd Vice President, Past President, Secretary, Treasurer, and Executive Director will serve on the board of directors and the Executive Committee.

Section Two: President.

The President shall be the principal executive officer of AIB and shall, in general, supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the board of directors. The President may sign, with the Treasurer or other officer authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of AIB, and in general shall perform all duties incident to the Office of President and such other duties as may be prescribed by the board of directors.

Section Three: 1st Vice President.

In the absence of the President or in the event of his or her inability or refusal to act, the 1st Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The 1st Vice President shall perform such other duties as assigned by the President or by the board of directors. The 1st Vice-President also serves as the Chair of the Nominating Committee.

Section Four: 2nd Vice President.

In the absence of the 1st Vice President or in the event of his or her inability or refusal to act, the 2nd Vice President shall perform the duties of the 1st Vice President. The 2nd Vice President shall perform such other duties as assigned by the President or by the board of directors. The 2nd Vice President serves as the Chair of the Governance Committee.

Section Five: Secretary.

The Secretary shall keep the minutes of the meetings of the board of directors; ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and be the custodian of the corporate records. The Secretary shall call the roll at each board meeting and advise the President as to the presence (or absence) of a quorum. The Secretary, in conjunction with the Executive Director shall ensure that conference call capability is available for remote board meeting participation as required. The Secretary shall establish and maintain a current register of the addresses and contact information for each board member; and such other duties as prescribed by the President or by the board of directors.

Section Six: Treasurer.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of AIB; receive and give receipts for monies due and payable to AIB from any source; and deposit all such monies in the name of AIB in such banks, trust companies, or other depositaries as shall be designated in accordance with the provisions of Article VII of these bylaws. The Treasurer shall, with other persons designated by the Board of Directors disburse the funds of AIB, take proper vouchers therefore and render to the Board of Directors such reports as it shall prescribe. The Treasurer shall have the power to authorize in writing any officers or employees of AIB to discharge these duties under his supervision. If required by the Executive Committee or Board of Directors, any person authorized to disburse funds shall agree to be bonded as prescribed by it for the faithful performance of his duties, and the Treasurer, the Executive Committee or the Board of Directors may require such a bond from others under the Treasurer's supervision. Any such bond is to be purchased at the expense of AIB. The financial records of AIB shall be kept in such form as may be required by the Executive Committee or the Board of Directors. All books, records, and vouchers of AIB shall be open to the inspection of any Director. The Treasurer shall, at least once a year, or whenever required by the Board of Directors, submit a schedule detailing the financial status of AIB and the changes, if any, since the last report. The Treasurer may also be required to arrange for periodic audits from an independent accounting firm, if so directed by the Board of Directors. The Treasurer shall act as the Chair of the Finance and Audit Committee, and perform such other duties as may be specified by the President or Board of Directors.

Section Seven: Past President.

The Past President provides advice and leadership to the board of directors regarding past practices and other matters to assist in governing the organization.

Section Eight: Executive Director.

The Executive Director shall be responsible for the day-to-day management functions. He or she shall manage and direct all activities of AIB in accordance with policies established by the Board of directors and shall be responsible to the Board. Within his or her authority, and in the course of his or her duties he or she shall:

1. Employ and discharge all members of the staff necessary to carry on the work of AIB, and fix their compensation within the approved budget; and
2. Define the duties of the staff, supervise their performance, and establish titles and delegate those responsibilities of management as shall, in his or her best judgment, be in the best interest of AIB.
3. Perform designated fiscal responsibilities as assigned or determined by the Treasurer and/or Board of Directors.
4. Is an ex-officio" member of the Governance Committee and shall assist the 2nd Vice President in developing an annual needs assessment relative to Board membership.
5. He or she will be a non-voting member of the Board of Directors and of the Executive Committee, and may at his or her own discretion, be a non-voting, "ex-officio" member of any or all other committees.

ARTICLE 6: COMMITTEES OF THE BOARD OF DIRECTORS

Section One: Executive Committee.

The Executive Committee, considered an organizational committee, shall consist of the President, who will serve as the chair, the 1st Vice President, 2nd Vice President, the Secretary, Treasurer, the Past President, the Executive Director, and any additional members, as determined by the board of directors. The Executive Committee is responsible for routine administrative decisions that require action between scheduled board meetings. The chair shall ensure that the board of directors is kept informed of all actions taken by the Executive Committee and that the Committee remains within its delegated scope of authority established by the board.

Section Two: Governance Committee.

The Governance Committee, considered an organizational committee, is chaired by the 2nd Vice President. The Committee membership shall include the Executive Director and any additional ad-hoc members necessary to fulfill the responsibilities of the Committee. The Governance Committee is responsible for ensuring that board meeting and executive committee meetings are conducted in a manner consistent with approved parliamentary procedures. The Committee is also responsible for periodic updates of the AIB Bylaws as well as the development board member orientation and on-going educational materials as deemed appropriate by the board. The Committee shall conduct an annual assessment of the board membership and recommend appropriate new member recruitment strategies to ensure a continuum of board effectiveness. The annual assessment shall be made available to the Nominating Committee.

Section Three: Nominating Committee.

The Nominating Committee, considered an organizational committee, is chaired by the 1st Vice President and committee members shall include at a minimum, the chairs of operational committees. The Committee shall review all applications submitted for At-Large directors and propose candidates to be nominated to the board for majority approval. The Nominating Committee shall be mindful of the Governance Committee recommendations set forth in the annual board assessment, when recruiting new At-Large members. Applications, resumes, and other supporting documentation for At-Large nominees shall be made available to the board of directors prior to board action. The Committee shall also propose to the board of directors, current board members to serve as officers. The Executive Committee may reconstitute the Nominating Committee to fill unforeseen vacancies as required.

Section Four: Finance and Audit Committee.

The Treasurer shall act as the chair of the Finance and Audit Committee, considered an organizational committee. The Committee membership shall include the Executive Director and a minimum of two additional board members. The Committee is responsible for all budget and audit functions for America in Bloom, and for the investment of AIB funds, consistent with policies established by the board. All formal budget and audit reports, to include the annual budget shall be approved by a majority vote of the board. The Treasurer is responsible for providing the annual budget as well as periodic financial reports to the board of directors, in coordination with the Executive Director.

Section Five: National Symposium Committee.

The National Symposium Committee, considered an operational committee, shall consist of host city representatives and two or more directors. The National Symposium Committee shall recommend the destination, theme and program for the annual AIB Symposium and Awards Program. As a member of the AIB Board, the Chair is responsible for coordinating all aspects of the Symposium with the local Symposium committee in coordination with Executive Director and for making periodic reports on the status of planning for the National Symposium to the board.

Section Six: National Awards/Contest Committee.

The National Awards/Contest Committee, considered an operational committee, implements the National Contest established by the Board. As a member of the Board, the Chair is responsible for the execution and coordination of all aspects of the Contest in collaboration with the Executive Director. The Chair is responsible for making periodic reports to the board of directors on the activities and progress of the Committee, to include status of participating cities and any significant issues relating to the judging and evaluation process.

Section Seven: Awards Review Committee.

The Award Review Committee, considered an operational committee, annually reviews all awards established and identified by AIB as well as sponsoring organizations. The Committee determines award guidelines and metrics, and reviews all nominations. The Committee is responsible for selecting award winners that are not awarded by other established metrics. The Chair is responsible for ensuring that all award nomination forms are submitted in a timely manner and that committee members are provided sufficient opportunity for a fair and equitable review and evaluation of each award nomination. The Chair is responsible for providing periodic status reports to the board of directors.

Section Eight: Growing Vibrant Communities Committee.

The Growing Vibrant Communities Committee, considered an operational committee, is responsible for final program development strategies addressing financial considerations, marketing and recruiting, and timelines associated with program implementation. The committee will also assist the board in developing long-term maintenance and coordination of Growing Vibrant Communities program. The Chair is responsible for providing periodic status reports to the board of directors.

Section Nine: Sponsorship & Fundraising Committee.

The Sponsorship & Fundraising Committee, considered an operational committee, shall consist of two or more directors including a Chair and a Co-Chair. Other members may be selected from the board as deemed appropriate. The role of the Sponsorship & Fundraising Committee is to contact entities regarding the financial support of AIB programs. The committee also updates the sponsorship portfolio flyer that summarizes the different options for potential sponsorship. The committee also works with the Executive Director in submitting paperwork associated with various grant and foundation applications. The chair is responsible for providing periodic status reports to the board of directors.

Section Ten: Marketing/External Relations Committee.

The Marketing/External Relations Committee, considered an operational committee, consists of a chair and select members of the AIB community. The Committee is responsible for general oversight of all publicity associated with the programs and activities of America in Bloom. This includes press releases, trade shows, advertising and print pieces, social media, webinars, website updates and other related responsibilities. The chair is responsible for evaluating and making recommendations relative to all public relations matters to the board. The chair is also responsible for providing periodic status reports to the board of directors.

Section Eleven: Additional Committees of the Board.

The board of directors, by majority vote, may establish additional operational committees, organizational committees, ad-hoc specialized committees, or sub-committees as required to ensure completion of the AIB mission and vision. Chairs of ad-hoc specialized committees or sub-committees shall be determined by majority vote of the board of directors.

ARTICLE 7: CONTRACTS, CHECKS, DEPOSITS AND FUNDS, GIFTS

Section One: Contracts.

The board of directors may authorize any officer or agent of AIB, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of AIB, and such authority may be general or confined to specific instances.

Section Two: Checks.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of AIB, shall be signed by such officer or agent of AIB, and in such manner as determined by resolution of the board of directors.

Section Three: Deposits and Funds.

All funds shall be deposited to the credit of AIB in such banks, trust companies, or other depositories as the board of directors may select.

Section Four: Gifts.

The board of directors may accept on behalf of AIB any contribution, gift, bequest or device for the general purposes or for any special purpose of AIB.

ARTICLE 8: BOOKS AND RECORDS

AIB shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the directors. All books and records of AIB may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 9: FISCAL YEAR

For tax and other governmental reporting purposes the fiscal year of AIB shall begin on the first day of January and end on the last day of December in each year. The board of directors shall have authority to establish a different fiscal year for budgeting and internal reporting purposes.

ARTICLE 10: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of Ohio or under the provisions of the articles of incorporation or the bylaws of AIB, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 11: INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES

Section One: Actions by Others.

AIB shall indemnify any person who was or is a party, or is threatened to be made a part to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of AIB) by reason of the fact that such person is or was a director, officer, employee, or agent of AIB, or who is or was serving at the request of AIB as an officer, director, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprises, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of AIB, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of AIB or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section Two: Actions by AIB (Corporation).

AIB shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of AIB to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of AIB, or is or was serving at the request of AIB as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprises against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of AIB, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to AIB, unless, and only to the extent that the court in which such

action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section Three: Successful Defense.

To the extent that a director, officer, employee, or agent of AIB has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section Four: Specific Authorization.

The indemnification as provided for herein (unless ordered by a court) shall be made by AIB only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth above. Such determination shall be made by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or, even if obtainable, as a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section Five: Advance Expenses.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by AIB in advance of the final disposition of such action, suit, or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by AIB as authorized in these bylaws.

Section Six: Non-Exclusivity.

The indemnification provided by these regulations shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section Seven: Insurance.

AIB will purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of AIB, or is or was serving at the request of AIB as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprises, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these regulations.

Section Eight: Mergers.

For purposes of these bylaws, references to “AIB” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, or agents.

ARTICLE 2: AMENDMENTS TO THE BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by two-thirds of the board of directors.

ADDENDUM: AMENDMENTS SUMMARY

On February 22, 2019 The AIB Board adopted the following amendments to the Bylaws for AIB:

- *Modified the language to Article 4 – Board of Directors: Expanded the definition of a “Quorum” as relates to ex-officio (non-voting members of the board), along with other minor clarifying language (Section Six).*

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On December 10, 2018 The AIB Board adopted the following amendments to the Bylaws for AIB:

- *Modified the language to Article 2 – Board of Directors: Allowing At-Large Board Members who have retired from the board, to re-apply for board service after a period of 1 year (Section Two).*

On February 23, 2018 The AIB Board adopted the following amendments to the Bylaws for AIB:

- *Modified the language to Article 6 – Committees of the Board: Establishing the Awards Review Committee as a new Operational Committee of the Board (Section Seven)*
- *Modified the language to Article 6 – Committees of the Board: Establishing the Growing Vibrant Communities Committee as a new Operational Committee of the Board (Section Eight)*

On December 6, 2017 The AIB Board adopted the following amendments to the Bylaws for AIB:

- *Modified the language to Article 4 – Section Two, allowing Chairs of Operational Committees to be “either” Officers of the Board or At-Large Board Members.*

On August 12, 2016 The AIB Board adopted the following amendments to the Bylaws for AIB:

- *Added language to Article 5 – Section Four, the duties of 2nd Vice President, establishing this position as the “Chair of the Governance Committee”*
- *Added language to Article 6 – Section Two, establishing the Governance Committee itself to include purpose and scope of responsibilities*

- *Added language to Article 6 – Section Three, the responsibilities of the Nominating Committee, that describes “acceptance and consideration” of recommendations from the Governance Committee regarding the recruitment of new at-large board members*
- *Added language to Article 5 – Section Eight, the duties of the Executive Director, that establishing this position as an “ex-officio” member of the Governance Committee*

On January 20, 2016 The AIB Board adopted the following amendments to the Bylaws for AIB:

- *Created the position of 2nd Vice President with specific duties described herein*
- *Re-titled the position of Vice President to 1st Vice President*
- *Bifurcated the Secretary/Treasurer position into two separate positions of Secretary and Treasurer*
- *Amended language to allow the Past President to continue to serve on the AIB Board of Directors in a “non-succession” capacity*
- *Created language to allow the Executive Director to perform designated “fiscal responsibilities” at the direction of the Board*

On March 8, 2014 The AIB Board adopted the following amendments to the AIB “Regulations”:

- *Amended the term “Regulations of AIB” to “Bylaws for AIB”*
- *Created term limits and a succession process for officers of the board*
- *Created term limits for all other members of the board*
- *Designated all board members (with the exception of officers) as “members at-large”*
- *Established a formal recruitment and application process for new at-large board members*
- *Designated the National Awards, Symposium, Sponsorship/Fundraising, and Marketing/External Relations committees as “Operational Committees” for AIB and further designated the chairs of each committee as members of the Nominating Committee*
- *Designated the Vice President as the Chair of the Nominating Committee*

