

ARTICLE III. BOARD OF DIRECTORS

ARTICLE VIII. MEETINGS.

A. Number of Directors. The Board shall consist of a minimum of fifteen (15) individuals and a maximum of nineteen (19) individuals. Individuals who serve on the ACC Board shall be referred to as a “Director” and collectively as “Directors.” Subject to the above limits, the Board may increase or decrease the number of Directors by a resolution adopted at least sixty (60) days before its last meeting of the year and prior to a vote for incoming Directors. A decrease in the number of Directors will not affect the term limit of Directors.

B. Qualifications. A Director shall be at least twenty-one (21) years of age, and be a member in good standing with the Board.

Section 3.1. Governing Body and Authority. The Board of Directors, (hereinafter “Board”), shall be the governing body of the ACC, subject to these Bylaws, the Articles of Incorporation, and applicable law, and shall set forth the rules and regulations in the ACC’s best interest. The Board of Directors shall determine the dues, requirements, rights and privileges for membership. The Board shall be the exclusive and final “judge of fact” on all matters within the ACC or with outside parties regarding the ACC. All members agree to accept and abide by the Board’s decisions.

Section 3.2. Board of Directors Make-up.

Section 3.3. Appointment. Candidates for Directors shall be vetted and recommended by the Nominations Committee and may also be nominated and recommended by the Board, as outlined in Article VI herein. Such candidates shall be approved by a majority vote of the Board.

Section 3.4. Term of Office. Unless a Director resigns or is removed, a Director shall serve for a period of two (2) years, or the balance thereof in case of an unexpired term vacancy, or thereafter until the successor is designated. A Director who fills an interim vacancy succeeds to the remainder of the original term. A Director may not serve on the Board more than two (2) consecutive terms, except when an individual extension is approved by a 2/3 majority of the Board.

Section 3.5 Duties of Directors. Directors of the ACC have the duty to represent the ACC positively to the public, to act in furtherance of the ACC mission, and to actively engage in the effective planning, development, and implementation of the ACC organizational goals. Each Director is expected to serve actively on one or more of the ACC’s standing or *ad hoc* committees. Directors of the ACC owe a “fiduciary duty” to the ACC that entails a legal and ethical relationship of trust and loyalty. Hence, Directors must use the utmost good faith in dealing with and representing the affairs of the ACC, and must refrain from self-dealing or engaging in an activity that may represent a conflict of interest with the ACC.

Fiduciary duties of Directors include: (1) acting reasonably with respect to the management of the ACC affairs; (2) refraining from using their positions with the ACC to further their own personal interests above those of the ACC; (3) ensuring that the ACC is run in accordance with its Bylaws and applicable laws, including 501(c)(3) guidelines. Should a conflict of interest between a Director and the ACC develop, that Director must fully disclose such conflict of interest to the Board of Directors, and where appropriate, shall obtain a written waiver by the Board of Directors to such conflict. Lack of full disclosure will constitute grounds for censure, suspension and termination/removal by the Board of Directors.

Section 3.6. Fees and Compensation of Directors. Directors shall serve without compensation.

Section 3.6. Resignation & Removal. Resignation. A Director may resign by delivering written notice to the Board and the Secretary. The resignation will be effective on receipt or at the time specified in the notice. **Removal.** Subject to the other applicable provisions of these Bylaws, the Board may remove or terminate any Director or officer of the ACC, with cause, in its sole discretion, at a regular meeting or special meeting called for that purpose, if the removal is approved by two-thirds (2/3rds) of the Directors present at such meeting. The Secretary must notify a Director being considered for removal at least five (5) days before the meeting on the removal. A director who is proposed for removal will have the opportunity to speak in his/her defense at the meeting and before the vote on removal.

Section 8.1. Quorum. At any meeting, a quorum must be present for a vote to be valid. Unless otherwise outlined in these Bylaws, fifty percent (50%) or seven (7) Directors, whichever is lower, shall constitute a quorum for the transaction of business during official meetings. A majority of committee members for a committee, except for the Executive Committee, is required for a quorum. A quorum for the Executive Committee is three (3) Executive Committee Officers.

Section 8.2. Meetings. The Board of Directors shall meet as often as necessary, but at least ten (10) times per year. Meetings dates shall be determined by the Board. A minimum seven-day (7) notice to Directors is required for official meetings, except in emergencies, where at least a one-day (1) written notice is required.

Section 8.3. Absence. A member of the Board of Directors who is absent for three (3) consecutively scheduled Board meetings or Fifty Percent (50%) of regularly scheduled meetings in a calendar year, shall be removed from the Board without any additional action by the Board. Such removed Director shall not be considered a current Board member for Quorum purposes. The Board shall have the authority to, but shall not be required, appoint, a replacement subject to the last slate of potential Board members from the last voting cycle, or, if none available or acceptable, by and through the Nominations Committee and its selection procedures as outlined in the Bylaws