



NATIONAL ASSOCIATION OF
STATE HUMAN SERVICES FINANCE
OFFICERS BYLAWS
AS AMENDED
October 1, 2023

ARTICLE I. NAME AND OFFICE

Section 1. Name. The name of this organization shall be the National Association of State Human Services Finance Officers, hereinafter called the “Association.”

Section 2. Registered Office and Agent. The Association shall maintain a registered office in the State of Tennessee a registered agent at such office and may have other offices within or without the State of Louisiana as the Executive Board may from time to time determine.

ARTICLE II. PURPOSE

The Association is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future Federal tax code. The activities shall include the following in accordance with the objectives of the Executive Board without limitation.

- a) Promoting effective and efficient administration of Human Services through active participation by the finance officers in policy and procedural planning.
- b) Providing finance officers with an opportunity for group discussions of fiscal and related matters through annual meetings.
- c) Reviewing, comparing and evaluating systems of fiscal operations currently in effect among the various states.
- d) Reviewing, discussing and evaluating new and proposed changes in fiscal methods and procedures applicable to human services administration.
- e) Providing a medium for exchange of information among finance officers of various states.
- f) Providing continuing professional education programs and training opportunities.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. Association membership shall be available to any state, local governmental human services agency or non-profit entity that:

- a) is a lead agency on a federal award interested in the financial administration of human services programs;
- b) abides by the Bylaws, rules, policies or any other regulations as adopted by the Association; and
- c) submits timely payment for Annual membership dues as determined by the Executive Board.

State shall include the fifty (50) U.S. States, the five (5) U.S. Territories and the District of Columbia.

Section 2. Applications. All applicants shall complete the membership application form and submit along with payment for all required membership dues. The Executive Board will review applications and determine whether the applicant meets the criteria pursuant to Article II, Section 1 of these Bylaws. All qualified applicants will be notified upon approval and acceptance of payment.

Section 3. Term. The annual period of membership shall be for the 12-month calendar year, beginning December 1 ending November 30.

Section 4. Dues. Annual dues for membership shall be determined by the Executive Board.

Section 5. Renewal and Revocation. Active memberships in good standing, meeting the criteria pursuant to Article II, Section 1 of these Bylaws shall be eligible for renewal and will begin upon receipt of the applicable dues as determined by the Executive Board. Authority is vested in the Executive Board to revoke membership for failure to meet the aforementioned criteria or as necessary to protect and promote the purpose of the Association.

Section 6. Voting. Voting privileges are reserved for an active employee of any state, local governmental human services agency or non-profit entity with an active membership in good standing. There shall only be one vote per active membership.

ARTICLE IV. EXECUTIVE BOARD

Section 1. Composition. The Executive Board shall consist of the President, Vice-President, Treasurer, Secretary and Historian.

Section 2 Responsibility. The Executive Board shall have the power between meetings of the HSFO Board to take final action consistent with established policies of the Association in matters which the President or the Executive Board determines to be urgent or in the best interest of the Association. The Executive Board shall assist in the follow up of resolutions adopted at the Annual Business Meeting and report results to the membership. The Executive Board shall perform such other duties as are delegated to it by members.

Section 3. Term. All members of the Executive Board shall be appointed or elected for a

standard term of one year unless extended to fill an interim vacancy in accordance with these Bylaws. The standard term begins December 1 and ends November 30.

Section 4. Compensation. All members of the Executive Board shall serve without compensation for their service.

Section 5. Meetings and Voting. The Executive Board shall meet at the call of the President which shall be no less than one during the standard term. Business transactions, discussions and questions may be conducted via postal mail, email or teleconference when a physical meeting of the Executive Board is not feasible. A majority of the Executive Board shall constitute a quorum for the transaction of business and the majority of the Executive Board present at a meeting shall prevail on all questions unless the Executive Board elects to defer to a vote of the HSFO Board or Association.

Section 6. Resignation. A member of the Executive Board may resign at any time by providing written notice to the President. A member of the Executive Board that ceases to qualify shall be removed from office and such vacancy will be filled in accordance with these Bylaws.

Section 7. Vacancies. A vacancy as a result of death, resignation, or incapacity to perform official duties, or when the Executive Board determines there would be a conflict of interest to the duties of an officer due to termination as an employee of a member agency, shall be filled by appointment of an eligible member of the Association or allowed to remain vacant until the next Annual Business Meeting at the discretion of the President, with approval of the Executive Board. No member may hold more than one elective office at the same time. For purposes of this section, inability to perform may be defined as one or more of the following:

- a) conflict of interest to perform any assigned duties;
- b) self-declared changes in work status or environment that prevent effective or continued participation;
- c) failure to perform official responsibilities or duties;
- d) failure to attend scheduled meetings of the Association without prior notice to the President; or
- e) repeated failure to respond to written or verbal communication from the Executive Board.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors "HSFO Board" shall consist of the Regional Coordinators and the Officers of the Association with the President serving as Chairperson. Past Presidents shall be ex officio members of the HSFO Board; however, shall not have voting privileges as a Member of the HSFO Board, unless they are an elected or appointed Member of the HSFO Board.

Section 2. Responsibility. The HSFO Board shall give active leadership and provide strategic direction to the Association in fulfilling its stated priorities and objectives with consistency and continuity to purpose from year to year.

Section 3. Term. All members of the HSFO Board shall be appointed or elected for a standard term of one year unless extended to fill an interim vacancy in accordance with these Bylaws.

The standard term begins December 1 and ends November 30.

Section 4. Compensation. All members of the HSFO Board shall serve without compensation for their service.

Section 5. Meetings and Voting. The HSFO Board shall meet at the call of the President which shall be no less than two during the standard term. One of the two required meetings (Spring Planning Meeting) shall precede the opening of the Annual Business Meeting of the Association and the second required meeting (Winter Planning Meeting) shall follow the conclusion of the Annual Business Meeting of the Association. By vote of the HSFO Board, one of these two meetings may be conducted via virtual or teleconference in lieu of meeting at a physical location. Other business correspondence may be conducted via postal mail, email, or teleconference when a physical meeting of the HSFO Board is not feasible. A majority of the voting members of the HSFO Board must be present either in person or by proxy, which is registered with the Secretary, to constitute a quorum for the transaction of business. The HSFO Board may elect to defer a vote to the Association.

Section 6. Resignation. A member of the HSFO Board may resign at any time by providing written notice to the President. A member of the HSFO Board that ceases to qualify shall be removed from office and such vacancy will be filled in accordance with these Bylaws.

Section 7. Vacancies. A vacancy as a result of death, resignation, or incapacity to perform official duties, or when the Executive Board determines there would be a conflict of interest to the duties of an officer due to termination as an employee of a member agency, shall be filled by appointment of an eligible member of the Association or allowed to remain vacant until the next Annual Business Meeting at the discretion of the President, with approval of the Executive Board. No member may hold more than one elective office at the same time. For purposes of this section, inability to perform may be defined as one or more of the following:

- a) conflict of interest to perform any assigned duties;
- b) self-declared changes in work status or environment that prevent effective or continued participation;
- c) failure to perform official responsibilities or duties;
- d) failure to attend scheduled meetings of the Association without prior notice to the President; or
- e) repeated failure to respond to written or verbal communication from the Executive Board.

ARTICLE VI. OFFICERS

Section 1. Composition. The officers shall consist of a President, a Vice-President, a Treasurer, a Secretary and a Historian. Each officer shall be an employee of a member governmental human services agency at the beginning of their term of office.

Section 2. Term. All officers shall be appointed or elected for a standard term of one year unless extended to fill an interim vacancy in accordance with these Bylaws. The standard term begins December 1 and ends November 30.

Section 3. Compensation. All officers shall serve without compensation for their service.

Section 4. President. The President shall preside at all meetings of the Association, the HSFO Board and Executive Board, and shall perform all other duties pertaining to the office. He/she shall be an ex-officio member of all standing and ad hoc committees. The President's records will be forwarded to his/her successor for record retention.

Section 5. Vice-President. The Vice-President shall perform all the duties of the President in the event of his/her absence, or inability to perform his/her duties. He/she shall secure legal review and advice for the HSFO Board. He/she shall perform such other duties as are delegated to him/her. The Vice-President's records will be forwarded to his/her successor for record retention.

Section 6. Treasurer. The Treasurer shall ensure all funds of the Association are held in a bank in which deposits are protected by insurance coverage through a Federal Agency. Funds shall be withdrawn by means of checks or other electronic means as authorized by the Treasurer, Vice-President or the President. All expenditures shall be supported by reasonable and appropriate invoices or billing statements and must be reviewed and authorized for payment by wet or electronic signature of the Treasurer and President. In the absence of the Treasurer, the expenditure may be reviewed and authorized for payment by wet or electronic signature of the President and one other member of the Executive Board. The Treasurer shall pay or direct the Association's contracted accountant to pay all financial obligations officially incurred during his/her term in office. He/she shall direct the accounting methods and procedures to be used for revenue and expenditure recognition and/or approval. He/she shall direct the preparation and submit to the Executive Committee the Annual Financial Statements in accordance with the Association's accounting system and reporting requirements as approved by the Executive Board not later than the Spring Planning Meeting after the close of the Association's fiscal year. He/she shall perform all other duties pertaining to the office. The Treasurer's records will be forwarded to his/her successor for record retention.

Section 7. Secretary. The Secretary shall keep the minutes of all general meetings, Board of Director's meetings and Executive Board meetings. He/she shall complete and post in the Association's website the minutes and proceedings of the Annual Business Meeting held during his/her term of office at the earliest possible date following the Annual Business Meeting. He/she shall send via electronic mail a copy of those minutes to any member who requests the same in writing. He/she shall maintain the Association's master mailing list and the official roster of membership of the Association. He/she shall provide to the Arrangements Chairperson, the Program Chairperson and the Membership Chairperson a copy of the Association's master mailing list. He/she shall also provide to the Treasurer and the Membership Chairperson copy of the official roster of membership of the Association. He/she shall perform all other duties pertaining to the office. The Secretary's records will be forwarded to his/her successor for record retention.

Section 8. Historian. The Historian shall currently make and keep appropriate and adequate notations of Association activities and events. He/she shall prepare an annual written summary of the pertinent activities and events occurring during his/her term of office, appropriate for insertion in the historical record of the Association. He/she shall perform all other duties pertaining to the office. The Historian's records will be forwarded to his/her

successor for record retention.

Section 9. Succession. After serving an initial term as Historian, officers will succeed to the other Association offices: Secretary, Treasurer, Vice-President, and President.

Section 10. Ex Officio. Individuals who previously served as President of the Association may serve as President ex officio by virtue of their position for a term of three years. Rules applicable to the ex officio position are at the sole discretion of the Executive Board and include but are not limited to:

- a) Active participation and assistance for all meetings held by the Association (e.g. setup/cleanup, registration, hospitality, moderating, etc.); and
- b) Association budget will cover meeting attendance of ex officio only.
 - a. Hotel, flight, and one checked luggage.
 - b. Guests are permitted at the expense of the ex officio.

Section 11. Resignation. An officer may resign at any time by providing written notice to the President. An officer that ceases to qualify shall be removed from office and such vacancy will be filled in accordance with these Bylaws.

Section 12. Vacancies. A vacancy as a result of death, resignation, or incapacity to perform official duties, or when the Executive Board determines there would be a conflict of interest to the duties of an officer due to termination as an employee of a member agency, shall be filled by appointment of an eligible member of the Association or allowed to remain vacant until the next Annual Business Meeting at the discretion of the President, with approval of the Executive Board. No member may hold more than one elective office at the same time. For purposes of this section, inability to perform may be defined as one or more of the following:

- a) conflict of interest to perform any assigned duties;
- b) self-declared changes in work status or environment that prevent effective or continued participation;
- c) failure to perform official responsibilities or duties;
- d) failure to attend scheduled meetings of the Association without prior notice to the President; or
- e) repeated failure to respond to written or verbal communication from the Executive Board.

ARTICLE VII. REGIONAL COORDINATORS

Section 1. Composition. Regions – Each state shall be represented by one (1) of four (4) Regional Coordinators who shall be an employee of a member agency.

- a) Region I
- b) Region II
- c) Region III
- d) Region IV

Section 2. Responsibility. Each Regional Coordinator shall serve as a member of the HSFO Board and shall assist the President and other officers in coordinating activities within his/her region with those of the Association. Additionally, by virtue of the position, each Regional Coordinator shall serve on the Membership Committee. Each Regional Coordinator shall be

responsible for the following duties, which include but are not limited to:

- a) communicating with the states assigned to his/her respective regions to obtain or provide updated information, promote Association attendance, and follow-up on payment of annual membership dues;
- b) providing assistance to members of his/her region who are asked to perform or who are assigned to carry out any Association duty or responsibility;
- c) informing Association officers and the HSFO Board of regional plans, developments, and accomplishments for states assigned to his/her region; and
- d) providing leadership within his/her region in all matters relating to Association responsibilities, activities, and interests.

Section 3. Applications. Individuals interested in the position of Regional Coordinator shall submit an application to the Executive Board 30-days prior to the Annual Business Meeting for consideration. The President will present all qualified Regional Coordinator candidates for member agencies to consider for election during the Annual Business Meeting by the greatest number of votes cast by members of the Association.

Section 4. Term. All Regional Coordinators shall be appointed or elected for a standard term of one year unless extended to fill an interim vacancy in accordance with these Bylaws. The standard term begins December 1 and ends November 30.

Section 5. Compensation. All Regional Coordinators shall serve without compensation for their service.

Section 6. Meetings and Voting. The HSFO Board shall meet at the call of the President which shall be no less than two during the standard term. One of the two required meetings (Spring Planning Meeting) shall precede the opening of the Annual Business Meeting of the Association and the second required meeting (Winter Planning Meeting) shall follow the conclusion of the Annual Business Meeting of the Association. By vote of the HSFO Board, one of these two meetings may be conducted via virtual or teleconference in lieu of meeting at a physical location. Other business correspondence may be conducted via postal mail, email, or teleconference when a physical meeting of the HSFO Board is not feasible. A majority of the voting members of the HSFO Board must be present either in person or by proxy, which is registered with the Secretary, to constitute a quorum for the transaction of business. The HSFO Board may elect to defer a vote to the Association.

Section 7. Resignation. A Regional Coordinator may resign at any time by providing written notice to the President. A Regional Coordinator that ceases to qualify shall be removed from office and such vacancy will be filled in accordance with these Bylaws.

Section 8. Vacancies. A vacancy as a result of death, resignation, or incapacity to perform official duties, or when the Executive Board determines there would be a conflict of interest to the duties of an officer due to termination as an employee of a member agency, shall be filled by appointment of an eligible member of the Association from the applicable region or general membership, as necessary. The position may also be allowed to remain vacant until the next Annual Business Meeting at the discretion of the President, with approval of the Executive Board. For purposes of this section, inability to perform may be defined as one or more of the following:

- a) conflict of interest to perform any assigned duties;

- b) self-declared changes in work status or environment that prevent effective or continued participation;
- c) failure to perform official responsibilities or duties;
- d) failure to attend scheduled meetings of the Association without prior notice to the President; or
- e) repeated failure to respond to written or verbal communication from the Executive Board.

ARTICLE VIII. COMMITTEES

Section 1. Composition: The Association shall include the following standing committees as determined by the Executive Board from time to time.

- a) Program
- b) Membership
- c) Corporate Member Development
- d) Training
- e) Marketing/Communications
- f) Audit
- g) Continuing Professional Education (CPE)

Section 2. Responsibility. The responsibilities and functions of each committee shall be as follows:

- a) Program - shall develop program for next Annual Conference, obtain program participants, and provide timely information on program agenda and participants to the Arrangements Committee.
- b) Membership - update membership file, solicit renewals and new membership and provide names of new members to Treasurer for billing and to Secretary for addition to membership records.
- c) Corporate Member Development-Update Corporate Member file, solicit renewals and new members, and provide names of the new members to the Treasurer and to the Secretary for appropriate updates to their respective records.
- d) Training - shall develop, plan and organize appropriate and purposeful training programs, recruit training participants, collect and maintain records of training events and attendees, coordinate and arrange for qualified instructors and training facilities, and conduct evaluations of the training programs.
- e) Marketing/Communications- -shall develop timely and frequent marketing and communication initiatives to include, but not limited to, newsletters, Association website, postings, e-mail and/or other social media outreach regarding Association activities, conferences, meetings, trainings and other events. The committee will coordinate its efforts with the Executive Board, HSFO Board, Association committees, etc. in order to maximize advancing HSFO nationally through effective communication and marketing.
- f) Audit- shall perform internal review of the prior fiscal years financial records and present report to membership at the Annual Business Meeting. The auditor should hold a relevant certification in the Accounting field. Certifications may include CPA, CIA, CMA, CFM, CGFM, etc.
- g) Continuing Professional Education (CPE) – shall review program and training activities to insure compliance with the continuing professional education

requirements as promulgated by the national granting authority, resolve complaints regarding CPE's, collect and maintain records of training and annual program attendees and prepare and distribute CPE certificates.

Section 3. Term. The Committees will be activated for a standard term of one year unless upon approval of the Executive Board. The standard term begins December 1 and ends November 30.

Section 4. Chairs. The President shall appoint a chairperson of each standing committee as soon as possible after his/her election. All Committee chairs serve concurrently with the President's term. Committee chairpersons may appoint individuals from separate member agencies to serve on their committee. The Committee chairperson shall notify the President and Secretary of those members within 30-days of selection.

Section 5. Meeting and Committee Reports. At the Spring and Winter Planning Meetings of the Association, each Chair shall present a report on the activities of the respective committee they oversee. Each Chair may motion the attendees to accept his/her report as presented; however, the motion to second must be made by a member of the HSFO Board.

Section 6. Resignation. A Chair or member of a standing committee may resign at any time by providing written notice to the President. A Chair or member of a standing committee that ceases to qualify shall be removed from office and such vacancy will be filled in accordance with these Bylaws.

Section 7. Vacancies. A vacancy as a result of death, resignation, or incapacity to perform official duties, or when the Executive Board determines there would be a conflict of interest to the duties of an officer due to termination as an employee of a member agency, shall be filled by appointment of an eligible member of the Association. The position may also be allowed to remain vacant until the next Annual Business Meeting at the discretion of the President, with approval of the Executive Board. For purposes of this section, inability to perform may be defined as one or more of the following:

- a) conflict of interest to perform any assigned duties;
- b) self-declared changes in work status or environment that prevent effective or continued participation;
- c) failure to perform official responsibilities or duties;
- d) failure to attend scheduled meetings of the Association without prior notice to the President; or
- e) repeated failure to respond to written or verbal communication from the Executive Board.

ARTICLE IV. ASSOCIATION AFFILIATES

Section 1. Affiliates. The Association shall encourage and recognize the establishment of affiliates based on common interest if its members, the subject matter expertise brought by the affiliate and the strength in working together to achieve the Association's purpose.

Section 2. Guidelines. Affiliates of the Association shall share the overall purpose, objectives and strategies of the Association and abide by the policies, procedures or other

rules of the Association.

Section 3. Applications. All affiliates shall submit a request along with payment for all required dues. The Executive Board will review determine whether the affiliate meets the criteria and all qualified applicants will be notified upon approval and acceptance of payment.

Section 4. Dues. Annual dues for affiliates shall be determined by the Executive Board.

Section 5. Renewal, Revocation and Reinstatement. Active affiliates in good standing shall be eligible for renewal and will begin upon receipt of the applicable dues as determined by the Executive Board. Should the affiliate be suspended, dissolved, or terminated in any way, the affiliate of the Association may be suspended or revoked by the authority vested in the Executive Board. Good cause and demonstration of good standing must be demonstrated to justify any reinstatement request made to the President or Executive Board.

ARTICLE X. MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once per the Association's fiscal year at the time and place designated by vote of the HSFO Board. All active members shall be invited to attend the annual meeting. At least 30 days prior to each annual meeting, the President, or other appropriate members designated by the President, shall send or issue an electronic notification of the time and place thereof and shall send either the final program or a preliminary program to each active member of the Association at his/her last known address or email address

Section 2. Regional Meeting. A regional meeting may be called at any time by one or more of the Regional Coordinators. The time and place of the regional meeting shall not conflict with the Annual Business Meeting of the Association.

Section 3. Order of Business. The order of business of meetings of the Association shall be:

- a) Roll Call
- b) Reading of minutes
- c) Report of Board, standing committees, and officers
- d) New business

Section 4. Parliamentary Procedures. Parliamentary procedure shall be in accordance with Robert's Rules of Order, Revised, latest edition, so far as such Rules of Order are not inconsistent with the Bylaws or the special Rules of Order as adopted from time to time by the Association.

Section 5. Voting. One-half of the voting members registered and in attendance (present either in person or by proxy) at a regular meeting shall constitute a quorum for the transaction of business. In case of absence from the Annual Business Meeting, the voting agency member may delegate his or her vote by written proxy to any other employee representative of an agency member.

Section 6. Communication. Immediately following the Annual Business Meeting of the Association, the President, or designee of the HSFO Board, shall express the views, concerns,

suggestions, or recommendations of the Association to appropriate officials of the federal and/or state agencies. Communications under this section will be in accordance with the majority opinion as expressed by a vote at the Annual Business Meeting, except:

- a) Individual states, by request, may be shown as abstaining or opposing the majority vote.
- b) On interim issues, the views of at least 10 members may be communicated by the President, if qualified appropriately. Each officer and member is expressly forbidden to represent the Association in any matter, which could be considered as lobbying a legislative body.

Section 7. Minutes. The recorded meeting minutes of the Annual Business Meeting will be published separately from the proceedings and posted to the Association's website within 30-days upon conclusion of the meeting. An electronic copy of the meeting minutes may be provided to active members of the Association upon receipt of a written request.

Section 8. Registration Fee. The HSFO Board may establish a registration fee for the Annual Business Meeting. Such fee is to be used for planning and conducting the Annual Business Meeting and business of the Association. The HSFO Board may establish other fees and sponsorships, as appropriate, for conducting activities, and other business of the Association.

ARTICLE XI. FINANCE

Section 1. Fiscal Year. The fiscal year of the Association is December 1 to November 30 of each year.

Section 2. Deposits. All funds or receipts of the Association shall be to the credit of the Association and held in a bank, trust company or other depository protected by insurance coverage through a Federal Agency as determined by approval of the Executive Board.

Section 3. Payments. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be supported by reasonable and appropriate invoices or billing statements and shall be reviewed, approved and authorized for payment by wet or electronic signature of the Treasurer and President of the Association. In the absence of the Treasurer, the expenditure may be reviewed and authorized for payment by wet or electronic signature of the President and one other member of the Executive Board. In the event the payment is for reimbursement of the President, the request shall be reviewed, approved and signed by the Treasurer and one other member of the Executive Board. In the event the payment is for reimbursement of the Treasurer, the request shall be reviewed, approved and signed by the President and one other member of the Executive Board. In absence of such specific determination by the Executive Board, such instruments shall be signed by the President if such expenditures are authorized by a Board approved budget.

Section 4. Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by approval of the Executive Board.

Section 5. Gifts. Gifts may be accepted or rejected on behalf of the Association by resolution of the Executive Board in accordance with Article II, Section 1 of these Bylaws

Section 6. Books and Records. The Association shall keep correct and complete books and records of its financial accounts, meeting minutes and membership in accordance with federal record retention laws.

Section 7. Robert's Rules of Order. The current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority of the Association unless otherwise provided within these Bylaws.

Section 8. Contracts. The Executive Board may authorize any Officer or Officers, or agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. No such power or authority to bind the Association under any contract or agreement exists absent authorization of the Executive Board.

Section 9. Annual Audit. The Executive Board shall provide for an annual outside audit of the financial records of the Association by a certified public accountant whereby a report of the financial condition of the Association will be maintained.

ARTICLE XII. AMENDMENTS

Section 1. Amendment. These Bylaws may be amended as a result of the recommendations of the Executive Board any time as required. All proposed amendments to the Bylaws will be available on the Association's website at least 30 days prior to their effective date. Members who wish to receive an electronic copy may request one, in writing, from the Executive Board.

Section 2. Process. Amendments to the Bylaws may be made between Annual Business Meetings and shall follow the process as outlined below:

- a) The Bylaws Committee or members of the Executive Board shall recommend amendments (including proposed effective dates) to the HSFO Board. The President shall solicit a vote of the HSFO Board (Secretary recording) to determine a majority vote to proceed.
- b) Upon majority vote, the amendments shall be presented to the Executive Board for review and approval.
- c) Approved amendments shall be shared with active members of the Association on the Association's website at least 30 days prior to the proposed effective date. In order to provide a forum for discussion, a teleconference call shall be offered to active members of the Association at least 15 days prior to the proposed effective date.
- d) A quorum/majority of active members of the Association must record their vote by letter or e-mail to the Secretary prior to the effective dates of said amendments. The two-thirds majority vote is required to amend these Bylaws through this process. The Secretary will report the voting results to the HSFO Board and Bylaws Chair.
- e) The amended Bylaws will be posted on the Association's website and the President will notify all active members of the Association of the approved actions by letter or e-mail.
- f) The Bylaws Chair will report the approved amendments at the Annual Business

Meeting to record actions taken in the Association minutes.

Section 3. A two-thirds majority of votes cast is required to amend these Bylaws.

ARTICLE XIII. DISSOLUTION

In the event of dissolution of the Association, the Executive Board, after satisfying or making provision for all liabilities, shall distribute any remaining assets exclusive to the Association to such organizations operating pursuant to exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future Federal tax code as determined and approved by the Executive Board. Association assets not disposed of shall be disposed of by the court of the general jurisdiction of the county in which the principal office of the Association is located, to such organization(s) which are organized and operated exclusively for such purposes as determined by said court. Liquidation, dissolution or termination of the Association shall not inure to the benefit or distribution of any member, officer, member of the Executive Board, member of the HSFO Board, or employee of the Association.

ARTICLE XIV. INDEMNIFICATION

The Association shall indemnify all officers, employees and agents of the Association to the full extent permitted by the law of the State of Tennessee and shall be entitled to purchase insurance for such indemnification as appropriate as determined by the Executive Board.

END