

National Auction Association Bylaws

Article I – Offices

The office of the corporation shall be at such place as the Board of Directors may determine from time to time. Currently the office of the corporation is located at 8880 Ballentine, Overland Park, Kansas, Johnson County, KS 66214. The corporation may establish other offices as may be determined by the Board of Directors.

Article II – Membership

1. There shall be one class of members, which shall be known as Auction Professionals who will be required to affirm the following: "I solemnly swear (or affirm) that I will faithfully support the Association's objectives, comply with the NAA Code of Ethics and pay the established dues."
2. Qualifications. The Board of Directors establishes the qualifications for membership into the Association to those working within the auction industry and may delegate its authority to act on membership applications to the President and Chief Executive Officer.
3. Annual Dues. Annual dues for members shall be such as are established by the Board of Directors and shall be payable in advance.
4. Vote. All members in good standing are eligible to vote in the annual meeting and in any special meeting either in person or by absentee ballot or other remote processes approved by the Board. Elections for the Board and its officers will be held at the annual meeting.
5. Termination of Membership:
 - a. Non-payment of dues. Should any member fail to pay dues when due as specified by the Association's billing, the membership of such member shall automatically terminate.
 - b. Resignation. Any member may resign from the Association by written notice to the Association.
 - c. Violation of the NAA Code of Ethics. If a member is found by the Board of Directors to have violated the NAA Code of Ethics, the Board of Directors may suspend membership or expel an individual from membership as outlined in the Complaint Procedures of the NAA Code of Ethics.

Article III – Meetings

1. Annual Meeting. The Annual Meeting of Members shall be held during, and at the same place as, the annual Conference & Show of the Association, at such time and place as shall be designated in a notice mailed to all members, or published as hereinafter provided, for the election of elective officers and directors and for the transaction of such other business as may appropriately come before the meeting.
2. Special Meetings. Special meetings of the Association for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the written request of ten percent (10%)

or more of the Members of the Association. Only those items specified in the call by the President or in the request by Members as described above may be considered at such special meeting.

3. Quorum. Those individual members present shall constitute a quorum for the transaction of business at any meeting of the members. A majority of the members present may adjourn the meeting to a subsequent time without further notice. A meeting of members at which a quorum is present may be adjourned by vote of a majority of the members present at the meeting without further notice.
4. Place of meeting. Any meeting may be held either within or outside of the State of Kansas. The place of the meeting shall be designated by the Board of Directors. Meetings may also be held using remote communications technology as determined by the Board of Directors. Attendance by any member using such remote communications technology shall be deemed to be attendance in person at the meeting.
5. Notice of Meeting. Written or printed notice, stating the place, date, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be provided by mail or email to each voting member of the Association, or published in a publication designated by these Bylaws as an official publication of the corporation, not less than ten (10) nor more than fifty (50) days before the date of the meeting. Such notice shall be deemed to be delivered on the day the electronic communication is distributed or when deposited in the United States mail by the corporation or its agent(s), with postage thereon prepaid.

Article IV – Directors

1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.
2. Number of Directors, Election and Term of Office. The Board of Directors shall consist of the President, the Vice President, the Treasurer, and the Chairman of the Board of Directors, six (6) elected members of the Association, two (2) of whom shall be elected each year for a three-year term by plurality vote, and the President of the National Auctioneers Foundation Board of Trustees or their designee, and the Chair of the Education Institute Trustees elected as provided in Article XII, Section 3. The President shall also have the right to appoint one additional Board member who may or may not be a member of the Association whose term shall last for one (1) year. The President, Vice President and Treasurer shall hold office as Directors so long as they hold their respective positions as elected officers of the corporation. The term of office of the elected Director shall be for three (3) years. In addition, the Chief Executive Officer of the Association shall be a member of the Board of Directors but shall not be entitled to vote.
3. Qualifications to run for Director. Candidates must:
 - a. Be a member of the Association in good standing for at least three (3) consecutive years immediately preceding the election.
 - b. Must have served on an NAA committee/task force, National Auction Foundation or what was known as the NAA Auxiliary.
 - c. Must have completed CAI or taken the NAA Leadership Development course.
4. Meetings. There shall be at least three (3) regular meetings of the Board of Directors annually at a location selected by the Executive Committee or conducted using remote

communications technology at the discretion of the Board. In addition, there will be regularly scheduled conference calls. Notice of physical meetings shall be given at least thirty (30) days prior to such meetings; notice of conference calls or meetings conducted by other remote communications technology shall be given at least three (3) days prior to such meetings.

5. **Special Meetings.** Special meetings of the Board of Directors may be called by the President at any time and shall be called by the President, at the request of any three (3) members of the Board of Directors. The President shall designate the time and place for any special meeting.
6. **Notice.** Notice of any special meeting shall be given at least three (3) days prior to such meeting. Such notice shall be deemed to be delivered when it is sent by email or when it is deposited in the United States mail so addressed with postage prepaid. Any Director may waive notice of any meeting. The attendance of a Director at a 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 was unlawfully called or convened. Only those items of business set forth in the notice of any special meeting may be conducted at said special meeting.
7. **Quorum.** A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
8. **Manner of Acting.** The act of the majority of all the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Except as provided in Section 14 of Article IV, absent Directors shall not be permitted to vote by proxy. The Chairman of the Board of Directors, or in his/her absence, the President, or in his/her absence the Vice President, or in the absence of the three of them, a chair will be chosen by the directors present and shall preside at the meeting of the Board of Directors.
9. **Absence from Meetings.** A Director's or Office's absence from one-third of the Board of Directors in-person meetings or conference call or remote meetings during their term shall be construed as a resignation from such person's office or directorship.
10. **Resignation.** A Director may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the President and Secretary. Such resignation shall take effect at the time specified and acceptance of such resignation shall not be necessary to make it effective.
11. **Removal.** The Board of Directors may, by a two-thirds (2/3) vote of the Board's total voting members, remove any Director at a meeting expressly called for that purpose.
12. **Vacancies.** Vacancies among the Directors of the Association may be filled by a majority vote of a quorum of the Board of Directors and the Director so chosen shall serve for the unexpired term of his or her predecessor in office.
13. **Action by Consent.** Action by the Board may be approved without the necessity of a meeting if each Director consents in writing to a written vote on the action.
14. **Dispensing with Meetings.** Whenever the vote of the Board of Directors at a meeting thereof is required to be taken in connection with any corporate action, the meeting of the Directors may be dispensed with and the corporate action may be carried forward if each Director consents in writing to a written vote on the action without a meeting of the

Directors, and if a majority of the entire Board filed with the Secretary, are in favor of the corporate action being taken.

Article V - Officers

1. The Officers of the corporation shall be the Chairman of the Board of Directors, President, the Vice President, the Treasurer, and the Chief Executive Officer. In the absence of the President, the Vice President shall perform his or her duties. The Chief Executive Officer of the corporation shall be the Secretary of the corporation unless otherwise deemed by the Board.
2. Election and Term of Office. The elective officers of the corporation shall be elected at the annual meeting of the membership. In order to be eligible to hold the office of President, Vice President or Treasurer, a member must have previously served a full three-year term on the Board of Directors, Education Institute Trustees, the Auction Marketing Institute (AMI) Board of Governors, or the National Auctioneers Foundation Trustees and must be a member of the Association in good standing. The Vice President shall succeed to the office of the President if otherwise qualified and available to serve. All officers shall serve for one (1) year or until successors are elected and qualify, except that the Treasurer shall serve for two (2) years or until a successor is elected and qualifies. The Treasurer may serve three (3) terms, which may but need not be consecutive.
3. Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them, respectively, by the Board of Directors from time to time, and such as are required by law.
4. Chief Executive Officer. The Board of Directors shall employ a Chief Executive Officer who shall be the chief administrative officer of the Association, under the supervision and direction of the President and the Board of Directors and shall perform such other duties as may be delegated to him or her by the Board of Directors. The CEO, with the approval of the Board of Directors, may employ such other people as may be necessary to conduct the activities of the Association.
5. Borrowing Authority. Upon specific approval by a vote of three-fourths of the members present at a Board of Directors meeting, or by unanimous written or electronic consent of a specific resolution authorizing the borrowing of funds, the corporation may borrow funds with loan documents to be signed by the CEO and the Treasurer.
6. Vacancies. Vacancies among the Officers of the Association shall be filled by a majority vote of a quorum of the Board of Directors and the officers so chosen shall serve the unexpired term of his or her predecessor in office.

Article VI - Fiscal Year

The fiscal year of the corporation shall end on December 31 of each year.

Article VII - Waiver of Notice

Whenever any notice is required to be given to any member or Director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under

the provisions of applicable law, a waiver thereof in writing, signed by the member or Director entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Notwithstanding the foregoing in the case of the meeting of the Board of Directors, the attending of a Director at a meeting shall be deemed to be a waiver of notice unless the Director attends solely for the express purpose of objecting to the transaction of any business because the meeting was unlawfully called or convened.

Article VIII - Code of Ethics

The Board of Directors shall adopt, and may amend from time to time, a Code of Ethics which shall be binding upon each member of the Association.

Article IX – Official Publication

The official publication of the corporation shall be a magazine bearing the name "Auctioneer."

Article X - Annual Conference & Show

The time and place of the annual Conference & Show shall be determined by the Board of Directors, which may also decide that Conference & Show shall be held in whole or in part by remote communication technology under circumstances determined by the Board.

Article XI - Amendment of Bylaws

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the corporation by affirmative vote of two-thirds (2/3rds) of the members of the Board of Directors present at a meeting at which a quorum is present, provided, however, that notice of the proposed action has been given to the membership by publication in the Auctioneer at least thirty (30) days prior to the meeting at which such action is taken and to the individual members of the Board of Directors with the notice of the meeting.

Article XII- Exempt Activities

Notwithstanding any other provisions of these Bylaws, no member, Director, Officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) of the Internal Revenue Code and its regulations pertaining thereto as they now exist or as they may hereafter be amended.

Article XIII – Committees

1. Executive Committee. The Executive Committee shall be comprised of the Chairman of the Board, President, Vice President; and Treasurer of the NAA Board of Directors, and the Chief Executive Officer, who shall serve as a member of the Committee but shall not have a vote. The Executive Committee is responsible for ensuring the CEO is appropriately managing the daily operations of the organization and the Executive

Committee shall review all fiscal policies and procedures for the association. Except as limited by law and by the NAA Bylaws, the Executive Committee shall exercise the oversight powers and authority of the Board of Directors when the Board of Directors is not in session. In addition, the Executive Committee shall serve as the Grievance Committee. All official actions of the Executive Committee shall be reported to the Board of Directors at its succeeding meeting.

2. Candidate Review Committee. The Chairman of the Board, subject to the approval of the Board of Directors, shall appoint a Candidate Review Committee, the members of which shall serve for one (1) year or until their successors are appointed and qualified. The Candidate Review Committee will consist of the Chairman of the Board, the President, the Representative to the Board from the National Auctioneers Foundation, the chair of the Education Institute Trustees and a member leader from a state association. In those instances where the designee is a candidate, the Chairman will appoint another member from that representative body. They will be responsible to:
 - a. Work with the Board to identify the optimal Board matrix based on the strengths and needs of the Board (including the need for diversity as defined by the organization).
 - b. Screen candidates' eligibility and assess qualifications for service.
 - c. Recommend up to three (3) nominations for each vacancy.

Nominations from the membership for Association positions must be submitted to the Association headquarters office on or before March 1 of each year for the election at the annual meeting. Members who are not recommended by the Candidate Review Committee may still run for office as long as the deadline date is met.

3. Education Institute Trustees. The Vice President, subject to the approval of 80% of the Directors present at a meeting of the Board of Directors and giving due consideration to recommendations from the then current Education Institute Trustees, shall appoint a committee consisting of two (2) Trustees each year. The Vice President of the Association shall serve as an additional member during his or her term. Qualifications for service as a Trustee shall include holding an NAA designation and active membership in the Association for at least three (3) years. The Education Institute Trustees shall operate as follows:
 - a. The Education Institute Trustees, being mindful of the Association's mission, should continually consider and monitor educational programming for relevance and value where warranted.
 - b. The Education Institute Trustees shall annually elect a Chair and a Vice Chair of the Institute, neither of whom shall concurrently serve on the Executive Committee. The selected Chair must have at least three (3) years of experience as an Education Institute Trustee. The selected Chair is not required to be a sitting Trustee at the time of his/her election. Neither the Chair nor the Vice Chair shall serve as such for more than two (2) consecutive years. Except for the Chair of the Institute, and the Vice President, members of the Board of Directors shall not serve or continue to serve as a Trustee. Trustees may not serve consecutive terms.
 - c. The Education Institute chair may appoint subcommittees of the Institute, who shall serve at the pleasure of the Institute. The Chair of the Institute, in coordination with the NAA President, will appoint members of the

subcommittees. Subcommittees shall have such duties as are assigned by the Institute.

- d. The Education Institute Trustees shall maintain policies to further the objectives of the Association's education program.
 - e. The Education Institute Trustees may be disbanded only with the consent of two-thirds of the members of the Association in attendance at an annual meeting or at a special meeting called for that purpose.
4. Promotions Committee: The President, subject to the approval of 80% of the Directors present at a meeting of the Board of Directors, shall appoint a Promotions Committee consisting of six (6) members plus a Chair and Vice Chair. Committee members shall serve staggered terms of three (3) years or until their successors are appointed and qualified so that two (2) Committee members shall be appointed each year. A representative from the Executive Committee shall serve as an additional member during his or her term. The Promotions Committee shall make recommendations to the Board of Directors regarding promotional activities for NAA, marketing the auction professional and the organization as necessary.
 5. Advocacy Committee: The President, subject to the approval of 80% of the Directors present at a meeting of the Board of Directors, shall appoint an Advocacy Committee consisting of six (6) members plus a Chair and Vice Chair. Committee members shall serve staggered terms of three (3) years or until their successors are appointed and qualified so that two (2) Committee members shall be appointed each year. A representative from the Executive Committee shall serve as an additional member during his or her term. The Committee will develop and recommend to the Board of Directors an annual public policy strategy and agenda that will address legislative and regulatory issues.
 - a. The Advocacy Committee, being mindful of the Association's mission, should continually consider and monitor programs for relevance and value where warranted.
 - b. The Advocacy Committee shall annually elect a Chair and a Vice Chair of the Institute, neither of whom shall concurrently serve on the Executive Committee. The selected Chair must have at least three (3) years of experience as a member of the Advocacy Committee. The selected Chair is not required to be a sitting Trustee at the time of his/her election. Neither the Chair nor the Vice Chair shall serve as such for more than two (2) consecutive years. Except for the Chair of the Committee, and the Executive Committee liaison, members of the Board of Directors shall not serve or continue to serve as committee members. Committee members may not serve consecutive terms.
 - c. The Advocacy Committee chair may appoint subcommittees who shall serve at the pleasure of the committee. The Chair of the committee, in coordination with the NAA President, will appoint members of the subcommittees. Subcommittees shall have such duties as are assigned by the committee.
 6. Community Committee: The President, subject to the approval of 80% of the Directors present at a meeting of the Board of Directors, shall appoint a Community Committee consisting of six (6) members plus a Chair and Vice Chair. Committee members shall serve staggered terms of three (3) years or until their successors are appointed and qualified so that two (2) Committee members shall be appointed each year. A

representative from the Executive Committee shall serve as an additional member during his or her term. The Committee will support auction entrepreneurs through community building that fosters relationships, shares knowledge, and advances the auction profession's common causes.

- a. The Community Committee, being mindful of the Association's mission, should continually consider and monitor programs for relevance and value where warranted.
 - b. The Community Committee shall annually elect a Chair and a Vice Chair of the Institute, neither of whom shall concurrently serve on the Executive Committee. The selected Chair must have at least three (3) years of experience as a member of the Community Committee. The selected Chair is not required to be a sitting Trustee at the time of his/her election. Neither the Chair nor the Vice Chair shall serve as such for more than two (2) consecutive years. Except for the Chair of the Committee, and the Executive Committee liaison, members of the Board of Directors shall not serve or continue to serve as committee members. Committee members may not serve consecutive terms.
 - c. The Community Committee chair may appoint subcommittees, who shall serve at the pleasure of the committee. The Chair of the committee, in coordination with the NAA President, will appoint members of the subcommittees. Subcommittees shall have such duties as are assigned by the committee.
7. Governance Committee: The President, subject to the approval of 80% of the Directors present at a meeting of the Board of Directors, shall appoint a Governance Committee consisting of six (6) members. Committee members shall serve staggered terms of three (3) years or until their successors are appointed and qualified so that two (2) Committee members shall be appointed each year. The President of the Association shall serve as chair of this Committee. The Governance Committee shall be responsible for reviewing the bylaws; reviewing the Volunteer Leadership Handbook on at least a bi-annual basis; recruiting and identifying candidates for the Board of Directors; and reviewing the Committee structure annually.
 8. Standing Committees. The President, subject to the approval of the Board of Directors, shall appoint the following Standing Committees, the members of which shall serve for one year or until their successors are appointed and qualified:
 - a. Audit Committee
 - b. Human Resource Audit Committee
 9. Other Committees. The President, with the approval of the Board of Directors, may appoint such other committees as he or she deems advisable. The President shall be an ex-officio member of all committees.
 10. Duties of Committees. Committees shall have such duties as their title indicates, and as the Board of Directors may assign. All policy actions of committees shall be subject to approval by the Board of Directors.
 11. Procedure for Grievance Committee. The process for filing a grievance with the Executive Committee, sitting as the Association's Grievance Committee is outlined in the NAA Code of Ethics.

Article XIV - Order of Business

Robert's Rules of Order, Newly Revised edition shall serve as a procedural guideline for all meetings.