

**BYLAWS OF
THE AMERICAN LEAGUE OF LOBBYISTS
AS AMENDED 11/18/92**

Article I – Name and Location

Section 1. The name of this organization shall be the AMERICAN LEAGUE OF LOBBYISTS, a nonprofit corporation incorporated in the District of Columbia.

Section 2. The office of the League shall be located in the District of Columbia and/or in such other localities as may be determined by the Board of Directors.

Article II – Objectives

The objective of the American League of Lobbyists (ALL) shall be as stated in the Articles of Incorporation:

- (1) To provide opportunity for the exchange of experience and opinions through discussion, study and publications.
- (2) To promote the art and science of lobbying and to educate members and the public in the advancement, improvement and function of lobbying.
- (3) To conduct competitions and make awards for outstanding ability in this field for services to the public and our profession.
- (4) To develop and encourage the practice of high standards of personal and professional conduct among lobbyists.
- (5) To conduct and cooperate in course of study for the benefit of persons desiring to fit themselves for executive and administrative functions in the profession, to hold meetings and conferences for the mutual improvement and education of the members.
- (6) To acquire, preserve and disseminate data and valuable information relative to the functions and accomplishments of the profession.
- (7) To cooperate in local or regional groups of lobbyists in the common endeavor to advance lobbying as a profession.
- (8) To promote the purpose and effectiveness of the profession by any and all means consistent with the public interest. Subject to prior approval of the Board of Directors, the League may take a position and express an opinion on issues directly and generally affecting the profession as such; provided however, that no action shall be taken on such matters as clearly fall solely within the purview of individual segments of the membership.

Article III – Membership

Section 1. Qualifications. Membership in this League shall be composed of individuals engaged in lobbying, government relations or associated activities who agree to comply with the Leagues Standards of Conduct, as approved by the Board of Directors.

Section 2. Active Membership. Active membership status shall be the only voting membership in the League. Active members shall be admitted under one of the following three membership classifications:

- (a) Regular Members: Regular membership status shall be limited to individuals who devote a substantial part of their working time to lobbying, government relations or associated activities.
- (b) Government/Academic Members: Government/Academic membership shall be available to educators and government officials who have a special interest in lobbying, government relations or associated activities. Government/Academic members may serve on committees other than the Nominating, Executive, or the Budget and Finance Committees.
- (c) Out-of-State Members: Out-of-State membership shall be available to individuals engaged in lobbying, government relations, or associated activities for a substantial part of their working time within the United States but outside of the Washington, D.C. metropolitan area.

Section 3. Non-Voting Membership Classes: The following membership classes shall have no vote and shall not be eligible to hold office in the League:

- (a) Associate Membership: Associate membership shall be available to any person representing a firm or corporation engaged in selling products or services to members of the League. Policies governing participation of associate members shall be determined by the Board of Directors.
- (b) Student Membership: Student membership shall be available to anyone engaged in studies as a full-time student in undergraduate or graduate studies.
- (c) Life and Honorary Membership: Life and Honorary membership, without voting rights, may be conferred upon members of the League at such time and under such terms as the Board of Directors shall determine.

Section 4. Application for Membership. All applicants for membership shall complete and sign the form of application provided by the League and submit the application to the principal office of the League.

Section 5. Admission of Members. All applicants for membership shall be granted membership in the League, provided they meet qualifications under one of the membership classifications of the League.

Section 6. Removal. Members of any classification may be removed from membership by the Board of Directors for cause by two-thirds vote except for removal for non-payment of dues under Article V, Section 2. For any cause other than non-payment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged against him or her, and has been given reasonable opportunity for rebuttal, and such member, if removed, may appeal from the decision of the Board to the Annual Meeting of the League, provided that notice of intent to appeal is given to the President at least ten (10) days in advance of the meeting.

Section 7. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Article IV – Allied Organizations

For the mutual benefit of all concerned, for the advancement of the profession of lobbying and in order to further the objectives of ALL, the Board of Directors may charter groups or persons engaged in government relations or associated activities on a state, geographic or counterpart basis as allied organizations of the League. The Board of Directors shall have the power to establish the terms and conditions of Allied Organizations as it considers desirable.

Article V – Dues

Section 1. Establishment of Dues. Dues and admission fees shall be established by the Board of Directors for all classes of membership and are non-refundable. There shall be no dues for Life and Honorary Members.

Section 2. Delinquency and Cancellation. Any member of the League who shall be delinquent in dues for a period of sixty (60) days from the time dues become due shall be notified of such delinquency and shall be charged a late fee in an amount set by the Board of Directors. If payment of dues and the late fee is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeits all rights and privileges of membership, unless such action, at the request of the Board of Directors, is waived by affirmative action of the Board of Directors.

Article VI – Meetings of Members and Voting

Section 1. Annual Meeting. The annual meeting of the League shall be held at such place and on such dates as may be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the League may be called by the Board of Directors at any time; or shall be called by the President upon receipt of a written request by

twenty-five percent (25%) of the active members, within thirty (30) days after the filing of such request with the President. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3. Notice of Meeting. Written notice of any meeting of the League shall be mailed to the last known address of each member not less than 10 (10) nor more than forty (40) days before the date of the meeting.

Section 4. Voting. At all meetings of the League, each active member shall have one (1) vote. Unless otherwise specifically provided by the Bylaws, a majority vote of those active members present either in person or by proxy shall govern.

Section 5. Voting by Mail. Proposals to be offered to the members for a mail vote, except election ballots, shall first be approved by the Board of Directors. On any mail vote, no less than 20 percent (20%) of all active members shall cast a ballot to constitute a valid action and a majority of those voting shall determine the action.

Section 6. Quorum of Members. At an annual or special meeting of members, a quorum shall consist of five percent (5%) of the active members, in person or by proxy, provided that not less than ten (10) active members and the President are present.

Section 7. Cancellation of Meeting. The Board of Directors may cancel any annual or special meeting for cause. In the event of cancellation of the Annual Meeting, the Secretary shall mail to the membership the written report of the Nominating Committee, allowing fifteen (15) days for the filing of additional nominations endorsed by any ten (10) active members in writing. Thirty (30) days thereafter, a mail ballot of active members shall be conducted to elect officers and directors and the Secretary shall certify their election.

Section 8. Rules of Order. The meetings and proceedings of the League shall be based upon Roberts Rules of Order (Revised) for parliamentary procedure, except as may be otherwise provided by these Bylaws.

Article VII – Officers

Section 1. Elected Officers. The elected officers of the League shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer, to be elected by the membership at the annual meeting of the League or by mail ballot and to serve until their successors have been duly elected and assume office. The Vice Presidents in turn shall automatically succeed to the Presidency if that office should become vacant during its term.

Section 2. Qualification for Office. Any active member in good standing shall be eligible for nomination and election to any elective office in this League.

Section 3. Nomination and Election of Officers. In accordance with the procedure specified in Article XI, Section I, the Nominating Committee shall prepare and submit to the members at the Annual Meeting at least one nomination for each of the elective offices of the

League. Any person so nominated shall have given his or per prior consent to nomination and election as an officer. Nominations from outside the Committee shall be valid provided nominations are submitted to the committee no less than fifteen (15) days in advance of the Annual Meeting, with recommending signatures of no less than ten (10) active members and the prior consent of the person nominated. If there is more than one nominee for any one office, then the election of that office shall be conducted by secret vote in accordance with Roberts Rules of Order (Revised).

Section 4. Term of Office. Each elected officer shall take office on January 1 and shall serve for a term of one (1) year or until his successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

Section 5. Re-election. Each elected officer shall be eligible for re-election to one additional term to the same office, and shall not be eligible for further election to that office until at least one year shall have elapsed.

Section 6. Vacancies – Removal. Vacancies in any elective office not filled by virtue of these Bylaws may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting. The Board of Directors, in its discretion, may by a two-thirds vote of all its members, may remove any officer from office when such action is deemed to be in the best interest of the League.

Article VIII – Duties of Officers

Section 1. President. The President shall serve as chairman of both the Board of Directors and the Executive Committee; shall also serve as a member, ex-officio, on all committees except the Nominating Committee; and shall make all appointments of standing and special committees unless appointment is disapproved by the Board of Directors.

At the Annual Meeting of the League and at such other times as is deemed proper, the President shall communicate to the members such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the League. The President shall perform such other duties as are necessarily incident to the office of the President or as may be prescribed by the Board of Directors.

Section 2. First Vice President. The First Vice President shall succeed to the Presidency if for any reason the President is unable to serve. Duties shall be delegated to him by the Board of Directors.

Section 3. Second Vice President. The Second Vice President shall succeed to the office of First Vice President if the office of the First Vice President becomes vacant. The additional duties of the Second Vice President shall be as delegated by the Board of Directors.

Section 4. Secretary. The Secretary shall be in charge of the League's records, shall be responsible for the proper and legal mailings of notices to members; shall see to the proper

recording of proceedings of meetings; shall see that accurate records are kept of members and shall carry out such other duties as may be specified by the Board of Directors or delegated by the President. At the discretion of the Board, particular duties may be delegated to the Executive Director.

Section 5. Treasurer. The Treasurer shall be in charge of the League's funds; shall collect all member dues and/or assessments; shall have established proper accounting procedures for the handling of the League's funds; and shall be responsible for keeping of the funds in such banks and/or investments as are approved by the Executive Committee. The Treasurer shall report on the financial condition of the League at the annual meeting of the members, all meetings of the Board of Directors and at other times when called upon by the President.

At the end of each fiscal year, which shall be the calendar year, the Treasurer shall be responsible for obtaining an audit or other relevant financial analysis by a certified public accountant, and will report to the Board thereon. At the expiration of his term of office, he shall deliver over to his successor all books, money and other property under the charge of the Treasurer or, in the absence of a successor, such properties shall be delivered to the President.

Article IX – Board of Directors

Section 1. Authority and Responsibility. The governing body of this League shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the League, its committees and publications, shall determine its policies and changes therein; shall actively pursue its objectives and supervise the disbursement of its funds. The Boards may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

Section 2. Composition. The Board of Directors shall consist of the President, First Vice President, Second Vice President, the Secretary, the Treasurer, the Immediate Past President, and up to twelve (12) active members of the League.

Section 3. Manner of Election and Term. Directors shall be elected at the League's Annual Meeting or by mail ballot by a vote of the active members. Four (4) directors shall be elected each year to serve for a term of three (3) years or until their successors have been elected and assume office.

Section 4. Re-election. A member of the Board of Directors who has served a full three (3) year term shall be eligible for an additional term. Directors may only serve a maximum of six (6) years except that service as an officer shall not be counted in computing length of service.

Section 5. Nominations. The Nominating Committee shall present to the membership, at the Annual Meeting, at least one nomination for each seat on the Board which is vacant or is about to expire. Any person so nominated shall have given his or her prior consent to nomination and election as a Director. Nominations from outside the Committee shall be valid providing nominees are submitted to the Committee no less than fifteen (15) days in advance of

the Annual Meeting with recommending signatures of no less than ten (10) active members and the prior consent of the person nominated. If there are more nominees than the number of vacancies on the Board, then the election shall be conducted by secret vote in accordance with Roberts Rules of Order.

Section 6. Quorum of the Board. At any meeting of the Board of Directors, no less than forty percent of the members (eight (8) members of the Board shall constitute a quorum for the transaction of the business of the League, and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

Section 7. Meetings of the Board. A regular meeting of the Board of Directors shall be held at least four times during the year at such time and place as the Board may proscribe. Notice of such meetings shall be given not less than seven (7) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of any three (3) Directors, after actual notice is mailed, delivered, telephoned or telegraphed to each member of the Board of Directors.

Section 8. Voting. Voting rights of a Director shall not be delegated to another or exercised by proxy.

Section 9. Voting by Mail. Action taken by a mail ballot of the members of the Board of Directors, in which all Directors, in writing, indicate themselves in agreement, shall constitute a valid action of the Board if reported at the next regular meeting of such Board.

Section 10. Absence. Any elected officer or director who shall have been absent from two (2) regular meetings of the Board of Directors during a single year shall automatically be removed from the seat on the Board of Directors and the vacancy shall be filled as provided by these Bylaws; however, the President shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence.

Section 11. Vacancies and Removal. Any vacancy occurring on the Board of Directors between annual meetings shall be filled by the Board of Directors. A Director so elected to fill a vacancy shall serve the unexpired term of his or her predecessor.

The Board of Directors may in its discretion, by affirmative vote of two-thirds of its members, remove any director when such action is deemed to be in the best interests of the League.

Article X – Executive Committee

Section 1. Authority and Responsibility. The Executive Committee may act in place of and stand for the Board of Directors between Board meetings on all matters, except: approval of mergers or consolidations, dissolution, transfer or sale of substantially all of the corporation's assets, or for any other matter reserved by these Bylaws or Board resolution for action by the full Board of Directors. Actions of the Executive Committee shall be reported to the Board for ratification by mail or at the next Board meeting.

Section 2. Composition. The Executive Committee shall consist of the elected officers of the League and the Immediate Past President.

Section 3. Quorum – Call of Meetings. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the League may require, or a meeting shall be called by the President on request of three (3) members of the Executive Committee.

Article XI – Special and Standing Committees

Section 1. Nominating Committee. The President shall appoint a Nominating Committee which shall consist of a past president and two other members not holding office. The committee members shall be announced to the membership at least sixty (60) days prior to the Annual Meeting.

The Nominating Committee shall nominate candidates for the required offices and directorships of the League as provided by these Bylaws and report such nominations to the President at least ten (10) days before the Annual Meeting. Said nominations shall be voted upon at the Annual Meeting by active members as these bylaws prescribe.

Section 2. Budget and Finance Committee. The Budget and Finance Committee shall be appointed by the President and shall include First Vice President and Treasurer. The committee may perform such duties in connection with the finances of the League as the Board may determine from time to time.

Section 3. Other Committees. The President, with the approval of the Board of Directors, shall appoint such other committees as are necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such committee shall be prescribed by the Board of Directors upon its appointment.

Article XII – The Senior Council

Section 1. Authority and Responsibility. The Senior Council shall serve the President and the Board primarily as a professional attainment guidance body. Its members will participate in selected League programs such as conferences, annual meetings, and luncheons/dinners.

Section 2. Composition and Qualifications. The Senior Council shall consist of those appointed by the Board, which will be increased annually by no more than one (1) member. The basis for membership on the Council shall be determined by the Board, but will include requirements for membership that the members have at least ten (10) years experience in lobbying or government relations.

Section 3. Manner and Selection. Council members shall be appointed by the President, with the approval of the Board.

Article XIII – Finance

Section 1. Fiscal Period. The fiscal period of the League shall be the calendar year.

Section 2. Bonding. Trust or surety bonds shall be furnished by the President, Vice Presidents, Secretary and Treasurer and such other officers as the Board shall direct. The amount of such bonds shall be determined by the Board and the cost paid by the League.

Section 3. Budget. The Budget and Finance Committee shall recommend an annual operating budget to the Board for consideration at its regular meeting during the third quarter of the year for which the budget is proposed.

The Treasurer shall furnish the Executive Committee within thirty (30) days following the end of each year a financial report for the year just completed.

Section 4. Audit. The books and records of the League shall be audited periodically by a certified public accountant. The auditor's report and any management comments shall be submitted to the Board of Directors.

Article XIV – Executive and Staff

Section 1. The Board may operate: (1) without paid staff; (2) with a staff employed by the League; or (3) through an outside management company.

Section 2. The Chief of the League's paid staff, or, in the alternative, the person designated by the outside management company to manage the offices of the League, shall have the title of Executive Director.

Section 3. If the Board chooses to retain an outside management firm the terms and conditions shall be specified by the Board in a management contract.

Article XV – Dissolution

The League shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall belong, or be distributed, to the members of the League. On dissolution of the League, any funds remaining shall be distributed one or more regularly organized and qualified charitable, education, scientific, or philanthropic organizations to be selected by the Board. The receiving organization(s) must have a 501(c)(3) exemption with the Internal Revenue Service.

Article XVI – Amendments

These Bylaws may be amended or repealed by a two-thirds vote of the regular members present at any Annual Meeting of the League duly called and regularly held, notice of such proposed changes having been sent in writing to the members not less than ten (10) nor more

than thirty (30) days before such meeting, or by a two-thirds vote of the active members voting by a thirty-day mail ballot. Amendments may be proposed by the Board of Directors on its own initiative if approved by two-thirds of the Directors, or upon petition of ten percent (10%) of the active members addressed to the Board. All such proposed amendments shall be presented by the Board to the membership with or without recommendation.