



# Association for Consulting Expertise

Board Book 2019 – 2020 Revised March 2019

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**VISION STATEMENT**

For ACE to be a leading resource for independent service providers.

**PURPOSE OF THIS BOARD BOOK**

This Board Book has been prepared for the Association for Consulting Expertise Governing Board and its volunteers for the board years July 2018 to June 2020. Its purpose is to support good governance of the Association by presenting in one place the basic documents of the Association. It is made available to all Board members, Committee Chairs and any volunteers who want to have access to materials and tools that will help them effectively lead the Association. A separate Policy Book lists the policies agreed upon by past Governing Boards.

This material may be printed and used to assure effective governance of the Association.

Any changes to this material must be presented to the ACE Governing Board for approval.

## **CALENDAR**

(The regular schedule occasionally must give way because of temporary situations, such as Labor Day, in which case the meeting notice points out the change).

Governing Board and Association Meetings are held monthly on the first Friday of the month. January and July meetings may be moved to the 2<sup>nd</sup> Friday depending on the holiday timing. These meetings are open to the entire membership. At times, the Governing Board may need to call a special closed session where only the current Governing Board is included. These will be separate sessions from the monthly Association meetings.

Each June, ACE will hold its annual meeting. This meeting is open to all members. The events and accomplishments of the prior year will be discussed, the next year goals and direction will be established, and officers elected.

The budgeting process is integral to operating the association. The fiscal year for the association runs from July 1 through June 30. Preliminary budgets are due from committees by the first of April and will be reviewed at the May Association Meeting. Final budgets will be approved at the July Association Meeting by the Governing board.

## **CODE OF ETHICS**

Members of the Association for Consulting Expertise pledge to abide by the following Code of Ethics:

- Act with fairness, integrity and professionalism towards all persons with whom their work is connected and towards other members
- Reject any business practice that might reasonably be deemed improper
- Safeguard the confidentiality of information obtained during working relationships with clients
- Discuss fully in advance all arrangements for costs and fees
- At all times act so as to maintain the professional status of consultants.
- The Code of Ethics may be revised as needed by the Governing Board
- All members pledge to abide by it.

The Governing Board has the responsibility, at its sole discretion, to mediate issues and situations that are deemed to have breached the Code, as specified in Article III of the

## By-Laws.

The following are the guidelines for revoking a person's membership in ACE:

- Failure to abide by the organization's code of ethics - as determined and voted upon by the Governing Board
- Actively promoting or soliciting one's own business to other ACE members through excessive phone calls or persistent email messages
- Receiving a complaint about a member's unprofessional behavior from a client of that member.

## **GOVERNING BOARD OFFICER POSITION DESCRIPTIONS**

### **POSITION President**

- AUTHORITY, RESPONSIBILITY, AND DUTIES Is Chief Executive Officer of ACE
- Presides over member meetings
- Presides over ACE Governing Board meetings
- Serves as ex officio member of all committees except the Nominating Committee
- Delivers a report to the members on activities of the Association at the Annual Meeting
- Represents the Association and performs other duties of the office as may be determined by the Governing Board or specified in the Association's by-laws.
- The President is a voting member of the ACE Governing Board and fulfills the following duties:
  - Provides leadership to members of the ACE Governing Board
  - Sets the agenda and chairs the Governing Board and Association meetings. The President may delegate these responsibilities to another board member as necessary or beneficial for the effective management of the Association.
  - Keeps the ACE Governing Board activities focused on the mission and strategic plan of ACE
  - Orients new ACE board members to the work of the ACE Governing Board
  - Ensures there is a process to evaluate the effectiveness of ACE board members using measurable criteria
  - Communicates with the membership

## ASSOCIATION FOR CONSULTING EXPERTISE BOARD BOOK 2018 TO 2020

- Ensures developmental opportunities are provided to the membership
- Leads others and takes action that carries out the mission of ACE
- Acts in the role of service volunteer, as well as ACE board volunteer, to assist in the delivery of ACE activities
- Supports ACE by attending membership meetings and special events
- Orients the succeeding President to the duties of the office.

TERM	Two years beginning July 1 and ending June 30
NOMINATED BY	ACE Governing Board Nominating Committee
ELECTED BY	ACE Membership at the Annual Meeting in June

### **POSITION Vice President**

- **AUTHORITY, RESPONSIBILITY, AND DUTIES** In the absence of the President assumes all duties and powers of that office
- Performs duties authorized by the ACE Governing Board.
- The Vice President is a voting member of the ACE Governing Board and fulfills the following duties:
- Attends all ACE board meetings or notifies the President when unable to attend
- In consultation with the President sets the Governing Board and Association agenda and distributes it prior to the meeting
- Ensures developmental opportunities are provided to the membership
- Leads others and takes action that carries out the mission of ACE
- Provides leadership to members of the ACE Governing Board
- Acts in the role of service volunteer, as well as ACE board volunteer, to assist in the delivery of ACE activities
- Supports ACE by attending membership meetings and special events
- Orients the succeeding Vice President to the duties of the office
- Assumes other duties as assigned by the President.

## ASSOCIATION FOR CONSULTING EXPERTISE BOARD BOOK 2018 TO 2020

TERM	Two years beginning July 1 and ending June 30
NOMINATED BY	ACE Governing Board Nominating Committee
ELECTED BY	ACE Membership at annual meeting in June

### **POSITION Treasurer**

- AUTHORITY, RESPONSIBILITY, AND DUTIES Responsible for all funds of the Association
- Has authority to sign checks and charges on behalf of the Association
- Monitors charges by other signers of the bank account
- Monitors all funds paid to the Association
- Collects registrations along with membership committee member at the monthly meetings
- Monitors and deposits funds in the Association's financial institution
- Present budget request for the Governing Board annually, per the timeframe described in the Association calendar
- Keeps detailed accounts of the assets, liabilities, receipts and disbursements of the Association
- Maintains records of Governing Board approvals and finance policy decisions
- Cooperates with persons appointed by the Governing Board to conduct annual audits.
- The Treasurer is a voting member of the ACE Governing Board and fulfills the following duties:
  - Attends all ACE board meetings or notifies the President when unable to attend
  - Keeps financial statements current and forwards to the board for review monthly
  - Ensures tax returns and any other documents required by law are filed
  - Ensures all dues are collected
  - Ensures any expenditure over \$1000 is approved by both the President and Treasurer
  - Ensures receipt of at least 3 quotes for any project expense over \$1000

**ASSOCIATION FOR CONSULTING EXPERTISE  
 BOARD BOOK 2018 TO 2020**

- As chair of the Finance Committee appoints committee members with the approval of the President
- Convenes meetings of the Finance Committee as needed throughout the year
- Ensures the Finance Committee’s work moves the ACE strategic plan forward
- Ensures developmental opportunities are provided to the membership
- Leads others and takes action that carries out the mission of ACE
- Provides leadership to members of the ACE Governing Board
- Acts in the role of service volunteer, as well as ACE board volunteer, to assist in the delivery of ACE activities
- Supports ACE by attending membership meetings and special events
- Orients the succeeding Treasurer to the duties of the office
- Assumes other duties as assigned by the President.

TERM	Two years beginning July 1 and ending June 30
NOMINATED BY	ACE Governing Board Nominating Committee
ELECTED BY	ACE Membership at Annual Meeting in June

**POSITION Secretary**

- **AUTHORITY, RESPONSIBILITY, AND DUTIES** Acts as the clerk of the Association
- Gives notice of the annual meeting and all Governing Board meetings
- Is responsible for keeping the records of all votes and business transactions of the Association and the Governing Board
- Notifies webmaster of changes to positional changes (board and committee chairs)
- Conducts and receives the Association’s legal correspondence
- Performs duties authorized by the ACE Governing Board. The Secretary is a voting member of the ACE Governing Board and fulfills the following duties:
  - Attends all ACE Governing Board meetings or notifies the President when unable to attend
  - Records Governing Board meeting, Annual Meeting, and retreat proceedings and assures that records of board business are available in the future as needed

**ASSOCIATION FOR CONSULTING EXPERTISE  
 BOARD BOOK 2018 TO 2020**

- Maintains roster of committee chairpersons and committee members
- Is responsible for maintenance of the Policy Book
- Ensures developmental opportunities are provided to the membership
- Leads others and takes action that carries out the mission of ACE
- Provides leadership to members of the ACE Governing Board
- Acts in the role of service volunteer, as well as ACE board volunteer, to assist in the delivery of ACE activities
- Supports ACE by attending membership meetings and special events
- Orients the succeeding Secretary to the duties of the office
- Assumes other duties as assigned by the President.

TERM Two years beginning July 1 and ending June 30

NOMINATED BY ACE Governing Board Nominating Committee

ELECTED BY ACE Membership at the Annual Meeting in June

**POSITION Governing Board Director**

- **AUTHORITY, RESPONSIBILITY, AND DUTIES** Attends all ACE Governing Board meetings and retreats or notifies the President when unable to attend
- Votes on governance issues
- Supports and sustains the Association.
- Serves on at least one board committee
- Recruits members of the Association to become active volunteers
- Ensures that developmental opportunities are provided to the membership
- Leads others and takes action that carries out the mission of ACE
- Acts in the role of service volunteer, as well as ACE board volunteer, to assist the delivery of ACE activities
- Supports ACE by attending membership meetings and special events
- Assumes duties as assigned by the President.

TERM 2 years from July to June 30

**ASSOCIATION FOR CONSULTING EXPERTISE  
BOARD BOOK 2018 TO 2020**

**NOMINATED BY**

**ACE Governing Board Nominating Committee**

**ELECTED BY**

**ACE membership at the Annual Meeting in June**

## COMMITTEES

### **POSITION: Program Committee Chairperson**

#### AUTHORITY, RESPONSIBILITY, AND DUTIES

- Oversees and has overall responsibility for the management and implementation of all program activities
- Attends all ACE Association meetings or notifies the President when unable to attend
- As chair of the Program Committee appoints committee members with the approval of the President. The Program Committee Chairperson fulfills the following duties:
  - o Convenes meetings of the Program Committee monthly throughout the year
  - o Prepares reports to the ACE Governing Board on Program Committee meetings.
- Provides leadership for the following activities:
  - o Developing a roster of speakers/presentations for programs.
- Assures confirmation of a speaker for specific date and topic:
  - o Provides program and presenter information to the Marketing Committee
  - o Communicates with the speaker prior to the meeting to confirm all arrangements, including securing written contract with outside speakers when required. Arranges for the introduction of programs.
- Expresses gratitude to the speaker on behalf of ACE
- Announces succeeding programs at the end of each membership meeting
- Recruits members of the Association to become volunteers of the committee
- Ensures that developmental opportunities are provided to the membership
- Present budget request for the Governing Board annually, per the timeframe described in the Association calendar Leads others and takes action that carries out the mission of ACE
- Acts in the role of service volunteer to assist in the delivery of ACE activities
- Orients the succeeding Program Committee Chairperson to the duties of the position
- Assumes other duties as assigned by the President.

APPOINTED BY:                      President of ACE.

## **Program Committee**

**PURPOSE:** The committee defines, develops and delivers programs that benefit the membership of ACE and promotes the experience and resources of ACE to the greater business community.

**FUNCTION:** As a result of this committee:

- Programs support current members by providing developmental opportunities
- Programs project the integrity and knowledge capability of the Association and its members to the business and government communities.
- GENERAL COMMENTS
- This committee is a standing committee of the ACE Governing Board and meets monthly
- This committee may have as many members as needed to carry out committee functions.
- Committee members may be Governing Board members or association members.
- Members of this committee are appointed by the committee chair with the approval of the President.
- The term of committee membership is concurrent with the administrative year beginning with the Association's Annual Meeting.
- The President is an ex officio member of this committee.

## **PRIMARY RESPONSIBILITIES**

- Provide monthly ACE program meeting presentations
- Provide workshops, seminars, and conferences for members and as outreach programs to the general business community
- Coordinate with the Marketing Committee to ensure adequate promotion of programs
- Coordinate with the Marketing, Membership and Community Outreach committees to gather feedback about the impact of meeting presentations and the effectiveness of workshops, seminars and conferences

## ASSOCIATION FOR CONSULTING EXPERTISE BOARD BOOK 2018 TO 2020

- Present budget request for the Governing Board annually, per the timeframe described in the Association calendar
- Oversee the development and management of programs in addition to monthly meetings.

### PROGRAM GUIDELINES

Programs will support the mission of ACE and:

- Provide business development opportunities for members
- Educate members to help them manage their practices better
- Build knowledge and develop consulting skills to serve their clients better
- Address the larger local, regional, national marketplace and climate in which members do business.
- ACE is a non-partisan organization and the programs will reflect that

### REGULAR MEETING SCHEDULE

Committee meetings will be scheduled by the Program Committee Chair monthly.

### **POSITION Marketing Committee Chairperson**

- **AUTHORITY, RESPONSIBILITY, AND DUTIES** Attends all ACE Governing Board meetings or notifies the President when unable to attend
- As chair of the Marketing Committee appoints committee members with the approval of the President. The Marketing Committee Chairperson fulfills the following duties:
- Leads the development of a marketing strategy for ACE as an organization and communicates that mission to the Governing Board.
- Convenes meetings of the Marketing Committee monthly throughout the year
- Prepares reports to the ACE Governing Board on Marketing Committee meetings
- Collaborates with the website manager and newsletter manager to ensure all marketing-related information on the website is accurate and up-to-date
- Designs and implements marketing materials and events to extend the community's awareness of ACE and benefit the business and government communities through education and skill building
- Recruits members of the Association to become volunteers on the committee

## ASSOCIATION FOR CONSULTING EXPERTISE BOARD BOOK 2018 TO 2020

- Present budget request for the Governing Board annually, per the timeframe described in the Association calendar Leads others and takes action that carries out the mission of ACE
- Acts in the role of service volunteer to assist the delivery of ACE activities
- Supports ACE by attending membership meetings and special events
- Orients the succeeding Marketing Committee Chair to the duties of the position
- Assumes other duties as assigned by the President.

### **Marketing Committee**

**PURPOSE:** The committee is responsible for broadcasting information about events sponsored by ACE to members and the community at large. Its larger mission is to raise the awareness of the business and government communities in the region about the value and benefits of hiring ACE members. This committee will determine the most effective media channels to promote ACE events and ACE members.

**OUTCOMES:** As a result of this committee's work:

- The public and members will be aware of ACE events, opportunities, and initiatives
- ACE will be seen as a reliable resource for information about its diverse membership and economic and community development
- The public will be aware of the benefits of hiring an ACE member through increased visibility of the organization.

**GENERAL COMMENTS:**

- This committee is a standing committee of the ACE Governing Board and meet monthly
- This committee may have as many members as needed to carry out committee functions
- Committee members may be Governing Board members or association members
- Members of this committee are appointed by the committee chair with the approval of the President
- The term of committee membership is concurrent with the administrative year beginning with the Association's Annual Meeting
- The President is an *ex officio* member of this committee.

**PRIMARY RESPONSIBILITIES:**

- Prepare and distribute all forms of communication, marketing, and public relations within ACE and to the public at large
- Receives program and presenter information from the Program Committee and prepares promotion materials
- Send notices to effective media outlets indicating meeting date, time, location, and description
- Develop and implement a marketing plan to assure that ACE is better known as a resource in the region
- Increase the awareness of the ACE brand
- Actively promote publication of materials developed by ACE membership.
- Coordinate with the other committees
- Present budget request for the Governing Board annually, per the timeframe described in the Association calendar

**POSITION: Membership Committee Chairperson**

- **AUTHORITY, RESPONSIBILITY, AND DUTIES** Chair of the Membership Committee:
  - o Creates and leads initiatives to attract new members and retain current members
  - o Attends all ACE Governing Board meetings or appoints a committee member to represent the committee
  - o Appoints committee members with the approval of the President.

Communicates the benefits and expectations of membership on the committee to committee members The Membership Committee Chairperson is a non-voting member of the ACE Board and fulfills the following duties:

- Convenes meetings of the Membership Committee monthly throughout the year
- Prepares reports to the ACE Governing Board on Membership Committee meetings, current membership levels, and renewing/non renewing members

## ASSOCIATION FOR CONSULTING EXPERTISE BOARD BOOK 2018 TO 2020

- Collaborates with the Marketing, Community Outreach, and Program Committee Chairs and web manager to ensure all members receive the benefits due to them
- Maintains an accurate and up-to-date membership list at all times
- Recruits members of the Association to become volunteers on the committee
- Ensures that developmental opportunities are provided to the membership
- Leads others and takes action that carries out the mission of ACE
- Acts in the role of service volunteer to assist the delivery of ACE activities
- Supports ACE by attending membership meetings and special events
- Orients the succeeding Membership Committee Chair to the duties of the position
- Assumes other duties as assigned by the President.

### **Membership Committee**

**PURPOSE:** The committee is responsible for maintaining and increasing the membership of the association. Its mission is to create a welcoming environment, communicate the benefits of belonging to ACE, facilitate the membership process, and work to retain existing members.

**FUNCTION:** When this committee is fully functioning it:

- Maintains current membership by consistently providing value for new and seasoned participants
- Tracks membership activity throughout the year
- Enrolls new members throughout the year
- Encourages membership renewal in a timely manner
- Supports members in broadcasting the benefits of joining ACE thereby supporting the growth of the membership.
- **GENERAL COMMENTS**
- This committee is a standing committee of the ACE Governing Board and meets monthly
- This committee may have as many members as needed to carry out committee functions.

## ASSOCIATION FOR CONSULTING EXPERTISE BOARD BOOK 2018 TO 2020

- Committee members may be Governing Board members or Association members.
- Members of this committee are appointed by the committee chair with the approval of the President.
- The term of committee membership is concurrent with the administrative year beginning with the Association's Annual Meeting.
- The President is an *ex officio* member of this committee.

### PRIMARY RESPONSIBILITIES:

- Assist with check-in at monthly meetings
- Welcome guests and current members
- Focus on meeting guests and introducing them to members during open networking
- Follow-up communications with guests to encourage revisit/membership
- Follow-up communications with new members to encourage active participation in ACE and its committees
- Coordinate with the Marketing and Community Outreach Committees on activities related to membership
- Coordinate with the Program Committee to gather and communicate feedback about the impact of meeting presentations as well as events
- Obtain approval of the Board regarding membership categories and their benefits
- Present budget request for the Governing Board annually, per the timeframe described in the Association calendar
- Maintain the member database
- Monitor the membership renewal cycle and provide assistance to new and current members
- Provide information on member benefits to all members and work to improve/add new benefits.

### SPECIFIC DUTIES

- Follow up with guests after meetings
- Prepare/update welcome information for new members

## ASSOCIATION FOR CONSULTING EXPERTISE BOARD BOOK 2018 TO 2020

- Collect adequate data from guests and trade show contacts for follow-up
- Ensure guests and prospects have complete information about ACE
- Maintain membership information for members and prospective members
- Manage the Mentoring program
- Determine applicant's eligibility for membership in conjunction with the Governing Board
- Assist with meeting check-in, collect guest's business cards and provide guests with membership information
- Encourage other members to act as "Ambassadors" at ACE events.

### REGULAR MEETING SCHEDULE

Meeting schedule will be determined by the committee chair and members.

### **POSITION    Nominating Committee Chairperson**

- **AUTHORITY, RESPONSIBILITY, AND DUTIES** As chair of the Nominating Committee nominates officers and directors of the Governing Board and oversees the electoral process as defined by the bylaws

Attends all ACE board meetings or notifies the President when unable to attend. The Nominating Committee Chairperson fulfills the following duties:

- Convenes meetings of the Nominating Committee as needed throughout the year
- Prepares reports to the ACE Governing Board on Nominating Committee meetings and progress toward completing the slate of nominees
- Assures that a complete slate is presented to the ACE Governing Board for approval prior to announcing the slate to the membership.
- Informs the membership of the slate of officers and directors proposed for election at the annual meeting. This announcement must occur at least 30 days prior to the Annual meeting.
- Presents the slate of officers and directors for the next term at the annual meeting in June and oversees the election
- Collaborates with the Membership Committee Chair and web manager to ensure all Governing Board nomination information is communicated to the membership in a timely manner consistent with the bylaws

## ASSOCIATION FOR CONSULTING EXPERTISE BOARD BOOK 2018 TO 2020

- Attracts members of the Association to become volunteers on the committee
- Present budget request for the Governing Board annually, per the timeframe described in the Association calendar
- Ensures that developmental opportunities are provided to the membership
- Leads others and takes action that carries out the mission of ACE
- Acts in the role of service volunteer, as well as ACE Board volunteer, to assist the delivery of ACE activities
- Supports ACE by attending membership meetings and special events
- Orients the succeeding Nominating Committee Chairperson to the duties of the position
- Assumes other duties as assigned by the President.

### INTEGRITY AND ETHICAL EXPECTATIONS

Is a member in good standing of ACE for the entire term.

### POSITION

Committee chair is the immediate Past-President of ACE. If that person is unable to serve, the President may appoint another person who is approved by the Governing Board.

### **Position: Nominating Committee**

**PURPOSE:** The committee is responsible for assuring the continuation of good board governance of ACE. Preparing a balanced slate of nominees requires careful attention to the needs of ACE so that the many voices of the membership are represented on the current ACE Governing Board.

### FUNCTION

- ACE members step forward to self-nominate
- Members nominate each other
- A general positive energy is felt around the announcement and election of the ACE Governing Board for the coming term.

### GENERAL COMMENTS

- This committee is a standing committee of the ACE Governing Board

## ASSOCIATION FOR CONSULTING EXPERTISE BOARD BOOK 2018 TO 2020

- This committee may have as many members as needed to carry out committee functions
- Committee members may be Governing Board members or association members
- Members of this committee are appointed by the committee chair with the approval of the President
- The term of committee membership is concurrent with the administrative year beginning with the Association's Annual Meeting.

### PRIMARY RESPONSIBILITIES

- Create a list of possible members to serve on the ACE Governing Board
- Agree on the process to follow to offer positions to members
- Prepare the benefits to the individual for serving on the ACE Governing Board
- Identify the benefits to ACE from the individual
- Coordinate with other committees to assure that committee leadership needs are met
- Present to the ACE Membership a slate of officer and director nominees for election at the next Annual Meeting
- Present proposed Governing Board candidates to the association membership at least one month prior to the Annual Meeting

Present budget request for the Governing Board annually, per the timeframe described in the Association calendar REGULAR MEETING SCHEDULE

While there are no regularly scheduled meetings, members of this committee should plan to meet four or more times during the year to assure smooth functioning of the election process.

**POSITION: Executive Committee**

**PURPOSE:** The committee makes decisions for the Association between regularly scheduled Governing Board and Operations Committee meetings.

**FUNCTION**

- Critical decisions necessary between board meetings, avoiding harm to the Association
- Only questions that cannot wait for a full meeting are voted upon.

**GENERAL COMMENTS**

- This committee was created by the Governing Board, which has the power to dissolve it
- This committee may have as many members as needed to carry out committee functions
- Committee members may be Governing Board members or officers, or members at large
- Members of this committee are appointed by the President
- The term of committee membership is concurrent with the administrative year beginning with the Association's Annual Meeting
- The President is the chair of this committee.

**PRIMARY RESPONSIBILITIES**

- Serve as a formal advisory panel for the President
- Oversee what is outside of current established committee responsibilities
- Coordinate with the Governing Board to ensure adequate governance of the Association.

**Benefits to Members who serve on this Committee**

As people who are committed to the smooth governance of ACE, Executive Committee members agree to be available to discuss with the President issues that come up quickly or urgently need to be resolved when called upon.

Volunteers on this committee have a major impact on ACE and its future by deliberating and resolving issues for the Governing Board. Decisions are binding on the Association and are reported to the Governing Board at its next regularly scheduled meeting.

#### TIME COMMITMENT

Members of this committee agree to be available when called upon by the President.

Total commitment will vary based on the frequency of requests.

There is no regular meeting schedule for this committee.

#### **Finance Committee**

##### REGULAR MEETING SCHEDULE

While there is no regularly scheduled meeting, members of this committee should plan to meet during the months of March to August as the budget is being prepared to assure smooth implementation of services to the Board.

##### CRITERIA FOR EVALUATION

- Accuracy of the annual and monthly financial reports
- Budget approved by the Board by the third month of the term.

##### GENERAL COMMENTS

- This committee was appointed by the Governing Board, which has the power to dissolve it
- The Committee Chair is the Treasurer of the Governing Board
- This committee may have as many members as needed to carry out committee functions
- Committee members may be Governing Board members or Association members
- Members of this committee are appointed by the Treasurer with the approval of the President
- The term of committee membership is 1 year concurrent with the administrative year beginning with the Association's Annual Meeting
- The President is an ex officio member of this committee.

#### **Community Outreach Committee**

**PURPOSE:** The Community Outreach Committee is responsible for identifying and developing opportunities for ACE to engage in activities that benefit the economic and

social community and promote the visibility of ACE and its members. The Committee will:

#### FUNCTION

- To ensure that ACE members are aware of and volunteer for initiatives developed by this committee
- To ensure that ACE is seen as a viable resource for help in assessing problems and creating solutions for community organizations, businesses and other entities
- To raise awareness of the usefulness of utilizing ACE and the ACE membership and that the visibility of ACE is increased.
- To develop community outreach projects for advancement of community and economic development goals in the overall community

#### GENERAL COMMENTS

- This committee was appointed by the Governing Board, which has the power to dissolve it. It is appointed for the board year and will automatically renew its standing unless changes or dissolution is requested by the Governing Board.
- This committee may have as many members as needed to carry out committee functions
- Committee members may be Governing Board members or Association members
- Members of this committee are appointed by the committee chair with the approval of the President
- The term of committee membership is 1 year concurrent with the administrative year beginning with the Association's Annual Meeting
- The President is an ex officio member of this committee.

#### PRIMARY RESPONSIBILITIES

- Develop and expand ACE's relationships with other community organizations;
- Identify and develop service initiatives; and

## ASSOCIATION FOR CONSULTING EXPERTISE BOARD BOOK 2018 TO 2020

- Develop opportunities for ACE members to demonstrate expertise to other community organizations.
- Present budget request to the Governing Board annually, per the timeframe described in the Association calendar Regular meeting schedule

While there are no regularly scheduled meetings, members of this committee should plan to meet four or more times during the year

**ASSOCIATION FOR CONSULTING EXPERTISE BYLAWS**

**ARTICLE I**

**NAME**

The name of the organization shall be "The Association for Consulting Expertise" and is incorporated as a mutual benefit non-profit organization (hereinafter referred to as the "Association").

**ARTICLE II**

**MISSION AND OBJECTIVES**

The Association for Consulting Expertise promotes its diverse membership's professional development through education, resources, and collaborative relationships.

The objectives of the Association are to:

- Promote practices that demonstrate a high level of integrity and ethics;
- Create opportunities for professional and business development;
- Provide opportunities for networking and collaboration among its members;
- and engage in activities that benefit the economic and social community and promote the visibility of ACE and its members.

**ARTICLE III**

**MEMBERSHIP**

Membership in the Association will be open to all persons interested in the mission and objectives of the Association who fulfill these further requirements:

- Any individual, corporation or organization, without regard to race, religion, national origin, age, disability, gender, sexual preference or other legally protected status under Maine law and other relevant federal, state and local laws, may become a member of the Association by submitting a completed application for membership to the Association with the appropriate annual dues as specified at the time the application is received.
- Agree to comply with the Association's Code of Ethics.
- Meet the membership guidelines of the organization at the time of initial membership approval and at subsequent renewals.

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The Governing Board of the Association has the power to confer or revoke membership as well as to create and confer other special classes of membership.

The Association shall maintain a roster of current members.

### **ARTICLE IV**

#### **GOVERNING BOARD**

The Association shall be governed and managed by a Governing Board, which shall be vested with all of the power and authority granted to the organization by these articles and its by-laws.

- The Governing Board shall consist of the elected officers, the immediate Past-President and from five to nine additional Directors to be elected from the membership at its Annual Meeting in accordance with Article IX. The Governing Board may increase or decrease the number of Directors within these limitations at its discretion.
- The Governing Board may fill any vacancy in its own members or in any other committee that is caused by resignation, death, the failure to elect or removal from office. Any person so appointed by the Governing Board shall hold the office or position vacated for the remainder of its term and until a successor has been elected.
- The Governing Board is responsible for, except as provided in these bylaws, the governing and operating policies of the Association. The Governing Board may at its discretion establish, set, implement or change the policies and rules of the Association.

Except as described in these articles or in the by-laws of the association, the Governing Board may elect, appoint or remove any officer or committee member. They may also change the powers and duties of any officer or committee member.

### **ARTICLE V**

#### **OFFICERS**

The following officers of the Association shall be elected at its Annual Meeting or at a special meeting held in lieu thereof:

##### **President**

The President shall be the Chief Executive Officer of the Association and shall be responsible for the general control and management of the Association's business affairs. He/she shall:

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- Preside over all meetings of the members and the Governing Board
- Serve as an ex officio member of all other committees except the Nominating Committee
- Report, or cause a report, to the members on the activities of the organization at the Annual Meeting
- Represent the organization and perform other duties of the office as may be determined by the Governing Board or specified in the Association's by-laws.

### **Vice President**

The Vice President shall perform such duties as may be authorized by the Governing Board or be delegated by the President. He/she shall:

- Act in the absence of the President, including all of the duties and powers of that office.

### **Treasurer**

The Treasurer shall be the fiscal officer of the organization. He/she shall:

- Have charge of all funds of the Association
- Have authority to sign checks on behalf of the Association;
- Receive all funds paid to the organization; and
- Deposit, or cause to be deposited, its funds in a financial institution designated by the Governing Board.
- Keep, or cause to be kept, detailed accounts of the assets, liabilities, receipts and disbursements of the Association and shall submit a statement thereof at any time requested by the Governing Board.
- Submit to annual audits and cooperate with persons appointed by the Governing Board to conduct such audits.

### **Secretary**

The Secretary shall act as the clerk of the organization. He/she shall:

- Give notice of the Annual Meeting and all Governing Board meetings;
- Be responsible for keeping the records of all votes and business transactions of the Association;
  - o Conducting and receiving its legal correspondence;

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- o Perform other duties that may properly pertain to the office. In the absence of the Secretary, the President may appoint a Secretary pro-tem.

### **ARTICLE VI**

#### **COMMITTEES**

The Association shall have four standing committees to assist in carrying out its business.

- Program Committee
- Marketing Committee
- Membership Committee
- Nominating Committee.

They shall follow the form of organization specified below:

- Each standing committee shall consist of a Chairperson and such other members as are needed to carry out the functions of the committee. Members of the Governing Board may serve as a member or chairperson.
- With the exception of the Nominating committee, each committee Chairperson must be appointed by the President and approved by the Governing Board.

The President with approval of the Governing Board may remove a Chairperson.

The Chairperson of the Nominating Committee shall be the immediate Past-President of the organization. If the immediate Past-President is not able or is unwilling to serve as the Chairperson then the President may appoint another person who must be approved by the Governing Board.

- The Governing Board shall define the duties of each standing committee.
- Members of the standing committees shall be appointed by the committee chair and must be approved by the President. Members may also be removed by recommendation of the committee chair with the approval of the President.

The term of committee membership shall be concurrent with the administrative year beginning with the Association's Annual Meeting.

Other committees may be created by the Governing Board to perform additional duties as specified at the time of their creation. The Governing Board has the power to dissolve any committee other than the standing committees.

## **ARTICLE VII**

### **FEES and DUES**

The annual dues for members and other fees shall be determined annually by the Governing Board.

- Membership dues are to be paid annually at the approval of the initial application and, thereafter, upon the last day of the month that contains the anniversary of that date
- The resignation of membership by a member during a fiscal year does not entitle them to a refund of any portion of that year's annual dues
- No part of the assets or net revenues of the organization shall ever inure to the benefit of any member.

## **ARTICLE VIII**

### **MEETINGS**

#### Association Meetings

Regular meetings of the Association shall be held each month at a time and place designated by the Governing Board and shall be open to all members of the Association and any other individuals to whom the Governing Board wishes to extend an invitation.

- Governing Board Meetings

The Governing Board may call meetings, as it deems necessary to conduct the business of the Association. However, the Governing Board shall meet at least quarterly.

At any meeting of the Governing Board, one-half its membership shall constitute a quorum.

Whenever there is a quorum, motions may be approved by a simple majority vote of the members attending that includes at least two of the four officers.

Any item of business may be placed on the agenda for any Governing Board meeting through a written request to the President at least seven days prior to a Governing Board meeting.

#### A. Annual Meetings

The Annual Meeting of the Association shall be held in June of each year at a time and place designated by the Governing Board. A notice of the Annual Meeting shall be given

to each member at least seven days prior to the date of the meeting. The notice shall state the time, place and purpose for the Annual Meeting.

Any five members may place an item of business on the agenda for an Annual Meeting through a written request to the President at least fourteen days prior to the meeting.

## **ARTICLE IX**

### **NOMINATIONS, ELECTIONS and TERMS OF SERVICE**

#### 1. Nominations

A Nominating Committee of three or more members, chaired by the Past-President, shall be appointed in January of each year and approved by the Governing Board.

This committee shall prepare a slate of officer and director nominees for election at the next Annual Meeting.

They must nominate at least one candidate for each position that needs to be filled.

The candidates proposed by the Nominating Committee must be presented to the Association membership at least one month prior to the Annual Meeting.

Additional nominations are permitted from any Association member at the Annual Meeting or the regular Association Meeting that precedes it.

#### 2. Elections

Rules for elections:

Only those full members who have paid current dues and are in good standing shall count towards a quorum.

At any Annual Meeting, one-quarter of the Association's full members in good standing shall constitute a quorum.

Every full member in good standing shall be allowed one vote.

Absentee and proxy voting will not be allowed. Members must be present to vote.

Elections and motions may be approved by a simple majority vote of those present while a quorum is maintained.

This voting method applies to the election of officers, members of the Governing Board and any other matters pertaining to the Association.

#### 3. Terms of Service

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The term of service for all officers and members of the Governing Board shall be two years beginning on July 1. All officers and members of the Governing Board shall serve until their successors have been elected.

### **ARTICLE X**

#### **EXECUTION OF INSTRUMENTS**

- All documents made, accepted or executed in the name of the Association shall be signed by the President or such other persons as permitted by these articles or shall otherwise be designated by the Governing Board.
- The Treasurer, President or such other persons as shall be designated by the Governing Board shall sign all checks drawn against the funds of the Association.
- The records of the Association shall be kept on the basis of the fiscal year beginning July 1st and ending June 30th.

### **ARTICLE XI**

#### **AMENDMENTS**

These bylaws may be altered, amended or repealed at any meeting of the members of the Association by using the following process:

- The Governing Board must approve the proposed change.
- The proposed change must be distributed to all members at least seven days prior to the meeting at which a vote on the change will take place. This meeting must be called in accordance with Article VIII and any other Association by-laws pertaining to meetings and the notice of meetings.
- An affirmative vote on the proposed change must garner at least 25% of the current total membership of the Association.

### **ARTICLE XII**

#### **INDEMNIFICATION**

Unless otherwise prohibited by law, the Association may indemnify any director or officer or any former director or officer, and may by resolution of the Governing Board indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be

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guilty of a criminal offense or liable to the Association for damages arising out of his or her own gross negligence in the performance of a duty to the Association.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Association may advance expenses, or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Governing Board may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him, which arises out of such person's status as a director, officer, employee, or agent, whether or not the Association would have the power to indemnify the person against that liability under the law.

### **ARTICLE XIII**

#### **DISSOLUTION**

The Association may be dissolved by a majority of the total membership at any Annual or regular Association meeting, providing that notification of at least 14 days prior to such a vote has been given to the Association members.

Upon the dissolution of the Association, the Treasurer shall make an accounting of its assets. These shall be transferred to an organization exempt under section 501(c)(3) or (6) of the IRS code or to a government entity as recommended by the Governing Board in its last act before dissolution.