



The National Association of
Locum Tenens Organizations

NATIONAL ASSOCIATION OF LOCUM TENENS ORGANIZATIONS® BYLAWS

ARTICLE I Purpose

Section 1.01 Objectives and Goals

1. The National Association of Locum Tenens Organizations® (hereinafter referred to as the Association or as NALTO®) has been formed to meet the needs of its members and its various publics. These needs or areas of concern deal with matters which impact the locum tenens industry. These areas include but are not limited to:
 - a. Federal, state, and local legal and legislative issues
 - b. Public relations
 - c. Membership services
 - d. Membership Education
 - e. Professional Liability Insurance (Malpractice Insurance) and Risk Management
2. This Association will help promote practices which will improve the quality of this industry.

ARTICLE II Offices

Section 2.01 Registered Office

The registered office of the Association shall be determined by the directors.

Section 2.02 Other Offices

This Association may have such other offices, as the directors shall from time to time determine.

ARTICLE III Definitions

Section 3.01 Locum Tenens Organization

A Locum Tenens Organization (LTO), as used herein, is defined as a for-profit organization that represents physicians and nurse practitioners, physician assistants, or certified registered nurse anesthetists (Provider(s)) to clients on a temporary basis, and not solely providing services within its own corporate structure, and meets the following criteria:

- Is the direct liaison between the Provider candidate and client practice for scheduling of assignments
- Verifies Provider candidate credentials reflecting NALTO® credentialing guidelines
- Pays the independent contractor Provider directly (not as a W-2 employee)
- Arranges Malpractice Insurance on behalf of the Provider and the LTO
- Has an independent contractor agreement directly with the Provider
- Has a locum tenens service agreement directly with the client practice
- Contracts with Provider candidate on an independent contractor status basis only and reports payments annually to physicians on IRS Form 1099-NEC

The definition of a LTO does not include:

- Recruiters employed by clients or potential clients (i.e., hospitals, medical group practices, or the like)
- In-house physician placement services; or
- Placement or staffing firms that place physicians directly with clients for a fee wherein Malpractice Insurance for Providers is not provided by the LTO.
- Independent physicians, or physician groups, who self-schedule their own independent services
- Companies which recruit and service advance practice nurses or physician assistants only, without providing such services to locum tenens physicians

ARTICLE IV Membership

Section 4.01 Classes and Qualification

There shall be four classes of membership in the Association: Active (voting), Affiliate (non-voting), Vendor (non-voting), and Life (non-voting).

1. Active Members.
 - A. To qualify for Active Membership, an organization must have (i) been in business for a minimum of 12 months and (ii) (x) have fifty percent (50%) of its business (by gross revenue) or (y) more than \$5 million in gross revenues in the preceding 12 months derived from locum tenens placements.
 - B. Active members of the Association shall be those organizations which:
 - 1) Are determined by the NALTO® Board of Directors, in its sole discretion, to have met the requirements for membership in the Association;
 - 2) Are in conformance with the standards of ethical professional practice as established or adopted by the NALTO® Board of Directors and its membership;
 - 3) Are elected to membership in NALTO® by the NALTO® Board of Directors; and

- 4) Agree to abide by the Association's ethics and arbitration procedures
 - 5) Holds a professional Malpractice Insurance policy for providers
- C. Active members shall have the right to vote, may hold office on the Board of Directors, and are eligible to serve on the various committees of NALTO®.
2. Affiliate Members
- A. Affiliate Membership is available to anyone who is interested in the locum tenens industry but, at time of application, does not fully qualify for membership as an Active Member or Vendor Member, provided the applicant fits the criteria of a LTO as defined in Section 3.01.
- B. Affiliate Members may not vote or hold office on the board, but are eligible to serve on the various committees, as determined by the Board of Directors.

3. Vendor Members.

- A. Vendor Members shall include organizations, which serve as suppliers or vendors of services or products utilized by Active and Affiliate LTOs.
- B. Vendor Members of the Association shall be those organizations which:
- 1) Are determined by the NALTO® Board of Directors, in its sole discretion, to have met the requirements for membership in this Association.
 - 2) Are in conformance with the standards of ethical professional practice as established or adopted by the NALTO® Board of Directors.
 - 3) Are elected to membership in NALTO® by the NALTO® Board of Directors.
- C. Vendor members shall not have the right to vote nor to hold office.
- D. Vendor members shall be entitled to the following membership benefits:
- 1) A discount on booth space at the NALTO® Convention, the amount of which shall be determined from time to time by the NALTO® Board of Directors.
 - 2) A complimentary vendor listing in the online NALTO® One set of NALTO® member mailing labels at no charge.
 - 3) Additional sets of member labels at a nominal fee, the amount of which shall be determined from time to time by the NALTO® Board of Directors.
 - 4) One annual complimentary 1/4 page ad in the NALTO® newsletter.

- 5) Service on various committees, as approved by the NALTO® Board of Directors.
 - 6) Membership Directory.
4. Life Members (Retired Members).
- A. Life Membership may be conferred upon persons who have been employed by an Active Member firm of NALTO® in good standing for a continuous period of ten (10) years or more prior to retirement from all regular employment.
 - B. Life Members may accept, at no cost, a listing in the Association's membership records, and may be listed in the Association's Membership Directory.
 - C. Life Members may attend NALTO® meetings at the member rate, or they may choose to pay the annual fee for Life Membership, set from time to time by the NALTO® Board of Directors, in which case they shall receive all regular NALTO® mailings, including a subscription to the NALTO® newsletter, and be entitled to all rights and privileges of an Active Member except that they shall not have the right to vote nor the right to hold office.

Section 4.02 Membership Application

1. For all categories of membership, an organization shall make written application for membership in the manner and upon the terms and conditions specified by the NALTO® Board of Directors on the form(s) (the “Application for Membership”) prescribed by the NALTO® Board of Directors.
2. Organizations applying for Active Membership shall disclose on the application form the names, addresses, and principals of any organization engaging in and/or any business directly related to Provider recruiting in which the applicant or any principal of the applicant has an interest as well as documentation supporting its eligibility for Active Membership.
3. All membership applications shall be acted upon by the Membership Committee as provided in these bylaws. The NALTO® Board of Directors shall review the membership application to the extent deemed necessary and shall act on the recommendations of the Membership Committee, accepting or rejecting the applicant for membership in this Association.
4. The NALTO® Board of Directors will act upon membership applications received based on whether or not acceptance of the applicant is consistent with the Association’s desire to be recognized as an organization of experienced, stable, reliable and competent practitioners.

Section 4.03 Term and Termination of Membership

1. Membership shall be on a calendar year basis and shall be renewed subject to approval by the Board of Directors for each new calendar year unless terminated hereinafter provided.
2. A member may voluntarily terminate membership with thirty (30) days’ written notice to the Secretary-Treasurer of this corporation. During the thirty-day notice period, the member shall continue to perform the obligations of membership as well as continue to enjoy all privileges of membership. All financial obligations of membership that have been previously contracted for must be satisfied, even though membership may have been terminated.
3. A membership may be involuntarily terminated by action of the NALTO® Board of Directors pursuant to criteria established in these bylaws or pursuant to conditions contained in the affidavit portion of the NALTO® membership application. In the case of an involuntary membership termination, the NALTO® Board of Directors shall give written notice to the member at least thirty (30) days prior to the effective date of the termination. During the thirty-day period, the member shall continue to perform the obligations of membership as well as continue to enjoy all privileges of membership. All financial obligations of membership that have been previously contracted for must be satisfied, even though membership may have been terminated.

4. A membership shall terminate automatically and without notice upon the member's failure to pay the membership dues of the Association in the amounts of and at the times established by the NALTO® Board of Directors. Such termination shall not relieve the member of any dues owed or other arrearages.
5. Notwithstanding the provisions of Article IV, Section 4.01(3) [Life Membership] of these bylaws, a membership shall terminate automatically and without notice when the member ceases to be actively engaged in locum tenens as determined in the sole discretion of a majority of the Board of Directors or when the member LTO disposes of all or substantially all of its business or assets, or is consolidated or merged into another organization.

Section 4.04 Transfer of Membership

No member may transfer its membership or any rights arising therefrom.

Section 4.05 Responsibilities and Right of Members

1. Each member LTO shall appoint one official representative and one or more alternates to exercise membership rights of the Association. Alternates may exercise membership rights in the absence of the official representative. The names of persons designated as representatives or alternates shall be delivered to the Secretary-Treasurer of the Association, who shall maintain a register of the members of the Association and designation of such member's representative. An alternate may be made by delivering written notice of such changes to the Secretary-Treasurer. Such changes shall be effective upon receipt by the Secretary-Treasurer of the written notice.
2. Through its official representatives, or in his or her absence, an alternate, each Active Member organization LTO shall be entitled to one vote in the election of directors and in the conduct of other business at annual or special meetings of the Association. The members shall have, individually or collectively, such other duties as may be prescribed from time to time by the NALTO® Board of Directors.
3. Compliance with the NALTO® Code of Ethics – All members shall agree in writing, by signing the affidavit portion of the NALTO® membership application, to comply with the conditions set forth in the NALTO® Code of Ethics.

Section 4.06 Non-Voting Membership

The NALTO® Board of Directors may create additional classes of membership as it may deem advisable and may terminate such classes of membership, provided, however, that any such additional class or classes of membership shall have no voting rights whatsoever with respect to such membership.

ARTICLE V Dues

The annual dues for each class of membership shall be established by the NALTO® Board of Directors.

ARTICLE VI Meetings

Section 6.01 Annual Meeting

The Annual Meeting of the members of the Association shall be held in such months, on such day and at such hour and place as may be designated from time to time by the NALTO® Board of Directors.

Section 6.02 Special Meetings

Special meetings of the members of the Association for any purpose or purposes may be called in the manner specified in the Florida Not For Profit Corporation Act.

Section 6.03 Notice of Meetings

Written notice of a time and place for an Annual Meeting or special meeting shall be delivered personally to each member or sent by first-class mail or e-mail to the address of each Active Member as it appears on the Association's membership records, or, if no address is given, at the place where the principal office of the member or member LTO is located, not less than ten (10) days before the date of the meeting. Such notice, if of a special meeting, shall state the general nature of the business to be transacted. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is delivered or mailed.

Section 6.04 Quorum

Thirty-five percent (35%) of the Active Members of the Association shall constitute a quorum at any meeting of the membership. The act of the majority of the voting power at any meeting at which a quorum is present shall be considered the act of the members subject, however, to any provision of these bylaws specifically to the contrary, or any applicable provision of law.

Section 6.05 Action by Written Consent

Any action, which may be taken at any regular, annual, or special meeting of the membership, may be taken without a meeting if thirty-five percent (35%) of Active Members entitled to vote consent in writing to such action. Members shall have ninety (90) days after the first consent is received by the Association to submit their consents. All written consents shall be dated, signed, and filed with the Secretary of the Association and maintained in the corporate records. A notice summarizing the approved action shall be provided to all members who did not submit a consent within thirty (30) days of the receipt of the final consent. Directors may be elected by written consent provided by mail.

ARTICLE VII

Board of Directors

Section 7.01 General Powers and Responsibility

Except as otherwise provided by the Articles of Incorporation or by these bylaws, the management of the affairs of this Association shall be vested in a Board of Directors, hereinafter sometimes referred to as "the Board."

Section 7.02 Number, Qualification, and Election

1. Number and Qualification.
There shall be a Board of Directors consisting of not less than seven (7) nor more than thirteen (13) directors as such number is determined by the Board of Directors from time to time, but always an odd number, composed of the President, Secretary-Treasurer, Immediate Past President and/or President Elect and/or Vice President and at least four (4) Active Member Director-at-Large. There shall not be more than one director from the same member company.
2. Election.
The directors shall be elected by written ballot vote of the Active Members of this Association.

Pursuant to Article IX, Committees, Section 9.05, Nominating Committee, the Nominating Committee shall be responsible for conducting election of Board members through the U.S. Postal Service, or facsimile, or email in the manner prescribed hereafter:

- A. Solicitation of Nominees:
The Nominating Committee shall solicit from the membership names of nominees for each seat on the Board of Directors which is vacant or is about to expire.

Such solicitation shall include a written notice to each Active Member sent by first-class mail or email at least sixty (60) days, but not more than one hundred twenty (120) days prior to the date of the Annual Meeting at which Directors are to be seated.

Such notice shall invite each Active Member to submit the name(s) of Director candidates and shall include a form to facilitate such submission of candidate names.

At least thirty (30) days shall be allowed for nominations from the membership. A nominee must meet all of the qualifications to serve as a Director as stated in these Bylaws.

The ballot shall be comprised of the slate as recommended by the Nominating Committee. Write-in votes for all Director positions may be cast on the official ballot and a Director elected by write-in votes cannot assume that office unless he/she is determined by the Nominating Committee to meet the qualifications as stated in these Bylaws, Article VII, Section 7.02.

B. Written Ballot/Election:

Elections shall be held through a ballot to be mailed or emailed to each Active Member listing the names, background information, and position statement of all persons nominated and who meet the qualifications as stated in these Bylaws, Article VII, Section 7.02.

The ballot for election shall be sent by first-class mail or email to each voting member no later than forty-five (45) days prior to the date of the Annual Meeting. Ballots shall be sent by first-class mail or email in a format approved by the Nominating Committee. The ballot shall be mailed or emailed to the address in the official membership files of the Association.

Each Active Member in good standing shall be entitled to one vote for each Director to be elected.

The official written ballot, signed by the official voting delegate, must be returned to the NALTO® Headquarters Office in one of three ways:

- 1) By U.S. mail – If returned by U.S. mail, the ballot envelope must be postmarked not less than thirty (30) days prior to the Annual Meeting. Mailed in ballots are invalid if postmarked after that date.
- 2) By facsimile – If returned by facsimile, the time stamp from the facsimile machine which appears on the official ballot must be dated not less than thirty (30) days prior to the Annual Meeting. Facsimile ballots are invalid if time stamped after that date.
- 3) By electronic mail – If returned by electronic mail, the official ballot must be submitted by the posted deadline date.

- C. **Ballot Tabulation:**
Ballots shall be counted by three (3) members of the NALTO® Headquarters staff, excluding the Executive Director, who shall count the ballots, verify Active Member in good standing status for each ballot, and prepare a final tabulation of number of votes by candidate. The final written tabulation shall be signed by each of the three staff members and submitted to the Nominating Committee Chairman for announcement to the general membership prior to the Annual Meeting. If a third-party balloting program is used, ballots will be tabulated automatically with results exported and submitted to the Nominating Committee Chairman.
- D. **Ballot Retention/Inspection/Destruction:**
Ballots shall be stored at NALTO® Headquarters Office for a period of twelve (12) months from the date of the Annual Meeting. During this twelve-month period, the ballots shall be available for inspection at Association Headquarters by any NALTO® voting member upon written request to do so.
- At the end of the twelve-month period from the date of the Annual Meeting, the ballots shall be destroyed.
- E. **Tie Votes:**
In the event of a tie vote for any one Director position, a ballot for that position only shall be sent electronically to all Active Members to re-vote on that Director position.
- F. **Proxy Voting:**
Proxy voting is prohibited.

3. In the event a director or officer of the organization ceases to meet the qualifications set forth in Article VII, Section 7.02 (1) of these bylaws, he or she may serve the remainder of the term only by a unanimous vote by remaining directors to waive the qualifications for that individual for the remainder of that term. Absent a unanimous vote by remaining directors, the individual who ceases to meet the qualifications of Article VII, Section 7.02 (1) of these bylaws shall cease to be a director and, if applicable, cease to be an officer, and the position shall be deemed "vacant." This provision shall not apply in a situation in which the officer or director is facing termination or removal for cause as described in Article VII, Section 7.07 of these bylaws.

Section 7.03 Nominations

Candidates for election as directors shall be nominated in accordance with Article VII, Section 7.02 (2) and Article IX, Section 9.05, of these bylaws.

Section 7.04 Terms

Each elected director shall hold office for a term of up to three (3) years or until his/her successor has been elected or appointed, except that the initial directors named in the Articles of Incorporation shall serve terms established by the Board of Directors to implement the staggering of terms provided for in Section 7.05. Members of the board will have a term limit of two (2)

consecutive three-year terms with the exception of the president/president-elect who shall have a term limit of three (3) consecutive three-year terms, if elected to president-elect during their second term of service. A one (1) year period of time must pass after a person leaves the board before such person can again be eligible for nomination as a member of the board. No Director who has served any combination of elected and appointed terms, which is equal to two full terms (6 years), shall be eligible to serve again on the Board until one full year has intervened from the date of retirement from the board. A one (1) year appointment exception may be made by the President, ratified by the board, to accommodate: 7.05 Staggered Terms, a lack of qualified and interested Director candidates, to fulfill completion of a special project, or for another unexpected need.

Section 7.05 Staggered Terms

The term of office of the elected Directors shall be established in such manner that the terms of only approximately one third (1/3) of said Directors expire in any one year. In the event of a change in the number of Directors, the staggering of terms shall be preserved.

Section 7.06 Vacancies

Any vacancy in a Director's position on the Board, whether by reason of death, resignation, or removal, the board may appoint someone to fill the position for the unexpired portion of the term with a majority vote of the remaining board members. A Board member appointed to fill a vacancy shall be appointed in accordance with the qualifications set forth in Section 7.02 of this Article, and shall be appointed for the unexpired term of his/her predecessor in office.

Section 7.07 Removal

Any elected Director may be removed from office with or without cause for any reason including but not limited to unethical behavior, failure to fulfill the duties and responsibilities of a board member, or absence from multiple mandatory board meetings without an excused absence by the president. Removal of a board member requires a vote of two-thirds of the remaining Directors present at the meeting, provided that the notice of the meeting at which removal is to be considered states such purpose and the Director whose removal is proposed has an opportunity to refute the reasons on which the proposed removal is based.

Section 8708 Voting Rights of Directors

Each Director shall be entitled to one vote on all matters before the Board of Directors. There shall be no voting by proxy.

Section 7.09 Organization Meetings

As soon as reasonably practicable, and within thirty (30) days after the Annual Meeting of the membership, the Board of Directors shall meet for the purpose of organizing the Board, electing officers, and transacting such other business as may come before the meeting. At each meeting of the Board of Directors, the President of this Association or, in his or her absence, the President Elect or Vice President shall preside. The Secretary-Treasurer of this Association or, in his or her absence, any person whom the President shall appoint, shall act as Secretary of the meeting.

Section 7.10 Place of Meeting

The NALTO® Board of Directors may hold its meeting at such place or places, as it may from time to time determine.

Section 7.11 Regular Meetings

Regular meetings of the NALTO® Board of Directors shall be held at such frequency, time, and place as the Board shall from time to time determine.

Section 7.12 Special Meetings

The President, President Elect, Vice President or any two (2) or more Directors may call special meetings of the NALTO® Board of Directors for any purpose.

Section 7.13 Notice of Meetings

Notice of a time and place of any organization meeting, regular meeting or special meeting shall be delivered personally, communicated by telephone, facsimile or other electronic means, or sent to each Director by first-class mail, charges prepaid, addressed to the Director either at his/her address shown on the membership records of the Association or, if it is not so shown on such records or it is not readily ascertainable, to the place at which meetings of the NALTO® Board of Directors are regularly held. If personally delivered or communicated by telephone, facsimile, or other electronic means, such notice shall be delivered at least five (5) days prior to the meeting. If sent by mail, such notice shall be mailed at least ten (10) days prior to the meeting, but not more than thirty (30) days prior to the meeting. However, in reference to Section 7.07 "Removal," a minimum of two (2) weeks' (14 days') notice is required to allow ample time for due process.

Section 7.14 Quorum

A majority of the total number of the NALTO® Board of Directors shall constitute a quorum at any meeting of the Board. The act of the majority of the voting power present at any meeting at which a quorum is present shall be considered the act of the NALTO® Board of Directors for all purposes of these bylaws.

Section 7.15 Quorum Initially Present

. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the board of directors unless the Articles of Incorporation or the Bylaws require the vote of a greater number of directors.

Section 7.16 Telephonic Meetings

Members of the NALTO[®] Board of Directors may participate in meetings through the use of a conference telephone or similar communications equipment so long as all Directors participating in such meetings can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meetings.

ARTICLE VIII OFFICERS

Section 8.01 Officers

The officers of this Association shall be elected by the Board of Directors and shall consist of at least a President, President Elect, and/or Vice President, and Secretary-Treasurer, all of whom shall be directors. The Board of Directors may select such other officers as it shall deem advisable, each of whom shall have such power and duties as the Board of Directors may from time to time authorize. The same person may not hold the office of President and either President Elect, Vice President, or Secretary-Treasurer concurrently.

Section 8.02 Term of Office and Qualifications

Each officer shall hold office at the pleasure of the Board of Directors and until his successor shall be elected and qualified to serve, regardless of Board term expiration. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired term of any meeting of the Board of Directors.

Section 8.03 President

The President shall serve as chief elected officer of the NALTO[®] and shall serve as Chairman of the NALTO[®] Board of Directors. The President shall act as the duly authorized representative of the NALTO[®] Board of Directors in all matters in which the Board has not formally designated some other person to so act. The President shall also serve as a member with the right to vote on the NALTO[®] Ethics Committee and Arbitration Committee. The President shall make all required appointments of standing and special committees. The President shall perform such other duties as necessarily incident to the office of President or as may be proscribed by the NALTO[®] Board of Directors.

Section 8.04 President Elect/Vice President

The President Elect or Vice President may, in the order of designation by the President, be delegated by the President to perform his/her duties in the event of his/her temporary disability or absence from meetings, and shall have such other duties as the President or the Board of Directors may assign. The President Elect or Vice President shall serve as a member, ex-officio, without the right to vote, on all standing and special committees. The Board of Directors shall designate other duties of the President Elect and Vice President.

Section 8.05 Secretary-Treasurer

The Secretary-Treasurer shall ensure that the proper and legal mailings of notices to the membership are done. The Secretary-Treasurer shall also ensure the proper recording of the proceedings of all meetings of the membership and Board of Directors in the form of minutes. The Secretary-Treasurer is responsible for the maintenance of an accurate roster of the dues and fees and is responsible for the maintenance of financial records. The books of accounts shall at all times be open to inspection by any Director and by any member. The Secretary-Treasurer shall also ensure the preparation of an annual financial report.

The duties of the Secretary-Treasurer may be assigned, in whole or in part, to the Executive Director, except that those responsibilities placed by statutory law on a secretary or treasurer of a Florida not-for-profit corporation may not be assigned to the Executive Director. The Executive Director shall have all the powers of and be subject to all the restrictions upon the Secretary-Treasurer.

ARTICLE IX COMMITTEES

Section 9.01 Committees Generally

Committees of the Association shall be standing or special. Each committee shall exercise such power and carry out such functions as are designated by these bylaws or as delegated by the Board of Directors from time to time. Except as hereinafter described, such committees shall be advisory only and subject to the control of the Board of Directors. Only committees comprised solely of members of the Board of Directors may be delegated powers of the Board of Directors. At least one member of the Board of Directors shall serve on each committee.

Section 9.02 Membership, Appointment

The Chairman of each committee shall, except as herein provided, be appointed annually by the President subject to approval by the Board of Directors. The Chairman shall be a current member of the Board of Directors. The Chairman may appoint a Vice Chairman who need not be a member of the Board of Directors.

Section 9.03 Quorum, Meetings

A majority of the members of the committee shall constitute a quorum at any meeting of a committee. Each committee shall meet as often as it is necessary to perform its duties.

Section 9.04 Vacancies

Vacancies in any committee shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

Section 9.05 Nominating Committee

1. Number.

A Nominating Committee of three persons, each of whom shall be a principal or professional associate of an Active Member LTO, shall be appointed annually by the President, subject to the approval of the Board of Directors.

2. Duties.

The duties and responsibilities of the Nominating Committee shall be to solicit, screen, and nominate to serve on the Board of Directors persons who meet the qualifications set forth in these bylaws. Such solicitation shall include a written notice to each active member sent by first-class mail at least sixty (60) days, but not more than one hundred twenty (120) days prior to the date of each Annual Meeting at which Directors are to be seated. Such notice shall invite each Active Member to submit the names of Director candidates and shall include a form to facilitate such submission of candidate names. The Nominating Committee shall cause the names of the nominees to be sent to all the Association members entitled to vote not less than forty-five (45) days prior to the date of the Annual Meeting of the membership.

Section 9.06 Membership Committee

1. Number.

A Membership Committee consisting of at least three persons, each of whom shall be principals or professional associates of an Active Member LTO may be appointed annually by the President with approval of the Board of Directors.

2. Duties.

The Membership Committee shall screen and investigate all applicants for membership in the Association and shall recommend action to the Board of Directors concerning such applications, applying the procedures and criteria established from time to time by the Board of Directors.

Section 9.07 Executive Committee

There shall be an Executive Committee consisting of the President as Chairman, and at least two other officers appointed by the President. The Executive Committee will operate within the powers granted by the Board of Directors.

The Executive Committee shall meet when necessary upon call of the Chairman to review and take action on items affecting the Association. That action shall be subject to approval of the Board of Directors. The Executive Committee shall report on all material action taken to the Board of Directors at its next meeting.

Section 9.08 Ethics Committee

There shall be an Ethics Committee.

The Ethics Committee shall be responsible for reviewing and acting upon reported violations of the NALTO® Code of Ethics or may, on their own initiative, institute an investigation of apparent violations in accordance with policies and procedures established by and from time to time amended by the Board of Directors.

ARTICLE X

BOOKS AND RECORDS, FISCAL YEAR

Section 10.01 Books and Records

The Board of Directors of this Association shall cause records of all proceedings of meetings of the members or Directors to be kept.

Section 10.02 Fiscal Year

The fiscal year of this Association shall be as determined by the Board of Directors.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given by these bylaws, or by the Articles of Incorporation of this Association, or by any of the corporate laws of the State of Florida, such notice may be waived in writing, signed by the person or persons entitled to give said notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

ARTICLE XII

AUTHORIZATION WITHOUT A MEETING

Any action that may be taken at a meeting of the NALTO® Board of Directors or any action of any committee may be taken without a meeting if authorized in writing and signed by all of the Directors or all of the members of such committee, as the case may be, who are entitled to notice of the meeting for such purpose.

ARTICLE XIII

INDEMNIFICATION

This Association, in the exercise of the power granted to Florida not-for-profit corporations generally by Florida Statutes shall indemnify its Officers, Directors,

agents, and employees against certain expenses and liabilities, and may carry and maintain insurance thereof, but only under the circumstances, in the manner, and to the extent permitted by law.

ARTICLE XIV AMENDMENTS

Unless a higher percentage vote of the membership is required by statute, these bylaws may be amended, repealed, or altered, in whole or in part by a majority vote at any meeting of the Association, provided that a copy of any amendment proposed for consideration shall be mailed or emailed to the last recorded address of each voting member at least thirty (30) days prior to the date of the Annual Meeting of the membership.

Created 10/16/01
Amended 08/30/01
Amended 05/28/04
Amended 04/24/14
Amended 08/28/15
Amended 03/03/16
Amended 03/09/18
Amended 10/17/19
Amended 12/05/22