

AIM-IRS
DFW AREA CHAPTER
BYLAWS

ARTICLE I – NAME OF ORGANIZATION

The name of this organization shall be
“Association for the Improvement of Minorities
in Internal Revenue Service”, the DFW Area Chapter
(AIM-IRS).

ARTICLE II – AFFILIATIONS

This organization shall seek affiliation with other similar
groups and organizations within and outside of IRS.

ARTICLE III – MISSION

- Sec. (1) The purpose of the Association for the Improvement of
Minorities in Internal Revenue Service is to educate our members
to their fullest career and personal potential, and instill in them the
highest degree of confidence in their abilities in a manner that is
free from negative influence and discriminatory policies and
practices.
- Sec. (2) To achieve that purpose we will:
- (a) Educate and counsel its members as to opportunities for career and
personal advancement;
 - (b) Foster Equal Employment Opportunity;
 - (c) Provide a Self-Help network to further the general welfare of its
members;
 - (d) Promote local and community wide services that assist individuals
seeking career and educational support;
 - (e) Cooperate with all government agencies and other organizations in
taking lawful actions to ensure the removal of discriminatory
policies and practices.

ARTICLE IV – ELIGIBILITY

- Sec. (1) Any person is eligible for membership:
- (a) Who supports the mission of the Association;
 - (b) Who pays such “categorical” dues as may be required; and
 - (c) Whose work character is and remains acceptable to the organization.

ARTICLE V – MEMBERSHIP

- Sec. (1) There shall be three (3) categories of members:
- (a) Present or former Internal Revenue Service Employees -
Persons in this membership category shall be entitled to all privileges, full participation and voting rights within the Association.
 - (b) Retired Internal Revenue Service Employees –
This category of membership is for any eligible former IRS employee who has retired from the internal Revenue Service. Persons in this membership category shall be entitled to all privileges, full participation and voting rights within the Association.
 - (c) Associate –
This category of membership is for anyone who supports morally and financially the mission of the Association but does not actively participate in AIM-IRS business affairs and has no voting rights.
- Sec. (2) Application for membership shall be made to the Membership Committee, reviewed and subsequently forwarded to the Board of Directors at its earliest regular Board meeting for formal acceptance. Such acceptance by the Board shall be by simple majority of those Board members present. If the application is rejected, the vote to reject must be by a two-thirds majority vote of the members of the Board of Directors present at the meeting when the application is being voted on.
- Sec. (3) Application for any of the three categories of membership must be accompanied by payment in full of all dues in cash or by check payable to “AIM-IRS DFW Area Chapter”.
- Sec. (4) Approved active membership begins immediately after an affirmative vote by the Board of Directors. For record purposes, the official date of active membership will be the date of the affirmative vote.

ARTICLE VI – ORIENTATION

Any applicant having been approved for active membership by the Board of Directors must attend one of the next three orientation meetings after receiving his/her approval for membership. If a member fails to attend one of said orientation meetings, he/she shall be automatically dropped from membership and no refund of dues will be made. Orientation meetings shall be organized and held by the Membership Committee prior to a Program meeting. Orientations are to be held quarterly, or as needed.

ARTICLE VII – DUES AND FEES

- Sec. (1) The dues structure for all three (3) membership categories shall be determined annually by the Board of Directors. Because dues form the basis for the Association's annual budget; dues are not refundable upon separation or dismissal from the Association.
- Sec. (2) All DFW Area Chapter annual membership dues will have incorporated in them the annual national AIM-IRS affiliation fee.

ARTICLE VIII – MEMBERSHIP RENEWAL

All members renewing their membership must pay their annual dues within the first 60 days of the calendar year.

ARTICLE IX – RESIGNATION OF MEMBERSHIP

- Sec. (1) Any member of the Association may present his/her resignation in writing to the Membership Committee. The Board of Directors must accept such resignation without prejudice to the resigning member. When and if the member whose resignation has thus been accepted should again desire to become a member, he/she may be reinstated to full membership upon payment of dues to the end of the current year provided he or she meets eligibility and membership criteria as set out in Articles IV and V. Former members reinstated within one year following resignation need not attend another orientation meeting.
- Sec. (2) The Treasurer cannot resign prior to an audit of the organization's books.

ARTICLE X – MEETING OF THE MEMBERS

- Sec. (1) Regular membership meetings – the general membership shall hold regular programmatic meetings at least ten times per year. The Board of Directors shall establish dates and places. Once such dates and places have been set, they may, by majority vote of the Board of Directors at a meeting at which such action is taken, change a meeting date or place or cancel a meeting date, provided, however, that notice of such change or cancellation shall be given to the membership timely.
- Sec. (2) Business meetings – all business transacted by the general membership, except nominations of candidates at the election meetings, shall be transacted at special meetings or at annual meetings and such meetings are herein referred to as “business meetings”.
- Sec. (3) Annual business meetings – the annual business meeting of the Association shall be held in October of each year at such time and place as may be designated by the Board of Directors. Installation of officers shall take place **in January of the following year**. The date of the annual meeting may be changed by the Board of Directors in the same manner as the date of regular meetings in Section (1) above. **(Rev. July 19, 2005)**.
- Sec. (4) Special business meetings – special business meetings of the Association may be called by the Board of Directors or by the President upon a petition signed by ten percent of the active membership.
- Sec. (5) Notice of special business meetings – notice of special business meetings and of the annual business meeting must be given by the Secretary and must be given in writing and mailed at least ten days prior to said meeting. Timely notice in the official publication of the Association shall be deemed sufficient to meet this requirement.
- Sec. (6) Quorum – twenty-five percent of the active membership shall constitute a quorum for the transaction of business by the membership.

ARTICLE XI – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

- Sec. (1) The election of officers and directors of the Association shall take place at the annual election meeting of the organization in September of each year.

- Sec. (2) Those members eligible to be nominated shall be any active voting member who has been accepted for membership by the Board of Directors and they shall have attended an orientation meeting prior to the annual election meeting unless otherwise restricted or granted in these By-laws.
- Sec. (3) At the Board of Directors meeting before the regular meeting in August of each year, the President of the Board shall receive from the Nominating Committee, whose purpose is for nomination of officers and directors to be voted upon at the election meeting, the slate of candidates or each office to be filled at the annual election meeting in September. The Board of Directors shall present said nominees to the Fair Election Committee who will oversee any campaigning and supervise the election and report the results of same to the membership and the Board of Directors no later than 24 hours after the elections have been officially ended. The election meeting shall be a special business meeting held in September as set by the Fair Election Committee.
- Sec. (4) Any group of at least ten active members in good standing may, ten days or more prior to the date of the election meeting, file with the Fair Election Committee the name or names of any active voting member or members in good standing whom they desire to nominate for any office and who have not been nominated for the same office by the Nominating Committee.
- Sec. (5) Nominations may be made from the floor by any active member in good standing at the election meeting immediately preceding the election as set and directed by the Fair Election Committee.
- Sec. (6) The Association's Board of Directors Secretary, at the direction of the Fair Election Committee, shall at least nine days prior to the date of the election meeting at which the election will be held, mail a copy of the opposing nominees as herein above provided and any other nominations made as herein above provided to each member in good standing.
- Sec. (7) The nominee receiving the greatest number of votes for any given office shall be elected thereto. In the event of a tie vote for any office, the election to that office shall be decided by the outgoing President. Said outgoing President, in addition to his or her vote as a member of the Association, shall cast a vote in the event of a tie or ties at the direction of the Fair Election Committee.
- Sec. (8) At the first Board of Directors meeting following the annual meeting in October of each year, the President shall appoint a Fair

Election Committee consisting of a Chairperson from a previous special or standing committee and not less than five nor more than nine members who are in good standing and have been members of the Association for more than one year prior to appointment.

Sec. (9) The Fair Election Committee shall, with the review of the Board of Directors, establish rules for the conduct of the annual and/or special elections of Director and officers of the Association and for setting the expenses to be incurred by the candidates and for the enforcement of said rules by such actions as the Fair Election Committee sees fit to take. The Fair Election Committee shall furnish a written report to the Board of Directors at their first regular meeting in January of the rules to govern the election for that year. The Committee shall also provide the style of the election ballot.

Sec. (10) At any time that the Fair Election Committee determines that there has been a violation of the fair election rules, the Committee shall direct any or all candidates in violation to immediately refrain from further campaign activity of any type. The candidate or candidates involved may be required to cease distribution of campaign literature and to eliminate the displays of any signs, posters, and campaign type costumes. In the event of the violation of these Bylaws or any other rules adopted by the Fair Election Committee by candidates and nominees, the Committee in its sole discretion may recommend to the Board of Directors the removal of any candidate or candidates.

Sec. (11) No Fair Election Committee member and/or its Chairperson shall be a candidate for such office in the year they hold responsibilities for governing the election of officers and Directors.

ARTICLE XII – BOARD OF DIRECTORS

Sec. (1) The management and administration of the Association shall be vested in the Board of Directors, which shall be the governing body with ultimate responsibility to the membership.

Sec. (2) The Board of Directors serves at the pleasure of the membership and shall consist of five officers and twelve Directors.

Sec. (3) Election of Directors and terms of office –

(a) Six Directors shall be elected in odd years and at the annual election. Five Directors shall be elected in even years at the annual election and one is appointed by the President. Directors shall hold

office for a period for a period of two years or until their successor or successors are elected and qualified.

Odd years: Conference Planning, Fund Raising,
Legal/Legislative, Membership,
Program and Development,
Issues and Research

Even Years: Bylaws,
Evaluation & Awards,
Fair Elections (appointed by President),
Finance and Budget, Nominating,
Public Information and History

- (b) Any Director who fails to meet the eligibility requirements in Article IV during his/her term of office shall be ineligible to continue holding such office. A successor appointed by the President shall fill the unexpired term.
- (c) There shall be **up to** seventeen members of the Board of Directors to include the President and Chairperson of the Board of Directors, the Treasurer, the First Vice President for, and the Second Vice President for Intra-Chapter Programs, the Secretary and **up to** twelve Directors. **(Rev. July 19, 2005)**

Sec. (4) Removal of Directors –

- (a) Any Director may be recalled by an affirmative vote of two-thirds of the active members present at any “business” meeting of the Association provided that notice of said action shall have been mailed to all active members at least ten days prior to such meeting.
- (b) Any Director who shall be absent from three consecutive regular meetings of the Board of Directors shall be automatically suspended and removed for the balance of his or her term of office unless he or she shall have a just cause for absence and shall notify the President of his or her expected absence and the reason therefore. A just cause for absence shall be determined by the sole discretion of the Board of Directors by a majority vote of those present at the meeting at which the question is raised and after said Director has been given opportunity to be heard.

Sec. (5) Vacancies -

Any vacancy in the Board of Directors arising out of resignation

or under the provision of Section 4 above shall be filled by the Board of Directors at the second meeting following the occurrence of said vacancy and a majority vote of those present shall elect a new Director to fill the vacancy. Any person elected to the Board of Directors to fill a vacancy under the provisions of this section shall serve until the annual elections. Anything in this Section 5 to the contrary notwithstanding if a Director has completed one year of a two year term of office and is elected to a higher office at any annual election, his or her unexpired term of office shall automatically be filled from among those persons running for election as Directors at the annual election on the basis of the next greatest number of votes received among them at said annual election.

Sec. (6) Meetings –

- (a) Regular meetings of the Board of Directors shall be held once monthly prior to the regular membership meetings at such time and place as shall be determined by the Board of Directors and such meetings shall be open to the voting membership. The Board of Directors may, by majority vote of the Directors present at the meeting at which such action is taken, change a meeting date or cancel a meeting date.
- (b) Special meetings of the Board of Directors may be held at such time as the President or three members of the Board of Directors shall determine and such meetings shall be open to the membership.
- (c) No notice of regular meetings need be given. Notice of special meetings shall be given either orally or in writing.

Sec. (7) Quorum -

At any meeting of the Board of Directors, 51% of the board members thereof shall constitute a quorum and a majority vote of those present shall rule unless otherwise specified in these Bylaws.

Sec. (8) Contracts, Committee Projects, or other Transactions -

Any contract, committee project, or other transaction by which the Association will incur direct liability for a non-budgeted expenditure of more than ten dollars must be approved by an affirmative vote of a majority of the members of the Board of Directors present at a meeting thereof in order to authorize the incurring of such expenditures and notice of such expenditure is to

be voted upon shall be given to the Treasurer, in writing, for advice and assessment five days prior to the date of the meeting at which such vote shall be taken.

Sec. (9) Polls –

In the event that any matter other than the election of officers or Directors or a matter requiring prior written notice may arise which requires the action of the Board of Directors prior to the next regular or special meeting of the Board, the President may call the members of the Board to be polled thereupon and the result of such poll is to be recorded in the minutes of the next regular or special meeting of the Board. Any action resulting from such poll shall have the same force and effect as though taken at a regular or special meeting of the Board of Directors.

ARTICLE XIII – OFFICERS

Sec. (1) The officers of the Association shall be a President, two Vice Presidents, a Secretary, and a Treasurer, all whom shall be elected **biannually** at the annual election and shall hold office for **two (2) years** or until a qualified successor or successors are elected and installed. A qualification as an officer aforementioned shall be at least one full year of service on the Board of Directors of the AIM-IRS DFW Area Chapter or another local chapter of AIM-IRS. **(Rev. July 19, 2005)**

Sec. (2) President. The President shall supervise the executive affairs of the Association and make an annual report thereof to the general membership. He or she shall preside at all meetings of the Association and by virtue of his or her office function as Chairperson of the Board of Directors. He or she, except as it relates to the Executive Committee, shall be an ex officio member of all committees without power to vote. He or she shall assign direct supervision of committee work to the Vice Presidents, officers, and Directors. The President shall submit to the Board of Directors for their concurrence, recommendations for committee chairperson (see Article XIV). The President, without the approval of the Board of Director, shall appoint the chairperson and members of the Fair Election Committee (see Article XI). The President shall appoint the chairperson of all special committee and advise on its membership.

- Sec. (3) The First and Second Vice Presidents . Each Vice President, one to oversee external affairs, the other to oversee intra-chapter programs, shall assume direct supervision over the responsibility and functions of the Directors and committees assigned to them by the President. Each Vice President shall have supervision over three standing committees chaired by Directors. Each shall assume such other duties as may be assigned to them by the President or Board of Directors. The President shall appoint one of the Vice Presidents to perform his or her duties in his or her absence.
- Sec. (4) Secretary. The Secretary shall be responsible for all official records of the Association and shall have custody of the official seal and supervision over three standing committees chaired by Directors. The Secretary, or such person as he or she may direct and no other person shall give notice of all meetings of the membership or the Board of Directors and any other duties as may be assigned from time to time by the President of the Board of Directors. The Secretary shall assume direct supervision over the responsibility and functions of the Directors and Committees assigned to them by the President.
- Sec. (5) Treasurer. The Treasurer shall receive and disburse all funds of the Association and keep an accurate account of all receipts and expenditures and supervise three standing committees chaired by Directors. He or she shall make a report thereon at each regular meeting of the Board of Directors and shall make an annual report to the Association. He or she shall pay all bills on order or direction of the Board of Directors. The Treasurer's book shall be open at all times for inspection by the auditor and the Board of Directors. An annual audit shall be performed on all Association financial records. Said audit shall be performed by an independent party who is not a member of **DFW Area Chapter of AIM-IRS**. Said independent party shall be selected on a rotational basis and approved by the Board of Directors. The Treasurer shall not be relieved of his or her responsibilities for his or her term of office until said audit has been completed and approved by the Board of Directors. The Treasurer shall assume direct supervision over the responsibility and functions of the Directors and Committees assigned to them by the President. **(Rev. July 19, 2005)**
- Sec. (6) Section 4 (a) and (b) and Section 5 of Article XII shall apply to officers as well as Directors.
- Sec. (7) The Board of Directors may select assistant officers as it may deem necessary or desirable for such term of office as it may

direct. Assistant Officers are not members of the Board of Directors or the Executive Committee.

ARTICLE XIV – DIRECTORS

- Sec. (1) There will be twelve (12) Directors of the Association whose major responsibility will be to chair and oversee the work of a standing committee and serve as a Director on the Association’s Board for the purpose of making decisions on Association business affairs. Directors will function under and report through one of the Association’s officers (see the Association’s organizational chart). Directors can be removed and replaced as set forth in Article XII, Section 4 and 5.
- Sec. (2) Directors will be elected and subsequently appointed to chair a standing committee based on their experience, expertise and the need of the Association. Chairpersons of the 12 standing committees shall be referred to as Directors. The size, organization and functions of each standing committee shall be at the discretion of its Directors.

ARTICLE XV – EXECUTIVE COMMITTEE

- Sec. (1) The President, the two Vice Presidents, the Secretary and the Treasurer shall constitute the Executive Committee of the Board of Directors.
- Sec. (2) This committee shall formulate board policy, establish and resolve general plans for the activities of the Association and submit such plans to the Board of Directors for its approval.
- Sec. (3) The Executive Committee shall also exercise such powers as may be delegated to it by the Board of Directors.

ARTICLE XVI – ADVISORY COMMITTEE

- Sec. (1) The three immediate past presidents of the Association shall constitute the Advisory Committee. The Board of Directors will select members in good standing to serve on this committee.
- Sec. (2) The duties of this committee shall be to attend all Board Meetings and to advise and consult with the officers and the Board of Directors through the President. Each member thereof shall not have the power or authority to act or vote on Board of Directors or Association’s business matters.

- Sec. (3) Vacancies in the Advisory Committee shall not be filled when said advisor shall resign or be dismissed from membership.

ARTICLE XVII – STANDING AND SPECIAL COMMITTEES

- Sec. (1) The Board of Directors shall decide upon the standing committee being proper and necessary to fulfill the obligation and purposes of the Association. Such committees shall become the responsibility of the Directors and shall not exceed 12 in number. A formal written and verbal report to the membership at the annual business meeting will be made by the committee Director to include budget and program information.

- Sec. (2) The general functions of the 12 standing committee shall be:

- (a) Under the Treasurer:

1. The Budget and Finance Committee shall be responsible for planning and monitoring the Association's financial affairs in accordance with the provisions of these Bylaws at the direction of the Board of Directors.
2. The Fund Raising Committee shall be responsible for approving and overseeing all fund raising activities entered into by and on behalf of the Association. This committee shall at the direction of the Board, plan and implement vital fund raising activities
3. The Conference and Planning Committee shall be responsible for scheduling and evaluating all conferences attended by Association members. This committee, at the direction of the Board of Directors, also has responsibility for planning and implementing chapter conferences.

- (b) Under the First Vice President

1. The Legal/Legislative Review Committee shall be responsible for overseeing all legal and legislative matters pertaining to the operation and programmatic purposes of the Association. This committee shall work closely with Legal Counsel.
2. The Issues and Research Committee shall be responsible for deciding what member problems shall become Association issues to be addressed during the year. This committee will design, present and oversee research relative to the

development of member concerns and regarding discrimination and careers.

3. The Bylaws Committee shall be responsible for overseeing the review, restructuring and rewriting of the Association's Bylaws when appropriate and necessary. This committee will also be responsible for the interpretation of said Bylaws for the Board of Directors and to the membership.

(c) Under the Second Vice President

1. The Program and Development Committee shall be responsible for planning and conducting the regular membership meetings of the Association. This committee will also be responsible for planning, conducting and approving all Association developmental and educational activities.
2. The Evaluation, Scholarships, and Awards Committee shall be responsible for the ongoing evaluation of all Association activities. This includes, but is not limited to, an annual written critical assessment of how the Association is functioning, due in April of each year. This committee is also responsible for identifying, selecting and awarding appropriate recognition to members and friends of the Association. **The committee shall also be responsible for overseeing and implementing the chapter's scholarship program. This includes, but is not limited to, determining eligibility, selection criteria, and award presentations. (Rev. July 19, 2005)**
3. The Fair Election Committee shall be responsible for planning and overseeing annual elections as well as any campaigning, special elections and reporting results of same to the Board of Directors and the membership in accordance with these Bylaws.

(d) Under the Recording Secretary

1. The Public Information and History Committee shall be responsible for the oversight of all information going to the public on behalf of the Association. This committee shall advise the Board of Directors as to the appropriateness or inappropriateness of public communications. This committee shall also establish and maintain a written historical sketch of the Association's activities. This committee will also write, edit and publish at least heartily the official Association publication.

2. The Nominating Committee shall be responsible for certifying the eligibility of members who run for an Association office at the annual election meeting or special election meeting. The Nominating Committee will formulate the annual election slate in accordance with these Bylaws.
3. The Membership Committee shall be responsible for establishing, evaluating and maintaining the membership roster. This committee is also responsible for membership orientation and making recommendation to the Board of Directors on membership applications. The committee will also handle the general administration of the membership process to include resignations, dismissals and reinstatements. The committee will also send monthly meeting notices.

Sec. (3) The President shall appoint and decide upon the special committees being proper and necessary to fulfill the obligations and purpose of this Association.

ARTICLE XVIII – AMENDMENTS

These Bylaws may be amended by the general membership at any “business” meeting of the membership upon an affirmative vote of two-thirds of the members present at such meeting. Written notice of the proposed amendment shall have been mailed to all active members at least one month (30 days) prior to such meeting and timely publication of such notice in the official publication of the Association shall satisfy the requirement of this section. Such amendments shall become effective immediately upon adoption.

ARTICLE XIX – RULES OF ORDER

Sec. (1) All questions of parliamentary procedures at any meeting of the membership, the Board of Directors meeting, or any committee meeting shall be according to the latest edition of Roberts Rules of Order except where otherwise provided for in the Bylaws of this Association or less otherwise ordered by two-thirds majority vote of those present at such meeting. It is understood and is a rule of order of this Association that if a quorum is present at the time a meeting is called to order, a quorum is deemed to be present until the meeting adjourns.

Sec. (2) It is understood and is a rule of order that any meeting gathering of Association members shall have a written record of said meeting with such record being submitted to the Secretary with a date,

place, subject, number of members present and a general sketch of the meeting content within one week after the meeting is held.

ARTICLE XX – NATIONAL AIM-IRS REPRESENTATIVE

- Sec. (1) The DFW Area Chapter of AIM-IRS shall have, by ascension, a National AIM-IRS Representative. The National Representative shall be the immediate past president and chairperson of the Board. The National Representative is purely an advisory position and will officially represent the Association's views and concerns at all national and regional meetings. This national AIM-IRS representative will also sit on the DFW Area Chapter Advisory Committee. The ascension of the immediate past president to the DFW Area Chapter National Representative post shall be subject to approval by the Board of Directors.
- Sec. (2) The National AIM Representative will have his or her expenses paid to officially represent the DFW Area Chapter at the National Convention. The national AIM-IRS representative is responsible for reporting to the President and the Board of Directors, both verbally and in writing, his/her activities and findings. When the national representatives cannot perform his or her travel duty, the president may appoint one of the members from the Advisory Committee to travel in his/her absence.

ARTICLE XXI – LEGAL COUNSEL

- Sec. (1) The Association shall, **at its discretion, maintain on retainer, legal counsel.** Legal Counsel shall be paid for providing legal services beyond the retainer when said services are needed and directed by the Board of Directors. **(Rev. July 19, 2005)**
- Sec. (2) Legal Counsel for the Association shall be selected by the Board of Directors for a period of two years of contractual service. Said counsel shall be selected by the Board of Directors upon a two-thirds majority vote of all Directors and officers. Said selection shall be from among at least three bids to provide legal counsel and service to the Association.

ARTICLE XXII – DISSOLUTION

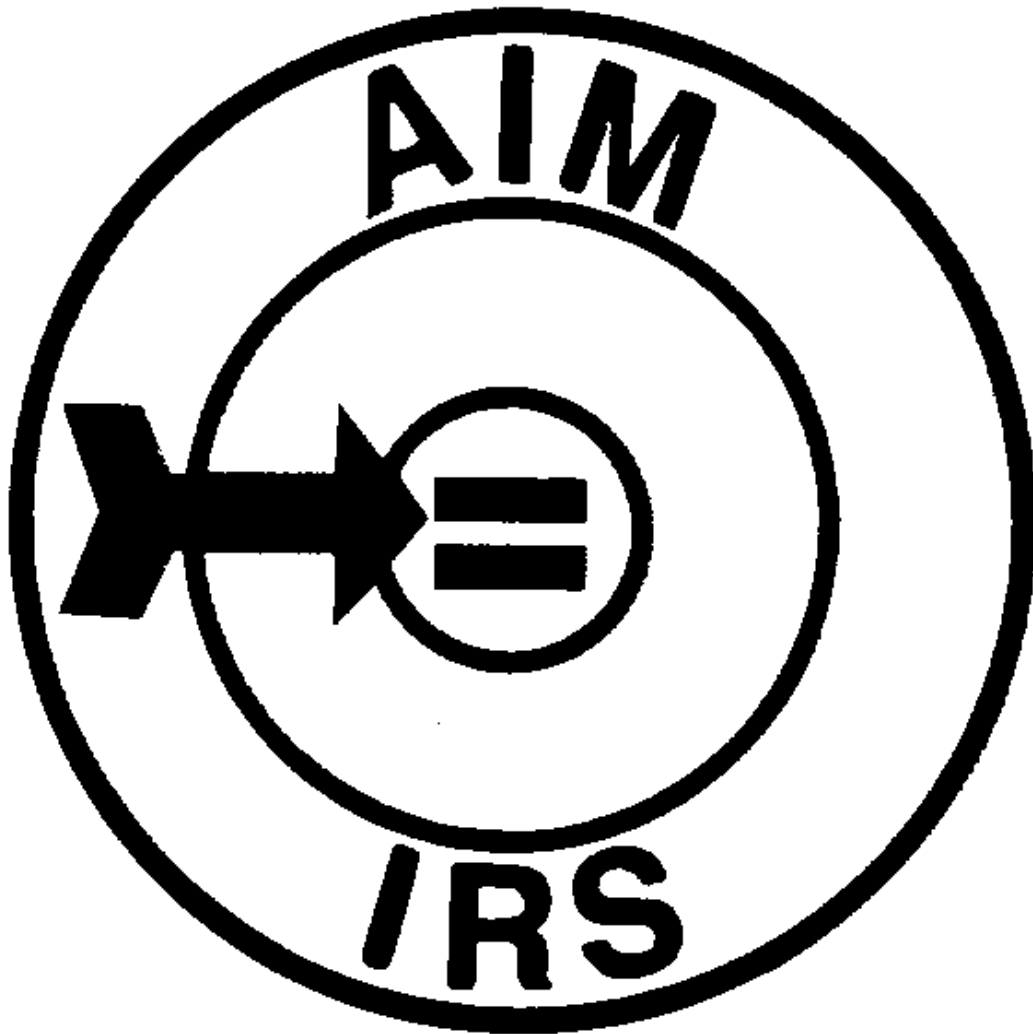
Upon dissolution, the net capital of this Association shall be donated to an organization exempt under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XXIII – CALENDAR BUSINESS YEAR

The business year of the Association shall begin January first and end December thirty-first.

ARTICLE XXIV – SEAL

The Seal of the Association shall be as follows:



ARTICLE XXV – RATIFICATION

These Bylaws shall become effective upon acceptance by a two-thirds affirmative vote of a quorum of the members present and eligible to vote at any business meeting called for such purpose.

Accepted by the general membership this 19th day of July, 2005 by a vote of all members present.

Chapter President