National Association of Division Order Analysts

Bylaws

Profile and Dedication
Bylaws
National Association of Division Order Analysts

Whereas, the content of an association's Bylaws has important bearing on the rights and duties of members within the organization, whether present or absent from any assembly, and on the degree to which the general membership is to retain control of, or be relieved of detailed concern with the association's business through action of its Board of Directors;

Whereas, the 1988 Board of Directors directed that the Bylaws and Organization Committee prepare a Code of Ethics article and an Ethics Committee article. These articles were approved by the membership in 1988. During the development and approval proceedings of these articles, the Committee recognized that the two articles enhanced the profile of the Association and recommended that the Bylaws be revised in their entirety. The development and approval process was administered by the tenure of two Boards and over the course of presentations by the Committee at three Board meetings. A representative number of past presidents were extended the opportunity to contribute;

Whereas, the revised Bylaws were unanimously approved for the ballot at the May 1989 Board of Directors meeting. The process was thorough and democratic to the fullest extent;

Whereas; the composition of the Bylaws demanded a "tight" clarity and precision in word choice, sentence structure, and punctuation. Indisputability of meaning and application was a more important consideration than "readability". The latter was sacrificed when both could not be achieved;

Whereas, a member of the association should become closely acquainted with the contents of the Bylaws if he looks toward full participation in the association's affairs; and

Now therefore, since an extensive amount of time was taken during the proceedings, the 1989 Board of Directors dedicates them as a symbol of distinction and in trust to future Boards of Directors so that a need for amendment will not be considered necessary without extensive study as well as consultation with those who were responsible for their development and adoption.

RESOLVED BY THE BOARD OF DIRECTORS – 1989 This 19th day of January, 1990.

Kathi R. Alexander, CDOA
President

Weda P. Robinson, CDOA
First Vice President

National Association of Division Order Analysts

BYLAWS
NATIONAL ASSOCIATION OF DIVISION ORDER ANALYSTS

Revised: Effective January 1, 2025 as approved by the membership 2025.

ARTICLE I – NAME

The association shall be organized under the name of the National Association of Division Order Analysts, hereinafter sometimes referred to as the Association and may be officially referred to as NADOA.

ARTICLE II – LOCATION

The Board of Directors may establish and maintain a headquarters or an address at a location to be selected by that body and may change that headquarters or address upon proper notice in the Association publications.

ARTICLE III – PURPOSE

The purpose of the Association shall be to serve as a professional organization represented by its membership engaged in the endeavor of all land title and contract analysis and various other duties and job functions pertaining to the Division Order and its application.

The Association is a voluntary organization designed to encourage deserved recognition and improved standing for its members in the energy industry by coordinating the work and efforts of the members, by generous service to the industry, by education, and by promoting the growth and development of the members. Members shall be expected to be sensitive to the responsibility for the advancement of the Organization's purposes and consider it a privilege to promote these objectives.

ARTICLE IV – EDUCATION

Educational programs shall be a prominent part of the Association's purpose by providing opportunities for professional development and solutions to problems originating in the discharge of the membership's duties. It shall be a part of the member's professional life to seek continuing education and self-improvement.

This purpose shall be implemented through official publications, continuing education seminars, and the exchange of information and experiences in problems and situations that are confronted.

The Association shall, from time to time, support other organized professional associations for Division Order Analysts in their educational endeavors upon review and approval by the Board of Directors.

National Association of Division Order Analysts

ARTICLE V – ADVANCEMENT OF PROFESSION

The Association shall advance the standing of the membership to the industry providing it sustenance and support and endeavor to promote appreciation for the Association by achieving its purpose.

This shall be accomplished by practicing effective communication with and between the firms and with persons outside the industry with whom the membership becomes involved in the discharge of duties.

ARTICLE VI – CODE OF ETHICS

This Code of Ethics shall be the basis of conduct, principles, business practices and ideals for the Association. Ethical standards shall be emphasized by qualifications for membership and a Code of Ethics established to inspire and maintain a high standard of professional conduct on the part of the membership. It shall be understood that conduct of any member of the Association inconsistent with the provisions set forth in this Code of Ethics shall be in nonconformance with accepted standards of professional conduct.

Among a member's personal qualities shall be courtesy, friendliness, knowledge of human nature, sound principles, understanding of values and business practices predicated on the basic practices of honesty and integrity. The member's range of contacts requires an understanding of human nature and behavior and the ability to apply himself patiently and conscientiously to the task at hand. The member's interest in people is similar to his interest in work or activity and he shall avail himself of every opportunity to build confidence in the industry through his many contacts.

Section 1.

It shall be the duty of the member at all times to promote and, in a prudent and honest manner, represent the Association to the public at large and to his fellow members with the purpose of establishing and maintaining goodwill within the energy industry, the public and the Association. The member shall conduct business relationships and communicate in a manner consistent with professionalism, fairness and honesty, so as to maintain the respect of the energy industry, the public and his peers.

Section 2

A member shall maintain his relationships with all persons engaged in the energy industry at a high degree with consistent adherence to established practices of confidence and professionalism.

A member shall not betray the trust of his employer, his client or the Association by converting or seeking for the purposes of conversion any confidential or discretionary information available to him for personal gain for himself or anyone.

A member shall exercise the utmost good faith and loyalty to his employer or client and shall not act adversely or engage in any function or duty in conflict with the interest of his employer or client.

A member shall represent to others his area of expertise and shall not represent himself to be skilled in a professional function or duty in which he is not professionally qualified, certified, or licensed to practice.

A member shall not participate in the conduct of any activity which causes him to be convicted, adjudged or otherwise recorded as guilty by any court of competent jurisdiction of any felony, any offense involving fraud as an essential element, or any other serious crime.

ARTICLE VII – MEMBERSHIP

Section 1.

Membership in the Association shall be available to all persons dedicated to the promotion and development of the Association, the profession, and the energy industry. At no time shall information from membership directories be used to obtain information not otherwise available or to use in solicitations of any kind.

Section 2.

Membership shall be denied to any prospective member who has been convicted of a felony or of any offense involving fraud as an essential element of the charge or of any other serious crime involving moral turpitude. Any member who is or has in the past been convicted by a Court of competent jurisdiction of a felony or any crime involving fraud or any other serious crime involving moral turpitude shall be subject to expulsion following notice and hearing before the Ethics Committee as prescribed in ARTICLE XVII – ETHICS COMMITTEE of the Bylaws of the Association.

Section 3.

Only members in Active or Lifetime Membership shall hold elected official vote in Association business affairs and sponsor an applicant for membership and certification.

Section 4.

Membership in the Association shall consist of the following classifications:

A. Active Membership

(1) Application for Active Membership in the Association shall be available to those persons actively involved in the development and promotion of the Association who are also employed in the Division Order Analyst/ Land/Lease and Title profession, including law firm personnel who work with title and Division Order Title Opinions, financial institution personnel who manage royalties and trusts, large purchasers/owners of mineral interests whose employees work title and division orders as a major part of their responsibilities, and other energy-related industries with duties and job functions relating to land, title and contract analysis.

These employment types include but are not limited to producers, operators, pipeline companies, mineral buyer companies, energy related law firm personnel and other energy and division order related employees. Active membership applicants are subject to recommendations from the Membership Committee and require Board approval.

Active membership will include anyone who officially retires from active employment while in Active Membership of the Association. See Section D.

(2) The application shall have recommendation of a minimum of two (2) persons in Active Membership who know and are able to recommend the applicant; if this requirement cannot be met, the Membership Committee shall be authorized to require an alternate method of sponsorship, i.e., recommendation by two other persons knowledgeable of the applicant's credentials.

(3) Eligibility for annual renewal of Active Membership shall not be affected by a change in job assignment or a change in supervisory, managerial, administrative or departmental level in any industry.

B. Lifetime Member

(1) Lifetime Membership shall be by recommendation to and be conferred by action of the Board of Directors upon any person whose contributions to the Association are deemed by the Board to warrant such an honor.

(2) The Lifetime Membership shall enjoy the same privileges and rights as an Active Member, including voting and serving as an officer or appointed committee member.

(3) Lifetime Membership shall be exempt from payment of annual dues.

C. Associate Membership

(1) Application for Associate Membership in the Association shall be available to those persons actively involved in the development and promotion of the Association who are employed in the energy industry in roles that do not include land, title and contract analysis.

(2) The application shall have the recommendation of a minimum of two (2) persons in Active Membership who know the applicant.

(3) Upon attaining the qualifications for consideration and approval for Active Membership, application and recommendations shall be submitted as provided in ARTICLE VII, Section 5.C.

D. Retired Membership

(1) Any Active Member who is at least fifty five (55) years of age, with fifteen (15) or more years of consistently active involvement in duties and job functions related to land, title and contract analysis and who has been in Active Membership for the five (5) consecutive years immediately preceding retirement and is fully retired from those job functions and duties may apply for Retired Membership status.

(2) A Retired Membership shall not include any rights or privilege to vote or serve as an officer or director in the Association.

(3) A Retired Membership shall be entitled to a 30% discount in annual dues.

E. Mineral Membership

(1) Application for Mineral Membership in the Association shall be available to owners of mineral, royalty, and overriding royalty interests. Mineral Membership shall be for educational purposes only.

(2) Mineral level members shall not have access to the membership directory or any salary surveys. Additionally, Mineral Membership shall not include any rights or privileges to vote or serve as an officer or director in the Association.

(3) The Mineral Member applicant must be sponsored by two (2) Active members who know the applicant.

Section 5. The Membership Committee

A. The Membership Committee shall be composed of not less than five (5) members in Active Membership of the Association and be appointed by and be responsible to the President through the Corresponding Secretary as chairperson.

B. The committee shall determine the eligibility of applicants for membership and approve acceptance or rejection in a form and in a manner as approved by the Board of Directors.

(1) Proceedings of the committee shall be handled discreetly and confidentially.

(2) A majority vote of the Membership Committee shall be required to confer Active, Associate, or Mineral Membership. Any other classification of membership shall be conferred by the action of the Board of Directors.

C. Application for membership shall be made in writing or electronically on a form prepared by the Membership Committee and presented to the Board of Directors for approval.

(1) The application shall have recommendations as prescribed in ARTICLE VII, Section 4.A., B., C., and E.

(2) All information requested by the committee concerning the applicant shall be made available to the committee by the applicant.

(3) Applications for membership shall be delivered to the Association's headquarters or address for transmittal to the committee.

Section 6.

A member of any classification may resign from the Association with such resignation being in writing addressed to the Association's headquarters of address: provided however that such resignation which is (1) tendered by a member who has been accused of alleged misconduct and (2) received by the Association after the date that a committee has been appointed by the President to investigate the alleged misconduct, shall be deemed to be a resignation submitted pursuant to ARTICLE XVII, Section 7 of these Bylaws. A letter of resignation shall be presented to the Board of Directors for action.

Section 7.

A member who resigns or forfeits his membership for non-payment of dues, unless the member resigns or is under active investigation or is expelled under ARTICLE XVII, Section 8, shall cease to incur further Association indebtedness for annual dues.

Section 8.

A member who ceases to be a member of whatever classification, who has resigned or forfeited his membership rights for non-payment of dues, unless the member resigned, or is expelled under ARTICLE XVII, Section 7, may apply for membership in the original manner and by the payment of the amount of annual dues in effect at that time; provided, however, that reinstatement for a person who forfeits his membership for non-payment of dues after the date that a committee has been appointed to investigate an allegation of misconduct by said member shall require approval by the majority of the Board of Directors after review and recommendation by the Membership Committee.

ARTICLE VIII – MEETINGS

Section 1. Regular Meeting

One regular meeting of the general membership of the Association shall be conducted annually. The Board of Directors shall determine the time and location for such meeting. Notice to the membership shall be provided no less than thirty (30) days in advance of the meeting.

Section 2. Special Meeting

The President of the Association may call a special meeting of the Association with approval by the Board of Directors and notice to the membership shall be provided no less than ten (10) days in advance of the meeting.

Section 3. Additional Meetings

The Board shall hold three or more additional meetings to conduct business of the Association. The three meetings are as follows:

- A January meeting to swear in new officers and to begin the business of the new year
- A June meeting where additional business related to the Association and the upcoming Annual Meeting can be discussed and votes taken

- A fourth meeting is to be held after the Annual Meeting but before the end of the current year. New officers may be sworn in at this meeting
- Additional meetings as needed to conduct business in the best interest of the Association may be called by the President. These meetings may be held electronically per the rules of electronic meetings or in person, when possible.

All meetings other than the June and Institute Meeting shall be held at a location in the best interest of the Board, the Directors, and their employers.

Section 4. Electronic Meetings

The Association will adopt the use of electronic meetings when necessary for a quorum, for any Board member or Director who is unable to attend one meeting in person or to conduct additional meetings in addition to the four regularly scheduled meetings. Electronic attendance is allowed for one meeting per year (of the four regularly scheduled meetings) for the elected Board and Directors. If a Board member misses two regular meetings, that member *may* be asked to step down in the best interests of the Association. Committee members are not required to attend board meetings and may attend all meetings electronically. Any additional board meetings may be attended electronically and not count toward the one electronic meeting limit.

Section 5. Quorum

A quorum shall be present and ready to conduct official business before any meeting may be called to order. Of the active Board Members and Directors serving in any year, a quorum shall be present if 6 voting members are present. Per the rules of electronic voting, a quorum does not need to be present in the room. Board members may call in or access the meeting via digital attendance. See electronic meeting rules for clarification.

ARTICLE IX – OFFICERS AND DUTIES

Section 1. The Officers of the Association shall be:

a) President
b) First Vice-President
c) Second Vice-President
d) Recording Secretary
e) Corresponding Secretary
f) Treasurer

Section 2. The President

a) shall be chairperson of the Board of Directors;
b) shall preside at all regular and special meetings;
c) shall appoint all committee chairpersons;
d) shall call a meeting of the Board of Directors subsequent to the annual election but no later than January 31st of the following year to install the officers and directors elect, and
e) shall be ex officio member of all committees.

Section 3. The First Vice-President

a) shall be a member of the Board of Directors;
b) shall, upon election, become President-elect with automatic advancement to President without re-election unless he is unable or unwilling to serve the office of President, in which case, an election shall be conducted to fill the position;
c) shall, in the absence of the President, succeed to all his duties and responsibilities, and shall be chairperson of the Finance Committee.

Section 4. The Second Vice-President

a) shall be a member of the Board of Directors;
b) shall, upon election, become Second Vice-President-elect with automatic advancement to First Vice-President without re-election unless he is unable or unwilling to serve the office of First Vice-President, in which case, an election shall be conducted to fill the position;
c) shall, in the absence of the President and First Vice-President, succeed to the duties and responsibilities of the President, and in the absence of the First Vice-President, succeed to the duties and responsibilities of the office of First Vice-President, and
d) shall be chairperson of the Site Selection Committee.

Section 5. The Recording Secretary

a) shall be a member of the Board of Directors;
b) shall maintain a current list of the officers and committee chairpersons, and
c) shall record attendees, date and file reports and minutes of all regular and special meetings and make distribution at the direction of the President.

Section 6. The Corresponding Secretary

a) shall be a member of the Board of Directors;
b) shall reply to the Association's correspondence at the direction of the President;
c) shall coordinate notices of meetings to all members;
d) shall maintain a current record of the full names and addresses of the members;
e) shall coordinate activities to recruit new members, and
f) shall be chairperson of the Membership Committee.

Section 7. The Treasurer

a) shall be a member of the Board of Directors;
b) shall account for all revenues and maintain an accurate, current and auditable record thereof; the NADOA Administrator prepares and makes the deposits and provides a report to the Treasurer to report on at the Board Meetings.
c) shall pay all expenses of the Association when such payment shall have been first duly authorized or approved by the Board of Directors, and
d) shall prepare an annual financial statement stating the current financial condition of the Association or at any time when so directed by the President or Board of Directors. The quarterly and annual reports are prepared by the NADOA Administrator which are reviewed by the Treasurer and reported to the President and/or the NADOA Board of Directors.
e) Shall be a 2 year position

ARTICLE X – DIRECTORS

In addition to the officers of the Association as set out under ARTICLE IX, each Active Local Association shall have the right to appoint or elect, at their discretion, to the position of Director, one member in good standing in Active or Lifetime Membership and they shall become members of the Board of Directors. This process shall become effective for the 2010 calendar year.

National Association of Division Order Analysts

ARTICLE XI – BOARD OF DIRECTORS

Section 1.

The Board of Directors shall be composed of all officers, directors, and the immediate Past President of the Association who shall serve as Board Advisor.

Section 2. The Board of Directors

a) shall administer the affairs of the Association;
b) shall have general supervision of finances and operate within an approved budget,
c) shall be responsible for the final decision on any Appeals regarding violations of the Code of Ethics following the recommendation of the Ethics Committee under ARTICLE XVII;
d) shall publish the financial status of the Association annually during the first quarter of the calendar year and,
e) shall approve of the call for special meetings.

ARTICLE XII – ELECTION OF OFFICERS AND DIRECTORS

Section 1.

The election of officers shall be by written or electronic ballot prior to the annual membership meeting or by absentee ballot. Absentee ballots shall be received through the mail or electronically by the Board Advisor at the Association's headquarters or address five (5) days prior to the annual meeting. Election shall be by the majority of the votes cast for a candidate of each position on the ballot.

An election to amend the By-laws can be proposed at any time during the year when the NADOA Board deems it necessary. Notice of the election shall be announced to the membership and the updated By-Laws presented by email to the membership 30 days prior to such proposed election to amend the by-laws. Written or electronic notice of the proposed amendments shall be sent to all members in Active and Lifetime Membership at least thirty (30) days prior to the closing date of such election. Voting shall be done electronically or by absentee written ballot. A change to the by-laws shall be approved by 3/4ths of the membership actually voting in such special election.

Section 2.

A member eligible to vote in the annual election shall be in Active or Lifetime Membership of the Association in good standing on the day that is sixty (60) days preceding the date of commencement of the annual membership meeting.

Section 3.

A Nominating Committee shall be comprised of the Board Advisor as chairperson and shall appoint six (6) persons in Active or Lifetime Membership, with approval of the Board of Directors.

The committee shall in advance of the annual membership meeting or the time prescribed for the election, attempt to secure at least two (2) nominees for each position of Officer.

An incumbent Officer shall not become a candidate to succeed himself. A Director elected/appointed by the Active Local Association may serve for two (2) consecutive terms. A member of the Nominating Committee shall not become a candidate for a position of Officer on the ballot for the forthcoming election, nor shall they be a candidate for elected/appointed Director by an Active Local Association.

The ballot shall be sent by mail or electronically for receipt by the Active and Lifetime Membership at a last known address thirty (30) days in advance of the annual membership meeting.

Section 4.

The President shall appoint a minimum of four (4) members in Active or Lifetime Membership and in good standing to serve with the immediate Past President as a Tellers' Committee for the purpose of recording, certifying and reporting the results of the voting or ballot by the membership.

Section 5.

Upon the occurrence of a vacancy on the Board of Directors of an Officer by ineligibility, resignation, permanent absence or for whatever reason, as determined by the Board of Directors, the Board of Directors shall appoint a member in good standing in Active or Lifetime Membership to complete the unexpired term of the vacated office of Officer. Upon the occurrence of a vacancy on the Board of Directors of a Director by ineligibility, resignation, permanent absence or for whatever reason, as determined by the Board of Directors, the applicable Local Association shall appoint or elect at their discretion, a member in good standing in Active or Lifetime Membership to complete the unexpired term of the vacated office of Director.

ARTICLE XIII – TERM OF OFFICE

Section 1.

The term of office for the officers and directors shall commence on the first day of the fiscal year immediately following the election or appointment and after taking the Oath of Office; however, no Officer or Director shall be relieved of the duties of his office until his successor has been duly elected or appointed and has accepted the oath of office and the term has begun.

Section 2.

The term of office for Officers and Directors shall be for a period of twelve (12) calendar months. The term of office for the Treasurer shall be twenty-four (24) calendar months.

Any Director elected in 2008 under the previous Bylaws for a term of two (2) years will only serve for a term of one (1) year. All Directors elected under the previous Bylaws, will complete their service at the end of the 2009 calendar year, unless they are elected/appointed by their Local Association to serve an additional term for 2010.

ARTICLE XIV – DUES

Section 1.

The fiscal year of the Association shall begin January 1.

Section 2.

The Board of Directors shall approve the amount of annual dues by a majority vote.

Section 3.

Annual dues shall be payable in advance on or before a date set by the Board of Directors. A membership shall lapse for the failure to pay annual dues and the member shall forfeit all rights and privileges of membership.

Section 4.

Annual dues shall include a subscription to the official publications of the Association.

Section 5.

Dues shall not be refundable or transferable.

ARTICLE XV – AUDIT

The President shall appoint an Audit committee comprised of three (3) members in Active Membership and in good standing to conduct an audit of the financial records of the Association. The audit shall be conducted annually immediately following the closing of the fiscal year and before that year's tax filing deadline, or at any time at the direction of the Board of Directors. A standard audit report shall be presented to the Board of Directors at its second scheduled meeting of the fiscal year.

ARTICLE XVI – CERTIFICATION

The Board of Directors shall establish, implement and maintain policies and procedures for a Certification Committee for the certification program for the profession that shall be referred to as Certified Division Order Analysts or CDOA. The committee shall be responsible to the Board of Directors.

ARTICLE XVII – ETHICS COMMITTEE

The Ethics Committee shall be responsible for upholding the ethical standards promulgated in the Code of Ethics of these Bylaws by making recommendations to the Board of Directors for appropriate action. The Committee shall also be responsible for decisions on disciplinary action based on unethical actions by a member of the Association under the following procedures.

The Committee shall be appointed by the President and shall consist of not less than seven (7) members selected from the Board of Directors. The President may designate alternate members for a hearing, who may serve in place of absent Committee members for the purpose of conducting hearings as provided for herein.

Section 1. Investigation

Anyone may submit allegations of misconduct in violation of ARTICLE VI or any portion of the Bylaws to the President of the Association at the Association's headquarters or address. Such allegations shall be submitted in writing and be accompanied by a complete written statement of evidence in support thereof. The President shall refer such allegations of misconduct to the chairperson of the Ethics committee who shall appoint an investigating committee to examine the allegations. If in the judgment of said investigating committee there exists reasonable need for a hearing, it shall, within ninety (90) days, prepare and file a formal complaint against the accused member. Such complaint shall set forth in writing the misconduct complained of and the specific provisions of the Code of Ethics, Bylaws or rules or regulations alleged to have been violated by such misconduct. In addition, the Committee, on its own motion, may appoint an investigating committee to examine indications or information of misconduct coming to the attention of such committee when, in its judgment, such investigation is in the best interest of the Association and its members. The President shall be timely informed of the progress of any and all investigations and subsequent actions.

Section 2. Notice of Hearing

As soon as practical after the receipt of formal charges, the Ethics committee shall fix the date and place for a hearing and shall give the accused member written notice mailed to him by registered mail at his last known post office address not less than thirty (30) days before said date, accompanied by a copy of the formal charges and a copy of ARTICLE VI of these Bylaws.

Section 3. Hearing

The hearing is to be informal and conducted in an orderly and dignified manner. On a date fixed for the hearing, the attendance of at least two-thirds (2/3) of the members of the Ethics committee shall constitute a quorum for the conduct of the hearing as provided for in this section. The committee shall read the formal charges into the record. The accused member has the right to present both a written and oral statement to the committee at the hearing. The investigating committee may make a statement to the Committee, present written statements and other written evidence. The accused member shall be allowed fifteen (15) minutes to reply to the evidence presented by the investigating committee. The accused member may waive personal appearance and request the committee to adjudge the matter on the basis of a written statement of defense accompanying such letter. This letter shall be submitted by registered mail addressed to the chairperson of the Committee at the Association's headquarters or address, postmarked not less than ten (10) days prior to

the date of the hearing. Failure of the accused member to appear or submit a waiver letter and a written defense shall not prevent the Committee from rendering judgment on the basis of the evidence available to it on the hearing date. A transcript of the hearings shall be made a part of the record of the hearing. A permanent record of the evidence and hearing shall be maintained indefinitely and in strictest confidence.

Section 4. Decision of the Committee

After the conclusion of the hearing or study of the written defense submitted in lieu of a hearing, the Ethics Committee shall consider and vote to sustain or dismiss the charges. By a two-thirds (2/3) vote of those present, the Committee shall decide which of the following actions shall be taken: (a) dismissal of the complaint; (b) public or private censure; (c) suspension for a stated period of time; (d) allowed to resign; (e) expulsion. The committee chairperson shall so notify the accused member in an appropriate manner and the Board of Directors shall be so notified.

Section 5. Appeal Procedure

The accused member shall have the right to file a request for appeal with the Board of Directors within forty-five (45) days of the date a decision is rendered by the Ethics committee. After receipt of the request for appeal, the Board of Directors shall fix the date and place for hearing and shall give the appellant written notice by registered mail at the appellant's last known post office address not less than thirty (30) days before said date. On the date fixed for the hearing, the attendance of at least two-thirds (2/3) of the members of the Board of Directors shall constitute a quorum for the conduct of the hearing. Proceedings of the hearing shall be at the direction of the Board of Directors. The decision of two-thirds (2/3) of those present shall render a judgment to sustain the decision of the Committee or render a different judgment. The decision of the Board of Directors shall be final.

Section 6. Period of Suspension

The period of suspension shall begin upon the date established in the decision to suspend and shall run for the time specified. At the termination of the suspension period, the individual shall be reinstated under the following conditions, (1) the applicant shall submit a signed affidavit which states that during the period of suspension, the individual has fully complied with the Code of Ethics, (2) make payment of current dues, which shall be prorated for the balance of the year, and (3) shall pay a one time reinstatement fee to be set by the Board of Directors.

Section 7. Resignation

Acceptance by the Board of Directors of the resignation of the accused member from the Association at any stage in the foregoing prescribed procedure shall automatically terminate the proceedings.

Section 8. Expulsion

A member who is expelled from the Association under the proceedings shall thenceforth be ineligible for reinstatement to membership except as stated in Section 9.

Section 9. Reinstatement to Membership

A member who has resigned under Section 7 or was expelled under Section 8 shall be eligible to apply for reinstatement to membership three (3) years following the date of resignation or expulsion. Reinstatement shall require approval by the majority of the Board of Directors after review and recommendation by the Membership Committee and Ethics Committee.

Section 10. Confidentiality

All information, proceedings, hearing transcripts, statements, and any other information coming to the attention of the investigating committee, the Ethics Committee or the Board of Directors must remain confidential and may not be discussed with any person or entity not involved in the proceedings until a decision is reached by the Ethics Committee and any appeal is decided by the Board of Directors. If the proceedings and any appeal results in a final decision that the complaint be dismissed or that the member be privately censured, then only those involved in the proceedings will be notified of the decision and other information regarding the proceedings must remain confidential. If the proceedings and any appeal result in a final decision that the member be publicly censured, suspended for a stated period of time, allowed to resign, or expelled, the notice of such decision and the proceedings may be given as deemed appropriate by the Board of Directors.

ARTICLE XVIII - MEMORIAL FUND

Section 1.

The Memorial Fund shall be established for the purpose of providing a repository to receive memorials in honor of a member, a former member or the immediate family of either.

Section 2.

The Education Chairman and the five Directors shall be a standing Memorial Fund Committee with responsibility for recommending to the Board of Directors any proposed disposition of its resources.

Section 3.

The fund may receive donations or contributions from individuals, business sources and professional associations. The earnings from interest bearing accounts of the general fund of the Association shall be allocated to the fund.

Section 4.

Disbursements or distributions from the fund shall be for the specific purpose of providing support of continuing education in compliance with the educational programs of the Association upon review and approval by the Board of Directors.

National Association of Division Order Analysts

ARTICLE XIX – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are consistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE XX – INDEMNICATION

The Association may, by resolution of the Board of Directors, provide for indemnification by the Association for any and all of its officers, directors, committee members or advisors against expenses actually and necessarily incurred by them in connection with the defense of any claim, action, lawsuit, or proceeding in which they or any of them are made a party, or parties by reason of being or having been officers, directors, committee members or advisors of the Association, whether incorporated or unincorporated, except in relation to matters as to which such officers, directors, committee members, former officers, former directors, former committee members or former advisors shall be adjudged in such claim, action, suit or proceeding to be liable for negligence or misconduct in the performance of duties or discharge of responsibilities, and to matters as shall be settled by agreement predicated on the existence of such liability.

ARTICLE XXI – ANTITRUST

The Association is committed to the principle that fair competition forms the foundation of our free enterprise system. In support of this principle, it is the fixed policy of the Association in the conduct of its meetings and other activities to comply fully with all laws including the antitrust laws, both state and federal.

The Association acts through its members, and individual members are responsible for seeing that they comply with the law and this policy in their actions on behalf of the Association. In addition, individual members must do their best to avoid any appearance of violation.

Items of particular importance and concern center around the following activities:

(A) Any effort undertaken, whether expressed or implied, that could be considered to restrain trade, or act as a barrier to commerce to any individual or group of individuals will be avoided.

(B) Meetings of members will be structured. There will be proper notice, an agenda, observance of rules or procedures, and minutes taken for each meeting. Adherence to the proper business items on the agenda will avoid any appearance of conflict or impropriety.

(C) Members must take special care to avoid making statements or engaging in conduct prohibited by this policy. Should members have any doubt concerning the propriety of any statement or conduct at such meetings or other activities, they must immediately disassociate themselves from the discussion and, if necessary, leave the meeting or activity.

ARTICLE XXII – GENDER

The masculine gender used in these Bylaws shall refer to both male and female members of the National Association of Division Order Analysts.

ARTICLE XXIII – EQUAL OPPORTUNITY

Qualified persons shall be admitted to membership and administered under these Bylaws and in educational programs and activities without regard to their race, color, national or ethnic origin, sex, age, religion, handicap or status as a veteran.

XXIV – DISSOLUTION OF THE ASSOCIATION

The Association may, by resolution by the Board of Directors and approved by a two-thirds (2/3) majority vote, decide to dissolve the Association. Said dissolution must then be presented to the general membership for approval by mailed or electronic ballot, and through a simple majority vote, it shall be declared dissolved. Assets remaining when the Association is declared dissolved will be donated to one or more non-profit or charitable groups or institutions as may be decided upon by the Board in existence at the time of dissolution.

ARTICLE XXV – AMENDMENT OF BYLAWS

These Bylaws shall be amended by a vote of three-fourths (3/4) majority of the Active and Lifetime members actually voting for such amendment(s) to the Bylaws; voting will be conducted as provided for in ARTICLE XII. Written or electronic notice of the proposed amendments shall be sent to all members in Active and Lifetime Membership at least thirty (30) days prior to the closing date of such election.