



ARIZONA ASSOCIATION OF CERTIFIED PROCESS SERVERS

Bylaws

BYLAWS OF

ARIZONA ASSOCIATION OF CERTIFIED PROCESS SERVERS, INC.

1. ORGANIZATION

1.1 Organization Name. The name of the corporation is Arizona Association of Certified Process Servers, Inc. The corporation shall be referred to in these Bylaws as "AACPS" or "Association" or "corporation". AACPS shall be an Arizona nonprofit corporation managed by a Board of Directors ("Board").

1.2 Principal Office. Unless otherwise designated by the Board, the principal office of the Association shall be the office of the President, and additional offices may be maintained at such other places within the State of Arizona as the Board may from time to time designate.

1.3 Fiscal Year. The fiscal year of the Association shall be a calendar year.

1.4 Purpose and Business.

(1) These Bylaws are formed and adopted by the Association to govern and facilitate its business as a nonprofit corporation under the Arizona Revised Statutes, and as a tax exempt organization under section 501(c) (6) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law), and applicable Arizona law.

(2) The character of the business and affairs that this corporation intends to conduct are set forth in the Articles.

1.4 Prohibited Activities.

A. No part of the net earnings of this Association shall inure to the benefit of, or be distributable to, its members of the Board, officers, or other private persons, except that this Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.

B. This corporation shall not carry on any activities not permitted to be carried on by a corporation that is exempt from federal income tax under section 501(c) (6) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law), and state income tax under Arizona Revised Statutes.

2. MEMBERSHIP

2.1 Membership Requirements. Any individual who is a currently certified process server within the State of Arizona in good standing with their respective Superior Court may become a Regular Member of this Association upon application and approval of the Board. Approval of membership is at the sole discretion of the Board, who may accept or reject recommendation by a membership committee established by the Board. All Regular Members shall enjoy all privileges of membership, including voting rights.

2.2 Membership classes. The Board may establish and approve other classes of membership. Classes of membership other than those described in Section 2.1 shall not have voting rights.

2.3 Application for Membership. All applications for membership shall be in writing on the approved form and shall be delivered to the attention of the Member Liaison at the Association's principal office or post office box accompanied by all applicable fees, dues, and assessments (collectively referred to herein as "dues").

(1) Upon receipt of the application and payment of all applicable dues, all applications shall be deemed received until membership is approved or rejected by the Board.

(2) A rejected applicant shall be allowed an opportunity to appeal such decision in accordance with the procedures set for termination or suspension set forth below.

(3) Unless an applicant is rejected, all dues are not refundable for any reason, including without limitation, for those who resign during the course of their membership.

2.4 Voting Rights. Each regular member of the Association shall be entitled to one vote on all matters subject to a vote of the members.

2.5 Membership Year. The membership year shall run from the date of membership acceptance by the Board until the time that is exactly one year from that date.

2.6 Termination of Membership. The membership of any member shall terminate upon occurrence of any of the following events:

(1) The death of the member; or

(2) Expiration of the period of membership, unless the member sooner renews for a subsequent period on the renewal terms then set by the Board; or

(3) The occurrence of any event that renders such member ineligible for membership, or failure to satisfy membership qualifications; or

(4) A good-faith determination by the Board that the member has failed to timely pay dues after reasonable notice and a chance for the member to pay any outstanding amounts; (ii) violated the rules and Code of Conduct and Ethics of the Association; (iii) engaged in conduct prejudicial to the purposes and interests of the Association; (iv) failed to remain in good standing as a certified process server in Arizona, as witnessed by a period of expiration, suspension, termination, or revocation of certification; or (v) failed to maintain other standards as established by the Board for other class(es) of membership.

2.7. Suspension of Membership. In lieu of termination of membership and without in any way affecting the rights of the Board to terminate a member as permitted above, a member may be suspended on the same grounds as permitted above. A member whose membership is suspended shall not be a member in good standing during the period of suspension and shall not be entitled to vote during the period of suspension.

2.8. Procedure for termination or suspension. If grounds appear to exist for termination or suspension of a member, the procedure set forth below shall be followed:

(1) The member shall be given 15 days prior notice of the proposed termination or suspension and the reason therefore. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or certified mail to the member's last address as shown on the Association's records.

(2) The member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed termination or suspension. The hearing shall be held, or the written statement considered, by the Board to determine whether termination or suspension should take place.

(3) The Board shall decide whether or not the member shall be terminated, suspended, or sanctioned in some other way (other than financially) and the decision of the Board shall be final.

(4) Any action challenging a suspension or termination of a member, including a claim alleging defective notice, must be commenced within three months after the date of the suspension or termination of any such action.

2.9. Transfer of Memberships. No member may transfer a membership or any right arising from it to any other entity whatsoever or to any person whomsoever.

3. MEETINGS

3.1 General. Meetings of the members shall be held on dates, at times, and at locations determined by the Board.

3.2 Quarterly Meetings. Quarterly meetings of the members shall be held on dates, at times, and at locations determined by the Board. Each quarterly meeting shall be scheduled as follows: January meeting: Maricopa County; April meeting: Pima County; July meeting: Maricopa County; October meeting: Pima County.

3.3 Special Meetings. Special meetings of the members of the Board may be called at any time by the Board. A special meeting may be requested by the Regular Members, if at least two thirds of the Regular Members so request and deliver notice to the President at the principal place of business of the Association. Such request shall state the purpose thereof and shall be delivered to the President at the principal office of the Association. The President shall deliver the request to the Board. The Board shall take steps to promptly set and notify the members of the special meeting. No business shall be transacted at a special meeting except as stated in the request and notice to the members. Special meetings may be conducted electronically or in-person, at the discretion of the Board. There shall be no special meetings called by the Regular Members until such time as at least eight quarterly meetings have been conducted.

3.4. Notice of Meetings. The Secretary shall deliver by posting on the Association website or via e-mail to each member's last known email address if such means of communication has been approved by the member or via regular U.S. Mail, a notice of each regular meeting, annual meeting, or special meeting, stating the date, time, place and, in the case of a Special Meeting, the purpose thereof, at least 10 days prior to such meeting.

3.5 Quorum.

- (1) Quorum of the Board. A quorum shall mean the presence, in person or by proxy, of three-fifths of the members of the Board.
- (2) Quorum of the members. A quorum of the Regular Members shall not be required except to request a special meeting.

3.6 Adjourned Meetings. If a quorum is not present, the meeting shall be adjourned. A new meeting may be set by the Board to a time not less than forty-eight (48) hours from the time the original meeting was called.

3.7 Manner of Casting Votes; Approval by Majority; Proxies. Voting shall be by voice, show of hands, or ballot, provided that any election of members of the Board must be by secret ballot if there are a greater number of nominees than there are vacancies to be filled or if demanded by any member at the meeting before the voting begins. If a quorum is present, except as otherwise required by these Bylaws or as required by Arizona law, the affirmative vote of a majority of the members at the meeting and entitled to vote shall be the act of the members. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid more than 1 year from the date of its execution unless otherwise provided in the proxy.

4. BOARD OF DIRECTORS

4.1 Number, Qualification, and Tenure. Management of this Association shall be vested in a Board of Directors (also referred to herein as the Board). The initial Board of Directors shall serve for a term not less than three years from the inception of the Association to the date of the thirteenth quarterly meeting.

(1) The Board shall consist of 5 members representing if reasonably possible and provided a sufficient number of qualified candidates run for election, from at least 4 counties within Arizona. Unless a sufficient number of qualified candidates from at least 4 counties within Arizona do not run for election, Maricopa and Pima counties shall collectively have no more than 3 members each on the Board at any time.

(2) The initial Board of Directors shall serve until their successors are duly elected by the members after three years from the inception of the Association to the date of the thirteenth quarterly meeting. If, during the first three years a Director resigns or can no longer sit on the Board, the Board shall choose a successor to complete such term of office. The Board of Directors shall elect a Chairman of the Board of Directors. Thereafter, each director shall serve for a period of 2 years but not more than 4 consecutive years.

(3) Each director shall be (1) a member in good standing of this Association (2) a resident of the county they intend to represent, (3) a certified process server then in good standing with their Superior Court, and (4) a certified process server in Arizona for

the preceding six consecutive years.

(4) No Board member shall be a Board member of this Association while serving as a Board member or officer of any other trade association.

(5) For purposes of such elections, the Board has been divided into even and odd seats. Except for the initial election to install or replace some or all of the initial directors as determined by the Board, even numbered seats shall be elected in even years and odd numbered seats shall be elected in odd years.

4.2 Powers and Duties. The Board shall have the power and duties necessary for the administration of the affairs of this Association and may do all such acts and things as are not prohibited by law, the Articles, or these Bylaws. Without prejudice to these general powers, and subject to the same limitations, the Board shall have the power to:

(1) Select and remove all officers, agents, and other independent contractors of the Association and prescribe any powers and duties for them the Board deems appropriate.

(3) Change the principal office in the State of Arizona, cause the Association to be qualified to do business in any other state, territory, or country, and conduct business within or outside the State of Arizona.

(4) Prescribe the forms of membership applications, certificates, and any other Association documents.

(5) Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

4.3 Vacancies. Vacancies in the Board, other than those caused by a vote of the members, shall be filled by a vote of the majority of the Board. The term of any member of the Board, who is elected to fill such a vacancy, shall end at the same time as the member of the Board whose vacancy was filled.

4.4 Regular Meetings. Regular meetings of the Board may be held as often as deemed reasonably necessary by the Board. If necessary, the Board may go into an executive session to discuss matters being considered in the executive session.

4.5 Special Meetings. Special meetings of the Board may be called by a majority of the members of the Board. No business shall be transacted at a special meeting except as stated in the notice to the members.

4.6 Notice of Meetings. Unless properly waived, notice of any meeting of the Board, stating the date, time and place and in the case of a special meeting the purpose or purposes thereof, shall be provided to all members in the same manner as set forth above.

4.7 Date, Time and Place of Meetings. The Board shall hold their meetings on a date, at a time and at a place in Arizona as the Board determines from time to time, it being understood that unless the Board determines otherwise, Board meetings shall be held in Maricopa County because of its centralized location. (i) Meetings of the Board, whether regular or special, may be held by means of conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other and participation in such a meeting shall constitute presence in person at such meeting. (ii) Except for executive sessions of the Board per procedures and rules of order established by the Board, all meetings of the Board shall be open to all members of the Association.

4.8 Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business. The act of the majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by these Bylaws or Arizona law. A meeting at which a quorum is initially present may continue and transact business notwithstanding the withdrawal of members of the Board, provided that at least three-fifths of the members of the Board then in office are present, and provided further, that any action is approved by at least a majority of the required quorum for such meeting or such greater number as is required by these Bylaws or Arizona law. A member of the Board may recuse himself/herself during a meeting and such recusal shall have no force or effect as to a quorum. A member of the Board may assign his/her proxy to another member of the Board. Such assignment of proxy shall count toward the attendance of the member assigning such proxy, and contribute to the count for a quorum.

4.9 Action Without A Meeting. Any action to be taken at a meeting of the members of the Board or any action to be taken at a meeting of any committee may be taken without a meeting of such members of the Board or committee members and without notice, as the case may be, if all of such members of the Board or committee members consent, in writing, to the action taken.

4.10 Compensation. The members of the Board, officers, and members of committees shall serve without compensation; however, they shall be reimbursed for the necessary expenses incurred in the execution of their duties.

5. OFFICERS

5.1 Designation. The officers of this Association shall be a President, a Secretary, a Treasurer, a Member Liaison, and a Court/Legislature Liaison and such additional officers including, without limitation, Vice Presidents and assistant Vice Presidents or any combination of the foregoing (except the offices of President and Secretary), as the Board deems appropriate, who shall be elected by the Board in accordance with these Bylaws. The officers elected shall

hold office for a period of 1 year but not more than 3 consecutive years or until their successors are elected, but shall be subject to removal by the Board at any time.

5.2 President. The President shall be appointed by the Board and shall be present at all meetings of the Board, except executive session(s). The President shall have all of the general powers and duties to conduct the business of the Association as directed by the Board. If the President is unable to act and there is no Vice President, the Board shall appoint another member of the Board or Regular Member to fill the vacancy on an interim basis.

5.3 Vice President(s). Vice President(s) may be appointed by the Board. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or if there is more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the Board.

5.4 Secretary. The Secretary shall be appointed by the Board. The Secretary shall be responsible for the following:

(1) Book of Minutes. Keeping or causing to be kept minutes of all meetings and actions of members, members of the Board and committees.

(2) Membership records. Keeping or causing to be kept a record of the Association's members.

(3) Notices. Giving or causing to be given, notice of all meetings.

(4) Other duties. Other duties as assigned by the Board.

5.5 Treasurer. The Treasurer shall be appointed by the Board. The Treasurer shall be responsible for the following:

(1) Books of account. Keeping and maintaining or causing to be kept and maintained records of accounts, properties, and business transactions of the Association.

(2) Deposit and disbursement of money and valuables. Depositing or causing to be deposited, all money and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board; disbursing or causing to be disbursed the funds of the Association as may be ordered by the Board, and whenever they request it, an account of all of the Treasurer's transactions and of the financial condition of the Association.

(3) Other duties. Other duties as assigned by the Board.

5.6 Member Liaison. The member liaison shall be responsible for the following:

- (1) Coordinating the membership process.
- (2) Distribution of membership certificates.
- (3) Coordinating membership drives.
- (4) Communicating initially with members regarding inquiries.
- (5) Other duties. Other duties as assigned by the Board.

5.7 Court and Legislature Liaison. The court and legislature liaison shall be responsible for the following:

- (1) Direct contact with all state and federal courts via presiding judges.
- (2) Communication with clerks of courts of the courts of Arizona.
- (3) Communication with Superior Court judges assigned to certified process server duties.
- (4) Communication with administrators at the Supreme Court.
- (5) Communication with appropriate legislators.
- (6) Drafting of proposed legislation affecting service of process.
- (7) Drafting of proposed changes to the Arizona Rules of Civil Procedure affecting service of process.
- (8) Drafting of proposed changes to regulations affecting service of process and certified process servers.
- (9) Drafting of proposed statutes affecting service of process.
- (10) Other duties. Other duties as assigned by the Board.

5.8 Every Officer appointed by the Board must be a member of the association then in good standing and must not at the time of appointment have had their certification expired, suspended, or revoked.

5.9 Every Officer appointed by the Board shall have been a certified process server in Arizona for at least the previous four consecutive years.

5.10 No Officer of AACPS may be a Board member or Officer of any other trade association.

6. COMMITTEES

6.1 The Board may appoint member(s) of any committee(s), study group(s), task force(s), similar group(s) or individual person(s) (referred to herein as “committees”) as the Board deems appropriate. Each committee shall have a Chairperson who shall be responsible for the action(s) of the committee. If a committee is so appointed by the Board, the Board shall adopt such voting and other procedures as are reasonably necessary to govern the operations of such committee. Any committee appointed by the Board shall serve at the will and pleasure of the Board.

6.2 The President may likewise appoint members(s) of any committee(s), study group(s), task force(s), similar group(s) or individual person(s) (referred to herein as “committees”) as the President deems appropriate. Any committee appointed by the President shall serve at the will and pleasure of the President. Removal or other termination of the President shall transfer the appointment of the Committee to the Board until such time as a new President is appointed or elected.

6.3 The Secretary shall keep a record of any committee(s) established by recording the designation of the committee, its member(s) and functions. All proceedings of the committee(s) shall be kept by the committee Chairperson.

6.4 Each committee Chairperson shall report his or her findings, results and proceedings to the Board of Directors at least quarterly, in writing. Committee(s) appointed by, and serving at the will and pleasure of the President shall likewise make their findings, results and proceedings known to the President at least quarterly, or more often as the President so directs, in writing.

6.5 Standing Committees. The President shall appoint a Chairperson for each of the following Committees. In the event that the President is unable to appoint such a Chairperson, appointment shall be made by the Board:

- (1) Membership
 - a. To conduct membership related activities, including recruitment, and to answer inquiries concerning membership.
- (2) Court and Legislative Advocacy
 - a. To conduct activities consistent with the goals of the Association, specifically where rules of court and statutory issues apply.
- (3) Education
 - a. To promote the educational goals of the AACPS.

7. INSURANCE The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its members of the Board, officers, incorporators and other person(s), against any liability asserted against or incurred by any such person in such capacity or arising out of their status as such.

8. SEAL AND INSIGNIA. The Association shall adopt the seal and insignia indicated in Attachment 12. It shall be utilized on official Association documents, unless circumstances prohibit or otherwise limit its use. The Seal and Insignia may be modified as needed for the purpose at hand, but essentially shall be maintained intact.

9. RECORDS. The Secretary of the Association shall keep at the Association's principal office:

- (1) Records of accounts, properties, and business transactions of the Association;
- (2) Minutes of all meetings;
- (3) A record of its members;
- (4) Such other records as deemed reasonably necessary by the Board.

10. ANTI-DISCRIMINATION POLICY. All Board members, officers, and members of the Association shall abide by the following policy:

10.1 The Association shall not discriminate against any individual for reasons of age, color, disability, gender identity or expression, national origin, race, religion, gender, sexual orientation, or veteran status.

11. AMENDMENTS TO BYLAWS. Except as otherwise provided herein, these Bylaws may be amended or restated only by a majority vote of the Board as determined by a quorum in attendance.

12. RESOLVED AND ACCEPTED. The undersigned certifies the foregoing Bylaws were duly adopted by the Board and constitute the Bylaws of this Association effective as of the 15th day of November, 2011. Arizona Association of Certified Process Servers, Inc.

ADOPTED BY THE BOARD OF DIRECTORS:

Date: November 15, 2011 By: //Paula C. Tallini//

Printed Name: Paula C. Tallini
Member of the Board of Directors

Date: November 15, 2011 By: //Michael Davis//
Printed Name: Michael Davis
Member of the Board of Directors

Date: November 15, 2011 By: //Carter Kyle//
Printed Name: Carter Kyle
Member of the Board of Directors

Date: November 11, 2011 By: //Daniel Weddle//
Printed Name: Daniel Weddle
Member of the Board of Directors