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# INDEPENDENT TIME AND LABOR MANAGEMENT ASSOCIATION

## BYLAWS OF THE INDEPENDENT TIME AND LABOR MANAGEMENT ASSOCIATION AS AMENDED MAY 2008

### ARTICLE I

#### NAME

The name of this organization shall be the Independent Time and Labor Management Association.

### ARTICLE II

#### OBJECT

The object of this association, as stated in the Certificate of Incorporation, is to form an independent association for dealers of time and labor management systems, with the objective of promoting the study of sales and service techniques, to publish a regular newsletter to its members, and to act for the betterment of time and labor management industry. The "MISSION STATEMENT" of this organization shall be, The ITLMA's purpose is to assist the time equipment and labor management dealers in implementing their business plans more professionally

### ARTICLE III

#### OFFICES

The Association shall have and continuously maintain in the State of Texas, a registered office and a registered agent whose office is identical with such registered office. The Association may have other offices within or without the State of Texas as the Board of Directors may from time to time determine.

### ARTICLE IV

#### MEMBERS

##### SECTION 1

The categories of members in this Association shall be as follows:

**(A) DIRECT MEMBERS** (voting) shall be time and labor management dealers. This business must be an independent retailer. A service department must be maintained for servicing time equipment, and supplies, equipment and repair parts must be carried in inventory. The business must have been in business for at least one year. Direct Members shall be the only members who have a vote in the Association or have the privilege of holding office. (See exception under Associate Members).



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**(B) AFFILIATE MEMBERS** are independent retailers of time and labor management systems who do not meet other requirements for Direct Member membership. Affiliate members do not have a vote and may not hold office, but may serve on committees. They may change type of membership upon meeting other qualifications for Direct Membership.

**(C) ASSOCIATE MEMBERS** shall be manufactures, wholesalers, and suppliers or any business owned, controlled or affiliated with one of the previously mentioned businesses. Associate Members do not have a vote or may not hold office in the Association except for the selection of the Associate Member of the Board of Directors as shown in Article VI, whom shall have one vote on the Board of Directors.

**(D) SUBSCRIPTION MEMBERS** shall be employees or partners of Direct Members, Affiliate Members or Associate Members, who shall be placed on the mailing list and do not have the privilege of vote or holding office.

## **SECTION 2**

Membership in this Association is not transferable or assignable.

## **SECTION 3**

Applicants for membership will have names published in the newsletter. This information will indicate the class of membership that the applicant is applying for.

After thirty days have transpired and the membership committee has received no challenges, the committee will determine eligibility and advise the Executive Secretary to deposit the applicants check and enter them on the membership roll. If membership is denied, the applicant will be notified in writing and the reason for denial and the applicant's dues payment will be returned. Applicants for membership may appeal decisions of this committee to the Board of Directors. Decisions of this board are final.

## **SECTION 4**

Associate Members must display at an ITLMA convention at least once each three years or be subject to membership termination by the Board of Directors.

## **SECTION 5**

The Board of Directors shall set the membership fees for each category of membership. Dues shall be pro-rated for the second year for new members, according to time of year joining the Association. The fiscal year shall be from January 1 to December 31 and dues are due and payable the first of the fiscal year. A member shall be considered delinquent after his dues are 60 days past due (March 01).

A membership shall be automatically terminated when dues are 90 days past due (April 01). To become reinstated, a member must reapply for membership.

## **SECTION 6**

Termination of membership is by letter of resignation, failure to pay dues, by the business no longer meeting membership qualifications, or by charges to the Board of Directors being brought for improper conduct. In the event of charges being brought, details of the charges will be sent by certified mail to the accused member. He will be given the opportunity to answer the charges. A committee appointed by the President, composed of five Past Presidents of the Association will examine the charges, the answer and any evidence available and will make a decision as to whether the charges justify the termination of membership of the member charged.

## **ARTICLE V**

### **MEETINGS**

#### **SECTION 1.**

**ANNUAL MEETING** - There shall be an Annual Meeting at which time, reports of the officers, Board of Directors, and committees shall be made. The ballots for the election of officers and directors shall be counted at this meeting and a trade show shall be held.

A quorum at this meeting shall be twenty-five (25) Direct Members.

## **ARTICLE VI**

### **OFFICERS**

The elected officers of this Association shall be a President, a Vice President and a Secretary-Treasure, and two elected Directors plus other Directors as indicated in this article.

A nominating committee composed of the three most immediate Past Presidents will receive suggestions from the membership for officers.

At a time two months or more before the annual meeting, the nominating committee shall announce its nominations for the President, Vice-President, Secretary-Treasure and the two Directors. At this time a ballot is sent to each Direct Member with a special envelope for return to a specified address of the election committee, which is selected by the President. This ballot will have the names of the nominees for the various offices and next to each office there shall be a blank wherein a write-in-ballot may be cast.

All ballots must be sent to the specified address by a certain specified date at least thirty (30) days before the annual meeting. Date of postmark will be a factor in determining if ballots are sent in on time. The election committee will count the ballots at the annual meeting and announcement of the outcome of the election will be made. No ballot will be cast for the election at the annual meeting.

A plurality will elect.

There shall be one member of the Board of Directors elected from the Associate Members and by the Associate Members. This election is to take place before the annual meeting.

The elected officers and directors shall elect one additional Director to serve.

All officers and directors shall hold office from the end of the Annual Meeting until their successors have been elected and qualified at the next Annual Meeting. Any officer or director who shall cease to be a member of the Association shall cease to be an officer or director. The Board of Directors may elect his successor for the remainder of the term if sufficient time is remaining in the term, according to the discretion of the Board of Directors. Any other vacancies in officers or directors will be filled in the same manner.



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## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The Board of Directors shall manage the affairs of the Association. The membership of the Board of Directors shall consist of officers and directors of the Association.

Meetings shall be held at the annual meeting and any additional meetings as necessary.

## **ARTICLE VIII**

### **COMMITTEES**

The President with approval of the Board of Directors shall select the following standing committees: Membership, Publication, Educational, Convention, Workshop, and Parliamentarian.

Committee Chairpersons may or may not be members of the Board of Directors. The Board of Directors may appoint special (ad hoc) committees.

## **ARTICLE IX**

### **EXECUTIVE SECRETARY**

An Executive Secretary may be employed at the discretion of the Board of Directors. The Board of Directors shall determine the duties and compensation of the Executive Secretary. The Executive Secretary shall be employed with the approval of the Board of Directors and serve at their will and not serve a definite term of office. He/she shall be a member of the Board of Directors without a vote.

## **ARTICLE X**

### **AUDIT**

Financial records of the Association shall be audited annually by an independent auditor and a report given at the Annual Meeting.

## **ARTICLE XI**

### **AMENDMENTS TO BYLAWS**

These bylaws may be amended or revised at any regular or special meeting by 2/3 vote of Direct Members present and voting, provided that at least thirty (30) days written notice is given of the intention to amend or revise the bylaws at such meeting. If the bylaws are to be amended, the notice must indicate the changes to be made.



## **ARTICLE XII**

### **PARLIAMENTARY AUTHORITY**

The rules in the current edition of Robert's Rules of Order Newly Revised shall apply in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

## **ARTICLE XIII**

### **CODE OF ETHICS**

Believing that fairness to all is the best policy in our business and personal lives; we the Members of the The Independent Time and Labor Management Association do hereby pledge: To offer to our customers true value and dependable service on all business transactions; To improve our knowledge of the Time and Labor Management business and to encourage our employees to do likewise; To practice the golden rule in our dealings with our employees, customers, suppliers, and our fellow dealers; To keep ourselves informed of all laws and regulations applying to our business and to make every effort to comply with them; To exert our efforts toward the improvement of the Time and Labor Management industry in order to better perform our role in society; To strive to become better citizens of the communities we have chosen to be our homes; To pursue no unethical tactics in our diligent quest of business.



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# INDEPENDENT TIME AND LABOR MANAGEMENT ASSOCIATION

## STANDING RULES OF THE INDEPENDENT TIME AND LABOR MANAGEMENT ASSOCIATION AS AMENDED MAY 2008

### SECTION 1

Duties of Officers, Directors, and Committee Chairpersons shall be as follows:

**PRESIDENT** -- Preside at meetings of Board of Directors and membership meetings. He/she shall be an ex-officio member of all committees except to nominating committee. He/she shall set goals for the organization and by messages in the newsletter and personal contact with the membership try to meet these goals.

**VICE PRESIDENT** -- Shall assist the President and be ready to take over the position of President in the event of the incumbent President not being able to fulfill his/her duties. He/she shall have the responsibility of obtaining exhibitors for the Annual Convention and coordinate the exhibitors show at the convention. He/she shall be ready to make a report at the meetings of the Board of Directors.

**SECRETARY/TREASURER** -- Shall keep an accurate record of the minutes of the Annual Meeting and the Board of Directors meetings. He/she shall be ready to read the official minutes at the proper meetings and keep them in a permanent record. He/she shall work with the Executive Secretary in providing a proper financial record of the organization's funds and sign checks after proper authorization. He/she shall at meetings give a financial report and at the Annual Meeting provide a report either audited or ready for audit.

**EXECUTIVE SECRETARY** -- Shall maintain the financial records, membership records and other records of the organization with the support of the elected officers in each area. He/she shall handle correspondence concerning membership and billing for the organization. He/she shall assist the officers and directors in carrying out their duties and building a better organization. He/she shall serve under the direction of the President and the Board of Directors. The Executive Secretary may sign checks for amounts up to three hundred dollars (\$300.00). Amounts above this figure must have a co-signature of the Secretary/Treasurer or other officer.

**DIRECTORS** -- Shall be present at Board Meetings and Annual Meeting. They shall serve as Chairpersons of committees if selected for this duty. They shall assist the President or other officers in various functions to make the organization successful.

**MEMBERSHIP CHAIRPERSON** -- Shall work actively in recruiting new members. He/she shall send letters of welcome, explaining the ITLMA to new members. He/she shall be responsible for sending application forms to prospective new members. He/she shall have current knowledge of the membership of the organization and be ready to communicate this to the President or other officers. He/she shall have a report ready for each board meeting and membership meeting.



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**EDUCATION CHAIRPERSON** -- Shall work with the Workshop Chairperson and Convention Chairperson in planning the agenda and subject matter for workshops and educational features for conventions. He/she shall be responsible for providing education material for the newsletter. He/she shall be ready to report at Board Meetings and the Annual Meeting.

**TECHNICAL CHAIRPERSON** -- Shall provide information to the membership on new products, improvements to existing products, new methods and procedures, and the information of technical nature. He/she shall be alert to new applications of existing equipment and make this information available to the membership. He/she shall be ready to report at Board Meetings and the Annual Meeting.

**MARKETING CHAIRPERSON** -- Shall have the responsibility of selling the organization and its various activities such as conventions and workshops.

**CONVENTION CHAIRPERSON AND CO-CHAIRPERSON** -- Following approval of the convention site by the Board of Directors, he/she shall with the help of a local host, make arrangements for room accommodations, banquet, exhibit hall and hospitality rooms and to secure and sign a contract with the approval of the Board. He/she shall arrange for tours, activities and necessary transportation at the site of the convention. He/she shall work with the Vice-President in handling the exhibitor's arrangements for the show. He/she shall report to the Board Meetings and Membership Meetings. The Chairperson shall serve for a period of two years at which time the Co-Chairperson shall become Chairperson and a new Co-Chairperson shall be selected.

**WORKSHOP CHAIRPERSON AND CO-CHAIRPERSON** -- Following the approval of the workshop-site by the Board of Directors, he/she shall work out details for the logistics for the workshops. He/she shall help the Education Chairperson in procuring instructors and shall provide necessary help for registration and details for the workshops. He/she shall report at the Board Meetings and the Annual Meeting. The Chairperson shall serve for a period of two years at which time the Co-Chairperson shall become Chairperson and a new Co-Chairperson shall be selected.

**PUBLICITY CHAIRPERSON/EDITOR** -- Shall actively solicit information from various sources, including membership, manufactures, suppliers, and other publications. He/she shall edit this information and publish a newsletter to be of help to the membership and to build and strengthen the ITLMA. He/she shall report at Board Meetings and Membership Meetings.

**LONG-RANGE PLANNING COMMITTEE** -- The long-range committee shall be responsible for providing long-range goals and resources of positive guidance to Board Members and committees. The long-range planning committee shall consist of three past presidents selected by the Board of Director. One member shall be selected each year and one member rotated off. The committee shall select its own Chairperson.

**PARLIAMENTARIAN** -- Shall be an advisory position. He/she shall have knowledge of Parliamentary procedure and be ready to advise any Officer, Board Member or Member on details of Parliamentary procedure in relation to business at hand. He/she shall provide proper wording for any proposed amendments to Bylaws or Standing Rules.

**ALL OFFICERS, BOARD MEMBERS, and COMMITTEE CHAIRPERSONS** -- The Board of Directors speaks for the organization. No one officer is permitted to speak for the organization or to commit or contract for the organization unless properly authorized by the Board of Directors.

## SECTION 2

At official activities of ITLMA, including conventions, workshops or meetings, activities sponsored by manufacturers or distributors including open house parties or any other activity shall not be publicized by the Association unless those activities are a part of the official program.