

IACS BYLAWS
(Amended 3/89; 7/03; 6/05)
(Amended 11/10/12)

ARTICLE I. NAME OF ASSOCIATION

Section 1: Title. The name of the association shall be the “Illinois Association of Cosmetology Schools” (hereinafter referred to as IACS).

ARTICLE II. PURPOSE OF THE ASSOCIATION

Section 1: Basic Aims. The IACS is a non-profit organization whose basic aims are to conduct:

- a. An Annual Legislative Program. Its purpose shall be to:
 - (1) promote beneficial legislation and prevent harmful legislation to the cosmetology, barber, esthetics and nail technology professions and schools.
 - (2) Monitor Administrative Rules
- b. An Educational Program. Its purpose shall be to:
 - (1) keep members informed of the latest developments in the teaching and practices of the industry.
 - (2) offer quality teacher continuing education classes approved by the Illinois Department of Financial and Professional Regulation (IDFPR).
- c. A Cooperative Program. Its purpose shall be to cooperate with organizations representing the different segments of the industry in order to collectively promote the best interests of schools and the cosmetology industry.

ARTICLE III. MEMBERSHIP AND DUES

Section 1: Classes of Members. The classes of members shall be:

- a. Regular Members
- b. Associate Members
- c. Affiliate Members

Section 2: Definitions

- a. Regular Members. Any private or public School of Cosmetology, Esthetics, Barbering or Nail Technology approved by the State of Illinois subscribing to the aims of the Association and complying with the rules and regulations of the Association shall be eligible for Regular Membership. Each member school shall designate one person to act as its designated representative.

Regular Members may be admitted to membership by submitting a membership application with current dues and agreeing to abide by the IACS Code of Ethics.

- b. Associate Members. Any organization, firm, corporation, association or person that manufactures or sells equipment, materials or services used by the regular members shall be eligible for Associate Membership.

Associate Members may be admitted to membership by submitting a membership application with current dues to IACS. Associate Members shall have no vote either directly or indirectly or by delegate on any matter considered by the Association.

Associate Members shall be entitled to a listing in the Association membership roster and to receive all general communications from the Association, and shall be notified of the Annual Meeting of the Association and other Association events.

- c. Affiliate Members. Any person employed by regular member school, or any person that has demonstrated a special interest in the cosmetology profession may apply to be an affiliate member of the IACS.

Affiliate Members may be admitted to membership by submitting an application with current dues to the IACS. Affiliate Members shall have no vote either directly or by delegate on any matter considered by the Association.

Section 3. Membership Fees and Dues

- a. Regular Members. Dues for each school shall be as from time to time determined by the Board of Directors, billed and payable annually.
- b. Associate Members. Dues for each Associate Member shall be as from time to time determined by the Board of Directors, billed and payable annually.
- c. Affiliate Members. Dues for each Affiliate Member shall be as from time to time determined by the Board of Directors, billed and payable annually.

Section 4. Termination of Membership. Membership shall automatically terminate if the dues provided for in Article 3, Section 3 are not paid within 90 days after the due date of October 1 of each calendar year.

Section 5. Membership Year. The membership year shall extend from October 1 to September 30.

Section 6. The Association shall to the fullest extent to which it is empowered to do so and in accordance with the procedures required by the General Not for Profit Corporation Act of 1986 or any other applicable law as may from time to time be in effect, indemnify any person who was or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the Association, or is or was serving at the request of the Association as director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against all expenses, including attorneys' fees, judgments, fines, and amounts incurred by the director or officer in connection with the action, suit, or proceeding.

The provisions of this Section of this Article shall be deemed to be a contract between the Association and each director or officer who serves in the capacity of director or officer at any time while this Section of this Article and the relevant provisions of the General Not for Profit Corporation Act of 1986 or other applicable laws, if

any, are in effect, and any repeal or modification of any such law or of Section 1 of this Article shall not affect any state of facts then or theretofore existing or any action, suit, or proceeding theretofore existing or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event a person entitled to indemnification under this Article claims indemnification, the Association shall take all required action to bring about a prompt and good faith determination of the person's right to indemnification hereunder.

Persons who are not covered by the foregoing provisions of this Article and who are or were employees or agents of the Association, or are or were serving at the request of the Association as employees or agents of another corporation, joint venture, partnership, trust, or other enterprise, may be indemnified to the extent the Association is empowered to do so by the General Not for Profit Corporation Act of 1986 or any other applicable laws, when and as authorized at any time from time to time by the Board of Directors in its sole discretion.

ARTICLE IV. MEETINGS

Section 1. Annual Meetings. The Annual meeting of the Association shall be held at such time and place as may be determined by the Board of Directors. The Executive Director of the Association shall give the notice of the meeting to each member at least 10 days before the meeting is to be held.

Section 2. Special Meetings. Meetings of members other than annual meetings may be called by the President or the Board of Directors, either at their own discretion or shall be called upon written request of 10% of the members in good standing. Special meetings shall be held at such time and place as may be determined by the Board of Directors. Due notice shall be given to every member at least 10 ~~30~~ days preceding the meeting. The notice of the special meeting shall contain a statement as to the purpose of the meeting. There shall be at least two meetings a year.

Section 3. Parliamentary Procedure. All questions on parliamentary procedure at meetings shall be settled in the order named according to the bylaws of the Association, or the latest edition of Roberts Rules of Order.

Section 4. Quorum. Ten (10) percent of all current dues paid regular members shall constitute a quorum.

Section 5. Proxy Voting. Proxy voting will be allowed on an official Association form when requested in writing to the association's Post Office Address.

ARTICLE V. VOTING AND ELECTION

Section 1. Election Procedures. One months prior to the Annual Meeting a nominating committee consisting of one Past President and other regular members shall be appointed by the President. The Nominating Committee shall prepare a slate of candidates for the offices to be elected at the Annual Meeting. Nominations from the floor will be accepted.

Section 2. Only a regular member in good standing will be eligible to vote.

Section 3. At each Annual meeting, the Secretary of the Association shall count the votes, and decide all questions concerning the eligibility of the voters. At each Annual Meeting a complete alphabetical list of all members entitled to vote at such meetings shall be furnished by the Executive Director.

Section 4. Mail Balloting. The Board of Directors may on its own initiative or upon request of 20% of the members in good standing submit a question to the members for mail referendum. The question thus presented shall be decided by a majority of the votes received by mail within two (2) weeks after submission to the membership.

Section 5. Proxy Voting. Proxy voting will be allowed on an official Association form requested from the Executive Director.

ARTICLE VI. OFFICERS

Section 1. Officers. The officers of the Association shall be Immediate Past President, President, 1st Vice President and 2nd Vice President, Secretary/Treasurer. There will be eight elected Directors. Only a cosmetology school owner or owner designee may hold the office of President and 1st or 2nd Vice President.

Section 2. All officers and board members will be elected for a 2 year term of office.

Section 3. Qualifications. The Secretary/Treasurer and directors of the Association shall be regular members in good standing who are school owners, school managers or directors.

ARTICLE VII. DUTIES OF THE OFFICERS

Section 1. The duties of the officers shall be such as are implied by the respective titles, together with such other duties as are specified in these by-laws or may from time to time be delegated to them by the Board of Directors.

Section 2. Immediate Past President. The position of Past President will be filled by the immediate past president.

Section 3. President. The President shall be the principal elected officer of the Association, preside at all its membership meetings, shall have authority to appoint all committees and shall be an ex-officio member of all committees.

Section 4. 1st & 2nd Vice Presidents. In the absence of the President, the 1st Vice-President shall exercise all of the functions of the President and perform other duties as requested by the President. The 2nd Vice President shall perform duties as requested by the President.

Section 5. Secretary/Treasurer. The Secretary/Treasurer shall attend all meetings of the Association and keep a record of their proceedings. The Secretary/Treasurer shall have charge of the funds of the Association and shall arrange for the deposit of same in the bank approved by the Board of Directors. Whenever requested to do so, the Secretary/Treasurer shall report on the financial condition of the Association to the Board of Directors, and update the membership and the Board of Directors on income and expenses as outlined in the annual budget approved by the Board of Directors. The Secretary/Treasurer may disburse monies only upon authorization of the Board of Directors.

Section 6. Vacancies on the Board of Directors, except the office of President, may be filled by the Board until the time of the next election. In the case of the First Vice President succeeding to the position of President, each Vice President shall move up one office.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Member of the Board. The Board of Directors shall consist of the elected officers named in Article VI and eight (8) directors as described in Article VI.

Section 2. Duties of the Directors. The Board of Directors shall administer all business carried on by the Association, under the direction and control of any annual or special meeting of the members. It may also make rules and regulations for the purpose of carrying out the provisions of the Association's by-laws which may not be specifically set forth therein, as well as setting up working procedures and policies and hiring consultants to carry out the work of the Association in an efficient manner.

Section 3. Board Meetings. The Board of Directors shall meet immediately after the election of the directors, and at such other times and places as may be decided by the Board.

Section 4. Quorum. At any Board meeting, seven board members shall constitute a quorum. Vacancies on the Board of Directors may be filled by the President.

ARTICLE IX. EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the Immediate Past President, the President, the 1st and 2nd Vice Presidents, Secretary/Treasurer, Secretary/Treasurer and the Executive Director. The Executive Director shall serve as an ex-officio member without voting rights.

Section 2. Powers. The Executive Committee shall meet at the call of the President and shall act on all matters that in its opinion cannot be postponed until the next regular or called Board meeting and does not justify a special meeting of the Board. All actions taken by the Committee shall be included with the notice of the next meeting of the Board and reported to the Board at said meeting.

ARTICLE X. COMMITTEES

Section 1. Standing Committees. There shall be the following standing committees of the Association: Membership Committee, Legislative Committee, Education and Curriculum Committee, and Budget. Each committee shall have a chairman and as many members as may be needed to perform the work of the committee. An ad hoc Nominating committee shall be appointed as needed by the President.

Section 2. Appointments. The President with the approval of the Board of Directors shall appoint Committee chairs. All committee chairmen shall serve for one year or until their successors are appointed.

ARTICLE XI. DUTIES OF COMMITTEES

Section 1. Membership Committee. This committee shall direct the work of securing and maintaining members.

Section 2. Legislative Committee. This committee shall study current legislative developments affecting schools licensed by the Barber, Cosmetology, Esthetics and Nail Technology Act and report their findings to the Board for such action as it may deem necessary. This committee shall recommend legislation which best serves the interest of the Association.

Section 3. Education and Curriculum Committee. This committee shall carry out an education program designed to keep members informed of the latest developments in the teaching and practice of cosmetology, esthetics and nail technology. It shall recommend programs offering teacher Continuing Education Units (CEUs) approved by IDFPR.

Section 4. Other Committees. The President, with the approval of the Board of Directors, may from time to time appoint such other committees as needed and grant them the powers with which to carry on their work.

Section 5. Committee Policies. Committees shall be governed by the following:

- a. The vote of the majority of its members shall be the vote of the committee.
- b. Officers and Directors may also serve on committees or as chairman of the committees.
- c. Associate and affiliate members and barber school members may also serve as regular members on committees.

Section 6. The Budget Committee shall consist of the President, Treasurer, Executive Director, one past president, additional members as determined by the President.

Section 7. The Budget Committee shall prepare a budget for approval by the Board of Directors. The Budget Committee will also prepare a proposed annual budget to the Board of Directors prior to the end of each current fiscal year.

Section 8. A copy of the budget, as approved by the Board of Directors, shall be made available to any current dues paid member upon written request of the Executive Director.

ARTICLE XII. EXECUTIVE DIRECTOR

Section 1. An Executive Director may be employed by the Board of Directors, and unless otherwise provided for in an agreement approved by the Board, shall serve at the pleasure of the Board. The Executive Director shall be an ex-officio member of the Board of Directors and all committees without voting rights.

Section 2. The Executive Director shall:

- a. be the principal administrator of the Association;
- b. maintain membership records of the Association and process annual dues statements;
- c. in conjunction with the association bookkeeper, prepare financial reports of all association events and activities;
- d. perform the duties and responsibilities outlined in the Executive Director's job description; and
- e. perform such other duties as the Board may from time to time vest in him/her.

ARTICLE XIII. SPECIAL ASSESSMENTS

Section 1. Special assessments shall be presented to the general membership at the request of the Board of Directors. A majority of the Board must recommend the amount and reason for the assessment.

Section 2. Approved special assessments shall be due and payable within 60 days of approval.

ARTICLE XIV. AMENDMENTS

Section 1. These by-laws may be amended by 2/3 vote of the members in good standing present at any annual or special meeting at which a quorum is present, provided the proposed amendment has been included in the call of the meeting.

ARTICLE XV. FINANCE

Section 1. Fiscal Year. The fiscal year shall be from October 1 through September 30.

ARTICLE XVI. CODE OF ETHICS

Section 1. The cosmetology profession, having become such a vital part of our country's economy and diverse culture, has imposed on each member of the Association, obligations above and beyond those customarily required of participants in ordinary commercial pursuits. Each member of the Association shall be ever zealous to maintain and improve the professionalism of service and educational offerings and shall assume personal responsibility for maintaining the highest possible standards of business practices and to those purposes shall pledge observance and furtherance of the letter and spirit of the following Code of Ethics.

- a. To promote good will between schools of cosmetology
- b. To have a sense of personal obligation to the professionalism of education and teachers of cosmetology
- c. To employ only licensed teachers of cosmetology who possess the highest skills obtainable
- d. Members shall support state legislation sponsored by IACS that is in the best interest of the members, the profession it serves and public interest
- e. Members shall not engage in any practices detrimental to the public interest or the continuing integrity of IACS