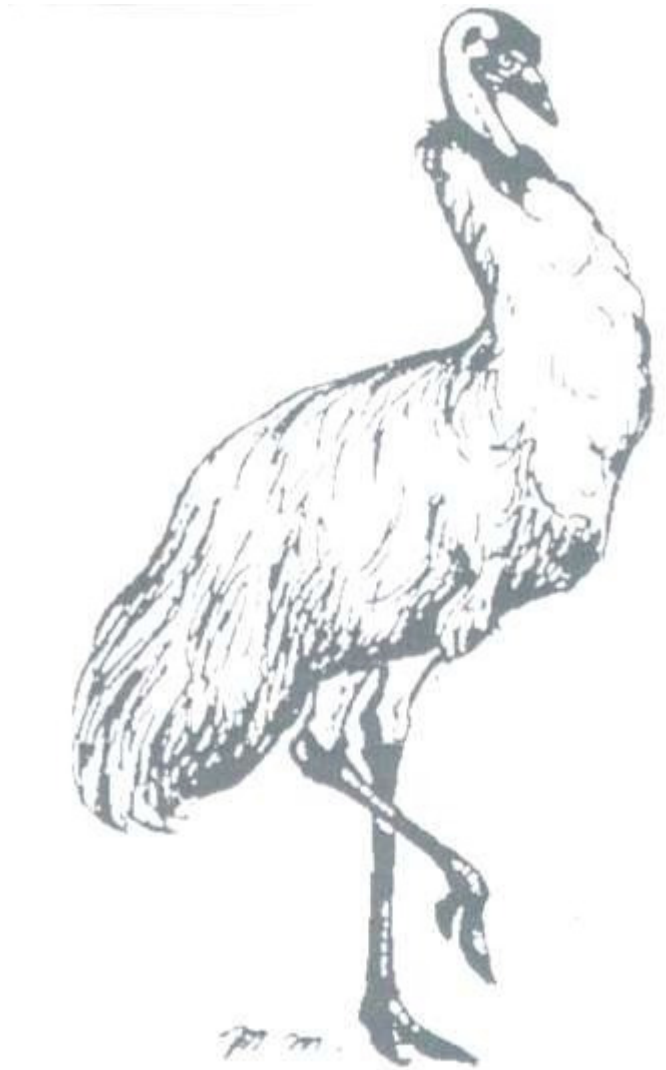


American Emu Association



Board of Officers and Directors Policies and Procedures Manual

Preface

This version of the Policies and Procedures Manual is released as an Interim Baseline document for use by the American Emu Association (AEA) national Board of Officers and Directors and for reference by affiliated state Board of Officers and Directors. The Policies and Procedures Manual is a tool used by the AEA Board of Directors to record the policies and procedures practiced by the elected AEA Board of Directors at any given time. The manual will change as those policies and procedures may change by the will and consensus of the AEA Board of Directors. The document is a “work in progress” and is scheduled for revision to incorporate comments noted during coordination.

American Emu Association Board of Directors

AMERICAN EMU ASSOCIATION (AEA) LEADERSHIP ORIENTATION MANUAL

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BOARD OF DIRECTORS

1. Determine the Organization's Mission And Purposes

A statement of mission and purposes should articulate the organization's goals, means, and primary constituents served. It is the board of directors' responsibility to create the mission statement and review it periodically for accuracy and validity. Each individual board member should fully understand and support it.

2. Select the Executive Director

Boards must reach consensus on the executive director's job description and undertake a careful search process to find the most qualified individual for the position.

3. Support the Executive Director and Assess His or Her Performance

The board should ensure that the executive director's has the moral and professional support he or she needs to further the goals of the organization. The executive director, in partnership with the entire board, should decide upon a periodic evaluation of the executive director's performance.

4. Ensure Effective Organizational Planning

As stewards of an organization, boards must actively participate with the staff in an overall planning process and assist in implementing the plan's goals.

5. Ensure Adequate Resources

One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. The board should work in partnership with the chief executive and development staff, if any, to raise funds from the community.

6. Manage Resources Effectively

The board, in order to remain accountable to its donors, the public, and to safeguard its tax-exempt status, must assist in developing the annual budget and ensuring that proper financial controls are in place.

7. Determine, Monitor, and Strengthen the Organization's Programs and Services

The board's role in this area is to determine which programs are the most consistent with an organization's mission, and to monitor their effectiveness.

8. Enhance the Organization's Public Standing

An organization's primary link to the community, including constituents, the public, and the media, is the board. Clearly articulating the organization's mission, accomplishments, and goals to the public, as well as garnering support from important members of the community, are important elements of a comprehensive public relations strategy.

9. Ensure Legal and Ethical Integrity and Maintain Accountability

The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. Solid personnel policies, grievance procedures, and a clear delegation to the executive director of hiring and managing employees will help ensure proper decorum in this area. The board

must establish pertinent policies, and adhere to provisions of the organization's bylaws and articles of incorporation.

10. Recruit and Orient New Board Members and Assess Board Performance

All boards have a responsibility to articulate and make known their needs in terms of member experience, skills, and many other considerations that define a "balanced" board composition. Boards must also orient new board members to their responsibilities and the organization's history, needs, and challenges. By evaluating its performance in fulfilling its responsibilities, the board can recognize its achievement and reach consensus on which areas need to be improved.

Short list of "do's" and "don'ts" that should be observed at any AEA meeting. DO:

- Develop a meeting agenda and stick to it.
- Keep meeting minutes; maintain agendas and minutes on file for inspection.
- Describe, in writing, purposes and authority of all task groups, work groups, ad hoc or standing committees.
- Consult with the AEA office about any anti-trust questions.
- Protest against any discussion or meeting activities that appear to violate this checklist; disassociate yourself from any such discussion or activities and leave any meeting in which they continue.

DON'T in fact or appearance, discuss or exchange information on:

- Individual prices, price changes, price differentials, discounts, credit terms, etc,
- Individual data on costs, production, capacity, inventory, sales, etc,
- Industry pricing policies or price changes,
- Individual plans concerning the design, production, distribution, or marketing of products or services, including matters relating to actual or potential suppliers or customers that might have the effect of excluding them from any market or, influencing the business conduct of firms towards them.

What are the responsibilities of individual board members?

- Attend all board and committee meetings and functions, such as special events.
- Be informed about the organization's mission, services, policies, and programs.
- Review agenda and supporting materials prior to board and committee meetings.
- Serve on committees or task forces and offer to take on special assignments.
- Inform others about the organization.
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
- Keep up-to-date on developments in the organization's field.
- Follow conflict of interest and confidentiality policies.
- Refrain from making special requests of the staff.
- Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements.

Personal characteristics to consider

- Ability to: listen, analyze, think clearly and creatively, work well with people individually and in a group.
- Willing to: prepare for and attend board and committee meetings, ask questions, take responsibility and follow through on a given assignment, contribute personal and financial resources in a generous way according to circumstances, open doors in the community, evaluate oneself.
- Develop certain skills if you do not already possess them, such as to: cultivate and solicit funds, cultivate and recruit board members and other volunteers, read and understand financial statements, learn more about the program area of the organization.
- Possess: honesty, sensitivity to and tolerance of differing views, a friendly, responsive, and patient approach, community-building skills, personal integrity, a developed sense of values, concern for your nonprofit's development, a sense of humor.

AEA Officer Duties

President

The President shall be the chief executive officer of the Association. He/she shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation, and, subject to the powers of the Board, he or she shall have general supervision, direction and control of the business of the Association. He or she shall serve as Chairman of the Board of Directors and serve as chairman of the Executive Committee. He or she shall preside at all meetings of the Members and Directors if present. Except as the Board shall authorize the execution thereof in some other manner, he or she shall execute bonds, mortgages, and other contracts on behalf of the Association, and shall cause the seal, if any, to be affixed to any instrument requiring it and when so affixed, the seal shall be attested by the signature of the Secretary or an Assistant Secretary.

1. Oversee board and executive committee meetings.
2. Serve as ex-officio member of all committees.
3. Work in partnership with the executive director to make sure board resolutions are carried out.
4. Call Special meetings if necessary.
5. Appoint all committee chairs and with executive director, recommend who will serve on committee.
6. Assist executive director in preparing agenda for board meetings.
7. Assist executive director in conducting new board member orientation.
8. Oversees searches for a new executive director.
9. Coordinate executive director's annual performance evaluation.
10. Work with nominating committee to recruit new board members.
11. Act as an alternate spokesperson for the organization.
12. Periodically consult with Board member on their roles and help assess their performance.

Vice President

The Vice President or Vice Presidents, if more than one, in the order of succession determined by the Board, shall in the absence or disability of the President perform the duties and exercise the powers of the President. Each Vice President shall have such powers and perform such duties as the Board may from time to time prescribe, or as the President may from time to time delegate to him or her.

1. Attend all board meetings.
2. Serve on the executive committee.
3. Carry out special assignments as requested by the board chair.
4. Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence.
5. Participate as a vital part of the board leadership.

Secretary

The Secretary shall see to the proper recording of meetings of the Board, its committees and the Members, and shall record all votes and the minutes of such proceedings to be kept for that purpose. He or she shall give, or cause to be given, notice of all meetings of the Board and the Members and shall perform such other duties as may be prescribed by the Board or the President, under whose supervision he or she shall be.

1. Attend all board meetings.
2. Serve on the executive committee.
3. Maintain all board records and ensure their accuracy and safety.
4. Review Board minutes.
5. Assume responsibilities of the chair in the absence of the board chair, chair –elect, and vice chair.
6. Provide notice of meetings of the board and / or of a committee when such is required.

Treasurer

The Treasurer shall have custody of the Associations funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, he/she shall take proper vouchers for such disbursements, and shall render to the President and the Board, at the regular meetings of the Board or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Association, and shall perform such other duties as the Board may prescribe. At the end of the fiscal year, the Treasurer shall prepare an annual report, which shall reflect an audit, if any. Unless otherwise instructed by the board of directors at the expiration of his or her term of office, the Treasurer shall deliver to his or her successor all books, money and other Association property in his or her charge, or in the absence of a successor, he or she shall deliver such properties to the President. A reasonable time frame to complete the transition shall be determined by the board of directors. The outgoing treasurer, or a board appointee, will act as interim treasurer and oversee the smooth transfer to the new treasurer. Duties of the Treasurer, including the maintaining of corporate sponsorship records, may be specified by the Board, and may be delegated or assigned to an employed staff.

1. Maintain knowledge of the organization and personal commitment to its goals and objectives.
2. Understand financial accounting for non-profit organizations.
3. Serve as financial officer of the organization and as chairperson of the finance committee.
4. Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities.
5. Work with the executive director and the chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis.

6. Assist the executive director or the chief financial officer in preparing the annual budget and presenting the budget to the board for approval.
7. Review the annual audit, if done, and answer board member's questions about the audit.

Parliamentarian

The parliamentarian shall be familiar with the proper procedures for the efficient organization and running order of the association's meetings.

1. Attends all board meetings.
2. Serves on the executive committee.
3. Has a thorough knowledge of the AEA By-Laws and of *Robert's Rules of Order*.
4. Is available for ruling on questions of parliamentary procedure.

EXECUTIVE DIRECTOR DUTIES

Executive Director Duties and Responsibilities will be designated to other AEA Board members when there is not Executive Director assigned.

Receive mail and departmentalize

1. membership records, including depositing checks.
2. general mail, with regard to association, including request for general farming info.
3. general correspondences, from members.
4. accounts payable.

Shipping – will ship research and marketing tools upon receipt of monies owed for such.

Membership

1. Administration.
 - a. update database.
 - b. send renewal notices.
 - c. update renewals.
 - d. send out membership (renewal and new) packets.
2. Newsletter – assist in assembly if data, follow-up to be sure articles are in, work with ET&T.
 - a. send out to “honorary members”.
 - b. be sure it is on the website, members only section in PDF format.

Phone

1. Answer members questions, generally with regard to membership issue.
2. Answer general public questions, “what do you feed this bird?” etc.
3. Press/Media.

Email

1. Answer numerous and various questions from members.
2. Answer numerous questions from the general public, from “where do I buy birds, to what is emu meat, what is emu oil, and where do I purchase”.

Other: items that CANNOT be handled by a Board member

1. Certified Business Member (CBM) Program.
2. AEA Certified Emu Oil Program.

COMMITTEE ASSIGNMENTS

Committees: The President of the Association, with the concurrence of the Board of Directors, shall designate the following standing committees and may designate any other committee that the Board of Directors approves for the Association. The Board of Directors shall strive to make all committees representative of all Regions. Such committees may include persons who are not Directors. Such committees shall have such power and authority and shall perform such functions as may be provided in this manual or by resolution of the Board. The President or designated officer shall appoint a chairperson from the members of the committee. Each committee may fix its own rules of procedure, which shall not be inconsistent with the Bylaws. Each committee shall keep regular minutes of its proceedings and report the same to the Board when requested by the Board. The President shall monitor the standing committees, or other committees, if any, and shall, when necessary, recommend the Board the dissolution or consolidation of such committees. Each member of a committee may be removed, for or without cause, by the affirmative vote of the majority of the entire Board of Directors. The standing committees are as follows:

- A. **Nominating Committee:** The Nominating Committee shall consist of at least three (3) members. No Member of the Nominating Committee is eligible to be nominated for any position.
- B. **Financial / Budget Committee:** The Financial / Budget Committee shall consist of the Treasurer, who shall serve as chairman, and a minimum of two (2) voting class members. The Financial / Budget Committee may perform such other duties in connection with finances, such as investment policies, as the Board may determine from time to time.
- C. **Bylaws / Parliamentary Committee:** The Bylaws / Parliamentary Committee shall consist of at least three (3) voting members; and, shall make recommendations to the Board as to bylaw amendments and other concerns about the bylaws, policies & procedures, state affiliate agreements, state bylaws, ethics or any other matter the Board delegates to such Bylaws / Parliamentary Committee.
- D. **Standards Committee:** The Standards Committee shall consist of at least three (3) voting members; and, shall make recommendations to the Board as to establishing and maintaining standards for the emu industry.
- E. **Research and Grants Committee:** The Research and Grants Committee shall consist of at least three (3) voting members; and, shall make recommendations to the Board as to writing and procuring grants for emu industry research.

Membership Definition

Definition of Membership

This association shall be a federation of members who agree to be bound by prevailing state and federal laws as well as the Bylaws of the American Emu Association (AEA) as adopted or amended.

- A. Both the AEA and its affiliates will jointly and individually maintain and increase their memberships by active promotion among existing members and qualified prospects.
- B. Any member failing to conform to the provisions set forth in the AEA Bylaws or to commonly accepted standards of conduct and against whom such charges are sustained after due and proper hearing before the Board of Directors, may have his membership suspended or revoked along with all rights, privileges and services of Association membership by action of the Board of Directors. In such a case a vote of two-thirds (2/3) of the Board of Directors shall be necessary to sustain the charges.
- C. Any member who has not paid his dues in full by the end of the month in which they are due shall be considered delinquent and the membership suspended along with their rights, privileges and services of Association membership.

Membership Privacy

- A. The association may collect information on members via applications, forms, surveys, telephone interviews and in-person interviews.
- B. Information collected by the association is for the purpose of conducting association business, statutory reporting, statistical analysis, and communicating with members.
- C. Personal information provided by members will be kept confidential and not released to persons or organizations outside the American Emu Association.
- D. Financial transactions of members and the association will be strictly confidential between the member and the Executive Committee. Credit card and checking information of members will not be retained or stored by the association except for the purpose of conducting the business for which it was provided.
- E. Shared Information.
 - 1. State Affiliate. The association will share with the member designated state affiliate, the members name, address, business name, phone number, email address, type of affiliation, and the member identification number assigned by the association.
 - 2. Statutory Requirements.
 - (a) Name and Address of voting members will be on file in the office of the associations registered agent. This is in compliance with Article III Section 3.11 of the By-Laws.

(b) Alphabetical list, to include name, address, and number of votes entitled will be prepared annually in compliance with Article III Section 3.11 of the By-Laws.

3. Member Directories may be prepared as directed or authorized by the Board of Directors. Members may request or direct their information be excluded from general distribution by contacting the Secretary of the association. Non-general distribution directories may be authorized by the Board of Directors for distribution to specific officers or committees to conduct official business of the association.

F. Member privacy will be maintained and required of any member in possession of membership lists or directories. Member information may not be copied or distributed except as directed by the Board of Directors. Member information may only be used for the purpose intended and stipulated at the time of distribution. Mis-use of member information may result in disciplinary action against the party or parties in violation of this policy. Violations of this policy could result in the expulsion of the offender.

ARTICLES OF INCORPORATION

OF THE AMERICAN EMU ASSOCIATION

FILED In the Office of the Secretary of State of Texas

Corporations Section

Article I - Name

The name of the corporation is The American Emu Association.

Article II - Non-Profit

The corporation is a non-profit corporation.

Article III – Duration

The period of its duration is perpetual.

Article IV – Purposes

The purposes for which the non-profit corporation is organized are as follows:

- A. To promote leadership among those individuals, partnerships, and corporations who are engaged in emu raising.
- B. To further educate its members in the agricultural, managerial and marketing areas of emu raising through publications, seminars, meetings and other events.
- C. To promote the improvement and advancement of the emu production industry.
- U. To expand and improve public knowledge and understanding of emu raising and emu products.
- E. To develop and maintain high professional standards of service and conduct among emu raisers.
- F. To monitor and report to the members legislative and regulatory issues which properly fall within the purview of emu raising.

- C. To have and possess all the rights, powers and privileges given to corporations, to sue and be sued, purchase, hold, sell and convey such personal and real property as may be necessary and proper for the purpose of erecting buildings, and for other objects of a corporation such as to receive dues and donations for carrying out the objectives aforesaid.

This non-profit corporation is organized and operated exclusively for the above purposes, and no part of any net earnings shall inure to the benefit of any private member of the association. The corporation shall not carry on a business, trade, avocation or profession for profit, and shall not make or distribute to its members pecuniary gains or profits.

Article V - Initial Address

The street address of the initial registered office of is 1033 La Posada, Suite 220, Austin, Texas 78752. The registered agent at such address is Carter Cook.

Article VI - Board of Directors

The direction and management of the affairs of the corporation and the control and dispositions of its properties and funds shall be vested in a Board of Directors composed of not less than three persons and not to exceed a number as may be fixed by the bylaws. The directors shall continue to serve until their successors are selected in the manner provided in the bylaws of the corporation. The names and residences of the persons who are to serve as directors of the corporation until their successors are duly elected and qualified are as follows:

Phillip Minnaar
Groveton, Texas

Steve Conway
Folsom, Louisiana

Nick Stroud
Miami, Florida

Joe Garvey
Olney, Texas

Duncan Cartwright
Montgomery, Texas

Al Jodoin
Whitney, Texas

Lewis Flora
LaGrange, Texas

Ronnie Barker
Corsicana, Texas

Wanda Pack
Cedar Crk , Texas

Jody Lewis
Richland Springs, Texas

Ardell Nelson
Vanderpool, Texas

Article VII - Incorporator

The name and address of the incorporator is:
Carter Cook, 1033 La Posada, Suite 220, Austin, Texas 78752.

Article VIII – Members

The corporation shall have members. The membership of the corporation shall be determined as provided in the bylaws, and such bylaws shall define the voting rights,

powers and privileges of the members.

Article IX - Bylaws

The initial bylaws of the corporation have been adopted by its Board of Directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the members.

Article X - Powers

The corporation shall have all the powers, not contrary to the statutes of the State of Texas or other applicable law, which are incident to or necessary to carry out the purpose for which it is formed.

Carter Cook incorporator

The American Emu Association (AEA) and Federal Antitrust Law

Congress has a long history of advocacy for laws that support free enterprise, open markets and unrestricted competition. These concepts are reflected in a number of federal statutes that address economic freedom and individual opportunity in the marketplace.

For example, it is against the law for a group representing a trade or industry to set standard prices or divide up customers arbitrarily among themselves. Groups cannot exclude people from being suppliers or customers of the industry. An industry cannot band together to limit production.

The Federal Trade Commission (FTC) is empowered to oversee many of those regulations, some of which can have a direct impact on the way the AEA and other trade associations conduct their business. Penalties for violation are severe. Conviction can result in mandatory jail terms for association members or staff.

The AEA maintains a positive program for compliance with FTC regulations which must be observed at any and all social or business meetings and activities of the association. These procedures include limiting meeting discussions to topics published on an agenda; maintaining agendas and minutes of all association business in the headquarters office available for review; and providing full descriptions of the responsibilities and authority of all committees, task forces or other work groups.

Additionally, as a part of the representation of the association, neither the staff nor members of AEA may discuss or exchange information on individual prices, price changes, discounts, markups, or credit terms. Discussion of individual data on production costs, sales, or amount of stock in inventory is also taboo.

There must be no discussion in appearance or fact of industry pricing policies or price changes. Neither individuals nor the industry should discuss dividing up territories or customers. It is prohibited to consider matters relating to actual or potential individual suppliers or customers that might have the effect of excluding them from any market or influencing the business conduct of others toward them.

AEA members or staff have the responsibility to protest against any discussion or meeting activities which appear to violate these requirements; to disassociate from such discussion or activities and to leave any meeting in which they continue.

Members are urged to consult with the headquarters office of the AEA about all antitrust questions relating to AEA-sponsored meetings.

In summary, the following short list of do's and don'ts should be observed at any AEA meeting.

DO: *Develop a meeting agenda and stick to it;
*Keep meeting minutes; maintain agendas and minutes on file for inspection;
*Describe, in writing, purposes and authority of all task groups, work groups, ad hoc or standing committees;
*Consult with the **AEA** office about any antitrust questions;
*Protest against any discussion or meeting activities, which appear to violate this checklist; disassociate yourself from any such discussion or activities and leave any meeting in which they continue.

DON'T, in fact or appearance, discuss or exchange information on:
*Individual prices, price changes, price differentials, discounts, credit terms, etc.;
*Individual data on costs, production, capacity, inventory, sales, etc.;
*Industry pricing policies or price changes;
*Individual plans concerning the design, production, distribution, or marketing of products or services, including proposed territories or customers;
*Matters relating to actual or potential suppliers or customers that might have the effect of excluding them from any market or influencing the business conduct of firms toward them.

AFFILIATION AGREEMENT

THIS AGREEMENT, made this () day of (month), (year) is entered into by and between The American Emu Association, a Texas non-profit corporation (“AEA”), and the “(state) Emu Association”, a non-profit corporation (“CHAPTER”) WHEREAS, AEA and CHAPTER wish to cooperate to promote the common business interests of individuals who support the objectives and purposes of AEA;

WHEREAS, CHAPTER wishes for AEA to provide certain assistance to CHAPTER in connection with chapter administration, educational programs, industry information, marketing materials, and membership data (the “Services”); and

WHEREAS, AEA is a national organization that is capable of providing such assistance to CHAPTER and coordinating CHAPTER’s provision of such services with similar services provided by other chapters that are also affiliated with AEA;

NOW, THEREFORE, in consideration of the mutual promises and agreements hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by AEA and CHAPTER the parties hereby agree to the following:

1. During the term of this Agreement, AEA agrees to:
 - (a) Provide the Services, and provide CHAPTER with such funds as are approved by the Board of Directors of AEA to aid in the development of CHAPTER’s activities
2. During the term of this Agreement and at CHAPTER’s own expense, CHAPTER agrees to:
 - (a) Membership. Maintain, at all times during the term of this Agreement, 100% of its voting members as dues paying voting members of AEA. The parties hereby agree that a minimum of 20 members is required to form a chapter. A certain percentage, as determined from time to time by the Board of Directors of AEA, of the membership dues collected by the AEA shall be delivered in a timely manner to the CHAPTER.
 - (b) Governing Documents. Adopt and maintain, subject to applicable state law requirements, articles of incorporation and bylaws and not less than 45 days before the date proposed for their adoption, to submit in writing all proposed alterations, amendments, and repeals of such documents to the Board of Directors of AEA for its review and approval. CHAPTER agrees not to adopt any alterations or amendments, or approve any repeal, that has not been approved by the Board of Directors of AEA.
 - (c) Operations. Operate in conformity with its articles of incorporation and bylaws

- adopted and maintained in accordance with Section 2 (b) therein, and remain in existence and in good standing under the laws under which it is incorporated.
- (d) Purposes and Activities. Be organized and operated at all times primarily to promote the common business interests of its members within the meaning of Section 501 C (5) of the Internal Revenue Code of 1986, as amended (the “Code”). CHAPTER shall not engage in any unrelated business activity ordinarily carried on for profit, unless approved in advance and in writing by the Board of Directors of AEA.
 - (e) Group Tax Exemption. Authorize AEA to include CHAPTER in AEA’s group exemption (“Group Exemption”) under Section 501 C (5) of the Code.
 - (f) Federal and State Laws. Be organized and operated at all times in conformity with all applicable federal, state, and local laws, regulations, and ordinances.
 - (g) Reporting. Promptly upon request, provide AEA with copies of its articles of incorporation, bylaws, policy statements, annual state corporate report, Form 990 (if any), any information that AEA needs to obtain from CHAPTER in order for AEA to protect the Group Exemption and other documents, of CHAPTER that may be requested from time to time by AEA. CHAPTER shall prepare and file all reports, including Form 990 (if any), as required by federal, state, and local laws, regulations, and ordinances. On September 1 of each year, CHAPTER shall provide AEA with a complete membership list of CHAPTER.
 - (h) Program Evaluation. Cooperate and participate with AEA in an annual evaluation of CHAPTER’s activities.
 - (i) Committee Work. Provide personnel and technical assistance to AEA committees.
 - (j) National Cooperation. Cooperate with AEA and its other chapters in providing regional and national services.
 - (k) AEA Governing Documents. Abide by the Articles of Incorporation, the Bylaws, and the policies and procedures of AEA, and any and all alterations and amendments thereto.
3. License:
- (a) In General. AEA licenses CHAPTER, on a non-exclusive basis, to use its name, and any and all trademarks or service marks AEA now or hereafter owns, during the term of this Agreement, in connection with CHAPTER’s provision of the Services. CHAPTER shall not assign or sublicense the aforementioned license rights without the prior written consent of AEA. In order to protect the goodwill of AEA, AEA shall be provided, prior to any uses of the AEA names and marks, the right and opportunity to review and approve in writing all such uses, but will not unreasonably withhold its approval.
 - (b) Acknowledgment. CHAPTER acknowledges that AEA is the lawful owner of the name, American Emu Association, and of the acronym “AEA” and all other AEA trademarks and service marks used in its business, and” CHAPTER agrees that it will take no action inconsistent with AEA’s ownership of its name and marks.
4. Political and Legislative Activities. During the term of this Agreement, CHAPTER shall not engage in any political activities including, without limitation, participating or

intervening in a political campaign on behalf of any candidate for public office or in connection with any attempt to influence the general public or segments thereof with respect to political activities. During the term of this Agreement, CHAPTER shall not engage in any activity in connection with an attempt to influence the general public or segments thereof with respect to legislative matters, elections, or referendums, and, without the prior written approval of the Board of Directors of AEA, CHAPTER shall not engage in any activity connected with direct attempts to influence legislation.

5. Agency. AEA and CHAPTER hereby agree that this Agreement is not intended to create an agency relationship of any kind between the parties, and neither party will contract any obligations in the name of the other, or use the other's credit in conducting any activities. Except for the agreements contained herein, CHAPTER is understood to be a freestanding and independent entity responsible for its own governance, actions, and legal status.
6. Indemnification. CHAPTER hereby agrees to defend, indemnify, and hold harmless AEA, and AEA's current and former directors, officers, members, employees, agents, and representatives (collectively, "Indemnitees") from and against any and all claims, demands, losses, damages, liabilities, judgments, or settlements, including reasonable attorney's fees, costs, and other expenses, imposed on, incurred by, or asserted against such Indemnitees as a result of any activities conducted by CHAPTER pursuant to this Agreement or otherwise. The rights and responsibilities established in this Section shall survive indefinitely the termination of this Agreement.
7. Term. The term of this Agreement shall begin on the date first written above and shall continue until terminated pursuant to Section 8 herein.
8. Termination.
 - (a) In General. Either AEA or CHAPTER may terminate this Agreement upon 30 days' written notice to the other party.
 - (b) For Cause. Either AEA or CHAPTER may terminate this Agreement immediately upon written notice to the other in the event of the other's insolvency, fraud, willful misconduct, or material breach of this Agreement. In lieu of AEA terminating this Agreement in accordance with the immediately preceding sentence, AEA, in its sole discretion, may place CHAPTER on probation for up to 90 days, on terms acceptable to AEA in its sole discretion, while CHAPTER attempts to rectify the reason for which it was placed on probation.
 - (c) Effect. Immediately upon termination of this Agreement, (i) AEA shall have no further liability under the terms of this Agreement, (ii) CHAPTER shall cease all use of AEA's names and marks, (iii) CHAPTER shall return to AEA all materials containing AEA's names or marks, and (iv) CHAPTER's inclusion in the Group Exemption will terminate and CHAPTER will then need to obtain its own exemption certificate from the Internal Revenue Service.
 - (d) Dissolution. Upon dissolution of CHAPTER, unless applicable federal or state law mandates otherwise, all CHAPTER funds remaining shall be distributed to AEA and/or to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations agreed upon by the Board of Directors of CHAPTER and the Board of Directors of AEA.

9. Mediation and Arbitration of Disputes. The parties hereby agree that all disputes arising under this Agreement shall be resolved exclusively by mediation or by arbitration under the commercial rules of the American Arbitration Association. Unless otherwise agreed, the remediation and/or arbitration shall take place in Dallas, Texas. The arbitrator's decision shall be final and binding on all parties.
10. Waiver. Either party's waiver of, or failure to exercise, any right provided for in this Agreement shall not be deemed a waiver of any further or future right under this Agreement.
11. Notices. Any notices, consents, demands, requests, approvals, and other communications to be given under this Agreement by any party to the other shall be deemed to have been duly given if given in writing and personally delivered, sent by courier, sent by telegram or telecopy, or sent by mail, registered or certified, postage prepaid with return receipt requested, at the address specified beside each party's signature at the end of this Agreement. Notices delivered personally or by courier, telegram, or telecopy shall be deemed communicated as of actual receipt; mailed notices shall be deemed communicated as of 10:00 a.m. on the third business day after mailing. Any party may change its address for notice hereunder by giving notice of such change in the manner provided in this Section.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first written above.

THE AMERICAN EMU ASSOCIATION
510 West Madison St
Ottawa, IL 61350
541-332-0675
president@aea-emu.org

By: _____
President AEA
Signed _____
President AEA

By _____
Chapter President

Address Chapter President
Signed _____
Chapter President

mail to AEA address above

SAMPLE LETTER-
Sample Request to include in Group Exemption

Board of Directors American Emu Association
510 W. Madison St., Ottawa, IL 61350

Dear Sirs:

The _____ (the chapter) desires to be included in the group exemption under Internal Revenue Service Code Section 501(c)(5). In return for such inclusion, the chapter agrees to provide such information as required by the association in order to comply with applicable regulations.

The chapter certifies that it is eligible to qualify under Section 501(c)(5), and that the accounting period of the chapter is June 1 through May 31 each year.

Sincerely,

President

BYLAWS OF THE AMERICAN EMU ASSOCIATION

The Bylaws of the American Emu Association are detailed in a separate document. Please refer to the latest version.

Sample Affiliate ByLaws

BYLAWS OF THE _____ EMU ASSOCIATION

ARTICLE I The Association

Section 1.1 Name

The name of this association shall be _____ Emu Association (the "Association"), incorporated independently as an IRS 501 (c) (6) trade association and as a non-profit entity under state laws.

Section 1.2 Liability

The liability for debts of the Association shall be limited to property of the Association.

Section 1.3 Powers

Without limiting the generality of any other provisions of the current AEA Bylaws, the Association, acting by and through its Board of Directors (the "Board") is authorized to do all acts permitted by the (state) _____ Non- Profit Corporation Act. However, the Association, except to an insubstantial degree, shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the Association.

ARTICLE II Objectives and Purposes

Section 2.1 Objectives and Purposes

The objectives and purposes of the Association are:

- A. To encourage and promote the production, marketing, sales, and commercial use of the emu and emu products.
- B. To promote and encourage high standards, conduct and ethics by means of study, discussion and education regarding the emu industry.
- C. To initiate and foster research and distribution of knowledge of the emu industry among the Association's membership and the general public and to broaden public understanding of the emu industry.
- D. To initiate, foster, promote, maintain, and encourage the civic, social, and economic

welfare of the emu industry and to support a system of free and competitive enterprise and individual acceptance of responsibility.

- E. To cooperate with federal, state, local, and international government authorities for the good of the community and the emu industry.
- F. To encourage laws, regulations, and programs agreeable to developing a viable emu industry within the lawful regulation of state and federal statutes and guidelines.
- G. To acquire, preserve, and disseminate data and available information relative to the functions and accomplishments of the Association and its members.
- H. To cooperate with state, regional, and international associations with common interests in the welfare of emu, ratites, and the industry in general.
- I. To undertake such other functions consistent with the current AEA Bylaws that will advance the interests of the Association's members.
- J. To cooperate with educational institutions and non-profit organizations concerned with related ratite matters of interest to the emu industry.
- K. To promote the common business interests of the members of the Association and the emu industry.

ARTICLE III Business Office

Section 3.1 Principal Office

The Board of Directors may choose at any time to designate by resolution a place, which will serve as the principle office of this Association.

ARTICLE IV Membership

Section 4.1 Definition of Membership

This association shall be a federation of members who agree to be bound by prevailing state and federal laws as well as the Bylaws of this Association and those of the American Emu Association (AEA) as adopted or amended.

Section 4.2 Classes of Membership

- A. A Voting Member shall be entitled to one (1) vote per Membership provided dues are current and the Member meets established criteria and qualifications required by the Board and the current AEA Bylaws. Benefits of Membership, qualifications, and dues rates shall be determined by the Board of Directors and evaluated at least annually. The following are types of voting members:
 - 1. A General Member is a person, family, partnership, corporation, or other legal entity who is active in raising, producing and/or selling the emu or emu

products. Each General Member that is a family, partnership, corporation, or other legal entity shall designate its choice of a voting representative on its original membership application and shall give written notification to the Association of any change of the designated voting representative.

2. Lifetime Membership and Certified Business Member Program are AEA voting membership classifications that do not include membership in a state affiliate.
- B. The Board of Directors may from time to time establish other classes of membership, provided that the additional classes of membership shall not be entitled to a vote or to hold an office of the Association.

Section 4.3 Membership Procedure

- A. To establish membership in this Association, a completed membership application indicating the correct membership category shall be submitted to the Association. The application shall be accompanied by full dues payment fitting the appropriate category.
- B. The application will be processed in the manner and following such procedures as established by the Board of Directors.

Section 4.4 Revocation of Membership

- A. Any member failing to conform to the provisions of the current AEA Bylaws or to commonly accepted standards of conduct and against whom such charges are sustained after due and proper hearing before the Board of Directors, may have his membership suspended or revoked by action of the Board of Directors. In such a case a vote of two-thirds (2/3) of the Board of Directors shall be necessary to sustain the charges.
- B. Any member who has not paid his dues in full by the end of the month in which they are due shall be considered delinquent and the membership suspended along with the rights, privileges and services of Association membership.

Section 4.5 Dues

- A. The Board of Directors shall establish the amount of dues for each category of membership.
- B. Membership is for one (1) year and begins on the first day of the month following receipt of the application and associated fees.
- C. Dues are payable in full, one year in advance of the membership and annually thereafter. No dues shall be refunded to any member whose membership is suspended, revoked, or terminated for any reason.
- D. Participants in the Lifetime Membership or Certified Business Member Program of the AEA will pay AEA fees directly to the AEA and state Association membership fees directly to the State Association.

Section 4.6 Meetings

- A. Meetings of the members of the Association shall be held at such place and at such times as specified by resolution of the Board of Directors.
- B. Special meetings of the members may be called at anytime by the Board and a special meeting shall be called by the President within 30 days after the Association receives written request from twenty percent (20%) of the voting members. Each special meeting shall be held at such time and place as specified by the Board of Directors. The notice of each special meeting shall state the day, hour and place of the meeting and shall describe the business to be transacted at the meeting, and no other business may be considered at such meeting.

Section 4.7 Quorum

At all meetings of the Members, the presence of members holding one tenth (1/10th) of the votes entitled to be cast, represented either in person or by proxy, shall be a quorum for the transaction of business, and the act of the majority of the Members present at any meeting at which there is a quorum shall be the act of the Membership, except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or by the current AEA Bylaws.

Section 4.8 Notice of Meetings of Members

Except as otherwise provided by statute, written or printed notice stating the place, day and hour of any meeting of the members, and the purpose or purposes for which the meeting is called, shall be sent not less than 15 days before the date of the meeting. The printed notice may be delivered by or at the direction of the Secretary, either personally or by mail to each member of record entitled to vote at such meeting.

ARTICLE V

Board of Directors

Section 5.1 Duties and Powers

The Board of directors shall conduct the business and affairs of the Association. The board of directors may exercise all such power of the Association and do all such lawful acts and things as are not prohibited by statute, by the Articles of Incorporation, or by the current AEA Bylaws.

Section 5.2 Number of Directors and Terms of Office

- A. The Board of Directors shall consist of the officers: President, Vice-President, Secretary, Treasurer, (or Secretary/Treasurer if those offices have been combined by the Board), and Directors.
- B. The officers shall serve _____ year terms. The Directors shall serve staggered _____

year terms of office.

- C. No Director shall serve more than _____ consecutive full terms without a minimum one (1) year lapse between terms. Completing an unexpired term does not count against this limitation.
- D. The number of directors may be increased or decreased by the Board, but in no case shall the number of directors be less than _____. No decrease in the number of directors shall shorten the term of any incumbent director.

Section 5.3 Meetings of the Board of Directors

- A. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may prescribe. Special meetings of the Board may be called by the President, or at the request made to the President by five (5) Board Members. Notice of special meetings shall be delivered to each member of the Board, not less than seventy-two (72) hours before the meeting is held.
- B. The Board of Directors shall meet a minimum of _____ times annually.
- C. Directors or members of any committee designated by the Board may participate in and hold a meeting by means of conference telephone, or similar communications equipment by which all persons participating in the meeting can communicate with each other.

Section 5.4 Voting

- A. At all meetings of the Board, the presence of a majority of the directors then in office shall be a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or by the current AEA Bylaws.
- B. Voting rights of a board member shall not be delegated to another, nor exercised by proxy.
- C. Any action required or permitted to be taken at a meeting of the Board or any committee designated by the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members of the Board or committee, as the case may be, and such unanimous consent shall have the same force and effect as a unanimous vote at a meeting.
- D. Action taken by the Board through a mail ballot, conference telephone call or similar communications network shall constitute valid action, provided a majority of the Board of Directors participate and indicate themselves in agreement and further provided that a report of such action is made at the next regularly scheduled meeting of the Board.

Section 5.5 Absence

Any director who shall have been absent from two (2) meetings of the Board during a single administrative year shall automatically vacate the seat held on the Board and the

vacancy shall be filled as provided in the current AEA Bylaws. However, the Board shall consider each absence of a director as a separate circumstance and may expressly excuse the absence if significant mitigating circumstances exist. Excuse of the absence shall require an affirmative vote of a majority of the whole Board.

Section 5.6 Vacancies

- A. Whenever in their judgment the best interest of the Association will be served thereby, any director may be removed by the affirmative vote of a majority of the voting members or by the affirmative vote of two-thirds (2/3) of the whole Board of Directors.
- B. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the voting members. Any other vacancy on the Board of Directors may be filled by a vote of the remaining Directors and Officers. A Director or Officer elected to fill a vacancy shall hold office for the unexpired term.

Section 5.7 Indemnification

To the extent permitted by law, the Association shall indemnify any one or more of its Directors, Representatives, Officers, or employees of the Association against the liabilities and expenses actually and necessarily incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, any appeal in such an action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding, in which one or more of them was, is, or is threatened to be made a defendant or respondent by reason of his or her holding office as a Director, Officer, Representative or being an employee. If, upon a majority vote of the Directors not involved in the proceedings, it is determined that the Director, Officer, Representative or employee

- (i) conducted himself in good faith,
- (ii) reasonably believed, in the case of conduct in his or her official capacity, that his or her conduct was in the Association's best interest,
- (iii) reasonably believed, in all other cases, that his or her conduct was at least not opposed to the Association's best interest, and
- (iv) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful;

provided however that indemnification may not be given with respect to matters in which any such individual shall be adjudged liable to the Association, or on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from action taken in his or her official capacity.

Section 5.8 Compensation

No compensation shall be paid to any Director or Committee Member for the performance of his or her duties as a Director or Committee Member. A Director or Committee Member may, with prior approval of the Board, be reimbursed for out-of-pocket expenses incurred on behalf

of the Association if supported by invoice.

Section 5.9 Election of Directors

- A. The annual election of Directors and Officers shall be held in the manner and at the time designated by the Board of Directors to insure timeliness and efficient and effective operation of the Association.
- B. Only voting members of the Association, in good standing, who are actively involved in the development of the emu industry, shall be eligible for nomination and election as an officer or Director.
- C. No more than one person may serve as a member of the Board from any one immediate family (i.e., spouse, children, parents, and siblings), partnership, corporation, or other legal entity. A two-thirds (2/3) majority vote in the affirmative by the entire Board of Directors may bypass this rule when the Board deems it necessary.
- D. In the election of Directors and Officers, members holding one tenth (1/10th) of the votes entitled to be cast must cast a ballot to constitute a quorum.
- E. Officers and Directors shall be elected by secret ballot. Those candidates receiving a plurality of the vote cast will be elected to office.

Section 5.13 Committees

- A. The Board may designate an Executive committee, which shall consist of the Officers of the Association. The Executive committee may act in place and stead of the Board between Board meetings on urgent matters, except those specifically reserved to the Board by the Bylaws. The President, or in his absence, the Vice- President shall have the power to call a meeting of the executive committee. The executive committee shall report all actions taken to the Board of Directors at their next meeting following any such action.
- B. The President, with the concurrence of the Board, may appoint committees or task forces, as shall be required from time to time for the efficient and effective operations of the Association. Such committees and task forces will report recommendations through the President to the Board for action.

ARTICLE VI Officers

Section 6.1 In General

The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The Board may also elect other officers and agents as it shall deem necessary. The offices of Secretary and Treasurer may be combined and held by one person as Secretary / Treasurer if the Board deems it necessary for efficient and effective operation of the Association. No other two offices may be held by the same person concurrently.

Section 6.2 Term of Office

Each officer of the Association shall hold office for a term of _____ year or until his or her successor is duly elected and qualified. No elected officer having served _____ full consecutive terms shall be eligible for reelection to the same office until at least one (1) year shall have elapsed since holding such office.

Section 6.3 President

The President shall be the chief executive officer of the Association and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation, and, subject to the powers of the Board, he or she shall have general supervision, direction and control of the business of the Association. He or she shall serve as Chairman of the Board. He or she, when present, shall preside at all meetings of the members and the directors. Except as the Board shall authorize the execution thereof in some other manner, he or she shall execute bonds, mortgages, and other contracts on behalf of the Association, and shall cause the seal, if any, to be affixed to any instrument requiring it and when so affixed, the seal shall be attested by the signature of the Secretary.

Section 6.4 Vice President

The Vice President, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall have such powers and perform such duties as the Board may from time to time prescribe, or as the President may from time to time delegate to him or her.

Section 6.5 Secretary

The Secretary shall see to the proper recording of meetings of the Board, its committees and the members and shall record all votes and the minutes of such proceedings in a book to be kept for that purpose. He or she shall give, or cause to be given, notice of all meetings of the Board and the members and shall perform such other duties as may be prescribed by the Board or the President, under whose supervision he or she shall be. He or she shall keep in safe custody the seal of the Association, if any, and, when authorized by the Board, affix the same to any instrument requiring it. The Secretary shall maintain an accurate record of the membership of the Association, unless this duty has been assigned to someone else by the Board of Directors.

Section 6.6 Treasurer

The Treasurer shall have custody of the Association's funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Association. He/she shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements. He/she shall render to the President and the Board, at the regular meetings of the Board or

whenever they may require it, an account of all of his or her transactions as Treasurer and of the financial condition of the Association. The Treasurer shall maintain an accounting of memberships paid. Frequent and timely written reports of that accounting will be given to the Secretary or person designated to maintain the Membership Record. The Treasurer shall perform such other duties as the Board may prescribe. At the expiration of his or her term of office, the Treasurer shall deliver to his or her successor all books, money, and other Association property in his or her charge, or in the absence of a successor, he or she shall deliver such properties to the President.

Section 6.7 Bonding

Each officer required by the Board to do so shall give the Association a bond in such form, in such sum, and with such surety or sureties, as shall be satisfactory to the Board, for the faithful performance of the duties of his or her office and for the restoration to the association, in case of his or her death, resignation, retirement, or removal from office, all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control belonging to the Association.

ARTICLE VII National Affiliation

Section 7.1 General

In recognition of the benefits of national fellowship and cooperation available to this Association and its members through participation in the American Emu Association, it is hereby declared a policy of this association to exercise the privileges and benefits of affiliation with the American Emu Association and to discharge promptly all lawful obligations to that organization.

Section 7.2 Status as an Affiliate

According to the Affiliation Agreement, AEA agrees to provide certain assistance to the Association and the Association agrees to meet certain obligations. However, other than the specific topic areas discussed in the Affiliation Agreement, it is understood that the Association is a free standing, independent entity responsible for its own governance, actions, and legal status.

Section 7.3 Minimum Requirements

During the term of the Affiliation Agreement, the Association shall, among other things: comply with the terms of the Affiliation Agreement; cause 100% of its members to be dues paying, voting members of AEA; provide AEA, on September 1 of each year, a complete membership list of the Association; and adhere to the Bylaws, the Articles of Incorporation, and the policies and procedures of AEA, and any and all alterations and amendments thereto.

ARTICLE VIII General Provisions

Section 8.1 Disputes Between Members

The Association shall not intervene, mediate, or otherwise attempt to resolve disputes between its members.

Section 8.2 Dissolution

The Association will use its funds only to accomplish the objectives and purposes specified in the current AEA Bylaws and the Articles of Incorporation, and no part of said funds shall inure, or be distributed, to the members of the Association. Upon dissolution of the Association, unless applicable federal or state law mandates otherwise, all of the Association's funds remaining shall be distributed to AEA and/or to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations agreed upon by the Board and the Board of Directors of AEA.

ARTICLE IX Amendments

Section 9.1 Proposal

Amendments to or repeal of the current AEA Bylaws may be proposed by the board on its own initiative or upon petition by at least ten percent (10%) of the voting members. The Board shall present all such proposals to the voting Members with or without endorsement. Proposed amendments to the current AEA ByLaws shall be published at least sixty (60) days prior to voting in a publication of the Association, including, but not limited to the Association's newsletter.

Section 9.2 Approval

Amendments to or a repeal of the current AEA ByLaws must be approved by a majority affirmative vote of the Members attending a meeting at which a quorum is present.

Section 9.3 Condition

Notwithstanding any other provision in the current AEA Bylaws and as long as the Affiliation Agreement is in effect, for any alteration, amendment, or repeal of the current AEA Bylaws to be effective, such alteration, amendment, or repeal must be approved by the Board of Directors of AEA.

CERTIFICATION

The undersigned, being the Secretary of THE _____ EMU ASSOCIATION,
hereby certifies that the forgoing is a true, correct, and complete copy of the Bylaws of THE
_____ EMU ASSOCIATION, as adopted on the _____ day of
_____, 20_____.

_____, Secretary

AMERICAN EMU ASSOCIATION

CHAPTER OPERATIONS GUIDELINES

EXECUTIVE OFFICERS

No individual chapter members are in a better position to promote real progress or have a more devastating effect than the president, president-elect, vice president and secretary/treasurer of the chapter. The following description of the responsibilities for these four major elective offices is intended to provide helpful guidelines to help the leaders and group achieve their organizational objectives.

I. President

Without question, the position of chapter president is of the greatest importance. It is the president who is charged with oversight of all chapter activities. He should be a leader, strong and resourceful; he must also be a good listener; one who can meld divergent points of view into common action for the good of the chapter and the industry.

At the beginning of his term, the president must analyze the effectiveness of the chapter's committee structure and overall chapter operations. He should call a meeting of the board, review chapter financials, and make his appointments for committee chairmen, as needed. Early on, he should meet with those chairmen to discuss their respective duties and programs, set objectives for the year and advise them that they should be prepared to provide progress reports at each meeting.

These suggestions have proven useful:

*Delegate responsibility to others, do not try to do everything yourself. When the president has seen to it that every officer is aware of his own responsibilities and duties, the use of that officer's abilities will make the year's administration smoother and more productive.

*At board meetings, discussion should be limited to the matters at hand- and to facts, not suppositions. If facts are thoroughly known, proper decisions can be reached and postponements will be infrequent.

*Do not hesitate to try a new method or approach...but avoid changing things just because the authority to do so is there.

The chapter president's most visible duty is that of conducting meetings of the members and Board of Director meetings. The president should carefully draft a working agenda, with timings for each item if possible and send it, along with any supporting documents, to the board the board members well in advance of their meeting. Preparing a working agenda will

help insure that time is effectively used. Members appreciate a president who conducts a tightly run meeting. A sample board meeting agenda format is included in this material.

Following is a checklist that may assist chapter presidents and committee chairmen to achieve meeting objectives:

- * Start on time. Use an agenda with time limits on each item.
- * Be a good host. Make sure everyone is introduced and acquainted. Begin with a clear statement of the objectives of the meeting.
- * Review the facts. Take time to lay the groundwork before getting to specific suggestions on each agenda item.
- * Encourage participation. To initiate discussion, direct a challenging question to a member or the group.
- * Remember that members of the group are well informed in certain areas and not in others. Some of their thinking may be based on opinions and not on available facts. Evaluate their statements on the basis of the individual's background and experience.
- * Keep the meeting moving.
- * Keep members on the subject.
- * Summarize major points during the course of a meeting. This will facilitate orderly progress through the discussion.
- * Pay attention to factors, which may be affecting relations between members. Talk to the group as a whole. Avoid a prolonged speech directed to one person. Search for reactions to what you are saying.
- * When someone else is talking, listen and indicate your reactions. A member needs the recognition you can give by an honest reaction, either positive or negative.
- * If there is a lack of interest, consider a brief recess.
- * Solicit opinions and experiences, especially when disagreements occur.
- * If you sense trouble, break off the discussion or argument and revert to work on the facts and direct experiences. Assign a thorny issue to an advisory or study committee that will report at the next meeting.
- * If you are losing the participant's attention, direct a question or step up the meeting.
- * Try to draw out silent members. Direct an easy question to those members or ask for an opinion on a relatively easy matter.

* If there is domination by one or more members, ask for their cooperation or give them a special assignment.

* Adjourn on time.

II. President-elect

The president-elect has three primary duties: to act on behalf of the president in his absence, to serve as the representative to the Affiliated Association Council and to act as chairman of the Membership Committee.

Automatic succession to the presidency by the president-elect is a highly respected organizational practice. The American Emu Association not only recommends it, but practices it as well. The one year of “assistanceship” provides an excellent training period to prepare the president-elect to step into the chief executive’s role with confidence.

The Affiliated Association Council, made up of representatives of each chapter, provides a direct method of speaking out for the needs and concerns of affiliated groups to the national Board of Directors and to the membership in general. This group customarily meets during the Annual Conference.

There is just no more important task for a voluntary organization than preserving and recruiting an active base of members. Membership development and maintenance programs should be carefully planned and carried through. The chapter’s Membership Committee is a perfect vehicle for the president-elect to learn more about what it takes to make a chapter organization viable.

III. Vice President

The vice president also shares some of the general oversight responsibilities of the president of the chapter in his role of preparing a quarterly report to the American Emu Association about the progress of all chapter operations, including but not limited to, membership recruitment and retention, publicity, meeting activities, regulatory or legislative concerns and marketing.

Along the same line, it would be in keeping to assign the vice president a leader’s role in a major chapter program for the year, such as an educational conference or a broad public relations program.

IV. Secretary/Treasurer

The chapter secretary/treasurer has many duties. When properly carried out, his work has a profound effect on the success of the chapter.

Chapter records, reports, membership lists and meeting minutes are all a part of the responsibility of this job. It is particularly important that the secretary/treasurer be completely familiar with both the chapter bylaws and those of the national organization.

This officer is also responsible for gathering and disbursing chapter funds. The secretary/treasurer must be prepared to render an accounting of monies so that the chapter knows exactly where it stands financially.

Specific duties of the secretary/treasurer usually include:

- * **Record maintenance:** for chapter continuity, it is necessary that complete records be kept on such activities as regular meeting data, educational sessions, social programs and other chapter business. A permanent and continuing file should be maintained on all such reports.
- * **Keeping minutes:** the secretary/treasurer is responsible for keeping the minutes of board meetings and executive committee meetings. These minutes should clearly describe the matters discussed, decisions reached and any other business conducted. Copies of the minutes should be prepared and distributed promptly to those involved.
- * **Chapter correspondent:** the duty of writing official correspondence on behalf of the chapter is a critically important duty, since only by accurate and prompt written communication will chapter members be made aware of meetings and decisions.
- * **Maintaining membership records:** every effort should be made to keep chapter membership records current at all times and to pass along information to the national organization information about address and representative changes. Renewal status reports, rosters and the like issued by the headquarters should be checked to insure that members carried on the chapter roster remain in good standing.
- * **Financial items:** receiving and depositing all funds paid into the chapter; disbursing funds as authorized; preparing financial reports annually or as needed.

For everyone's protection, chapter checks should be cosigned. The board usually designates signatories, one of whom should be the secretary/treasurer.

The chapter budget is the secretary/treasurer's primary financial document. He should assist in its development, being ever mindful that it must be realistic to be of any value, and should insist that its guidelines are closely followed throughout the year. Regardless of the allowances that appear in the budget, the secretary/treasurer should not disburse funds or pay bills without the express authorization of the appropriate project or committee chairman or Board of Directors.

As protection for both the officer and the chapter, it is recommended that the secretary/treasurer be bonded. A surety bond can be obtained if desired from local insurance representatives.

A year-end audit of chapter financial operations is good business practice. If feasible, an accurate audit and analysis can be obtained through the services of a certified public accountant. If it is not practical to employ an outside expert to review chapter financials, an audit committee from the chapter may be appointed to review books and balances.

SAMPLE AGENDA FOR A BOARD MEETING

_____ Emu Association Board of Directors Meeting

Date _____

Address _____

City, State _____

Agenda

- I. Call to Order.
- II. Roll Call (to establish a quorum).
- III. Minutes of Previous Meeting.
- IV. Financial Reports.
- V. Officer and Committee Reports
(Be sure to invite committee chairmen who are not board members, but whose activities need board attention and action.).
- VI. Unfinished Business.
- VII. New Business.
- VIII. Announcements.
- IX. Adjournment.

It is good business practice to provide an agenda in advance for everyone expected to attend, along with any needed explanatory or backup materials. The board will be able to accomplish much more in a given period of time if they know what to expect and are kept on task (and on subject) by a skilled presiding officer. It can be helpful if definite time limits for a given subject are set and abided by, especially if the agenda is extensive.

ANTITRUST COMPLIANCE GUIDELINES

Federal and state antitrust laws are intended to insure free and open competition to the maximum extent possible. These laws prohibit most business behavior that can unreasonably restrain competition. Associations are subject to the same restrictions.

Violation of federal antitrust laws is a felony subject to very large fines and jail sentences for association members or staff. In light of these extremely costly consequences of a violation of the antitrust laws, it is important for association members to adopt a positive program of compliance.

The guidelines below are intended to provide chapters with a brief outline of compliance activities that should be followed. The list is by no means the whole answer. Chapters should consult with qualified legal counsel or AEA headquarters with additional concerns about antitrust compliance.

Do's and Don'ts to be observed at any association meeting:

DO

Ensure strict performance in the areas of:

- * Making a meeting agenda and sticking to it;
- * Keeping meeting minutes; maintaining agendas and minutes on file for inspection;
- * Describing in writing purposes and authority of all task groups, work groups, ad hoc or standing committees;
- * Consulting with counsel or association headquarters about any antitrust questions;
- * Protesting against any discussion or meeting activities that appear to violate this checklist; disassociate yourself from any such discussion or activities and leave any meeting in which they continue.

DON'T

In fact or appearance, discuss or exchange information on:

- * Individual farm prices, price changes, price differentials, discounts, credit terms, and like subjects;
- * Individual farm data on costs, production, capacity, inventory, or sales;
- * Industry pricing policies or price changes;
- * Individual plans concerning the design, distribution or marketing of products or services, including proposed territories or customers;
- * Matters relating to actual or potential suppliers or customers that might have the effect of excluding them from any market or influencing the business conduct of firms toward them.

COMMITTEE STRUCTURE

Behind every progressive chapter is a well-coordinated committee structure. Organization of a needed committee is one of the most important jobs of newly elected leaders of a chapter. A chairman should be selected on the basis of a person's skills in managing people and knowledge of the objectives of the committee.

The following list represents the committees that most chapters choose to activate:

1. Program
2. Public Relations
3. Finance
4. Membership
5. Ethics
6. Legislative and Regulatory
7. Nominations

Summary

This listing is not intended to suggest that each chapter must have all these committees. Chapters may set up committees when a need arises.

SOME PROGRAMMING ARRANGEMENTS

For Large Groups

- Standard Lecture/Presentation
- Symposium/Panel Discussion

For Smaller Groups

- Topical Roundtable with Leaders
- Informal Seminars
 - leaders within the industry
 - local, state or federal government
 - officials colleges and universities
 - financial institutions
 - tax and accounting
 - specialists attorneys
 - inspirational, humorous or current events
 - speakers suppliers
 - other members regulatory agencies
 - related state and national associations