

**BYLAWS OF**  
**ALMA International**  
*(ASSOCIATION OF LOUDSPEAKER MANUFACTURING & ACOUSTICS INTERNATIONAL)*  
*Amended August, 2015*

**ARTICLE 1 - PURPOSES AND POWERS**

The purposes of the Association as stated in its Articles of Incorporation are as follows:

To promote the welfare of the Loudspeaker Manufacturing Industry; to improve its service to the public; and generally to carry out activities in furtherance of the industry, consistent with the public interest and recognized as lawful for trade associations.

The Association Mission Statement is: ALMA is the source of standards, news, networking, and education for technical and business professionals in the acoustics, audio and loudspeaker industry.

The Association shall not be operated for profit, and no part of the net earnings shall inure to the benefit of any member or other private individual.

In furtherance of these purposes, but not in limitation thereof, the Association shall have power to:

1. Engage in research for improving the quality of loudspeakers, electro-acoustic transducers and devices, and components thereof;
2. Establish standards of quality of loudspeakers, electro-acoustic transducers and devices and components thereof;
3. Collect and disseminate information pertinent to the industry;
4. Encourage public acceptance of the industry's product;
5. Encourage in any lawful activities which will promote the progress of the industry and apprise the public of its scope and character.

The Association also has such powers as are now or may hereafter be granted by the General Not for Profit Corporation Act of the State of Illinois.

**ARTICLE II-OFFICE**

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

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## **ARTICLE III-MEMBERS**

**Section 1. Eligibility:** Members may join at the lowest level of Membership for which they qualify, however a Member may always join at a higher level of Membership.

**Full Membership:**

Full Membership in the Association shall be open to all individuals, proprietorships, firms and corporations interested in the design or manufacture of budspeakers, electro-acoustic transducers, and similar devices, or the components thereof; and suppliers of materials, software, and equipment allied to the industry. This Membership level includes complete voting rights and office holding privileges. Full Membership shall be comprised of Corporate 1, Corporate 2, Sustaining, Consultant, and Individual Memberships.

**Educational Membership:**

Educational Membership is available for professors, instructors and full time staff of educational institutions. This Membership level excludes voting rights and office holding privileges.

**Student Membership:**

Student Membership shall be open to all registered students not employed full-time in the audio industry. This Membership excludes voting rights and office holding privileges.

**Affiliate Membership:**

Affiliate Membership shall be open to trade associations and appropriate organizations with whom ALMA International enters into reciprocal membership agreements for the benefit of both organizations. This Membership excludes voting rights and office holding privileges.

**"Regular" Membership:**

For purposes of the following bylaws provisions, all levels of Membership classified as "Full Membership" shall be deemed "Regular" Membership classes in that each of these Membership classes expressly include complete voting rights and office holding privileges.

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**Section 2. Applications For Membership:** Applications for Membership must be made electronically through the ALMA website portal at [www.almainternational.org](http://www.almainternational.org). Submission of said application along with qualified payment information shall constitute a qualified application for membership in ALMA International.

All applications shall be referred by the Secretary to the President promptly upon its receipt.

**Section 3. Admission to Membership:** The President shall admit all applicants for Membership who meet the qualifications prescribed by these Bylaws unless, in the President's judgment, an application should be rejected. Any application for Membership which is rejected by the President either because the applicant has not met the qualifications prescribed by these Bylaws, or because in the judgment of the President the acceptance of such application would not serve the Association's interest, shall be referred promptly by the President to the Board of Directors. The Board of Directors shall review the action taken by the President in rejection of such applications at the first meeting to be held after such application has been rejected. If the Board of Directors by affirmative vote of a majority of the Directors present at a duly-convened meeting recommends favorable action upon such rejected application, the application shall be approved. The admission to Membership shall become effective upon said approval.

**Section 4. Certificate of Membership:** Each new Member, upon admission to Membership and payment of appropriate dues, shall be issued a Certificate setting forth their class of Membership in the Association. Certificates of Membership shall be in such form as the Board of Directors may approve and shall be signed by the President or a Vice President. Certificates shall be valid for 1 year commencing on the date of Membership.

**Section 5. Address of Members:** It shall be the duty of each Member to keep on file with the Secretary a physical and an email address to which any and all notices required by the Bylaws or the rules and regulations of the Association may be sent. If any such Member is other than a natural person, it shall, upon being admitted to Membership, file with the Secretary of the Association a written designation of the individual who, until further notice to the Secretary of the Association, (a) shall receive any and all said notices, and (b) if such member is a Regular Member shall represent such Member at meetings of Regular Members of the Association, and (c) shall provide a written designation of an alternate representative to represent the Member at any such meeting of Regular Members in the absence of the primary representative. The mailing of any such notice to such address, and if the Member is other than a natural person, to the representative, so designated, shall be sufficient and conclusive upon such Member. The alternate representative shall be authorized to act only in the absence of the primary representative. The presence of any such primary or alternate representative, as the case may be, or a Regular Member at any meeting of Regular Members will constitute attendance of such Regular Member at such meeting.

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**Section 6. Voting Rights:** For the purposes set forth in Article 4 below, each Regular Member shall be entitled to one vote. Affiliate Members, Student Members and Educator Members shall not be entitled to vote.

**Section 7. Termination of Membership:** The Board of Directors by affirmative vote of two-thirds of all the Members of the Board may suspend or expel a Member for cause after an appropriate hearing. The Membership of any Member who becomes ineligible for Membership by virtue of failing to continue to meet the qualifications for Membership as prescribed by these Bylaws shall be automatically terminated or converted into such different class of Membership of the Association for which he has become eligible, as the case may be. The Membership of any Member who shall be in default in the payment of dues or any installment thereof, assessments, or other obligations to the Association for a period of 120 days shall be automatically terminated, and the Secretary shall promptly advise such member of such termination.

**Section 8. Resignation:** Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member of any obligation to pay accrued dues, assessments or other charges.

**Section 9. Reinstatement:** Upon written request signed by a suspended or expelled member and filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds of all the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

**Section 10. No Transfer of Membership:** Membership in this Association is not transferable.

#### **ARTICLE IV - MEETINGS OF REGULAR MEMBERS**

**Section 1. Annual Meeting:** An annual meeting of the Regular Members shall be held each year beginning with the year 1964 for the purpose of announcing newly elected Directors and for the transaction of such other business as may come before the meeting. All Members, voting and nonvoting shall be invited to attend. A majority of the Directors present at any duly constituted meeting of the Board determines, the date of the annual meeting. An electronic announcement of a call for candidates shall be issued 60 days in advance of the meeting as determined by the Directors. Elections may be suspended in the event of the absence of viable candidates as may be determined by the Directors. If the election of Directors shall not be held at the annual meeting of the Regular Members, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members to be called as conveniently as possible shortly thereafter.

**Section 2. Special Meeting:** Special meetings of the Regular Members may be called either by the President, the Board of Directors, or a quorum as specified in Section 5.

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**Section 3. Place of Meeting:** The Board of Directors may designate any place either within or without the State of Illinois, as the place of meeting for any annual meeting of Regular Members or for any special meeting of Regular Members called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association in the State of Illinois; provided, however, that if two-thirds of all the Regular Members shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

**Section 4. Notice of Meeting:** Written or printed notice stating the place, day and hour of any meeting of Regular Members shall be delivered via newsletter and/or e-mail to each Regular Member entitled to vote at such meeting not less than five nor more than forty days before the date of such meeting. In case of a special meeting or when required by the statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Regular Members at the address as it appears on the records of the Association, with postage thereon prepaid.

**Section 5. Quorum:** At least 25% of Regular Members shall be required to attend any meeting of Regular Members in person or by proxy in order to constitute a quorum at such meeting. If a quorum is not present at any meeting of Regular Members, a majority of the Regular Members present may adjourn the meeting without notice. In the absence of a 25% quorum, any items subject to a vote shall be emailed to the Membership. The Membership will be given 30 days to respond. In the absence of a 25% vote, a simple majority shall be accepted.

**Section 6. Proxies:** At any meeting of Regular Members, a Regular Member entitled to vote may vote either in person or by proxy executed in writing or electronically by the Regular Member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution otherwise provided in the proxy.

## **ARTICLE V - BOARD OF DIRECTORS**

**Section 1. General Powers:** The affairs of the Association shall be managed by its Board of Directors.

**Section 2. Number, Tenure and Qualifications:** a. The number of Directors shall not be less than five or more than twelve. b. Service as an elected Director shall be limited to two consecutive three-year terms, after which one-year shall elapse before the individual shall be eligible for re-election. A Director who has been elected for a partial term of more than one year shall be eligible for re-election for only one additional consecutive three-year term. A term of one year or less shall not be considered a term for the purpose of limitation on re-election. c. Directors shall be elected from among Regular Members of the Association.

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**Section 3. Regular Meetings:** A Regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw immediately before or after, and at the same place as, the annual meeting of Regular Members. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional Regular meetings of the Board without other notice than such resolution.

**Section 4. Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call a special meeting of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

**Section 5. Notice:** Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered via e-mail, to each Director at their email address as shown by the records of the Association. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any Regular or Special Meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

**Section 6. Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided, however, that if fewer than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

**Section 7. Manner of Acting:** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except otherwise provided by law or by these Bylaws. The Board of Directors shall also be empowered, with the authorization of the President, to act by telephonic conference roll-call vote or by e-mail roll-call vote, and a digital copy of all e-mails exchanged between Directors shall be preserved as "minutes" by the acting Secretary.

**Section 8. Vacancies:** Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors, who shall elect a Director to serve for an unexpired term of their predecessor in office.

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**Section 9. Professional Services for the Association:** The Board of Directors may engage the services of legal counsel who shall handle all matters of legal import to the Association. Legal counsel shall be available for consultation and for attendance at the meetings of the Board of Directors and Regular Members of the Association, whenever requested so to do and shall give an opinion upon any question affecting the interests of the Association. The Board of Directors may engage the services of an independent auditor, or firm of auditors, to audit the books and accounts of the Association as soon as possible after the close of each fiscal year and to render such other services as the President or Treasurer of the Association may require in respect of accounting and auditing practices of the Association.

**Section 10. Compensation:** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each Regular or Special meeting of the Board; provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

**Section 11. Indemnification of Directors and Officers:** The Association shall indemnify any and all of its Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of being or having been Directors or Officers or a Director or Officer of the Association, except in relation to matters as to which any such Director or Officer or former Director or officer shall be adjudicated in such action, suit or proceeding to be liable for neglect or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be otherwise entitled.

**Section 12. Choice of Directors:** No more than two representatives of a Member company or its subsidiary shall serve as Directors at any one time.

## **ARTICLE VI - OFFICERS**

**Section 1. Officers:** The Officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary, and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other Officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. Except for the office of Secretary, as set forth below, only Regular Members, as defined above, may serve as officers.

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**Section 2. Election and Term of Office:** The Officers of the Association shall be elected annually by the Board of Directors at the Regular annual meeting of the Board of Directors. If the election shall not be held at such meeting such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each Officer shall hold that office for a maximum of three (3) consecutive years or until his successor shall have been duly elected and shall have qualified.

**Section 3. Removal:** Any Director, Officer, or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in the Board's judgment, the best interests of the Association would be served thereby.

**Section 4. Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. President:** The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the Members and the Board of Directors. The President shall appoint all Committees of the Association subject to their ratification by the Board of Directors as hereinafter provided in these Bylaws. The President may sign, with the Secretary or any other proper Officer of the Association authorized by the Board of Directors, any contracts, leases or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors at anytime that the dissolution of the Association is authorized pursuant to the General Not for Profit Corporation Act of the State of Illinois, The Board of Directors then holding office as such, shall distribute the assets of the Association remaining after the payment, satisfaction and discharge, or adequate provisions therefore, of all liabilities and obligations of the Association in accordance with the requirement of said Act, to such organization or organizations organized for charitable or educational purposes and which are held to be exempt from income tax under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

**Section 6. Vice President:** In the absence of the President or in the event of their inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents, in the order designated, or in the absence of any designation, then in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

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**Section 7. Treasurer:** The Treasurer shall be charged with the responsibility to audit all income and expenditures of the Association, and to monitor the financial activities of the Association Management and Association Accountant. The Treasurer shall audit and report to the Board all financial statements and resolve any discrepancies or unexplained expense.

**Section 8. Secretary:** The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors on a designated and backed up hard drive; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and be custodian of the corporate records; keep a register of the post office address of each Member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Board may assign the office of Secretary, without term limits, to an Association Management representative.

**Section 9. Association Manager:** The Board of Directors may engage the services of an Association Manager. The Association Manager shall maintain the daily operations of the Association. These responsibilities include, but may not be limited to, process payments received, pay Association bills, maintain the finances of the Association, maintain communication with the Association Accountant and deliver financial reports to the Board, maintain the ALMA website, publish the ALMA newsletter, maintain positive and active communication with Members and industry representatives, promote the welfare and growth of the Association, represent the Association at appropriate events and venues, manage the production and execution of the annual Symposium & Expo, and other responsibilities as may be specified in the Association Manager's contract. The Association Manager may enter into contracts as the authorized representative of the Association at the direction of the Board of Directors. Additionally, the Association Manager shall perform the functions of the Secretary in the absence of an individual holding that position.

## **ARTICLE VII - COMMITTEES**

**Section 1. Committees:** The President of the Association shall establish Committees and designate from the Membership of the Association a Chairperson for each Committee, said designation subject to approval by the Board of Directors. The charter and goals of each Committee shall be determined and approved by the Board of Directors. Any Member of the Committee may be removed by the President subject to approval of the Board of Directors whenever in the judgment of the President the best interest of the Association shall be served by such removal.

**Section 2. Committee Membership:** Committee members shall be appointed by the designated Committee Chairperson.

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**Section 3. Rules:** Each Committee may adopt rules for its own governance; said rules shall not be inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE VIII - DUES AND ASSESSMENTS**

**Section 1. Fiscal Year:** The fiscal year of the Association shall commence on the 1st day of July and end on the last day of June each year.

**Section 2. Annual Dues of All Members:** The dues of the Members shall be set by the Board of Directors. Dues shall be paid to the association annually.

**Section 3. Assessment:** The Board of Directors may levy an assessment on the Members of the Association at any regular or special meeting when deemed necessary to meet expenses of the Association in excess of other income.

**Section 4. Effect of Termination of Membership:** Termination of Membership for any reason shall not relieve a Member from the liability for unpaid dues, assessments, or other obligations. Upon ceasing to be a Member of the Association for any reason whatsoever, such Member shall, within 30 days, cease and desist from using or displaying the emblems, logos, or trademarks of the Association, no longer partake of any of the Association's advantages nor share in its assets.

## **ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts:** The Board of Directors may authorize any Officers or agents of the Association, in addition to the Officer so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument on behalf of the Association and such authority may be general or confined to specific circumstances.

**Section 2. Checks, Drafts, Etc.:** All checks, drafts, or other negotiable instruments for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents of the Association and in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Association.

**Section 3. Deposits:** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 4. Gifts:** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special

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purposes of the Association.

## **ARTICLE X - BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of all Members. All books and records of the Association may be inspected by any Member, or their agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE XI - WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of the State of Illinois, the provisions of the Articles in Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII - DISSOLUTION**

At anytime that the dissolution of the Association is authorized pursuant to the General Not For Profit Corporation Act of the State of Illinois, the Board of Directors then holding office as such, shall distribute the assets of the Association remaining after the payment, satisfaction and discharge, or adequate provision therefore, of all liabilities and obligations organized for charitable or educational purposes and which are held to be exempt from income tax under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

## **ARTICLE XIII - AMENDMENTS TO BYLAWS**

**Section 1.** These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any Regular meeting or at any special meeting pursuant to at least seven days written notice including the text of such proposal to alter, amend, repeal or adopt new Bylaws delivered to each Director either personally, by mail or by such means as selected by the Board.

**Section 2. Mailing Copies to Members:** When any amendments of the Bylaws have been made, copies of said amendments or a complete revised copy of the Bylaws as amended shall, within sixty days, be published on the Association's web site and mailed to all members of the Association.

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## **ARTICLE XIV - INFORMAL ACTION BY DIRECTORS**

Any action required by these Bylaws to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the actions taken shall be signed by all Members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or documents filed with the Secretary of State. The Executive Committee shall be empowered to make time sensitive decisions in between Board meetings except those that will change the structure or threaten the financial stability of the Association. All such decisions must be communicated to the Board of Directors within 30 days or at the next regularly scheduled Board meeting, whichever comes first.

## **ARTICLE XV - ASSOCIATION MARK**

**Section 1. Adoption of Association Mark:** The Association shall adopt a mark by which Members of the Association may identify themselves as belonging to the Association. No person not a Member in good standing shall have the right to use such Mark, and each member shall report any unauthorized use of the Mark to the Board of Directors.

**Section 2. Use of Mark by Members:** Members may use the Mark in such manner and on such conditions as the Board of Directors from time to time prescribes. Improper use of the Mark by a Member is cause for termination of Membership.

**Section 3. Reservation of Mark:** The Board of Directors shall take all necessary and appropriate action to reserve the Mark to the exclusive use of the Association and its members to preserve and protect the good will attaching thereto.

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