



**ARTICLES OF INCORPORATION
OF
FLORIDA SOCIETY OF ASSOCIATION EXECUTIVES, INC.**

(Amendments approved by FSAE Board February 2009 and FSAE members July 2009)

A corporation not for profit organized and
existing under the Laws of the State of Florida

ARTICLE I: Name

SECTION 1. The name of this corporation shall be FLORIDA SOCIETY OF ASSOCIATION EXECUTIVES, INC.

SECTION 2. As used in these articles the terms “Society” or “Corporation” shall refer to the FLORIDA SOCIETY OF ASSOCIATION EXECUTIVES, INC. and the term “Association” shall include Trade Associations, Professional Societies, Technical Associations and Business Associations.

ARTICLE II: Purposes

The purposes of this Society shall be:

SECTION 1. EXCHANGE OF IDEAS

To facilitate the exchange of experience and opinions regarding the organization, activity, and management of associations through discussion, study and publication.

SECTION 2. PROFESSIONAL STANDARDS

To develop and encourage high standards of service and conduct among executives professionally serving associations.

SECTION 3. STUDY

To conduct and cooperate in the presentation of courses of study designed to benefit the society’s members in executive and administrative functions of association management.

SECTION 4. PUBLIC UNDERSTANDING

To promote the purposes and effectiveness of associations by broadening public understanding of the importance of associations to America’s economy and society.

SECTION 5. COOPERATION WITH OTHER GROUPS

To cooperate with local and regional groups of association executives and to establish and maintain liaison with other professional, governmental and business groups.

SECTION 6. OTHER PURPOSES

To undertake such other functions consistent with these articles as will advance the efficiency and professional standing of the Society's members.

ARTICLE III: Membership

Qualification of Members and Manner of their Admission

The membership of this Society shall be primarily of paid executives of trade, professional, technical and business associations, and those persons who, because of special interest in associations, and those persons who, because of special interest in association management desire affiliation with the Society. Membership classifications and privileges shall be defined in the Bylaws hereof.

ARTICLE IV: Term

This corporation shall exist perpetually.

ARTICLE V: Subscribers and Officers

The names and residences of the original subscribers and officers of this corporation in March 1963 were:

Frank A. Graham, Jr., 908 Tampa Theatre Building, Tampa, Florida
Walter C. Mallory, 406 Rutland Building, Orlando, Florida
Esther F. Martin, Post Office Box 488, Coral Gables, Florida
Jack S. Peters, Post Office Box 6787, Orlando, Florida

ARTICLE VI: Officers and their Election

SECTION 1. The officers of this corporation shall be Chairman and Secretary and such other officers as are specified in the Bylaws.

SECTION 2. This corporation shall have a registered office and registered agent as required by state law. The Bylaws shall establish the manner for designating a registered agent and for making changes therein.

ARTICLE VII: Board of Directors

SECTION 1. (a) The government and management of the funds, properties and affairs of the Society shall be vested in a Board of Directors, the members of which shall be specified in the Bylaws. The Chairman of the Florida Society of Association Executives Foundation, Inc. shall serve as an ex-officio, voting member of the Board of Directors. The Bylaws shall provide the manner of election of the directors and may also provide for increasing or decreasing the number of directors.

(b) The Bylaws may also provide for an Executive Committee of the Board of Directors to act for an in behalf of the Board of Directors between Board meetings. The Executive Committee shall have such authority as is delegated to it by the Board of Directors or as is set forth in the Bylaws.

(c) Any questions regarding the meaning and intent of the provisions of the Articles of Incorporation or of the Bylaws shall be resolved by the Board of Directors provided, however, that the membership at any annual or special meeting may, by majority vote, overrule an interpretation decided upon by the Board.

ARTICLE VIII: Amendment of Articles of Incorporation

These Articles may be amended or repealed by a two-thirds vote of the Executive Members present at any specially called Special Meeting of the membership or at any Annual Meeting of the Society duly called or regularly held, notice of such proposed changes having been sent in writing to the Members not less than forty-five (45) days before such meeting, or by a two-thirds vote of the members voting by a mail or electronic ballot. Amendments may be proposed by the Board of Directors on its own initiative or upon petition of any ten (10) members addressed to the Board. All such proposed amendments shall be presented by the Board of Directors to the membership with or without recommendations.

ARTICLE IX: Dissolution

SECTION 1. Upon dissolution of FSAE, the Board shall be obliged to ensure that all of FSAE's just debts and claims are paid. At the completion of such payments and consistent with Florida law, the Board shall select recipients and distribute any remaining funds to one or more regularly organized and qualified charitable, scientific or educational organizations which have been ruled exempt by the Internal Revenue Service under Section 501(c)3 of the Internal Revenue Service Code.

ARTICLE X: Bylaws

SECTION 1. The Bylaws of the corporation may be amended by a two-thirds vote of Executive Members present at any Annual or special meeting, notice of such proposed changes having been sent in writing to the members before such as specified in the Bylaws, or by two – thirds vote of the Executive Members voting by a mail or electronic ballot.

SECTION 2. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of any ten members addressed to the Board. All such proposed amendments shall be presented by the Board of Directors to the membership with or without recommendation.