



FLORIDA SOCIETY OF ASSOCIATION EXECUTIVES BYLAWS (revision approved by FSAE Board of Directors on July 18, 2007)

ARTICLE I: NAME

The name of this organization shall be Florida Society of Association Executives, Inc., hereinafter referred to as FSAE; a non-profit Association incorporated in the State of Florida.

ARTICLE II: OBJECTIVES

The objectives and purposes of this Society (as given in the Articles of Incorporation) 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 presentations 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

Section 1. MEMBERSHIP CLASSIFICATIONS There shall be the following classes of membership:

A. **Executive Members**

1. Executive Membership shall be available to any individual who serves as the executive or staff member of local, state, regional, national, or international trade, professional, technical, federation, business, charitable foundation or other voluntary membership association. Executive members shall be entitled to all rights and privileges of membership.

2. Executives of labor organizations exempt from federal income tax under Section 501(C) (5) of the Internal Revenue code shall not be approved for membership.

B. **Associate Members**

Associate membership shall be available to a firm or corporation (individual office or individual property) or to any individual consultant engaged in selling, marketing, and/or promoting products or services to associations. Associate members shall be entitled to all rights and privileges of membership, except that their voting rights shall be limited to voting for a qualified individual from within this membership classification to hold office as Director-at-Large as provided elsewhere in these bylaws.

C. **Affiliate Members**

Affiliate membership shall be available to any individual who does not qualify as an Executive or Associate Member. Affiliate members shall be entitled to all rights and privileges of membership except to vote or to hold office.

D. **Honorary Members**

The FSAE Board of Directors, hereafter referred to as the Board, may confer Honorary Membership upon persons who have performed outstanding work on behalf of association management and FSAE in furtherance of its purposes. Honorary members shall be entitled to all rights and privileges of membership except to vote or hold office.

E. **Life Members**

The Board may confer Life Membership upon persons who have been Executive Members of FSAE for a continuous period of ten (10) years or more prior to retirement from all regular employment. Life members shall be entitled to all rights and privileges of membership except to vote or hold office.

F. **Retired Members**

Retired Executive Membership shall be available to persons who have retired from all regular association employment and who shall remain retired from gainful employment in any way connected with association management. Retired members shall be entitled to all rights and privileges of membership except to vote or hold office.

G. **Organization Members**

Organization membership shall be available to organizations serving as a local, state, regional, national, or international trade, professional, technical, federation, business, charitable foundation or other voluntary membership association if the organization has five or more employees who will be FSAE members. Organization members shall be entitled to all rights and privileges of membership, except that their voting rights shall be limited to voting for a qualified individual from within this membership classification to hold office as Director-at-Large as provided elsewhere in these bylaws.

H. **Student Members**

Student membership shall be available to any student actively enrolled in an accredited college or university.

Section 2. MEMBERSHIP PROCEDURES

- A. **TERMINATION:** The Board may terminate the membership of any member who is 45 days delinquent in payment of dues.
- B. **EXPLUSION:** The Board may expel members of any classification for cause. For any cause other than non-payment of dues, expulsion shall occur only after the member has been advised of the complaints lodged against him/her and has been given reasonable opportunity for defense. If expelled, a member may appeal the Board's decision at the FSAE Annual Meeting.
- C. **MEMBERSHIP STATUS CHANGES:** All Executive Members are accepted into that category based upon employment status. *At the end of each FSAE fiscal year*, any Executive Member who has changed employment, thereby changing eligibility for Executive Member status, may be re-classified to another FSAE membership category or, if no category is appropriate, may have his/her membership terminated. Membership may be continued from year to year when, in the opinion of the Board, the member expects to remain in association work but is temporarily unemployed.

ARTICLE IV: DUES, FEES AND FINANCES

- Section 1. DUES:** The Board shall establish dues for all classes of membership in consultation with the Finance Committee. All memberships shall begin on the date the dues are paid and continue for the twelve months following.
- Section 2. FISCAL YEAR:** The fiscal year shall begin on January 1 and shall end December 31 of each year.
- Section 3. TREASURER'S REPORT:** The treasurer's report of the FSAE accounts shall be presented at the FSAE Annual Meeting.
- Section 4. AUDIT:** The FSAE accounts shall be audited at least once annually by a Certified Public Accountant who shall be selected by the Board, and who shall provide a written financial report and commentary to the Board.

ARTICLE V: OFFICERS AND DIRECTORS

- Section 1. OFFICERS:** The officers of FSAE shall include the Chairman, Chairman-Elect, Secretary and Treasurer. They shall be elected by the membership as hereinafter provided and shall hold office for one year or until their successors shall have been duly elected and have assumed office. There will be no presumption of automatic ascension through the officer slate, other than the Chairman-Elect shall automatically assume the office of Chairman on January 1 of the year following his/her year of service as Chairman-Elect. Chairman-Elect shall automatically assume the office of Chairman on January 1 of the year following his/her year of service as Chairman-Elect.
- Section 2. APPOINTED OFFICERS:**
 - A. CHIEF STAFF OFFICER**
A chief staff officer shall be appointed by the board and shall hold office on a continuous basis, as an ex-officio, non-voting member of the Board and Executive Committees. The title of the chief staff officer shall be President.
 - B. REGISTERED OFFICE AND REGISTERED AGENT**

The Board shall designate a registered office and a registered agent. The office may be changed from time to time as the Board shall deem appropriate. Notice of said change(s) shall immediately be forwarded to the Secretary of State, Division of Corporations, on forms provided by such office.

C. MEMBERSHIP OFFICER

The chief staff officer shall serve as the Membership Officer, and shall be responsible for approving applications for all categories of *Executive, Affiliate, Associate, Life and Retired* membership.

Section 3. BOARD OF DIRECTORS:

The government and management of the funds, properties and affairs of FSAE shall be vested in the Board, consisting of: the Chairman, Chairman-Elect, Treasurer, Immediate Past Chairman, Secretary, seven (7) Executive Member Directors-at-Large, two (2) Associate Member Directors-at-Large, and the chief staff officer. The seven (7) Executive Member Directors-at-Large shall serve for three-year terms and be elected and on a staggered-term basis. The Associate Member Directors-at-Large shall serve for a two-year term on a staggered-term basis. The chief staff officer shall serve as non-voting ex officio.

A. A member may not serve two consecutive elected terms as Director-at-Large.

B. The President of the Florida Society of Association Executives Foundation, Inc. shall serve as an ex-officio, voting member of the Board.

Section 4. DUTIES

Officers shall perform the duties prescribed by these bylaws, by the parliamentary authority adopted by FSAE and as the Board may, from time to time, prescribe.

Section 5. MEETINGS

A meeting of the Board of Directors may be called at any time by the Chairman or by any other three (3) members of the Board provided that a minimum of two (2) days notice by mail, telephone, facsimile, or electronic method is given. Notice of meetings called by Directors and/or Officers other than the Chairman shall contain a statement of the purpose of the meeting, and the business shall be confined to such items except upon approval by a majority of the Board.

ARTICLE VI NOMINATIONS AND ELECTIONS

Section 1. NOMINATIONS PROCEDURES

- A. The Chairman shall appoint a Nominating Committee of five (5) persons, including the Immediate Past Chairman. This Committee shall be appointed, subject to the approval of the Board, no later than October 1 of each year. No FSAE member may serve on the Nominating Committee for two (2) consecutive years. The Secretary shall advise the Executive Members, in writing, of the names of those persons on the Nominating Committee, and shall request that Executive Members advise the Nominating Committee of suggested candidates for officers and directors.
- B. No member of the Nominating Committee may stand for election in the year in which he/she has served on this Committee.
- C. The Nominating Committee shall select one candidate for each position available on the slate of officers and directors and shall submit this slate to

the Secretary by November 15 of each year. The Associate Advisory Committee shall provide the FSAE Nominating Committee the name of the recommended candidate for the Associate Director board position that comes available each year. The Nominating Committee will, to the best of its ability, ensure that nominees reflect the population concentrations, geographic distribution, ethnic diversity, and male/female percentage distribution of the membership.

- D. Additional nominations for any office or directorship may be made by written petition addressed to the Secretary and must be received by the Secretary no later than October 1 of each year. Any petition nomination must be sponsored by at least 5% of the membership category (Executive, Affiliate, Associate) to which the petitioned nomination applies.

Section 2. ELECTIONS PROCEDURES

FSAE has the option of implementing the elections process electronically. Voting election can be done by mail-in ballot or electronic means; the Board of Directors shall designate the voting method. Elections shall be held through a ballot to each Executive Member, listing the names, background information and position statements of all persons nominated. The ballot for election shall be provided to each member no later than December 1 of each year to the member's address as recorded in the official membership files of the Association.

1. All Executive Members in good standing shall be entitled to vote in elections for officers and directors. Ballots shall be returned to the Secretary and must be received by the Secretary no later than December 20 of each year.
2. Proxy voting is prohibited.

Section 3. ASSUMPTION OF OFFICE

Elected officers and directors shall assume office on January 1 of the year immediately following their election to office. The Chairman-Elect shall, automatically and without additional election, assume the office of Chairman on January 1 of the year following his/her year of service as Chairman-Elect.

Section 4. VACANCIES

In the event the Chairman shall be unable to complete the term of office, the Chairman-Elect shall become Chairman. The newly appointed Chairman shall serve for the remainder of the FSAE fiscal year and for the following full year for which he/she had already been elected. If the Chairman Elect shall be unable to complete the term of office, the normal nominating procedure shall be enacted within thirty (30) days and a special election will take place. In the event the Secretary or Treasurer shall be unable to complete the term(s) of office, the Chairman, with the approval of the Board, shall appoint an FSAE Executive Member to serve in that officer capacity until the next regularly scheduled election. If a director, other than an Officer, shall resign, the remaining Board members shall appoint an FSAE member to serve as director until the next normally scheduled election at which time any unfilled term shall be filled by election.

Section 5. REMOVAL

The membership of FSAE may remove from office, by 2/3 vote, any Board member.

Section 6. CHANGE OF EMPLOYMENT

Any officer or director who shall cease to be the managing executive or staff member of an association as described in ARTICLE III, Section 1 (A) of these bylaws and shall be employed in any other industry or capacity, the officer or director shall immediately cease to hold the position of officer or director of FSAE. Any officer or director who has ceased to be the managing executive or staff member of a described association and is currently unemployed while actively seeking employment as such managing executive or staff member, may remain an officer or director of the FSAE for a period of one hundred eighty (180) days. If the officer's or director's employment circumstances are unchanged at the end of the one hundred eighty (180) day period, and in the case of extenuating circumstances, the Board may, at its discretion, extend the officer's or director's position for up to one hundred eighty (180) additional days, or to the end of his/her term which ever is less.

ARTICLE VII. MEETINGS

Section 1. ANNUAL MEETING

The FSAE Annual Meeting shall be held at a time and place to be designated by the Board.

Section 2. OTHER MEMBERSHIP MEETINGS

The Board may call other membership meetings at any time upon written request of any ten (10) Executive Members. These special membership meetings shall be held no more than thirty (30) days after the filing of such a request with the Secretary. The business to be transacted at such special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3. NOTICES

Notice of each meeting shall be mailed or transmitted electronically to all members at least two (2) weeks prior to the date scheduled for the meeting.

Section 4. QUORUM

Five (5) percent of the Executive Members in good standing shall constitute a quorum for the transaction of business at a membership meeting. If a quorum is not present at any meeting, a majority of the Executive Members present may adjourn the meeting from time to time as may be necessary. Each FSAE Member may name an individual who holds the same classification of membership to serve as his/her Proxy for all matters at an FSAE Membership Meeting, except that no person may serve as Proxy for more than two (2) other FSAE members AND that no Proxy statement may be used to cast a vote in the election of officers and directors.

ARTICLE VIII: COMMITTEES

Section 1. EXECUTIVE COMMITTEE

There shall be an FSAE Executive Committee, consisting of the Chairman, Chairman-Elect, Secretary, Treasurer and the Immediate Past Chairman, and chief staff officer (non-voting, ex officio), which shall act for and on behalf of the

Board in the interim between Board meetings. When a meeting needs to be held that cannot and should not be delayed until the regular meeting of the Executive Committee, a meeting may, at the direction of the Chairman, be held by electronic means, including but not limited to, telephone, facsimile, computer e-mail, teleconference, video conference. In the event such a meeting is necessary, a two-thirds (2/3) vote by the members of the Executive Committee shall be required for adoption of any proposed motion(s).

Section 2. FINANCE COMMITTEE

The FSAE Finance Committee shall consist of the Treasurer, who shall be Chair, and four other members, who shall be appointed by the Chairman with the advice and consent of the Board. The committee shall work with the chief staff officer on preparation of the FSAE annual budget and prepare recommendations for the Board. The committee may perform such other duties in connection with FSAE finances as the Board may determine from time to time.

Section 3. OTHER COMMITTEES

Other committees, standing or special, may be appointed by the Chairman from time to time deem necessary to carry on FSAE's work. The Chairman and chief staff officer shall serve ex-officio as a member of all committees except the Nominating Committee.

ARTICLE IX: STAFF

Section 1. CHIEF STAFF OFFICER The Board is empowered to hire and establish compensation for the chief staff officer. The Board may terminate the employment of the chief staff officer by a two-thirds (2/3) vote of the Board. The chief staff officer shall serve on the Executive Committee as an ex-officio, non-voting member. The chief staff officer is empowered to retain staff.

ARTICLE X: PARLIAMENTARY AUTHORITY

Section 1. RULES

The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of FSAE in all cases to which they are applicable and in which they are not inconsistent with these bylaws or with any special rules of order that FSAE may adopt.

ARTICLE XI: AMENDMENTS

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the Executive Members present at any FSAE Annual or Special Meeting, provided that all Executive Members had received written notice of the proposed amendment at least forty-five (4) days prior to the meeting. Bylaw amendments may also be approved by a two-thirds (2/3) vote of the Executive Members voting by a thirty (30) days mail ballot that has been properly distributed by the FSAE Secretary in accordance with these by-laws. (10/13/06)

Section 2. Amendments may be proposed by the Board or upon petition to the Board by any ten (10) voting FSAE members. The Board shall present to the membership all such proposed amendments with or without recommendations.

ARTICLE XII: OFFICIAL SEAL

Section 1. The Seal of the Corporation shall be circular in form containing in the center “Organized in 1959” encircled by the words, “Florida Society of Association Executives, Inc.” and including the words, “Corporation Not for Profit.”

ARTICLE XIII: INDEMNIFICATION

Section 1. FSAE shall indemnify its directors, officers, committee members, and employees for reasonable attorney fees and justifiable expenses stemming directly from liabilities which are deemed by the Board to have been incurred as a result of legal proceedings to which an indemnified person is made a party by reason of the individual's service as an FSAE director, officer, committee member or employee at the time an actionable cause arose. This indemnification shall not apply if an FSAE director, officer, committee member or employee is deemed by a hearing officer, court or the FSAE Board to have been guilty of willful malfeasance, misfeasance or nonfeasance in the performance of his or her duties or obligations to the FSAE. In order to properly indemnify its directors, officers, committee members or employees FSAE may purchase adequate insurance to cover the indemnification authorized by this Article.

ARTICLE XIV: 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, the Board shall select recipients and distribute any remaining funds to one or more regularly organized and qualified charitable, scientific or educational organizations which that have been ruled exempt by the Internal Revenue Service under Section 501 (c) of the Internal Revenue Code.