

**GEORGIA SOCIETY OF ASSOCIATION EXECUTIVES, INC.
BYLAWS**

ARTICLE I - NAME

The name of this Society shall be the GEORGIA SOCIETY OF ASSOCIATION EXECUTIVES, INC., hereinafter referred to as GSAE.

ARTICLE II - PURPOSE

The purpose of this Society shall be to advance the profession of association management and to enhance the professionalism of association executives.

ARTICLE III - MEMBERSHIP

Section 1: Membership Classifications. There shall be the following six classes of membership:

A. Individual Members.

(1) Any person who is engaged full time (30 or more hours per week) in the management of a local, state, regional or national trade, professional, educational, philanthropic, technical, federation, business, or other similar voluntary membership organizations and any persons employed full time who devote 50 percent or more of that working time to association duties may apply in writing for Individual Membership in this organization.

(2) All members shall agree to comply with the Society's Code of Ethics. The requirement that the organization be voluntary shall not exclude representatives of such organizations as an integrated state bar association with a licensing function; however, it is not intended to include such organizations as cooperative buying or selling groups or strictly political or labor groups.

B. Honorary. Each GSAE Past Chair shall become an Honorary Member upon retirement from active employment. Additionally, the Board of Directors may elect to the status of Honorary Member retired association executives or others whose qualifications and outstanding contributions to the profession, to GSAE, or to a trade, professional, educational, philanthropic, technical or similar type organization merit such designation.

C. Retired. Retired membership shall be available to those persons who are retired, are age 62 or over, and who have been members of GSAE for ten consecutive years. Membership in another ASAE allied society will be accepted in lieu of GSAE membership if the person has relocated within the past ten years.

D. Affiliate. Affiliate membership shall be available to persons who have a special interest in association management who devote less than 50% of their working time to

association duties. This category of membership is not available to persons employed by firms or corporations qualified to be Corporate Members.

E. Corporate. Corporate membership shall be available to a firm, corporation or organization who, while not engaged in the management of an association as defined in Section 1 A and D, has interests in the association management profession or is engaged in activities related to the association management profession and agrees with the objectives and purposes of this association. A Corporate Member shall designate a person to serve as a representative. The Corporate Member may change this representative at its discretion upon filing written notice of such change with the Executive Director. A Corporate Member representative who changes his or her employer may not transfer affiliation.

F. Student. Student members shall be persons who are seeking an undergraduate or graduate degree at an accredited institution of higher learning and who have completed at least two years of college but are not engaged in the association management profession on their own account or not associated with an association except in the capacity of an intern.

Section 2: Application. An applicant for membership shall complete an application form designated by the Society. The Board of Directors may establish policies to further clarify who is eligible for membership.

Section 3: Privileges. Individual members shall be entitled to all privileges of membership. Each of the other classes of membership shall have privileges and rights as may be prescribed by the Board of Directors unless specified elsewhere in these Bylaws, except the Corporate members shall have the right to vote in elections in which nominations by petition have been submitted.

Section 4: Membership Procedures. Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination shall be a violation of the bylaws or any rule, policy, code of conduct or practice adopted by GSAE or any other conduct prejudicial to the interests of the Society. Suspension or termination shall be by two-thirds vote of the Board of Directors, provided that a statement of the charges was mailed by certified or registered mail to the last recorded address of the member or otherwise delivered to such address in person as permitted by law at least fifteen (15) days before final action is to be taken. This statement shall include a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered. The member shall have the opportunity to appear in person, and/or be represented by legal counsel, and/or submit a written response in defense to such charges before action is taken by the Board of Directors.

Section 5: Transfer of Membership. Transfer of membership is prohibited. GSAE is an individual membership society, and membership may not be transferred from one person to another except as provided under Article III, Section 1. E.

Section 6: Resignation. Any member may resign from membership by giving written notice to the Society.

Section 7: Retention of Individual Membership. An Individual member who fails to meet the membership criteria may temporarily retain membership subject to consideration by the Executive Director.

ARTICLE IV - DUES, FEES AND FINANCES

Section 1: Fiscal Year. The fiscal year of the Society shall be determined by the Board of Directors.

Section 2: Dues. Dues for all classes of membership shall be established by the Board of Directors.

Section 3: When Payable. Notice of annual dues shall be given to the membership at least ninety (90) days prior to the beginning of each fiscal year. Annual dues are payable on or before the beginning of each fiscal year.

Section 4: Delinquency. A member who does not pay dues shall not be entitled to vote, to hold office, or to enjoy privileges of membership. The Society shall notify any member whose dues are in arrears and shall ask for payment. After notice has been given, a member who does not pay dues shall automatically be dropped from the Society.

ARTICLE V - OFFICERS AND DIRECTORS

Section 1: Elected Officers. The officers of the Society shall be a Chair, a Chair Elect and the Treasurer.. They shall be elected by the membership as provided in these Bylaws and shall hold office for a term of one year beginning on a date to be determined by the Board of Directors and shall serve for twelve months or until their successors are elected. The Chair Elect shall automatically assume the office of Chair beginning on a date to be determined by the Board of Directors and shall serve for twelve months following the year of election.

Section 2: Appointed Officers. The Board of Directors may employ staff, or may contract with an association management firm to provide staff assistance. The chief staff officer shall be known as the President.

Section 3: Duties

A. Chair. The Chair shall preside at all regular, special and annual meetings of the Society and at all meetings of the Board of Directors, and shall at all times direct the affairs of the Society. The Chair shall appoint chairs and may appoint members of all committees with the exception of the Nominating Committee, the procedure for which is stipulated in Article VI, Section 1. A. The Board of Directors shall approve all committee chair appointments by majority vote. The President shall be an ex-officio member of all committees except the Nominating Committee. The Chair shall perform

other such duties as are incidental to the office of Chair or as may be prescribed by the Board of Directors.

B. Chair Elect. The Chair Elect shall preside at meetings of the membership and the Board in the President's absence. The Chair Elect shall also direct the affairs of the Society should the Chair become incapacitated during the term of office for a period in excess of thirty (30) days, for as long a period as is required due to the Chair's incapacitation.

C. Treasurer. The Treasurer shall, among other things, be responsible for developing the budget, monitoring the accurate accounting and reporting of all monies received and expended by the Society. All monies received shall be deposited in the bank or depository designated by the Board of Directors and shall be paid out as prescribed by the Board of Directors or its designate.

D. President. It shall be the duty of the President to serve as the Corporate Secretary, to keep the records of the Association, to be in charge of the overall operation of the Society, to manage the staff, and to carry out the duties described in the President's job description and other assignments delegated by the Board of Directors.

E. Historian. A Historian may be appointed by the Chair with the concurrence of the Executive Committee to ensure that the activities, accomplishments and the history of GSAE are recorded and maintained for future Board of Directors, Staff, Committee and Special Interest Group (SIG) Chairs and members. The Historian may attend meetings of the Executive Committee, Board of Directors and other appropriate meetings as a nonvoting observer and a resource person, and will review files periodically from Board, Committee and other meetings to determine their possible historical value. The Historian shall oversee the archiving of at least one copy of each publication, membership list, meeting notice and other appropriate documents of GSAE. The Historian shall serve an indefinite term at the request of the Chair with the concurrence of the Executive Committee.

Section 4: Board of Directors. The Board of Directors will consist of the Chair, Chair Elect, Treasurer, Past Chair, and eight Individual Member Directors and two Corporate Member Directors duly elected in accordance with these Bylaws. The President is an ex-officio, nonvoting member of the Board of Directors.

A. Duties. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of the Board of Directors.

B1. Voting. All members of the Board of Directors, except the President, present and constituting a quorum, shall have the right to vote on matters. However, the Chair may cast a vote only in case of a tie. Majority decision will prevail unless otherwise directed by these Bylaws. Voting rights of a member of the Board of Directors may not be delegated to another nor exercised by proxy.

B2. Voting. Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if a written consent to such action is signed by a majority of the directors and such written consent is filed with the minutes. Such action is effective when the required number of directors have signed the consent unless the consent specifies a different effective date. Such consent may be transmitted electronically. A director transmitting his or her consent to the Association electronically shall sign the consent by typing his or her name on the consent. The Secretary shall take reasonable measures to ensure that the consent is being transmitted by the director signing the ballot. The Secretary shall print out all consents received electronically and file these consents with the minutes.

C. Meetings. The Board of Directors shall meet upon call of the Chair at such time and place as may be designated and shall be called to meet upon demand of a majority of its members. Notice of all meetings shall be given to each member of the Board of Directors in advance.

D. Quorum. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. Any less number may recess from time to time until a quorum is present.

E. Absence. Any member of the Board of Directors who fails to attend its meetings may, at the discretion of the Chair, be required to explain absences in writing. The remaining members of the Board of Directors shall consider whether absences are excusable and, if not, shall notify the affected Board member in writing accordingly. Prior to a final decision of the Board regarding removal of a Board member for unexcused absence(s) from Board meetings, the affected Board member shall be given an opportunity to defend his or her absence(s) in person at the next regularly scheduled Board of Directors' meeting.

F. Vacancies. In the event of a vacancy in the office of the Chair, the Chair Elect shall become Chair. All other vacancies shall be filled by the Board.

ARTICLE VI - NOMINATIONS AND ELECTION

Section 1: Nominations.

A. Nominating Committee. At least ninety (90) days prior to the annual business meeting, the Board of Directors shall appoint a Nominating Committee of five (5) persons, each of whom shall have been an Individual member of the Society for at least two (2) years. The chairman shall be the Immediate Past Chair. Others on the committee shall be the Chair, Chair Elect and two other members not currently serving on the GSAE Board of Directors. Names of nominating committee members and an invitation for recommendations for candidates for nomination shall be announced to the membership at least sixty (60) days prior to the annual business meeting. The nominating committee shall submit at least one (1) name for each available elective office of the Society and

said slate shall be presented, in writing, to the membership at least thirty (30) days prior to the annual business meeting and again, orally, at the annual business meeting.

B. Candidates. All candidates shall be members in good standing.

C. Nominating Process. All nominations shall be made by either the Nominating Committee or by written petition of not less than 5 percent of the membership. The Nominating Committee shall notify the membership, in writing, of its choice not less than thirty (30) days before the annual business meeting. After this time, any member nominated by a written petition containing the signatures of not less than 5 percent of the membership will be placed on the ballot, along with the nominees of the Nominating Committee, so long as the written petition accompanied by the nominee(s)' written statement of willingness to serve is received by the President not less than seven (7) calendar days prior to the annual business meeting, not including the day of the annual business meeting, except that the office of Chair is automatically filled in accordance with provisions of Article V, Section 1.

Section 2: Election. At the annual business meeting, the following shall be elected:

A. Officers. Chair Elect and Treasurer.

B. Directors.

(1) At each annual business meeting held in odd-numbered years, three (3) Individual Member Directors and one Corporate Member Director, each to begin a term of two (2) years beginning on a date determined by the Board of Directors and to serve for twenty-four (24) months or until their successors are elected.

(2) At each annual business meeting held in even-numbered years, five (5) Individual Member Directors and one Corporate Member Director, each to begin a term of two (2) years beginning on a date determined by the Board of Directors and to serve for twenty-four months or until their successors are elected.

C. Method of Election.

(1) In the event that no nominations are made by petition, the presiding officer shall cast a unanimous ballot for the candidates of the nominating committee.

(2) If a petition has been properly submitted, the President shall prepare a printed ballot indicating those nominees recommended by the Nominating Committee and those recommended by petition. The presiding officer shall conduct a voting procedure at the annual business meeting, with only those members in attendance entitled to cast a ballot. Proxy voting shall not be permitted in the annual election. The presiding officer shall appoint a tellers committee of three members. The results of the election shall be announced immediately at the conclusion of the tally. Candidates receiving the highest number of votes for each office shall be declared elected.

Section 3: Removal. The membership may remove any elected officer or director from office by a majority vote.

ARTICLE VII - MEETINGS

Section 1: Annual Meeting. The annual business meeting of the Society shall be held at such place and time as determined by the Board of Directors, for the purpose of election of officers and other business pertinent to the annual administration of the Society. Notice of such meeting shall be mailed to the last recorded address of each member at least ten (10) days prior to the meeting.

Section 2: Special Meetings. Special Society meetings may be called by the Chair or the Board of Directors or shall be called by the Chair upon written request of at least twelve (12) Individual members. Notice of any special meeting shall be mailed to each Individual member at his last recorded address at least ten (10) days in advance with a statement of time and place and information as to the subject or subjects to be considered.

Section 3: Quorum. Fifteen (15) percent of the Individual members shall constitute a quorum.

ARTICLE VIII - COMMITTEES

Section 1: Committee Structure. Prior to the annual business meeting, the Chair Elect shall appoint committee chairs and committees deemed necessary for the conduct of the business of the Society. The Chair Elect shall submit the committee structure and committee chairs to the Board of Directors for confirmation. The committees shall automatically terminate upon the expiration of the Chair's term of office.

Section 2: Organization. Committees shall be of such size and shall have such duties, functions and powers as may be assigned to them by the Board of Directors, except as otherwise provided in these Bylaws. The Committee Job Description shall be approved by the Board of Directors.

Section 3: Chair. The Chair may appoint other committees from time to time as deemed necessary to conduct the business and fulfill the purposes of the Society.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

ARTICLE X - AMENDMENTS

Amendments may be proposed by the Board of Directors or upon petition of any fifty (50) Individual members addressed to the Board of Directors. All such proposed amendments shall be referred to the membership with or without recommendations of the Board of Directors.

These Bylaws may be amended by a majority vote of the Individual members. Voting may be conducted by written ballot. GSAE shall deliver a written ballot to every member entitled to vote on the matter. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting and the number of approvals equals or exceeds a majority of the votes cast by ballot. Ballots shall be sent to the last recorded address of each Individual member.

ARTICLE XI – INDEMNIFICATION

Each director, officer, committee member, employee and other agent of the Association shall be held harmless and indemnified by the Association against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon such persons in connection with, or resulting from, any action, suit or proceeding—or the settlement or compromise thereof—to which such persons may be made party of by reason of any action taken or omitted by such persons acting in good faith and prudence within the course of acting in behalf of this association.

ARTICLE XII – DISSOLUTION

The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Society. On dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be elected by the Board of Directors.