

# The Oklahoma Society of Association Executives Bylaws

## Article I: Name and Location

Section 1. NAME: The name of this organization shall be the OKLAHOMA SOCIETY OF ASSOCIATION EXECUTIVES, INC., a nonprofit corporation incorporated in the state of Oklahoma.

Section 2. LOCATION: The principal location of the Society shall be in the Oklahoma City area.

## Article II: Membership

Section 1. CLASSIFICATIONS: Membership in the Society shall consist of the following classes: Professional, Strategic Partner, Honorary, and Life.

Section 2. Professional (VOTING) MEMBERSHIP: Voting membership in this Society shall be limited to persons engaged in the management, governance and operations of member driven associations and Chambers of Commerce. Associations shall be defined as, but not limited to, trade associations, professional societies, foundations and other like types of member driven not for profit entities.

Section 3. NON-VOTING MEMBERSHIP: The following membership classes shall have no vote nor be eligible to hold office in the Society, except as is otherwise provided in these bylaws.

- 3.1 Strategic Partner Membership shall be available to any person, firm, or corporation who has a primary function of promoting products or services to professional members as defined in Section 2. Strategic Partners shall also be defined as educators, government affairs liaisons, and representatives who have a special interest in association management. Policies governing the participation of Strategic Partners shall be determined by the Board of Directors.
- 3.2 Honorary Membership may be bestowed by the Board of Directors upon those individuals who are not eligible for membership in the Society but have made outstanding contributions to the growth and advancement of the association management profession. Honorary Members shall not be required to pay dues. Criteria and implementation shall be determined by the Board of Directors.
- 3.3 Life Membership may be bestowed by the Board of Directors upon those individuals who have been members of the Society for a minimum of fifteen (15) years and are presently retired from association management. All past presidents are eligible to become Life Members upon their retirement from association management. Selection of Life Membership shall be at such time and under such terms as the Board of Directors shall determine. Life Members shall not be required to pay dues.

Section 4. APPLICATION FOR MEMBERSHIP: All applicants for membership must submit to the principal office of the Society a completed and signed membership application.

Section 5. ACCEPTANCE OF MEMBERSHIP: Acceptance of all applicants for membership shall be by a majority vote of the Board of Directors.

Section 6. MEMBERSHIP TRANSFERABILITY: Membership in the Society is transferable within the dues paying entity.

Section 7. TERMINATION OF MEMBERSHIP:

7.1 Any member may resign from the Society by submitting a written resignation to the Board of Directors. Such a resignation shall be effective as of the date received by the Society, unless it specifies another date.

7.2 Any member of the Society may be reprimanded or expelled by the Board of Directors for a violation of these Bylaws, and Society policies not inconsistent with these Bylaws, after a hearing in which the member being disciplined has an opportunity to present information that member deems pertinent to the case. Members may, upon recommendation of the Membership Committee or upon recommendation by another member, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the Society and the American Society of Association Executives.

Any member of the Society may be disciplined by the Board of Directors for violations of other duties of membership, after a hearing as described above, provided that the discipline imposed is consistent with the Bylaws and Society policies.

A two-thirds affirmative vote of the Board of Directors shall be necessary to expel a member.

7.3 Any member who resigns or is expelled shall forfeit any and all rights, privileges, and benefits in the affairs and/or property of the Society, including dues already paid. Any member who resigns or is expelled shall remain liable for any dues or other charges due and owing at the time of their resignation or expulsion.

## Article III: Dues

Section 1. DUES: Dues shall be determined by the Board of Directors.

Section 2. PAYMENT: Dues are paid annually and shall be due January 31 of each year.

Section 3. NON-PAYMENT OF DUES: A member who fails to pay dues within thirty days from the date due shall be notified by mail. If payment is not made within thirty (30) days of notification, the member may be dropped from the rolls without further notice or hearing and shall forfeit all rights and privileges of membership.

## Article IV: Board of Directors

Section 1. COMPOSITION: The Board of Directors shall consist of the elected officers of the Society, immediate Past President, four (4) Vice Presidents and two (2) Strategic Partner Representatives. Officers of the Society shall be defined as the President, President-Elect and the Secretary/Treasurer.

Section 2. ELIGIBILITY: Eligibility for the offices of President, President-Elect and Secretary/Treasurer shall be limited to professional members as defined in Article II.

Section 3. TERM OF OFFICE: The term for the Board of Directors shall be for a period of one year, or until their successors are elected or appointed.

Section 4. POWERS: The Board of Directors shall be the administrative board of the corporation and shall have the power and authority to do and perform all actions and functions not inconsistent with the bylaws.

Section 5. QUORUM: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any Board of Directors meeting.

Section 6. REMOVAL/VACANCY: In the event of unwillingness, removal, resignation, vacancy or incapacity of any elected officer to perform his/her office, the President, with the approval of the Board of Directors, shall appoint a member to fill the unexpired term. If the vacancy occurs within 120 days of the expiration of the term of office, the President, with the approval of the Board of Directors, may or may not fill the vacancy.

Section 7. BOARD DUTIES:

7.1 The President shall be the chief elected officer of the Society. The President shall preside at all meetings of the Society and the Board of Directors. The President shall hold membership in the American Society of Association Executives. The President shall perform all other duties ordinarily pertaining to the office of President or delegated to the President by the Board of Directors. In the event of the unwillingness, removal, resignation, vacancy or incapacity of the President, the President-Elect should assume the duties and responsibilities of that office without losing his/her status as President-Elect and without affecting any future right, obligation or privilege to higher office otherwise allowed for in these Bylaws. If the

- President or President-Elect is not available to preside at a meeting, any member selected by a majority vote of those present may act as presiding officer pro tempore. The President shall be an ex-officio member of all standing committees and task forces of the Society.
- 7.2 The President-Elect shall be responsible for the Bylaws and Strategic Planning Committees, become acquainted with the duties of the President, and perform other duties as assigned by the President. The President-Elect shall assume the office of President at the expiration of the term of the incumbent. The President-Elect shall serve on the Budget/Finance Committee.
- 7.3 The Communications Vice President shall be charged with the development of all communications of the Society, including newsletters and Web site.
- 7.4 The Education Vice President shall be the Board of Directors liaison to the Education Committee of the Society, charged with the educational activities other than the annual conference.
- 7.5 The Meetings Vice President shall be the Board of Directors liaison to the Meetings Committee of the Society, charged with meetings arrangements for the annual conference.
- 7.6 The Membership Vice President shall be the Board of Directors liaison to the Membership Committee of the Society, charged with membership recruitment and retention.
- 7.7 The Secretary/Treasurer shall have charge of the finances of the Society and shall be chairman of the Budget and Finance Committee. The Secretary/Treasurer shall be responsible for making a permanent record of the proceedings of all member and Board of Director meetings and shall perform all other duties ordinarily pertaining to the office of Secretary/Treasurer.
- 7.8 The Immediate Past President shall provide assistance to the President, and shall chair the Nominating Committee.
- 7.9 The Strategic Partner Representative shall be the Board of Directors liaison to the Strategic Partner Membership, charged with recommending new partner initiatives and promoting sponsorships.

## Article V: Nomination and Elections

### Section 1. NOMINATING COMMITTEE:

- 1.1 The Nominating Committee shall consist of six (6) members: the immediate past president as chair, the preceding past president, the President-Elect, two (2) professional members and one (1) strategic partner representative as defined in Article II. The two (2) professional members and one (1) strategic partner representative are to be nominated and elected at the annual business meeting at

which they must be present.

- 1.2 The Nominating Committee may not nominate nor recommend any of its members for any office.

## Section 2. SLATE OF OFFICERS:

- 2.1 Prior to January 31st but not before January 1st of each year, a nomination form shall be made available to the professional membership for submission of nomination of persons to serve on the OSAE Board of Directors. The return mailing address for nominations shall be determined by the OSAE Board of Directors. Nominations received shall be provided to the nominating committee no later than February 15th of each year.
- 2.3 At the regularly scheduled March monthly meeting, the Nominating Committee shall present to the membership a slate of nominees for the offices of President-Elect, Communication Vice President, Education Vice President, Meetings Vice President, Membership Vice President, and Secretary/Treasurer. The Nominating Committee shall also include a statement that each of the nominees has consented to serve if elected.
- 2.4 After the presentation of the slate of nominees to the membership, member nominations for a Society office may be made by petition submitted to the OSAE principal office on or before March 31. The petition shall be signed by at least five (5) members other than the nominee and shall be accompanied by the nominee's written consent to nomination and willingness to serve if elected.

## Section 3. ELECTION:

- 3.1 On or before April 15, a ballot shall be provided to all professional members at the member's last known address as reflected in the official records of the Society, providing for a vote on the nominees. Said ballot may be provided in printed or electronic format in such a manner to avoid deliberate duplication.
- 3.2 All ballots received on or before May 1 shall be counted and the results made available at the next monthly meeting or by electronic mail.
- 3.3 At least one-tenth of the ballots provided to the membership must have been returned on or before May 1 for the election to be valid. Election shall be determined by a majority vote of actual ballots cast for each office. In the event no nominee receives a majority of the ballots, then there shall be a runoff between the two (2) nominees receiving the most votes. Ballots for the runoff elections shall be provided to the members within thirty (30) days of the ballot count.
- 3.4 Two (2) Strategic Partner Representatives shall be appointed by the President.

## Article VI: Committees

Section 1. COMMITTEES: There shall be eleven (11) standing committees of the Society:

- A. Audit
- B. Budget and Finance
- C. Bylaws
- D. Communications and Public Relations
- E. Education
- F. Meetings
- G. Membership
- H. Nominating
- I. Strategic Planning
- J. Awards
- K. Strategic Partner

Section 2. CHAIRMEN: The chairman of each committee shall be recommended by the appropriate Board representative and appointed by the incoming President, with the following two exceptions: Nominating Committee and the Awards Committee which shall consist of the five (5) immediate past presidents, the furthest removed being the chairman.

Section 3. APPOINTMENT: The committee chairman shall appoint committee members of the various committees, with final approval of the selection given by the President.

Section 4. COMMITTEE MAKEUP: The committees of the Society shall consist of not less than three (3) members.

Section 5. AUDIT COMMITTEE: An Audit Committee shall be appointed by the Board of Directors. It will be comprised of one (1) member of the Board of Directors, one (1) Professional member and (1) Strategic Partner member. The Audit Committee shall meet at least once a year, prior to budget approval for the new fiscal period. The Audit Committee shall submit to the Board of Directors for approval their selection of a firm of Certified Public Accountants to express an opinion on the financial statements of the Society and other duties deemed by the Board for the fiscal year selected to be audited. A member of the Audit Committee will present the financial review or audit results to the Board of Directors. Copies of the auditor's report shall be distributed to the Board of Directors and made available to the members upon request.

Section 6. TASK FORCES: The President may, from time to time, appoint special task forces as deemed necessary.

## Article VII: Amendments

These Bylaws may be amended at any regular meeting by a two-thirds vote of the professional members in attendance, provided that a complete description of such amendments is provided in printed or electronic format to each member at least thirty (30)

days in advance of the meeting at which the amendments are to be heard.

## Article VIII: Staff

**EXECUTIVE DIRECTOR:** The Society may employ an Executive Director to perform the usual duties of that position and others assigned by the President and the Board of Directors. The Executive Director shall be selected or reaffirmed, and the salary established, by the Board of Directors each year, or for such period of time as determined by the Board of Directors. The Board of Directors shall conduct a performance review of the Executive Director annually.

## Article IX: Finance

**Section 1. FISCAL YEAR:** The fiscal year of the Society shall begin January 1 and end December 31.

**Section 2. BUDGET:** With the recommendations of the Treasurer and Budget and Finance Committee, the Board of Directors shall adopt an annual operating budget covering all activities of the Society prior to January 1 of each year. The budget may be amended by actions of the Board of Directors.

**Section 3. REPORTING:** The Secretary/Treasurer shall furnish the membership within sixty (60) days following the end of each annual fiscal period a financial report of the year just completed.

**Section 4. AUDIT:** The Board of Directors shall conduct a full audit every three years of the Society accounts and submit said report to the Society. The remaining two (2) years, the Audit Committee will determine the level of financial review needed.

## Article X: Dissolutions

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, all funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

## Article XI: Rules

Robert's Rules of Order (revised) shall govern the Society in all cases in which they are applicable and insofar as they are not inconsistent with these bylaws.

Amended July 15, 2009  
Amended July 16, 2008  
Amended July 13, 2005  
Amended April 12, 1996