

**FLORIDA STATE GUARDIANSHIP ASSOCIATION, INC.**  
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**FLORIDA STATE GUARDIANSHIP ASSOCIATION, INC.**  
**BYLAWS**

**ARTICLE I – ORGANIZATION**

**Section 1. Name**

.01 The name of this Association shall be the Florida State Guardianship Association, Inc. (FSGA).

**ARTICLE II – PURPOSE**

**Section 1. Purpose**

.01 The purpose of the Association shall be to:

- a. promote public and professional education to further the exchange of professional knowledge for the benefit of guardians and wards;
- b. advocate for policies that benefit wards and the practice of guardianship;
- c. act as a liaison with local, state and national guardianship organizations and other entities interested in guardianship services;
- d. assist in the development of Association Chapters;
- e. develop a state-wide guardianship network;
- f. promote professional ethics and encourage, establish and maintain high standards of professional education, competence, and performance;
- g. promote a broader understanding and acceptance of the qualified guardian as an integral part of the judicial system.

**Section 2. Not For Profit**

.01 The Association is formed solely and exclusively for the improvement of guardianship services and is not organized for, and shall not be operated, for pecuniary gain or profit. No part of the net earnings, if any, of the Association shall ever inure to the benefit of any member of the Association or any private individual. The properties of the Association shall not at any time be used or operated so as to benefit any officer, trustee, director, member, employee, contributor, or bond holder of the Association or any other person through the distribution of profits, payment of excessive charges or compensations or the more advantageous pursuit of the business or profession of such person or persons. The properties of the Association shall at all times be used for the improvement of guardianship services or for uses which are clearly incidental.

## **ARTICLE III – MEMBERSHIP**

### **Section 1. Non-Discrimination**

.01 All persons and organizations shall be eligible for membership in the Association without regard to race, age, religion, ethnicity, national origin, sex, sexual orientation or disability.

### **Section 2. Classes of membership**

.01 There shall be two (2) classes of members: individual and organizational.

### **Section 3. Individual Membership**

.01 Individual Membership includes Guardians, and affiliated professionals.

### **Section 4. Organizational Membership**

.01 Organizational Membership shall include more than one member from the same organization from organizations who serve as guardians or participate in activities that enhance the role of a guardian.

### **Section 5. Benefits and Dues**

.01 The Board of Directors shall determine the benefits for members, as well as the annual membership dues.

### **Section 6. Membership Application**

.01 Applications for membership shall provide information that establishes eligibility for membership, includes payment of the appropriate dues, and submission to the executive staff for approval. Applications for membership will include a statement, affirming the Guardian Member has read and will comply with the NGA Model Code of Ethics, adopted by the Florida State Guardianship Association (FSGA) as a guideline for appropriate practice.

### **Section 7. Termination of Membership**

.01 Any membership may be cancelled for non-payment of dues.  
.02 Any member who ceases to qualify for continued membership, as defined by Board policy, shall be dropped from the membership roll of the Association.  
.03 Any member proposed for membership cancellation for any other reason shall be given written notice including the reason(s). The member has the opportunity to object and appeal the proposed cancellation by notifying the Board of Directors in writing within 30 calendar days of receiving said notice. If there is no objection from the member, then a final written notice of the Board's decision will be sent to the member. A notice of cancellation will include the opportunity for the member to appeal a decision by the Board to a three-person review panel appointed by the Board, of which 2 who are not current members of the Board. The three-person panel must be appointed as promptly as possible and consider the appeal no later than 45 calendar days of the Board receiving said appeal. The decision of that panel is final and may not be challenged in any other forum within the Association.

## **ARTICLE IV -- BOARD OF DIRECTORS**

### **Section 1. Scope of Authority**

- .01 The business affairs of the Association shall be managed by a Board of Directors, including but not limited to all matters affecting the Association. The Board of Directors develops and directs the policies and operations of the Association and is ultimately responsible for their implementation. The Board carries all the legal and fiduciary responsibility for the Association.
- .02 The Board of Directors shall have the power to act for, and on behalf of, the Association. The Board of Directors will establish policies and procedures for operation of the Association and its Chapters.
- .03 The Board of Directors may engage one or more individual employees or contracted agents to serve as executive staff, to manage the activities and operations of the Association as directed by the Board, and to implement the policies of the Association. The Board shall delegate to such individuals the authority to sign documents and act on behalf of the Association within the policies and directives of the Board.

### **Section 2. Composition of the Board**

- .01 The Board of Directors shall consist of the Officers, Directors, and liaisons of the Association.
- .02 The total number of Officers shall be six (6): the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President.
- .03 The total number of Directors shall include the following members: up to eight (8) At-Large Directors (“At-Large Directors”), and the Chapter President or designee from each chapter (“Chapter Directors”).
- .04 The Board of Directors may appoint a representative (Liaison) from any organization to serve as an ex-officio, nonvoting member of the Board of Directors. Their attendance does not contribute to a meeting quorum requirement.
- .05 No revision to these bylaws shall impact a currently serving elected or appointed Director. If the number of serving Directors exceeds the requirement of paragraph .03 of this Section, those serving will continue in their respective terms.

### **Section 3. Election and Term of Office**

- .01 The At-Large Directors shall be elected by the voting membership of the Association on an annual basis with staggered terms. These elected members of the Board of Directors shall hold office for a term of three (3) years.
- .02 The term of office for all At-Large Directors elected (as specified in Article VI), shall commence at the conclusion of the Annual Meeting, or if the Annual Meeting has not yet occurred previously that year, on October 1.
- .03 The Officers shall be elected by the Board of Directors as specified in Article V, Section 3.
- .04 The Chapter Directors are elected by their respective chapters. These members of the Board shall hold office for the term of their elected Chapter position.

**Section 4. Conflict of Interest**

- .01 The Association's staff, including contracted agents and executive staff, Officers and Directors shall avoid any conflict between their respective personal, professional or business interests and the interests of the Association in all actions taken by them on behalf of the Association.
- .02 Each Officer, Director, association staff, contracted agents and executive staff, shall attest to adherence with the Association's Ethics and Disclosure Policy.
- .03 Any relationship which may be, or may be perceived to be, a conflict of interest must be reported to the Executive Committee in writing within 15 calendar days of recognition.

**Section 5. Eligibility for Board Service**

- .01 All Directors, including Officers, must be a Member in good standing. No more than one (1) owner, Officer, Director, or employee of the same business entity may serve at the same time on the Association's Board of Directors. Members of the Board by virtue of their election as a Chapter President are exempt from this limitation.
- .02 The Board can approve one more additional Director from the same entity with a two-thirds vote of the Board of Directors.
- .03 No person may hold more than one (1) office at a time.

**Section 6. Meetings of the Board**

- .01 Meetings of the Board of Directors shall be called by the President.
- .02 The Board shall have no less than four (4) meetings during each Board year.
- .03 Special meetings of the Board of Directors may be called by: the President, or by vote of any three (3) Officers, or upon written request by forty (40%) percent of current members of the Board of Directors. Any call for a special meeting shall result in the meeting occurring within twenty-five (25) calendar days. Any special meeting called shall provide a minimum of fifteen (15) calendar days notice to members of the Board.
- .04 At meetings of the Board of Directors, business may be conducted via telephone conference call or other electronic means and actions taken at that meeting, provided a quorum is participating, are as valid as business conducted in a physical meeting of the Board. In addition, any action that may be taken at a meeting of the Board of Directors may be taken through alternative voting procedures provided a quorum participates in the alternative voting process.
- .05 The Board of Directors may make such rules and regulations covering its meetings as it deems necessary.

**Section 7. Quorum and Voting**

- .01 The presence of forty (40%) percent of current members of the Board of Directors constitutes a quorum to transact business, except as otherwise provided in these Bylaws.
- .02 The vote of a majority of the members of the Board of Directors present at a meeting, on a telephone conference call, or through any alternative voting process, at which a quorum is confirmed, shall be the action of the Board, except as otherwise provided in these Bylaws.

- .03 A Director may vote by proxy at any meeting of the Board of Directors. A proxy constitutes an appearance by the absent Director and is counted toward the meeting quorum.
- .04 Directors are limited to holding one (1) proxy at each meeting.

#### **Section 8. Vacancies**

- .01 Vacancies on the Board of Directors, including Officers, shall be filled by a majority vote of the remaining members of the Board at a meeting called by the President or by an alternative voting process as provided for in Section 7 of this Article. Each person so elected shall be a Director or Officer for the unexpired term of the predecessor or until a successor is elected by the membership in accordance with these bylaws, or at any special meeting duly called for such purpose.
- .02 Before filling a vacancy, the Board shall consider the benefit to the Association, along with due consideration to the wishes of the membership as expressed in the last Board election.

#### **Section 9. Resignation and Removal**

- .01 A Director, including an Officer, may terminate directorship at any time by written notice of resignation to the Association President, with such termination being effective upon receipt.
- .02 Nonattendance, without notice of a proxy designation, at any two (2) regular meetings of the Board of Directors in the Board year may be considered by the Board of Directors as a resignation of that Director or Officer. When this occurs, the Board may, at a subsequent meeting, vote to accept the resignation of the Director or Officer, and may act to fill the vacancy.
- .03 A Director or Officer, may be recommended for removal for material violations of the Association's Ethics and Disclosure Policy or conduct detrimental to the Association by a two-thirds (2/3) majority vote of the Board of Directors as determined by the Board after diligent inquiry, and with due process. The Director shall be removed upon a two-thirds (2/3) majority vote of the general membership present at a meeting of the Association. The vote shall be conducted by written ballot.

#### **Section 10. Compensation**

- .01 Members of the Board of Directors, including Officers, do not receive compensation for their services, but may be reimbursed for reasonable expenses incurred in connection with Association business according to policies and procedures established by the Board of Directors.

## ARTICLE V – OFFICERS

### **Section 1. Officers**

.01 The Officers of the Association, also acting as its Executive Committee, shall be the following:

- President
- President-Elect
- Vice President
- Secretary
- Treasurer
- Immediate Past President

### **Section 2. Responsibility**

.01 The Officers or Executive Committee shall have general supervision of the affairs of the Association and its Chapters between the meetings of the Board of Directors. The Executive Committee shall act for the Board of Directors only to the extent specifically directed by the Board of Directors. In no case shall the actions of the Executive Committee conflict with the actions taken by the Board of Directors.

### **Section 3. Election and Term of Office**

- .01 Officers shall be current Board Members and have served for one year in addition to having actively participated in the Association for a minimum of two years. No two Officers can be from the same entity.
- .02 Officers with the exception of the Immediate Past President, shall be elected by the Board of Directors at the last meeting of the Board occurring before the Annual Meeting, or occurring before October 1<sup>st</sup> if the Annual Meeting has not yet occurred previously that year.
- .03 In order for the Board of Directors to appropriately consider the Slate of Officers, the Nominating Committee should provide the Board of Directors a slate no later than 45 calendar days prior to the last meeting of the Board occurring before the Annual Meeting, or if no Annual Meeting then before October 1<sup>st</sup>.
- .04 The term of office for all Officers shall be one (1) year and shall commence at the conclusion of the Annual Meeting, or if the Annual Meeting has not yet occurred previously that year, on October 1, and shall continue until the designated term expires or until a successor is named.
- .05 The Immediate Past President shall serve until that position is filled by the most immediate president finishing the current term of office.

### **Section 4. Executive Committee Meetings**

.01 The Executive Committee shall meet between meetings of the Board of Directors at the discretion of the President, and in lieu of a physical meeting, may meet for official action via a telephone or video call.

### **Section 5. Quorum and Voting**

.01 At least three (3) members of the Executive Committee must be present at a meeting or on a telephone or video call to conduct business. A simple majority vote of those present is sufficient to be considered the action of the Executive Committee.

**Section 6. Powers and Duties of Officers**

- .01 The President shall be the chief officer of the Association and shall preside at all Association meetings; shall perform all duties as are provided for in the Bylaws; and shall implement the policies of the Board of Directors and such other duties as usually are incidental to this office. The President may sign, on behalf of the Association, all instruments which the Board of Directors has authorized to be executed. The President shall consult either verbally or in writing with the Association’s attorney as he or she deems necessary. The President becomes the Immediate Past President at the completion of the term of office as President.
- .02 The President-Elect, during the absence or inability of the President to act, shall exercise all the powers and discharge all the duties of the President until the President shall return or a successor is chosen. The President-Elect will succeed to the office of President upon the completion of the term of office as President-Elect.
- .03 The Vice President shall serve as a Sergeant at Arms as well as Chair of Bylaws Policy and Procedures Committee. This position is a non-voting Officer executive unless neededd for tie-breaker or quorum.
- .04 The Treasurer or representative authorized by the Board shall maintain membership records, including dues payments, as well as other financial records of the Association, and shall be responsible for the financial affairs of the Association in accordance with the policies of the Board of Directors.
- .05 The Secretary shall attend all meetings of the membership, Board of Directors, and Executive Committee and shall record the minutes and votes of those meetings as official records of the Association.
- .06 The Immediate Past President shall provide counsel and historical perspective to the leadership of the Association.

**ARTICLE VI – ELECTION OF DIRECTORS**

**Section 1. Slate of Candidates for Selection**

- .01 The Nominating Committee, as defined in Article VII, Section 2, shall prepare the widest possible list of candidates for open positions of At-Large Directors and Officers.

**Section 2. Election**

- .01 Elections of members of the Board of Directors shall be conducted by a process determined by the Board of Directors. A quorum for election of Directors shall be the same as that required for a general meeting of the Membership in Article IX. Elections of members of the Board of Directors may also, at the discretion of the Board, be conducted at the Annual Meeting.

**Section 3. Voting Eligibility**

- .01 Only members who have paid dues for the current membership year and are in good standing shall be entitled to vote.
- .02 Each member may cast one (1) vote for each open position.
- .03 Each Individual Member shall be entitled to one (1) vote and each Organizational Member shall be entitled to two (2) votes through their designated representatives.

- .04 Votes may be cast by absentee ballot in accordance with procedures established by the Association's Board of Directors.

**Section 4. Inspectors of Election**

- .01 At all votes by ballot, the President shall, prior to the commencement of balloting, appoint a committee of three (3) persons who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, report the results in writing to the President.
- .02 No Inspector of Election shall be a candidate for office or shall be personally interested in the voted question.

**Section 5. Required Vote**

- .01 Provided that a quorum is present at the Annual Meeting, as defined in Article IX, a simple majority of the members voting shall be required to elect a member of the Board of Directors if a single slate is offered. In the case of a slate of multiple candidates for open positions, votes will be tallied and those with the highest number of votes will be considered elected to the positions that are open.

**ARTICLE VII – ASSOCIATION COMMITTEES**

**Section 1. Appointment**

- .01 The President, with the approval of the Board of Directors, shall establish committees, task forces, and other groups as needed to carry out the operations of the Association. The President shall appoint the chairs of committees, who shall appoint their own committee members, except as noted otherwise in these bylaws.
- .02 All committees shall report directly to the Board of Directors.
- .03 The President-Elect shall be an ex-officio member of all committees.
- .04 The Chair of each committee shall be a member of the Association in good standing.
- .05 Membership on committees shall not be limited solely to members of the Association.

**Section 2. Standing Committee**

- .01 The Nominating Committee shall be a standing committee, with responsibility to develop a slate of candidates for the Officers elected by the Board, and open positions of At-Large Directors for election to the Board. The chair shall be the Immediate Past President of the Association. In the event the Immediate Past President is unable to serve in that capacity, the President shall appoint a Chair. The members of the committee should include the President, the President Elect, two members of the Board and two members from the general membership of the Association who are not members of the same Chapter. Policies and procedures for nominations and elections, as approved by the Board of Directors, will guide the Nominating Committee members in carrying out their responsibilities.

**Section 3. Other Committees**

- .01 Other committees and task forces may be appointed by the President as needed, with the Board’s approval, and will continue until the purpose for which they were created has been accomplished, or until they are disbanded by the Board.

**ARTICLE VIII -- CHAPTERS**

**Section 1. Definitions**

- .01 A Chapter is an organized group defined by a particular geographic area of Florida, consisting of ten (10) or more current members in good standing, which has been approved by the Association's Board of Directors
- .02 There are two types of chapters. The first are those that operate as a federated chapter of the Association’s incorporation. The financial operations of those branches is merged with those of the Association. They enjoy not-for-profit status and state sales tax exemption by virtue of being a federated chapter of the Association. The second type of chapter, a non-federated chapter, is directly responsible for compliance with all applicable federal, state and local regulations or requirements such as qualifying for its not-for-profit status.

**Section 2. Purpose**

- .01 It is the intent of the Association to facilitate and support participation of all its members in activities consistent with the Association's Purpose. To this end, the Association may establish Chapters in various geographic areas of the state. These Chapters will have representation on the Association’s Board of Directors.

**Section 3. Chapter Formation**

- .01 A Chapter may be established within a particular geographic area of Florida upon petition to the Association's Board of Directors by ten (10) or more current members of the Association.
- .02 The Board of Directors of the Association may approve, upon majority vote of the Board of Directors, such Chapter at the Association's Board of Directors next regularly scheduled meeting.

**Section 4. Chapter Obligations**

- .01 A Chapter will recognize as members only those who have paid both the Association’s dues and the Chapter’s dues.
- .02 The Chapter shall incorporate using the Association's skeletal Chapter Bylaws as its own. At any time, the Chapter may then reasonably revise its Bylaws to conform to its particular needs, provided each revision is reviewed and approved by the Association's Board of Directors. The proposed revisions would first be voted on by the Chapter membership and upon passage be presented to the Association’s Board of Directors for review and approval. The effective date would then be the date approved by the Association’s Board of Directors.
- .03 A minimum of ten (10) current members shall comprise a Chapter. When a Chapter’s membership falls below ten (10) members, it shall be placed in a provisional status until the Chapter achieves the minimum membership. That provisional status will

not abridge any of the Chapter's rights nor impact the Chapter's representation on the Board of Directors of the Association.

- .04 The Chapter's Board of Directors may designate a representative in accordance with Article IV to serve on the Association's Board of Directors in lieu of its Chapter President.
- .05 The Chapter must hold meetings or other activities at least quarterly.
- .06 The Chapter will hold elections for Officers annually.
- .07 The Chapter will report to the Association the contact information for its Officers and Board of Directors within 21 calendar days of their election.
- .08 The Chapter will provide the Association by the end of each calendar year a Chapter Financial Report in a form provided by the Association.
- .09 Each member of a Chapter's Board of Directors, and Officers, shall attest to adherence with the Association's Ethics and Disclosure Policy.
- .10 The Chapter may adopt and promote positions on local issues provided that such positions are in conformity with the mission and purposes of the Association. Concerns and questions about a Chapter's position shall be addressed by the Chapter's President, or its Board of Directors, to the Association's Executive Committee as promptly as possible. Absent the aforementioned, concerns and questions shall be addressed by the Association's Executive Committee to the Chapter's Board of Directors as promptly as possible. A majority vote of the Association's Board of Directors shall decide if the Chapter shall or shall not be permitted to pursue its position.

#### **Section 5. Dissolution**

- .01 The Association shall notify the President of the Chapter when the membership of that Chapter falls below ten (10) current members for more than a three (3) month period.
- .02 The Association's President, at the next regularly scheduled meeting of the Board of Directors, may initiate or may entertain a motion to disestablish a Chapter not meeting the standards as stated in Section 4 of this Article. Notice of such action shall be given to the Chapter in accordance with these Bylaws. Upon the disestablishment of a Chapter, such Chapter shall deliver all of its funds and assets remaining in Chapter accounts or in other locations, to the Association's Treasurer for deposit into the Association's general account. Any dues paid to the disestablished Chapter shall be transferred to the general fund of the Association. Former Chapter members will not be entitled to a refund of any dues paid in this circumstance. Disestablishment of the Chapter does not impact the membership of any individual in the Association.
- .03 Whenever possible, the Association's Board of Directors shall resolve the issue of maintaining the Chapter in that Chapter's favor.
- .04 If a federated chapter of the Association is disestablished, such Chapter shall deliver all of its funds and assets remaining in Chapter accounts or in other locations, to the Association's Treasurer for deposit into the Association's general account within 14 calendar days of the Chapter's destablishment. If a non-federated Chapter is disestablished, it shall take action to dissolve any corporation formed and pursuant to Section 4 of this Article.

## **ARTICLE IX – MEETINGS OF THE MEMBERSHIP**

### **Section 1. Meetings & Quorum**

- .01 General meetings of the membership may be held as often as the Board of Directors deems necessary. There shall be one (1) general meeting each year designated as the Annual Meeting. The Annual Meeting should be generally scheduled during the annual statewide conference if one is held that year. Special meetings shall be called as necessary.
- .02 Members shall be provided a notice in writing telling the time and date, and manner such as in-person, virtually or hybrid, of such general meeting at least thirty (30) calendar days in advance of the meeting.
- .03 The presence of not less than fifteen (15) percent of the membership shall constitute a quorum and shall be necessary to conduct the business of the Association. No member may vote by proxy.

### **Section 2. Annual Meeting**

- .01 The Annual Meeting of the membership of the Association shall be held at a time and date and manner fixed by the Board of Directors.
- .02 Provided that a quorum is present at the Annual Meeting or participating in an alternative voting process, a majority of the members voting shall be required to approve any action.

### **Section 3. Special Meetings**

- .01 A Special Meeting of the membership shall be called at the written request of the President, or a majority of the Board of Directors, or fifteen (15) percent of the Membership.
- .02 The date for the Special Meeting shall be determined within fourteen (14) calendar days of the receipt of a request. Notice of such Special Meeting shall be sent in writing to all members at least fifteen (15) calendar days before the scheduled date set for such Special Meeting. Such notice shall state the reason(s) for the call of the meeting, the business to be transacted and by whom the meeting was called. In any case, the Special Meeting shall occur not later than forty-five (45) calendar days after receipt of the request.
- .03 No other business but that specified in the notice may be transacted at such Special Meeting without the unanimous consent of all present at such meeting.
- .04 Provided that a quorum is present at the Special Meeting or participating in an alternative voting process, a majority of the members voting shall be required to approve any action.

## **ARTICLE X – DUES AND FISCAL POLICIES**

### **Section 1. Fiscal Year**

- .01 The Association shall operate under a fiscal year as established by the Board of Directors.

**Section 2. Dues**

- .01 The Board of Directors shall set membership dues for each year, with any changes requiring an explanation in writing to the general membership prior to the beginning of the dues year.

**Section 3. Payment of Dues**

- .01 The Board of Directors shall set procedures for the payment of dues.
- .02 Any amount due the Association becomes delinquent at the start of the membership year if not renewed.
- .03 If a member is delinquent sixty (60) calendar days after the start of the membership year, membership may be terminated by the Board of Directors.

**Section 4. Refunds**

- .01 No dues shall be refunded.

**Section 5. Financial Review**

- .01 The Board of Directors shall, in coordination with the Treasurer, obtain an independent review of the financial records of the Association.
- .02 This review will be: accomplished annually, completed within one hundred twenty (120) calendar days of the close of the fiscal year, and reported to the Board of Directors at its next scheduled meeting.
- .03 The intent of this review is to assure that:
  - a. the Association activities are consistent with the non-profit status;
  - b. it appears that the financial records accurately reflect transactions and the financial status of the Association; and
  - c. sufficient internal controls are present and practiced to safeguard the Association.

**ARTICLE XI – ASSETS**

**Section 1. Use of Funds**

- .01 The Association shall use its funds only to accomplish the purposes specified in these Bylaws, and no part of said funds shall accrue, or be distributed to the members, Directors, officers, staff, or any other authorized agent of the Association.

**Section 2. Dissolution**

- .01 The Board of Directors may recommend to the membership the dissolution of the Association if the purpose can no longer be sustained.
- .02 Such a recommendation requires an affirmative vote of three-quarters (3/4) of the Board of Directors present and voting.
- .03 Notice must be submitted to the membership at least ninety (90) calendar days in advance of the meeting called for the purpose of approving the recommendation to dissolve the Association and an affirmative vote of two-thirds (2/3) of the membership present and voting is required for dissolution.

**Section 3. Distribution of Assets**

- .01 In the event of action to dissolve the Association, any assets of the Association will be transferred in whole to one or more non-profit organizations or foundations that meet requirements as a 501(c)(3) or a 501(c)(6) organization as defined in the Internal Revenue Code, and have purposes and objectives similar to the entities being supported by the Association, to be selected by the Board of Directors.

**ARTICLE XII – INDEMNIFICATION**

**Section 1. Indemnification**

- .01 The Association hereby indemnifies any Officer, Director, or employee or other such person, who was, or is, a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, (other than an action by or in the right of the Association) by reason of the fact that the person is, or was, a Director, Officer or employee, or was serving at the request of the Association, against expenses (including attorneys fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with such suit, action or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe the person’s conduct to be unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon pleas of nolo contendere, or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be, or not opposed to, the best interest of this Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that the person’s conduct was unlawful.
- .02 No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Association.

**Section 2. Liability Insurance**

- .01 The Association may purchase and maintain liability insurance for defense of liability claims against any person who is or was a Director, Officer, employee, or contracted staff of the Association or who is or was serving at the request of the Association.

**ARTICLE XIII – INTERPRETATION AND AMENDMENTS**

**Section 1. Interpretation**

- .01 The vote of two-thirds (2/3) of the members of the Board of Directors shall interpret the meaning and intent of these Bylaws. When warranted, the Board of Directors by majority vote may request a written opinion from legal counsel on the proper interpretation thereof.

**Section 2. Amendment of the Bylaws**

- .01 The Bylaws of the Association may be altered, amended or repealed by a two-thirds (2/3) majority vote of the Members participating, provided that due notice of the intent to change the Bylaws and the proposed change in wording be mailed to each member not less than thirty (30) calendar days prior to the date a vote on the change is to be taken.
- .02 The Board of Directors may adopt policies and procedures to implement and supplement these Bylaws. The Board of Directors shall not adopt any policies or procedures which conflict. In the event there is a question about the interpretation of these Bylaws and any policies and procedures, these Bylaws shall govern.

**ARTICLE XIV - RULES OF ORDER**

**Section 1. Rules of Order**

- .01 Robert's Rules of Order shall be applicable at all times when not in conflict with the Bylaws of the Association.

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Bylaws of the Association first adopted November 15, 1988.

Amendments to Bylaws: 1/19/92; 1/29/95; 4/27/96; 8/6/99; 2/5/00; 6/7/01; 8/1/03; 8/1/04; 10/17/05.

Complete Revision 7/1/2009.

Amendments: 2/9/2012 Article III Section 6,  
7/31/2012 Article IV Section 2.03 and 3.01.

Adjustments: 1/2013 Scrivener error discovered on bylaws revision of 2/09/12 and 7/31/12. On 1/19/13 board approved removal of error (Article III Section 7.04). Corrected on 2/7/13 to reflect bylaw membership adoption on 2/9/12. Bylaws change Area Director, Member Vote Complete 4/30/13, Bylaws change published 5/30/13, Bylaws Change Chapter Language, Member Vote Complete 12/20/13, Bylaws change published 1/20/14, Bylaws changes regarding addition of Vice President Position, Member Vote Complete July 13, 2016, Bylaws changes published August X, 2016.

Review of Bylaws commenced November 2025, revisions unanimously adopted by Board of Directors May, 20, 2026.