

BYLAWS

SOCIETY OF GOVERNMENT MEETING PROFESSIONALS, INC. CENTRAL FLORIDA CHAPTER

DATE: January 20, 2006

ARTICLE I: NAME

The name of this organization is CENTRAL FLORIDA CHAPTER (hereafter referred to as "The Chapter") of THE SOCIETY OF GOVERNMENT MEETING PROFESSIONALS, INC., (hereafter referred to as "The Society").

ARTICLE II: MISSION AND OBJECTIVES

SECTION 1. Mission

The Chapter, as a chartered part of The Society of Government Meeting Professionals, Inc. (SGMP), is an organization dedicated to improving the knowledge and expertise of individuals in the planning and management of government meetings through education and industry relationships.

SECTION 2. Objectives

The purpose of The Chapter is to improve the quality and increase the cost effectiveness of government meetings by:

1. Improving communications, understanding, and cooperation between planners and suppliers through periodic meetings;
2. Expanding the knowledge and abilities of planners and suppliers by conducting formal educational programs;
3. Aiding planners in locating and evaluating meetings facilities and support services;
4. Researching, analyzing and translating regulatory and legislative issues and policies, which affect government meeting professionals;
5. Influencing in decision-making that directly or indirectly impacts the scope of operations of the planners;
6. Maintaining liaison activities with other professional meeting planner and supplier groups; and,
7. Providing guidance and advice to planners on all phases of planning, executing, and evaluating meetings.

ARTICLE III: MEMBERSHIP

The Chapter will conform to the membership requirements as stated in the bylaws of The Society.

SECTION 1. Voting Membership

Membership in The Chapter shall be open to all persons engaged in the planning, management and support of meetings conducted by federal, state, and local government agencies and entities. Members in good standing shall be defined as having paid their dues on a current basis. A majority of The Chapter membership shall be composed of planners. The National Board of Directors, hereafter referred to as “The National Board”, shall determine policies governing eligibility and participation of members. The membership of The Chapter shall consist of the following:

1. Government Planner: Employed by Federal, state and local government meeting planners. Includes military and quasi-government associations and organizations.

2. Contract Planner: Individuals, organizations or companies operating under contract to government agencies, and are receiving said payments directly from government agencies, to assist in the planning or implementation of meetings, conferences or conventions are contract planners by this definition.

3. Associate Supplier: Individuals, organizations or companies that are compensated through retainer or commission from suppliers (i.e., hotels, conference centers, cities, etc.) will be considered associate suppliers. This means that individuals, organizations or companies whose income in the planning or placement of government meetings, conferences or conventions is derived from suppliers are also considered suppliers.

4. Supplier: Organizations providing facilities and services to government planners and contract planners. Supplier organizations may include hotels, transportation, audio-visual, travel services, convention and exhibit services, trade publications, tour operators, caterers and convention bureaus.

5. Categories of Membership

a. Member is one who affiliates and maintains their membership through a chapter. The chapter member shall be entitled to vote, hold office and participate in all chapter activities and programs.

b. Member-At-Large is one who does not belong to a chapter, but maintains current membership in The Society. The member-at-large shall be entitled to participate in The Society programs and activities, run for The Society Board, vote in The Society elections, but may not vote in chapter elections, hold chapter office or be extended the privileges extended to a chapter member by the chapter. Any member of The Society may attend any chapter meeting.

6. The Chapter Board may bestow Life or Honorary Membership upon any person or organization at such time and under such terms and conditions as may be determined by the Chapter Board. The rights and privileges of such membership shall be the same as those established for members in good standing, in the membership category to which they belong.

7. Type of Membership

a. Organizational: This type of membership is paid for by and belongs to the company/agency. A representative must be appointed as The Chapter member. This membership is transferable within the company/agency, by its election on letterhead.

b. Individual: This type of membership is paid for by and belongs to the individual, even though he/she may be representing a company/agency. This membership is movable with the individual member, but is not transferable to another member.

SECTION 2. Non-Voting Membership

1. Student, educator, retirees and other forms of non-voting membership may be conferred by The Chapter Board to individuals and organizations that would otherwise not be eligible for membership in The Chapter. Applicants for these types of membership should not be involved in meeting planning or supplying of services other than as a student intern or an interested educator.

2. Retirees: This category shall include former members of The Chapter who were members in good standing at the time of his/her retirement. If this member remains in the retired status, they will continue to qualify as a “retired” category membership. If a retired member becomes willfully employed by either a contract planning company, or a third party placement firm, they will forfeit their “retired” status and will then be eligible for a membership in either the Contract Planner or Supplier categories.

SECTION 3. Application

All applications for membership shall be in writing and in the form as prescribed by The Chapter Board, and shall be accompanied by the appropriate amount of Annual Dues as established by The Chapter Board.

SECTION 4. Professional Conduct and Compliance

1. It is the intent of The Chapter that the highest standards of professionalism be maintained by all members at all times. The Chapter shall provide a Code of Professional Conduct and Ethics to which all members are expected to subscribe. The Code shall serve to evaluate the conduct of members. The Chapter shall provide compliance policies and procedures for the review, investigation, evaluation, and recommended disciplinary action of a member believed to have engaged in improper or unprofessional conduct.

2. The Chapter President shall assure that the members of the Chapter are informed of The Society's Code of Professional Conduct and Ethics and the compliance policies and procedures available to initiate and resolve a complaint.
3. Any person may initiate a complaint against a member believed to have engaged in conduct improper or unprofessional in complying with The Chapter's Code of Professional Conduct and Ethics.
4. or violations of the Principles of Professional Conduct or any violation of any duty of membership, the disciplinary action may consist of one or more of the following:
 - Private or public letter of censure.
 - Suspension of membership or loss of other designation.
 - Expulsion from membership or loss of other designation.
 - Assessment of costs incurred by SGMP in holding the hearing.
 - Removal from elected SGMP National or Chapter office.
 - Any combination of such actions.
 - Any discipline imposed may be suspended and the individual placed on probation.

ARTICLE IV: NATIONAL OFFICERS AND DIRECTORS

SECTION 1. Officers and Directors

The Officers and Directors of The Society shall include a President, First and Second Vice Presidents, Secretary, Treasurer and three Directors, to be elected by the members of The Society. The category of membership for each Officer and Director position is designated in Article VII, Section 4 of these Bylaws. Officers and Directors shall serve until their successors have been duly elected and assume office. An elected Society Officer and Director shall hold no more than one elected office at a time either in The Society or a Chapter. An elected Officer and Director may be removed after the third consecutive absence from scheduled National Board meetings.

SECTION 2. Qualifications for Office

Any member in good standing, for at least six months prior to nomination, shall be eligible for nomination and election to an office of The Society as stated herein:

- President - Government Meeting Planner
- First Vice President - Government Meeting Planner
- Second Vice President - Supplier or Contract Meeting Planner
- Secretary - Government or Contract Meeting Planner
- Treasurer - Supplier or Contract Meeting Planner
- Director - Government Meeting Planner
- Director - Supplier
- Director - Government Meeting Planner, Contract Meeting Planner or Supplier

SECTION 3. Election

The election process shall be:

1. Election of Officers and Directors shall be by available ballot.
2. Ballots containing profiles of all candidates will be sent to all voting members in good standing (dues current) no later than forty-five (45) days prior to The Society's Annual Meeting.
3. Official voting shall be closed twenty-one (21) days prior to The Society's Annual meeting.
4. The Officers and Directors shall be elected bi-annually in the odd-numbered years.

SECTION 4. Installation

Each Officer and Director shall be installed at the annual education conference and shall assume office July 1 in the year of their election.

SECTION 5. Term of Office

All Officers and Directors shall serve for one (1) term of two (2) years in the position to which they have been elected. They are then eligible to seek re-election to the same position, not to exceed four (4) years in any one position. An Officer and Director appointed to fill an unexpired term of eighteen (18) months or less shall be eligible for election to the same office for one (1) term not to exceed four (4) years.

SECTION 6. Vacancies

A vacancy in the office of the President shall be filled by the First Vice President. Other vacancies that occur due to death, resignation or other cause, shall be filled no later than sixty (60) days after the vacancy has occurred by appointing another member to the unexpired term by a majority vote of The National Board. An Officer or Director must resign his or her position on the National Board within ninety (90) days of leaving an occupation, which qualifies him or her for membership in The Society.

SECTION 7. Removal

An Officer or Director may be removed or suspended only for cause. For the purposes of this action, an Executive Committee will be formed by The National Board, excluding the member in question, to investigate the allegations. Such removal shall be only upon a vote of two-thirds (2/3) of the members of this committee. The Executive Committee shall give at least thirty (30) days notification and opportunity for defense. They shall have the right of appeal at the next scheduled meeting of The National Board and shall inform the President of their intent to appeal ten (10) days prior to the next scheduled meeting. They shall be informed in writing of The National Board's action within thirty (30) days following the meeting.

SECTION 8. Compensation

Officers and Directors shall not receive any compensation for their services. However, they may be reimbursed for expenses incurred in the performance of their duties.

ARTICLE V: DUTIES OF NATIONAL OFFICERS

SECTION 1. President

The office of President shall be filled by a Government Planner. The President shall preside at all meetings of The National Board and shall serve as an ex-officio member on all committees, except the Nominations & Elections Committee. In the Treasurer's absence, the President is authorized to sign disbursements. The President shall perform such other duties as required by the office or as may be prescribed by The National Board.

SECTION 2. First Vice President

The First Vice President shall be a Government Planner. The First Vice President shall serve for the President in the absence of the President or when so requested by the President. The First Vice President shall discharge all other duties as prescribed by The National Board.

SECTION 3. Second Vice President

The office of Second Vice President shall be filled by a Supplier or Contract Planner. The Second Vice President shall preside in the absence of the President and First Vice President. The Second Vice President shall discharge all other duties as prescribed by The National Board.

SECTION 4. Secretary

The office of Secretary shall be filled by a Government Planner or Contract Planner. The Secretary shall assure the proper mailing of meeting notices to The National Board and membership for scheduled national meetings. The Secretary shall assure the recording of the proceedings of all National Board and other national meetings. The Secretary shall assure that all official and historical records of The Society are maintained and preserved.

SECTION 5. Treasurer

The office of Treasurer shall be filled by a Supplier or Contract Planner. The Treasurer shall ensure that accurate financial records are kept in accordance with standard accounting procedures, and shall be responsible, in conjunction with the President, for the safekeeping of funds in such depositories as are approved by The National Board. The Treasurer shall submit a written report on the financial standings of The Society when called upon by The National Board or the President. The Treasurer shall be the principal signatory on all disbursements.

SECTION 6. Directors

Directors may serve as Committee liaisons and perform all duties and related functions as directed by The National Board. Directors will be voting members of The National Board. There shall be three (3) Directors. One (1) shall be a Government Planner, one (1) shall be a Supplier and one (1) shall be either a Government Planner, Contract Planner or Supplier.

ARTICLE VI: NATIONAL BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility

The governing body of The Society shall be The National Board. The National Board shall have supervision, control, and direction of the affairs of The Society and shall determine its policies; shall actively pursue its objectives; and shall supervise the disbursement of its funds. The National Board may adopt rules and regulations for the conduct of its business as shall be deemed advisable. The National Board shall advise and direct the Chapter Boards of Directors on all decisions that affect The Society directly or indirectly.

The National Board of Directors shall employ an executive director to manage the Society's business. The executive director shall be given the necessary authority and be held responsible for the direction, administration, and coordination of The Society in all of its activities, subject only to such policy as may be adopted and such orders as may be issued by the board of directors. The executive director shall have a continuing term of employment until resignation or termination by the board of directors. The executive director shall be an ex-officio member of the board, without vote.

SECTION 2. Composition

The National Board shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, three (3) Directors and the Immediate Past President.

SECTION 3. Immediate Past President

The Immediate Past President will serve in an advisory capacity to The National Board and is a voting member of The National Board. The Immediate Past President will serve as Chair of The Society's Nominations & Elections Committee; and shall perform such other duties as maybe prescribed by The National Board.

SECTION 4. Quorum

At any meeting of The National Board, a majority of the members of The National Board shall constitute a quorum for the purpose of transacting the business of The Society. Adoption of any business item shall require an affirmative vote of a majority of those present and voting.

SECTION 5. Meetings

The National Board will meet at least quarterly or more often as deemed necessary. Meetings of The National Board may be attended by any Society member in good standing. The members of The National Board shall be provided reasonable notice of all such meetings.

SECTION 6. Voting

- 1.** At all meetings of The National Board, each Board Member shall have one (1) vote. Voting rights shall not be delegated nor exercised by proxy.
- 2.** Written/Voice Vote. Between meetings of The National Board, a written or voice vote of the Board shall be taken at the written or telephonic request of the President on any question which may be submitted to The National Board by the president in writing/facsimile or telephone, provided every member of The National Board shall have an opportunity to vote upon the question submitted. The vote shall be by mail, facsimile or telephone to the President, within the time period established by the President to close the voting, following notification to the members of The National Board. If a majority shall vote on any question, so submitted, the vote shall be counted and shall have the same effect as if cast at a National Board meeting.
- 3.** The President shall submit the question and record of the vote to the Secretary for inclusion in the next National Board Meeting Minutes.

ARTICLE VII: CHAPTERS

SECTION 1. Chapters

A chapter shall be an aggregation of members of The Society, which has been given recognition, under the terms and conditions established by The National Board and these Bylaws. The chapter shall be the basic unit through which The Society functions in communicating and promoting the Society's mission and objectives.

SECTION 2. Organization

The work of the chapters shall be organized in accordance with the following provisions:

1. Purpose.

The chapters shall participate in the development of the policies and programs of The Society and shall contribute to its growth and advancement.

2. Bylaws.

The chapters shall be governed by The Society's Bylaws in its practices, save the exceptions provided in these Bylaws. The chapters may determine local chapter meeting and event charges, but no chapter shall levy an initiation or membership fee, which may constitute an additional requirement for membership. Such Bylaws shall not conflict with The Society's Bylaws.

SECTION 3. Chapter Officers

The National Board shall provide policy and procedures that allow limited flexibility in the membership categories of the Officers elected to the Chapter Board, and that maintain the mandatory balance of representation between Meeting Planners and Suppliers.

The Officers and Directors of a chapter shall include a President, First and Second Vice Presidents Secretary, Treasurer and three Directors, to be elected by the members of the chapter. The category of membership for each Officer and Director position is designated in Article VII, Section 4 of these Bylaws. Immediate past presidents of chapters are eligible to run for national office. No other Officers or Directors shall be elected to the chapter board.

An elected Officer or Director may be removed after the third consecutive absence from scheduled chapter board meetings.

1. Qualifications for Office. Any member in good standing, for at least six (6) months prior to nomination, shall be eligible for nomination and election to an office of their chapter. This six (6) month requirement does not apply to Officers or Directors of new chapters. The chapter Officers or Directors to be elected shall meet the qualifications for the office as herein established, except as may be specified by The National Board:

- President - Government Meeting Planner or Contract Meeting Planner
- First Vice President - Government Meeting Planner or Contract Meeting Planner
- Second Vice President - Supplier/Contract Meeting Planner
- Secretary - Government or Contract Meeting Planner
- Treasurer - Supplier or Contract Meeting Planner
- Director - Government Meeting Planner
- Director - Supplier
- Director - Government Meeting Planner, Contract Meeting Planner or Supplier

a. The Chapter Board shall be made up of at least five meeting planner members; at least four of which shall be Government Meeting Planners; the Immediate Past President, a Government Meeting Planner member of the Chapter Board, is included in this count, though not elected.

b. The Chapter Board shall be made up of a minimum of one and a maximum of four Supplier members.

2. Chapter Elections

a. Chapter Elections shall be completed prior to June 1 in the year of an election. The Chapter Bylaws may specify the method of electing Chapter Officers and may deviate from The Society's election process established in these Bylaws, as long as the chapter uses established standard practices that do not conflict with the intent of these Bylaws or Roberts Rules of Order (Revised).

b. The voting shall be by ballot, except when there is only one nominee for each office or position in which case the election may be by voice. Election of Chapter Officers may be held at a Chapter Business Meeting, provided that all chapter members are notified of the scheduled elections by Chapter Newsletter or other written means, at least once, and at least forty-five (45) days prior to the scheduled election. The Chapter Bylaws shall establish the number of chapter voting members, present and voting, to constitute a quorum.

SECTION 4. Chapter's Official Representative

The Chapter President shall be the official representative of the chapter in the activities of The Society on all levels. Not later than June 15 of each year, the Chapter President shall submit a list of the incoming and continuing chapter Officers and chapter committee chairs to the National Headquarters.

SECTION 5. Installation

Each Officer and Director shall be sworn in during the chapter meeting nearest to the start of their term of office.

SECTION 6. Term of Office

Chapters have the flexibility to set the term of chapter officers, as long as it does not exceed two (2) years. All Officers and Directors shall serve for their terms from July 1 to June 30. Officers and Directors are eligible to seek re-election in the same position, for one term not to exceed four (4) years. An Officer or Director appointed to fill an unexpired term of less than six (6) months shall be eligible for election to the same office for two terms.

SECTION 7. Vacancies

A vacancy in the Office of the President shall be filled by the First Vice President. Other vacancies that occur due to death, resignation or other cause, shall be filled no later than sixty (60) days after the vacancy has occurred by appointing another member to the unexpired term by a majority vote of the chapter board. An Officer or Director must resign within ninety (90) days of leaving an occupation, which qualified him/her for membership in The Society, unless they acquire employment in a position, which qualified him/her to serve on the Board. However, Officers or Directors who can document potential employment in occupations which would qualify him/her to serve on the Board in the position to which they were elected would be permitted to serve for ninety (90) days during this transition.

If there is a vacancy in the office of Immediate Past President, the Chapter Board may appoint another past president in good standing to fill the vacancy.

SECTION 8. Removal

An Officer or Director may be removed or suspended only for cause. For the purposes of this action, an Executive Committee will be formed by The Chapter Board, excluding the member in question, to investigate the allegations. Such removal shall be only upon a vote of two-thirds (2/3) of the members of this committee. The Executive Committee shall give at least thirty (30) days notification and opportunity for defense. They shall have the right of appeal at the next scheduled meeting of The Chapter Board and shall inform the President of their intent to appeal ten (10) days prior to the next scheduled meeting. They shall be informed in writing of The Chapter Board's action within thirty (30) days following the meeting.

SECTION 9. Chapter Reports

Each chapter shall submit monthly reports as prescribed in the Chapter Handbook to the National Headquarters, and an annual chapter year-end financial report required by The National Board. The annual chapter year-end financial reports must be received at National Headquarters no later than August 15th of each year..

SECTION 10. Chapter Formation

1. Formation. At least 45 persons qualified for membership in The Society shall be necessary for the formation of a chapter. The group desiring to form a chapter shall notify The Society's National Headquarters of their interest and intent. The Headquarters will then arrange for the Formation Guidelines to be sent to the group. The Executive Director may arrange for an official representative to visit the group, if appropriate and/or requested. The representative shall visit the group and discuss the programs of The Society and the desirability of forming a chapter.

After advising the existing chapter(s) in the area from which the group may draw membership, the Executive Director shall then make a recommendation to The National Board. Upon the approval of The National Board, the National Headquarters may continue organizing activities with the group.

2. Recognition. The National Board shall have the authority to give official chapter recognition to a petitioning group, when all the necessary documentation has been received, reviewed by National Headquarters.

In the event that The National Board does not grant approval to the group, the Executive Director shall inform the group in writing of the reason(s) and action(s) necessary by the group to gain recognition.

3. The National Board shall have the authority to give official chapter recognition to more than one group in the same area, under special conditions as the Board may require, after consultation with the existing chapter or chapters in the geographic vicinity of the group.

Continuance of a Chapter. Any chapter, which has at least thirty (30) members and a 50/50 ratio of The Society functioning as a chapter, shall continue to be recognized as a chapter.

SECTION 11. Loss of Recognition of a Chapter

1. Procedure. A chapter shall be deemed to have forfeited its right to continue as a chapter for any of the following reasons: (1) has had fewer than thirty (30) members for twelve (12) consecutive months, (2) has violated the purpose of The Society or the provisions of its Bylaws, (3) has maintained Chapter Bylaws or practices in conflict with The Society's Bylaws and (4) held less than 50/50 ratio more than twelve (12) consecutive months.

If a chapter appears to have forfeited its rights to continue as a chapter, the President of The Society shall notify the chapter's Board of Directors in writing, and shall request it to present its views, in writing, to The National Board within a designated and reasonable length of time.

2. Review of Status. The National Board shall afford the chapter an opportunity to present its views before The National Board. After reviewing the presentation made by the chapter's Board of Directors, the National Board shall decide the action to be taken. If the National Board's decision is that the chapter has forfeited its chapter status, The National Board shall notify the Chapter President in writing that recognition has been withdrawn. The chapter shall lose its status as a chapter upon receipt of the notice. Upon dissolution of the chapter, the chapter board shall, after payment or providing for the payment of all debts of the chapter, return any remaining assets of the chapter to The National Organization for appropriate disposition.

ARTICLE VIII - DUTIES OF CHAPTER OFFICERS

SECTION 1. President

The Office of President shall be filled by a Government Meeting Planner. The President shall preside at all meetings of The Chapter Board, regular and special meetings of The Chapter, and shall be an ex-officio member of all Committees, except Nomination and Elections. In the Treasurer's absence, the President is authorized to sign disbursements. The President shall perform such other duties as are necessarily incident to the office or as may be proscribed by The Chapter Board.

SECTION 2. First Vice President

The Office of First Vice President shall be filled by a Government Meeting Planner. The First Vice President shall serve for the President in the absence of the President or when so requested by the President. The First Vice President shall assume the duties of the President in the case of resignation, death or other cause. The First Vice President shall perform such other duties as are incident to the office or as may be proscribed by The Chapter Board.

SECTION 3. Second Vice President

The Office of Second Vice President shall be filled by a Supplier or Contract Planner. The Second Vice President shall serve for the President in the absence of the President and First Vice President or so when requested by the President or First Vice President. The Second Vice President shall perform such other duties as are incident to the office or as may be proscribed by The Chapter Board.

SECTION 4. Secretary

The Office of Secretary shall be filled by a Government Meeting Planner or Contract Planner. The Secretary shall be responsible for the proper notification of Chapter Board meeting notices to its members. The Secretary shall record the proceedings of The Chapter Board and any other meetings or sessions as shall be requested by The Chapter Board. The Secretary shall maintain the Chapter official records and the Chapter Policy Manual.

SECTION 5. Treasurer

The Office of Treasurer shall be filled by a Supplier or Contract Meeting Planner. The Treasurer shall ensure that accurate financial records of The Chapter are kept in accordance with standard accounting procedures and shall be responsible, in conjunction with the President, for the safekeeping of the funds in such depositories as are approved by The Chapter Board. The Treasurer shall submit a written report on the financial standing of The Chapter at each meeting of The Chapter Board and when called for by The Chapter Board or the President. The Treasurer shall be the principal signatory of all disbursements.

SECTION 6. Directors

Directors may serve as Committee Liaisons and perform all duties and related functions as directed by The Chapter Board. Directors will be voting members of The Chapter Board. There shall be three (3): one shall be filled by a Government Meeting Planner; one shall be filled by a Supplier, and, one shall be filled by either a Government Meeting Planner, Contract Planner or Supplier.

SECTION 7. Immediate Past President

The Immediate Past President shall be a voting member of The Chapter Board. The Immediate Past President shall also act in an advisory capacity to The Chapter Board.

ARTICLE IX - CHAPTER BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility

The governing body of The Chapter shall be the Chapter Board. The Chapter Board shall have the responsibility to supervise and direct the affairs of this Chapter and shall determine The Chapter's policies; shall actively pursue The Society objectives and shall oversee the

disbursement of The Chapter funds. The Chapter Board may adopt such rules and regulations for the conduct of its business as may be deemed advisable, in keeping with The Society Bylaws and the best interest of The Society and The Chapter.

SECTION 2. Composition

The Chapter Board shall consist of the President; First Vice President; Second Vice President; Immediate Past President; Secretary; Treasurer; and, the three (3) Directors.

SECTION 3. Quorum

At any meeting of The Chapter Board a majority of the members of The Chapter Board will constitute a quorum for the purpose of transacting the business of The Chapter. Adoption of any business items shall require an affirmative vote of a majority of the members present and voting.

SECTION 4. Meetings

The Chapter Board will meet as often as deemed necessary to properly conduct the business of The Chapter. Special meetings may be called by the President or at the request of two thirds (2/3) of The Chapter Board members. Meetings of The Chapter Board may be attended by any Chapter member in good standing. The Chapter Board may meet in Executive Session, providing two-thirds (2/3) of the quorum present and voting request such action. The members of The Chapter Board shall be provided reasonable notice of all Board meetings.

SECTION 5. Voting

At all meetings of The Chapter Board, each board member shall have one (1) vote. Voting rights shall not be delegated or executed by proxy.

ARTICLE X: CHAPTER PRESIDENTS' ROUNDTABLE

A meeting of the chapter presidents and members of The Society Board of Directors shall be held periodically, as may be most expedient for The Society. The purpose of this Chapter Presidents' Roundtable shall be mutual consultation and advice. In the event a continuing or incoming chapter president is unable to attend the called Roundtable, the alternate shall be the person named in the bylaws to serve in the president's place, should the president be unable to serve. The Roundtable shall take up such matters as are brought before them by one of their members or as proposed by The Society President and Board. Their decisions shall serve as recommendations for action to The National Board. The decisions/recommendations of this body shall be based on the majority vote of the chapter presidents or their alternates. The Roundtable will elect three of its members to serve as chair, vice-chair, and recorder. A formal record of each meeting will be issued.

ARTICLE XI: DUES AND FEES

SECTION 1. Dues

Annual dues for the membership of The Chapter shall be established by The Chapter Board. Any proposed modification of annual membership dues will be communicated to all chapter members.

SECTION 2. Delinquency and Cancellation

Any member of The Chapter whose dues are delinquent for a period of thirty (30) days from the required date of payment (anniversary date) will receive a suspension letter with their third and final notice. If payment of dues is not made by the close of the thirty-day (30) suspension period, membership is automatically dropped.

SECTION 3. Refunds

Dues may be refunded to any member on a case-by-case basis as directed by The Chapter Board.

SECTION 4. Chapter Remuneration

The Chapters will receive a percentage of the annual membership dues as established by the Society Board.

SECTION 5. Meetings and Activities Fees

1. Members. A Chapter may not charge SGMP members affiliated with other chapters higher fees than non-members. For their first meeting, they may attend at no additional fee over and above the chapter fee. Members affiliated with other chapters may visit a second meeting and are subject to an additional fee over and above the chapter fee. Upon visiting a third meeting, within a twelve (12) month period of time, the member must apply for an additional membership, following the new member policies, and affiliate with the chapter they have visited for the third time. Fees charged are stated in the Chapter's Membership Application Form.

2. Non-Members. Non-members may attend their first meeting at no additional fee over and above the chapter fee. Non-members are subject to an additional fee over and above the chapter fee for the second meeting they attend. Upon attendance of the third meeting within a twelve (12) month period of time, the non-member must submit a membership application, following current membership requirements with dues payment. Fees charged are as stated in the Chapter's Membership Application Form.

ARTICLE XII: NATIONAL MEETINGS

SECTION 1. Annual Education Conference

There shall be an Annual Education Conference of The Society. No chapter event may conflict with this conference or any other national meeting of The Society.

SECTION 2. Other National Meetings

Other meetings of The Society may be scheduled at the discretion of The National Board.

SECTION 3. Quorum

A quorum shall consist of a majority of those members registered for that particular meeting.

SECTION 4. Cancellation of Annual Education Conference or Meetings

The National Board may cancel any scheduled annual education conference or meeting for cause. If the annual conference is cancelled, all members shall be notified.

SECTION 5. Rules of Order

The meetings and proceedings of The Chapter shall be controlled by Roberts Rules of Order (Revised), except as may be otherwise provided by these Bylaws or by formal motion of The National Board prior to any meeting.

ARTICLE XIII: STANDING AND SPECIAL COMMITTEES

SECTION 1. General

There shall be such Standing and Ad Hoc Committees appointed by The Chapter Board as are required. The Chairperson of each Committee shall be as specified in these Bylaws or as appointed by The Chapter Board. Committee participation shall be open to all categories of Chapter membership. Each committee must submit to The Chapter Board a budget within sixty (60) days after its formation, for approval. Such committees shall consist of, but are not limited to the following:

SECTION 2. Special Committees

1. Program Committee. The Committee shall be responsible for determining, establishing and promoting the educational programs of The Chapter and of The Society. The Committee will arrange for regular meetings and the programs thereto. The Committee shall also perform such other functions as deemed appropriate by The Chapter Board.

2. Membership Committee. The Committee shall develop, promote and maintain The Chapter membership among eligible individuals and organizations interested in meeting planning in accordance with these Bylaws. The Committee shall be responsible for meeting registration and maintaining records of The Chapter membership and guests. The Committee shall also perform such other functions as deemed appropriate by The Chapter Board.

3. Nominations and Elections Committee.

a. The Committee shall be composed of three or more members, one of whom shall have served on the previous Nominations and Elections Committee. The Chair of the Nominations and Elections Committee shall be the Immediate Past President.

b. In the event any member of the Nominations and Elections Committee resigned or is proposed as a candidate for an office and agrees to stand for nomination, that member shall be replaced by a Chapter Board appointment to fill the unexpired term.

c. The Committee shall seek, evaluate and validate qualified candidates according to and as specified in the Bylaws.

d. This committee is responsible for overseeing the mailing and counting of ballots.

e. The Committee is responsible for arranging and overseeing the election process.

f. Nominations. The Chair of the Nominations and Elections Committee shall notify The Chapter membership of The Chapter Officers and Directors positions to be elected not later than 8 months prior to July 1 of the election year. The Nominations and Elections Committee shall be empowered to seek and to propose qualified candidates.

4. Publications and Communications Committee. The Committee is responsible for monitoring all publications and communications of The Chapter and shall recommend to The Chapter Board any refinements which will further the purpose of The Society and The Chapter. The Committee will be responsible for providing information on Chapter activities to the SGMP Newsletter and for the regular communications and notifications to The Chapter membership of regular meetings, seminars, workshops and Chapter social functions. The Committee shall maintain the archives of The Chapter. This Committee shall work closely with other Chapter Committees to assure maximum coverage of all Chapter events. The Committee shall also perform such coverage of all Chapter events. The Committee shall also perform such other functions as deemed appropriate by The Chapter Board.

5. Honors and Awards Committee. The Committee is responsible for developing and implementing an awards program giving recognition to The Chapter members who have significantly contributed to the objectives of The Society and The Chapter. Any member of this Committee nominated for an award is excluded from voting upon the award for which he/she is nominated.

6. Special Events Committee. Special events shall be those Chapter functions that do not fall under the jurisdiction of the Program Committee, i.e., holiday party, annual picnic, installation of officers, golf tournament, etc. The Committee is responsible for planning the

special events, selecting the sites and presenting the special events program. The Chairperson of this Committee shall serve as ex-officio member of the Program Committee. At the direction of The Chapter Board, this Committee shall plan special activities to increase the financial resources of The Chapter.

7. Bylaws Committee. The Bylaws Committee shall be chaired by the Immediate Past President or if unavailable to serve, by any voting member of The Chapter, appointed by The Chapter Board. The Committee shall be responsible for periodic review of the existing Bylaws and shall be activated as deemed necessary by The Chapter Board to maintain The Chapter Bylaws in accordance with the operation of The Chapter and The Society Bylaws. They shall act as liaison between the membership and The Chapter Board in matters relating to proposed amendments to The Chapter Bylaws.

8. Community Services Committee. The Committee shall be responsible for planning and implementing activities, events and service functions that benefit the community at large.

9. Special/Ad Hoc Committee. The President, with the approval of The Chapter Board, may appoint other Committees and groups as are necessary to the execution of the objectives of The Chapter.

ARTICLE XIV: FINANCE

SECTION 1. Fiscal Year

The Fiscal Year of The Chapter shall be July 1 through June 30.

SECTION 2. Bonding

Trust or Security bonds shall be furnished for National Board of Directors or employees of The Chapter. The amount of such bonds shall be determined by The National Board and the cost paid by The Chapter.

SECTION 3. Budget

On recommendations of the Treasurer, The Chapter Board, in advance of the next fiscal period shall adopt an annual operating budget covering all activities of The Chapter. The Treasurer shall furnish a financial report for the year just completed to The Chapter Board, to be distributed to the membership.

SECTION 4. Audit

An annual financial review shall be made of The Chapter's financial records by a qualified person or persons contracted by The Chapter. A written report covering the financial review shall be submitted to the Executive Director and the Board.

SECTION 5. Dissolution

Upon the dissolution of The Chapter, The Chapter Board shall, after payment or making provision for the payment of all the liabilities of The Chapter, dispose of any remaining assets of The Chapter in a manner compatible with the purposes of The Chapter.

ARTICLE XV: INDEMNIFICATION

The Chapter shall indemnify and hold harmless each person who is now, or shall hereafter serve as an Officer, Director, employee or agent of The Chapter from and against any and all claims and liabilities, whether the same are settled or processed to judgment, to which such person has become subject by reason of his or her having heretofore or hereafter been an Officer, Director, employee or agent of The Chapter, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such Officer, Director, employee or agent, and shall reimburse each such person for all legal and other expenses (including the cost of settlement) reasonably incurred by him or her in connection with any such claim, liability, suit action or proceedings; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability or threat or prospect thereof, based upon or arising out of his or her own negligence or willful miss-performance of his or her duties as such Officer, Director, employee or agent. The determination of all questions as to the existence of negligence or willful misconduct, as to the right to indemnification and reimbursement hereunder and the reasonableness of such costs and expenses may be made, and shall be final and conclusive if made, by The National Board acting at a meeting at which a quorum is unaffected by self-interest (notwithstanding that other members of the quorum present but not voting may be so affected.) The rights accruing to any person under the provisions of this section shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of The Chapter to indemnify or reimburse such person in any case even though not specifically provided for herein.

ARTICLE XVI: USE OF THE SOCIETY'S NAME

- 1.** The policies and programs of The Society shall be binding on all members and chapters. No chapter or member shall use the name of The Society to oppose such policies or programs. Established channels shall be used to change a policy or program.
- 2.** The freedom of speech of the individual member to speak a personal opinion in the members' own name is not abridged.
- 3.** Reference to membership in The Society by an individual shall be interpreted as use of the name in application of Section A, above.
- 4.** On any national matter on which The Society has no policy, the only action, which shall be taken, by a member or chapter in the name of The Society is to be used in the established channels to effect the formulation of a policy.

5. Violation of the use of The Society name shall result in:
- a. A member's suspension for one (1) year or expulsion from membership. (See Article III, Section 4); or
 - b. Loss of recognition of a chapter. (See Article VII, Section 11).

ARTICLE XVII: POLITICAL ACTIVITIES

The Chapter shall not contribute any of its earnings or property or provide any service for any political candidate, committee, party or political action group.

ARTICLE XVIII: RANCE R. WILLIS EDUCATIONAL FOUNDATION

SECTION 1. Mission

The mission of the Rance R. Willis Educational Foundation is to strengthen our organization by providing support to our members and chapters through educational opportunities, and technical and financial assistance.

SECTION 2. Foundation Chair

The Chair of the Educational Foundation shall be a former Past President of The Society or another former national board member in good standing, as appointed by the current National Board. The Foundation Chair shall recommend to The National Board, for approval, the officers necessary to accomplish the plans and objectives of the Educational Foundation. Those appointed shall be SGMP members.

SECTION 2A. Terms of Office

The Educational Foundation officers are appointed for two-year terms on the recommendation of the Chair. The terms of office will begin July 1 in the year they are appointed, or until a successor assumes the office. The terms of office shall overlap in order to provide continuity. Service as a Educational Foundation Officer for one-half or more of a term is considered a full term. No Educational Foundation Officer will hold more than one position on the Educational Foundation at any given time and cannot serve simultaneously in any other elected position in The Society.

SECTION 3. Meetings

The Educational Foundation shall meet at least once a year in conjunction with The Society's Annual Education Conference. Special meetings may be called by the Foundation Chair as requested by The National Board.

SECTION 4. Finances

The Educational Foundation shall receive such property and funds as may be contributed by The Society and other sources. The Society shall administer any contributions, gifts, and bequests to the Educational Foundation for the advancement of the purpose of the Educational Foundation.

ARTICLE XIX: AMENDMENTS

Amendments to these Bylaws may be proposed by any CENTRAL FLORIDA Chapter voting member. Proposed Amendments shall be directed to the Bylaws Committee, as established in Article XIII, or to The Chapter Board. Amendments will be presented to the voting members of The Chapter by ballot and will be adopted when ratified by a vote of two-thirds (2/3) of the responding eligible voting members of The Chapter. Upon presentation of amendments to the members, ballots shall be returned to the Bylaws Committee within 30 calendar days. Following Chapter ratification, the amended bylaws will be sent to the National Board Bylaws Committee for review and approval by the National Board.

Approved by the Board _____
Approved by the Chapter Membership _____
Approved by the Chapter Bylaws Committee _____
Amended by CENTRAL FLORIDA Chapter _____
Amendments approved by the National Bylaws Committee _____
Amended in accordance with the National Bylaws _____

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