



Bylaws
Colorado Society of Association Executives
May 27, 2016

ARTICLE I. NAME/LOCATION

Section 1. Name. The name of the organization shall be the Colorado Society of Association Executives (the "Society").

Section 2. Location. The principal office of the Society shall be in the metropolitan Denver, Colorado area. The Society may have other offices as designated by the board of directors.

ARTICLE II. PURPOSES

Section 1. Purposes. The purposes of the Society shall be:

To promote and protect the interests of the profession of association management.

To provide an opportunity for the exchange of experiences and opinions.

To improve the services rendered by executives to their respective associations.

To develop and make available activities and programs that will assist association executives in their work and enhance their professionalism.

To develop and encourage the practice of high standards of professional conduct among association executives

To promote the purpose and effectiveness of voluntary associations by means consistent with the public interest representative complying with all other membership requirements. Allied members may serve as committee members or chairmen. Allied members shall elect the two allied members of the board of directors.

ARTICLE III. MEMBERS

Section 1. Qualifications: Membership in this Society shall be composed primarily of persons engaged in the management of trade, professional, technical, educational, philanthropic or similar type organizations who agree to comply with the Society's purposes as stated in these bylaws.

Section 2. Professional member: Any individual devoting a majority of their working time to the management of voluntary trade, professional, educational, philanthropic, technical or similar type organizations which have either members or donors or both may obtain a professional membership by making application to the Society. The requirement that the organization be voluntary shall not exclude

representatives of such organizations as an integrated state bar association or other professional society with a licensing function; however, it is not intended to include such organizations as a cooperative buying or selling group or a strictly political or labor group. A professional member, who is seeking employment in association management, may continue to hold professional membership for one additional full membership year past the current membership year for which dues payment has been made. Professional members may serve as committee members, chairmen or members of the board. Professional members shall elect the officers and directors other than the associate directors.

Section 3. Associate member: Any company or firm engaged in marketing or supplying goods or services to associations may obtain an associate membership by making application and submitting to the Society the name of their official representative complying with all other membership requirements. Associate members may serve as committee members or chairmen. Associate members shall elect the two associate members of the board of directors.

Section 4. Non-voting Allied Associate member: Each associate member may obtain an Allied Associate membership for a second person from their company or firm by making application and submitting to the society the name of their additional representative complying with all membership requirements. Allied associate members may serve as committee members or chairmen but shall not have voting rights.

Section 5. Non-voting Affiliate member: Any individual employed by an academic institution in a teaching or administrative capacity or any student may obtain an affiliate membership. Affiliate members may serve as committee members or chairmen but shall not have voting rights.

Section 6. Honorary Member: The board of directors may confer an honorary membership upon a member of the society who has made an outstanding contribution to the betterment of the profession of association management. Honorary members may serve as committee members.

Section 7. Retired Member: Retired membership shall be available to those persons who are retired and who have been members of CSAE for ten consecutive years. Membership in another ASAE allied society will be accepted in lieu of CSAE membership if the person has relocated within the past ten years.

Section 8. Application for Membership: Application for membership must be submitted on the Society-approved application form.

Section 9. Approval of Membership: Membership shall be approved by a two-thirds affirmative vote of the board of directors.

Section 10. Voting Rights: Professional members shall vote on all matters submitted to the membership except they shall not vote in the election of associate directors. Associate members shall vote only on the election of associate directors. All other categories of membership have no voting rights.

Section 11. Associate and Allied Associate Member Transfers: The designated representative(s) of an associate member company shall be transferable upon written notice of the name(s) of the new individual(s) to be designated to represent the associate or allied associate member.

Section 12. Termination for Delinquent Dues: The membership of any member more than sixty (60) days delinquent in dues payment may be terminated without notice by the board of directors.

Section 13. Termination or Suspension: Sufficient cause for termination or suspension shall include violation of the bylaws or any lawful rule or policy duly adopted by the Society, or any other conduct prejudicial to the interests of the Society. Termination or suspension for cause shall occur only after (1) the member has been advised in writing of the complaint lodged against the member and has been given a minimum of thirty (30) days to appeal the board's recommendation; (2) due process in accordance with Colorado law has occurred and (3) the board of directors, by the affirmative vote of two-thirds of the board to confirm or amend its original recommendation.

Section 14. Duration of Professional Membership: Every professional member shall be considered a member in good standing so long as the member is employed in a management position by an association and pays the annual dues prescribed and otherwise satisfactorily discharges all other obligations of membership. If the member becomes unemployed during the membership year that membership continues until the end of that membership year.

Section 15. Dues: Dues and fees for all categories of membership shall be established by the board of directors and payable on receipt of the annual dues notice.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition. The board of directors of the Society shall consist of the following officers: president, president-elect, , secretary-treasurer, and the most immediate past president available; and the following directors: two directors who are professional members who may or may not be a chief executive officer (CEO or similarly designated position), four directors who are professional members who are CEOs and two directors who are associate members. The president-elect shall succeed the president in office; however, there will be no other automatic order of succession. If the president is unable to serve, the president-elect shall automatically succeed to that position. Directors shall serve a two-year term. Terms shall be staggered so that two directors who are CEOs and one director who may or may not be a CEO and one director who is an associate member shall be elected each year.

Section 2. Director Eligibility. An individual must be a member of the Society for at least one (1) year prior to being nominated as a candidate for the board of directors.

Section 3. Officer Eligibility. An individual must be a professional member with at least one (1) year of experience on the board of directors to be nominated as an officer of the Society.

Section 4. Term of Office. The board of directors' term of office shall coincide with the Society's fiscal year (July 1 -June 30). The board of directors shall assume office July 1 following election at the annual meeting and shall serve their elected term or until their successors are elected and have assumed office. Officers shall serve a one (1) year term. Directors shall serve a two (2) year term. No elected officer or director may serve for more than two consecutive terms in the same office.

Section 5. Vacancies.

President. A vacancy in the office of President is automatically filled by the president-elect.

President-elect. Subject to the requirement of Article IV. Section 2, a vacancy in the office of president-elect is filled as follows:

The nominating committee will present a nominee to the membership at a membership meeting.

Nominations may be made from the floor.

The election will be held immediately following the close of nominations.

All other vacancies. All other vacancies on the board of directors may be filled for the balance of the term as follows: the president will nominate a candidate to be ratified by the board.

Section 6. Meetings.

Regular. The president shall submit to the newly elected board a proposed schedule of board meetings for the upcoming year.

Special. Special meetings of the board may be called by the president or a majority of the board members upon a ten (10) day notice. The ten (10) day notice requirement may be waived for special meetings if the entire board consents.

Notice. Notice of board meetings shall be sent in a reasonable time period by written or electronic means.

Section 7. Responsibility. There shall be a description of responsibility maintained in the office of the Society for the members of the board of directors, which shall be reviewed annually by the Board.

Section 8. Quorum. A majority of the entire board shall constitute a quorum.

Section 9. Voting. All members of the board of directors - both professional and associate - are eligible to vote on all business that comes before the board of directors.

Section 10. Resignation. A member of the board may resign at anytime by giving written notice to the Society. The resignation is effective when the notice is received by the Society unless the notice provides for a later effective date.

Section 11. Removal. Any member of the board of directors of the corporation elected by the Professional Members or Associate Members may be removed by the class of members electing such director with or without cause at a meeting called for and stating that purpose. If a director is elected by a voting class (i.e. Professional Members or Associate Members), only that class may participate in a vote to remove such director. A director may only be removed if the number of votes cast to remove would be sufficient to elect the director.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. At least 90 days prior to the annual meeting, the president shall appoint, with the approval of the board of directors, a nominating committee consisting of five members, including the most recent past president available who will serve as the chairman, three professional members and one associate member. The president shall not be a member of the nominating committee.

Section 2. Duties.

The Nominating Committee shall ask for nominee applications from the membership, shall select a slate of candidates for approval by the board which shall notify the membership 30 days in advance of the annual meeting of such slate, and shall present that slate of candidates for vote of the membership at the annual meeting.

The board may approve the slate of candidates by a majority vote of those present at a meeting wherein a quorum of the board is present. If no approval is given by the board 31 days (the day ends at 5 pm mountain time) in advance of the annual meeting the slate shall be considered approved. The board may amend any portion of the slate by 2/3 vote of all elected directors no later than 32 days prior to the annual meeting.

Section 3. Consent. Each individual who submits an application shall be considered to have committed to serve in any position to which they are nominated and elected.

Section 4. Floor Nominations. Additional nominations may be made at the annual meeting prior to voting, provided that the eligibility has been verified and that written commitment to serve has been obtained and submitted to the board of directors or to the presiding officer before or at the annual meeting.

Section 5. Election. An election shall be held at the annual meeting. Professional members shall elect all members of the board of directors including the officers except they shall not vote in the election of associate directors. Associate members shall vote only on the election of associate directors. The vote shall be by ballot. When there is only one nominee for an office, the vote may be by voice.

ARTICLE VI. MEMBERSHIP MEETINGS

Section 1. Regular. Regular meetings shall be held monthly unless otherwise ordered by the Board provided reasonable notice is given the membership.

Section 2. Annual. The annual meeting of the Society shall be held at such place and on such date as determined by the board of directors.

Section 3. Special. Special meetings of the Society may be called by the president or a majority of the board of directors or by the president upon written request of ten (10) percent or more of the

professional membership for a specific purpose or purposes. Written notice of special meetings shall be sent to each member no less than ten (10) days and no more than fifty (50) days in advance of said meeting with an agenda. Only the items on that agenda may be discussed at the special meeting.

Section 4. Quorum. Ten (10) percent of the total number of professional members shall constitute a quorum at a membership meeting.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. Composition. The members of the executive committee shall be the president, the president-elect, the secretary-treasurer, the most immediate past president available, and an at large professional member who shall be elected by a majority vote of all board members present at the first board meeting of the new fiscal year wherein a quorum is present. The executive director shall also be an ex-officio non-voting member of the executive committee.

Section 2. Duties. The executive committee shall have general supervision of the affairs of the Society between meetings of the board and shall act in the intervals between meetings of the board. Decisions shall be subject to ratification by the board of directors.

Section 3. Quorum. A majority of the members of the executive committee shall constitute a quorum.

ARTICLE VIII. COMMITTEES

Section 1. Standing. The standing committees of the Society are Finance, Membership, Nominating, and Program.

Chairmen. The standing committee chairmen of the Society shall be appointed annually by the president with the approval of the board of directors. Each committee shall consist of a chairman and at least two (2) members.

Duties. The purpose and a description of responsibility for each committee shall be maintained at the office of the Society and shall be reviewed annually by the board.

Section 2. Special. The president may appoint other committees for special purposes.

Section 3. Quorum. A majority of the members of the committee shall constitute a quorum.

ARTICLE IX. ADMINISTRATION & MANAGEMENT

Section 1. Management. The administration and management of the Society may be a chief staff executive or management company with direct responsibility to the board of directors. The chief staff executive may be a member of the Society who serves without vote. The chief staff executive shall be an ex-officio member of the board and executive committee, without vote.

Section 2. Title. The board of directors shall determine the title of the chief staff executive.

ARTICLE X. FINANCES

Section 1. Fiscal Year. The fiscal year of the Society shall be July 1 through June 30.

Section 2. Authorization. The board of directors must authorize or approve any funds of the Society, which are committed, disbursed or paid.

Section 3. Bond. Any person authorized to receive or disburse funds for the Society shall be bonded as prescribed by the board of directors, and this expense shall be borne by the Society.

ARTICLE XI. INDEMNIFICATION

The Corporation shall indemnify every director, officer, employee of the Society and such others as determined by the Board who is or was a party or is threatened to be made a party to any proceeding against expenses (including attorneys, fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person: [i] acted in good faith, [ii] reasonably believed, in the case of conduct in an official capacity with the Corporation, that the conduct was in the best interests of the Corporation, and, in all other cases, that the conduct was at least not opposed to the best interests of the Corporation, and [iii] with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this provision either: (i in connection with a proceeding brought by or in the right of the Corporation in which the director or officer was adjudged liable to the Corporation; or [ii] in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in that person's official capacity, in which the officer or director is ultimately adjudged liable on the basis that the director or officer improperly received personal benefit. Indemnification under this provision in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of solo contender or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth herein.

The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, resolution of disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

ARTICLE XII. PARLIAMENTARY AUTHORITY

The parliamentary rules found in the most recent edition of Roberts Rules of Order Newly Revised shall govern the proceedings of the Society in all cases not covered by these bylaws.

ARTICLE XIII. AMENDMENTS

Section 1. Proposals. Amendments to or revision of these bylaws may be proposed by the board of directors on its own initiative, by the bylaws committee, or upon petition of fifteen (15) percent of the professional members. The board of directors shall present all such proposals to the members.

Section 2. Vote. Amendments to or revision of these bylaws shall be approved by a two-thirds affirmative vote of the professional members either present and voting at any membership meeting of the Society, provided written notice of proposed changes have been sent to the members at least thirty (30) days before such meeting, or voting by a thirty (30) day mail ballot.

ARTICLE XIV. DISSOLUTION

The Society shall use its funds only to accomplish the purposes specified in the bylaws and no part of said funds shall inure, or be distributed to the members of the Society. On dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization or organizations to be selected by the board of directors.

Amended:

4/89

5/95

6/97

3/00

6/13

5/16