

**DALLAS/FORT WORTH ASSOCIATION EXECUTIVES (DFWAE)
BYLAWS**

As approved January 2011
(Revised June 2013)

ARTICLE I. NAME AND OFFICE LOCATION

- 1.01 The name of this organization shall be the Dallas/Fort Worth Association Executives (DFWAE), a nonprofit corporation incorporated in the state of Texas.
- 1.02 The office of DFWAE shall be maintained at a location as may be determined by the Board of Directors.

ARTICLE II. MISSION, PURPOSES AND OBJECTIVES

- 2.01 The mission of DFWAE is to serve the association community by promoting professionalism, encouraging leadership development and facilitating the exchange of ideas and information through quality programs and services.
- 2.02 The purposes and objectives of DFWAE are:
 - A. To provide a forum for association executives to develop high professional standards of service and conduct.
 - B. To develop and present education programs that will further enhance the knowledge and competence of association executives and the practice of association management and allied fields.
 - C. To acquire, preserve and disseminate data and valuable information relative to the functions and accomplishments of voluntary associations.
 - D. To provide effective representation for association executives in relationships with government, business and industry on issues which properly fall within the purview of the corporation.
 - E. To cooperate with other groups of association executives in the common endeavor to advance organizational management as a profession and promote liaison with other professional, governmental and business groups.
 - F. To initiate and undertake to promote, encourage, assist, finance, administer, and execute such programs and projects as may be desirable for the effective realization of the objectives and purposes herein set forth.
 - G. To accept money and funds of every kind by gift, grant, bequest or otherwise, and to buy, sell, trade, or exchange property for the best advantage in order to effectuate the purpose of the corporation or in relationship to the handling of any part of its activities.

- H. Subject to prior approval of the Board of Directors, DFWAE may take a position and express an opinion on issues directly and generally affecting association executives; provided, however, that no action shall be taken on such matters as clearly fall solely within the purview of individual organizations.

ARTICLE III. MEMBERSHIP

3.01 Qualification: Membership in DFWAE shall be composed of those who meet criteria for one of the classifications in Section 3.02 and who agree to comply with DFWAE's bylaws.

3.02 Member Classification

- A. Regular Membership: Voting membership in DFWAE is available to full-time staff engaged in the management of voluntary trade, professional, technical, educational, philanthropic, or other similar type organization.
- B. Convention and Visitors Bureau Membership: Full-time staff members of CVBs are eligible for membership in this category. Members in this category may vote for the CVB Director only and are not permitted to vote on other DFWAE matters except in the capacity of Director.
Because some CVBs are membership organizations, CVBs as a group are considered similar to associations and should be represented at the board level of DFWAE.
- C. Senior Membership: Membership in this category is open to Regular members who are no longer employed full-time, who are 65 years of age or older, who have served as active members of DFWAE for five years or more, who make application for membership in the category, are recommended by the Nominating Committee, and who are approved by the Board of Directors. Senior members shall not have a vote or be eligible to hold office in DFWAE and shall not be required to pay dues.
- D. Honorary Membership: May be made available to individuals who are not otherwise eligible for membership but have made a significant contribution to DFWAE or to the profession of association management. Honorary membership shall be recommended through the Nominating Committee, having been initiated by that Committee or a Regular member in good standing, and must be approved by the Board of Directors. Honorary members shall not have a vote or be eligible to hold office in DFWAE and shall not be required to pay dues.
- E. Inactive Membership: Shall be available for one year for anyone whose employment history would qualify him/her to be a Regular member and who is unemployed. Inactive members shall not have a vote in DFWAE. Regular membership may be granted to any Inactive member who becomes employed in a qualifying position. In the event an individual duly elected an officer or director of DFWAE becomes an inactive member, such individual may complete the current term of his/her office.

- F. Associate Membership: Membership in this category is available to any individual or legal business entity providing services and/or products in our industry. Members in this category may vote for the Associate Directors only and are not permitted to vote on other DFWAE matters except in the capacity of Director.
- 3.03 Application for Membership: All applicants for membership must submit to the principal office of DFWAE a completed and signed application. Applicants are subject to review by the Board of Directors and may be denied membership if they do not meet the qualifications as stated in these Bylaws.
- 3.04 Removal: Members of any classification may be removed from membership by two-thirds vote of the Board of Directors. For any cause other than non-payment of dues, removal shall occur only after the member has been advised of the complaint and given reasonable opportunity for defense. If removed, the member may appeal the Board's decision, provided written notice of intent to appeal is received by the principal office of DFWAE at least 14 days prior to the next scheduled Board of Directors Meeting. A person is disqualified for membership if his/her business, function, or operation, or that of his/her employer is, or becomes, inconsistent with or contrary to the purposes and limitations of these Bylaws.
- 3.05 Reinstatement: A former member may be reinstated upon proof of qualifications and payment of current year's dues.
- 3.06 Resignation: Any member may resign by filing a written resignation with the principal office of DFWAE.
- 3.07 Special circumstances: Individuals who have enjoyed a career in the nonprofit, not for profit association field for more than one (1) year and are currently unemployed may join DFWAE as a Regular Member. If at any time during the duration of unemployment, they then become employed outside the association field, they would no longer be eligible to continue membership in DFWAE.

ARTICLE IV. DUES AND ASSESSMENTS

- 4.01 Annual Dues: Dues for all classes of membership shall be established by the Board of Directors.
- 4.02 Delinquency and Cancellation: Any member of DFWAE who shall be delinquent in dues for a period of 30 days shall be notified of such delinquency and suspended from further services. If payment of dues is not made within the next succeeding 30 days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Board of Directors.
- 4.03 Refunds: No dues shall be refunded to any member whose membership terminates for any reason.

- 4.04 Two-thirds of the members voting as required in Section 5.05 may levy a per capita assessment for any specific purpose not to exceed \$50 for any one year.

ARTICLE V. MEETINGS

- 5.01 Annual Meeting: The Annual Membership Meeting of DFWAE may be held at a date, time and place to be designated by the Board of Directors.
- 5.02 Special Meetings: Special meetings of DFWAE may be called by the Board of Directors at any time, or shall be called by the President upon receipt of a written request of ten percent of the Regular members, within 30 days after the filing of such request with the principal office of DFWAE. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.
- 5.03 Notice of Meetings: Written notice of any meeting of DFWAE at which official business is to be transacted shall be mailed, faxed or emailed to the last known address of each voting member not less than 10 days or more than 60 days before the date of the meeting.
Complies with both the Texas Nonprofit Corporations Act and the Texas Business Organizations Code, which supersedes TNCA effective January 1, 2010.
- 5.04 Voting: At all meetings of DFWAE each Regular member shall have one vote and may take part and vote in person only. Unless otherwise specifically provided in these bylaws, a majority vote of the Regular members present and voting shall govern provided a quorum is present.
- 5.05 Voting by Mail or Fax or Electronically: Proposals to be offered to the Regular members for a mail, fax or electronic vote, excepting election ballots, shall first be approved by the Board of Directors. On any mail, fax or electronic vote no less than 20 Regular members in good standing must cast a ballot to constitute a valid action and a majority of those voting shall determine the action. The period for all mail, fax or electronic ballots shall be a minimum of 30 days and maximum of 60 days from date of transmission.
- 5.06 Quorum: Twenty Regular members in good standing shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting, then a majority of the members present may adjourn the meeting from time to time as may be necessary.
- 5.07 Cancellation of Meetings: The Board of Directors may reschedule any annual or special meeting for cause.

ARTICLE VI. OFFICERS

- 6.01 Elected Officers: The officers of DFWAE shall be a President, President-Elect, Vice President, Secretary, and Treasurer, to be elected by the Regular membership of the organization in accordance with these Bylaws and to serve until their successors have been duly elected and assume office.

- 6.02 Qualifications for Office: Any Regular member in good standing shall be eligible for nomination and election to any elective office of DFWAE, provided the member shall have served at least one year as a member of the Board of Directors at any time prior to an elective term of office.
- 6.03 Nomination and Election of Officers: In accordance with the procedure specified in Article X (10.01), the Nominating Committee shall prepare and submit to the members nominations for the officers of DFWAE to be elected. Any person so nominated shall have given his prior consent to nomination and election as an officer.
- 6.04 Term of Office: Each elected officer shall take office effective July 1 of each year and shall serve a term of one year or until a successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.
- 6.05 Re-election: An elected officer, having served one full term, shall be eligible for re-election to the same office for one additional consecutive term. That person shall be ineligible for election to the same office until one year has passed.
- 6.06 Vacancies: Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors.
- 6.07 Removal: The Board of Directors, at its discretion, by a two-thirds vote of all its members, may remove any officer from office for cause.

ARTICLE VII. DUTIES OF OFFICERS

- 7.01 President: The President shall be the chief elected officer of DFWAE and serve as Chairman of both the Board of Directors and Executive Committee. He/she shall also serve as an ex officio member, on all committees except the Nominating Committee. He/she shall make all required appointments of standing and special committees as in his/her judgment is necessary to carry out the purposes and functions of DFWAE. The President will also automatically serve as Immediate Past President following election of his/her successor, and thereby serve as a voting member of the Board of Directors and the Executive Committee. At the Annual Meeting of DFWAE and at such other times as he/she shall deem proper, the President shall communicate to the members such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of DFWAE. He/she shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.
- 7.02 President-Elect: The President-Elect shall succeed to the Presidency. His/her duties shall be delegated to him/her by the President with the approval of the Board of Directors. The President-Elect shall perform the duties of the President in the event of his/her inability to serve.
- 7.03 Vice President: The Vice President shall be responsible for such duties as are individually assigned to him/her by the President with the approval of the Board of Directors.

- 7.04 Secretary: The Secretary shall be in charge of DFWAE's membership records and minutes of meetings of the Board of Directors, and shall be responsible for such other duties as are individually assigned to him/her by the President with the approval of the Board of Directors.
- 7.05 Treasurer: The Treasurer shall be in charge of DFWAE's funds. As Treasurer he/she shall have established proper accounting procedures for the handling of DFWAE's funds and shall be responsible for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Board of Directors. He/she shall serve as Chair of the Finance Committee and report on the financial condition of DFWAE at all meetings of the Board of Directors and at other times when called upon by the President.

ARTICLE VIII. BOARD OF DIRECTORS

- 8.01 Authority and Responsibility: The governing body of DFWAE shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of DFWAE, its committees and publications; shall determine its policies and changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds. The Board may adopt such rules and policies for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee, except as otherwise set forth in these Bylaws.
- 8.02 Number and Qualifications: The Board of Directors shall consist of 15 members. The Board of Directors shall consist of the Immediate Past President, the five officers, six Regular members, two Associate members and one CVB member. No two representatives of the same corporate entity may serve as voting members of the Board of Directors simultaneously. Any Associate Member or representative of an Associate member (as defined in Section 3.02 F) in good standing shall be eligible for nomination to the Board of Directors to serve in the Associate Director positions. Any CVB member (as defined in Section 3.02 B) in good standing shall be eligible for nomination to the Board of Directors to serve in the CVB Director position.
- 8.03 Ex Officio Board Members: In addition to those board members as mentioned in Section 8.02 of these bylaws, any individual member of DFWAE who shall hold a director or officer position in the Texas Society of Association Executives and/or the American Society of Association Executives shall be nonvoting ex officio members of the Board of Directors for DFWAE. This provision shall not apply to any member of DFWAE who shall be duly elected to a director or officer position.
- 8.04 Term of Office and Manner of Election: Directors, except the Immediate Past President and the five (5) officers, shall be elected for two-year staggered terms. The President, President-Elect, Vice-President, Secretary and Treasurer shall be Directors of DFWAE. They shall be elected in accordance with the provisions of Article VI, Section 6.01, installed at the Annual Meeting of the organization, and shall continue in office until their successors are elected.
- 8.05 Re-election: A member of the Board who has served a full two-year term shall be eligible for re-election to one more consecutive two year term in the same position.

After that, the person shall be ineligible for election as a director until one year has passed.

- 8.06 Nominations: The Nominating Committee, acting in accordance with Article X, Section 10.01(B), shall present one nominee for each seat on the Board which is vacant or is about to expire. Any person so nominated shall have given prior consent to their nomination and election as a Director or Officer.
- 8.07 Quorum: At all meetings of the Board, eight voting members shall constitute a quorum. Action taken by a meeting of less than eight voting members of the Board shall be subject to ratification by a majority of the Board by mail ballot within thirty (30) days.
- 8.08 Meetings of the Board: A regular meeting of the Board of Directors shall be held no less than three times during each fiscal year at such time and place as the President may prescribe. Special meetings of the Board may be called at any time by the President or any three voting members of the Board. Notice of meetings called by other than the President shall contain a statement of the purpose of such meetings and the business shall be confined to such items, except upon approval by a majority of the Board.
- 8.09 Telephone (Electronic) Meetings: Any meeting of the Board of Directors or any committee designated by the Board may be held by telephone conference call or other electronic means in which all or certain of the directors or committee members are not physically present at the place of the meeting but can participate in the conduct thereof by telephone or electronic equipment.
- 8.10 Voting: Voting rights of a Director shall not be delegated to another nor exercised by proxy.
- 8.11 Voting by Mail or Electronic Mail: Action taken by a mail or electronic mail ballot of the members of the Board of Directors, in which at least a majority of voting Directors in writing indicate themselves in agreement, shall constitute a valid action of the Board, if ratified at the next regular meeting of the Board.
- 8.12 Absence: Any elected officer or director who shall have been absent from two consecutive regular meetings of the Board of Directors during a single fiscal year may be requested by a majority of the Directors to vacate the seat on the Board of Directors for cause and the vacancy shall be filled as provided by these Bylaws. Removal shall occur only after the Officer or Director has been advised of the situation and given reasonable opportunity for defense. The Officer or Director may appeal the decision to the Board of Directors, provided written notice of intent to appeal is received by the principal office of DFWAE at least 14 days prior to the next Board of Directors meeting.
- 8.13 Vacancies: Vacancies, no matter how created, in any Board position may be filled for the balance of the term thereof by a majority vote of the Board of Directors.
- 8.14 Compensation: Directors and elected officers shall not receive any compensation for their services but may be reimbursed for expenses incurred on behalf of DFWAE.

ARTICLE IX. EXECUTIVE COMMITTEE

- 9.01 Authority and Responsibility: The Executive Committee may act in place and stead of the Board of Directors between Board Meetings on all matters, except those specifically reserved to the Board by these Bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board by mail or electronic mail or at the next Board Meeting.
- 9.02 Composition: The Executive Committee shall consist of the President, the President-Elect, the Vice-President, the Secretary, the Treasurer, and the Immediate Past President.
- 9.03 Quorum: A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee.
- 9.04 Called Meetings: The President shall call such meetings of the Executive Committee as the business of DFWAE may require.
- 9.05 Vacancies: Any vacancy occurring on the Executive Committee shall be filled in the manner as provided in Article VI, Section 6.06. Any member so elected to fill a vacancy shall serve the unexpired term of his/her predecessor.

ARTICLE X. STANDING AND SPECIAL COMMITTEES

- 10.01 Standing Committees: The President shall appoint, with Board approval, the members of the following committees: Finance and Nominating.
- (A) The Finance Committee shall be composed of the members of the Executive Committee and two Regular members. The Committee shall prepare recommendations on the annual budget of DFWAE, for review by the Board of Directors; prepare and submit to the Board a report and analysis of the finances of DFWAE; study and recommend the investment of surplus funds and advise on condition of the funds in trust; and annually review the accounts. The Treasurer shall serve as chairman of the Committee.
- (B) The Nominating Committee shall be chaired by the Immediate Past President and consist of three Regular members, one CVB member and one Associate member, to be appointed by the President. The Nominating Committee shall nominate one candidate for annual election for each position vacant and those expiring terms, and notify the membership of its choices not less than 30 days prior to the end of the fiscal year. No member of the Nominating Committee can be nominated for election as an officer or Director.
- 10.02 Other Committees: The President, with the approval of the Board of Directors, shall appoint such other committees as are necessary and which are not in conflict with other provisions of these Bylaws. The duties of any such committees shall be prescribed by the Board of Directors at the time they are created and amended as needed. The term of appointment will be for one year. Except as otherwise provided in these Bylaws, committee chairs and members shall be appointed or removed by the individual who

will be or is President during the service year in which the appointment or removal is to take effect.

ARTICLE XI. ELECTIONS

- 11.01 After the date the Nominating Committee notifies the membership of its candidates for election in accordance with Article X, Section 10.01(B), 15 days shall be allowed for nominations from the membership. If, however, no nominations are made by petition within 15 days, the slate as submitted will be considered to be elected by acclamation and balloting will not be conducted. Results shall be announced at the next meeting of DFWAE, or in the newsletter or other electronic means.
- 11.02 Any member nominated within the 15-day period by a petition of 15 Regular members for a Regular member position, 10 CVB members for a CVB member position and 10 Associate members for an Associate member position shall be placed on a ballot. The nominating petitions must be submitted to the Secretary of DFWAE, who shall verify the signatures for the Nominating Committee prior to placement of the nominee on the ballot. The ballot shall list those nominees recommended by the Nominating Committee and those recommended by verified petition.
- 11.03 If any candidates are nominated by petition according to this article, DFWAE shall conduct an election by mail, fax or electronic ballot in which each Regular, each Associate member or Associate member representative, and each CVB member will have one vote to cast for the respective positions to be elected; except, Associate members may only vote for the Associate Directors, CVB members may only vote for the CVB Director, and Regular members may only vote for Regular member Directors and for the Officers. Candidates receiving the highest number of votes for each office shall be declared elected. Results of the election shall be announced at the next meeting of DFWAE, or in the newsletter or other electronic means.

ARTICLE XII. STAFF

- 12.01 Appointment: The Board of Directors may employ staff whose term and conditions of employment shall be specified by the Board.

ARTICLE XIII. FINANCE

- 13.01 Fiscal Period: The fiscal year of DFWAE shall begin July 1 and end June 30.
- 13.02 Budget: With recommendations of the Finance Committee, the Board shall adopt an annual operating budget covering all activities of DFWAE. The Treasurer shall furnish the Board of Directors within 60 days following the end of each annual fiscal period a financial report for the year just completed. After approval by the Board of Directors copies may be made available to any member upon request.
- 13.03 An Annual Review of DFWAE's financial accounts may be made by parties determined by the Board of Directors.

ARTICLE XIV. INDEMNIFICATION

14.01 DFWAE shall indemnify its Officers, Directors and Staff against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being an Officer, Director or Staff member, except in relation to matters as to which they shall be judged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty. DFWAE shall purchase and maintain insurance on behalf of the Officers, Directors and Staff against any liability asserted against them and incurred by them arising out of their capacity as Officers, Directors and Staff.

ARTICLE XV. DISSOLUTION

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

ARTICLE XVI. RULES OF ORDER

16.01 The rules contained in the current edition of *Robert's Rules of Order* shall govern the conduct of meetings of DFWAE in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules DFWAE may adopt.

ARTICLE XVII. AMENDMENTS

17.01 These Bylaws may be amended or repealed by a two-thirds vote of the Regular members present and voting at any meeting of DFWAE duly called and regularly held, notice of such proposed changes having been sent in writing or electronically to the Regular members at least 30 days before such meeting, or by a two-thirds vote of the Regular members voting within 30 days by written or signed fax ballot, or electronically. Amendments may be proposed by the Board of Directors on its own initiative or upon petition of any 25 Regular members, addressed to the Board.