

Proposed Amendments to the Arkansas Society of Association Executives Bylaws
To be voted on at the April 19, 2016, luncheon (special membership meeting) at Cajun's Wharf.

Article Six.

It shall be the responsibility of each Board member to attend all meetings of the Board, assist with all activities of the Society promote and maintain the interest of the Society.

Insert "and" between "Society" and "promote".

Add "The Board can meet electronically as long as there is bidirectional real time communication for the electronic meetings. The Board can create rules for any electronic meeting provided for in these bylaws."

As amended:

It shall be the responsibility of each Board member to attend all meetings of the Board, assist with all activities of the Society and promote and maintain the interest of the Society. The Board can meet electronically as long as there is bidirectional real time communication for the electronic meetings. The Board can create rules for any electronic meeting provided for in these bylaws

Section 4.

The Board of Directors may at its discretion appoint an Executive Director to manage the day-to-day operations of the Society. A person holding such an appointment will be responsible to the Board of Directors for all actions on behalf of the Society and shall fulfill the duties as herein provided. Officers and Board members may delegate some of their duties to the Executive Director.

Insert "or contract" between "appoint" and "an".

As amended:

The Board of Directors may at its discretion appoint or contract an Executive Director to manage the day-to-day operations of the Society. A person holding such an appointment will be responsible to the Board of Directors for all actions on behalf of the Society and shall fulfill the duties as herein provided. Officers and Board members may delegate some of their duties to the Executive Director.

Section 7.

Special Board meetings may be called at any time provided each member is notified at least three (3) days in advance. Special Board meetings are limited to the purpose of which they have been called.

Add "Notification may be by electronic means."

As amended:

Special Board meetings may be called at any time provided each member is notified at least three (3) days in advance. Special Board meetings are limited to the purpose of which they have been called. Notification may be by electronic means.

Article Seven.

The officers of the Society shall consist of the president, vice president, secretary- treasurer, and immediate past president. The terms of the officers shall commence with the adjournment of the annual convention and shall continue for one year. No person shall be a candidate for a third consecutive term in the same office. The officers shall all be regular members of the society.

Delete “for one year” and insert “until a successor is elected” between “continue” and “. No”

As amended:

The officers of the Society shall consist of the president, vice president, secretary- treasurer, and immediate past president. The terms of the officers shall commence with the adjournment of the annual convention and shall continue until a successor is elected. No person shall be a candidate for a third consecutive term in the same office. The officers shall all be regular members of the society.

Article Eight.

Section 2.

Sub section B.

Serve as the Program Chairman for all regular and special meetings, or workshops.

Substitute “Signer of financial and contractual matters.” in place of “Serve as the Program Chairman for all regular and special meetings, or workshops.”.

As amended:

Signer of financial and contractual matters.

Sub section C.

Be Membership Chairman with oversight of the membership records.

Delete “Be Membership Chairman with oversight of the” and insert “Oversee” before “membership”.

As amended:

Oversee membership records.

Section 6.

Upon a majority vote of the full Board, it may employ the services of a staff person to manage the day-to-day operations of the Society under the direction of the Executive Committee. The person will follow the job description approved by the Board., and will serve on an annual contract to be reviewed and renewed each year.

Delete “a staff person” and insert “an executive director” between “of” and “to”

Delete “, and will serve on an annual contract to be reviewed and renewed each year” after “Board”.

Insert “or contract” between “employ” and “the”.

As amended:

Upon a majority vote of the full Board, it may employ or contract the services of an executive director to manage the day-to-day operations of the Society under the direction of the Executive Committee. The person will follow the job description approved by the Board.

Sub section D.

Should the Board deem it necessary, the Executive Director may hire additional full-time or part-time staff members to assist with the duties of the office. The Executive Director will be responsible for the supervision, hiring, and dismissal of additional staff. Prior to establishing a staff position the Executive Director will submit a job description for that position to the Board for approval.

Delete “Should the Board deem it necessary, the Executive Director may hire additional full-time or part-time staff members to assist with the duties of the office. The Executive Director will be responsible for the supervision, hiring, and dismissal of additional staff. Prior to establishing a staff position the Executive Director will submit a job description for that position to the Board for approval.”

Renumber sub section E as sub section D.

As amended:

(D) Be one of the signers in financial and contractual matters.

Article 9.

All standing and ad hoc committees shall be appointed by the President or designee except as provided herein. Any appointed committee member shall serve at the pleasure of the President.

Add “Committees can meet electronically as long as there is bidirectional real time communication for the electronic meetings.”

As amended:

All standing and ad hoc committees shall be appointed by the President or designee except as provided herein. Any appointed committee member shall serve at the pleasure of the President. Committees can meet electronically as long as there is bidirectional real time communication for the electronic meetings.

Section 2.

Section 2 Program/Facility Committee

- (A) **The Program/ Facility Committee shall have the responsibility of locating the facilities and programs for each regular meeting of the Society, special meetings and annual convention.**
- (B) **The Vice President shall be chairman of the committee.**

Delete "Section 2 Program/Facility Committee (A) The Program/ Facility Committee shall have the responsibility of locating the facilities and programs for each regular meeting of the Society, special meetings and annual convention.

(B) The Vice President shall be chairman of the committee. "

Renumber Subsequent Section Numbers

As amended:

Section 2 Finance Committee.

Section 3 Nominating Committee

Section 4 Ken Graves Memorial Committee

Section 5. Sub section D.

The President shall appoint such Ad Hoc committees as necessary during the year.

Delete "The President shall appoint such Ad Hoc committees as necessary during the year."

As amended:

Sub section D is removed.

Article 10.

The election to the Board of Directors of this Society shall be by written ballot by a majority vote of the Regular Members present and casting such a ballot at the regular meeting the month before the annual convention. Half of the Board of Directors shall be elected each year for a two-year term. Officers are elected at the same meeting for a one year term.

Delete "by written ballot" between "be" and "by" and "casting such a ballot" between "and" and "at".

As amended:

The election to the Board of Directors of this Society shall be by a majority vote of the Regular Members present and at the regular meeting the month before the annual convention. Half of the Board of Directors shall be elected each year for a two-year term. Officers are elected at the same meeting for a one year term.

Section 1 Sub section D.

At the election, the Nominating Committee will conduct the elections in accordance with accepted procedures to fill the vacant positions. The election shall be by written ballot of the Regular Members present.

Add "In the event there is only one candidate for an office or position, the election may be held via voice or by unanimous consent."

As amended:

At the election, the Nominating Committee will conduct the elections in accordance with accepted procedures to fill the vacant positions. The election shall be by written ballot of the Regular Members present. In the event there is only one candidate for an office or position, the election may be held via voice or by unanimous consent.

Article 11. **Section 2.**

A regular convention of the members of this society shall be held every year at such time and place as may be designated by the Board of Directors. Purpose of the convention will be to review the activities of the current year, preview proposed activities and budgets for the coming year, and conduct other such business as necessary for the welfare of the Society and the members. Special conventions may be called by the Board of Directors.

Notice of the time and place of any regular or special convention shall be mailed to the membership at least thirty (30) days prior to the date thereof. Notice of a special convention shall state, in addition, the purpose of the special convention, and no business shall be transacted at such special convention other than that so stated in the notice.

Delete "mailed" and insert "sent" between "be" and "to".

Insert "by mail or electronic means" between "membership" and "at".

As amended:

A regular convention of the members of this society shall be held every year at such time and place as may be designated by the Board of Directors. Purpose of the convention will be to review the activities of the current year, preview proposed activities and budgets for the coming year, and conduct other such business as necessary for the welfare of the Society and the members. Special conventions may be called by the Board of Directors.

Notice of the time and place of any regular or special convention shall be sent to the membership by mail or electronic means at least thirty (30) days prior to the date thereof. Notice of a special convention shall state, in addition, the purpose of the special convention, and no business shall be transacted at such special convention other than that so stated in the notice.

Article 13
Section 1.

These Bylaws may be amended at any annual or special convention of the membership by a two-thirds (2/3) vote of the regular members present and voting. Any proposed change to the Bylaws must be distributed in writing at least thirty (30) days before the meeting by the Board of Directors and upon their approval. Amendments adopted in such a manner shall take effect immediately upon the conclusion of the meeting unless otherwise provided.

Insert “either” between “distributed” and “in” and “or by electronic means” between “writing” and “at”.

These Bylaws may be amended at any annual or special convention of the membership by a two-thirds (2/3) vote of the regular members present and voting. Any proposed change to the Bylaws must be distributed either in writing or by electronic means at least thirty (30) days before the meeting by the Board of Directors and upon their approval. Amendments adopted in such a manner shall take effect immediately upon the conclusion of the meeting unless otherwise provided.

New Article 15

Add “Article 15. Insurance The Association may purchase and maintain insurance on behalf of its Manager, Members, employee, officers or agents to insure against Liabilities asserted against or incurred by an of the Association’s Manager, Members, employees, officers or agents in that capacity or arising from their status as a Manager, Members, employees, officers or agents.”

As amended:

Article 15.
Insurance.

The Association may purchase and maintain insurance on behalf of its Manager, Members, employee, officers or agents to insure against Liabilities asserted against or incurred by an of the Association’s Manager, Members, employees, officers or agents in that capacity or arising from their status as a Manager, Members, employees, officers or agents.