

WSAE CONSTITUTION AND BYLAWS
LAST AMENDED JANUARY 5, 2016

Article I Name

The name of this organization shall be the Wyoming Society of Association Executives.

Article II Purpose

The purpose of this organization shall be:

To promote the purpose and effectiveness of associations by educating members and the public in the advancement, improvement and uses of voluntary associations in the public interest.

To provide opportunities for education of association professionals in the art and business of association management.

To develop and encourage high standards of service and conduct by association professionals thereby assuring the affairs of their respective associations will be conducted in a professional manner.

To cooperate with other local and regional groups of association executives and to maintain close liaison with the American Society of Association Executives of which the Wyoming Society of Association Executives is an allied society.

To undertake any other functions consistent with the bylaws which will further advance the usefulness of the Society to its members.

Article III Definition

The term "Association" as used in the bylaws will include such organizations as are established to perform, upon a mutual basis, an industrial, professional, philanthropic, business, technical, service or trade function for the purpose of promoting and protecting the respective industry, profession, service or trade represented.

Article IV Membership

Section 1. There shall be four membership classifications:

- A. Professional members: Full and part-time associations, chamber of commerce executives, convention bureaus, and their staff.
- B. Additional Staff Member: A full or part-time staff member in addition to a Professional Member with a membership rate of one-half the Professional Member.

- C. Associate members: Individuals with association interests.
- D. Allied members: Representatives of companies who provide goods and services to associations.

- Section 2. Qualified applicants can join by making written application.
- Section 3. Dues will be established by the Board with approval of membership. The Board may drop any member who is ninety days delinquent in dues.
- Section 4. Honorary membership may be conferred by the Board on retired members of the Association or individuals who have made significant contributions to the field of association management. Honorary members will have all privileges of membership except voting and holding office. Honorary membership will be exempt from payment of dues.
- Section 5. Each Professional Member is entitled to one vote.

Article V Governance

- Section 1. The government and management of the funds, properties and affairs of the Society will reside in the Board of Directors. The fiscal and administrative year of the Society will be on a calendar basis, from January 1 through December 31.
- Section 2. The officers of the Society shall consist of the President, President-Elect, Secretary, Treasurer and a Past President who shall be elected from the Professional membership and an Allied Director to be elected by the Allied members at the annual meeting. These officers constitute the Board of Directors of WSAE. All officers shall be elected annually for two year terms, except that any officer may be reelected to their current or another board position. No individual may hold one board position more than three consecutive years. Any nominated officer other than an association executive shall also be nominated by the association executive of that association.
- Section 3. In accordance with other provisions of these bylaws, a nominating committee, consisting of no less than three Professional Members appointed by the President, shall prepare and submit a slate of officers to the membership. Any person nominated shall have given prior consent to nomination and service if elected.
- Section 4. Should vacancies occur among the Board, the Board may appoint a Professional Member to fill the vacant Board position until the next Annual Meeting.

Article VI Duties of Officers and Directors

- Section 1. The President shall conduct all meetings and generally supervise the Association's operation. In absence of the President, the President-Elect shall perform the duties prescribed for the President. In absence of the President-Elect, the Treasurer shall preside.

The Secretary will record all action taken at the meetings of the Society, prepare minutes of meetings and perform other duties as may be set forth by the President and the Board. The Treasurer shall serve as custodian of all funds of the Society and responsible for the collection, preservation, disbursement and preparation of any financial reports for the Association or government.

Section 2. The Board shall have supervision, control and direction of the affairs of the Society. The Board may adopt such rules, regulations or policy for the conduct of business as deemed advisable.

Section 3. A quorum of the Board shall constitute a simple majority.

Section 4. The Board may hire or contract for outside administrative assistance.

Article VII Committees

Section 1. The President with approval of the Board shall designate committees to perform specific tasks on behalf of the Society.

Section 2. The President shall appoint the chairs of each committee from the roster of Professional, Staff, Associate Allied or Honorary members of the Society.

Article VIII Meetings

Section 1. The date, times and location of the Society meetings shall be set by the Board.

Section 2. A majority of those present shall constitute a quorum at any regular or special meeting; and the vote of a majority of those present shall be decisive, except with regard to the amendment of these Bylaws. The Board may authorize specific votes via electronic mail for special purposes.

Section 3. The meetings and proceedings of the Society shall be regulated and controlled according to Roberts Rules of Order.

Section 4. The organization shall have an annual meeting once a year whereupon the election of the officers shall occur.

Article IX Amendments

Section 1. These bylaws may be amended, in whole or in part, at any regular meeting by a two-thirds vote of the Professional Members in attendance, provided that a complete description of such amendments is provided to each Professional member at least seven 7 days in advance of the meeting at which they are to be acted upon.

Article X Dissolution

Section 1. The Society shall use its funds only to accomplish the objectives specified in these 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 qualified educational, scientific, charitable, or philanthropic organizations selected by the Board.

Article XI Indemnification of Officers

Section 1. No Board member or former Board member of the Society shall be personally liable to the Society or its members for monetary damages for any conduct as a Board member, provided, however, that this section shall not eliminate or limit the liability of a Board member for acts or omissions that involve intentional misconduct by a Board member or a knowing violation of law by a Board member or for any transaction from which the Board member personally receives a benefit in money, property or services to which he is not legally entitled.