



# CALL FOR AT-LARGE NOMINATIONS

## 2023-24 FSAE Board of Directors

The Florida Society of Association Executives' Nominating Committee is seeking nominations (Self-Nominations only) for individuals with leadership and management experience to serve on the 2023-24 Board of Directors.

Members of the Board are the stewards of the Florida Society of Association Executives (FSAE) and are responsible for reflecting the views and interests of all of our members. They also provide leadership, a shared vision and sense of mission and are responsible for the fiscal health of FSAE. Board Members must be willing to identify and nurture prospects for membership, sponsorship, partnerships, advertising and donations.

These leaders must have proven performance; commitment to the organization; time and ability to serve; understanding of team work; respect for staff and members; sound judgment and integrity; communication and mentoring skills; enthusiasm; ability to subordinate special interests; and the ability to be a strategic, visionary thinker.

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### Available Positions for 2023-24 Board Term

There are three (3) At-Large Directors 3-year term and one (1) Associate At-Large Director positions open.

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### Service Requirements for Board Nomination

#### **For Executive and Associate Member Directors At-Large Positions:**

A minimum of two years of active engagement with the Society prior to nomination; and within the last five years having served on an FSAE Committee, chaired a Committee, or have served in an elected position on the FSAE Board of Directors.

In addition, Board members:

- must be willing to commit the time and expense of attending up to four board meetings each year. (Please note that these meetings are held in various cities in Florida and usually require at least one night of lodging, plus travel costs, at the individual's expense.);
- must be willing to commit the time to participate in special meetings and/or conference calls of the Board;
- must use your best efforts to regularly participate in FSAE events, programs and activities;
- must be willing to perform assigned duties in a professional and timely manner.

Please Note: there is no financial reimbursement for participation as an FSAE Board member.

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### Interested in Serving?

Step 1. **Review** the Service Requirements Criteria for Board Nomination listed above, and the Board Commitment Form and Code of Ethics. Please note that all candidates must be members in good standing. *Information on the Nominations and Elections Process, Officers and Directors, and Duties of Officers and Directors is available upon request.*

Step 2. **Complete** the Nomination Form in its entirety and submit a signed Board Commitment Form; Diversity, Equity and Inclusion Commitment Form; and Code of Ethics Form by the **April 25, 2023** deadline date. (Please note that if you are not the Chief Executive Staff member from your association/organization, you must submit a letter of support from your CEO.)

### Need More Info?

If you have questions about the nominations process, or would like more information about Board service or duties, please contact Frank Rudd at [frank@fsae.org](mailto:frank@fsae.org) or call 850.222.7994.

## **FSAE BYLAWS - ARTICLE IV: DUTIES OF OFFICERS AND DIRECTORS**

**SECTION 1:** The Chair shall preside at all regular, special and annual meetings of the Society and at all meetings of the Board of Directors, and shall at all times direct the affairs of the Society. The Chair shall serve as a non-voting, ex-officio member of all FSAE Committees unless otherwise noted in the Bylaws. The Chair shall perform other such duties as are incidental to the office of Chair, or as may be prescribed by the Board of Directors, or as may be stipulated in the FSAE Policies & Procedures.

**SECTION 2:** The Chair Elect shall preside at meetings of the membership and the Board in the Chair's absence. The Chair Elect shall also direct the affairs of the Society should the Chair become incapacitated during the term of office for a period in excess of thirty (30) days, for as long a period as is required due to the Chair's incapacitation. The Chair Elect shall perform other such duties as are incidental to the office of Chair Elect, or as may be prescribed by the Board of Directors, or as may be stipulated in the FSAE Policies & Procedures.

**SECTION 3:** The Secretary shall, among other things, be responsible for recording the actions taken at all meetings of the Society's Board of Directors and Membership Meetings. These records shall be kept in the perpetual files of the Society and made available for inspection at the request of any member. The Secretary shall certify the results of all elections of Officers and Board members. The Secretary shall ensure that appropriate filings are made when revisions to the Society's Articles of Incorporation and Bylaws are made.

**SECTION 4:** The Treasurer shall, among other things, be responsible for developing the budget, monitoring the accurate accounting and reporting of all monies received and expended by the Society. All monies received shall be deposited in the bank or depository designated by the Board of Directors and shall be paid out as prescribed by the Board of Directors or its designate. The Treasurer shall perform other such duties as are incidental to the office of Treasurer, or as may be prescribed by the Board of Directors, or as may be stipulated in the FSAE Policies & Procedures.

**SECTION 5.** It shall be the duty of members of the FSAE Board of Directors to uphold the governing and operational documents of the Society, assuring at all times that the Society is managed in the most effective manner and in compliance with existing state and federal laws. Directors shall support the initiatives of the Society to the fullest extent and shall be in attendance at all Board meetings unless excused by the Chair.

**SECTION 6:** It shall be the duty of the President & CEO to keep the records of the Society, to be in charge of the overall operation of the Society at the Direction of the Board of Directors, to manage the staff, and to carry out the duties described in the President & CEO job description and other assignments delegated by the Board of Directors. The President & CEO shall perform other such duties as are incidental to the position, or as may be prescribed by the Board of Directors, or as may be stipulated in the FSAE Policies and Procedures.



## BOARD OF DIRECTORS COMMITMENT FORM

As a member of the Florida Society of Association Executives (FSAE) Board of Directors I acknowledge and understand that I am morally responsible for ensuring the health and well-being of the FSAE.

I am fully committed and dedicated to the mission of the FSAE and pledge that I will:

- Abide by the FSAE Board Code of Ethics and Antitrust Compliance policies;
- Accept the Bylaws and operating principles of the FSAE;
- Perform my duties as to honor the trust of the membership that elected me;
- Know my legal and fiduciary responsibilities for this organization and those of my fellow board members, and I will honor these responsibilities;
- Attend meetings of the Board, and acknowledge that this participation will be at my own expense;
- Review all information and materials sent to me in connection with Board business and to provide to the Board my best attention and judgment;
- Take an active part in reviewing, approving, and monitoring the budget, and actively supporting the revenue-generating activities to meet it;
- Know and oversee the implementation of policies and programs;
- Protect the interests of the association as determined by its Board, its mission, and prudent business practice;
- Protect the confidentiality of private or confidential information to which I become a party as a member of the Board;
- Uphold the principles of inclusion, diversity and equity when recommending actions, recruiting and engaging members, and cultivating leaders in order to foster and support an environment that welcomes and reflects all current and future FSAE members;
- Refrain from using my position on the Board for my own personal advantage or the advantage of any special interests inside or outside of the association;
- Respect the integrity and abilities of my fellow Board members and strive to advance the unity and harmony of the Board, recognizing all actions, whether or not I agree, belong in one to the Board and not to individuals;
- Respect the integrity and abilities of the FSAE staff and partner with them to accomplish the FSAE goals;
- Attend the FSAE conferences, meetings and activities;
- Work to develop new leadership and recommend potential Board members to the board development committee;
- Be an advocate for the organization; promote it in ways appropriate to your profession and contacts;
- Actively work to recruit new and retain current members;
- Maintain my membership in good standing, and in addition to membership;
- Work to obtain various means of support for the FSAE, such as sponsorships, advertisers, exhibitors, and speakers; and encourage support of the FSAE Foundation through donations and acquisition of auction items.
- Perform such other duties as may be required by the membership or the Board of Directors/Trustees;
- Perform such other duties as may be required by law, custom, parliamentary usage, or other rules of the Florida Society of Association Executives; and
- Tender my resignation from membership on the Board if I am, or become, unable to serve in accordance with the provisions of this commitment.

### Commitment

My signature below indicates that I have read this document and understand that non-performance of the above may result in my removal as an FSAE Board Member.

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Name (Please Print)

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Signature

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Date



## **DIVERSITY, EQUITY & INCLUSION COMMITMENT FORM**

As a member of the Florida Society of Association Executives (FSAE) Board of Directors, I acknowledge and understand that I am morally responsible for ensuring the health and well-being of the FSAE. This includes honoring the principles of inclusion, diversity and equity.

I support FSAE's commitment to diversity, equity and inclusion, which is defined as:

- Diversity includes, but is not limited to, age, gender, race, religion, ethnicity, disability, appearance, sexual orientation, gender identity, socioeconomic background, personality type and geographic location.
- Equity includes, but is not limited to, the fair treatment, inclusion, justice, access and opportunity for all.
- Inclusion ensures that differences are integrated throughout FSAE to create an experience that expands everyone's horizons and opportunities for engagement, learning and leadership.
- Diversity and inclusion allows us to make better decisions because we are exposed to different opinions, perceptions, values and experiences.

I am fully committed and dedicated to the mission of the FSAE and pledge that I am committed to Diversity, Equity and Inclusion. These principles will guide me when recommending actions, recruiting and engaging members, and cultivating leaders. My goal is to foster and support an environment that welcomes and reflects all current and future FSAE members at every level of the organization.

### **Commitment**

My signature below indicates that I have read this document and understand that non-performance of the above may result in my removal as an FSAE Board Member.

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Name (Please Print)

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Signature

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Date



## **FSAE Board of Directors Code of Ethics**

Members of the FSAE Board of Directors (including ex officio members of the Board) shall at all times abide by and conform to the following code of conduct in their capacity as Board members:

### **I. Code of Conduct**

1. Each member of the Board will abide in all respects by the FSAE Members' Code of Conduct and all other rules and regulations of the Association (including but not limited to the Association's Articles of Incorporation and Bylaws) and will ensure that their membership (or the membership of the entity for which they serve as officer, director, employee, or owner, as the case may be) in the Association remains in good standing at all times. Each member of the Board will at all times obey all applicable federal, state, and local laws and regulations.
2. Members of the Board will conduct the business affairs of the Association in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Members of the Board will exercise proper authority and good judgment in their dealings with Association staff, suppliers and general public and will respond to the needs of the Association's members in a responsible, respectful, and professional manner. Board members will prepare for meetings and pose agenda questions in advance of the meeting.
4. The Board dedicates itself to leading by example in serving the needs of the Association and its members, and in representing the interests and ideals of the Association industry at large.

### **II. Confidentiality**

1. Except as the Board may otherwise require or as otherwise required by law, no Board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Association and each member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board.
2. At termination of service, a retiring Board member, upon request, will return to the Association all documents, electronic and hard files, reference materials, and other property, entrusted to the Board member for the purpose of fulfilling his or her job responsibilities, still in the Board Member's possession. Such return will not abrogate the retiring Board member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the Board.
3. No member of the Board will use any information provided by the Association or acquired as a consequence of the Board member's service to the Association in any manner other than in furtherance of his or her Board duties. Further, no member of the Board will misuse Association property or resources and will at all times keep the Association's property secure and not allow any person not authorized by the Board to have or use such property.

### **III. Conflict of Interest**

1. The Board must act at all times in the best interests of the Association and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter.

Specifically, members of the Board shall:

- avoid placing (and avoid the appearance of placing) one's own self interest or any third-party interest above that of the Association;
- not abuse their Board membership by improperly using their Board membership or the Association's staff, services, equipment, resources, or property for their personal or third-party gain or pleasure;
- not represent to third parties that their authority as a Board member extends any further than that which it actually extends;
- not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the Association, without disclosing the conflict;
- not engage in or facilitate any discriminatory or harassing behavior directed toward Association staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Association;
- not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Association without fully disclosing such times to the Board; and
- provide goods or services to the Association as a paid vendor to the Association only after full disclosure.

My signature below indicates that I have read this document and understand that non-performance of the above may result in my removal as an FSAE Board Member.

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Signature: \_\_\_\_\_