



CALL FOR AT-LARGE NOMINATIONS

2025-26 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 2025-26 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.

Available Positions for 2025-26 Board Term

There are two (2) At-Large Director 3-year terms and one (1) Associate At-Large Director 2-year term positions open.

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 three in-person meetings and two conference calls of the board meetings each year. (Please note that these meeting 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.

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; Code of Ethics Form; and Candidate Campaign Guidelines Form by the **April 22, 2025** 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 Hester Ndoja at hester@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/BOARD OF TRUSTEES COMMITMENT

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

I am fully committed and dedicated to the mission of the FSAE and FSAE Foundation, and pledge that I will: *(Please initial where indicated)*

- Abide by the FSAE and Foundation Board Code of Ethics and Antitrust Compliance policies;
- Accept the Bylaws and policies and procedures of the FSAE and FSAE Foundation;
- Perform my duties as to honor the trust of the membership that elected me;
- _____ Review and understand my legal and fiduciary responsibilities for these organizations and those of my fellow board members, and I will honor these responsibilities;
- _____ Attend three in-person meetings and two conference calls of the Board and a minimum of four FSAE and/or FSAE Foundation conferences, meetings, and activities (in-person or webinars) each year from the July to June calendar year, and acknowledge that this participation will be at my own expense;
 - One excused absence per term year will be accepted if prior notice is given to the chair. A second absence, with prior notice, will be reviewed by the executive committee and may be subject to removal from the board. A third absence will result in immediate removal from the board per the adopted Board Member Removal Policy.
- _____ Make a minimum personal cash donation of \$100* to the Foundation each board term year (every July – June);
- Fulfill two of the three financial commitments below:
 - _____ Solicit or donate a minimum of \$250* in cash donations for the Foundation each calendar year;
 - _____ Sell or purchase a minimum of four Silent Auction Big Tickets to the Foundation each calendar year (\$100 minimum);
 - _____ Secure a donation of or donate a minimum of 2 items to the Foundation Silent Auction each year with a minimum \$50 value each;
- 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;
- Protect the interests of the Association and Foundation 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;
- 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;
- Respect the integrity and abilities of the FSAE staff and partner with them to accomplish the FSAE and Foundation goals;
- _____ Work to develop new leadership and recommend potential Board members to the board nominating committee;
- Be an advocate for the Association and Foundation; promote it in ways appropriate to your profession and contacts;
- Actively work to recruit new and retain current members in FSAE;
- Maintain my FSAE membership in good standing, and in addition to membership;
- _____ Work to obtain various means of support for the FSAE, such as sponsorships, partners, advertisers, exhibitors, and speakers; and support of the FSAE Foundation through donations, auction items, sponsorships, and speakers.
- 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 FSAE and FSAE Foundation; 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.

*(*Amounts are subject to change at Board's approval)*

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 and FSAE Foundation Board Member.

Name (Please Print)

Signature

Date



Board of Directors/Board of Trustees Code of Ethics

Members of the FSAE Board of Directors and FSAE Foundation Board of Trustees (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 FSAE and Foundation Boards will abide in all respects by the **FSAE Members' Code of Conduct** and all other rules and regulations of FSAE and FSAE Foundation (including but not limited to the Articles of Incorporation and Bylaws of FSAE and FSAE Foundation) 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 FSAE and FSAE Foundation 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 the FSAE and/or Foundation staff, suppliers and general public and will respond to the needs of the Association's members and/or Foundation 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 Foundation 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 Foundation** 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 and Foundation 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 and/or Foundation or acquired as a consequence of the Board member's service to the Association and/or Foundation in any manner other than in furtherance of his or her Board duties. Further, no member of the Board will misuse Association and/or Foundation property or resources and will at all times keep the Association and/or Foundation 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/or Foundation 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 and/or Foundation;
- 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 and/or Foundation, without disclosing the conflict;
- not engage in or facilitate any discriminatory or harassing behavior directed toward Association and/or Foundation staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Association and/or Foundation;
- **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 and/or Foundation without fully disclosing such times to the Board; and
- provide goods or services to the Association and/or Foundation as a paid vendor to the Association and/or Foundation 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 and FSAE Foundation Board Member.

Name (Please Print)

Signature

Date

FSAE Campaign Guidelines and Etiquette

Dear Candidate,

This year we expect we will have competitive elections for the Director positions for the FSAE Board of Directors. It is wonderful to have a high level of member engagement; however, in the spirit of the culture of FSAE and an attempt to clarify what is acceptable, the FSAE Board of Directors have created these general campaign guidelines.

Please sign and return this form by Tuesday, April 22 to Sandy Merrill at sandy@fsae.org.

If you have any questions, please contact me at keyna@flrecycling.org or (850) 728-1054.

Thank you,

Keyna Cory, 2024-2025 Nominating Committee Chair

Guidelines:

- FSAE will only distribute the completed candidate profiles to the FSAE Board of Directors. The candidate profiles are self-submitted responses on the applications to serve.
- Campaign and candidate marketing materials and give-aways are prohibited. This includes organized campaign mail, email blasts, social media, flyers, posters, signs, meals, buttons, magnets and other items with candidates' name or enticement to vote for a certain individual(s).
- No monetary expenditure can be made by the candidate, other individuals or groups to encourage a candidate's election.
- Disparaging remarks about another candidate is prohibited, regardless of the communication venue (social media, e-mail, verbal, etc.)

Candidate Confirmation:

By signing below I confirm that I have received, read and understand the campaign guidelines and etiquette of FSAE. I further promise that I will conduct myself in accordance with these guidelines.

Name: _____ Candidate position: _____
(Print Name)

Signature: _____ Date: _____