

**BYLAWS
OF
THE FLORIDA SOCIETY
OF ENVIRONMENTAL ANALYSTS, INC.
(Adopted on October 18, 2007)
Amended on May 26, 2022**

**ARTICLE I
MEMBERS**

Section 1. **Qualifications and Acceptance.** Membership shall be open to any person desiring to support and promote the goals and programs of the SOCIETY regardless of sex, race, nationality, physical handicap, religious belief or political affiliations. Members shall be accepted into the SOCIETY and shall continue to serve until resignation or removal from membership as provided in these Bylaws. Admission to the SOCIETY shall be by application presented to the Secretary in a form approved by the Board of Directors. The application shall be accompanied by funds in the amount of the annual dues. Upon receipt of an application, the Secretary may accept the applicant for membership, subject to review and approval by the Board of Directors.

Section 2. **Membership Dues.** Membership dues shall be set annually by the Board of Directors. Each member shall pay to the Secretary annual dues to maintain membership in the Society.

Section 3. **Removal from Membership.** Any member of the Society may be removed from membership upon recommendation of the Board of Directors and by a two-thirds (2/3) vote of the members present and voting at any special or annual meeting of the Society. Failure to pay annual dues shall result in cancellation of membership.

Section 4. **Withdrawal of Membership.** Any person whose indebtedness to the Society has been fully paid may withdraw from membership by notifying the Secretary.

Section 5. **Reinstatement of Membership.** Any person having withdrawn from membership by notifying the Secretary, or any member having been dropped from the roll for delinquent dues may, at the discretion of the Board of Directors, be reinstated.

**ARTICLE II
MEETINGS OF MEMBERS**

Section 1. **Annual Meeting.** A regular annual meeting of the members of the SOCIETY shall be held for the purpose of receiving reports of officers and committees, to elect and/or induct members of the Board of Directors and, officers of the Society; and to act on any other matters which may properly come before the annual meeting. The annual meeting shall be held at a time and place to be fixed by the Board of Directors. Notice of such meeting shall either be mailed to the members of the SOCIETY by the Secretary, or posted on the SOCIETY's website at least thirty (30) days before the date of the meeting.

Section 2. **Special Meetings.** Special meetings of the SOCIETY may be held at the call of the Board of Directors or at least 10 per cent (10%) of the members of the SOCIETY. Notice of such special meetings shall either be mailed by the Secretary to all members, or posted on the SOCIETY's website, at least ten (10) days before the date of the special meeting. Such notice shall also contain the purpose for which the special meeting is called.

Section 3. **Presiding Officer.** The President of the SOCIETY or, in his/her absence, the Vice-President shall preside at all meetings.

Section 4. **Member Voting.** Prior to any vote or prior to the effectiveness of any vote, the SOCIETY shall confirm the status of each voter's membership in the SOCIETY. Unless otherwise provided herein, a majority vote of those members of the SOCIETY who voted, either electronically, if it is an electronic vote, or if in person, if it is an in person vote, is required to take any actions contemplated herein. Proxies are not allowed.

Section 5. **Electronic Voting.** Electronic voting may be necessary for the membership to vote on changes to Society issues brought to the membership or for elections of the Board of Directors. Elections may be conducted by any reasonable electronic means (e.g. online voting) as determined by the Board of Directors. The detailed specifications, requirements and procedures for electronic elections, if any, shall be adopted by the Board of Directors in a separate policy of the SOCIETY. The specifications, requirements and procedures for electronic voting shall include, but are not limited to, the following:

1. The timing of elections in relation to the occurrence of annual meetings,
2. The duration that electronic elections will remain open,
3. A means by which current members of the SOCIETY are recognized (e.g. SOCIETY membership number), so that only current members of the SOCIETY may vote, and only a single vote on each issue up for a vote will be accepted from each eligible voter,
4. Notification for the electronic election process shall be delivered to all current members of the SOCIETY at least 30 days prior to the actual election or issue upon which a vote is being taken

Section 6. **Quorum.** Quorum for Society in-person meetings shall be defined as whatever number are in attendance at our scheduled conference meetings. For electronic votes, quorum shall be defined as whatever number of ballots is returned on a question, provided that the whole society has the opportunity to vote (within the criteria specified in the voting policy).

ARTICLE III BOARD OF DIRECTORS

Section 1. **Composition.** The Board of Directors shall be composed of the President, Vice-President, Secretary and Treasurer, Immediate Past President, and Regional Directors of the SOCIETY. All members of the Board of Directors shall be members of the SOCIETY. The President shall serve as Chairman of the Board of Directors.

Section 2. **Regions** The Society shall have geographic regions to facilitate local interactions and programs and to provide representation on the Board of Directors. Regions within Florida (reg 1 - 6) were established to mirror FDEP boundaries. Region 7 is established to encompass members who live or work outside of Florida. An official regions map is published on the FSEA website. The Board shall have the authority to adjust region boundaries if necessary for logistical purposes. Each region will have representation on the Board in the form of a Regional Director.

Section 3. **Election of Regional Directors.** All Regional Directors shall serve two-year terms of office or until such time as a successor is elected. Each Regional Director must either reside or work within the Region he or she represents and be a member of the SOCIETY. The Regional Directors from Regions 1, 3, 5 and 7 shall be elected in calendar years ending in odd numbers, and the Regional Directors from Regions 2, 4 and 6 shall be elected in calendar years ending in even numbers. Each Regional Director shall be elected biennially either by a majority of members present in person at the annual meeting of members or by electronic vote prior to the annual meeting as determined by the Board of Directors.

Section 4. **Number of Regional Directors.** Regional Directors shall number seven (6 in-state regions and 1 out-of-state region). This number may be changed at any annual meeting by a vote of the majority of the members; provided, however, that said, Regional Directors shall not be less than

three. If the number of Regional Directors is increased at any annual meeting, the additional Regional Directors shall be elected in such a manner as to maintain the staggered elections contemplated in Section 3 above. If the number of Regional Directors is reduced at any annual meeting, the terms of the remaining Regional Directors shall be adjusted as may be necessary, to maintain the staggered elections contemplated in Section 3 above.

Section 5. **Duties and Responsibilities.**

A. The business, property, and affairs of the SOCIETY shall be managed by the Board of Directors, which shall have the power to initiate and approve plans and programs for the welfare of the SOCIETY; have custody and management of any land, buildings, equipment, securities or other properties of the SOCIETY; adopt the annual budget of the SOCIETY; borrow money; raise and disburse funds; invest and reinvest funds of the SOCIETY; buy, sell and exchange properties and securities of the SOCIETY; and appoint or delegate the power to hire other employees of the SOCIETY; fix -compensation of all employees of the SOCIETY; and perform all other duties and have such other powers as may be necessary to carry out the purpose of the SOCIETY.

B. Each member of the Board of Directors, exclusive of the officers of the SOCIETY, shall be assigned the responsibility of managing the affairs of the SOCIETY in a local region the geographical boundaries of which shall be determined by the Board of Directors.

C. The Board of Directors shall have the power to fill vacancies in unexpired terms of its own membership making exceptions to residency requirements as determined by the Board of Directors. Such appointed members shall hold office until the next election at which time a successor shall be elected by the membership.

D. The Board of Directors shall have the power at any time to fill vacancies of unexpired terms of officers. Officers appointed to fill such vacancies shall serve until the next annual meeting of the SOCIETY or until such time as a successor is elected.

**ARTICLE IV
MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. **Regular Meetings.** Regular meetings of the Board of Directors shall be held semi-annually at such places and times as the Board of Directors shall designate.

Section 2. **Special Meetings.** Special meetings may be held at the call of the President or of one-third of the members of the Board of Directors, provided at least ten (10) days' notice of the time, place, and purpose of the meeting is given to each member of the Board.

Section 3. **Quorum.** A majority of Directors then in office entitled to vote shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors.

Section 4. **Notice.** At least thirty (30) days notice of all regular meetings and at least ten (10) days notice of all special meetings shall be given to each Director in writing by the Secretary. All notices of special meetings shall state the purpose thereof. Attendance at any meeting shall constitute a waiver of advanced notice.

Section 5. **Open Meetings.** The physical location of all meetings of the Board of Directors, as disclosed in the notice provided in Section 4, Article IV, shall be open to all members of the SOCIETY. Without limiting the previous sentence, no member is entitled to attend meetings of the Board of Directors by any medium, electronic or otherwise, unless that member pays the costs born by the SOCIETY to attend such meetings, pursuant to the SOCIETY's policies and procedures. Members shall have the right to address the Board on any subject properly placed before the Board, but shall not have voting privileges.

ARTICLE V OFFICERS

Section 1. **Officers.** The officers of the SOCIETY shall be President, Vice-President, Secretary and Treasurer. All elected officers of the SOCIETY shall be members of the SOCIETY. All elected officers shall also serve on the Board of Directors of the SOCIETY.

Section 2. **Terms of Office.** All officers shall serve two-year terms of office or until such time as a successor is elected.

Section 3. **Election of Officers.** The President, Vice-President, Secretary and Treasurer shall be elected biennially by electronic vote immediately prior to the annual meeting. If the electronic voting process cannot occur for any reason as determined by the Board of Directors, then an in-person election shall occur at the annual meeting. The President and Vice-President shall be elected in calendar years ending in odd numbers, and the Secretary and Treasurer shall be elected in calendar years ending in even numbers.

Section 4. **Vacancies.** If any office becomes vacant for any reason, the Board of Directors shall fill such vacancy. Any officer so appointed or elected by the Board of Directors shall serve only until such time as the unexpired term of his/her predecessor shall have expired or until such time as a successor is elected, unless he/she is reelected.

Section 5. **Additional Officers.** The Board of Directors may elect or appoint from time to time such additional officers as in its opinion are desirable for the conduct of the business of the SOCIETY.

Section 6. **Compensation.** All officers and all members of the Board of Directors and Committee members, except the Contracted Manager and other duly appointed employees of the SOCIETY, shall serve without salary, except that the Board of Directors may reimburse such officers or committee members for part or all reasonable expenses incurred by them in the performance of the business of the SOCIETY. The compensation of employees of the SOCIETY, if any, shall be fixed by the Board of Directors.

Section 7. **President.** The President shall preside at all meetings of the members of the SOCIETY and chair the Board of Directors; he/she shall appoint the members of all committees and shall be an ex-officio member of all such committees; he/she shall sign such papers as may be required by his/her office or as may be directed by the Board of Directors; he/she shall make such reports and recommendations to the Board of Directors and to the members of the SOCIETY at any regular or special meetings concerning the work and affairs of the SOCIETY as in his/her judgment may be necessary for their information and guidance; he/she may require such reports from the Treasurer, Secretary, executive directors, and committee chairpersons as in his/her judgment is necessary; and shall perform such other duties as may be incidental the office.

Section 8. **Vice-President.** The Vice-President shall assume all the powers and duties of the President in the absence or disability of the President.

Section 9. **Secretary.** The Secretary shall be responsible for attending all meetings of the Board of Directors and recording all votes and the minutes of all proceedings in a book to be kept for that purpose and performing like duties for the annual meeting of the SOCIETY; issuing in writing all notices of meetings of the members of the SOCIETY and Board of Directors; notifying individuals elected to office or to membership of the SOCIETY or to the Board of Directors; keeping complete records of the meetings of the members of the SOCIETY and of the Board of Directors, including an accurate record of attendance of members; furnishing the Nominating Committee the names of all current members of the SOCIETY; furnishing the Nominating Committee with a list of officers and members of the Board of Directors, whose terms shall expire at the next annual meeting;

mailing such other notices as may be directed by the Board of Directors; shall be custodian of all records of the SOCIETY, except such records and papers as shall be kept by the Treasurer as herein provided; shall sign such papers as may be required by his or her office or as directed by the Board of Directors; and shall perform such other duties as may be incidental to the office. In the absence of a Treasurer, or incapacity of the Treasurer, the Secretary may assume the duties of the Treasurer until one is appointed by the Board of Directors.

Section 10. **Treasurer.** The Treasurer shall receive all monies of the SOCIETY and have custody hereof. He or she shall deposit the funds of the SOCIETY in one or more banks selected by the Board of Directors, to be disbursed in accordance with the directions of, and upon the signatures of persons designated by the Board of Directors. He or she shall be responsible for keeping a full account of all monies received and paid out and shall make such reports thereof to the President and Board of Directors as they may require. He or she shall receive and have custody of all deeds, securities, notes, contracts and other financial papers of the SOCIETY and shall place them for safekeeping in the safe deposit vaults of a bank designated by the Board of Directors and under such rules as to access as such Board of Directors shall determine. He or she shall keep full account of all deeds, securities, notes and financial papers of the SOCIETY and shall make such reports thereof to the President and Board of Directors as they may require. He or she shall present at each annual meeting of the members of the SOCIETY a comprehensive financial statement. He or she shall sign such papers as may be required by this office or as may be directed by the Board of Directors; and shall perform such other duties as may be incidental to the office. He or she may be required by the Board of Directors to give such bonds as they shall determine for the faithful performance of his or her duties, as may other persons having financial signatory powers for the SOCIETY.

ARTICLE VI COMMITTEES

Section 1. **Committees.** There shall be a Nominating Committee, a By-laws Revision Committee, a Host and Program Committee, a Membership Committee, a Professional Relations Committee, a Steering Committee, and an Executive Committee. Except for the Steering Committee and Executive Committee, all committee members and their chairmen shall be appointed by the President after each annual meeting.

Section 2. **Nominating Committee.** The Nominating Committee should consist of at least two members, exclusive of ex-officio members, with at least one member being a member of the Board of Directors and at least one member not being on the Board of Directors. The Chairman shall be a member of the Board of Directors. It shall be the duty of the Nominating Committee to report and recommend to the Board of Directors a slate of candidates to fill the vacancies on the Board and to present a slate of officers for election. The Nominating Committee shall appoint a Secretary from among its members who shall keep an accurate record of its meetings.

Section 3. **Bylaws and Policies Committee.** The Bylaws and Policies Committee should consist of at least three members, exclusive of ex-officio members, with at least one member being a member of the Board of Directors and at least one member not being on the Board of Directors. It shall be the duty of the Bylaws and Policies Committee to annually review the Bylaws and Articles of Incorporation of the SOCIETY and to recommend to the Board of Directors any revision or amendments to the Bylaws and Articles of Incorporation. The committee will further review, create, and update Society policies as needed, or as directed by the Board. The Bylaws and Policies Committee shall appoint a Secretary from among its members who shall keep an accurate record of its meetings.

Section 4. **Host and Program Committee.** The Host and Program Committee should consist of at least three members, exclusive of ex-officio members, with at least one member being a member of the Board of Directors and at least one member not being on the Board of Directors. It shall be the duties of the Host and Program Committee to recommend to the Board of Directors locations and programs for the annual general meeting and other appropriate business and social functions of the

SOCIETY; and to plan and carry out all such functions as directed by the Board of Directors. The Host and Program Committee shall appoint a Secretary from among its members who shall keep an accurate record of its meetings.

Section 5. **Membership Committee.** The Membership Committee should consist of at least three members, exclusive of ex-officio members, with at least one member being a member of the Board of Directors and at least one member not being on the Board of Directors. It shall be the primary duty of the Membership Committee to plan and execute membership drives. The secondary goal of the Membership Committee is to ascertain membership needs and determine methods to retain members. The Membership Committee shall appoint a Secretary from among its members who shall keep an accurate record of its meetings.

Section 6. **Professional Relations Committee.** The Professional Relations Committee should consist of at least three members, exclusive of ex-officio members, with at least one member being a member of the Board of Directors and at least one member not being on the Board of Directors. It shall be the duty of the Professional Relations Committee to recommend to the Board of Directors programs and projects which tend to promote the interests and purpose of the SOCIETY, and to aid in the dissemination of information which will result in better recognition of the SOCIETY. The Professional Relations Committee shall appoint a Secretary from among its members who shall keep an accurate record of its meetings.

Section 7. **Steering Committee.** The Steering Committee shall consist of all Past Presidents of the SOCIETY. The Chairman shall be the Immediate Past President. The Steering Committee shall act in an advisory capacity to the Board of Directors. The Steering Committee shall appoint a Secretary from among its members who shall keep an accurate record of its meetings.

Section 8. **Executive Committee.** The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer. The Executive Committee shall delegate and direct the administrative duties of the Contract Manager and other staff as appropriate. The Executive Committee shall appoint a Secretary from among its members who shall keep an accurate record of its meetings.

Section 9. **Other Committees.** The Board of Directors may create such other committees from time to time as it may deem necessary to direct and carry on the activities of the SOCIETY.

Section 10. **Ex-Officio Members.** The President of the Society shall be an ex-officio member of all committees.

Section 11. **Committee Reports.** All Committee Chairmen shall submit to the Secretary, comprehensive reports of the committees' activities.

ARTICLE VII RULES OF ORDER – RULES OF BUSINESS

Section 1. **Rules of Order.** The Rules of Order of this SOCIETY shall be Robert's Rules of Order (as revised).

Section 2. **Order of Business.** The Order of Business shall be such as the Board of Directors shall prescribe.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended, altered, or rescinded by the affirmative vote of a majority of the quorum of the SOCIETY, either by electronic voting or at any regular or special meeting of the

members. Written notice of the proposed amendment, alteration, or revision of the Bylaws shall be provided to the members at least thirty (30) days prior to the initiation of the voting process.

ADOPTED THIS 26 DAY OF MAY 2022 BY MAJORITY VOTE OF THE SOCIETY IN CLEARWATER BEACH , FLORIDA DURING THE ANNUAL SPRING MEETING AND TECHNICAL SESSION.

Robin Cook, President

John Moorman, Vice President

Cathie Catusus, Secretary

Keith Kibbey, Treasurer