

By-Laws of the Florida Association for Nucleation And Conventions, Inc. (F. A. N. A. C., Inc.)

ARTICLE I: MEMBERSHIP

1. There shall be two primary classes of Membership.
 - a. There shall be one class of Regular Committee Membership which entitles its holders to all the rights, privileges, and duties of active Regular Committee Membership in the Association including the right to vote and hold office.
 - b. There shall be another class of Associate Committee Membership which entitles its holders to participate in all association sponsored activities including meetings, special events and open discussions but it does not provide them with the right to vote or hold office.
 - c. Special classes of Membership may be established by a two-thirds (2/3) vote of the Board of Directors. When these are established the Board must designate requirements, rights, responsibilities and type of Membership.
2. A person becomes an Associate Committee Member when (1) his or her application is accepted by the Regular Membership and (2) he or she pays the required dues and assessments.
3. Membership requirements:
 - a. To be a Regular Member, an Associate Member must (1) be active in FANAC activities, (2) be voted in and invited by the Regular Membership and (3) pay the required dues and/or assessments.
 - b. Any person may apply for Associate Membership. Associate memberships will be limited as decided by the Board of Directors. The application will be voted upon no later than the second meeting following the date the application is received by the Secretary.
4. Dues
 - a. All members must remain in good standing by paying dues and/or assessments as established for each Membership class by the Board of Directors and by meeting the appropriate Membership activity requirements designated in these Bylaws or in the Operating Procedures.
 - b. Whenever a Member loses his or her membership because of non-payment of dues or assessments, he or she may reapply for the same category of Membership within 60 days.
 - c. The Treasurer is responsible for notifying each Member in writing at least one month before the deadline for the payment of dues or assessments. Whenever such notice is not given to Members, the deadline for payment of dues or assessments is extended until one month after

written notice is actually given.

- d. The Treasurer shall utilize the Dues Schedule as set in the Operating Procedures.
5. Dues may be imposed for particular periods of time and shall be owed for each period by all persons who are Members or become Members during such period. Assessments are advances to the Association by Regular Members that may be imposed for particular periods of time. Assessments shall be owed for each period by all persons who are Regular Members or become Regular Members during such period and, unless the assessment has been refunded, by all who become Regular Members after such period. Assessments paid by Regular Members are not refunded because their Regular Membership terminates. When refunded, assessments shall be paid back to all those who paid them, whether or not they are still Regular Members.
6. The amount of dues and assessments, refunds of assessments, and the expulsion of any Member shall be determined by the Regular Membership as serious matters (see, Section V.1).
7. Any Regular Member who has attended none of three successive meetings shall revert to Associate Member status until restored by a three-fifths (3/5) vote of the Regular Membership by secret ballot. This may be waived by the Regular Membership as a serious matter.

ARTICLE II: MEETINGS OF THE REGULAR MEMBERSHIP

1. Business meetings of the Regular Membership shall be held at least once per year at such times and places as the Regular Membership, the Board of Directors, or the President shall determine. Members may, by arrangement with the President, attend meetings through electronic means, including e-mail and IRC messaging. Meetings may be held electronically in whole or in part.
2. The Secretary shall be responsible for notifying all Members in advance, in writing, of the place, date, and hour of each meeting. If the meeting will take place in whole or in part electronically, the meeting notice shall include full particulars for full electronic access to the meeting.
3. One meeting held between 1 October and 1 March shall be designated by the President to be the Annual Meeting in the notice for the meeting at which the Officers shall be elected, annual reports shall be received, and normal business shall be transacted.
4. A quorum consists of one Officer and either four (4) Regular Members or thirty-five percent (35%) of all Regular Members, whichever is greater, present in person or, if notice was given that the meeting would be electronic in whole or in part, electronically.
5. Except where superseded by these by-laws, meetings shall be conducted according to Robert's Rules of Order, Newly Revised or according to such other rules as the Regular Membership may adopt.
6. Except as otherwise stated in Section 3.2, in the absence of the President at a meeting, the Regular Membership shall elect a Temporary Chairman, who shall preside until the arrival of the President. Until the election of a Temporary Chairman, any Regular Member may preside. In the absence of the Secretary at a meeting, the presiding Officer may appoint a Temporary Secretary, who shall perform the function of Secretary during that meeting. Presiding Officer means any person lawfully Presiding at a meeting.
7. Whenever the Office of President is vacant, any other Officer may schedule a meeting, and in the

absence of any Officer, any Regular Member may schedule a meeting and must so notify the Secretary. The person scheduling the meeting shall perform the function of the Secretary in notifying Regular Members of the meeting if the Office of Secretary is vacant.

ARTICLE III: OFFICERS

1. At the Annual Meeting, the Regular Membership shall elect, in order, a President, a Treasurer, a Secretary and two (2) at-large Board members to whom the President shall assign specific duties. The Officers so elected shall assume office at the conclusion of all elections and their term of office shall be until the next Annual Meeting and thereafter until their successors are elected.
 - a. At the meeting before the Annual Meeting a Nominating Committee appointed by the President shall propose one Person as a candidate for each Office. Other nominations, with two seconds, shall be accepted from the floor at that meeting. Nomination of an absent person is inadmissible unless the written consent of the nominee is submitted to the presiding Officer.
 - b. A majority of votes cast is required to elect. A preferential ballot shall be used for any Office for which there are more than two candidates. Voting shall be by secret ballot. Only Regular Members are eligible for Office. No person can hold more than one Office at any one time.
2. Each Officer may appoint a Deputy who shall have the powers and duties of the Officer in case of the Officer's absence or disability. Such Deputies can be removed at the pleasure of the appointing Officer but their appointment must be approved by the Board of Directors or by the Regular Membership.
3. Any Officer and/or Deputy may be recalled by the Regular Membership as a serious matter.
4. Whenever a person elected to Office becomes permanently unavailable, a special election shall be held without undue delay to fill the Office regardless of the existence of a Deputy for the Office. Whenever the person elected to Office and the Deputy are both unavailable, the Board of Directors shall temporarily Fill the vacancy by appointing a Regular Member who is not an Officer to serve until the vacancy is filled by election or by the return of the Officer or Deputy.
5. The President shall be the Chief Executive Officer of the Society and shall have general and active management of its business. The President shall have the powers and duties of supervision and management usually vested in the office of president of a Corporation and shall have final authority on all matters relating to the day-to-day business of the Society. The President's decisions shall conform to the policies set by the Board of Directors and Regular Membership and the President shall see that all orders and resolutions of the Board of Directors and Regular Membership are carried into effect. The President shall preside at meetings of the Regular Membership and of the Board of Directors.
6. The Treasurer shall be the Chief Financial Officer of the Association. The Treasurer shall have custody of the Association funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association. The Treasurer shall deposit all moneys and other valuable effects in the name and to the credit of the Association, in such depositories as the Board of Directors may designate. The Treasurer shall collect all funds due and owing to the Association and shall disburse the funds of the Association as directed by the Board of Directors and the Regular Membership. The Treasurer shall report to the Regular Membership and the Board of Directors at such times as they shall direct, but at least quarterly, on the financial transactions and

condition of the Association.

7. The Secretary shall be the Clerk of the Corporation for purposes of law. The Secretary shall notify the Regular Membership and the Board of Directors of their respective meetings in the manner prescribed by these by-laws. The Secretary shall attend such meetings and shall maintain full and accurate records of the business transacted thereat. The Secretary shall have custody of the Association's Corporate seal, Articles of Incorporation and other legal papers and records of the Society. The Secretary shall be responsible for filing such reports as may be required by state and federal law.
8. The Officers shall perform such additional duties pertaining to their respective Offices as may be prescribed by the Board of Directors or by the Regular Membership.

ARTICLE IV: Management

1. The "Board of Directors" as used in these by-laws and within the meaning of Chapter 717 Sect. 026, of the Florida statutes shall consist of the three Officers, and two at-large Board Members. Except as otherwise provided, the Board of Directors shall have general control and management of the property and business of the Association.
2. In addition to the powers and authority expressly conferred upon them, the Board of Directors and the Regular Membership may each exercise any powers of the Association and do any lawful acts and things the doing of which is not otherwise prohibited by law or in these by-laws.
3. Meetings of the Board of Directors
 - a. At each meeting of the Regular Membership, the Board of Directors and the individual Officers shall give complete reports of their official activities since the last meeting.
 - b. Any decision voted by the Regular Membership is binding on the Board of Directors and on each Officer. The Regular Membership may, as a serious matter, overrule any decision already taken by the Board of Directors. The Regular Membership may, by a three-fifths (3/5) vote, overrule any decision already taken by any Officer. Where any expenditure has been incurred or made, or where any contract has been signed, on behalf of the Association, by any Person authorized to do so under any provisions of these by-laws, the Association's obligation therefore may not be abrogated by any decision of the Board or Membership.
 - c. Meetings of the Board of Directors shall be held at such times and places as the Board or the President shall determine. Whenever the Office of President is vacant, any other Officer may schedule a meeting of the Board.
 - d. A quorum of the Board consists of two Officers or one Officers and two other Board Members.
 - e. Each Officer shall be notified of the place, date, and hour of each meeting of the Board.
 - f. A meeting of the Board is valid without prior notice if all Officers are present, or if each Officer not present waives such notice by a writing included with the records of the meeting. Any action that could be taken by the Board at a meeting may be taken without a meeting if all the Officers consent to the action in writing and the written consents are filed with the minutes of Board meetings. Such written consents shall be treated for all purposes as a vote at a

meeting.

4. Finances

- a. The President may, in the ordinary course of business, make or authorize the making of any expenditure or obligation in any amount not exceeding \$500. The Board of Directors may make or authorize the making of any expenditure or obligation in any amount not exceeding \$2500. The Regular Membership may make or authorize the making of any expenditure or obligation in any amount whatsoever by a vote of three-fifths.
 - b. Every check, promissory note, draft, or demand for money of whatever amount shall be signed on behalf of the Association by authorized officers. Every contract, deed, or other instrument shall be signed on behalf of the Association by the President.
 - c. The fiscal year of the Association begins on the first day of January and ends on the last day of December of the calendar year. The Treasurer holding office at the end of the fiscal year shall be responsible for closing the books of the Association and for the completion of any tax forms required for that fiscal year.
 - d. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of such person's being or having been an Officer or Deputy of the Association or an agent approved by the Regular Membership, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by them in connection with such action, suit, or proceeding, to the full extent permitted by law, except where such person is finally determined to have been guilty of bad faith or improper conduct as such Officer, Deputy, or agent.
 - e. The Association shall pay expenses incurred in defending any such action, suit, or proceeding in advance of its final disposition to the extent authorized by the Regular Membership, upon receipt of an undertaking by or on behalf of the person or persons involved to repay such amount unless it is ultimately determined they were entitled to be indemnified by the Association.
5. The Regular Membership may require of any Officer, and the Regular Membership or the Board of Directors may require of any agent or Deputy, a bond in such sum and with such sureties as they may prescribe for the faithful performance of said Officer's, Deputy's, or agent's duties and for the faithful restoration to the Association, in case of death, resignation, retirement, or removal from office, of all books, papers, moneys, checks, and other property of whatever kind in the possession of or under the control of such Officer, Deputy, or agent and belonging to the Association.
 6. Standing or special sub-committees and other positions or agencies may be established or dissolved, and the authority and procedure whereby persons may be appointed thereto or removed therefrom may be defined, by the President with the consent of the Board of Directors or the Regular Membership. If other provisions are not made, appointment and removal shall be at the pleasure of the President. Every entity created under this Section shall keep general records of its activities and shall submit such records to the Secretary for inclusion in the records of the Association.

ARTICLE V: MISCELLANEOUS

1. The specification of any action in these by-laws as a serious matter shall mean that the action shall require a secret ballot and four-fifths (4/5) majority for adoption, except that a three-fifths (3/5) majority shall be sufficient if the following conditions are met:
 - a. written notice has been given of the type of action and the meeting at which it is to be brought up; and
 - b. in the case of an action against a Regular Member, to remove a privilege or disqualify the Member from holding a privilege, the Member is given written notice of the action and a reasonable opportunity to argue against it.
2. Nothing in this section or the rest of these by-laws shall be construed to require that any reason other than the good of the Society be given for any action including serious matters.
3. These By-Laws may be amended by the Regular Membership as a serious matter.
4. Every Member when admitted and on reasonable request shall be provided with access to an up-to-date copy of these By-Laws and the current Operating Procedures.
5. Except where the context clearly requires another meaning:
 - a. "Meeting" means any meeting of the Regular Membership, including the Annual Meeting,
 - b. "Three-fifths vote" or other fractional vote of the Regular Membership means that fraction of votes cast. "Votes cast" means valid votes cast for or against a proposal or candidate and does not include abstentions.
 - c. "Officer" and "Office" refers to the Officers named in Section III.1 and to the positions which they hold, or their Deputies in case of their unavailability. An Office is "vacant" if the elected Officer and the Deputy are both permanently unavailable and the Board of Directors has not yet temporarily filled the position by appointment.
 - d. "Members" and "Membership" refer to all Members (Regular, Associate, or any Special categories defined by the Board), except in reference to voting on issues or in elections or where specified. In these cases, "Members" and "Membership" refer only to Regular Members in good standing.
 - e. Written notice is given to any person if and when it is left with him or her in person, or is left at his or her residence or usual place of work, or if and when it is sent by mail, telephone, email, telegraph, or other carrier to his or her address as it appears in the records of the Association, or if and when it is sent to him or her by any other means. Any means enumerated in this subsection and used to give any notice to any person must be calculated to reach him or her within a reasonable length of time. Such notice must be given sufficiently in advance to allow all members a reasonable opportunity to participate in person or electronically.
 - f. A member is "present" at or "attends" a meeting if he attends it either physically or electronically for at least half of its duration.
 - g. A "secret" ballot is any ballot in which individual votes are not recorded and which is either

conducted using unmarked paper ballots or, if conducted by electronic means, is sent to a teller who reports only the result.

Prepared by Joe Siclari and Edie Stem Adopted: December 28, 1986

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