

**AMENDED AND RESTATED BYLAWS
OF THE
EXECUTIVES' ASSOCIATION OF FORT LAUDERDALE, INC.**

ARTICLE I - NAME

Section 1. The Association shall be known as “**The Executives’ Association of Fort Lauderdale, Inc.**”

ARTICLE II - OBJECTIVES

Section 1. The objectives of this organization shall be to: (1) institute and maintain a method of collecting, recording and exchanging business information for and between its members; (2) encourage local and foreign trade expansion for the benefit of its members; (3) provide for the display, sale or publicity of the goods, property or services handled or represented by its members; (4) create and encourage cooperative business methods so as to better or increase the efficiency and service of the business by its members; (5) develop and carry on such activities as shall be found best to promote the welfare of its members and effect the purposes for which the organization is formed; and (6) encourage business and professional development within the community as a whole.

ARTICLE III - MEMBERSHIP

Section 1. Classes: The membership in this Association shall consist of four classes, viz: Regular, Honorary, Distinguished and Non-Resident, all of whom may be referred to as "Exec Member" or "Exec Members" or "Member" or "Members".

Section 2. Regular Membership: The regular membership shall not exceed 100 members, unless otherwise approved by the Board.

Section 2A. The regular member shall be an entity of which such entity's main activity or profession is not in competition with the main activity or profession of a Member, at the discretion of the Board. For purposes of determining the “main activity or profession”, it will be the business activity or division that is the majority of the Member's business as was approved by the Board at the time of such Member's admission (the "**Approved Activity**"). Each Member's main or incidental activity or profession shall not be competitive with any other Member's Approved Activity. To the extent that any existing Member has or creates a line of business which is competitive with another Member's Approved Activity, then such Member cannot advertise such activity or profession within the Association and in the event such line of business becomes the majority of the Member's business, then such Member may have to leave the Association in the Board's discretion. The Members shall act in good faith to effectuate the intent of this paragraph and all decisions relating hereto shall be at the discretion of the Board. The regular member shall be referred to as the “Member” and the regular member shall be represented by the Member Representative (the "**Representative**"). The Member’s vote shall be cast by such Member’s Representative.

Section 2B. The Member Representative will be of good character and community standing, engaged in a recognized line of business - agricultural, institutional or professional - and who is (1) owner or partner; or (2) executive, corporate officer or manager with purchasing

authority and discretionary authority; or (3) district or local agents or branch representatives in charge of such agency or branch in an executive or administrative capacity with discretionary authority; or (4) in any recognized profession.

Section 2C. The Member shall pay on behalf of its Member Representatives an initiation fee, membership dues and meal charges as provided for in Article XII, and such Member Representative shall be entitled to all privileges of the Association.

Section 2D. Any Member shall have the privilege of nominating not more than two (2) Associate Representatives of such Member's business or firm. A proposal for the Associate Representative must be filed by the Member Representative and processed in the manner provided in Article IV. The Associate Representative shall be entitled to all privileges of the membership except that the Associate Representative shall not be entitled to vote or hold office, except as provided for in Article VIII. The Member shall pay on behalf of the Associate Member an initiation fee, dues, meals and expenses as provided in Article XII. The Member Representative and Associate Representative may be referred to as "Representative" or "Representatives".

Section 2E. Upon any change in control of any Member, which shall be defined as any transaction, whether by sale of ownership or assets which results in a change to such Member or Member's business, as well as any change in the "main activity or profession" of any Member, such Member shall notify the Board of any such change within thirty (30) days by informing the Board the details of the type of transaction or change that has taken place. The Board will then review the notice and it shall be entitled to, in its sole discretion, ask more questions, refer it to the Membership Committee, or otherwise require a new application in order to ensure the Member and Member Representative still qualify in accordance with these Bylaws. In any event, the Member and the Member Representative must still meet all the requirements of this Section 2 and the rest of these Bylaws.

Section 3. Non-Resident Membership: A Non-Resident Member will be of similar qualifications of the Member Representative except that he/she is not a permanent resident of Palm Beach, Broward or Dade Counties in Florida, spends no less than four months of the year in temporary residence in south Florida and is an individual. The Non-Resident Member shall be entitled to all privileges of membership except that he/she shall not be entitled to vote or hold office. The Non-Resident Member shall pay the initiation fee, dues, meal charges and expenses as provided for in Article XII. The Non-Resident Membership shall not exceed six (6) months.

Section 4. Honorary Membership: When a Member Representative or Associate Representative (a "**Retiring Member**") retires, and such Retiring Member provides written notice to the Board of Directors:

(A) if such Retiring Member has (i) been affiliated with the Association for a period of ten (10) or more years, or (ii) been an officer of the Association, then such Retiring Member shall, subject to a favorable vote under Section 4E, be invited to be an Honorary Member; or

(B) if such Retiring Member has rendered distinguished service to the Association, then such Retiring Member shall be submitted to the Board of Directors, who by majority vote, may, subject to a favorable vote under Section 4E, invite such Retiring Member to be an Honorary Member.

In the event such Retiring Member outlined in subsections (A) or (B) accepts membership as an Honorary Member, it shall be pursuant to the following conditions and restrictions:

Section 4A. There shall be two classifications of Honorary membership: Active and Inactive. Active Honorary Members pay dues and have the right to attend Association meetings or activities. Inactive Honorary Members are those who do not regularly attend Association meetings or activities, but would like to retain access to the online portal. Inactive Honorary Members shall not be required to pay dues, but shall be charged for attendance at any Association meeting at a cost of the guest price plus a 25% premium.

Section 4B. An Honorary Member shall not have the right to vote or hold office, except within the Honorary Members Committee and as provided for in Article VIII, but an Active Honorary Member shall be eligible to serve on a committee.

Section 4C. An Active Honorary Member shall pay dues and expenses in accordance with the provisions of Article XII. Inactive Honorary Members shall not be required to pay dues, but shall be charged for attendance at any Association meeting at a cost of the guest price plus a 25% premium.

Section 4D. If an Honorary Member re-engages in business or becomes employed, said Honorary Membership shall terminate.

Section 4E. Before the Board of Directors may extend an invitation to a Retiring Member for Honorary Membership, the proposal shall be first submitted to the Members for vote. This vote shall be by voice vote on the floor or secret ballot, at the option of the Executive Director, and must be approved by a majority of those Members present and voting. Notice that such vote is to be taken shall be published in the Bulletin of the prior week.

Section 4F. The Honorary Members shall elect a Chairperson annually to serve on the Board of Directors in accordance with Article VIII.

Section 5. Distinguished Membership: When a person, who has not been affiliated with the Association, but who has rendered distinguished service to the Association, receives the majority vote of the Board of Directors and the majority vote of the Members, then the Association shall extend to such person an invitation to accept membership as a Distinguished Member under the following conditions and restrictions:

Section 5A. A Distinguished Member shall not have the right to vote or hold office or serve on committees.

Section 5B. A Distinguished Member shall not be required to pay dues in accordance with the provisions of Article XII.

ARTICLE IV - ADMISSION TO MEMBERSHIP

Section 1. Procedure of Admission to Membership: A prospective Exec Member shall be proposed by an Exec Member or a Member Representative in good standing for a minimum of six months to the Executive Director by filing a Proposal for Membership form containing as much requested information as is known to the sponsor and signed by the sponsoring Exec Member or Member Representative. A Proposal for Membership for a Member shall contain both the information concerning the entity who is proposed to become the Member and the Member Representative for such proposed Member.

Section 1A. After receiving the duly executed Proposal for Membership form, the Executive Director shall present said proposal to the Membership and Classification Committee. This Committee shall then report the results of its recommendation to the Board of Directors, which shall either endorse or reject the proposal. If endorsed by the Board, a mandatory two-reading process, handled in two consecutive meetings, will be required for all Member proposals and for the first Member Representative proposed for such new Member. A first reading Board-approved proposal shall be published in the Bulletin. The Bulletin will state that the proposal has been endorsed by the Membership Committee and the Board of Directors and now comes before membership for its 1st reading and solicit any comments or recommendations from the membership. The same language shall be presented the following week in the bulletin and will serve as the 2nd reading. If there are no objections presented in writing or other recommendations after these publications, and prior to the next Board meeting, the proposal shall be considered approved for both the Member and the Member Representative.

Section 1B. Any prospective entity whose main activity or profession is not in competition with the main activity or profession of a Member is eligible for membership in the Association. Proposals for membership shall not be denied by reason of any conflict between the main activity of such prospective Member and an incidental activity of another Member, nor shall a membership be denied because of the conflict between the incidental activity of the prospective Member and the main activity of another Member.

Section 1C. If an objection is filed, the Board of Directors shall consider the objection at the next Board meeting before either approving or rejecting the proposal.

Section 1D. If no objections are filed within seven (7) days following publication of the Bulletin, the entity and the individual shall be considered approved for both the Member and the Member Representative, and an invitation shall be extended to them both. Upon the acceptance of this invitation, the entity shall become a Member and the individual Member Representative.

Section 1E. If a Member Representative resigns from the Association as the Member Representative for a Member, then such Member shall have ninety (90) days from such resignation to propose a new Member Representative to replace the Member Representative who resigned. Such proposed Member Representative shall be required to meet all the then current requirements for a Member Representative and shall be subject to the same procedure for approval as an Associate Representative for such Member would be required to follow. If a Member proposes a Member Representative within the 90 days and such proposed Representative is not approved by the membership, then such Member shall be allowed 90 days from the date the proposed Representative is rejected to propose another Member Representative. The Board of Directors shall have the power to grant such additional time extensions as it may elect to provide to a Member for purposes of a Member finding an acceptable Member Representative. If the Member does not propose a Member Representative within the applicable 90 days or both proposed Member Representatives are rejected, and no additional extension(s) is granted by the Board of Directors, then such Member's membership shall be terminated.

ARTICLE V - OBLIGATIONS AND PRIVILEGES OF MEMBERSHIP

Section 1. It shall be a Representative's obligation to attend Regular Meetings and Open Houses. For attendance recordkeeping purposes, each time a Member Representative attends a Regular Meeting or Open House, the "total Member Representative attendance" is recorded as 1. Each Associate Representative who attends accounts for only 25% of the Member Representative's attendance. That figure is added to the Member Representative attendance which in turn is calculated as a "total Member Representative percentage" based on the total number of Regular meetings and Open Houses held. A "total Member Representative percentage" which amounts to less than 50% in any rolling quarter is unsatisfactory and is subject to review and possible Member termination by the Board of Directors.

Section 2. It shall be an Obligation of Membership that all new Members shall have their Member Representative give a Classification Talk and host their first Open House within a period of SIX (6) MONTHS of being admitted to membership. All other Members shall have their Member Representatives give their Classification Talks and host Open Houses with reasonable and fair regularity within intervals not to exceed THREE (3) YEARS. The Executive Director shall contact each Member to schedule their Classification Talk and Open House, which shall be held in the same week (Classification Talk on Tuesday morning and Open House on Thursday night), unless otherwise approved by the Board of Directors. Each Member shall have one opportunity to reschedule such Classification Talk and Open House upon at least ninety (90) days' advance notice to the Executive Director. In the event the Member fails to give such Classification Talk or host such Open House in the aforementioned timeframe without approval by the Board of Directors, such Member shall be charged \$1000 per month until rescheduled; *provided, that* such amount (plus any such amount pursuant to Article V, Section 3) shall not exceed \$6000 in any 3-year period at which time such obligation shall have been met. Unless an exception is approved by the Board of Directors, failure to comply with this Obligation of Membership shall be cause for possible termination of Membership of the Member by the Board of Directors.

Section 3. It shall be an Obligation of Membership that on the Thursday following such Member's Classification Talk, but in no event more than thirty (30) days after each Classification Talk, a Member will host an Open House. Each Member shall have one opportunity to reschedule such Classification Talk and Open House upon at least ninety (90) days' advance notice to the Executive Director. In the event the Member fails to host such Open House in the aforementioned timeframe without approval by the Board of Directors, such Member shall be charged \$1000 per month until rescheduled; *provided, that* such amount (plus any such amount pursuant to Article V, Section 2) shall not exceed \$6000 in any 3-year period at which time such obligation shall have been met. Unless an exception is approved by the Board of Directors, failure to comply with this Obligation of Membership shall be cause for termination of Membership of the Member by the Board of Directors.

Section 4. Members and Member Representatives shall familiarize themselves with the business interests, products and services of their fellow members and shall report promptly any information that may assist them to acquire additional business. Members and their Representatives shall recommend other Members and refer potential customers or clients to them.

Section 5. A high standard of personal conduct shall be an Obligation of Membership.

Section 6. Members shall maintain high standards of business ethics.

Section 7. Members shall maintain a reasonably high credit rating at all times.

Section 8. The payment of dues and charges, in compliance with the provisions of Article XII of these Bylaws, shall be an Obligation of Membership.

Section 9. Records and reports pertaining to these Obligations of Membership shall be kept by the Executive Director and shall be reviewed at least semi-annually by the Board of Directors and at such other times as the Board may request. If the Board of Directors shall determine, by a majority vote, that an Exec Member is in violation of their Obligations of Membership, it may invoke the provisions of Article VI, cancel said membership and declare the classification to be vacant.

Section 10. The Executives Association of Fort Lauderdale, Inc. is incorporated under the laws of the State of Florida as a non-profit corporation, is a voluntary corporation, and under no circumstances shall there be any value to memberships in said Association, nor shall memberships be assignable or transferable or deemed to create a vested right.

Section 11. Membership in the Association shall be conditional, among other things, upon the fact that no Member or Representative shall have any right or action against any officer, director, committee person, Executive Director, Member Representative or Member of this Association, in consequence of any suspension, termination of membership or expulsion, or in consequence of any act solely and essentially an Association activity.

Section 12. The acceptance of the invitation to become a Member or a Member Representative shall make it obligatory upon the part of the Member and its Representative to fulfill and perform all requirements contained herein and to conform to all rules and regulations, whether expressed in the Bylaws or otherwise, which have been or may be from time to time adopted by the Association.

Section 13. The Non-Resident Member attendance requirements shall be the same as those of a Member Representative as spelled out in Section 1 of this Article for the period of time the Non-Resident Member makes residence in south Florida. The Non-Resident Member shall notify the Association office of the dates of commencement and cessation of their residence in south Florida each year. Sections 4 through 12 of the Article shall apply to Non-Resident Members as well as Members and their Representatives. Within one year of joining the Association, the Non-Resident Members shall give a Classification Talk. Additional Classification Talks are not required but may be scheduled at the request of the Executive Director of the Association, but no more often than every two years. Open Houses for Non-Resident Members after their Classification Talks are optional at the discretion of the Non-Resident Member. The Non-Resident Membership shall not exceed six (6) months.

ARTICLE VI - TERMINATION OF MEMBERSHIP

Section 1. Any Exec Member or any Member's Representative may resign from the Association provided that the Exec Member's indebtedness to the Association has been paid in full. All resignations shall be submitted in writing to the Board of Directors and become effective when accepted.

Section 2. Whenever the Board of Directors deems it in the best interest of the Association to cancel a membership and declare a classification theretofore held by the Exec Member vacant, it shall have the power to do so by a majority vote in favor of such action. Before a membership

is canceled, however, the Board shall inform the Exec Member, within ten (10) days, of the next regular or special meeting of the Board, of its intentions with reasons and allow the Exec Member an opportunity to be heard. Upon such cancellation of membership, all rights, privileges and interests of that Exec Member and, if any, such Exec Member's Representatives and membership in the Association and its assets shall automatically cease and determine.

Section 3. A classification may be declared open if any of the following situations occur: a) any change in the ownership of the Exec Member, b) any proposed change in the Member's Representative.

Section 4. If a Member Representative resigns as a Representative, then, following acceptance of the Member Representative's resignation, the Associate Representative for that Member may act as the Member Representative, including voting as if such Associate Representative was the Member Representative, while the Member proceeds under the provisions of Article IV, Section 1E, to replace the Member Representative. Until a determination is made, all dues of the applicable Member Representative and all such Member's Associate Representatives shall continue to be made by the Member. Any proposals for the classification in question shall be processed in accordance with the provisions of Article V of these Bylaws.

Section 5. If an Exec Member is re-accepted into membership within a year of the date of acceptance of its resignation, it will be charged the prevailing reinstatement fee as of that date.

ARTICLE VII - OFFICERS

Section 1. Officers: The President, Vice President and Secretary/Treasurer shall be the elected officers of the Association. The Executive Director shall be the appointed officer of the Association.

Section 2. Election of Elected Officers: The President, Vice President and Secretary/Treasurer shall be elected by the membership on the first Tuesday in June and on the first Tuesday in December. In the event of any vacancy in the office of the President, Vice President, and Secretary/Treasurer, the next in line officer shall move up without further vote (for example, if the President is no longer serving, the Vice President shall become the President, and the Secretary/Treasurer shall become the Vice President) and the Nominating Committee shall be convened to fill the empty officer position. If the vacancy in the office of President results in a Vice President filling the role of President for more than three (3) months and one (1) day, then such person shall be considered to have filled their term. If the vacancy in the office of President results in a Vice President filling the role of President for less than three (3) months and one (1) day, then such person shall remain in the office of President for their next term. These term guidelines shall not apply to any vacancy in the office of Vice President or Secretary/Treasurer.

Section 3. Selection of Executive Director: The Executive Director shall be selected by the Board of Directors. The Executive Director's duties and responsibilities shall be directed and monitored by the Executive Committee. The Board shall have the power to discharge said Executive Director when and as they deem necessary in accordance with any contract entered into with him/her.

Section 4. Eligibility of Office: The appointed Executive Director shall not be a Member or Representative of the Association, but all elected officers and directors must be Member Representatives. Associate Representatives and Honorary Members shall not be eligible to vote, hold office, or become directors, except within each individual committee and except as provided for in Article VIII.

Section 5. Duties of the President: The President shall be the chief executive officer of the Association, shall preside at all meetings of the Association and its Board of Directors, shall chair the Executive Committee and shall perform such other duties as the Board of Directors may prescribe.

Section 6. Duties of the Vice President: The Vice President shall perform the duties of the President in his/her absence, shall serve on the Executive Committee, shall chair the Membership/ Classification Committee and shall perform such other duties as the President or Board of Directors may assign to him/her.

Section 7. Duties of the Secretary/Treasurer: The Secretary/Treasurer shall serve as custodian of the funds and property of the Association, shall keep the minutes of the meetings of the Board of Directors, shall serve on the Executive Committee, shall chair the Mentorship Committee and shall keep such other records and perform such other duties as the Board of Directors may prescribe.

Section 8. Duties of the Executive Director: The Executive Director shall be a paid employee or independent contractor of the Association and shall keep books and records for the Association. He/she shall perform all other duties assigned to him/her by the Board of Directors.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of thirteen (13) members and shall be composed as follows: President, Vice President, Secretary/Treasurer, two (2) most immediate past-Presidents, six (6) Directors, one (1) Associate Representative, and one (1) Chairperson of the Honorary Members Committee. A candidate for the board must be a member for a minimum of two (2) years and have participated on at least one Standing Committee. A candidate must be in good standing with all attendance and dues requirements (as described in Article V, Section 1).

Section 2. Members of the Board of Directors shall be elected by the general membership the first week of each June and December to serve in accordance with Section 3 of this Article VIII. The Associate Representative and the Chairperson of the Honorary Members Committee shall each be elected for a one (1) year term by their respective committees at a meeting of such committee. Nominees for the aforementioned positions to be elected shall be provided by the regular Nominating Committee.

Section 3. Two (2) of said Directors shall be elected every six (6) months for a period of 18 months. Said periods are to begin on January 1st for the year and end on June 30th of the following year and those periods beginning on July 1st shall end on December 31st of the following year. Each immediate past-President shall automatically serve as a member of the Board for a period of 12 months following his/her term of office as President.

Section 4. The Board of Directors shall determine the policies and activities of the Association, vote upon the membership, adopt an annual budget, approve the monthly financial

statements for the Association, counsel with the various committees and conduct the general management of the Association; *provided, however*, any opportunities presented to the Board of Directors which require a financial commitment that is outside the scope of the normal day-to-day operations of the Association shall be proposed by the Board of Directors (assuming such item receives the approval of the Board of Directors in accordance with this Section 4) and approved by a two-thirds vote of the Member Representatives present and voting.

Eight (8) voting members of the Board of Directors shall constitute a quorum. Any member of the Board of Directors may attend such meeting telephonically. Any member of the Board of Directors who is entitled to vote but unable to attend a meeting at which a vote is to be taken may, by written authorization on forms provided by the Association, appoint another Member of the Board of Directors to vote as his/her proxy.

In addition or alternatively, only if necessary to constitute quorum or establish an approval, the Executive Director may send any member of the Board of Directors not in attendance at the time of a vote (via electronic mail to the email address of such person registered with the Association no later than twenty-four (24) hours after such physical vote) an electronic vote request to vote on items brought up in such Board meeting and such member must respond on or before 5 P.M. on the second (2nd) Business Day following such request for his or her vote to be counted.

Additionally, in the event that a vote is required outside of a regularly-scheduled or special set meeting of the Board of Directors, the Executive Director may send an electronic vote request to each Member Representative on the Board of Directors (via electronic mail to the email address of such person registered with the Association). Such Member Representative may vote in accordance with the instructions from the Executive Director by responding on or before 5 P.M. on the second (2nd) Business Day following such request. The proper quorum must be established via electronic responses and majority approval will decide any issue.

Section 5. The Board of Directors shall meet at least once each calendar month or on the call of the President who shall be Chairperson of the Board of Directors.

Section 6. The Directors and Officers may not succeed themselves for a minimum period of eighteen (18) months following the end of their term, except at the discretion of the President as necessary in the event there is no other qualified person to fill the position (e.g., in the case of the Chairperson of the Honorary Members Committee if only one person is continuously elected). This, however, shall not preclude a Director from being elected to, or holding, an office during this period.

Section 7. The Board of Directors shall attend a strategic planning retreat once a year which shall include the immediate past-President and two (2) past-Presidents in the event such person is not on the Board of Directors.

ARTICLE IX - COMMITTEES

Section 1. Types of Committees:

A. Standing Committees:

1. Executive
2. Nominating
3. Leads (co-chaired by the two (2) most immediate past-Presidents)

4. Membership (chaired by the Vice President, with the Secretary/ Treasurer the Vice-Chair)
5. Mentorship (chaired by the Secretary/ Treasurer)

B. Special Committees:

1. Golf
2. Economic Forecast
3. Holiday Party

Section 2. Executive Committee: The Executive Committee serves to (1) oversee the activities and responsibilities of the Executive Director and (2) make important policy or procedural decisions affecting the Association at other than regularly scheduled meetings when assembly of the complete Board of Directors is impracticable. On call, at the direction of the President, the Executive Committee shall consist of the following five (5) members: President, Vice President, Secretary/Treasurer, immediate past-President, and one Director selected by the current President. Four (4) members of the Executive Committee shall constitute a quorum. Decisions require a majority vote and are binding on the Association.

Section 3. Nominating Committee: The nominating committee will be composed of the two (2) immediate past-Presidents, the current President, and two (2) Member Representatives at large appointed by the President.

Section 4. Other Committees: The President may create other committees (such as Bylaws, Website, Marketing, etc.) he/she thinks necessary during his or her term.

Section 5. Members of Committees: The members of the Standing Committees listed in this Article IX (other than the Executive Committee and the Nominating Committee (which have predetermined members)) shall be appointed by the President with the advice and consent of the Board of Directors for the terms set forth in Article IX, Section 7. The Membership Committee and the Leads Committee shall each contain nine (9) members (which may include one Honorary Member appointed by the chair of such committee and to which term limits shall not apply). The Mentorship Committee shall contain at least five (5) members (which may include one Honorary Member) who shall be appointed annually by the President with the advice and consent of the Board of Directors for the terms set forth in Article IX, Section 7. The chairs of the Special Committees listed in this Article IX shall be appointed by the President with the advice and consent of the Board of Directors and then such chairs shall be entitled to find members for each such Committee.

Section 6. Voting on Committees: Any member of any Standing Committee may attend such meeting telephonically. Any member of any Standing Committee not able to attend in person or telephonically may vote on items brought up in such committee (as necessary to constitute quorum or establish an approval, solely in response to an electronic mail request from the Executive Director, which shall be sent no later than twenty-four (24) hours after such physical vote) via electronic mail at the address registered by such Member Representative with the Association on or before 5 P.M. on the second (2nd) Business Day following such request.

Additionally, in the event that a vote is required outside of a regularly-scheduled or special set meeting of any Committee, the Executive Director may send a ballot via electronic mail to each Member Representative at the address registered by such Member Representative with the

Association. Such Member Representative may vote in accordance with the instructions from the Executive Director by responding on or before 5 P.M. on the second (2nd) Business Day following such request. The proper quorum must be established via electronic responses and majority approval will decide any issue.

Section 7. Terms: Other than the Honorary Member on any such committee, each member on the Membership Committee and the Leads Committee shall serve a one (1) year term, with the ability to serve two (2) consecutive terms, and the two (2) longest-serving members of each such Committee shall be replaced every June and December. Each Member on the Executive Committee and the Nominating Committee shall serve in accordance with this Article IX. Each member on the Mentorship Committee and each Special Committee shall serve annual terms without any term limits. The Board of Directors may adopt policies and procedures to govern the number of people and terms of the members of the Committees.

Section 8. Committee Report: Within seventy-two (72) hours of each committee meeting, each chairperson of each committee shall submit a report to the Board of Directors of the progress of the meeting.

ARTICLE X - MEETINGS

Section 1. Regular Meetings: Regular meetings may be held once each week on a day and at a time and place designated by the Board of Directors.

Section 2. For the Election of Officers and Directors: Semi-annual meetings of the Association shall be held on the first Tuesday of June and December. Two weeks' notice will be given to the membership of said semi-annual meetings. One-half of the membership shall constitute a quorum for the election of officers and/or directors.

Section 3. Voting: When a vote of the membership is required by these Bylaws, then so long as quorum is present, it shall be acceptable to treat such vote as a voice vote on the floor. In all circumstances, the Executive Director can instead choose to treat the vote by secret ballot.

Section 4. Voting by Proxy: A Member Representative who is entitled to vote but unable to attend a meeting at which a vote is to be taken may, by written authorization on forms provided by the Association, appoint his/her Associate Representative to vote as his/her proxy.

Section 5. Electronic Voting: In the event that a vote is required outside of a regularly-scheduled or special set meeting, the Executive Director may send a ballot via electronic mail to each Member Representative at the address registered by such Member Representative with the Association. Such Member Representative may vote in accordance with the instructions from the Executive Director by responding on or before 5 P.M. on the second (2nd) Business Day following such request. The proper quorum must be established via electronic responses and majority approval will decide any issue.

ARTICLE XI - NOMINATIONS

Section 1. At least one (1) week prior to the December and June Board of Director meetings and at other times as provided for in these Bylaws, the Nominating Committee shall recommend in writing to the Board of Directors the names of potential nominees for the offices of President, Vice President, Secretary/Treasurer and each vacancy on the Board of Directors (collectively the “**Nominated Positions**”). The Board of Directors shall review such recommendations and shall

recommend to the membership the names of all nominees recommended by the Board of Directors for the Nominated Positions. The recommendations from the Board of Directors to the membership may be the same or different from the recommendations made by the Nominating Committee to the Board of Directors. The Board of Directors shall recommend at least one (1) name to be voted upon for each of the Nominated Positions. Officer nominees shall be required to be a currently-elected board member having served a minimum of six (6) months, or a previously-elected Board Member who has served their full term.

Section 2. Any vacancies occurring in any office (subject to nomination and procedure in Article VII, Section 2) or Board of Directors shall be recommended and approved by the Board of Directors by a majority vote at the next regular meeting of the Board and shall serve until the next regular election.

Section 3. When voting for open Board position, each voting Member Representative shall have one vote for each open Board position. The nominee who receives the highest number of votes shall be elected to longest term, the next highest shall be elected to the next longest term and so on.

ARTICLE XII - DUES AND FEES

Section 1. Initiation Fee: An initiation fee shall be proposed by the Board of Directors from time-to-time and approved by two-thirds of the Member Representatives present and voting. This fee shall be collected from all new Exec Members at the time of their election to and acceptance of membership.

Section 2. Dues and Meal Charges: Each membership shall pay quarterly dues and meal charges as proposed by the Board of Directors from time-to-time and approved by two-thirds vote of the Member Representatives present and voting. The meal charge shall entitle the Member Representative to one (1) breakfast per week without further cost at the regular weekly meeting of the Association.

Section 3. Payment of Dues and Meal Charges: Dues and meal charges shall be payable in advance on the first day of each quarter. If not paid before the next billing date, a notice of delinquency shall be mailed to the delinquent Exec Member and, if said dues and meal charges are not paid on or before the last day of that month, the membership held by the delinquent Exec Member may be terminated and result in a vacancy in the classification held by that Exec Member. Payment of dues and meal charges for all Exec Members, regardless of category, automatically acknowledges their acceptance of and adherence to the provisions of these Bylaws and all amendments thereto.

Section 4. Other Dues and Fees. Except as set forth in Section 8 of this Article, there shall be no other fees, dues, charges, assessments or penalties imposed upon Exec Members without a two-thirds vote of approval by the membership of the Association, except for the cost of guests (see Section 5 of Article XII) and cost of participation in social and special events held by the Association, which shall be proposed by the Executive Director or the applicable event committee and approved by the Board of Directors.

Section 5. Expenses of Guests: The Board shall from time-to-time set a charge for guests. Each Exec Member shall pay for the expense of all his/her guests.

Section 6. Associate Member Fees: An initiation fee shall be proposed from time-to-time by the Board of Directors and approved by a two-thirds vote of the Member Representatives present and voting. This fee shall be collected from the Member for each Associate Representative such Member has at the time of his/her election to, and acceptance of, such person becoming an Associate Representative. The Member will be billed for the expense of each special event such Associate Representative attends, plus regular quarterly dues and meal charges which shall include the cost of weekly breakfasts.

Section 7. Honorary Member Dues and Fees: Each Honorary Member shall pay quarterly dues as proposed from time-to-time by the Board of Directors and approved by a two-thirds vote of the Member Representatives present and voting. He/she will be billed for the expense of each breakfast or special event he/she attends, plus regular quarterly dues.

Section 8. Changes to Dues and Fees. Annually, upon approval of the budget, there shall be an automatic increase to the dues and meal charges by the greater of (a) three percent (3%) or (b) the Consumer Price Index (CPI), which shall go into effect in January of the following year. In addition, the Board of Directors, in its discretion upon approving the budget each year, shall be entitled to raise the dues and meal charges, in an amount not to exceed five percent (5%) per year, to go into effect in January of the following year. For the avoidance of doubt, any raise of dues pursuant to this Section 8 will not require the two-thirds vote of the Member Representatives present and voting.

ARTICLE XIII - AMENDMENTS

Section 1. Amendments to these Bylaws may be made as follows: (a) the Board of Directors shall approve any such amendments; (b) the amendments shall be submitted in writing by the Secretary/Treasurer or Executive Director to the membership via email and/or the online portal, or at a regular meeting on a date which is at least two (2) weeks before the date such amendments shall be voted upon (such notice must contain the date of such vote); then (c) so long as quorum is met, the amendments to the Bylaws shall be approved by a vote of two-thirds of the Member Representatives present voting in favor of such an amendment.

**REVISIONS OF THE BYLAWS OF
THE EXECUTIVES' ASSOCIATION OF FORT
LAUDERDALE, INC.**

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