

**BYLAWS  
OF THE  
SOUTHEAST REGIONAL DIRECTORS INSTITUTE, INC.**

**Article I  
Name and Definitions**

Section 1 - The name of the corporation is the Southeast Regional Directors Institute, Inc., hereinafter referred to as SERDI.

Section 2 - President shall mean the president of SERDI, the lead officer of the corporation.

Section 3 – Vice-President shall mean the vice-president of SERDI, the second officer of the corporation.

Section 4 – Secretary-Treasurer shall mean the secretary-treasurer of SERDI, the third officer of the corporation.

Section 3 - Executive Director shall mean the chief administrative officer of a SERDI member regional development organization. Executive Director also may mean a person engaged to provide administrative and/or other services for SERDI.

Section 4 - Council of Peers shall mean the board of directors of SERDI.

**Article II  
Principal Office and Registered Agent**

Section I - The principal office of SERDI shall be located at a location determined by the Council of Peers.

Section 2 - The SERDI registered agent shall be as designated by the Council of Peers.

**Article III  
Seal**

The Council of Peers shall adopt a representative seal which shall include the name of the corporation and the year of its incorporation.

**Article IV  
Purpose and Powers**

Section 1 - SERDI is organized exclusively as a membership organization for professional development and educational purposes, and other similar non-profitable purposes, as contemplated by Section 501(c)(6) of the Internal Revenue Code of 1954 or any corresponding

section of any future federal tax code. More specifically, the purpose of SERDI is to provide an educational forum for professional development of leaders in regional organizations serving units of general purpose local government across the southeast of the United States, so as to heighten effectiveness and efficiency, provide mutual assistance, exchange ideas, and otherwise promote sound professional practices.

Section 2 - SERDI is not organized for profit. The assets of SERDI shall be at all times dedicated to the purposes set forth in the Articles of Incorporation, and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association or corporation, except that SERDI shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in the furtherance of the purposes set forth in the Articles of Incorporation. If for any reason it becomes necessary to dissolve or liquidate SERDI, the remaining assets of the organization, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to one or more corporations, societies or organizations engaged in activities similar to those of SERDI and qualifying under Section 501(c)(6) of the Internal Revenue Code of 1954 or any corresponding section of any future federal tax code.

Section 3 - SERDI shall not undertake to support, participate in, or contribute to, any political campaign on behalf of any candidate for public office or to support or contribute to any political party or organization, nor shall a substantial part of the activities of the corporation be for the purposes of propaganda, lobbying or influencing legislation. Participation and support by SERDI shall be limited to activities that are designed to educate, inform and increase understanding in furtherance of the purposes set forth in the Articles of Incorporation.

Section 4 - SERDI shall do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of SERDI, and shall exercise all powers possessed by Florida not for profit corporations of similar character, including the power to own, lease, contract, for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.

Section 5 - Notwithstanding any other provision of these articles, SERDI shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **Article V**

### **Membership and Qualifications**

Section 1 – Full membership in SERDI shall be extended to the regional development organizations located in the southeastern United States including Alabama, Arkansas, Florida, Georgia, Kentucky, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, and West Virginia. Associate Membership shall be available for up to ten (10) regional development organizations not located within the southeastern United States as identified above and shall be considered for approval as an Associate Member by the Council of Peers on an

annual basis. Each SERDI member regional development organization duly qualified representative shall be its executive director.

Section 2 - Representation does not extend beyond the executive director unless requested by the executive director of a member regional development organization and mutually agreed upon by the Council of Peers.

Section 3 - An executive director shall be qualified as the duly qualified representative of a SERDI member regional development organization while employed by that regional development organization and such qualification shall continue only so long as that employment continues, or the balance of the annual membership is transferred to the newly appointed executive director or interim executive director of the member regional development organization.

Section 4 - Dues set at the annual Council of Peers meeting shall be paid by a regional development organization for their executive director to be the duly qualified representative of the member regional development organization to exercise the rights and privileges of membership.

Section 5 – Any regional development organization not qualified for full membership in the corporation pursuant to Sections 1 through 4 of this Article may become an Associate Member of the corporation. Associate Members shall pay membership dues in an amount to be determined by the Council of Peers. Associate Members shall have no voting rights and may not serve as a Council of Peers director, but may attend all SERDI events and meetings that are held in open session.

## **Article VI**

### **Full Membership Privileges**

Section 1 - All duly qualified representatives of SERDI member regional development organizations shall have the right to make, second and discuss motions and to vote on motions at any membership meeting of SERDI.

Section 2 - All duly qualified representatives of SERDI member regional development organizations shall have the right to vote in any election of Council of Peer directors, except when the filling of a vacancy is the responsibility of the Council of Peers.

Section 3 - All duly qualified representatives of SERDI member regional development organizations shall have the right to vote on any matter properly before the SERDI membership.

Section 4 - Duly qualified representatives of SERDI member regional development organizations shall have one vote on each matter.

Section 5 - Duly qualified representatives of SERDI member regional development organizations may not vote by proxy, except on those matters where these bylaws specially permit proxy voting.

## **Article VII**

### **Dues, Expenditure of Funds, Bond, Fiscal Year, Audit and Grants**

Section 1 - Annual membership dues shall be set by the Council of Peers at the annual Council of Peers meeting. Dues shall be payable by January 31st of each year, with written notice of dues sent by the Secretary-Treasurer at least thirty (30) days prior to the due date.

Section 2 – The expenditure of SERDI funds shall be approved in advance by the Secretary-Treasurer or, in his or her absence, by the highest-ranking available officer of SERDI. Such approval shall be given in writing or via electronic mail.

Section 3 - Any officer or administrative agent of SERDI designated by the Council of Peers may sign checks. At the discretion of the Secretary-Treasurer and with the approval of the Council of Peers, a staff member of the member regional development organization of the Secretary-Treasurer may be designated to sign checks on behalf of the Secretary-Treasurer subject to the provisions of Section 2 of this Article. The amount of bond, if any, may be properly brought before the Council of Peers and fixed at the Council of Peers for those persons signing checks and executing other instruments on behalf of SERDI. The cost of any such bonds shall be borne by SERDI.

Section 4 - The fiscal year of the corporation shall be January 1 to December 31.

Section 5 - SERDI accounts shall be examined annually by the Audit Committee or by an independent certified public accounting firm, who shall report the results of their examination at the annual membership meeting following the completion of the audit. The audit shall be conducted no later than March 31st of each year.

Section 6 - SERDI shall be authorized and empowered to accept grants, gifts, annuities, and property, and to acquire such property as is necessary for its authorized activities.

## **Article VIII**

### **Officers**

Section 1 - The officers of SERDI are the President, Vice-President, and Secretary-Treasurer, who shall be elected by the Council of Peers directors at the annual Council of Peers meeting and who shall serve for two years (2) or until their successors are elected and qualified.

Section 2 - PRESIDENT – The President shall be the chief executive officer of SERDI. He or she shall be an executive director of one of the member regional development organizations and be serving as a Council of Peers director. He or she shall preside at meetings of SERDI and the Council of Peers; shall appoint all committees necessary to SERDI and the Council of Peers; shall co-sign with the Secretary-Treasurer all deeds, contracts, and other formal instruments other than checks; and shall perform such other duties as may be required from time to time by the Council of Peers or the membership.

Section 3 - VICE-PRESIDENT – The Vice-President, shall be an executive director of one of the member regional development organizations and be serving as a Council of Peers director. The Vice-President shall automatically succeed the President upon the death, permanent incapacity, or when the President vacates his/her office and shall serve in that office for the remainder of the unexpired term. He or she shall perform such duties as may be required from time to time by the President or the Council of Peers. If the office of Vice-President becomes vacant, the Council of Peers shall appoint a new Vice-President, who shall serve the remainder of the unexpired term.

Section 5 - SECRETARY-TREASURER – The Secretary-Treasurer shall be an executive director of one of the member regional development organizations. He or she shall have the following duties and responsibilities: maintain a membership list that accurately reflects the membership of SERDI; collect all fees, dues, and monies receivable to SERDI; make disbursements in accordance with the instructions of the Council of Peers; account for all receipts and disbursements; prepare an annual budget at the direction of the Council of Peers for adoption by the Council of Peers at the annual Council of Peers meeting; have custody of all records of SERDI and of its seal; take minutes of membership meetings and Council of Peers meetings, or delegate such duty to the SERDI administrative staff as mutually agreed upon; co-sign deeds, contracts, and other formal instruments other than checks; and prepare and present a Secretary-Treasurer’s report at each regular and special meeting of the Council of Peers. The Secretary-Treasurer shall perform such other duties as may be required from time to time by the Council of Peers. In the event a vacancy occurs in the Secretary-Treasurer position, the Council of Peers shall appoint a new Secretary-Treasurer, who shall serve the remainder of the unexpired term.

## **Article IX**

### **Council of Peers**

Section 1 - The Council of Peers shall consist of up to thirty-nine (39) members: three duly qualified representatives (executive directors) of member regional development organizations from the twelve (12) states within the southeastern United States as defined by these bylaws and three (3) at-large seats for individuals from member regional development organizations that are not the duly qualified representatives (executive directors) of member regional development organizations. The three (3) officers of SERDI, the President, Vice-President and Secretary-Treasurer shall be counted as one of the three (3) representatives from their respective states. Council of Peers directors shall be nominated by the state associations of member regional development organizations which are members of SERDI for the membership to elect at the annual membership meeting for a term of one (1) year. The number of Council of Peers directors shall not be amended by the officers.

Section 2 - One-half of the total number plus one of Council of Peers directors shall constitute a quorum of the Council of Peers. All motions shall be carried by a simple majority vote. Each Council of Peers director shall have one vote. The President with the concurrence of at least one other officer may call for a matter to be voted on by the Council of Peers directors via electronic mail, standard mail or facsimile ballot. A vote may be taken by such means only if written notice is given to the Council of Peers directors and reasonable time is provided to cast votes.

Section 3 - Regular and special meetings of the Council of Peers shall be held only upon providing written notice of such regular or special meeting via electronic mail, standard mail or facsimile, such written notice shall include an agenda. An officer of SERDI shall be present to preside over meetings of the Council of Peers. Minutes shall be kept of all meetings of the Council of Peers. If the Secretary-Treasurer is not present, provision shall be made for keeping minutes. Draft minutes of meetings of the Council of Peers shall be sent via electronic mail to each duly qualified representative of member regional development organizations within thirty (30) days of a Council of Peers meeting. Meetings of the Council of Peers may be held by teleconference, videoconference, or similar means, as well as in person.

Section 4 - The Council of Peers may establish such committees, in addition to the committees established by these bylaws, as it may determine are needed from time to time.

Section 5 - The Council of Peers may contract on a cost-reimbursable basis, including indirect costs, with a member regional development organization to provide administrative services or employ an Executive Director and such other legal, administrative and advisory assistance for SERDI as may be necessary for the efficient and adequate conduct of the business of SERDI. The Council of Peers may to the extent deemed appropriate, delegate to the Executive Director authority to employ or dismiss employees, assign their duties, and responsibilities, and set their rate of compensation; responsibilities for the day to day operations of SERDI; and such other duties as may be delegated by the Council of Peers subject to limitations established by the adopted annual budget or other action by the Council of Peers.

Section 6 - When a vacancy occurs on the Council of Peers, the state association of member regional development organizations from the respective state shall nominate a duly qualified representative of a member regional development organization to serve the remainder of the unexpired term. The Council of Peers shall by majority vote consider for appointment such nominee.

Section 7 - The Council of Peers shall not amend or repeal any bylaw of SERDI, but may propose bylaw amendments to be presented at the annual membership meeting or a special membership meeting held for the purpose of considering and adopting such bylaw amendments.

## **Article X**

### **Committees**

Section 1 - NOMINATING COMMITTEE - The President shall appoint a committee of not fewer than three (3) Council of Peers directors who shall nominate a candidate for each of the three offices of SERDI that are to be voted upon at the annual Council of Peers meeting. Provisions shall be made for additional nominations from the floor at the annual Council of Peers meeting. The Nominating Committee shall be appointed no later than ninety (90) days prior to the date of the annual Council of Peers meeting, and the names of the committee members shall be sent via electronic mail to each Council of Peers director within ten (10) days of their appointment. The Nominating Committee shall submit its report in writing to the Council of Peers directors at least thirty (30) days prior to the annual Council of Peers meeting.

Section 2 - AUDIT COMMITTEE – The President shall appoint a committee of not fewer than three (3) Council of Peers directors or the Council of Peers shall engage an independent certified public accounting firm, which shall examine the accounts of SERDI following each year end and report their findings at the annual membership meeting.

Section 3 - OTHER COMMITTEES – Other committees, composed of not fewer than three (3) Council of Peers directors, may be established from time to time as the need arises by the Council of Peers. The President shall name the members of each such committee, define the purpose and responsibility of such committee, and establish the duration of the committee at the time of its creation. The Council of Peers may also establish other standing committees. The membership and chair of each standing committee shall be appointed by the President. The term of membership and chair of each standing committee shall coincide with that of the President.

Section 5 - FUNDS RESTRICTION – Funds shall not be expended by a committee unless such expenditure is expressly approved by the Council of Peers.

## **Article XI**

### **Meetings**

Section 1 - SERDI shall hold an annual membership meeting in May of each year, with thirty (30) days written notice. Such written notice shall include an agenda and be sent via electronic mail to the duly qualified representative of member regional development organizations. Such written notice shall also include the date, time, and place of the membership meeting, as set by the officers.

Section 2 - SERDI may hold special membership meetings at the call of the President or upon the written request of not less than a majority of the directors serving on the Council of Peers representing at least two (2) or more states to consider one (1) or more specified matters. Such special membership meeting shall be held at such date, time and place as may be determined by the officers, with thirty (30) days written notice. Such written notice shall include an agenda and be sent via electronic mail to the Council of Peers directors. Such written notice shall also include the date, time and place of the membership meeting, as set by the officers.

Section 3 – The Council of Peers shall hold an annual meeting, at such date, time and place as may be determined by the officers, with thirty (30) days written notice. Such written notice shall include an agenda and be sent via electronic mail to the Council of Peers directors. Such written notice shall also include the date time, and place of the membership meeting, as set by the officers.

Section 4 - The Council of Peers may hold special meetings, at such date, time and place as may be determined by the officers, with thirty (30) days written notice. Such written notice shall include an agenda and be sent via electronic mail to the Council of Peers directors. Such written notice shall also include the date time, and place of the membership meeting, as set by the officers.

Section 5 - One-half the total number plus one of the states with member regional development organizations shall constitute a quorum at any membership meeting. A state shall be counted as represented for the purpose of determining a quorum is present when the first of its duly qualified representative of a member regional development organization is present.

Section 6 - All motions at a membership meeting shall be carried by a simple majority vote of the duly qualified representatives of the member regional development organizations present and voting, except for amendments to the bylaws. A bylaw amendment shall only be carried by a two-thirds (2/3) vote of all votes cast.

Section 7 - Voting by proxy shall be allowed for a bylaw amendment, or for a matter taken up under the provision in Section 2 above. Every proxy shall be in writing signed by the individual authorizing such proxy, sent via electronic mail to the President prior to the membership meeting, and shall be limited to a single specified membership meeting.

## **Article XII Amendments**

Section 1 - These bylaws may be amended at the annual membership meeting or any special membership meeting, provided written notice is given to each duly qualified representative of member regional development organization of the substance and effect of any proposed bylaw amendment at least thirty (30) days prior to the membership meeting. These bylaws may only be amended, altered, or repealed by two-thirds (2/3) vote of all votes cast, in person or by written proxy, by members at a membership meeting at which a quorum is present and in the manner set forth in these bylaws. Bylaw amendments proposed during a membership meeting shall not be voted upon at that membership meeting due to lack of adequate notice.

## **Article XIII Rules and Procedures**

Section 1 - All membership meetings and the Council of Peers meetings shall be conducted in accordance with Roberts Rules of Order, except as otherwise determined by the Articles of Incorporation, these bylaws, rules adopted by the Council of Peers for the conduct of its meetings, or Florida Statutes governing not for profit corporations.

Section 2 - Written notices and minutes of meetings sent to the duly qualified representative of member regional development organizations shall constitute sufficient notice.

*The foregoing bylaws of the Southeast Regional Directors Institute, Inc. were adopted by a duly constituted meeting of the membership of the corporation on the \_\_\_\_ day of May 2015 at Lexington, Kentucky.*