

BYLAWS OF THE SOUTHEAST REGIONAL DIRECTORS INSTITUTE

Article I

Name and Definitions

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

Section 2 - “Chair” shall mean the chair of SERDI, the lead officer of the organization.

Section 3 – “Vice-Chair” shall mean the vice chair of SERDI, the second officer of the organization.

Section 4 – “Treasurer” shall mean the Treasurer of SERDI, the third officer of the organization.

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

Section 4 - “Council of Peers” as used hereinafter is the board of directors of SERDI.

Article II

Principal Office and Registered Agent

Section I - The principal office of SERDI is the office of the principal staff serving the organization or such other location as the Council of Peers may designate.

Section 2 - The SERDI registered agent will be in accordance with the Articles of Incorporation.

Article III

Seal

SERDI shall adopt a representative seal which shall include the name of the Association and the year of its incorporation.

Article IV

Purpose & 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 a forum for professional development of leaders in regional organizations serving units of 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 out above, and none of the net earning 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 (1) above. 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 requirement 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 organization 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 (1) above.

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 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 I – Full membership in SERDI shall be extended to the regional council executive directors located in the southeastern United States including Alabama, Arkansas, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, and West Virginia. Associate Membership is available for up to ten (10) regional council executive directors beyond the southeastern United States identified above and will be considered by the Council of Peers on an annual basis. Each SERDI member shall be represented by its executive director.

Section 2 - Membership does not extend beyond the executive director unless requested by the executive director member and mutually agreed upon by the Council of Peers.

Section 3 - An executive director shall be qualified as a SERDI member while employed by that regional council 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.

Section 4 - Dues set at an annual meeting shall be paid by a regional council for that executive director to be a member of SERDI and for the qualified representatives of member to exercise the rights and privileges of membership.

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

Article VI

Full Membership Privileges

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

Section 2 - All qualified representatives of SERDI shall have the right to vote in any election of an officer or Council of Peer representative of SERDI, except when the filling of a vacancy is the responsibility of the officers of SERDI.

Section 3 - All qualified representatives of SERDI shall have the right to vote on any matter properly before SERDI which requires membership action.

Section 4 - Qualified representatives of SERDI shall have one vote for each.

Section 5 - Qualified representatives of SERDI may not vote by proxy, except on those matters which the bylaws permit proxy voting.

Article VII

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

Section 1 - Annual membership dues shall be properly brought before the membership and set at the annual meeting. Dues shall be payable before January 31st of each year, with notice sent by the Treasurer at least thirty (30) days before the due date.

Section 2 – The expenditure of SERDI funds shall be approved in advance by the Treasurer or, in his or her absence, by the highest-ranking 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 Treasurer and with the approval of the Council of Peers, a staff member of the Treasurer’s Regional Council may be designated to sign checks on the Treasurer’s behalf in accordance with Section 2 of this Article. The amount of bond, if any, may be properly brought before the membership and fixed at the annual meeting 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 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 first full meeting of the association following the completion of the audit. The audit will be conducted no later than March 31 annually.

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 Chair, Vice-Chair, and /Treasurer, who shall be elected by the qualified representatives of the Council of Peers at each annual meeting and who shall serve for one year or until their successors are elected and qualified.

Section 2 - CHAIR – The Chair shall be the chief executive officer of SERDI. He or she shall be an executive director of one of the member regional councils. 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 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 SERDI membership.

Section 3 - VICE-Chair – The Vice-Chair, shall automatically succeed the Chair on the death, permanent incapacity, or when the Chair vacates his/her office and shall serve in that office until the next annual meeting. He or she shall be an executive director of one of the member regional councils. He or she shall take minutes of meetings, or delegate to SERDI administrative staff as mutually agreed upon, perform such duties as may be required from time to time by the Chair or the Council of Peers. If the office of Vice-Chair becomes vacant, the Council of Peers shall hold a special meeting to elect a new Vice-Chair, who shall serve in this office until the next annual meeting

Section 5 - TREASURER – The Treasurer shall be an executive director of one of the member regional councils. He or she shall have the following duties and responsibilities: keep a members' 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 disbursement; prepare an annual budget at the direction of the Council of Peers for adoption by the qualified representatives of SERDI at the annual meeting; have custody of all records of SERDI and of its seal; co-sign deeds, contracts, and other formal instruments other than checks; and prepare and present a treasurer's report at each regular and special meeting of the Council of Peers. The 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 Treasurer position, the Council of Peers shall appoint an interim Treasurer to fill the unexpired term.

Article IX

Council of Peers

Section 1 - The Council of Peers of SERDI shall consist of up to thirty-nine (39) members: three executive directors from the twelve (12) states in the SERDI geography and three (3) at-large seats for members that are not executive directors. The three (3) officers of SERDI, the Chair, Vice-Chair and Treasurer shall be counted as one of the three representatives from their respective states. At the annual meeting, the election of officers shall precede the election of the Council of Peers members. The officers and Council of Peers members shall be qualified representatives of member regional councils and shall be elected by the Council of Peers. The number of directors shall not be amended by the officers.

Section 2 - One-half of the total number of Council of Peers members shall constitute a quorum. All motions shall be carried by a simple majority vote. Each Council of Peer member shall have one vote. The Chair with the concurrence of at least one other officer may call for a matter to be voted on by the members of the Council of Peers by electronic mail, mail or fax ballot. A vote may be taken by such means only if adequate notice is given to other directors and to all members of SERDI and sufficient time is allowed for members of the Council of Peers to

respond.

Section 3 - Regular and special meetings of the Council of Peers shall be held only upon the giving of adequate notice by electronic mail or in writing, with an agenda, to the directors and to all members of SERDI. 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 Vice-Chair is not present, provision shall be made for keeping minutes. Minutes of meetings of the Council of Peers shall be mailed electronically to each member Commission within thirty (30) days of the 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 shall by resolution establish such committees 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 cost, with a member regional council 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 desirable, 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 SERDI.

Section 6 - When a vacancy occurs on the Council of Peers, the Council of Peers shall make an appointment of a person to fill the vacancy until the next meeting of SERDI. A vacancy in the offices of SERDI, other than the Chair, shall be filled by majority vote of the Council of Peers from among persons on the Council of Peers.

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

Article X

Committees

Section 1 - NOMINATIONS COMMITTEE - The President shall appoint a committee of not fewer than three (3) people who shall propose the name of a candidate for each of the three offices of SERDI that are to be voted upon at the annual meeting. Provisions shall be made for additional nominations from the floor at the annual meeting. The Nominations Committee shall be appointed no later than ninety (90) days prior to the date of the annual meeting, and the names of the committee members shall be transmitted to each member of SERDI within five (5) days of their appointment. The Nominations Committee shall submit its report in writing to each SERDI member at least thirty (30) days prior to the annual meeting.

Section 2 - AUDIT COMMITTEE – The President shall appoint a committee of not fewer than three (3) persons or engage an independent certified public accounting firm, which shall examine the accounts of SERDI for the year ending and report their findings at the annual meeting. 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 first full meeting of the association following the completion of the audit.

Section 3 - OTHER COMMITTEES – Other Committees, composed of not fewer than three (3) persons, may be appointed from time to time as the need arises by either the SERDI membership or the Council of Peers. The Chair shall name the members of each such Committee, define the Committee’s purpose and responsibility, and establish the duration of the Committee at the time of its creation. The Council of Peers may establish Standing Committees. The membership and Chair of each Standing Committee shall be appointed by the Chair after their election and the term of membership and chair of each Standing Committee shall coincide with that of the Council of Peers Chair.

Section 5 - FUND RESTRICTION – Funds shall not be expended by a committee unless such expenditure is expressly approved by the Council of Peers and shall be included in the meeting minutes.

Article XI

Meetings

Section 1 - SERDI shall hold an annual meeting in May of each year, with thirty (30) days written notice and an agenda to each member regional commission, and with date, time, and place of the meeting, as set by the Council of Peers, specified in the notice of the meeting.

Section 2 – The Council of Peers may hold separate meetings at its discretion, at such date, time and place as may be determined by the Council of Peers, with thirty (30) days written notice an agenda to each member, and with date, time and place of the meeting specified in the notice of the meeting. For such meetings, the agenda shall be sufficient statement of the purposes of the meeting.

Section 3 - The Council of Peers may call a special meeting of members of SERDI, with twenty (20) days written notice to each member, with time, date, and place of the meeting specified in the notice of the meeting, and with the purpose or purposes of the meeting stated in the notice of the meeting.

Section 4 - The Chair shall call a special meeting of the members to consider one or more specified matters upon the written request of not fewer than two (2) member states in which case the meeting must be held within thirty (30) days of receipt of the second written request. The notice of the meeting shall specify the date, time, and place of the meeting and state the purpose or purposes for which the meeting is called.

Section 5 - One more than fifty (50) percent of the member regional council shall constitute a quorum at any SERDI meeting. A member regional council shall be counted as represented for the purpose of determining that quorum is present when the first of its qualified representatives is present and voting.

Section 6 - All motions shall be carried by a simple majority vote of the qualified representatives of the members present and voting, except for amendments to the bylaws. An amendment to the bylaws shall be carried by a two-thirds vote for all members present and voting.

Section 7 - Voting by proxy shall be allowed for an amendment to the bylaws, or for a matter taken up under the provision in Section 4 above. Every proxy shall be in writing signed by the person authorizing such proxy, mailed electronically to the Chair before the meeting, and shall be limited to a single specified meeting.

Article XII

Amendments

Section 1 - The bylaws of SERDI may be amended at the annual meeting or any special meeting of members, provided notice is given to each member of the substance and effect of any proposed amendment at least thirty (30) days in advance of the meeting. The bylaws of SERDI may be amended, altered, or repealed by two-thirds of all votes cast, in person or by written proxy, by members at meeting at which a quorum exists and in the manner set forth in Article XI, Section 6. Amendments proposed during a meeting shall not be voted upon at that meeting due to lack of adequate notice.

Section 2 - In the event that any portion of these bylaws is subsequently rendered invalid by act of the Florida Legislature, those portions hereof which are not affected by such legislation shall remain in full force and effect until and unless altered or repealed in accordance with the terms hereof.

Article XIII

Rules and Procedures

Section 1 - All meetings of SERDI and the Council of Peers shall be conducted in accordance with Roberts Rules of Order, except as otherwise determined by the Articles of Incorporation, these bylaws, or the State Statutes of Florida for Non-stock Corporations. The Council of Peers may adopt rules for the conduct of its meetings.

Section 2 - Notices and minutes of meetings of SERDI sent to the Executive Director of a member regional council shall be sufficient notice to all representatives of the members.

The foregoing bylaws of the Southeast Regional Directors Institute were adopted by a duly constituted meeting of the Council of Peers and full membership of the corporation on May 16, 2015 at SERDI's Annual Meeting.