

# Chapter Bylaws

## *Article I - Identification*

*Section 1: Name and Location*

- a. The name of this organization shall be ESM Association of Central Florida, Inc., hereafter referred to as Association or Chapter, a non-stock, nonprofit corporation organized and incorporated under the laws of the State of Florida.
- b. The principle office of the association shall be the City of Orlando, in the State of Florida. The exact location to be designated by the Board of Directors.

*Section 2: General Boundaries.* The boundaries of the Association shall be defined as the Greater Central Florida area.

*Section 3: Fiscal Year.* The Association's fiscal year shall commence January 1st and end December 31st.

## *Article II - Purpose and Limitations*

*Section 1: Purpose. The purpose of the Association shall be:*

- a. To bring together individuals representing businesses and governmental organizations, or the employee associations thereof, within the general geographic area for the purpose of promoting concepts of employee service, recreation and fitness/health programs as an integral factor of sound business management principles.
- b. To improve and enhance the competence and skills of employee services, recreation and fitness/health practitioners.
- c. To raise the standards of performance in all phases of employee service, recreation and fitness/health management.
- d. To act as the catalyst for implementing various activities, events and special offers that would be beneficial to the member organizations.

*Section 2: Limitations. The Association shall not be conducted for profit nor have nor issue any capital stock, nor shall any part of its net earnings or income inure to the benefit of any member, officer or director or other individual, directly or indirectly, provided however, that employee or agent shall be entitled to reasonable compensation for services actually rendered to the Association in such amount or amounts as may be authorized by the Executive Board.*

To achieve its purpose, the Association shall not discriminate because of race, religion, color, sex, sexual orientation, marital status, age, handicap, national origin, or any other basis prohibited by state or federal law.

## ***Article III - Membership***

*Section 1 Categories. Membership in the Association shall be classified as follows:*

- a. Organizational Membership shall be available to employees of businesses and governmental organizations or the employees of associations thereof, who are responsible for the development and maintenance of effective employee services, recreation and fitness health programs.
- b. Associate Membership shall be available to all companies, trade associations and other organizations dealing with products and services which wish to establish a relationship with the Association and its members, for mutual benefit, or to contribute to the development and enhancement of employee services, recreation and fitness/health projects and programs.

(OPTIONAL): Associate members are encouraged to provide an exclusive program or discount for the member companies of the Chapter. NOTE: The Chapter may elect to limit the number of associate members in order to maintain a balance between the membership categories (a ratio of at least 2 to 1 is suggested). However, the Chapter must be cautious in its policies so as not to illegally restrict trade or discriminate, i.e., requiring an Associate to be in business for an unreasonable length of time.

- c. Student Membership shall be offered to those individuals attending a college or university and concentrating their field of studies in employee services or a related curriculum. Each student seeking membership shall be sponsored by a current member-in-good standing of the association (either Associate or Organization Member).
- d. Additional membership categories may be established as deemed necessary by the Board of Directors.
- e. The local associate member must be a full-time paid employee of the company he/she represents.

*Section 2: Application.* Application for membership shall be submitted to the Chapter Board in such form and accompanied by such supporting documents as may be determined by the Board of Directors. The category of membership to which an organization is entitled shall be determined by the Chapter Board.

*Section 3: Privileges*

- a. Members of the Association shall be eligible for all membership benefits and privileges except where certain privileges are restricted to a specific member classification and established by these Bylaws or the general Board of Directors. In addition, members of the Association are eligible for the activities and services of the National Association as defined by the Bylaws of the National Association.
- b. Organization Members of the Chapter are entitled to receive both, the local and National Membership directories. Associate Members will receive only the local membership directory. No member outside the Chapter may use these lists for personal benefit without Chapter Board or National approval, whichever is appropriate.

*Section 4: Voting*

- a. Organization members of the Association are entitled to cast one vote for any general election, proposed Bylaw amendment, or any other issues put forth to the general membership for decision.
- b. Associate members of the Association are entitled to cast one vote for any general election, proposed Bylaw amendment, or any other issues put forth to the general membership for decision.

*Section 5: Dues/Grants*

- a. Annual dues shall be established by the Board of Directors. A portion of each chapter member's annual dues shall be sent to the association for affiliation with the national organization. This portion will be determined by the association Board of Directors.
- b. Annual dues shall be due and payable in full as of January 1 (one) of each year.
- c. New members shall pay 1/2 dues if they join in July, August or September. New members joining in October, November or December will have dues credited to the next calendar year.

*Section 6: Termination or Reinstatement*

- a. Membership in this Chapter may be terminated for just cause or reinstated by action of the Board of Directors. Just cause may include being absent from 3 consecutive meetings after review by the Board of Directors.
- b. Resigning members are not eligible for a refund of dues.

## ***Article IV - Administration***

*Section 1: Officers/Executive Committee.* The elected officers of the Chapter shall be President, Vice President (or President Elect), Secretary, Treasurer.

Optional: Associate Member representative. The elected officers represent the Chapter's Executive Committee.

*Section 2: General Board of Directors.* The Executive Committee along with the national Association's Regional Director along with any specially appointed or elected chapter board position, shall comprise the Chapter's General Board of Directors. This board shall have full power in the administration of the Chapter subject to the limitations of these Bylaws. At no time shall more than one person from any member company serve on the Board simultaneously.

*Section 3: Duties and Responsibilities of the Officers*

a. President:

1. The President shall be the chief executive officer of the Chapter and shall exercise general supervision of the Chapter subject to the control of the Chapter General Board of Directors.
2. The President shall preside at all meetings of the Chapter and be responsible for requiring the Chapter to meet regularly and function properly.
3. The President shall be an ex-officio member of all chapter committees.

b. Vice President (or President-Elect): The Vice President (or President-Elect) shall perform duties assigned by the President or the Board of Directors. In the absence of the President, he/she shall perform the duties of the President.  
NOTE: Unless otherwise decided, it is suggested that the Vice President (or President-Elect) be responsible for establishing the regular meeting agenda.

c. Secretary:

1. The Secretary shall be responsible for conducting the general correspondence and record maintenance, other than financial, relating to the business of the Chapter, and perform such duties as designated by the President or the Board of Directors.
2. The Secretary shall maintain minutes of all Chapter, Executive Committee, general board, regular and special meetings and be responsible for submitting copies of these minutes to the National Association Headquarters as well as to all the Chapter members.
3. The Secretary shall maintain an up-to-date roster of the members and submit the appropriate reports and changes to the National Headquarters as required.

d. Treasurer:

1. The Treasurer shall have charge of all the monies, bank accounts and valuable property of the Chapter and shall perform the usual duties relating to the office of the treasurer and other duties as designated by the President of the Board of Directors.
2. The Treasurer shall maintain, in the name of the Chapter, a bank account in a bank designated by the Chapter Board. All funds collected shall be deposited in such account and all disbursements made therefrom. All

payments must be supported by vouchers or invoices approved by a member of the Chapter Board other than the Treasurer.

3. The Treasurer shall maintain a complete record of receipts and disbursements and shall submit periodic reports to the general members as well as monthly written reports to the Board of Directors.
4. The Treasurer shall be responsible for coordinating all financial information with the chapter's accountants or other qualified individual, for filing all annual reports required by federal, state and local governments.
5. OPTIONAL: The Treasurer should be responsible for arranging an annual audit performed by an outside agency or committee of the general membership.

- e. Immediate Past President:
  - 1. The Immediate Past President shall act in an advisory capacity to the Executive Committee and the general Board of Directors. The Immediate Past President will not hold a vote in the decisions of these bodies.
  - 2. The Immediate Past President shall perform duties as assigned by the President or the Board of Directors.
- f. Committees: The President shall have the power to appoint standing or ad hoc committees as necessary. The President shall be an ex-officio member of all committees. Standing committees should include membership development and member services and programs.

*Section 4. Election of Officers*

- a. The election of officers shall be held during the Chapter's annual meeting. Written ballots will be cast and counted by a special committee appointed by the President. Each active, organization and associate member, as listed by the Secretary, shall have one vote. A simple majority of ballots cast will determine the election.
- b. Half the Board elected each year - President, Secretary (Vice President, Treasurer).

*Section 5: Term of Office.* The officers shall be elected by the members and hold office for a period of 2 years or until they resign. The first Board shall hold office in the following manner:

- a. The Vice President and Treasurer shall be elected in the Fall 2002, to begin the term January 2003.
- b. The President and Secretary shall be elected in the Fall 1999, to begin the term January 2003.
- c. Each set of officers shall then begin their normal terms.

*Section 6: Eligibility for Office*

- a. To be eligible for nomination to a Chapter office, a candidate shall be a member of the Association in good standing for at least one year prior to the election. There should be no more than one representative from each company on the Board of Directors.
- b. Except for the position of Associate Representative, eligible members shall be organization members.
- c. Upon expiration of the term, if the general membership so requests, by simple majority vote of the members present, any officer can be re-elected to his/her office.

*Section 7: Appointments*

- a. As the occasion arises, the President may appoint temporary committees, designating the Chairman and members.

- b. If a vacancy occurs in any office during the year, the President may appoint a replacement, with the approval of the remaining officers and the general Board of Directors, to fill the vacancy until the next general election.

*Section 8: Recall*

- a. Upon adoption of a motion at a regular meeting of the Chapter to undertake a vote of recall at the next regular meeting, a confirming vote to recall an officer will need approval from at least 2/3 of the members present. Notice of the passed motion of intent to recall an officer must be included in the meeting minutes as well as in advance reminder notices of the meeting.
- b. Recall becomes effective upon an officer moving away from the area or changing positions so that he/she is no longer associated with employee services. Under these conditions, recall is automatic and effective by the Board of Directors if the officer in question fails to resign.

*Section 9: Extension of Term.*

- a. Whereas any officer may lose his/her corporate or company sponsorship, making him/her ineligible to serve the Chapter, by a majority vote of the Board of Directors may grant an extension of term, for no more than 6 months, to allow proper transition and/or completion of projects and events germane to and in the best interest of the Chapter.

## ***Article V - Meetings***

- Section 1: Regular Meetings.* Regular meetings will be held a minimum of ten (10) times a year at such time and place as designated by the Board of Directors. A quorum for the conduct of business at the Chapter meetings shall consist of 10% of all members of record.
- Section 2: Annual Meetings.* The annual meeting will be held in April or another month designated each year at such time and place as designated by the Board of Directors.
- Section 3: Special Meetings.* Special meetings of the membership may be held at the request of the general Board of Directors or upon written request of 10% of the active membership. Notice of such special meetings shall be sent to all members by the Secretary at least seven days prior to the meeting.
- Section 4: Board of Directors Meetings.* Regular meetings will be held monthly as designated by the Board. Special meetings of the Board of Directors may be called by the President at any time. A quorum will consist of a majority of the Board in office.
- Section 5: Committee Meetings.* Committees will meet at such times necessary to accomplish their specific objective.

## ***Article VI - Parliamentary Action***

- Section 1: Authority.* Robert's Rules of Order shall govern the meetings of the Chapter, except where superseded by these Bylaws or the general operating procedures of the Chapter.
- Section 2: Interpretation of the Bylaws.* The Chapter Board of Directors shall be the authority for the interpretation of the Bylaws.

## ***Article VII - Affiliation with Other Organizations***

The Chapter shall become 100% affiliated with the National Employee Services and Recreation Association (ESM Association, Inc.) in order to lend organizational strength for the purpose of employee services, recreation and fitness/health administration and its objectives.

## ***Article VIII - Dissolution***

- Section 1: Funds.* Chapter funds may be used only to accomplish the objectives specified by these Bylaws. No funds are to be distributed to chapter members. Upon complete satisfaction of all Chapter expenses, and upon a dissolution vote by the active members at the time of said vote, those funds then remaining in the Chapter shall be designated by the general membership to be donated to: (1) the research and education fund of the association; (2) to a scholarship fund already established by the Chapter at a local college or university (with a field of related studies); or (3)

to another association chapter with the appropriate 501(c) designation, whichever the membership votes, these funds will serve to promote the basic concepts and ideas of ESM Association as founded and incorporated.

*Section 2: Property/Record.* All records should be returned to the National Headquarters upon dissolution.

## ***Article IX - Amendments***

These Bylaws may be adopted, amended or repealed by a 2/3 majority vote of the voting chapter membership of record. Proposed changes must be mailed seven days prior to the monthly membership meeting where the proposal will be read and discussed. Proposed changes must also be forwarded to the National Association Headquarters for review. The approved proposal will be mailed to all voting members to be returned within 20 days. The counting of these ballots will be by a committee selected by the Board of Directors.

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