

BYLAWS OF THE EXECUTIVES' ASSOCIATION OF THE PALM BEACHES

ARTICLE I - NAME

Section 1. The association shall be known as the "Executives' Association of the Palm Beaches."

ARTICLE II - OBJECTIVES

Section 1. The objectives of this Association 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 service 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. The membership in this Association shall consist of four classes, viz: regular, associate, honorary (emeritus) and co-members.

Section 2. Regular Membership: The member firm will be represented by persons of good character and community standing, engaged in recognized lines of business - agricultural, institutional or professional - who are 1) owners or partners; or 2) executives, corporate officers or managers with administrative duties 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; in any recognized profession. Member firm must have been engaged in approved business classification a minimum of three years.

Section 2A. The regular membership shall not exceed 105 members and not more than one representative for any line of business - agricultural, institutional or professional - for which the classification is provided.

Section 2B. Regular members shall pay an initiation fee and membership dues, as provided in Article XI, and shall be entitled to all privileges of the Association. Membership shall automatically cease in case a regular member shall retire or shall permanently remove his/her vocational activity so as to become ineligible for regular membership under the classification to which he/she was elected.

Section 2C. Multiple Representatives. With approval of the Membership Committee and the Board of Directors, one member company may have two representatives so long as the member company has more than eighty part-time or full time employees. The attendance requirement for members with more than one representative shall be increased to 75% of all breakfasts and open houses, but the attendance

of each representative shall collectively be counted to satisfy the attendance requirements for the member. The representatives for each member company shall also be subject to the following:

i. The representatives shall decide which representative shall represent the member at breakfast meetings and open houses. If more than one representative attends a breakfast, the member shall be obligated to pay the fee for the additional representative(s).

ii. Each representative shall otherwise satisfy all of the other requirements for primary representative.

iii. None of the representatives of the member may be members in another referral organization.

vi. Even though the attendance of each of the representative shall collectively be counted to satisfy the attendance requirements for the member, each representative must attend a minimum of an equal proportion of breakfast and open houses. For example, if there are two representatives, each representative must attend a minimum of 50% of the 75% requirement.

vii. Even though both representatives may attend breakfast, only one representative may provide an introduction/thank you at breakfast.

viii. Regardless of whether a Member Company has two representatives, the Member Company shall have only one vote on all matters upon which the members of the Association are requested to vote.

Section 3. Associate Membership: Member firms of the Executives' Association of the Palm Beaches may opt to have, in addition to the full representative member, an associate member participating in the Association's activities. The status of the associate within the member firm must be as high or nearly as high as the full member. Prospective associates must be reviewed by the Board of Directors for approval as members. There will be an additional fee for associate membership. The primary representative is required to maintain 50% attendance, both for breakfast meetings and open houses. The associate representative's attendance does not count toward a company's attendance requirement.

Section 4. If a change of the ownership of the member firm shall affect the qualifications of its representatives as set forth in Section 2 of Article III, or if said representative shall be demoted or shall resign from the member firm, it shall be at the discretion of the Board of Directors to 1) terminate the membership and determine the classification to be open, or 2) notify the firm it has (30) days in which to propose another representative. Such proposal shall be processed in accordance with the provisions of Article IV of these bylaws.

Section 5. The termination of membership of a regular member representative shall also terminate the membership of the associate member.

Section 6. Honorary (Emeritus) Membership: When a regular or associate member, who has been affiliated with the Association for a period of three (3) or more years, or who has been an officer of the Association, or who has rendered distinguished service to the Association, and whose member firm is in good standing on the records of the Association, shall retire from active business, the Board of Directors, by the unanimous vote of those present and voting, a quorum being present, shall have, subject to a favorable vote under section 6F the right to extend to said person an invitation to accept membership as (member emeritus) under the following conditions and restrictions:

Section 6A. The prospect shall be approved by the Board of Directors.

Section 6B. An honorary (emeritus) member shall not have the right to vote or hold office, but an honorary (emeritus) member shall be eligible to serve on a committee.

Section 6C. Each honorary (emeritus) membership shall be granted for a period of one (1) year, at which time it shall be reviewed by the Board of Directors.

Section 6D. During each one-year period of membership, the status of an honorary (emeritus) membership will be reviewed as it pertains to active participation in generating leads for fellow members, attendance at both breakfast meetings and open houses, and any other requirements the Board of Directors might determine. If an individual's participation is declared insufficient in accordance with standards set by the Board, the honorary (emeritus) membership may be terminated.

Section 6E. If an honorary (emeritus) member re-engages in business or becomes employed in an executive capacity that is in conflict with any member firm, the emeritus membership shall terminate.

Section 6F. If an honorary (emeritus) member re-engages in business or becomes employed in an executive capacity by a business firm that is not in conflict with any member firm, he/she will have a reasonable time to apply for regular membership under this open classification. If he/she does not apply within a reasonable time, said honorary emeritus membership shall terminate. The Board of Directors, by a majority vote, shall determine in each case what constitutes a reasonable time.

Section 6G. Before the Board of Directors may extend such invitation for honorary (emeritus) membership, the proposal shall first be submitted to the membership for vote. This vote shall be by secret ballot and must be approved by a two-thirds (2/3) majority of those present and voting. Notice that such a vote is to be taken shall be published in the bulletin of the prior week.

Section 7. Co-Membership.

Section 7A. Co-Membership. Up to three companies (or branches or divisions of the same company) may be co-members in the Association for one category, so long as each: (a) are owned, in whole or in part, by the same individual(s); (b) satisfy the requirements for that category; and (c) collectively have more than eighty part-time or full time employees. The attendance requirement for co-members shall be increased to 75% of all breakfasts and open houses, but the attendance of each co-member shall collectively be counted to satisfy the attendance requirement. The co-members shall also be subject to the following:

- i. Each representative of a co-member shall satisfy all requirements for a primary representative.
- ii. Each of the co-members shall be obligated to pay the full dues to the Association. All co-members shall be jointly and severally responsible for payment of the dues for each co-member.
- iii. None of the representatives of the co-members may be members in another referral organization.
- iv. If, by reason of sale or otherwise, the ownership of one of the co-members is transferred so that all of the co-members are no longer owned, in whole or in part, the same individual(s), then the co-member whose interest was transferred must resign immediately from the Association.
- v. The co-members shall decide which co-member shall represent them at breakfast meetings and open houses. Each co-member must attend a minimum of an equal proportion of breakfast and open houses. For example, if there are two co-members, each must attend a minimum of 50% of the 75% requirement; if there are three co-members, each must attend a minimum of 33% of the 75% requirement.
- vi. The co-members approved under this section shall collectively have one vote on all matters upon which the members of the Association are requested to vote. The co-members shall decide amongst themselves which co-member shall cast the vote.

Section 8. The acceptance of the invitation to become a member shall make it obligatory upon the part of the member firm and its representatives 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 9. Membership in the Association may be conditional, among other things, upon the fact that no member shall have the right of action against any officer, director, committee person, Executive Director 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 10. Whenever the Board of Directors deems it in the best interest of the Association and its other members to cancel a membership and declare vacant a classification theretofore held by the member, 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 member of its intentions with reasons and allow the member an opportunity to be heard. Upon such cancellation of membership, all rights, privileges and interest of that member and membership in the Association and its assets shall automatically cease and terminate.

ARTICLE IV - ADMISSION TO MEMBERSHIP

Section 1. Procedure for Admission to Membership: After receiving the duly executed Application for Membership, the Membership Committee shall investigate the proposed member to ensure compliance with

Article 3 Section 2, Article IV Section 1B, and any other pertinent bylaws. The Membership Committee shall then present said application and the results of the investigation, to the Board of Directors, which shall either approve or reject the proposal. If approved, the application shall be published in the bulletin and announced from the podium at two breakfast meetings. The bulletin will state that the application has been approved by the Board of Directors and solicit any comments or recommendations from the membership. If there are no objections after two publications, the application shall be placed on the Association's waiting list.

Section 1A. Any prospective firm, corporation, association or self-employed person 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, except as stated in these bylaws. A prospective member shall demonstrate that the line of business that the prospective member seeks to represent as his main activity equals 65% or more of his total business activity before other member firms and prospective members will be prevented from representing that line of business as their main activity. Proposals for membership shall not be denied by reason of any conflict between the main activity of such prospect and an incidental activity of a member, except for when a member demonstrates that the same incidental activity equals 25% or more of his total business activity. In that case, the prospect is not eligible for membership in the Association, even though the existing member does not represent or hold the classification for the incidental activity within the Association.

Section 1B. 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. Prior to this meeting, the Executive Committee will hear from the potential member's sponsoring member, and the objecting member, to make a membership recommendation to the Board of Directors. This same procedure shall apply when any prospective member is invited to attend any meeting of the Association (i.e., if an objection is filed prior to any prospective member attending a meeting, the procedure in this subsection shall be exhausted before the prospective member may attend a meeting).

Section 1C. If no objections are filed within seven (7) days following publication of the bulletins, the individual and the firm shall be considered approved for membership, and an invitation shall be extended to the prospect. Upon the acceptance of this invitation, the firm shall become a member and the individual its representative.

Section 2. Any member may resign from the Association provided that his/her and the member firm'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.

ARTICLE V - OBLIGATIONS OF MEMBERSHIP

Section 1. It is the minimum obligation of each regular member firm to attend 50% of all breakfast meetings and open houses.

Section 1A. It shall be an obligation of membership that all new members shall give a Classification Talk and host their first open house within a period of four to six months of being admitted to membership. All other members shall give their Classification Talks with reasonable and fair regularity within intervals not to exceed

two and one-half years. Failure to comply with this obligation of membership shall be cause for termination of membership by the Board of Directors.

Section 2. It is the minimum obligation of the primary representative of each member firm to attend 50% of all open houses and breakfast meetings. If a member firm representative is unable to attend an open house, he/she may fulfill the attendance requirement by visiting the member's business during normal business hours. This visit must take place within one week before or after the host's Classification Talk, and said visitor must sign the attendance book or call the administrative office to receive credit. A member may also attend a meeting of the Board of Directors to receive an attendance credit.

Section 3. Members shall familiarize themselves with the business interest, product and services of their fellow members and shall report promptly any information that may assist them to acquire additional business. Members shall recommend other members and refer potential clients to them.

Section 4. A high standard of personal conduct shall be an obligation of membership.

Section 5. Members shall maintain high standards of business ethics.

Section 6. Members shall maintain a reasonably high credit rating at all times.

Section 7. The payment of dues and charges, in compliance with the provisions of Article XI of these bylaws shall be an obligation of membership.

Section 8. Records and reports pertaining to these obligations of membership shall be kept by the Executive Director and shall be reviewed on a monthly basis by the Board of Directors and at such other times as the board requested by the Executive Director. Any deficiencies by a member firm to meet its obligations will be brought to the attention of the Board of Directors at the next regularly scheduled Board meeting. It may invoke the provisions of Article III, Section 9, cancel said membership, and declare the classification to be vacant. Before termination, a member should have the right and the courtesy of speaking to the board of Directors to describe circumstances that may have temporarily caused the attendance problem.

Section 9. The membership roster shall not be used for purposes of solicitation direct mailings, etc.

Section 10. No competitor of any member shall be invited to a regular meeting or regular open house. The name of a competitor shall not be promoted at any function of the Association. No former member whose business is in direct competition with a current member shall be allowed to attend regular meetings or open houses. Former members shall, however, be welcomed at annual functions including holiday parties, golf outings, and the Economic Forecast Luncheon. If a spouse or significant other whose business is in competition with a current member is known to promote said business at any open house, that individual will no longer be allowed to attend regularly scheduled Executives' Association functions.

ARTICLE VI - OFFICERS

Section 1. Officers: The Officers of the Association shall be a President, Vice President, Secretary/Treasurer and Immediate Past President.

Section 2. Appointment of Secretary/Treasurer: The appointment of the Secretary/Treasurer shall be conducted as follows: (a) the Incoming President shall nominate a Secretary/Treasurer; and (b) any member may submit a nomination to the or Nominating Committee from the floor or otherwise in writing. To be nominated and appointed, the nominated member must have served at least two terms as a Director. The Secretary/Treasurer chosen by the membership by a floor vote on the first Tuesday in May and on the first Tuesday in December. After the term of the Secretary/Treasurer is complete, he/she shall advance to the position of Vice President and then at the conclusion of his/her term as Vice President, shall advance to the position of President for one term.

Section 3. Duties of the President: The President shall be the executive and administrative officer of the Association, shall preside at all meetings of the Association and its Board of Directors, and shall perform such other duties as the Board of Directors may prescribe.

Section 3A. The President shall be a member of the Board of Directors.

Section 4. Duties of the Vice President: The Vice President shall perform the duties of the President in his/her absence and shall perform such other duties as the President or Board of Directors may assign to him/her.

Section 4A. The Vice President shall be a member of the Board of Directors.

Section 5. Duties of the Secretary/Treasurer: The Secretary/Treasurer shall serve as the custodian of the funds and property of the Association, and shall oversee Minutes of the meetings of the Board of Directors, and such other records as maintained by the Executive Director and perform such other duties as the Board of Directors may prescribe.

Section 5A. The Secretary/Treasurer shall be a member of the Board of Directors.

Section 6. Term of Officers: The term of Officers shall be January 1 – May 31 for those elected in the preceding December; and June 1 – December 31, for those elected in the preceding May.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of eleven (11) members and shall be composed as follows: The President, Vice President, Secretary/Treasurer, two (2) past Presidents and six (6) Directors.

Section 2. Members of the Board of Directors shall be regular members of the Association in good standing for the previous two (2) years.

Section 3. The term of Board members (other than the (officers) shall not exceed two (2) consecutive six (6) month periods. Having served said term, a member may return to the Board after a minimum one (1) year interval.

The term of a Board member having served as President shall be extended, but shall not exceed four (4) consecutive six (6) month periods, inclusive of the term served as President. Having served said term, a Past-President may return to the Board after a minimum eighteen (18) month interval.

Timing of the expiration of directors' terms should be such that only three of the directors are being replaced at any given time.

Section 4. The Board of Directors shall determine the policies and activities of the Association, vote upon the membership, authorize expenditures, approve and order payment of all bills incurred by the Association, counsel with the various committees, and conduct the general management of the Association. Six (6) Directors shall constitute a quorum and must be present at each meeting.

Committee Chairpersons will plan their events within the pre-established annual operating budget of the Executives' Association of the Palm Beaches. All contracts entered into by the Executives Association of the Palm Beaches shall be executed by signature of the Executive Director and the President or Treasurer. All contracts must be approved by a majority of the Board of Directors at a regularly scheduled Board meeting.

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

Section 6. The Directors and the President may not succeed themselves for a minimum period of eighteen (18) months following the end of their term as Directors or as President. This, however, shall not preclude a Director from being elected to or holding an office during this period.

Section 7. Election of Directors: Directors shall be nominated by the Nominating Committee and voted upon by the Members on the first Tuesday in May and on the first Tuesday in December.

Section 8. Term of Directors: the term of Directors shall be January 1 – May 31 for those chosen in the preceding December; and June 1 – December 31, for those elected in the preceding May.

ARTICLE VIII - COMMITTEES

Section 1. The Executive Committee serves to make important policy or procedural decisions affecting the Association at other than regular scheduled meetings when assembly of the complete Board of Directors is impractical. On call at the direction of the President, the Executive Committee shall consist of the following five (5) members: The President, Vice President, Secretary/Treasurer, immediate past President and one Director selected by the current President.

Section 2. Committee Chairpersons shall be appointed by the President with the advice and counsel of the Board of Directors. The President may create other committees he/she thinks necessary. Committees created by the President may be abolished at his/her discretion.

Section 3. A Nominating Committee shall be established to nominate directors and the position of Secretary/Treasurer. The Nominating Committee shall be comprised of: the two (2) most immediate past presidents, the incoming President, and the two most senior members of the Membership Committee who agree to serve. The chairperson of the Nominating Committee shall be the most senior of the past two Presidents. The Nominating Committee shall be formed during the first week of each April and each November and will serve until the then-current officers/directors are elected.

3.A. The Nominating Committee shall recommend members for the open positions. If the Nominating Committee cannot decide upon one person for each open position, more than one person may be nominated. The Nominating Committee shall present the candidates during the members' meetings during the first week of May and December and the members' shall vote at that time.

ARTICLE IX - MEETINGS

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

Section 2. Semiannual meetings of the Association shall be held on the first Tuesday of December and May. Two weeks' notice of said semiannual meetings will be given to the membership. One half (1/2) of the membership shall constitute a quorum for the election of officers and/or directors.

Section 3. Voting "in absentia": Whenever a designated representative (Regular Member) will be unable to attend in person a meeting at which a vote is to be taken, he/she, in the case of an election, may obtain a ballot for the Executive Director's office, mark it, seal it in an envelope and have it delivered to the tellers who shall open it and count the ballot with the others. If the vote to be taken is on an amendment to the Bylaws or matters other than an election, he/she may clearly indicate his/her preference in writing, either FOR or AGAINST the amendment or proposition, seal it and deliver it to the Executive Director or presiding officer prior to the announcement of the results of the vote.

Section 4. Voting by Proxy: A regular member who is unable to attend a meeting at which a vote is to be taken may by written authorization appoint his/her associate member, or another regular member, to vote as his/her proxy.

ARTICLE X - VACANCIES

Section 1. Any vacancies of Officers or Board of Directors may be filled by the Board of Directors until the next regular election.

ARTICLE XI - DUES AND FEES

Section 1. Initiation Fee: An initiation fee shall be proposed by the Board of Directors and approved by a two-thirds (2/3) vote of the regular membership present and voting. This fee shall be collected from all members at the time of their election to and acceptance of membership.

Section 2. Dues: Each membership shall pay quarterly dues as proposed by the Board of Directors and approved by a two-thirds (2/3) vote of the regular membership present and voting. These dues shall entitle the regular member representing that membership to one (1) breakfast per week without further cost at the regular weekly meeting of the Association.

Section 3. Payment of Dues: Non-payment terminates membership. Dues shall be invoiced the first day of each quarter. If dues are not paid by the tenth of the month in which they become due, a notice of delinquency shall be mailed to the delinquent member, and, if said dues are not paid on or before the last day of that month, the membership held by the delinquent member may be terminated and result in a vacancy in the classification held by that member.

Section 4. There shall be no other fees, dues, charges, assessments or penalties imposed upon members or member firms without a two-thirds (2/3) vote of approval by the membership of the Association, except for the cost of participating in social and special events held by the Association.

Section 5. Right to Regulate Dues: As the duly elected body of representatives of the Association, The Board of Directors shall have the responsibility of periodically proposing the amount of dues and basis of payment based on the collective needs of the Association. Prior to implementation of any new dues structure, approval by two-thirds (2/3) of the regular membership present, and voting will be required for adoption.

ARTICLE XII

Section 1. The Association shall not participate in, endorse, or offer resolutions in connection with any political or public activity.

ARTICLE XIII

Section 1. These bylaws may be amended at any regular meeting of the membership by a majority vote in favor of such amendment, provided such amendment has first been approved by a majority vote of the Board of Directors and a copy of same has been mailed to the members at least seven (7) days before the meeting at which same is considered.

Amendments:

Article V, Section 10 – amended on October 26, 2004

Article VII, Section 3, third paragraph – amended on April 19, 2005

Article III, Sections 3 and 5; Article IV, Section 1B; Article VIII, Section 1; Article X, Section 1 – amended May 2010

Article III, Sections 1, 2, and 6; Article IV, Sections 1A and 1C; Article IX, Section 4 – amended May 24, 2011

Article VI, Section 2; Article VI, Section 6 added; Article VII, Sections 7 and 8 were added – amended June 17, 2014

Article III, Section 2C added; Article III, Section 7 were added – amended May 19, 2015.

Article III, Section 7A: language from i. moved to vi. as language from i. removed. All bullet points under 7A re-numbered – amended June 30, 2015

Article VI, Section 2; Article VII, Section 7; Article VIII, Section 3 and 3A; Article X, Section 1 – amended October ____, 2021