

## **BYLAWS**

### **Article I. Name and Governing Authority**

**Section 1. Name.** The Association shall be known as the Southeast Evaluation Association (SEA).

**Section 2. Governing Authority.** The Association is incorporated under the laws of the State of Florida pursuant to the Florida Articles of Incorporation. The Association shall be governed by these bylaws as amended from time to time in accordance with the provisions hereof. These bylaws shall not conflict with the Articles of Incorporation.

### **Article II. Objectives**

The objectives of this Association shall be:

- To promote improvement and accountability at all levels of policy and programs.
- To encourage, stimulate, and provide training for evaluation personnel.
- To foster and promote program evaluations by providing opportunities to exchange information and ideas relating to evaluation.
- To promote the development of theory and the acquisition of knowledge on which to base professional program evaluations.
- To promote the use of standards in the evaluation profession. In accomplishing its mission of "Advancing the Profession," SEA encourages the knowledge and use of appropriate evaluation standards by its members. In doing so, the Association recognizes the professional judgment of each member decides which standards are best suited to a particular context.

### **Article III. Membership**

**Section 1. Classes of Membership.** Membership in this Association shall be divided into four classes: Active, Inactive, Lifetime, and Honorary.

- a. **Active Membership.** Active membership shall be open to all persons who subscribe to the purposes of this Association. Active members shall be entitled to full rights and privileges of membership, including the right to attend all meetings of the Association, to participate in its affairs, to vote and to hold office.
- b. **Inactive Members.** An Inactive Member is an Association member who has not paid dues for the current year and is not entitled to vote or hold office. Inactive members are subject to non-member fees for participation in Association activities.
- c. **Lifetime Membership.** At the initiative of the Association, lifetime membership may be accorded to persons who have contributed significantly to the purposes of the Association. Candidates for lifetime membership must be nominated by at least three active members and elected by a two-thirds vote of the Board. Honorary members shall enjoy the same rights and privileges as associate members, but shall be excused from paying annual dues, fees, and special assessments.

- d. Honorary Membership. At the initiative of the Association, honorary membership may be accorded to persons who have attended the annual conference. At the discretion of the Board, an honorary member will receive SEA newsletters and conference announcements via email, and the member will not be charged an annual fee.

**Section 2. Application.** Application for membership shall be made to the Member Services chair. Upon receipt of annual dues, the applicant shall be admitted to membership.

**Section 3. Membership year.** The membership year of the Association shall be from January 1 to December 31.

**Section 4. Termination of Membership.**

- a. Failure to Pay Dues. Failure of members to pay dues for any membership year by the last day of January shall automatically result in loss of good standing and suspension of all rights and privileges of membership for such member. Upon payment of current dues during the membership year for which dues have not been paid, full rights and privileges of membership shall be reinstated by the Treasurer of the Association.
- b. Removal for Cause. If continued membership of any person is believed to be contrary to the interests, purposes, or ethical standards of the evaluation profession and hence of the Association, the President shall appoint a committee to conduct hearings and recommend actions to the Board. Before final action is taken to terminate membership, the member shall be given the opportunity to present a defense. Membership may be terminated by a two-thirds vote of the Board.

**Article IV. Officers**

**Section 1. Titles, Term of Office, Duties.** The officers of this Association shall be a President, a Past President, a President-Elect, a Secretary, and a Treasurer. All officers shall be active members in good standing.

- a. President
  - 1. The term of office of the President shall be one year.
  - 2. The President shall remain on the Board as Past President for one year—subsequent to a term as President.
  - 3. It shall be the duty of the President to preside at all meetings of the Association, to serve as Board Chair, to appoint committees as provided by Article VIII hereof, and to exercise general supervision over the affairs of the Association.
- b. President-Elect
  - 1. The term of office of the President-Elect shall be one year.
  - 2. The President-Elect shall automatically become President at the close of the term of office as President-Elect.
  - 3. It shall be a duty of the President-Elect to act as President in the latter's temporary absence or incapacity.
  - 4. The President-Elect shall chair the Elections Committee.

5. The President-Elect shall chair, or act as co-chair, of the Annual Conference, as determined by the President.
- c. Secretary
    1. The term of office of the Secretary shall be one year.
    2. It shall be the duty of the Secretary to keep a record of all meetings of the Board and of the Association. The Secretary shall keep a file of all materials distributed during the meetings of the Executive Committee and of the Association.
  - d. Treasurer
    1. The term of office of the Treasurer shall be one year.
    2. The Treasurer shall have care and custody of all of the funds of the Association, however received, to sign checks on behalf of the Association for disbursement of funds upon authorization of the President and the Board in accordance with Article VI hereof; shall maintain adequate records of all such receipts and disbursements; and shall provide a current list of members in good standing; and shall present a monthly financial report.
    3. The treasurer shall submit a report of all funds to the incoming treasurer within one-month after the January/February meeting. The incoming treasurer shall submit a report to the Board Committee of all funds within two months after the January/February meeting of the membership.

## **Article V. The Executive Board**

**Section 1. Membership.** The Executive Board of the Association shall consist of the President, the President-Elect, Secretary, Treasurer, the immediate Past President, the Chairpersons of Committees and the Sector Representatives.

**Section 2. Duties.** The Board shall be the legislative and advocacy body for the Association, and shall have general supervision over the affairs of the Association, including the annual adoptions of operating budgets.

**Section 3. Meetings.** A meeting of the Board shall take place two (2) weeks before Association meetings. Additional meetings of the Board shall be held on the call of the President or upon petition in writing by five or more voting members of the Association. A majority of the Board shall constitute a quorum. Any issue discussed at a meeting and held over because of the absence of a quorum may be decided by email or mail ballot or telephone poll of the Board unless three members of the Board request a deferment to a subsequent meeting. Only members of the Board Committee shall vote on questions brought before it. Other persons may be permitted to speak to such matters at the discretion of the Chair.

### **Section 4. Power Over Funds.**

- a. Authorized expenditures. The Board shall have the power to authorize expenditures of Association funds. Ordinary expenditures shall be authorized by the approval of an annual budget by at least two-thirds of the Board voting at a meeting. Expenditure in excess of, or in addition to, amounts stated in approved budgets shall be authorized only upon a two-thirds vote of the Board. Votes may be conducted at a meeting or by mail or email.

- b. **Bank Accounts.** Bank accounts of the Association shall be established by at least a two-thirds majority vote of the Board, and Association funds shall be deposited only into accounts so authorized. Such accounts are deemed to include interest-bearing accounts or short-term certificates of deposit, into which the Board may authorize the deposit of Association funds from time to time. Only those Officers designated by majority vote of the Board shall be authorized to sign checks or otherwise withdraw funds of the Association.

**Section 5. Review of Actions.** All actions of the Board are subject to review by the active members of the Association at the next meeting following such actions. The minutes of Board meetings shall be made available at the Association meeting next following such Board meetings.

**Section 6. Vacancies.** Vacancies that occur by virtue of the death, incapacity , resignation or termination of membership of a member of the Board, shall be filled as provided in this section. If a member of the Board loses good standing because of non-payment of dues as provided in Article III, Section 4, the remaining members of the Board may, after 14 days' notice to such member, declare a vacancy and proceed to fill it as provided herein.

- a. The President-Elect shall fill a vacancy in the office of President. If the President-Elect is unable to serve, the Past President shall fill the vacancy in the office of President.
- b. The Board by a two-thirds vote will appoint an SEA member in good standing to fill a vacancy in the office of President-Elect.
- c. The Board by a two-thirds vote will appoint SEA members in good standing to fill vacancies in the offices of Secretary, Treasurer, and Past President.

#### **Article VI. Nomination, Election, and Installation of Officers and Directors**

**Section 1. Nominations.** An Elections Committee consisting of the Sector Representatives plus the President-Elect as Chair shall nominate one or, at most, two qualified persons for each office to be filled.

- a. The Elections Committee shall meet and nominate qualified persons for each office to be filled; except that nominations for the office of Secretary and Treasurer may be made as provided in paragraph b of this Section.
- b. The Elections Committee may nominate an incumbent Secretary or Treasurer to candidacy for an additional term of one year without opposition. No person may be nominated to such candidacy without opposition in two successive years.
- c. Additional qualified members may be nominated to candidacy for any office to be filled, upon petition by five or more active members in good standing. Nomination petitions shall be delivered to the Chair of the Elections Committee, with copies to the Board on or before a date established as provided in Section 2 of this Article. Names of members nominated shall be placed on the ballot as provided in Section 4 of this Article.
- d. The Elections Committee shall ensure that the President-Elect nominees shall not be from the same sector as the current President-Elect and that a majority of nominees are not from a single sector.

**Section 2. Notice of Nominations.** The names of the nominees selected by the Elections Committee shall be emailed or mailed to the active members with notice that additional persons may be nominated by petition. Such notice shall establish a date after which nomination petitions will not be accepted.

**Section 3. Qualification.** The Elections Committee shall ensure that its nominees and others nominated by petition are members in good standing as defined in Article III, Section 4. Further, no person shall be nominated for election to any office, which such person has previously held in this Association, except the offices of Secretary and Treasurer, until after a period of three years from the date of previous occupancy.

**Section 4. Balloting.** Election shall be by secret ballot. The Elections Committee shall prepare an official ballot containing the names of each nominee for each office. One ballot shall be distributed to each active member in good standing. Each ballot shall state the date that voting closes. Ballots shall be returned to the President-Elect. Ballots received after voting has closed shall not be counted.

**Section 5. Counting Votes.** The Elections Committee shall count votes cast for each candidate. If more than one candidate has been nominated for an office, the candidate receiving the most votes shall be declared elected.

**Section 6. Announcement of Results.** The President shall announce the election results at the annual Association meeting. The announcement shall also be posted on the SEA website subsequent to the annual meeting.

**Section 7. Time of Installation.** Newly elected officers shall take office following the close of the business session held at the Association's annual meeting in January/February or if there is no annual meeting, on the first day of the membership year following expiration of the term of office of the President.

## **Article VII. Membership Meetings**

**Section 1. Meeting Times.** The Board shall meet no fewer than four times each year at times designated by the President.

**Section 2. Notice of Meeting.** The President shall inform the Board by mail or email of the place and time of meetings. Such notice shall also indicate the matters of business known by that date to be presented for action at the meeting.

**Section 3. Quorum.** A quorum is defined as those members present at any meeting that has been announced in accordance with Section 2 of this Article.

## **Article VIII. Other Committees**

**Section 1. Annual Committees.** Annual Committees of the Association shall be:

- a. An Outreach Committee, to be composed of four Sector Representatives (university, state, local, and private) plus volunteers. The President shall appoint a Chairperson of the Committee. The Outreach Committee is charged with aggressively promoting membership in the Association and making recommendations to the President concerning outreach matters. The Outreach Committee shall also maintain active liaisons with other organizations that provide professional development training to accountability professionals, including but not limited to the Institute of Internal

Auditors, the American Society for Public Administration, the Florida Inspectors General Network, and the National Legislative Program Evaluation Society.

1. The President shall appoint at least one Sector Representative for each sector (university, state, local, and private) each year.
  2. The term of office for Sector Representative shall be one year.
  3. The Sector Representatives shall serve on the Board, on the Elections and Program Committees and assist in the general supervision of the affairs of the Association in accordance with Article V.
- b. A Committee on Member Services, to be composed of members of the Board and volunteers. The President shall designate a Committee Chairperson. The responsibilities of this committee shall be to receive and process membership applications, maintain the membership list, handle all communication with members, and plan, produce, and distribute publications and information to the membership.
- c. A Program Committee, which shall at a minimum include representatives from the various sectors of the Association. The President shall appoint a Chairperson who may appoint ex officio members to one-year terms. The responsibility of this committee shall be to recommend to the Board programs and activities of professional education and training which shall be carried out at appropriate times during the year. The Program Committee shall have a Conference Subcommittee, composed of the President-Elect, a Chair or Co-Chairs, appointed by the President, the chair of the program committee, and at least four volunteers who generally reflect the membership and interests of the Association. The Conference Subcommittee shall plan, implement and evaluate the SEA Conference, which shall be held during January or February each year. The Conference Subcommittee acts in consultation with the Board, which must approve all conference-related decisions, including the conference budget, prior to implementation of the actions.
- d. An Elections Committee composed of the Sector representatives and chaired by the President-Elect. The responsibility of the Elections Committee shall be to nominate qualified active members for each office to be filled by election as provided in Article VII, to certify the qualifications of members nominated by petition, and to render its report to the Executive Committee in sufficient time to permit timely notification and preparation of ballots, administer all elections, tally the votes received by each candidate or for each question submitted to the membership, and to certify the winner of each office or the outcome of each question.

**Section 2. Ad Hoc Committees.** Ad Hoc Committees may be appointed by the President to make recommendations or conduct activities for specific purposes, and to serve for specific times. Ad Hoc committees shall be dissolved upon the completion of their work and rendering of final reports or upon the completion of the term of office of the appointing President, whichever comes first.

- a. A Finance Committee of at least three members, to be nominated by the President and approved by the Board. The President shall designate one of the members of the Board to be Chair. The Finance Committee shall examine the records of Association receipts and disbursements since the date of the previous audit, and

determine whether receipts have been properly accounted for and whether disbursements have been made pursuant to Board action and in accordance with these bylaws.

**Section 4. Qualification of Committee Chairpersons.** The member serving as chair of each committee described herein shall be an active member in good standing.

#### **Article IX. Finances**

**Section 1. Initial Dues.** The Board by a two-thirds vote shall establish dues and feed for SEA active members, for full-time students, and for non-members relating to special functions sponsored by the Association.

**Section 2. Changes.** Changes in the dues may be recommended by the Board or by any group of ten active members. Any such change shall be discussed at the annual meeting of the Association and may be ratified at the same annual meeting or by mail ballot.

**Section 3. Grants.** In keeping with its objectives, the Association may receive grants and contributions from members and other interested parties to help carry out its programs and objectives. Unrestricted grants will be added to the general operating funds of the Association and controlled accordingly. Where special requirements are imposed by the grant, the Board shall review the grant, decide on acceptance, and specify conditions for controlling the funds.

**Section 4. Use of Funds.** The Association shall use funds collected only to accomplish the objectives stated in these bylaws. No member or group of members shall commit the financial resources of the Association in any manner except as stipulated in these bylaws.

**Section 5. Dissolution.** In the event the Association is dissolved, the Board then in office shall remain in office until all affairs of the Association have been properly terminated. Any funds remaining after payment of debts and obligations shall be distributed to one or more non-profit educational or scientific organizations.

#### **Article X. Amendments**

**Section 1. Amendments and Revisions.** Changes in these bylaws may be proposed by a two-thirds majority vote of the Board, by written request of ten or more active members, or by action of a duly constituted committee whose charge involves amendments or revisions hereto. Proposed changes may be adopted by a two-thirds vote of the Board. Changes adopted by the Board will be published and communicated to all active members.

#### **Article XI. Special Interest Groups**

##### **Section 1. Establishment**

- a. Each petition to establish a Special Interest Group must contain a title for the group and be accompanied by a description of the purpose of the group.
- b. Each Special Interest Group may be assessed a fee to offset excessive additional cost to the Association. The Board shall determine such fees.

**Section 2. Officers.** Each Special Interest Group shall designate one of its members as SIG Chair, and shall advise the Secretary of the name of the member so designated.

**Section 3. Bylaws.** Special Interest Group bylaws and activities may not conflict with the Articles of Incorporation or the bylaws of the Association. Power to determine whether conflicts occur rests with the Board.

**Section 4. Termination.** The Board may withdraw recognition of a Special Interest Group if its membership falls below four active members or if it fails to transmit its annual membership fee to the Secretary-Treasurer by the close of any membership year, or for other good and sufficient reasons. Such action requires a vote of two-thirds of the members of the Board.

**Section 5. Objectives.** Objectives of the Special Interest Groups may not conflict with those of the Association.