

Affiliate Members of the organization by paying appropriate dues as established by the Board. Affiliate Members may not vote on matters before the organization.

ARTICLE IV Fiscal Year

Section 1. The Fiscal Year shall be the Calendar Year.

ARTICLE V Annual and Special Meetings

Section 1. The Annual Meeting shall be held in the fall, or at such other time as shall be determined by the Board. At least (60) sixty days notice shall be provided to the Chapters and members of all categories as to the time and place.

Section 2. Special meetings may be called by the President, with Board approval, or by a petition to the President signed by a majority of the Chapter Presidents representing Regular Members. At least (30) thirty days' notice shall be provided to Chapters as to the time and place, and the specific agenda items to which consideration will be given.

Section 3. FLiCRA members in any category in good standing may attend Annual or Special Meetings. Only members of the Board and Chapter Delegates may debate and vote at Annual or Special Meetings. A registered Chapter Delegate may vote by proxy for absent Delegates from their Chapter.

Section 4. When action by the Chapter Delegates is required each FLiCRA Chapter as defined under Article III, Section 2 may select Delegates to Annual or Special Meetings. The number of Delegates shall be based on the number of active Regular Members on record for each Chapter as follows: 25 - 100 members = (1) one Delegate and (1) one Delegate for each additional 100 members or any number thereof.

Each Chapter shall provide the names of Delegates to the Executive Director for registration at least (10) ten working days prior to a Membership Meeting. In the event that a Chapter is unable to submit all such names within the stated timeframe, the Board may at its discretion; with a (2/3) two-thirds vote, waive this provision and accept the late registration(s).

Section 5. Chapter Delegates shall have final approval on the annual budget, Bylaws amendments, and such other matters as referred to them by the Board.

Section 6. A quorum shall consist of a majority of the duly registered Chapter Delegates.

Section 7. FLiCRA shall not be responsible for expenses incurred by Chapter Delegates. Chapters may reimburse Delegates from their Chapter treasury in accordance with reimbursement standards adopted by the Chapter Board.

Section 8. At the Annual Meetings, Chapter Delegates shall elect At Large Directors, as defined in Article VI, Section 3, who will join Regional Directors as defined in Article VI, Section 2 to form the Board. At Large Directors and Regional Directors shall assume office immediately following the election of At Large Directors. The Board shall manage the affairs of the Association and have responsibility for the Office of the Executive Director and associated staff.

ARTICLE VI

State Board

Section 1. The Board shall be comprised of a minimum of (12) twelve members and a maximum of (14) fourteen members, consisting of one Regional Director elected from each region and the remainder being At Large Directors.

Section 2. Regional Directors shall be elected by the Presidents of Chapters within each region or by Chapter designates. Each Chapter shall have one vote for purposes of this section and shall identify the person who will vote for the Chapter. Designated members as specified in this section shall conduct an election for a new Regional Director at least (30) thirty days prior to the Annual Meeting. Designated members representing Chapters shall conduct the election for a Regional Director through any of the following means: teleconference, e-mail or mail ballot, or at an in-person meeting. A quorum of Chapters must vote and a simple majority is required to elect a Regional Director.

Section 3. At Large Directors shall be elected by Chapter Delegates at the Annual Meeting.

Section 4. In the case of a tie in voting for an At Large Director, such vote shall be retaken until the tie is broken. Should a majority of voters' request a recount, a recapitulation of the tellers' tabulations is in order to assure that the count is correct as reported.

Section 5. All Directors shall serve for (3) three year staggered terms. Directors may serve (2) two consecutive (3) three-year terms after which they will not be eligible for reelection for (1) one year. An appointed Director, filling a vacancy, and who serves more than half of a three-year term shall be deemed to have served a full term. The Board has the authority for determining the process for ensuring the representation of the Associate Member category as addressed in Article III, Section 3.

Section 6. A vacancy on the Board shall be filled by vote of the remaining Directors, with the provision that a Regional Director shall be replaced from the same region.

Section 7. The Board shall convene prior to the conclusion of the Annual Meeting and elect from its membership a President, a Vice President, a Secretary and a Treasurer to serve through the next Annual Meeting or until replaced. Only Regular Members of the Association shall serve as Officers. The Immediate Past President and Executive Director shall each serve as an ex officio nonvoting member of the Board.

Section 8. The Board may designate at least (5) five of its members including the President, Vice President, Secretary, Treasurer and one other Director to serve as an Executive Committee to take action as needed between Board meetings. At least one member of the Committee must be a Regional Director. The Executive Committee shall make a full report of all actions at the next meeting of the Board of Directors.

Section 9. Meetings of the Board may be called by the President; a quorum shall consist of a majority of the Board Members. Teleconferences and electronic ballots may be used to conduct Board Meetings provided all Board members have been notified of the date and time of the teleconference or electronic ballot timeline, and at least a quorum has responded and participates in the conference or electronic ballot request. All decisions taken by voice just as in a roll call vote, or by general consent and by electronic ballot shall require a simple majority.

Section 10. At the mid-year meeting of the Board, the President with Board approval shall appoint a Nominating Committee to recommend a slate of candidates who are Regular Members for At Large Board positions to be vacated. A Regular Member that wishes to serve as an At Large Director must be willing to serve in the office of President, should it become necessary, to be eligible to be considered as a nominee. For the purpose of assisting the Nominating

Committee in developing a slate of nominees, at least (90) ninety days prior to the Annual Meeting, a call for suggested nominations will be sent to the membership specifying the number of At Large Director vacancies on the Board. A Regular Member may suggest himself or herself or any other member who has indicated a willingness to serve. The Nominating Committee shall recommend a slate of candidates for the Officer positions.

Section 11. The Board shall discharge the duties of those offices as set forth in the latest version of the FLiCRA Manual of Procedures.

Section 12. The Treasurer shall prepare budgets for the operation of the Association, review monthly financial reports from the Executive Director, and report monthly to the Board and at least annually to the membership.

Section 13. The interest of each Member in the funds, investments and other assets of the Association shall terminate, ipso facto, upon dissolution or termination of the existence of the Association and no Member shall have any interest or right in such assets individually. Upon dissolution of the Association, the funds, investments and other assets shall be distributed among not-for-profit organizations having similar charitable purposes.

Section 14. No Director shall receive any remuneration as a result of services as a Director. However, Directors may be reimbursed for reasonable expenses incurred as a result of their duties, as well as travel expenses incurred. Any member of FLiCRA may also be reimbursed on the same basis for reasonable expenses incurred for specific assignments of the Board.

ARTICLE VII Parliamentary Authority

Section 1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the current edition of the Association Bylaws and any special rules of the order the Association may adopt.

Section 2. The suspension of the rules or provisions of these Bylaws shall be applicable only to voting, appeals, or dues. Such waivers require a motion of suspension or waiver stating the rule to be suspended along with the purpose, and shall be adopted only upon a (2/3) two-thirds affirmative vote. The ability to suspend the rules is only possible for other matters when specifically provided for as contained within the relevant Section of the Bylaws.

In no case may the rules for the protection of the rights of individual members, the right of the minority to be heard, or the right of the majority to carry out its will be suspended. Even with a unanimous vote the rules cannot be suspended to allow nonmembers to vote, waive the quorum requirement, or waive notice of Bylaws amendments.

ARTICLE VIII Amendments of Bylaws

Section 1. These Bylaws may be amended by a (2/3) two-thirds vote of the Chapter Delegates at a Annual or Special Meeting, provided that written notice is given to the Chapter Presidents at least (30) thirty days prior to the meeting.

Originally Adopted 1989; Revised and Adopted 5/16/91; Revised and Adopted 5/14/92; Revised and Adopted 5/9/96; Revised 10/11/96; Revised 11/7/96; Revised and Adopted 5/14/97; Revised and Adopted 11/7/01; Revised and

Adopted 11/7/02; Proposed Amendments adopted by the Board of Directors 5/19/2003 and 8/13/2003; Adopted by Chapter Delegates 11/6/03; Proposed Amendments Adopted by the Board of Directors 2/6/06 Recommended for Action to the Chapter Delegates November 2006, Changes Adopted November 2006 by Delegates, Changes Adopted November 2012.