Bylaws

Colorado Society of Association Executives

Adopted June 11, 2026

ARTICLE I. NAME/LOCATION

Section 1. Name. The name of the organization shall be the Colorado Society of Association Executives (the "Society").

Section 2. Location. The principal office of the Society shall be in the metropolitan Denver, Colorado area. The Society may have other offices as designated by the board of directors.

ARTICLE II. PURPOSES

Section 1. Purposes. The purposes of the Society shall be:

To promote and protect the interests of the profession of association management.

To provide an opportunity for the exchange of experiences and opinions.

To improve the services rendered by association professionals to their respective associations.

To develop and make available activities and programs that will assist association professionals in their work and enhance their professionalism.

To develop and encourage the practice of high standards of professional conduct among association professionals.

To promote the purpose and effectiveness of voluntary associations by means consistent with the public interest representative complying with all other membership requirements.

ARTICLE III. MEMBERS

Section 1. Qualifications: Membership in this Society shall be composed primarily of persons engaged in the management of trade, professional, technical, educational, philanthropic or similar type organizations who agree to comply with the Society's purposes as stated in these bylaws.

Section 2. Application for Membership: Application for membership must be submitted as provided by the Board.

Section 3. Dues: Dues and fees for all categories of membership shall be established by the board of directors and payable on receipt of the annual dues notice.

Section 4. Classes of Members. The Society shall have classes of members, including but not limited to Association Professionals and Suppliers, as discussed below, and such other classes as the Board may identify from time to time. Each class shall have qualifications, rights, and privileges as determined by the Board from time to time. Association Professional and Supplier Members shall be represented on the Board pursuant to Article IV below and Members shall have the ability to serve on committees and participate in the nomination process for directors.

a) Association Professional Member: Any individual devoting a majority of their working time to the management of voluntary trade, professional, educational, philanthropic, technical or similar type organizations which have either members or donors or both may obtain an Association Professional membership by making application to the Society. The requirement that the organization be voluntary shall not exclude representatives of such organizations as an integrated state bar association or other professional society with a licensing function; however, it is not intended to include such organizations as a cooperative buying or selling group or a strictly political or labor group.

b) Supplier Member: Any company or firm engaged in marketing or supplying goods or services to associations may obtain a supplier membership by making application and submitting to the Society the name of their official representative complying with all other membership requirements.

c) Such other classes as may be designated from time to time by the Board.

Section 5. Supplier and Allied Supplier Member Transfers: The designated representative(s) of an associate member company shall be transferable upon written notice of the name(s) of the new individual(s) to be designated to represent the supplier or allied supplier member.

Section 6. Termination for Delinquent Dues: The membership of any member more than sixty (60) days delinquent in dues payment may be terminated without notice by the board of directors.

Section 7. Termination or Suspension: The membership of any member may be terminated or suspended at any time for sufficient cause. Sufficient cause for termination or suspension shall include violation of the bylaws or any lawful rule or policy duly adopted by the Society, or any other conduct prejudicial to the interests of the Society. Termination or suspension for cause shall occur only after (1) the member has been advised in writing of the complaint lodged against the member and has been given a minimum of thirty (30) days to appeal the board's recommendation; (2) a fair and reasonable procedure in accordance with C.R.S. 7-126-302 has occurred and (3) the board of directors approves the termination or suspension by the affirmative vote of two-thirds of the board .

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition. The board of directors of the Society shall consist of (i) the following officers, who shall also be directors: president, president-elect, secretary, and treasurer, and the most immediate past president available; and (ii) the following non-officer directors: one director who is an Association Professional member who may or may not be an association chief executive officer (CEO or similarly designated position), four directors who are Association Professional members who are association CEOs and two directors who are supplier members. The president-elect shall succeed the president in office; however, there will be no other automatic order of succession. If the president is unable to serve, the president-elect shall automatically succeed to that position. Directors shall serve a two-year term.

Terms shall be staggered so that two directors who are association CEOs and one director who may or may not be an association CEO and one director who is a supplier member shall be elected each year.

Section 2. Director Eligibility. An individual must have been a member of the Society for at least one (1) year at any time prior to being nominated as a candidate for the board of directors. Directors must comply with any applicable eligibility requirements of their membership class, except that if a director loses such eligibility by reason of a change in such director's employment, work, or volunteer status, such director shall be permitted to finish their term.

Section 3. Officer Eligibility. To be nominated as an officer of the Society, an individual must be an Association Professional or Supplier member of the Society and must have had at least one (1) year of experience on the board of directors at any time prior to such nomination.

Section 4. Term of Office. The board of directors' term of office shall coincide with the Society's fiscal year (July 1 -June 30). The board of directors shall assume office July 1 following election at the annual meeting and shall serve their elected term or until their successors are elected and have assumed office. Officers shall serve a one (1) year term. Directors shall serve a two (2) year term. No elected officer or director may serve for more than two consecutive terms in the same office.

Section 5. Vacancies.

President. A vacancy in the office of President is automatically filled by the president-elect.

President-elect. Subject to the requirement of Article IV, Section 2, a vacancy in the office of president-elect is filled as follows:

- The nominating committee will present a nominee to the board at a board meeting.
- Nominations may be made from the floor at such board meeting.
- The election will be held immediately following the close of nominations.

All other vacancies. All other vacancies on the board of directors may be filled for the balance of the term as follows: the president will nominate a candidate to be ratified by the board.

Section 6. Meetings.

Regular. The president shall submit to the newly elected board a proposed schedule of board meetings for the upcoming year.

Special. Special meetings of the board may be called by the president or a majority of the board members upon a ten (10) day notice. The ten (10) day notice requirement may be waived for special meetings if the entire board consents.

Notice. Notice of board meetings shall be sent in a reasonable time period by written or electronic means to the board of directors.

Section 7. Responsibility. There shall be a description of responsibility maintained in the office of the Society for the members of the board of directors, which shall be reviewed annually by the Board.

Section 8. Quorum. A majority of the entire Board in office immediately before a meeting begins shall constitute a quorum.

Section 9. Voting. All members of the board of directors – including officers, association professionals, and suppliers - are eligible to vote on all business that comes before the board of directors.

Section 10. Resignation. A member of the board may resign at anytime by giving written notice to the Society. The resignation is effective when the notice is received by the Society unless the notice provides for a later effective date.

Section 11. Removal. Any director may be removed at any time, with or without cause, by the affirmative vote of a majority of the other directors then in office.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. At least 90 days prior to the annual meeting of the members, the president shall appoint, with the approval of the board of directors, a nominating committee consisting of five members, including the president-elect who will serve as the chairman, three Association Professional members and one supplier member. The president shall not be a member of the nominating committee.

Section 2. Duties.
The Nominating Committee shall ask for nominee applications from the Board and from the Society's membership and shall select a slate of candidates for approval by the board pursuant to Section 3 below.

Section 3. Election. At least 30 days prior to the annual meeting, the board shall vote on the slate of candidates by a majority vote of those present at a meeting wherein a quorum of the board is present. The board may amend any portion of the slate by 2/3 vote of all elected directors no later than 32 days prior to the annual meeting.

Section 4. Consent. Each individual who submits an application shall be considered to have committed to serve in any position to which they are nominated and elected.

Section 5. The board shall notify the membership 30 days in advance of the annual meeting of the newly-elected directors and shall present the newly-elected directors to the membership at the annual meeting.

ARTICLE VI. MEMBERSHIP MEETINGS

Section 1. Annual. The annual meeting of the Society shall be held at such place and on such date as determined by the board of directors.

Section 2. Special. Special meetings of the Society may be called by the president or a majority of the board of directors or by the president upon written request of ten (10) percent or more of the membership for a specific purpose or purposes. Written notice of special meetings shall be sent to each member no less than ten (10) days and no more than fifty (50) days in advance of said meeting with an agenda. Only the items on that agenda may be discussed at the special meeting.

Section 3. Quorum. Ten (10) percent of the total number of members shall constitute a quorum at a membership meeting.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. Composition. The members of the executive committee shall be the president, the president-elect, the secretary, the treasurer, and the most immediate past president available. The executive director shall also be an ex-officio non-voting member of the executive committee.

Section 2. Duties. The executive committee shall have general supervision of the affairs of the Society between meetings of the board and shall act in the intervals between meetings of the board. Decisions shall be subject to ratification by the board of directors.

Section 3. Quorum. A majority of the members of the executive committee shall constitute a quorum.

ARTICLE VIII. COMMITTEES

Section 1. Each year's committees of the Society shall be determined by the board of directors.

Chairs. The committee chairs of the Society shall be appointed annually by the president with involvement of the Executive Director. Each committee shall consist of a chair and at least two (2) members.

Duties. The purpose and a description of responsibility for each committee shall be maintained at the office of the Society and shall be reviewed annually by the board.

Section 2. Special. The president may appoint other committees for special purposes.

Section 3. Quorum. A majority of the members of the committee shall constitute a quorum.

ARTICLE IX. ADMINISTRATION & MANAGEMENT

Section 1. Management. The administration and management of the Society shall be a chief staff executive or may be an association management company with direct responsibility to the board of directors. The chief staff executive is an administrative member of the Society who serves without vote. The chief staff executive shall be an ex-officio member of the board and executive committee, without vote.

Section 2. Title. The board of directors shall determine the title of the chief staff executive.

ARTICLE X. FINANCES

Section 1. Fiscal Year. The fiscal year of the Society shall be July 1 through June 30.

Section 2. Authorization. The board of directors must authorize or approve any funds of the Society, which are committed, disbursed or paid.

Section 3. Bond. Any person authorized to receive or disburse funds for the Society shall be bonded as prescribed by the board of directors, and this expense shall be borne by the Society.

ARTICLE XI. INDEMNIFICATION

The Society shall indemnify every director, officer, employee of the Society and such others as determined by the Board who is or was a party or is threatened to be made a party to any proceeding against expenses (including attorneys, fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person: [i] acted in good faith, [ii] reasonably believed, in the case of conduct in an official capacity with the Society, that the conduct was in the best interests of the Society, and, in all other cases, that the conduct was at least not opposed to the best interests of the Society, and iii] with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this provision either: (i in connection with a proceeding brought by or in the right of the Society in which the director or officer was adjudged liable to the Society; or [ii] in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in that person's official capacity, in which the officer or director is ultimately adjudged liable on the basis that the director or officer improperly received personal benefit. Indemnification under this provision in connection with a proceeding brought by or in the right of the Society shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of solo contender or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth herein.

The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, resolution of disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

ARTICLE XII. PARLIAMENTARY AUTHORITY

The parliamentary rules found in the most recent edition of Roberts Rules of Order Newly Revised shall govern the proceedings of the Society in all cases not covered by these bylaws.

ARTICLE XIII. AMENDMENTS

Section 1. Proposals. Amendments to or revision of these bylaws may be proposed by the board of directors on its own initiative, by the bylaws committee, or by any member of the Society then in good standing.

Section 2. Vote. These bylaws may be altered, amended, or repealed by the Board at any regular meeting of the Board or at any special meeting called for such purpose, unless the Act requires member consent for a proposed amendment (for example, if the amendment would result in a change of the rights, privileges, preferences, restrictions, or conditions of a class of members as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences restrictions, or conditions of another class of Members), which consent shall be the Members’ exclusive voting right under these Bylaws.

ARTICLE XIV. DISSOLUTION

The Society shall use its funds only to accomplish the purposes specified in the bylaws and no part of said funds shall inure, or be distributed to the members of the Society. On dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization or organizations to be selected by the board of directors.

Amended/Revised:

4/1989
5/1995
6/1997
3/2000
6/2011
6/2013
5/2016
6/2021
6/2026