

Bylaws of the
National Information Officers Association, Inc.

*Amended and restated as of
January 12, 2024*

Bylaws of the
National Information Officers Association, Incorporated

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Bylaws of the National Information Officers Association, Incorporated

These Bylaws dated January 12, 2024 (the “Bylaws”) amend, restate, and replace all prior Bylaws, amended and restated Bylaws, and amendments of the Bylaws of the NIOA (defined below).

ARTICLE 1 NAME

The name of the organization is **THE NATIONAL INFORMATION OFFICERS’ ASSOCIATION, INCORPORATED** (herein “NIOA”). These Bylaws shall regulate the affairs of the NIOA, subject to the provisions of the NIOA’s Articles of Incorporation and any applicable provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended from time to time (the “Act”).

ARTICLE 2 OBJECTIVES AND PURPOSES

2.1. Not for Profit Organization. The NIOA is a not-for-profit organization and shall be operated exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as from time-to-time amended, and shall not engage in any activities which, in themselves, are not in furtherance of one or more said purposes.

2.2. No Private Benefit or Lobbying. The NIOA will carry out its activities so as not to violate the private benefit or private inurement doctrines or the rules pertaining to excess benefit transactions for nonprofit corporations. The NIOA will not lobby any legislative body or any elected or administrative official of any federal or state government in any fashion that would result in loss of the NIOA’s exemption under Section 501(c)(3) of the Internal Revenue Code. Further, the NIOA will not participate or intervene in, including publishing or distributing statements, any political campaign on behalf of, or in opposition to, any candidate for public office. Neither shall the NIOA undertake as a substantial part of its activities any attempt to influence legislation by propaganda or otherwise in a fashion which would result in the loss of the NIOA’s tax exemption under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3 OFFICES AND REGISTERED AGENT

3.1. Registered Office and Registered Agent. The NIOA shall designate and continuously maintain a registered office and a registered agent at its registered office in the State of Florida.

3.2. Principal Office. The principal office of the NIOA shall be that which is designated as such by the Board of Directors (sometimes herein the “Board”).

3.3. Other Offices. The NIOA may also have other offices within and without the State of Florida at such place(s) as the Board of Directors may from time to time determine.

ARTICLE 4 MEMBERS

4.1. Members.

(a) The NIOA shall have one (1) class of members (herein “Member” or “Members”). Members shall be natural persons residing in the United States, United States territories, or Canada. Membership in the NIOA shall be open to any person actively employed by a government agency or a public safety or emergency services organization, whose primary responsibilities include managing and disseminating public information (a “Public Information Officer” or “PIO”), or other persons as determined by majority vote of the Board. The NIOA may also accept applications for membership in the NIOA by Public Information Officers who serve in a voluntary capacity. The applications of such applicants shall be accompanied by a letter from such PIO’s organization, confirming such person’s service as a voluntary PIO.

(b) Members who are no longer actively employed or voluntarily serving in a public information capacity due to retirement or promotion, may petition the NIOA to renew their membership in the NIOA. Such petition shall be made in writing and addressed to the NIOA, and referred to and considered by the Board of Directors. All petitions must be approved by majority vote of the Board in order for a membership to be retained. Members who are no longer actively employed or voluntarily serving in a public information capacity for any reason other than retirement or promotion may not renew their membership in the NIOA.

4.2. Application for Election to Membership. Application for membership in the NIOA shall be made by completing and submitting a membership application form approved by the Board of Directors, which shall be made available in print and via online submission on the NIOA website. Therein, each applicant must: (i) provide all required information, (ii) agree that he or she has read and accepts and agrees to be bound by the Bylaws of the NIOA, and (iii) will pay all applicable dues and any other financial obligations. Upon receipt by the NIOA, and unless otherwise provided by the Board of Directors, such application shall be referred to and considered by the Executive Director, except that all applications for Members whose memberships in the NIOA have been terminated for cause shall be referred to and considered by the Board of Directors. If the Executive Director approves, or, in the case of a terminated Member, a majority of the members of the Board vote to grant, membership to an applicant, such applicant shall be admitted for membership. No applicant shall be treated as a Member unless and until formally admitted as a Member as provided in this Section.

4.3. Voluntary Termination of Membership. Any Member of the NIOA may resign at any time by giving written notice of his or her resignation to the Executive Director of the NIOA. Any resignation shall take effect at the time specified in said notice, or, if the time when the resignation shall become effective is not specified in said notice, immediately upon its receipt by the Executive Director.

4.4. Involuntary Termination of Membership. The membership of any Member of the NIOA may be terminated as follows:

(a) **Mandatory Termination for Delinquency.** In the event of any failure by a Member to timely pay any annual dues or other financial obligations of a Member to the NIOA the Member's membership in the NIOA will be terminated. No further action of the Board shall be required to terminate the membership of a delinquent Member. Any Member whose membership is terminated solely due to a delinquency and thereafter makes payment of all outstanding obligations of said terminated Member owed to the NIOA shall automatically be reinstated as a member.

(b) **Termination For Cause.**

(i) If any Member or a member of the Board (a "Recommending Party") has reason to believe that a Member should have such Member's membership in the NIOA terminated, such Recommending Party shall provide written notice (a "Termination Proposal") to the President of the NIOA setting forth the name of the Member that the Recommending Party believes should be removed as a Member and the grounds for termination of the Member's membership. The Board from time to time shall adopt and disseminate policies advising the Members of those acts or omissions that the Board has determined would constitute sufficient grounds for termination hereunder; provided, however, that nothing herein shall limit the Board's discretion to approve the termination of a Member for any act or omission: (i) that the Board determines to be in substantial conflict with, or adverse to, the NIOA's stated objectives and purposes as set forth in **Article 2** hereof, or (ii) is otherwise determined by majority vote of the Board to expose the NIOA to potential liability and/or negative publicity, whether or not expressly set forth in such advisory communications.

(ii) Following the President's receipt of a Termination Proposal, the President shall present the Termination Proposal to the Board. The Board shall discuss the Termination Proposal and upon motion from a member of the Board vote to (A) determine that cause does not exist for the termination of the Member subject to the Termination Proposal, in which case the Termination Proposal shall be dismissed; (B) determine that the Board needs additional information before acting on the Termination Proposal, authorize the President and/or Executive Director to conduct an investigation and develop additional facts for consideration by the Board, and postpone a vote on the merits of the Termination Proposal until such time that additional facts have been developed, but in no event shall a follow-up vote be postponed for more than two (2) months; or (C) determine that, in the sole discretion of the Board, cause exists to terminate the membership interest of the Member identified in the Termination Proposal.

(iii) If the Board affirmatively votes that it has cause to terminate a Member's membership interest, the President or Executive Director shall give such Member

written notice of the Board's decision, and the basis therefor, not less than fifteen (15) days prior to the effective date of termination (the "Termination Effective Date"). The Member subject to the Termination Proposal shall be given an opportunity to address the Board, orally, by conference call, or in writing, in the discretion of the Board. The Board may schedule such opportunity for any time after the Board's receipt of the Termination Proposal but not less than five (5) days prior to any Termination Effective Date (defined below).

(iv) Notwithstanding the foregoing to the contrary, any Member of the NIOA found to be distributing, selling or otherwise using the membership lists of the NIOA for financial gain or in any manner inconsistent with the purposes of the NIOA, without the express permission of the Board of Directors, shall have his or her membership immediately and irrevocably revoked by the NIOA.

(c) **Forgiveness of Past Due Amounts.** Any Member whose membership is terminated, either voluntarily or involuntarily, shall remain fully liable for any unpaid dues or any other financial obligations theretofore incurred by him or her prior to the effective date of termination, except upon renewal after termination of membership for transfer under **Section 4.1(b)**, or as otherwise approved by the Board.

4.5. Duration and Transfer of Membership. Membership in the NIOA has a duration of one (1) year, based on a calendar year. A membership is not transferable or assignable by any Member. A membership is an individual, not an agency, membership.

4.6. Voting Rights. Each Member in good standing with the NIOA shall be entitled to one (1) vote on each matter submitted to the membership for a vote.

4.7. Method of Voting. Except for the election of officers at the annual meeting, members shall vote in person and their votes shall be by voice or by show of hands of the Members unless the Members holding a majority of the voting power present at the meeting shall, prior to voting on any matter, demand a ballot vote on that particular matter.

4.8. Annual Meeting. The "annual meeting" shall be comprised of two (2) meetings occurring during the NIOA's annual conference, which two (2) meetings may be held on separate days of such conference in the discretion of the Board. One (1) such meeting shall be held for the purpose of electing the officers of the NIOA for their respective terms, and conducting such business as may properly be brought before the meeting. And, one (1) such meeting shall be held for the purpose of receiving new business, approving the NIOA financial report, and conducting such business as may otherwise properly be brought before the meeting. Election of candidates shall occur simultaneous to the annual business meeting, with candidates having the option to formally introduce themselves to the membership on the preceding day.

4.9. Place and Time of Annual Meeting. The annual meeting of the Members shall be held on/at such date, time and location as may be designated from time to time by the Board of Directors. Until such time as the Board of Directors shall designate otherwise, the annual meeting shall be held at the Sand Key Resort in Clearwater Beach, Florida, during the NIOA's annual conference. A location in Nashville, Tennessee shall be the preferred alternate location.

4.10. Notice of Meetings.

(a) **Annual Meeting.** Written notice of the NIOA annual meeting shall be made by publishing an announcement specifying the places, days, and hours of the annual meeting on the NIOA website no fewer than ten (10) days prior to the commencement of such meeting. No further notice shall be required for the annual meeting.

(b) **Special Meetings.** Written notice of each special meeting of the Members shall be given by or at the direction of the Executive Director, or his or her designee authorized to call the meeting, by emailing, mailing postage prepaid, or personally delivering a copy of such notice no less than ten (10) days nor more than two (2) months before such meeting to each Member entitled to vote thereat. Such notice shall be addressed to the Member's address or email address last appearing on the books of the NIOA, or supplied by such Member to the NIOA for the purpose of notice (the "Member's Address"). Such notice shall specify the place, day, hour of the meeting, as well as the purpose of the meeting. If presented personally, receipt of such notice shall be signed by the Member, indicating the date on which such notice was received by the Member. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail addressed to the Member's Address, the postage thereon prepaid. Proof of such mailing shall be given by certification of the person giving the notice. If emailed, such notice shall be deemed to be properly given when transmitted by the sender. Proof of such emailing shall be given by a printed copy of the email showing the date and time sent and the email address to which it was transmitted.

4.11. Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of these Bylaws, the Articles of Incorporation of the NIOA, or under law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance by a Member at a Members' meeting shall constitute a waiver of objection to lack of notice or defective notice of such meeting unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and a waiver of objection to consideration of a matter at the meeting that is not within the purpose or purposes described in the meeting notice unless the Member objects to considering the matter when it is presented.

4.12. Quorum of Members. The presence in person or by proxy at any annual or special meeting of the Members entitled to cast twenty-five percent (25%) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, these Bylaws, or law of the State of Florida. If, however, such quorum shall not be present or represented at any meeting, the Members present at such meeting shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum of the Members shall be present. Except where otherwise required under the provisions of the Articles of Incorporation or these Bylaws, or where the same may otherwise be required by law, the affirmative vote of a majority of the Members present at any duly called Members' meeting at which a quorum is present shall be binding upon the Members.

4.13. Action Without a Meeting. Any action required or permitted to be taken at a meeting of Members may be taken without a meeting by written ballot as follows. A written

ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at the meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter; and (iii) specify the time by which a ballot must be received by the NIOA in order to be counted. Written ballots may be solicited and administered via tangible or electronic media in the NIOA's discretion. Written ballots may not be revoked.

4.14. Limitations; Termination. In addition to any other limitations on the rights of Members of the NIOA set forth in these Bylaws, no Member shall directly or indirectly use the NIOA for financial gain. Any Member found, in the Board's reasonable discretion, to be violating this section shall have his or her membership terminated. No further action of the Board shall be required to terminate the membership of such Member.

ARTICLE 5 REGIONS

5.1. Formation and Designation. The NIOA shall form regions whose numbers, sizes and composition will, from time to time, be determined by the Board of Directors ("Region" or "Regions"). After each change in designation of a Region by the Board, the Board shall provide notification to the membership through publication in the NIOA's semi-monthly newsletter and/or website. Regions shall be divided by geographic areas, as determined by the Board of Directors from time to time. In making such determination, the Board will take into account the size of any geographic area, or combination of areas, which may form a Region.

5.2. Membership. A membership in the NIOA shall automatically qualify a Member for the Region where the member's organization/agency is located.

5.3. Meetings. Meetings of the Members comprising Regions may be held on/at such dates, times, and locations as set by the Regional Director responsible for each Region. Members are prohibited from soliciting funds or donations on behalf of NIOA in conduct of any Regional meeting, except in the collection of membership fees due and owing to the NIOA, or as otherwise authorized in writing by the Board of Directors.

5.4. Regional Directors.

(a) **Appointment and Removal.** Each domestic Region shall have a Regional Director who is appointed by the Board of Directors and who shall serve at the pleasure of the Board. All Members in good standing are eligible to serve as a Regional Director. Regional Directors shall be exempt from membership dues during their term of service. A Region may have more than one (1) Regional Director at the discretion of the Board of Directors. A Regional Director may be removed, for cause, at any time by majority vote of the Board of Directors. A Regional Director shall not serve a concurrent term as an officer of the NIOA.

(b) **Responsibilities and Duties.**

- Director's Region;
- (i) To serve as a representative of the NIOA for such Regional
- Directors;
- (ii) To serve in a non-voting, advisory capacity to the Board of
- Region, and pursue and provide membership information to potential applicants;
- (iii) To monitor the membership status of such Regional Director's
- Vice President of the NIOA on a quarterly basis;
- (iv) To provide a report on such Regional Director's activities to the
- (v) To attend the annual meeting of the NIOA;
- (vi) To assist the Board at the annual meeting;
- (vii) To report on the status of such Regional Director's Region at a
designated meeting with the Board of Directors at the annual meeting, upon request by the Board
of Directors;
- (viii) To conduct a meeting of such Regional Director's Region at the
annual meeting;
- (ix) To submit content for the NIOA's newsletter on the schedule set
by the Vice President of the NIOA; and
- (x) To have such other responsibilities and perform such other duties
as deemed to be appropriate by the Board.

ARTICLE 6
MEMBERSHIP DUES

6.1. Annual Dues. All Members of the NIOA are liable for, and shall pay, annual dues for, their respective memberships, to the NIOA as determined by the Board, unless otherwise exempted from such payment of annual dues by other provisions of these Bylaws. Annual dues shall be determined by the Board of Directors and ratified by majority vote of the Members of the NIOA voting at the annual meeting of the Members in which a quorum is present. Memberships are nonrefundable and non-transferrable.

6.2. Payment of Annual Dues. Annual dues must be paid within thirty (30) days after an application for membership is approved and accepted. Thereafter, annual dues must be paid by January 1st of each year, and shall be considered delinquent on February 1st of each year. Such delinquency may subject a Member's membership in the NIOA to mandatory termination pursuant to **Section 4.4(a)** hereof.

6.3. Other Fees. The NIOA may charge any Member an additional charge or convenience fee for fulfilling information requests or providing ancillary services. All such requests and all associated charges and convenience fees must be approved in advance by the Board or processed in accordance with written policies adopted by the Board.

ARTICLE 7 BOARD OF DIRECTORS

7.1. Powers, Qualifications and Term. All corporate powers and operational decisions of the NIOA shall be exercised by and under the authority of, and the affairs of the NIOA shall be managed under the direction of, the Board of Directors of the NIOA. The members of the Board shall include those persons concurrently serving as President, Vice President, Secretary, Executive Director, Immediate Past President, and designated representative of the Past Presidents Council of the NIOA, and they shall serve as directors for the duration of their respective terms as officers of the NIOA. All directors must be natural persons and at least eighteen (18) years of age. Each member of the Board shall have full voting rights. A director shall not concurrently serve as a Regional Director. The Board of Directors shall be empowered to employ and discharge all employees, determine the compensation to be paid within the limit of the approved budget, and be held responsible for the economical and efficient conduct of their duties.

7.2. Number of Directors. The number of directors comprising the Board of Directors shall be determined by the Board of Directors; provided, however, that at no time shall there be fewer than three (3) directors.

7.3. Regular Meetings. The Board of Directors will meet each year in January at a date to be determined by the Board, to appoint the members of such committees of the Board of Directors as the Board may deem necessary or advisable, prepare for the NIOA's annual conference, and transact such other business as may properly come before the Board of Directors at such meeting. Notice of such meeting shall be given in accordance with the same procedure used to provide notice of special meetings. Other regular meetings of the Board of Directors may be held at such times as shall be designated by the Board of Directors. For example, the Board of Directors will often meet each year incident to the annual meeting of the Members.

7.4. Special Meetings. Special meetings of the Board of Directors will be held whenever called by the President of the NIOA or by one-half (1/2) of the directors. Notice of each such meeting will be given to each director in person, by telephone, telecopier, facsimile transmission, email, texting, or other form of wire or wireless communication, or by mail or private carrier, at the direction of the President or the Secretary and will state the purpose, place, date and hour of the meeting. If given in person, by telephone, telecopier, facsimile transmission, or by private carrier, such notice shall be delivered not less than two (2) days before the meeting, and shall be deemed to be delivered when received. If mailed, such notice shall be delivered not less than five (5) days nor more than two (2) months before the date of the meeting, and shall be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears in the records of the NIOA, with first class, registered or certified postage thereon prepaid. If emailed or texted, such notice shall be delivered not less than two (2)

days before the meeting, and shall be deemed to be properly given when transmitted by the sender. Proof of such emailing shall be given by a printed copy of the email showing the date and time sent and the email address to which it was transmitted. Proof of such texting shall be given by a printed copy of a screenshot or screenshots showing the message, date and time sent, and the phone number to which it was transmitted. The person giving such notice shall certify that the notice required by this **Section 7.4** has been given.

7.5. Meeting by Video Conference or Telephone Conference. Regular or special meetings of the Board may be held by video conference or telephone conference. Participation in a meeting via video conference or telephone conference in a manner that allows all participants to hear the contributions of the other participants shall be treated the same as attending the meeting in person. Notice of regular and special meetings of the Board shall be given as set forth in **Sections 7.3** and **7.4** above, respectively, and votes taken on any matters to come before such video conference or telephone conference meeting shall be set forth in the meeting minutes for such meeting.

7.6. Waiver of Notice. If a director attends or participates in a meeting, he or she waives any required notice to him or her of the meeting unless the director, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

7.7. Quorum and Voting. A quorum of the Board of Directors consists of a majority of the directors of the NIOA. A quorum must be present before a meeting officially begins and business can be conducted. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present and entitled to vote is the act of the Board of Directors, except as otherwise provided in these Bylaws. In the event of a tie vote of the directors, and only in such event, the member of the Past Presidents Council who: (i) most recently served as President, but is not currently serving on the Board of Directors, and (ii) who is able to cast the deciding vote within twenty-four (24) hours of the occurrence of a tie vote, shall cast the deciding vote within such period.

7.8. No Proxies. Unless specified otherwise, no director shall be entitled to vote at a meeting of the Board of Directors without attending such meeting. Proxies shall not be accepted and shall not be valid for any purpose.

7.9. Vacancies. Any director may resign at any time by giving written notice thereof to the Board of Directors. Any resignation of a director who is concurrently serving as an officer of the NIOA shall be deemed to be a resignation from the office in which such director was concurrently serving, and such director/officer shall be replaced as set forth in **Section 8.4** hereof. Any such resignation will take effect as of its date unless another date is specified therein, in which case it will be effective as of such specified date. The acceptance of a resignation will not be necessary for it to be effective. The Board of Directors may, by majority vote of the entire Board of Directors, remove any director for cause. A removed director who is concurrently serving as an officer of the NIOA, shall be deemed to be removed from the office in which the removed director was then serving, and such director/officer shall be replaced as set forth in **Section 8.4** hereof.

7.10. Action Without Meeting. Notwithstanding any other provision of these Bylaws, any action that is required or permitted to be taken at a meeting of the Board of Directors may be taken without such a meeting if all directors consent to voting on a proposed action without a formal meeting. If all directors so consent, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board, except as otherwise provided in these Bylaws. Such consent(s) shall describe the action taken, be in writing, indicate each signing director's vote or abstention on the action, and be delivered to the Executive Director of the NIOA and included in the minutes filed with the corporate records.

7.11. Indemnification. With respect to claims or liabilities arising out of service as a director of the NIOA, the NIOA may, upon a vote of the non-interested directors, indemnify each present and future director to the fullest extent allowed by the laws of the State of Florida, both as now in effect and as hereafter adopted or amended. Further, to the fullest extent allowed by the laws of the State of Florida, the NIOA may, upon a vote of the non-interested directors, pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of a final disposition of the matter. Notwithstanding the foregoing, under no circumstance shall the NIOA indemnify a director for, or otherwise make payment of any expenses related to, any assertion or determination that a director of the NIOA conducted or participated in criminal activity.

7.12. Immunity. To the fullest extent allowed by the laws of the State of Florida, both as now in effect and as hereafter adopted or amended, each present and future director shall be immune from suit arising from the conduct of the affairs of the NIOA.

ARTICLE 8 OFFICERS

8.1. Required Officers. The required officers of the NIOA shall be its President, Vice President, Secretary, Executive Director, Immediate Past President, and designated representative of the Past Presidents Council, and such other officers as the Board of Directors may, from time to time, in consultation with the President, determine will be in the best interests of the NIOA. The Board of Directors shall appoint the Executive Director, whose general responsibilities are set forth in **Section 8.3(f)** below, and whose specific responsibilities, compensation and benefits shall be contained in separate documents, each entitled "Terms of Employment," executed by the Board of Directors. The same individual may simultaneously hold more than one (1) office in the NIOA. All officers must be natural persons and at least eighteen (18) years of age.

8.2. Elections, Voting and Nominations.

(a) At each annual meeting of the NIOA, the Members shall elect and fill the electable positions of the required officers of the NIOA, and any other officer positions created by the Board, by majority vote of those present, provided a quorum exists, by secret ballot. The Executive Director will designate a Past President or Regional Director to coordinate the distribution, collection, counting, and verification of the ballots.

(b) A Member who is unable to attend the annual meeting in person and desires to vote in the election of officers, must send a written notice to the Executive Director setting forth the name of another Member, who is in good standing with the NIOA, to cast the vote of the Member who is unable to attend. Such notice must be sent by mail, private courier, or by email or other electronic transmission, and must be received by the Executive Director no later than 5:00 p.m. Eastern Daylight Time on August 1st of each year.

(c) Members desiring to be elected for open positions may nominate themselves by letter to the Executive Director stating their intention to run for a position, qualifications for same, and the benefits they can provide to the NIOA if elected. Such nominations shall be submitted by electronic mail to the Executive Director on or before 5:00 p.m. Eastern Daylight Time on May 31st of each year or such other time as may be designated by the Board of Directors. Nominees for the offices of Vice President and Secretary shall stand for election by the Members in good standing. Nominations from the floor at the annual meeting shall not be recognized or accepted. All nominees for open or vacant offices must have been a Member in good standing for three (3) consecutive years, including the year of nomination and must have attended at least two (2) annual meetings in a five (5) year period, including the year of nomination, in order to be eligible to serve as an officer of the NIOA.

(d) As a condition for a nominee's election to fill an open or vacant office, the nominee must be present in person at the annual business meeting on Tuesday at the conference at which the vote is taken to fill such office. If the annual meeting will take place only by video or telephone conference, then the nominee must be present on such telephone or video conference to be eligible for election.

8.3. Powers, Duties and Terms of Officers. The powers, duties, and terms of the officers of the NIOA, which powers and duties shall be in addition to any others assigned to the officers by the Board of Directors from time to time, shall be as follows:

(a) **President.** The President shall be responsible for directing and coordinating the national activities of the NIOA. The President shall preside at all meetings of the Board and the annual meeting of the Members. It shall be the duty of the President to conduct the official correspondence of the NIOA. The President shall arrange the affairs of the NIOA so as to promote the objectives for which the NIOA has been organized. The President shall be the primary spokesperson of the NIOA, although such role may be delegated to a Member of the NIOA on an *ad hoc* basis. The President shall perform such other duties as from time-to-time may be assigned to that office by the Board or these Bylaws. The office of the President shall have a term of one (1) year. Upon the expiration of the term of the then serving President, the then serving President shall roll up to the office of Immediate Past-President and the office of President shall be filled by the outgoing Vice President of the NIOA.

(b) **Vice President.** The Vice President shall assist the President in the performance of his or her duties and shall perform such duties when the President is unavailable. The Vice President shall be responsible for interacting with all Regional Directors. In the event the President shall leave office or otherwise be unable to complete his or her term of office, the Vice President shall assume the office of President. This office shall be filled by vote of the

Members at the annual meeting of the NIOA. The Vice President shall serve a term of one (1) year and shall roll up to the office of President upon the expiration of his or her term as Vice President.

(c) **Secretary.** The Secretary shall attend all meetings of the Board of Directors and shall be responsible for preparing the minutes of such meetings. The Secretary shall also perform such other duties as may be assigned to him or her by the Board of Directors, under whose supervision he or she shall act. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof. This office shall be filled by vote of the Members at the annual meeting of the NIOA. The Secretary shall serve a term of two (2) years and shall be elected every other year in odd-numbered years.

(d) **Immediate Past-President.** The office of the Immediate Past President shall be filled by the outgoing President of the NIOA and shall have a term of one (1) year. Therefore, the Immediate Past President shall not be elected by the Members.

(e) **Past Presidents Emeritus.** Once leaving office, the Immediate Past-President shall be known as a Past President Emeritus. Therefore, the Past President Emeritus shall not be elected by the Members. This office shall include a lifetime membership and waiver of fees associated with the annual meeting. All Past Presidents Emeritus, while Members of the NIOA in good standing, shall automatically become members of the Past Presidents Council. In addition to the Executive Director, a past President may also, by majority vote of the Board of Directors, be authorized to act as a signatory of the NIOA for its bank accounts.

(f) **Executive Director.** The Executive Director is employed by the NIOA and serves at the direction of the Board of Directors. The Executive Director shall be responsible for the day-to-day administrative operations of the NIOA. Such administrative operations may include, but are not limited to, maintaining membership lists, and printing materials of the NIOA. The Executive Director shall be responsible for authenticating records of the NIOA. It shall be the responsibility of the Executive Director to preserve and maintain an accurate record of proceedings and other official records of the NIOA, the Board of Directors, and all committees, and distribute such records as directed by the President or as required by these Bylaws. The Executive Director shall be that officer of the NIOA designated to sign and execute bonds, contracts, leases, or subleases and such other business documents in the name of the NIOA as authorized by the Board of Directors. He or she shall also act as Treasurer of the NIOA, maintain the financial accounts and transactions of the NIOA and act as authorized signatory of the NIOA for its bank accounts. He or she shall pay all duly authorized bills of the NIOA, and cause an income/expenditure balance sheet to be prepared and made available at the annual meeting of the NIOA for inspection by all Members. The Executive Director shall be responsible for the care and custody of the minute book of the NIOA. It shall be his or her duty to give or cause to be given notice of all meetings of the Members and the Board of Directors, as required by these Bylaws.

8.4. Vacancies.

(a) Any officer may resign at any time, subject to any rights or obligations under any existing contracts between such officer and the NIOA, by giving written notice to the President and Executive Director. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Such officer who has resigned shall no longer be a director of the NIOA if such officer was concurrently serving as a director of the NIOA at the time of his or her resignation.

(b) Members of the Board of Directors, concurrently serving as President, Vice President, Immediate Past-President, or Secretary of the NIOA, who lose their status as a PIO by way of reassignment, promotion or retirement shall no longer be eligible to hold office. Such offices shall be filled as follows:

(i) The office of President shall be filled by roll up of the Vice President and the then vacated office of Vice President shall be filled as set forth in **Section 8.4(b)(ii)**.

(ii) The office of Vice President shall be filled by vote of the Members. Nominations for this office will be accepted by the Executive Director by electronic transmission on or before such date designated by the Board. If two (2) or more persons are named as nominees and the office was vacated before May 1, the Members will vote by electronic submission on or before such date designated by the Board. If such office was vacated after May 1, it will remain vacant until the elections made at the annual meeting.

(iii) The office of Immediate Past-President shall remain vacant until the next annual meeting and the rollup of the President.

(iv) The office of Secretary shall be filled by written appointment of a successor Secretary by the Board of Directors. Such successor shall serve for the remainder of the term of the person he or she is replacing.

(c) Any vacancy in the office of Executive Director due to resignation, removal, or any other reason, shall be filled by the Board of Directors.

8.5. Delegation of Powers and Duties. In case of the absence of any officer of the NIOA, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may, from time to time, temporarily delegate the powers of such officer to any other officer or to any director, on an as-needed basis.

8.6. Indemnification. With respect to claims or liabilities arising out of service as an officer of the NIOA, the NIOA may indemnify, upon a vote of the directors, each present and future officer to the fullest extent allowed by the laws of the State of Florida, both as now in effect and as hereafter adopted or amended. Further, to the fullest extent allowed by the laws of the State of Florida, the NIOA may, upon a vote of the directors, pay for or reimburse the reasonable expenses incurred by an officer who is a party to a proceeding in advance of a final

disposition of the matter. Notwithstanding the foregoing, under no circumstance shall the NIOA indemnify an officer for, or otherwise make payment of any expenses related to, any assertion or determination that an officer of the NIOA conducted or participated in criminal activity.

8.7. NIOA Annual Conference Cancellation. The provisions of this Section shall apply notwithstanding any other provision of these Bylaws to the contrary. The NIOA may, by majority vote, elect to cancel the NIOA's annual conference (the "Conference") for a given year, for any reason and in its sole discretion, including, without limitation, in the event of any of the following: (i) the Board is unable to obtain the desired accommodations for the Conference; (ii) the Board determines that attendance at the Conference will be insufficient to justify the risks and expenses of holding the Conference; or (iii) the Board determines that such cancellation is otherwise in the best interests of the NIOA. In the event that the Board cancels the Conference in accordance with the foregoing in a given year (a "Cancellation Year"), notice of such cancellation shall be made to all members and any additional Conference registrants no later than thirty (30) days prior to the scheduled Conference. Further, no annual meeting of the members or election of officers or any corresponding change in the membership of the Board shall occur in such Cancellation Year. Rather, the terms of each such officer and member of the Board shall be extended for a period of one (1) year. However, in the event that the Board should vote to cancel the Conference for more than two (2) consecutive years, then, in the third such year and any consecutive year in which the Conference is cancelled thereafter, the NIOA shall proceed with an annual meeting and elections of officers (and members of the Board) without regard to any Conference cancellation. Such annual meeting and elections may be made by means other than physically meeting in person in accordance with the provisions of these Bylaws.

ARTICLE 9 ADMINISTRATIVE COMMITTEES

9.1. Designation of Committees. The Board of Directors may designate a Conference Committee, Past Presidents Council and other standing or special committees to direct the business of the NIOA. Each such committee may exercise the authority granted to it by the Board's enabling resolution.

9.2. Past Presidents Council. This committee is a standing committee of the NIOA, composed of all Past Presidents Emeritus of the NIOA. The members of the Past Presidents Council shall select one (1) of its members to serve as committee chair and a voting member of the Board of Directors. The Executive Director will cause the members of the Past Presidents Council to vote for such director during the month of July prior to the annual meeting and report the results to the President by July 31 of the voting year. To be elected, such director must be present at the annual meeting after which he or she will be installed and must commit to attending the annual meeting occurring during his or her term. Such elected director's term shall officially commence upon the conclusion of the annual meeting at or after which he or she is installed as a director. Other duties and scope of authority of the Past Presidents Council shall be determined by the Board of Directors.

9.3. Limitation on Committee Powers. No committee shall have the authority of the Board of Directors to amend, alter or repeal these Bylaws; to elect, appoint or remove any

member of any such committee or any officer or director of the NIOA; to amend or restate the Articles of Incorporation of the NIOA; to adopt a plan of merger or consolidation with another corporation; to authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the NIOA; to authorize the voluntary dissolution of the NIOA or to revoke proceedings therefor; to adopt a plan for the distribution of the assets of the NIOA; to amend, alter, or repeal any resolution of the Board of Directors; or to take any action that may otherwise be prohibited by law. Rules governing procedures for meetings of any committee of the Board shall be as established by the Board of Directors, or in the absence thereof, by the committee itself. All committees are to report promptly to the Board and only take such action(s) as is specifically designated in the Bylaws or in the resolution chartering the committee.

9.4. Committee Structure. Other than the Conference Committee and Past Presidents Council, each other committee shall consist of two (2) or more directors appointed by the Board. Except for the requirement in the preceding sentence, committee members need not be members of the Board of Directors. The Board may designate or approve one (1) or more persons as alternate members of any committee, and such alternates may replace any absent or disqualified member of the committee at any meeting of the committee. The Board may, upon a vote of the majority at a properly noticed meeting, also remove one or more committee members with or without cause and may also disband a committee for any reason or for no reason. In the absence or disqualification of a member of the committee, and the alternate or alternates, if any, designated for such committee member, the member or members of the committee present at any meeting and entitled to vote, whether or not they constitute a quorum, may unanimously appoint another person to act at the meeting in the place of any such absent or disqualified member of the committee. Members of a committee shall serve until the next annual meeting of the NIOA, until removed by the Board, or until their successors are appointed.

9.5. Committee Chair. Other than the Conference Committee and Past Presidents Council, the Board of Directors shall appoint all committee chairs for the ensuing year at or within a reasonable time after the annual meeting of the Board of Directors. If the Board of Directors charts a new committee by resolution at a meeting other than the annual meeting of the Board of Directors, the Board shall similarly appoint its chair at the time the committee is chartered or within a reasonable time after the establishment of the committee.

9.6. Committee Meetings. Meetings of the committees of the Board of Directors may be called by the committee chair thereof or by any two (2) members of the committee. At all meetings of any committee, a majority of the members of the committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the committee present at any meeting thereof at which there is a quorum shall be the act of the committee, except as may be otherwise specifically provided for by these Bylaws.

ARTICLE 10 EXPENDITURES, RECORDS AND REPORTS

10.1. Authorized Expenditures.

(a) Except as provided in **Section 10.1(b)** below, all expenditures to be incurred by a Member, director, or officer on behalf of the NIOA shall be pre-approved by

majority vote of the Board of Directors, including, any travel expenditures to be reimbursed by the NIOA and others.

(b) Notwithstanding the foregoing, the Executive Director shall have the authority to expend no more than two thousand dollars (\$2,000) on his or her own initiative for any single purchase without approval by the Board of Directors. Any such expenditure in excess of two thousand dollars (\$2,000) shall be prior-approved by majority vote of the Board. However, expenditures required for, printings, mailings, postage and shipping, member packet gifts, insurance, and legal and accounting fees of the NIOA are specifically exempted from the requirements given in this **Section 10.1(b)**. Further, all NIOA conference expenses are also specifically exempted from such requirements.

10.2. Corporate Records. The NIOA shall keep as permanent records minutes of all meetings of the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and appropriate accounting records. All minutes describing the substance of the meetings of the Board of Directors shall be prepared promptly following such meetings and shall be maintained by the NIOA for a period of at least five (5) years following their preparation.

10.3. Records at Principal Office. The NIOA shall keep at all times a copy of the following records at its principal office:

- (a) Its Articles of Incorporation or restated Articles of Incorporation and all amendments thereto;
- (b) These Bylaws and all amendments thereto;
- (c) Resolutions adopted by the Board of Directors;
- (d) The minutes of all meetings of the Board of Directors and the records of all actions taken by the Board of Directors without a meeting for the past five (5) years;
- (e) All written communications to all Members generally within the past five (5) years, including the past five (5) years' annual financial statements;
- (f) A list of the names and business or home addresses of its current directors, officers, and Members as from time to time updated by them; and
- (g) The most recent annual report delivered to the Florida Department of State.

10.4. Annual Financial Statements. The NIOA shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the Act. Further, the NIOA shall file all required tax returns.

ARTICLE 11 MISCELLANEOUS PROVISIONS

11.1. Fiscal Year. The fiscal year of the NIOA shall, until otherwise fixed by resolution of the Board of Directors, begin each January 1st and end on the following December 31st.

11.2. No Seal. The NIOA shall have no seal.

11.3. Negotiable Instruments. All checks, drafts, notes or other obligations of the NIOA shall be signed by such officers of the NIOA, or by such other person(s), as may be authorized by the Board of Directors.

11.4. Deposits. The monies of the NIOA may be deposited in the name of the NIOA in such bank accounts or financial institutions as the Board of Directors shall designate from time to time and shall be drawn out by check signed by the authorized signatories of the NIOA as set forth hereinabove.

11.5. Loans to or Guarantees for Directors and Officers Prohibited. Consistent with Section 617.0833 of the Act, no loans or advances to, or guarantees by the NIOA of obligations of, a director or officers, shall be made by the NIOA.

11.6. Donations. Memorial donations for any Member of the NIOA may be made on behalf of the NIOA, in accordance with the NIOA's memorial donation policy, as approved by majority vote of the Board of Directors from time to time.

11.7. Newsletter Editor. The NIOA shall be empowered to employ, at its option, a person to serve as Newsletter Editor for the purpose of writing and formatting newsletters of the NIOA. Such person may be either a contract employee with no other affiliation with the NIOA or a Member of the NIOA. Such person's specific responsibilities, compensation and benefits shall be contained in a contract approved by the Board of Directors.

11.8. Gender and Number. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

11.9. Headings. The headings of Articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation.

ARTICLE 12 AMENDMENT OF BYLAWS

These Bylaws may be amended, or amended and restated, by:

- (a) Unanimous vote of the Board of Directors, excepting that:

(i) Proposed changes in annual dues shall be approved and ratified by majority vote of a quorum of the Members at the annual meeting of NIOA prior to taking effect; and

(ii) Amendments affecting the constitution and makeup of the Board of Directors shall be approved and ratified by majority vote of a quorum of the Members at the annual meeting of the NIOA prior to taking effect; or

(b) Simple majority vote of the Members at any annual meeting of the NIOA where a quorum of Members is present. Proposed amendments may be submitted by any Member in good standing to the membership at the annual meeting of the NIOA.

Notwithstanding the foregoing, in the event that a vote is taken for amendment other than during the annual meeting of the NIOA, these Bylaws may be amended, or amended and restated, by simple majority vote of the directors after two-thirds (2/3) of the directors affirmatively vote to authorize an electronic ballot to consider any amendment(s) to the Bylaws. The proposed amendment(s) shall be deemed adopted by simple majority of vote of the directors via electronic ballots returned to the Executive Director of the NIOA within a period of thirty (30) days immediately following the issuance of the electronic ballots to the members of the Board of Directors.

CERTIFICATION

I certify that these Amended and Restated Bylaws were adopted by the written consent of the directors of the NIOA dated as of January 12, 2024.

A handwritten signature in dark ink, appearing to read "Lisa McNeal", is written over a horizontal line.

Lisa McNeal, Executive Director
THE NATIONAL INFORMATION
OFFICERS ASSOCIATION, INCORPORATED