



BYLAWS

EXECUTIVE ASSOCIATION OF GREATER ORLANDO, INC.

ORLANDO, FLORIDA

Every member of the Association is considered a “Dependable and Trusted Source of Supply” and has thereby incurred an obligation to give superior service.

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ARTICLE I – Name, Location & Objectives

Section 1. Name of Association: The name of the Association shall be the Executive Association of Greater Orlando, Inc., also referred to as the Association or EAGO in this document.

Section 2. Headquarters: The location of the principal office shall be designated by the Board of Directors.

Section 3. Objectives: The objectives of the Executive Association of Greater Orlando, Inc., shall be:

- a. To institute and maintain a method of exchanging and interchanging business information among its members.
- b. To create and encourage cooperation, business efficiency and service to its members.
- c. To encourage local, national and foreign trade expansion of its members.
- d. To promote a better acquaintance and closer association among its members.

Section 4. Official Seal: The official seal of this Association shall be a circular impression containing the words “Executive Association of Greater Orlando, Inc., 1970, Orlando, Florida.”

ARTICLE II – Membership & Classification

Section 1. Membership Defined: The Membership of the Association shall be composed of persons, firms and corporations, hereafter referred to as “firm(s)” or “member(s)”, each representing a different trade, business, occupation or profession and being classified accordingly.

Section 2. Eligibility for Membership: Any applicant whose majority profession is not in competition with the majority profession of a member is eligible for membership in the Association. An applicant shall not be denied due to any conflict, or overlap, between the applicant’s majority business, and a secondary business of a current member.

Section 3. Memberships, How Held: The membership shall be held in the name of the firm represented.

- a. All firms shall be classified, and memberships shall be held by such classifications.

ARTICLE II (Continued)

- b. There shall be only one (1) membership allowed for each classification and no member shall apply for, or hold, more than one (1) classification.

Section 4. Procedure of Admission to Membership: A prospective member must be sponsored by a current member. It is the sponsoring member's responsibility to acquaint the prospective member with EAGO and EAGO's new member procedures.

- a. A prospective member may be invited to attend an EAGO meeting, provided the invitation to attend has been approved by the Executive Director.
- b. To be considered for membership, a prospective member must complete a membership application and submit the application with the appropriate membership fee to the Executive Director.
- c. The Executive Director will verify that all information is complete and submit the application to the Board of Directors (hereafter referred to as "the Board") for approval or denial.
- d. The name and address of the company, designated representative and title, classification and sponsor's name will be published in the newsletter for two (2) consecutive weeks.
- e. Membership has ten (10) days to file an objection, in writing, with the Board.
- f. The Board will consider objections, recommendations and other relevant information during the application time frame. The Board will accept or deny membership based on a majority vote.
- g. The Executive Director will notify the prospective member of the Board's decision.

Section 5. Changes of Classification by Member: A member may change their classification in the Association by applying for such change to the Board. The change request shall be posted in the newsletter for a minimum of five (5) days. The Board will approve the application provided there are no objections from the membership. Final approval will require a majority vote by the Board.

Section 6. Observance by Members of Bylaws and Regulations: All members are obligated to fulfill and perform all requirements stated in the Bylaws. Members must conform to all rules and regulations, whether expressed in the Bylaws or otherwise, which have been, or may be adopted by the Association, unless such requirements, rules and regulations are not consistent with the member's professional or business ethics.

Section 7. Memberships Not Transferable No Vested Rights: Although incorporated under the laws of the state of Florida, EAGO, Inc. is a voluntary organization.

ARTICLE II (Continued)

- a. Under no circumstances shall there be any value to memberships in said Association, nor shall such memberships be assignable or transferable or deemed to create a vested right.
- b. No member shall acquire a vested right in and to memberships in the Association.
- c. EAGO retains the right to admit or expel members as it deems suitable prescribed by the rules, regulations and Bylaws of the Association.

Section 8. Members have No Right to Action Against Officers: Upon suspension or expulsion, no member shall have any right or action against any officer, director, committee person, executive director or member of the Association based on an Association activity.

Section 9. Right of Board of Directors to Cancel Membership: When the Board deems it in the best interest of the Association and its members to cancel a membership, the Board shall inform the member of its intentions and allow the member an opportunity to be heard. Upon hearing the intentions of the member, the Board shall vote to either maintain or terminate the membership. If cancellation of membership is approved by a majority vote, all rights, privileges and interests of that member shall automatically cease and desist. (See Article V, Section 2(a) for policies regarding dues refunds in the event of resignation or cancellation of membership.)

Section 10. Re-Application to Membership: Should a former member wish to re-apply for membership, an application shall be submitted. All application fees and any outstanding dues shall be paid in full along with a submission of a new application. (Refer to Article II, section 4 for procedures.)

Section 11. Honorary Members: When a former member in good standing with the Association retires and is in good standing with the Association, the Board shall have the right to extend the designated representative or owner an invitation to accept membership as an "Honorary Member. All submissions for Honorary Membership will be voted on by the Board.

- a. Criteria For Honorary Membership
 - i) Membership in EAGO for a minimum of ten (10) years;
 - ii) Served on the EAGO Board of Directors; and
 - iii) Approval by majority vote from the Board.
- b. Privileges of Honorary Membership
 - i) Shall not be liable for monthly dues;
 - ii) Shall not have the right to vote or hold office;

ARTICLE II (Continued)

- iii) May attend breakfast meetings at no cost;
- iv) Will be billed for special events they attend;
- v) Will not be allowed to promote any business they are/were involved in.

ARTICLE III – Representation & Voting Authority

Section 1. Designated Representatives: All memberships will be represented by one (1) designated representative. The firm may have an alternate member, approved by the Board, to substitute for the designated representative at various meetings as required. Only the designated member has voting authority, unless a proxy has been given to another member or alternate and the Executive Director is notified of this proxy. Attendance by the alternate will be counted toward membership requirements up to the limits imposed in ARTICLE V, Section 2.

Section 2. Qualifications of Designated Representatives: Owners, part-owners or executive officers should, but are not required to, serve as designated representatives.

Section 3. Qualifications of Alternate Method of Approval and Obligations: Firms desiring Alternates shall submit a request in writing to the Executive Director for said Alternate, and must be approved by the Board of Directors.

Section 4. Method of Change in Designated Representative and/or Alternate: Firms desiring a change of any representation, shall be submitted to and approved by the Board.

ARTICLE IV – Member Obligations & Participation

Section 1. Participation: Members shall attend every regular meeting of the Association. Members shall have the ability to make up absences from regular meetings by:

- a. Attending a meeting of the Board of Directors.
- b. Attending After Hours Events.

Section 2. Attendance Requirements:

- a. A designated representative must attend a minimum of six (6) meetings in a six-month (6-month) period. The remainder of meetings can be attended by an approved alternate to achieve the total eighteen-meeting (18-meeting) minimum requirement.
- b. The Board will review all attendance records during each January and July board meetings. Notifications will be sent to non-compliant members.
- c. A member in good standing can request, in writing, an attendance waiver. Upon review, the Board may grant this request for a member who demonstrates a legitimate need for deviation from the attendance requirement. If approved, all applicable dues and fees will be paid by the member during the waiver period.

Section 3. Definition of Leads: A lead is specific information not readily known in the community in which a member can rely on to generate business. Each firm is expected to enter a minimum of one (1) lead before each weekly meeting.

- a. Lead Submission.
 - i) Repeat business with the same member is limited to one (1) time per month.
 - ii) A qualified lead is one that is an opportunity to do business, not a guarantee. Give preference to EAGO members where possible.
 - iii) Members shall familiarize themselves with members' businesses to give valid leads.
 - iv) Members shall familiarize their firm's associates, employees and friends with EAGO members to give valid leads.
 - v) Refer to the EAGO Lead Application for types of leads.

Section 4. Timeliness: Members shall act promptly on all leads received in a positive manner.

Section 5. Presentations and After Hours:

- a. New members are required to give a presentation within three (3) months of joining EAGO.
- b. New members are required to host an After Hours within six (6) months of joining EAGO.
- c. All members are required to host an After Hours every two (2) years.
- d. A member may be excused from hosting an After Hours by appearing in person before the Board and presenting valid reasons for not hosting. If excused by the Board, the member shall pay EAGO an amount equal to the average cost of an After Hours. This amount is determined by the Board and is to be paid immediately.

Section 6. Members shall sign-in at each After Hours to obtain their attendance credit.

ARTICLE V – Dues, Fees & Financial Policies

Section 1. Application Fee: The application fee shall be determined by the Board and payment shall accompany the application. The Board shall have the power to raise or lower the amount of the application fee as they deem necessary. However, the application fee shall not be raised to greater than \$500 without a two-third ($\frac{2}{3}$) vote of approval by the membership of the Association. Unapproved applicants will receive a full refund of their application fee within five (5) days of the notice of declined acceptance.

Section 2. Monthly Dues: Each firm shall pay monthly dues, which entitles the member to one breakfast per week, at the regular meeting of the Association.

- a. Resignation or Termination – Refund Policy:** Dues are considered earned in full on the first (1st) day of each month and are non-refundable in the event of resignation or termination.

Exceptions may be granted under special circumstances upon written request from the resigning or terminated member and approval by a majority vote of the Board of Directors. In such cases, a prorated refund may be issued, less any direct costs incurred by the Association for that member's participation during the current month (such as breakfast meals, After Hours events, or printed materials).

No refunds shall be considered more than thirty (30) days after the effective date of resignation or termination.

Section 3. Delinquent Dues: Dues will be paid on the first (1) day of each month. If dues are not received by the fifteenth (15th) of that month, the member will be assessed a 10 percent (10%) late fee, and a notice of delinquency shall be sent. Subsequently, the late dues, plus late fees, shall be paid by the end of the month. The delinquent member will be referred to the Board for collection and appropriate action if after two (2) months the complete balance is not paid.

Section 4. Additional Fees and Charges:

- a.** Members will not be charged additional fees unless approved by a ($\frac{2}{3}$) vote of the membership.
- b.** The Association may impose special assessments, when necessary, without a membership vote

Section 5. Right to Regulate Dues: Any increase in dues shall require a two-thirds ($\frac{2}{3}$) vote of approval by the membership.

ARTICLE V (Continued)

Section 6. Donations: There Shall Be No Donations, Gifts or Presents Made to Any Outside Organizations, by the Association.

Section 7. Invitation of Guests:

- a. A prospective member may be invited at any time with the approval of the Executive Director.
- b. Guests should not be a competitor of any present member without first obtaining permission from that member and seeking the approval of the Executive Director.
- c. A prospective member/guest can only attend two (2) breakfast meetings.
- d. In the event a candidate or incumbent for political office is approved as a guest of a member at an Association function, said guest shall be introduced by name and title only without reference to the fact they are running for political office.

Section 8. Expenses of Guests: A member shall pay the expenses for all his/her guests, except in the case of a prospective member who is invited with the approval of the Membership Committee, coordinated through the Executive Director.

ARTICLE VI – Board of Directors & Officer Duties

Section 1. Management and Number of Directors: The affairs, business and property of this Association shall be managed by a Board consisting of eight (8) members including the President, President-Elect, Secretary/Treasurer, Past-President and four (4) Directors.

Section 2. Officers: The officers of the Association shall be a President, a President-Elect and a Secretary/Treasurer.

Section 3. Duties of President: The President shall:

- a. Be the executive and administrative officer of the Association.
- b. Preside at all meetings of the Association and of its Board.
- c. Perform other duties as the Board prescribes.
- d. Cast a vote, in the event of a tie, on matters brought before the Board.

Section 4. Duties of President-Elect: The President-Elect shall:

- a. Assist the president in the performance of their duties.
- b. Perform the duties of president in their absence.

ARTICLE VI (Continued)

- c. Perform other duties as the Board prescribes.

- d. Vote on matters presented to the Board.

Section 5. Duties of Secretary-Treasurer: The Secretary/Treasurer shall:

- a. Assist the executive director with records and books of account as the Board prescribes.
- b. Perform other duties as the Board prescribes.
- c. Vote on matters presented to the Board.

Section 6. Duties of Past-President: The Past-President shall:

- a. Perform duties as the Board prescribes.
- b. This is an advisory/non-voting position.

Section 7. Duties of Directors: The Directors shall:

- a. Perform duties as the Board prescribes.
- b. Vote on matters presented to the Board.

Section 8. Duties of the Executive Director: The Executive Director shall:

- a. Keep minutes of the meetings of the Board and regular meetings of the Association.
- b. Keep records and books of account. Said minutes, records and books of account shall belong to the Association and always be accessible to the Board.
- c. Perform all other duties assigned to them by the Board.
- d. Upon the expiration of their contract, which shall be at the discretion of the Board, they shall turn over to the successor all the minutes, records, books of account and equipment belonging to the Association. The successor will execute a receipt for all assigned items.
- e. Refer to the October 2025 Bylaws Addendum for specific duties.

ARTICLE VII – Elections & Board Eligibility

Section 1. Eligibility to Office: The executive director shall not be a member of the Association. To hold office all other officers and directors must:

- a. Be a designated representative;
- b. Been a member of the Association for a minimum of one (1) year;
- c. Must have earned their blue badge;
- d. Must be a member in good standing;
- e. The president cannot serve consecutive terms as president.

ARTICLE VII (Continued)

Section 2. Selection of Executive Director: The Executive Director shall be selected and contracted by the Board. The Board retains the power to discharge the Executive Director when they deem necessary, in accordance with any contract.

Section 3. Election of Officers and Directors: With the exception of the executive director, all officers and directors shall be elected annually by the membership at the last regular meeting in June.

Officers shall:

- a. Hold office for twelve (12) months;
- b. The retiring president (future past-president) is automatically a non-voting member of the Board for the following twelve-month term.
- c. The offices of president, president-elect and secretary/treasurer cannot succeed themselves in the same office.

Section 4. Voting Procedures: All elections shall be by secret ballot.

- a. No less than four (4) weeks before the election, the president shall appoint an election committee of three (3) designated representatives, none of whom will be a candidate for the Board. Their duty, along with the executive director, includes tabulation and confirmation of the ballots on the final day of the election.
- b. Nominations may be made by any member, including self-nomination. All nominees must be in good standing and consent to being nominated before being placed on the ballot.
- c. Right to vote. See Article III, Section 1 for requirements.
- d. Ballots shall be distributed one week prior to the last regular meeting in June. An absentee ballot may be requested from the executive director if needed.
- e. All ballots are due by the end of the meeting on the last regular meeting of June.
- f. Following the adjournment of the last regular meeting in June, the election committee shall tabulate and confirm the ballots cast.
- g. Incomplete ballots, tie votes procedure.
 - i) Any ballot containing more, or less, votes for director than the number to be elected shall be voided.
 - ii) In the event of a tie, the outgoing Board will vote to break the tie.
 - iii) The newly elected officers and directors will take office at the next regular meeting.
- h. Confirmation of Office.
 - i) The elected director receiving the highest number of votes shall be named president-elect.

ARTICLE VII (Continued)

- ii) The new president-elect shall be contacted to confirm acceptance of the position. In the event they decline this office, the candidate receiving the

next highest vote will be offered the president-elect position. This procedure will be followed until a president-elect is confirmed.

- iii) Declining the office of president-elect disqualifies the candidate from holding any position other than director.
- iv) The elected director receiving the next highest vote shall be elected secretary/treasurer.
- v) The remaining positions 4 positions are held for directors.
- vi) Should anyone decline a Board position, the member with the next highest ballot count, will be contacted about accepting a position.

Section 5. Vacancies:

- a. All vacancies on the Board, except for that of the president or president-elect, shall be filled for the remainder of the term vacated, by a majority vote of the members of the Board within thirty (30) days after the vacancy occurs.
- b. If, for any reason, the office of president is vacated, the president-elect shall automatically become president for the remainder of the vacated presidential term and for the next annual term.
- c. If the office of president-elect is vacated, selecting from the current directors of the Board, the office shall be filled by a two-thirds majority vote ($(\frac{2}{3})^{\text{rd}}$) of the members of the Association. This special election shall be conducted by ballot the week following the announcement. Ballots must be returned within seven (7) days of distribution.

Section 6. Election Procedure:

- a. No less than four (4) weeks before such election, the president shall appoint an election committee of three (3) designated representatives, none of whom will be a candidate for the Board. Their duty, along with the executive director, will be to count and confirm the votes.
- b. The committee will convene the morning of the election, immediately following the breakfast meeting, complete the tabulation of all ballots received and certify the results.
- c. The president-elect shall contact each elected nominee for them to accept/decline the position.
- d. Any ballot containing more, or less, votes for director than the number to be elected shall be declared void.
- e. In the event of a tie of an officer or director, such ties shall be presented to the current Board to vote.

ARTICLE VII (Continued)

- f. The newly elected officers and directors will take office at the first meeting in July.

- g.** The elected director receiving the highest number of votes shall be elected as president-elect if they are eligible. The newly elected president-elect shall be contacted the day of the election to confirm that they will accept the office. In the event they decline the office of president-elect, the eligible director receiving the next highest vote shall be declared president-elect and this procedure shall be followed until a president-elect is elected.
- h.** An elected president-elect declining the office of president-elect shall not be considered for the office of secretary/treasurer but may remain as a director. In the event they decline to serve as a director, the nominee receiving the next highest number of votes shall be elected director. The elected director receiving the next highest votes shall be elected secretary/treasurer.

ARTICLE VIII – Committees & Complaint Procedures

There shall be the following standing committees:

Section 1. Membership Committee: Shall be formed at the discretion of the Board on an “as-needed” basis.

Section 2. Advisory Committee: Shall be formed at the discretion of the Board on an “as-needed” basis.

Section 3. Grievance Committee: Shall be formed at the discretion of the Board on an “as-needed” basis. Any grievance shall be submitted to the Board in writing and addressed by the board.

Action in all cases shall be by secret ballot.

Upon a written complaint filed with the Board, the Board will inquire into allegations set forth in the complaint within thirty (30) days and take action that will be in the best interest of the Association.

Every member of the Association shall answer any inquiries made by the Board. The Board may hold hearings for this purpose and the member being investigated or any member of the Association, must attend, provided twenty-four (24) hours written notice is given. All proceedings shall be recorded in the minutes of said meeting.

ARTICLE IX – Meetings & Quorum Requirements

Section 1. A quorum for the transaction of business at all meetings of the membership and of the Board shall be fifty-one percent (51%) of the members eligible to vote as if all had been present.

Section 2. Membership meetings shall be conducted in accordance with the rules prescribed by the Board and Robert's Rules of Order.

Section 3. Meetings of the Board shall be held monthly, and membership shall be notified of date and location. Special meetings will be held at the call of the President.

ARTICLE X – Political & Public Activity Restrictions

Section 1. There shall be no participation in, endorsement of, or resolutions offered in connection with any political or public activity.

Section 2. No speaker may appear before the Executive Association of Greater Orlando, Inc who discusses politics, religion or matters of a general nature.

ARTICLE XI – Amendment Procedures

Section 1. These bylaws may be amended at any regular membership meeting by a two-thirds ($\frac{2}{3}$) vote in favor of such amendment, provided:

- a. Amendment has been first approved by a two-thirds ($\frac{2}{3}$) vote of the Board.
- b. A copy the amendment has been sent at least seven (7) days before the meeting to the membership.
- c. These Bylaws may be amended at any regular meeting of the membership by a two-thirds ($\frac{2}{3}$) vote in favor of such amendment, provided such amendment has first been approved by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors, and a copy of same has been sent at least seven (7) days before the meeting at which same is considered.

ADDENDUM

January, 1998 - Revised

August, 2000 - Revised (Article IV, Obligation of Members, Section 3)

EAGO Bylaws – Revised October 2025

May, 2005 - Revised

October, 2007 - Revised

November, 2011 - Revised (Article VII, Section 6, Election Procedure)

Revised (Article VIII, Section 2, Educational Committee)

Revised (Article VIII, Section 5, Added Appointment of Special
Committees)

January 2023 - Revised

October 2025 - Revised

- Added Executive Director Job Description
- Article II: Clarified membership eligibility, classification changes, re-application process, and Honorary Member criteria.
- Article III: Added proxy voting language and clarified alternate rep approval.
- Article IV: Renamed “Visitation” to “After Hours”; defined lead expectations and new member presentation timelines.
- Article V: Defined refund process for denied applications; clarified delinquency and special assessments policy. Added subsection on dues refund policy in cases of resignation or termination.
- Article VI: Expanded Board to 8 members with new Past-President role; added detailed role descriptions.
- Article VII: Introduced blue badge and good standing requirements for Board candidacy; simplified election procedure; defined tie-break protocol.
- Article VIII: All committees now formed at Board discretion; removed fixed composition.
- Article XI: Clarified process for amending bylaws.