

CONSTITUTION

ARTICLE I - NAME

The name of this Organization shall be the Southeast Governmental Fleet Managers Association (SGFMA) sponsored by the South Carolina Governmental Fleet Managers Association (SCGFMA). The Organization may be referred to herein as SGFMA, Association or Organization.

ARTICLE II - PURPOSE

The purpose of the Southeast Governmental Fleet Managers Association shall be:

- (a) To foster and promote the advancement of the fleet management profession through membership, association, and assistance to fellow fleet managers.
- (b) To provide an open forum for the exchange of ideas, experience, and information related to the fleet management profession.
- (c) To develop and promote improved standards and methods for the efficient and effective management of fleet operations and its' assets.
- (d) To seek the improvement of laws and regulations pertaining to fleet administration.
- (e) Provide the exchange of information on procurement, maintenance, operation, and disposition of fleet equipment.
- (f) Promote the professional, social, and personal interaction among members of the fleet management profession.
- (g) To promote improved intergovernmental and Exhibitor relations.

ARTICLE III – MEMBERSHIP

Any person who subscribes to the purposes of the Association shall be eligible for membership in this Organization. .

ARTICLE IV - BOARD OF DIRECTORS AND OFFICERS

A Board of Directors shall govern the Association. The Board will be comprised of four (4) offices titled: President, Vice-President, Secretary, Treasurer and twelve (12) Board members. The terms “Board”, “Board Member” and “Officer” may be used synonymously herein, except where specifically noted.

ARTICLE V - MEETINGS

The Southeast Governmental Fleet Managers Association shall conduct regularly scheduled meetings of the Association membership. Due notice of all meetings shall be served upon the membership prior to the scheduled meeting date.

ARTICLE VI – COMMITTEES

The President shall appoint a Chairperson to each committee, Standing or Special, excluding the Program Committee, which shall be chaired by the Vice-President. Each Chairperson shall be responsible for appointing committee membership.

ARTICLE VII – NOMINATIONS AND ELECTIONS

A Nominating Committee shall make nominations for directors and officers annually. Additional nominations may be made from the floor. Elections shall be on a yearly basis at the annual Association membership meeting. All elected Officers and Board members will assume office immediately after the elections are final.

ARTICLE VIII - ADVISORY BOARDS AND CONSULTANTS

The President, with the advice and consent of the Board of Directors, may appoint advisory Boards and Consultants.

ARTICLE IX - ADMINISTRATION

The Board of Directors of the Association shall not be compensated for their services. The Board of Directors, at its discretion, may hire employees to perform specific services for the Association. All acts performed by and in the name of the Association must be done so with proper authority. A fiscal year for the Association shall be established, and all Association activities shall be related to this period. .

ARTICLE X - FINANCES

This Association shall be financed by annual dues from the membership, through assessment of members, and gifts or contributions. Accurate records shall be maintained to reflect the receipt and expenditure of all funds by the Association.

ARTICLE XI - AMENDMENTS

This Constitution may be amended at any meeting of the Association by two-thirds (2/3) majority vote of the members present, provided such proposed amendment shall first have been submitted in writing and mailed to the regular membership at least ten (10) days in advance of the date of the meeting.

ARTICLE XII - DISSOLUTION

In the event of the dissolution of the Association or the surrender or forfeiture of the Charter or otherwise, no distribution of assets will be made to any Board member or any other person or individual.

ASSOCIATION BY – LAWS

ARTICLE I - NAME

Section 1. Name: The name of this organization shall be the Southeast Governmental Fleet Managers Association (SGFMA) sponsored by South Carolina Governmental Fleet Managers Association (SCGFMA); herein referred to as Association or SGFMA or organization.

Section 2. Use of Name: Only the full and proper name of the Association shall be used in all official transactions and correspondence conducted for or in the name of the Association. Abbreviated forms of the Association's name may be used where appropriate.

ARTICLE II - PURPOSE

Section 1. Subscription to Purpose: All persons who desire to become members of this Association shall subscribe to the purpose of the Association as outlined in Article II of the Constitution.

ARTICLE III – MEMBERSHIP

Section 1. Admission to Membership: Any eligible person or agency may be admitted to membership upon payment of current annual dues. The eligible person (or persons of any governmental or quasi governmental entity) shall become a member at such time as his/her name or the organization's name is added to the membership roster.

Section 2. Categories of Association Membership: shall consist of Individual, Organizational, Exhibitor, Lifetime and Honorary Memberships. All five (5) categories of membership must endorse and practice those principles defined in Article XII – Code of Ethics.

(a) **Individual Membership:** Individual Membership shall be restricted to an individual who is actively engaged in governmental fleet activities of any Municipality, County, School District, State, Federal or Special Purpose Political Subdivision. The membership shall be in the individual's name.

(b) **Organizational Membership.** Membership shall be in the name of any Municipality, County, School District, State, Federal or Special Purpose Political Subdivision, which is actively engaged in governmental fleet activities. All members must be actively employed by the named agency.

There are three (3) categories of Organizational Memberships:

Organizational "A" Membership - Limited to three (3) members

Organizational "B" Membership - Limited to ten (10) members

Organizational "C" Membership - Limited to twenty (20) members

(c) **Exhibitor Membership:** Exhibitor Membership shall be available to businesses involved in supporting vehicle fleets. Membership entitles businesses to discounts for advertisements in Association publications (i.e., Association's newsletter, programs, Website), discounts on rental of display space at annual meetings and discounts on annual meeting registration fees.

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(d) Lifetime Membership: Lifetime Membership may be awarded to any person who has retired from governmental fleet activities with any Association Membership status. Upon retirement, the Lifetime Member designation may be made by the Association's Board of Directors and recognized by receipt of a certificate so stating. Lifetime members will not be assessed annual dues.

The request for Lifetime Membership will be submitted to the Nominating Committee on the official Organization nomination form. The Nominating Committee shall coordinate Lifetime Membership requests and designations with the Membership and Awards Committees for presentation to the Board.

(e) Honorary Membership: An Honorary Membership status may be bestowed, by the Board of Directors, upon anyone for his/her significant contribution to the governmental fleet management profession or to the Association itself. Such membership status will be recognized by receipt of a certificate so stating. Honorary Members shall not be assessed annual dues.

Requests for Honorary Membership will be submitted to the Nominating Committee on the official Organization nomination form. The Nominating Committee shall coordinate Honorary Membership requests and designations with the Membership and Awards Committees for presentation to the Board.

Section 3. Prerogatives. All members shall enjoy the same rights and privileges, except as stated herein or in Article III, Section 4. All memberships, excluding vendor, shall be entitled to vote in all questions placed before the Association and in election of officers, board members and shall be eligible for appointment to standing or special committees. To ensure fair representation of all governmental entities, voting will be limited to three (e) members from any organizational membership, regardless of size. (A roll call vote may be taken if needed to ensure compliance).

Section 4. Dues. Annual dues shall be:

Individual Membership - \$35.00

Organizational Membership:

- o Organizational "**A**" membership - \$100.00
- o Organizational "**B**" membership - \$150.00
- o Organizational "**C**" membership - \$200.00

Lifetime Membership – dues not assessed

Honorary Membership – dues not assessed

Dues are payable during January of each year or, in case of a new member, payable immediately upon his/her enrollment as a member of the Association. Membership dues paid during the last quarter of each calendar year shall be applied to membership for the following year. The treasurer shall send out statements of dues to each member in January or, in the case of a new member, immediately following his/her enrollment. A member may be considered delinquent on the first of April if dues have not been paid for the current year and will be notified by the treasurer of the delinquency. If dues are not paid by July 1, the member may forfeit all rights to membership and his/her name may be removed from the list of members maintained by the treasurer.

Dues shall be paid annually. Honorary and Lifetime Members will not be assessed annual dues.

ARTICLE IV - BOARD OF DIRECTORS AND OFFICERS

Section 1. Government. The Association shall be governed by a Board of Directors with a membership composition as herein described and with duties and responsibilities as herein defined.

Section 2. Board of Directors

(a) Composition. The Board of Directors shall be composed of the President, Vice-President, Secretary, Treasurer, and twelve (12) Directors. Seven (7) Directors shall be elected to serve their respective regions and five (5) Directors shall be elected at large. All Directors shall serve for a term of two (2) years; not to be more than two consecutive terms; Seven (7) of such Directors to be elected at each annual meeting of the Association. The Treasurer and Secretary shall be elected for a term of one (1) year at the Association annual meeting. The President, elected at the Association annual meeting, shall serve one (1) two-year term; the President may not serve consecutive terms. The Vice-President, elected at the Association annual meeting, shall serve a (1) one-year term and may be reelected for one additional consecutive term.

(b) Duties and Powers. The Board of Directors shall have general charge, management, and control of the affairs, funds, and properties of the Association. The President shall designate an individual to fill any vacant position on the Board for the remainder of the unexpired term of said vacant position. If the vacancy is the President's seat, the position shall be assumed by the Vice-President (see Article V-Section 5)

(c) Meetings and Quorums. The Board of Directors shall meet upon call of the President or any three (3) members of said Board. A majority of the Board members present shall constitute a quorum for the transaction of business. In the event of a tie, the President or the Board Member presiding at the Board Meeting shall cast the deciding vote. Written notice shall be given ten (10) days before the date of the meeting. It shall include the place, date, time, and purpose of the meeting so the members may be prepared for any discussions. If the meeting is urgent and time will not permit a written notice, a waiver may be ratified at the meeting.

Section 3. Officers. The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer. All Association and Organizational members, in good standing, shall be eligible for election as an officer of the Association.

Section 4. President. The President shall be the Chief Executive and Chairperson of the Board of Directors and of the Executive Committee of the Association, and shall preside at all meetings of the Association, the Board of Directors and the Executive Committee. The President shall have general responsibility for the activities of the Association, and perform all other duties usually associated with the office of President. The President shall serve as an ex-officio member of all committees. The President shall appoint the chairperson of all Standing and Special Committees. The President or appropriate committee chairperson shall present a progress report of the years' activities at the annual meeting of the Association.

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Section 5. Vice-President. The Vice-President shall assist the President in the performance of his/her duties, and shall assume such other duties as are assigned by the President. In the absence of the President, the Vice-President shall assume the duties of the President, and shall preside at the meetings of the Association. In the event that the President shall be unable to serve, the Vice-President shall succeed to the office of the President for the remainder of the President's term. In addition, the Vice-President shall be Chairperson of the Program Committee.

Section 6. Secretary. The Secretary shall keep accurate records of the proceedings of all meetings of the Association Board of Directors and the Executive Committee and shall perform such other duties as may be assigned.

Section 7. Treasurer. The treasurer shall receive all revenues of the Association, and shall deposit the same in an approved bank in the name of the Association. The Treasurer shall disburse funds by check or credit card for expenses incurred by the Association.

The Treasurer, at the Board's direction, may delegate to the Annual Meeting Chairperson the authority to receive and deposit annual meeting account funds, make dispersals for annual meeting expenses. When authority is delegated to the Chairperson, regular and accurate accounting of all annual meeting funds, donations and transactions shall be provided in a detailed written report to the Treasurer for presentation to the Board of Directors at the regularly scheduled meetings.

The Treasurer shall keep regular and accurate accounts of all funds, and shall, at all times, have the accounts open for inspection by the President, Board of Directors and Executive Committee. The Treasurer will provide detailed reports for all accounts at every scheduled Board meeting. The President may request, at will, a current report for any of the accounts. The Treasurer shall send annual membership dues notice to the members, and shall maintain an accurate roster of paid members. The Treasurer shall report in writing at the annual meeting of the Association on the state of the Association's financial condition, and shall submit other financial reports at such time as requested by the President, Board of Directors or the Executive Committee.

Section 8. Vacancies. A vacancy may exist in any Association office. The Board of Directors may, by a majority vote, vacate any office for cause or whenever the Board of Directors shall determine that the incumbent is incapable of efficiently and effectively performing the duties of such office. The Board Member affected shall be given, by registered mail, written notice of any such proposed action of the Board of Directors together with a detailed statement of the reasons thereof at least thirty (30) days before removal action by the Board. The officer affected shall have the right to respond to such notice within twenty (20) days after receipt of such notice. The President shall designate an individual to fill any vacant position on the Board for the remainder of the unexpired term of said vacant position. When the position of the President becomes vacant, the provisions of Article IV, Section 5 shall apply.

ARTICLE V – MEETINGS

Section 1. Annual Meeting. There shall be an annual meeting of the Association at a location to be announced by the President. The purpose of the annual meeting shall be to elect Officers and Board Members, present the annual report and the financial statement, and other transactions of business as shall be brought before it.

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- Section 2. Board Meetings.** There shall be regularly scheduled Board meetings. The Board will determine the meeting schedule at the beginning of each new year. There shall be a minimum of eight (8) Board meetings per calendar year.
- Section 3. Special Meetings.** The President on his/her own motion may call special meetings of the Association. Any other Officer upon approval of the Board of Directors may call special meetings. Association members upon approval of the Board of Directors or upon approval of two-thirds (2/3) of the Association membership, may call for a special meeting of the Association.
- Section 4. Committee Meetings.** Committees should meet as often as necessary to accomplish their goals.
- Section 5. Notice of Meetings.** Written notice of the purpose, time, and place of all annual and special meetings of the Association shall be given by the secretary to all members. Such notice shall be served to members not less than fifteen (15), nor more than sixty (60) days prior to the annual or special meeting.
- Section 6. Quorums.** For any meeting, a quorum shall consist of a majority of the members present.
- Section 7. Voting.** Each member having the right to vote shall be entitled to one (1) vote. Except as otherwise provided by the Constitution or the By-Laws of the Association, a majority of the votes cast by the membership at a meeting duly called shall be sufficient to take or authorize action upon any matter that may properly be brought before the meeting.
- Section 8. Authority.** Except where inconsistent with these By-Laws, Robert's Rules Of Order, Revised, shall govern the conduct of the meetings of the Association.

ARTICLE VI - COMMITTEES

- Section 1. Standing Committees.** Standing Committees of the Association are indicated below. The President shall appoint the Chairperson of each Committee, excluding the Program Committee. The Chairperson of each committee shall keep the President advised, at all times, of the committee's activities and shall render such progress reports as required by the President.
- (a) Executive Committee
 - (b) Nominating Committee
 - (c) Membership Committee
 - (d) Program Committee
 - (e) Professional Development Committee
 - (f) Association Annual Meeting Committee
 - (g) Exhibitor Relations Committee
 - (h) Information & Publicity Committee
 - (i) Awards Committee
 - (j) Audit Committee
- Section 2. Special Committees.** The President may appoint special committees. The Chairperson of each Special committee shall keep the President advised at all times on the activities of the committee and shall render such progress reports as required by the President.

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Section 3. Executive Committee.

- (a) **Members and Terms of Office.** The Executive Committee shall be comprised of the President, Vice-President, Secretary, Treasurer and one Board member appointed by the President. The Executive Committee shall serve for one (1) year, concurrent with the term of the Board of Directors of which they are members.
- (b) **Responsibilities.** The Executive Committee, at the request of the President, shall take emergency action on matters that cannot wait for a formal meeting of the Board of Directors. All actions taken by the Executive Committee are subject to review and ratification by the Board of Directors.

Section 4. Nominating Committee. The Nominating Committee shall be comprised of a minimum of four (4) Association members, including the Chairperson. Not more than two (2) of the Committee members may be members of the Board of Directors. The Committee will consist of one (1) member of State Government, one (1) member from County Government, one (1) member from Municipal Government and one (1) member-at-large.

Responsibilities: The Nominating Committee shall propose nominees for all of the offices, which will be vacated at the annual meeting. Written notice of nominations proposed by the Nominating Committee shall be given to the membership at least thirty (30) days prior to the annual meeting. All nominees selected by the Nominating Committee shall give prior consent before their names can be presented to the membership. Nominations from the floor shall be permitted with respect to any office to be voted upon at the annual meeting, provided that the person nominated has given consent to his/ her name being placed in nomination.

The Nominating Committee shall receive all applications for Lifetime and Honorary Memberships. The Committee will coordinate Lifetime and Honorary Memberships requests with the Membership and Awards Committees and present to the Board for appropriate action(s).

Meetings: The Committee shall meet as often as necessary to accomplish their goals.

Reporting Requirements: Committee Chairperson shall provide progress reports, as appropriate, to the President and Board. (usually at the monthly Board meetings).

Section 5. Membership Committee. The Membership Committee shall be comprised of a minimum of four (4) Association members, including the Chairperson. The Committee will consist of one (1) member from State Government, one (1) member from County Government, one (1) member from Municipal Government and one (1) member-at-large.

Responsibilities: The Committee will act as assistant to the Office of Treasurer in maintaining an Association's roster. Also, the Committee will be directly responsible for organizing an effective recruiting program and preparing materials for distribution to potential members to help familiarize them with the Association. The Committee will work with the President on membership problems and recruitment plans.

The Membership Committee shall work closely with the Nominating and Awards Committees to coordinate processing nominations for Lifetime and Honorary Memberships.

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Meetings: The Committee shall meet as often as necessary to accomplish their goals.

Reporting Requirements: Committee Chairperson shall provide progress reports to the President and Board (usually at the monthly Board meetings).

Section 6. Program Committee. The Program Committee shall be comprised of a minimum of three (3) Association members. The Committee shall be chaired by the Vice-President.

Responsibilities. As relevant to the annual Association meeting, the Program Committee shall be responsible for planning, development, and coordination of an informational and educational issues program for the membership. Responsibilities shall also include arrangement for guest speakers, audio visual aids, panels, or other appropriate methods to achieve the desired meeting objectives.

Meetings: The Committee shall meet as often as necessary to accomplish their goals.

Reporting Requirements: Committee Chairperson shall provide progress reports, as appropriate, to the President and Board (usually at the monthly Board meetings).

Section 7. Professional Development Committee. The Professional Development Committee shall be comprised of a minimum of three (3) Association members

Responsibilities: The Committee will plan, develop and coordinate programs of educational activities for the members of the Association. The programs to address the members' needs and interests along with those of the Association. A minimum of three (3) training sessions per year will be offered to the Association membership. This number may be increased to accomplish stated goals.

Meetings: The Committee shall meet as often as necessary to accomplish their goals.

Reporting Requirements: Committee Chairperson shall provide progress reports to the President and Board (usually at the monthly Board meetings).

Section 8. Association Annual Meeting Committee. The Annual Meeting Committee shall be comprised of a minimum of five (5) Association members.

Responsibilities: The primary responsibility of the Committee is to plan, develop, organize and coordinate all activities relevant to the Association's annual meeting. The Chairperson shall keep members advised of plans by timely reports at meetings, and/or special bulletins or releases to the entire membership, encouraging attendance at the annual meeting. Distribute registration forms to members. Arrange for suitable meeting facilities at the location selected, and coordinate the seating arrangements during the meeting. Plan and coordinate refreshments during breaks for each meeting. Plan and conduct a social hour or reception in connection with each meeting. Plan and coordinate a banquet menu and seating arrangements for the annual meeting. When specifically requested, assume responsibility for meeting and taking care of outside speakers or their special guests. Arrange for members of the committee to be on duty at the registration desk before the start of each meeting. Provide an identification badge for each participant and guest. Handle special arrangements and render special assistance as requested.

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The Treasurer, at the Board's direction, may delegate to the Annual Meeting Chairperson the authority to receive and deposit annual meeting account funds, make dispersals for annual meeting expenses. When authority is delegated to the Chairperson, regular and accurate accounting of all annual meeting funds, donations and transactions shall be provided in a detailed written report to the Treasurer for presentation to the Board of Directors at the regularly scheduled meetings.

Meetings: The Committee shall meet as often as necessary to accomplish their goals.

Reporting Requirements: Committee Chairperson shall provide progress reports, as appropriate, to the President and Board (usually at the Board meetings).

Section 9. Exhibitor Relations Committee. The Exhibitor Relations Committee shall be comprised of a minimum of three (3) Association members.

Responsibilities. The primary responsibility of this committee will be to assist the Association's Annual Meeting Committee in developing the Exhibitor equipment show and displays. Additional responsibilities will include planning, developing and coordinating Exhibitor recruitment and participation in the Association.

Meetings: The Committee shall meet as often as necessary to accomplish their goals.

Reporting Requirements: Committee Chairperson shall provide progress reports, as appropriate, to the President and Board (usually at the Board meetings).

Section 10. Information and Publicity Committee. The Information and Publicity Committee shall be comprised of a minimum of four (4) Association members.

Responsibilities: The primary responsibilities of the Information and Publicity Committee are: 1) maintain Website-coordination and operation; 2) publish Association newsletter, and 3) maintain Associations' e-mail directory. Additional responsibilities will include handling the promotion and publicity of the annual association meeting, seminars and training workshops.

Meetings: The Committee shall meet as often as necessary to accomplish their goals.

Reporting Requirements: Committee Chairperson shall provide progress reports to the President and Board (usually at the Board Meetings)

Section 11. Awards Committee. The Awards Committee shall be comprised of a minimum of four (4) Association members.

Responsibilities: Annually, the Awards Committee will review all award applications, forms, and criteria, directions and inscriptions for all awards and make appropriate recommendations for updates and/or changes to the Board. Prior to the annual meeting, select from the Association's active membership roster a qualified recipients for the awards indicated below. Also, consult with the Treasurer regarding purchasing suitable awards. Provide appropriate press releases and arrange for the presentations at the Association's annual meeting.

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The Awards Committee shall work closely with the Nominating and Membership Committees to coordinate processing nominations for Lifetime and Honorary Membership.

Bill Nix Award – Qualifications are in accordance with the approved application form(s).

Darrell E. Floyd Scholarship Award – Qualifications are in accordance with the approved scholarship application. The Committee Chairperson will coordinate application mailings and receipts with the Association Secretary and issuance of scholarship checks with the Treasurer.

Special Recognition Awards – consist of discretionary awards as prescribed by the Board of Directors for outstanding contributions to the Association and/or advancement of the fleet management profession. The recipient of this award may be from any category of membership.

President’s Awards – may be presented to an individual(s) or group(s) at the sole discretion of the Association’s President. This award does not require action from the Awards Committee.

Section 12. Audit Committee. The Audit Committee shall be comprised of a minimum of three (3) Association members from three (3) different levels of government. The President shall appoint the Chairperson.

Responsibilities: The Committee will perform a minimum of one audit per calendar year of the Associations financial records. The first audit will be in January each year. The President or Board may request additional audits as deemed necessary.

Meetings: The Committee shall meet as often as necessary to accomplish their goals.

Reporting Requirements: Committee Chairperson shall provide a written report detailing each audit. The report shall be provided to the President and Board at the next scheduled Board meeting after completion of the audit.

ARTICLE VII – ELECTIONS

Section 1. Elections. All officers and directors of the Association shall be elected at the annual meeting and each officer and director shall hold office until a successor is elected or duly appointed.

ARTICLE VIII - CONSULTANTS

Section 1. Special Consultants. The Board of Directors may at its discretion authorize the appointment of special consultants for either general or specific purposes. The term for such special consultants shall be for as long as necessary to accomplish the objective for which they were appointed. Appointment of such consultants shall be made by the President with the approval of the Board of Directors.

ARTICLE IX - ADMINISTRATION

Section 1. Compensation of Officers. Officers and Directors of the Association shall Not receive any salary or other compensation for services in their capacity as Board Members.

Section 2. Appointment of Employees. The Board of Directors may authorize the appointment or employment of persons to carry out designated duties for the Association on a compensated basis. The term and rate of employment shall be determined by the Board of Directors. Such employee shall perform their duties under the direction of the President or his/her designee.

Section 3. Acts of the Association. No person shall act in the name of the Association except as authorized in these By-Laws or by the Board of Directors or by the President. No person shall, without the written approval of the President or the Board of Directors, send any letter, notice, or written communication in the name of the Association to the members of the Association or to any other person including any other Association, public body, or public official.

Section 4. Fiscal Year. The fiscal year of the Association shall commence on the first day of January of each year and end on the last day of December of the same year.

Section 5. Regional Areas. The operations and activities of the Association shall be conducted in the State of South Carolina, however, in order to ensure maximum representation in Association business. The areas represented have been divided into seven (7) geographical regions as follows:

Regions

Areas Represented

1	Calhoun, Clarendon, Fairfield, Kershaw, Lancaster, Lee, Lexington, Newberry, Richland, and Sumter Counties in South Carolina.
2	Bamberg, Beaufort, Berkeley, Charleston, Colleton, Dorchester, Hampton, Jasper, and Orangeburg Counties in South Carolina.
3	Abbeville, Aiken, Allendale, Barnwell, Edgefield, Greenwood, Laurens, McCormick, and Saluda Counties in South Carolina.
4	Anderson, Cherokee, Chester, Greenville, Oconee, Pickens, Spartanburg, Union, and York Counties in South Carolina.
5	Chesterfield, Darlington, Dillon, Florence, Georgetown, Horry, Marion, Marlboro, and Williamsburg Counties in South Carolina.
6	States of Georgia and Florida
7	States of North Carolina, Tennessee and Virginia

ARTICLE X - FINANCING

Section 1. Association Membership Dues. The Association shall receive annual dues from the membership. New members shall pay full dues at the time of acceptance into membership.

Section 2. Assessment. The Association may at its option, and in accordance with the Constitution and By-Laws of this Association, assess its members for financial support of the Association's activities.

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Section 3. Contributions and Gifts. The Association may receive gifts and financial contributions in support of its activities. The financial receipts of the Association derived from sources other than membership dues may be retained for the support of the Association's activities unless other arrangements approved by the Board of Directors are established.

Section 4. Fund Raising. The Association may conduct fund raising functions to support its activities. No person, Officer or member may in the name of the Association solicit or receives gifts or contributions of any kind in the name of the Association without prior approval of the Board of Directors or from the President.

ARTICLE XI - AMENDMENTS

Section 1. Amendments. At any meeting of the Association, the members may, by two-thirds (2/3) majority vote of the membership present, alter, amend, or repeal any part or all of these By-Laws, adapt new By-Laws, or direct the Board of Directors to cause any provision of the By-Laws to be altered, amended, repealed, or adopted, however, that no provision of the By-Laws to be amended would be inconsistent with the Association's status as a nonprofit corporation under the laws of the State of South Carolina, provided, however, that no provisions would be inconsistent with the Constitution nor would infringe on the rights of a third party.

Section 2. Time for Filing Proposals. All proposals to amend, alter, or repeal any part of the By-Laws must be mailed to the membership ten (10) days prior to the meeting that would consider the changing of the By-Laws.

Section 3. Separability. If any sections of these By-Laws are found to be unjust or unconstitutional, it shall not affect other portions except as amended under Article XI, Section 1.

ARTICLE XII - CODE OF ETHICS

Section 1. The Southeast Governmental Fleet Managers Association Code of Ethics shall govern the conduct of each member of the Association. The Code of Ethics is as follows:

- (a) A member regards public service as a trust and is in accord with and supports professional principles of governmental fleet administration.
- (b) Members believe in the dignity of their office, the real worth of the service rendered by their governmental agency, and gives first consideration and loyalty to that agency.
- (c) Members are always guided in their actions by integrity and honor to merit the respect and inspire the confidence of the agency and the public, which they serve.
- (d) A member believes that character is the greatest asset in commerce and therefore, will not accept gifts or other things of value from Exhibitors where the intent is to influence the purchaser.

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- (e) Members keep their governmental agency fully informed of their problems and progress, doing so through appropriate channels by emphasizing the facts without personal aggrandizement.
- (f) Members do not allow political consideration or any other outside influence to enter their relationships with employees. Personnel administration is based upon training, experience and initiative.
- (g) A member avoids sharp practices and misrepresentations recognizing that mutually profitable business relations are based upon honesty and fair dealing.
- (h) Members **will** be courteous, considerate, prompt, and businesslike with those whom they deal, including their employer, employees, Exhibitors, and the public so that their time and that of others will not be wasted.
- (i) A member subscribes to and supports the professional objectives of the Southeastern Association of Governmental Fleet Managers.

ARTICLE XIII - DISSOLUTION

In the event of dissolution of this Association according to Article XII of the Constitution, all property owned, acquired, managed; and operated by the association is to be dedicated to charitable purposes. Upon the dissolution of this association, such property shall not inure to the benefit of any private person except a nonprofit fund, foundation, or corporation whose purpose as specified in the Internal Revenue Code and the Laws -of the State of South Carolina would aid or benefit the general welfare of the citizens of South Carolina.