

BYLAW OF THE GLOBAL SPEAKERS FEDERATION

ARTICLE I - Name

The name of the Corporation is the Global Speakers Federation, hereafter referred to as the GSF.

ARTICLE II - Principal Office

The principal office for the transaction of the business of the Corporation shall be 1370 Don Mills Rd. Suite 300, Toronto, Ontario M3B 3N7, or at such other location as may be determined by the Board of Directors.

ARTICLE III - Specific Purposes

Section 1. Framework.

The GSF is a global framework for independent, non-profit speakers associations to collectively serve the interests of the individual member associations while also advancing the profession of speaking. The GSF is a mechanism of affiliation through which associations for professional speakers around the world collectively, and through their association, serve their members and leaders by facilitating greater access to resources available worldwide that enhance professional education and development for speakers.

Section 2. Benefit.

GSF shall be classified a 501(c)(6) a not-for-profit organization; its resources shall be applied exclusively in furtherance of its purposes; and no part of its resources or earnings shall inure to the benefit of any private person.

Section 3. Governance.

The GSF shall be governed by this Bylaw and the policies established by the Board of Directors as documented in a GSF Policies and Procedures Manual. The GSF is a collection of independent professional speaker associations supporting the purpose of the GSF through their association as defined in this Bylaw and Policies.

ARTICLE IV - Membership

Section 1. Associations.

A not-for-profit professional speakers association of any country or geographical area, meeting the eligibility requirements, may apply for membership in the GSF and be admitted to membership by the affirmative vote of the majority of the Board of Directors.

Section 2. Classes of Membership.

There shall be two classes of membership:

- Full Member (for speaker associations)

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- Affiliate Member (for corporates and partners)

Section 3. Membership Qualification.

3.1 Full Membership qualification requires that the Member Association:

- A. Be an applicant for the time determined needed to verify eligibility for Full Member status as specified in the GSF Policies and Procedures Manual
- B. Meet the Full Member application requirements as determined by the Board of Directors and outlined in the GSF Membership Admissions Policy
- C. Act with integrity and enforce its written Code of Professional Ethics
- D. Comply with the Bylaws and Policies of the GSF
- E. Organize and implement educational events and programs for professional speakers
- F. Conduct its activities in compliance with the not-for-profit speakers associations home nation's rules and regulations
- G. Conduct its administrative and marketing activities in a professional manner

3.2 Affiliate Membership qualification requires that the applicant:

- A. Meets the Affiliate Member application requirements as determined by the Board of Directors and outlined in the GSF Membership Admissions Policy
- B. Act with integrity and support the mission of the GSF
- C. Organize and implement educational events, programs or services for professional speaker associations
- D. Conduct its activities in compliance with their home nation's rules and regulations
- E. Conduct its administrative and marketing activities in a professional manner

Section 4. Approval for Membership.

GSF membership is granted by a majority vote of the Board of Directors. One of the following three options may occur by a majority vote of the Board of Directors:

- A. Membership status is conferred
- B. Application period is extended for a period of time
- C. Membership status is denied

Section 5. Resignations.

Any Member of the GSF, which is not in arrears in dues or in the performance of duties, may resign in good standing. Resignations must be made in writing to the Board of Directors at least sixty (60) days before the Annual General Meeting. Any Member resigning from the GSF shall not be entitled to any refund of dues or other fees. All membership rights of a Member shall cease upon resignation.

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Section 6. Suspension and Termination.

A Member may be suspended or terminated by the Board of Directors by the affirmative vote of two-thirds (2/3) of the Board, except as stated in Article V, Section 4.

The Board of Directors shall make known its reasons for such action. Sufficient cause for termination or suspension shall be:

- A. Violation of the GSF code of professional ethics
- B. Violation of anti-competitive laws or any policy duly adopted by the GSF
- C. Failure to pay membership dues or charges
- D. Not compliant (or has not conformed) with the requirements for eligibility for membership in the GSF
- E. Bringing disrepute upon the GSF
- F. Failure to comply with the GSF Bylaws or GSF Policies
- G. Conduct prejudicial to the best interest of the GSF

Any decision of the Board of Directors terminating a Member shall take effect immediately. An appeal may be made to an Ad Hoc Arbitration Committee appointed by the President. Subject to appeal before an Ad Hoc Arbitration Committee, the decision of the Board of Directors shall be final.

Section 7. Rights of Suspended Members.

All voting rights of a Member Association shall cease upon suspension.

Section 8. Rights of Terminated Members.

All membership rights of a Member, beyond the right to appeal, shall cease upon termination.

Section 9. Reinstatements.

Any Member terminated, resigned, or suspended from the GSF may only be reinstated by the affirmative vote of two-thirds (2/3) of the Board of Directors.

ARTICLE V - Dues

Section 1. Dues and Fees.

The amount and time for payment of all dues, fees, and other charges shall be as from time to time fixed and determined by majority vote of the Board of Directors.

Section 2. Funds.

The monies of the GSF shall be deposited in the name of the GSF in such bank or banks or trust company or trust companies as the Board of Directors shall designate and shall be drawn out only by persons designated by resolution of the Board of Directors and for GSF related business only.

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Section 3. Fiscal Year.

The fiscal year of the GSF shall be January 1st through December 31st or on such other time period as determined by resolution of the Board of Directors.

Section 4. Failure to Pay Dues.

If a Member Association fails to pay dues within 60 days after the date they are due, the membership will be considered suspended. Membership shall be reinstated only upon the payment of dues in arrears and a majority vote of the Board of Directors.

ARTICLE VI - Board of Directors

Section 1. Size, Composition, and Authority.

The business of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of a representative of each Full Member Association as well as five (5) GSF officers: President, President-Elect, Vice President, Immediate Past President, and Executive Director.

The business and affairs of this Corporation shall be controlled by the Board of Directors subject to the limitations of the Articles of Incorporation, this Bylaw, and governing law.

Without limiting the general powers, the Board of Directors shall have the following powers:

- A. **Agents and Employees:** To remove and replace all other agents, and employees of the Corporation, prescribe such powers and duties for them consistent with law, the Articles of Incorporation, or Bylaws, and fix their compensation.
- B. **Policies and Procedures:** To conduct, manage, and control the affairs and business of the Corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or the Bylaws.
- C. **Borrowing Authority:** To borrow money and incur indebtedness for the purposes of the Corporation, and for that purpose to cause to be executed and delivered, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities as provided in the Articles of Incorporation.

Section 2. Term of Office.

The business and property of the Corporation shall be managed and controlled by a Board of Directors, each of whom shall serve a term of three (3) years. Directors will take office immediately following the first meeting after bylaw adoption. Subsequently, Directors will take office at the adjournment of each Annual General Meeting.

A Director may serve a maximum of two (2) consecutive terms, and must retire from

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the Board for a period of at least one (1) year before he/she is eligible to serve on the Board again. Directors elected to officer positions shall not be subject to this regulation during their tenure as officers.

Section 3. Representatives.

Member Associations are responsible for providing a representative to the Board of Directors. It is recommended that the representative is a board member, a past-president or an ex-officio member of the Member Association board as the representative must be able to communicate regularly and efficiently with the Member Association's board.

Section 4. Resignation and Removal.

A director may resign at any time by giving written notice through their Member Association of such resignation to the Board of Directors. Directors may be removed for cause by a two-thirds (2/3) vote of the remaining directors.

Section 5. Vacancies.

Any vacancy in the Board of Directors, whether resulting from an increase in the number of directors, the removal of directors for or without cause, or otherwise, shall be filled for the unexpired portion of the term by an alternate representative provided by the Member Association.

Section 6. Meetings and Attendance.

The GSF Board of Directors will use the following types of meetings to conduct its business and have the following attendance requirements:

- A. **Regular Meetings.** The Board of Directors will meet at least quarterly. Meetings may be attended in-person, via video conferencing, or similar digital platform.
- B. **Annual Meetings.** The annual meeting of the Board of Directors shall be held in conjunction with the annual meeting of a Member Association, if any, or at a time and place selected by the Board of Directors.
- C. **Special Meetings.** Special meetings of the Board of Directors may be called by the President or President-Elect when acting on behalf of the President. The Board of Directors may call a special meeting by a written request of one-third of the members of the Board of Directors.
- D. **Attendance.** Attendance at meetings is reserved for Officers and members of the Board of Directors, except by special invitation of the President.

Section 7. Quorum.

At all meetings of the Board of Directors, one-half of the directors, excluding ex-officio members, shall be necessary and sufficient to constitute a quorum for the transaction of business.

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Section 8. Voting.

- A. Each member of the Board of Directors may cast one vote. Ex-officio members do not have a vote.
- B. Voting, at a properly constituted meeting, can be done in-person or via video conferencing or similar digital platform.
- C. A director may appoint a proxy to vote or otherwise act for the director by signing an appointment form, either personally or by the director's attorney-in-fact. The proxy may be general or specific in form. The appointment does not relieve the director of liability for acts or omissions imposed by law on directors.
- D. An appointment of a proxy is effective when received by the Executive Director. An appointment is valid for one month unless a different period is expressly provided in the appointment form.
- E. An appointment of a proxy is revocable by the appointing director.
- F. The death or incapacity of the director appointing a proxy does not affect the right to accept the proxy's authority unless written notice of the death or incapacity is received by the Executive Director before the proxy exercises its authority under the appointment.
- G. Subject to any express limitation on the proxy's authority appearing on the face of the appointment form, the organization is entitled to accept the proxy's vote or other action as of the director making the appointment.

Section 9. Powers.

All the corporate powers, except as otherwise provided in this Bylaw and by law, shall be vested in and exercised by the Board of Directors. The Board of Directors may, by written consent, delegate to the Executive Director or other committees or to officers of the Corporation such powers as are legally delegable.

The affirmative vote of a majority of the members present in any meeting at which a quorum is present shall be sufficient for the approval of any matter, except as otherwise required by Bylaws or by special rules of procedures adopted by the Board of Directors.

Section 10. Action Without a Meeting.

Any action by the Board of Directors may be taken without a meeting by electronic written consent if all members of the Board are given written notice of the proposed action, and majority of the Board members consent to the action in writing, unless otherwise stated in this Bylaw. Such electronic written consent shall be filed with the Minutes of the proceedings of the Board.

Section 11. Committees.

The GSF shall use the following committees:

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A. **Steering Committee.** The Steering Committee is chaired by the GSF President (or President-Elect in the absence of the GSF President). On the matters brought before the Steering Committee for vetting purposes, the Steering Committee would move forward approved matters and make appropriate recommendations to the Board of Directors for a final decision.

A-1. **Composition.** The Steering Committee will be composed of ten (10) members, which will consist of the board member from each of the three (3) largest Member Associations (as determined by membership count based on dues paid, 30 days prior to the Annual General Meeting), the board member from two (2) of the remaining Member Associations (who will be elected by the two highest votes cast by the GSF Board of Directors), the GSF President, the GSF President-Elect, the GSF Vice President, the GSF Immediate Past President and the Executive Director.

A-2. **Meetings.** The Steering Committee shall meet at least six times per year. Meetings may be attended in-person, via video conferencing, or similar digital platform.

A-3. **Voting.** To properly reflect the Member Association's member count and representation, voting would be weighted based on the following scale, based on a total of ten (10) votes:

- Three (3) largest Association representatives 2 votes each plus the Power of Veto
- Two (2) other Association representatives 1 vote each
- GSF President 1 vote
- GSF President-Elect 1 vote

A-4. **Power of Veto.** To account for the disparate range in the size of the various Member Associations (e.g., 25 members to over 3500 members) and to properly reflect Member Association's member count and representation, a veto vote exists on the Steering Committee. The three largest Member Association representatives each have a veto vote on matters brought before it for vetting purposes. If a veto vote is cast, it can be overridden by a unanimous vote of all of the remaining members on the Steering Committee. A veto vote would mean the proposal would be tabled or sent back to the committee or individual, and the proposal would not proceed to the Board at that time.

A-5. **Term.** Each term of the Steering Committee members is one (1) year and shall coincide with the term of the Board of Directors as specified in the first paragraph of Section 2 of this Article. There is no limit on the number of Steering Committee terms, unless otherwise stated in this Bylaw.

B. Presidential Leadership Team. The Presidential Leadership Team shall

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consist of the five (5) officers of the Corporation, the President, President-Elect, Vice President, Immediate Past President and the Executive Director.

- C. **Nominating Committee.** There shall be a nominating committee, constituted and with such powers as are described in Article VII, Section 2 herein.
- D. **Other Committees.** The other committees convened as, and when required, shall be: Finance, Strategic Planning, Marketing and Communication, New Association Development, Association Executive Directors, and Global Designation.
- E. **Special Committees and Task Forces.** The President may appoint such other special committees, subcommittees, ad hoc or task forces as may be required to carry out the Corporation's business or as the President may find necessary. The President will report any newly appointed committees, subcommittees, ad hoc committees, or task forces to the board at the current or next meeting. The board can dissolve the appointment if desired with a 2/3 vote.
- F. **Rules.** Each committee may adopt its own governance, consistent with this Corporation's Bylaws or with rules adopted by the Board of Directors.

Section 12. Policy and Procedures Manual.

The Board of Directors of this Corporation shall establish a "Policy and Procedures Manual" which shall contain any and all of the information, procedures, policies, or elaboration upon the Corporation's Bylaws.

ARTICLE VII - Officers

Section 1. Number and Qualification.

The GSF shall have five (5) officers: the GSF's President, President-Elect, Vice President, Immediate Past President, and Executive Director. At the conclusion of the Annual General Meeting, the President-Elect shall assume the duties of President and the Vice President shall assume the duties of President-Elect. The Vice President shall be subject to election by vote of the Board of Directors as provided by this Bylaw.

Officers, with the exception of Executive Director, must be professional speaking members in good standing of their Member Association. Officers may not serve as voting members of a Board of Directors of a Member Association. Officers do not serve as a representative from any Member Association.

Section 2. Nominating Committee.

The Nominating Committee shall bring forward a ballot of at least two (2) and no more than three (3) candidates for the officer position of Vice President. The Nominating Committee will be chaired by the Immediate Past President and comprised of up to four additional members. The additional members will be selected by the Immediate Past President, and endorsed by the Board of Directors. These committee members must have served on the former GSF Executive Council or on the GSF Board of Directors within the last five years. Additionally, the committee

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members will represent the global diversity of the various Member Associations.

Section 3. Vice President Nominees.

Vice Presidential candidates must be a current GSF Board of Directors member with at least one (1) year of GSF board service, unless otherwise stated in this Bylaw.

Section 4. Voting and Ballots.

Each Director with voting privileges casts one vote by secret ballot for the position of Vice President. The Vice Presidential candidate with the most final votes will be deemed elected. In the event of a tie, the current GSF President will cast the deciding vote.

Section 5. Vacancy.

Any vacancy in an officer position, other than the President, shall be filled for the unexpired portion of the term upon Presidential nomination from the remaining officers or members of the Board of Directors, confirmed by a majority of the Board of Directors at its next meeting.

In the event of a vacancy occurring in the office of President, the President-Elect will fill the office of President for the remainder of that term. If the President-Elect cannot serve, the Board of Directors, by majority vote at its next meeting, shall elect another member of the of the Board of Directors to serve as President for the remainder of the term. Any person so selected shall immediately resign any other office held.

ARTICLE VIII - Duties of Officers and Staff

Section 1. President.

The President shall be the Chief Officer of the GSF and shall preside at all meetings of the Board of Directors and the Steering Committee. The President shall have general supervision of the affairs of the GSF, shall make reports as needed from time to time, and shall perform all such other duties as are properly required by the Board of Directors. The term of the President will be one (1) year.

Section 2. President-Elect.

The President-Elect shall exercise the functions of the President during the absence or disability of the President. The President-Elect shall have powers and discharge such duties as may be assigned to the office from time to time by the Board of Directors. The term of the President-Elect will be one (1) year.

Section 3. Vice President.

The Vice President shall exercise the functions of the President-Elect during the absence or disability of the President-Elect. The Vice President shall have powers and discharge such duties as may be assigned to the office from time to time by the Board of Directors, including the duties of Secretary and Treasurer. The term of the Vice President will be one (1) year.

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Section 4. Secretary.

The Secretary shall issue notices for all meetings, shall keep minutes of all meetings, and keep the historical documents of the GSF. In the absence of a Secretary, duties may be delegated as required from time to time. The Secretary shall perform all duties incidental to the office or which are properly required by the Board of Directors. The term of the Secretary will be one (1) year.

Section 5. Treasurer.

The Treasurer shall have the custody of all monies and securities of the GSF and shall keep regular accounts. The Treasurer shall disburse the funds of the GSF in payments of just demands against the GSF or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and will render reconciled accounts covering each fiscal year and a quarterly report of all transactions. In the absence of a Treasurer, duties may be delegated as required from time to time. The Treasurer shall perform all duties incidental to the office or which are properly required by the Board of Directors. The term of the Treasurer will be one (1) year.

Section 6. Immediate Past President.

The Immediate Past President shall serve as a member of the Board of Directors and perform such other duties as may be prescribed by the President and/or the Board of Directors and this Bylaw. The term of the Immediate Past President will be one (1) year.

Section 7. Executive Director.

The Executive Director shall serve as an officer and ex-officio member of the Board of Directors and all Committees. The Executive Director shall be compensated for their duties as outlined in the Service Level Agreement. The Executive Director will serve for the term of the Service Level Agreement.

Section 8. Payment to Officers.

Officers, other than the Executive Director, shall not receive any compensation for their services as officers or for attendance at either regular or special meetings of either the members or the directors, except as stated in this Bylaw.

ARTICLE IX - Rules of Procedure

Robert's Rules of Order (revised) shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or any special rules of procedure adopted by the Board of Directors.

ARTICLE X - Non-discrimination

GSF membership is open to not-for-profit professional speakers associations worldwide without regard to nationality, race, culture, background, location, or political affiliations. The GSF membership shall be composed of those not-for-profit professional speaker associations who meet the admissions policy and associate

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themselves together to further the purposes of the GSF.

ARTICLE XI - Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, as may be consistent with this Bylaw, and permitted by law.

ARTICLE XII - Contracts

The Board of Directors, except as otherwise provided in this Bylaw, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance.

ARTICLE XII -INDEMNIFICATION

The GSF shall indemnify any persons made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that they, their testator or intestate, is or was a member of any Board of Directors or any officer of the GSF or served another corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust or other enterprise, in any capacity at the request of the GSF, to the extent permitted by law. The GSF may purchase and maintain indemnity insurance to the extent permitted by law.

ARTICLE XIII – Miscellaneous

Section 1. Official Language.

The official language of the GSF shall be English.

Section 2. Seal.

The GSF seal shall be in such form as the Board of Directors may from time to time prescribe.

Section 3. Records.

The books, accounts, and records of the GSF, except as may be otherwise required by law, shall be kept in an electronic system available from a secure server location at such a place as the Board of Directors may from time to time appoint. Levels of access to the records of the secure system shall be open to current Board representatives, officers, appointed staff and others who may be appointed access by the Board of Directors.

Section 4. Notice of Annual General Meeting.

There shall be a regular annual meeting of the Corporation at a date and location as the Board of Directors may from time to time prescribe. Notice of the Annual General Meeting will be sent at least 30 days, but no more than 60 days, prior to the meeting date.

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Section 5. Compensation and Expenses.

Member Associations shall not receive any compensation or other expenses for attendance at meetings of the membership. The Board of Directors shall have the power in its discretion to contract for and to pay to members rendering unusual or special services to the Corporation, compensation appropriate to the value of such services rendered.

Section 6. Liabilities of Members.

No person who is now, or who later becomes, a member of this Corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this Corporation shall look only to the assets of this Corporation for payment.

Section 7. Dissolution of Corporation.

No Member Association shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation and such assets shall be distributed to a 501(c)(3) organization that is a public charity as selected by the Board of Directors.

Section 8. Error or Omission in Giving Notice.

No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

ARTICLE XIV - Amendments

The Board of Directors shall have the power to make, alter, amend, and repeal the Bylaws of the Corporation by affirmative vote of two-thirds (2/3) of the Board, provided that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law.

This Bylaw adopted on January, 13, 2017 and further amended on July 8, 2017, June 21, 2018, October 23, 2018, January 19, 2021, July 7, 2021 and July 5, 2022.

ATTEST:

Steve Lowell, GSF President