

FLORIDA STATE GUARDIANSHIP ASSOCIATION, INC.
BIG BEND CHAPTER BYLAWS

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DEFINITIONS

Electronic vote: any vote cast or called via facsimile, electronic mail and/or telephonically.

Electronic communication: any communication via electronic mail, facsimile and/or telephone.

Telephonic vote: any vote case or called via land-based or cellular telephone, so long as the individual casting the vote has adequately identified him/herself.

FLORIDA STATE GUARDIANSHIP ASSOCIATION, INC. -
BIG BEND CHAPTER

BYLAWS

ARTICLE I -- ORGANIZATION

- .01 **NAME** The name of this organization shall be Big Bend Chapter – FSGA Local Chapter.
- .02 **SEAL** If incorporated, the Seal of this organization shall contain the words "Big Bend Chapter" and "Corporate Seal".
- .03 **NAME CHANGE** The organization may, with the Florida State Guardianship Association, Inc.'s approval, change its name by a majority vote of the membership body.

ARTICLE II -- PURPOSE

SECTION 1 -- PURPOSE

- .01 **SPECIFIC PURPOSE** This organization has been formed to meet the following purpose within the Second Judicial Circuit of Florida:
- a. To promote public and professional education to further the exchange of professional knowledge for the benefit of guardians and wards.
 - b. To act as a liaison with state and national guardianship organizations, court, and other groups interested in quality guardianship services.
 - c. To assist in the development of local FSGA Chapters.
 - d. To develop a circuit-wide guardianship network.
 - e. To promote professional ethics and encourage, establish and maintain high standards of professional education, competence, and performance.
 - f. To promote a broader understanding and acceptance of the qualified guardian as an integral part of the judicial system.
- .02 **GIFTS** To acquire by gift, devise, bequest, grant or purchase, and hold and maintain real and personal property for the aforesaid purpose.
- .03 **ACCEPT GIFTS** To accept and administer any gift, devise or bequest of personal or real property, for the aforesaid purposes.
- .04 **NOT FOR PROFIT** If this organization is incorporated, it shall be formed solely and exclusively for the improvement of guardianship services and is not organized for, and shall not be operated, for pecuniary gain or profit. No part of the net earnings, if any, of this organization shall ever inure to the benefit of any member of this organization or any private individual. The properties of this organization shall not at any time be used or operated so as to benefit any officer, trustee, director, member, employee, contributor, or bond holder of this organization or any other person through the distribution of profits, payment of excessive charges or compensations or the more

advantageous pursuit of the business or profession of such person or persons. The properties of this organization shall at all times be used for the improvement of guardianship services or for uses which are clearly incidental and auxiliary and are hereby irrevocably dedicated to the improvement of guardianship services purposes.

SECTION 2 -- MISSION

- .01 **MISSION STATEMENT** The Mission of the Big Bend Chapter is as follows: To promote the protection, dignity and value of incapacitated persons through a code of ethics, advocacy and dissemination of information. To further the professionalization of guardianship as an accountable, protective service through education, networking and legislative action.

ARTICLE III -- STRUCTURE

- .01 **STRUCTURE** The organization shall consist of a Board of Directors and Members.
- .02 **BOARD OF DIRECTORS** The Board of Directors shall consist of those members hereinafter defined in Article VII, entitled "BOARD OF DIRECTORS."
- .03 **MEMBERS** The Members shall consist of those individuals hereinafter defined in Article IV, entitled "MEMBERSHIP."

ARTICLE IV -- MEMBERSHIP

SECTION 1 -- MEMBERSHIP

- .01 **MEMBERS** There shall be two (2) classes of members: Individual and Organizational. All persons and organizations sympathetic to the purposes of this organization shall be eligible for membership in the organization without regard to race, age, religion, national origin, sex, sexual orientation or disability.
- .02 **INDIVIDUAL** Individual Members include those individuals who are interested in the support and advancement of guardian services and protection of incapacitated persons.
- .03 **ORGANIZATIONAL MEMBERS** Organizational members include those organizations interested in the support and advancement of guardian services and protection of incapacitated persons.

SECTION 2 -- PRIVILEGES

- .01 **PRIVILEGES** All classes of members shall enjoy the privileges of the organization except where certain privileges are specifically restricted by these by-laws.
- .02 **RESTRICTIONS** Only Members who have paid the current membership dues shall be eligible to vote or hold elective office.

SECTION 3 -- MEMBERSHIP APPLICATION

- .01 **APPLICATION** Applications for membership shall be submitted directly to the Florida State Guardianship Association.
- .02 **REMOVAL** The Board of Directors shall have the power to recommend the removal from membership of any member for conduct detrimental to the organization. The member shall be removed upon a 2/3 majority vote of the Board of Directors or a majority vote of the general membership present. After notice of proposed removal, the member shall have the right to address the Board of Directors at the next scheduled meeting.
- .03 **CHANGE NOTIFICATION** It is the members responsibility to notify the membership committee of any changes in membership information.

SECTION 4 -- DUES

- .01 **DUES** Chapter Members shall pay both the local chapter dues and the organization's dues directly to the FSGA headquarters. Upon receipt of payment, the organization's membership records shall be updated and the amounts due each chapter shall be paid from the organization to the appropriate chapter.
- .02 **RECRUITMENT INCENTIVE** The Board of Directors may allow recruitment incentives for prospective new members of the organization, as it deems appropriate, so long as such incentives do not extend beyond the first year of membership.
- .03 **DUES DATE** Membership dues are due and payable concurrently with the membership period established by the Florida State Guardianship Association. Membership will be forfeited if dues are not received on or before the due date. A forfeited membership may be reinstated by payment of dues.

ARTICLE V -- MEETINGS

SECTION 1 -- GENERAL MEETINGS

- .01 **GENERAL MEETINGS** General meetings may be held as often as the Board of Directors deems necessary, but not less than quarterly.
- .02 **NOTICE** The secretary shall notify every member on the membership roll of the time and place of such general meeting at least twenty (20) days in advance of the meeting.
- .03 **QUORUM** The presence of not less than thirty percent (30%) of the general membership shall constitute a quorum and shall be necessary to conduct the business of this organization.

SECTION 2 -- ANNUAL MEETINGS

- .01 **ANNUAL MEETING** The annual meeting of the general membership of this organization shall be held at a time and date fixed by the Board of Directors, but no later than May 31st of any given year.
- .02 **NOTICE** The Secretary shall notify every member on the membership roll of the time and place of such annual meeting at least thirty (30) days in advance of the meeting.

SECTION 3 -- SPECIAL MEETINGS

- .01 **SPECIAL MEETINGS** A special meeting may be called at the request of the President, a majority of the Board of Directors, or twenty (20) percent of the Membership. Requests for such meeting must be made to the Board of Directors at least twenty (20) days before the requested meeting date, unless waived by the Board of Directors.
- .02 **NOTICE** Notice of such special meeting shall be given to all members on the roll at least seven (7) days before the scheduled date set for such special meeting. Such notice shall state the reason(s) for the call of the meeting, the business to be transacted and by whom the meeting was called.
- .03 **BUSINESS RESTRICTION** No other business but that specified in the notice may be transacted at such special meeting.

ARTICLE VI -- VOTING

- .01 **VOTING** Secret ballots shall be required for the election of Officers and Directors, and for voting on all questions that require a two thirds (2/3) majority to carry. There shall not appear any place on such ballot any mark or marking that might indicate the person who cast such ballot. All other votes shall be oral or as the monitor of the meeting should determine.
- .02 **NUMBER OF VOTES** Each Individual Member shall be entitled to one (1) vote and each Organizational Member shall be entitled to two (2) votes. The designated representatives for the Organizational member's two votes must be submitted in writing to the Board of Directors prior to the meeting in which they will cast their vote. No proxy votes will be permitted.
- .03 **INSPECTORS OF ELECTION** At all votes by ballot, the Chairperson of such meeting shall, immediately prior to the commencement of balloting, appoint a committee of at least two (2) persons who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairperson the results. This certified copy shall be physically affixed to the minutes of the meeting. No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon.
- .04 **ABSENTEE BALLOT** Votes may be cast by absentee ballot in accordance with procedures established by this organization's Board of Directors.

ARTICLE VII -- BOARD OF DIRECTORS
SECTION 1 -- MANAGEMENT

- .01 **DEFINITION** The Board of Directors shall consist of the Officers and the Directors of the organization.
- .02 **CONTROL** The management, direction and control of the properties, operations and activities of the organization shall be vested in the Board of Directors.
- .03 **NUMBER** The number of officers shall be five (5); the President, President Elect, Secretary, Treasurer, and Immediate Past President, and the total number of directors shall be five (5).
- .04 **QUALIFICATION** All Directors and Officers must be either an Individual Member or a designated voting representative of an Organizational Member in good standing. At least 75% of the Directors must be actively involved in the guardianship or incapacity process.

SECTION 2 -- ELECTION

- .01 **ELECTION** Directors shall be elected by the Members at the Annual meeting. Each director shall hold office for a term of two (2) years or until a successor is elected. Officers shall be elected by the Board of Directors at the first meeting of the new board.
- .02 **NOMINATING COMMITTEE** The nominating committee of at least two (2) members shall be created by the Board of Directors and announced at the first Board of Directors meeting subsequent to the annual election. One of the members, who shall be the Chairman, shall be appointed by the President; all others shall be elected by the Board.
- .03 **NOMINEES** Nominations for Directors positions may be submitted by the general membership, in writing, to the Nominating Committee at least forty-five (45) days prior to the election. All nominees are requested to give the Chairman of the Nominating Committee a brief written resume. Prior to the election, the nominee must make a verbal or written statement of his or her willingness to serve.
- .04 **QUALIFICATION** No more than one (1) owner, officer, director, or employee of the same Organizational Member may serve on this organization's Board of Directors.
- .05 **BALLOTS** The ballot shall be prepared in writing and shall be available to every Member in good standing who is present at the Annual Meeting, or available electronically prior to the annual meeting for absentee balloting purposes. The ballot shall comply with section VI.01, above.

SECTION 3 -- VACANCIES

- .01 **VACANCIES** Vacancies on the Board of Directors shall be filled by a majority vote of the Board of Directors at the next meeting of the Board following the creation of the vacancy or as soon as thereafter feasible. A Director appointed to fill a vacancy shall hold office for the unexpired term of the vacancy.

- .02 **QUALIFICATIONS** A candidate to fill a vacancy must be a member.
- .03 **TERMINATION** A Director may be recommended for removal for conduct detrimental to the organization by a 2/3 majority vote of the Board of Directors and shall be removed upon a 2/3 majority vote of the general membership present.
- .04 **NON ATTENDANCE** Non attendance at any two (2) regular meetings of the Board of Directors within a fiscal year without a valid excuse may result in board action to terminate the Director or Officer.

SECTION 4 -- MEETINGS

- .01 **MEETINGS** The Board of Directors shall meet at such time and place as it may determine, but not less than three times per year. Special meetings of the Board may be called by the President upon fifteen (15) days notice. Special meetings may also be called by vote of three (3) Officers, or upon request of a majority of the Board of Directors.
- .02 **VOTE** Each Director and Officer shall have one (1) vote and such voting may not be done by proxy. Forty (40%) percent of the current members of the Board of Directors shall constitute a quorum, inclusive of the President. At the request of the President, a telephonic or electronic vote may be conducted of the Board of Directors.
- .03 **RULES** The Board of Directors may make such rules and regulations covering its meetings as it deems necessary.

ARTICLE VIII -- OFFICERS
SECTION 1 -- OFFICERS

- .01 **NUMBER AND TERM** A President, President Elect, Secretary and Treasurer shall be elected by the Board of Directors at the first meeting of the new board. The term of office shall be two years or until their successors are chosen and elected.
- .02 **OTHER OFFICERS** The Board of Directors may elect or appoint such other officers as deemed necessary, such as Assistant Secretary and/or Assistant Treasurer.
- .03 **VACANCIES** Vacancies and new officers may be filled at any meeting of the Board of Directors to serve until election at the annual meeting.
- .04 **SUSPENSION** Any Officer may be suspended from office upon recommendation of a majority of the Board of Directors for conduct detrimental to the organization or whenever, in the Board's judgment, the best interest of the organization would be served thereby.
- .05 **REMOVAL** Any officer may be removed from office upon recommendation of a majority of the Board of Directors or majority vote of the general membership present whenever, in its judgment, the best interest of the organization would be served thereby.

- .06 **COMPENSATION** No Director or Officer shall for reason of this office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director for receiving any compensation from the organization for duties other than as an Officer or Director.

SECTION 2 -- DUTIES

- .01 **PRESIDENT** The President shall preside at the meeting of the Board of Directors and at meetings of the Members, and shall also perform such other duties as assigned by the Board of Directors. The President may sign, on behalf of the organization, all instruments which the Board of Directors has authorized to be executed. Upon completion of the President's term, the President shall serve in the capacity of Past President for one year, regardless of whether the President's term on the board has expired.
- .02 **IMMEDIATE PAST PRESIDENT** The Immediate Past President shall act as the chairperson for any committee for which no chairperson has been appointed, but only until suitable replacement is made. The Immediate Past President shall be reasonably available to provide input and guidance to the President.
- .03 **PRESIDENT ELECT** The President Elect shall, in the absence of the President, or in the event of his inability or refusal to act, perform the duties of the President, and when so acting, have all the power of, and be subject to, all the restrictions of the President, including voting rights. The President Elect shall serve in an ex officio position on all committees and shall supervise the progress of of all committee work.
- .04 **SECRETARY** The Secretary shall be responsible for keeping a true and accurate record of all proceedings at meetings of the Board of Directors and Members. In addition, the Secretary shall see that all notices are duly given in accordance with the provisions of these by-laws, or as required by law. The Secretary shall act as custodian of the organization's records. The Secretary shall keep the organization letterhead current and available for use. The secretary shall be responsible for receipt and distribution of all organizational mail.
- .05 **TREASURER** The Treasurer shall report on the financial matters and transactions of the organization as recorded in books or files provided for that purpose and kept for the Big Bend Chapter. The Treasurer shall act as custodian of the organization's financial records. The Treasurer shall require that all monies of the organization be deposited in the name of the organization in such bank or depository as shall be selected by the Board of Directors. The Treasurer shall require that the organization's books of account be reviewed annually by the Board of Directors. The Board of Directors may, at its discretion and so long as the amount does not exceed a total of \$150.00, retain an independent accountant to conduct further review of the organization's books. The Treasurer shall act as Chairperson of the Finance and Budget Committee.
- .06 **OUT-OF-POCKET EXPENSES** Reimbursement of expenses incurred by any Officer, Director or Member, on behalf of the organization, must be approved by the Board of Directors.

ARTICLE IX -- COMMITTEES

- .01 **BOARD CONTROL** All committees, standing or otherwise, shall be subject to the control and direction of the Board of Directors and shall make such reports from time to time as the Board or President may request.
- .02 **RULES** Each committee shall establish its own procedures and otherwise conduct its affairs so long as no action by the committee conflicts or otherwise violates the by-laws of Big Bend Chapter.
- .03 **SPECIAL COMMITTEES** The President, with the approval of the Board of Directors, shall have the power to establish and appoint special or ad hoc committees, including the Chairman thereof, as may be deemed necessary or expedient for properly conducting the affairs of the organization, and may vest such committees with such power as the Board may deem advisable. The President shall be an ex-officio member of each special committee with all voting rights and privileges. Special committees shall serve until the purpose for which they were created has been accomplished.
- .04 **STANDING COMMITTEES** The Standing Committees of the Board of Directors shall consist of an Executive Committee, an Education Committee, a Finance and Budget Committee, a Membership Committee, a By-laws Committee, a Nominating Committee, a Incapacity Committee, and a Communication and Public Relations Committee.
- .05 **EXECUTIVE COMMITTEE** The Executive Committee shall be comprised of the Officers of the Board of Directors and the Immediate Past President.
- .06 **BY-LAWS COMMITTEE** The By-laws Committee shall review the by-laws of the organization annually and make any recommendations for amendment to the Board of Directors as they see fit.
- .07 **NOMINATING COMMITTEE** The Nominating Committee shall, on or before forty-five (45) days before the scheduled election, nominate sufficient number of persons to fill any vacancies and to replace Officers and Directors whose term of office is expiring. Other nominations to fill vacancies may also be received from Members prior to the election, but not less than 30 days before the election.
- .08 **EDUCATION COMMITTEE** The Education Committee shall plan a comprehensive education program, establishing major educational objectives for the organization and developing specific plans for meeting those objectives. It shall be responsible for reviewing all proffered syllabuses and shall make recommendations to the Board of Directors for the organization's endorsement(s).
- .09 **FINANCE AND BUDGET COMMITTEE** The Finance and Budget Committee shall be responsible for the development of an organization budget for presentation to the Board of Directors. The committee shall also coordinate the fund-raising of the organization.

- .10 **COMMUNICATION AND PUBLIC RELATIONS COMMITTEE** The Communications and Public Relations Committee shall develop and cause to be produced and distributed any official publications for the organization. This shall include the means of interpreting the organization's services and needs to the community and its members, and acting as liaison between the organization and the community. The committee shall also coordinate speakers for each chapter meeting, in consultation with the President.
- .11 **INCAPACITY COMMITTEE** The Incapacity Committee shall investigate and discuss the Florida guardianship incapacity process as governed by statute, rule, and local procedures, and shall suggest changes for local practice or statewide legislation, suggest opportunities for education to facilitate a more refined process, and propose curricula for presenting educational information regarding any part of the incapacity process in Florida.
- .12 **COMMITTEE MEMBERSHIP** Membership on committees of the Board of Directors shall not be limited solely to members of the organization, although the Chairman of each committee shall be a member in good standing.

ARTICLE X -- FISCAL YEAR

- .01 **FISCAL YEAR** The organization shall operate under a fiscal year as established by the Board of Directors.

ARTICLE XI -- AMENDMENTS

- .01 **AMENDMENTS** The by-laws of this organization may be altered, amended or repealed by a two-thirds (2/3) majority vote of the Members, provided that due notice of the intent to change the by-laws and the proposed change in wording be mailed to each member not less than thirty (30) days prior to the date a vote on the change is to be taken.

ARTICLE XII -- DISSOLUTION

- .01 **MEMBERSHIP** This local chapter's President shall notify the Florida State Guardianship Association, Inc.'s Board of Directors when the membership of such local chapter falls below ten (10) current members for more than a three (3) month period.
- .02 **DISSOLUTION** Upon the dissolution of this local chapter, all funds and assets remaining in the chapter accounts or in other locations shall be turned over to the Florida State Guardianship Association, Inc.'s Treasurer. Any dues paid to the disestablished local chapter shall be transferred to the general fund of the Florida State Guardianship Association. Former local chapter members will not be entitled to a refund of any dues paid under this circumstance.
- .03 **EXCEPTION** No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the organization.

ARTICLE XIII -- RULES OF ORDER

- .01 **RULES OF ORDER** Robert's Rules of Order shall be applicable at all times when not in conflict with the by-laws of this organization.

ARTICLE XIV -- EFFECTIVE DATE

- .01 **EFFECTIVE DATE** These by-laws shall become effective as of the close of the business meeting on May 26, 2004.

Revised 5/26/04