

LOCAL CHAPTER BY-LAWS

FLORIDA STATE GUARDIANSHIP ASSOCIATION, INC.  
SOUTH FLORIDA CHAPTER

ARTICLE I -- ORGANIZATION

- .01 NAME** The name of this corporation shall be **South Florida- FSGA Local Chapter**.
- .02 SEAL** The Seal of this corporation shall contain the words "Florida State Guardianship Association - South Florida - Local Chapter" and "Corporate Seal".
- .03 NAME CHANGE** The corporation may, with the Florida State Guardianship Association, Inc.'s approval, change its name by a majority vote of the membership present at a special meeting noticed for that purpose.

ARTICLE II -- PURPOSE

Section 1 -- Purpose

- .01 SPECIFIC PURPOSE** The following are the purposes for which this corporation has been organized:
- 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 and other groups interested in quality guardianship services.
  - c. To develop a state-wide guardianship network.
  - d. To promote professional ethics and encourage, establish and maintain high standards of professional education, competence, and performance.
  - e. To encourage the reinvestment of time and service by professional guardians to the community.
  - 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 purposes.

- .03 **ACCEPT GIFTS** To accept and administer any gift, devise, bequest, grant or purchase of personal or real property, for the aforesaid purposes.
- .04 **NOT FOR PROFIT** This corporation is 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 corporation shall ever inure to the benefit of any member of this corporation or any private individual. The properties of this corporation 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 corporation 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 corporation 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 South Florida Chapter of the Florida State Guardianship Association, Inc. 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 guardianship profession as an accountable, protective service through education, networking and legislative action. Within this context, the South Florida Chapter seeks to adopt a higher level of care through enhanced education and community involvement

**ARTICLE III -- STRUCTURE**

- .01 **STRUCTURE** The corporation 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 VIII. 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 three (3) categories of members: Individual, Organizational and Associate. All persons and organizations sympathetic to the purposes of this corporation shall be eligible for membership in the corporation without regard to race, age, religion, national origin, sex, sexual orientation or disability. All members are required to maintain membership in the Florida State Guardianship Association as a prerequisite to Chapter membership.

- .02 **INDIVIDUAL** Individual members include those individuals who are interested in the support and advancement of guardian services.
- .03 **ORGANIZATIONAL MEMBERS** Organizational members include those organizations interested in the support and advancement of guardian services.
- .04 **ASSOCIATE MEMBERS** Associate members include non-voting individuals interested in the support and advancement of guardian services.

### **Section 2 -- Privileges**

- .01 **PRIVILEGES** All categories of members shall enjoy the privileges of the corporation 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 to the Membership Committee in such form as developed by the Board of Directors and shall be accompanied by such supporting documents as specified in the membership application and as determined by the Board of Directors.
- .02 **REMOVAL** The Board of Directors shall have the power to recommend the removal from membership of any member for conduct detrimental to the profession and/or corporation. After notice of the proposed removal, the member shall have the right to address the Board of Directors at its next scheduled meeting. The member shall be removed upon a majority vote of the Board of Directors.
- .03 **CHANGE NOTIFICATION** It is the members' responsibility to notify the Membership Committee of any changes to their membership information.

### **Section 4 -- Dues**

- .01 **DUES** The annual dues for membership in this corporation shall be determined by the Board of Directors. Dues may not be increased by more than twenty-five (25%) percent in any given year. Dues may be changed only once in a fiscal year. Dues are not refundable.
- .02 **RECRUITMENT INCENTIVE** The Board of Directors may reduce the initial dues by not more than 50%, or extend the initial membership period not more than six months as a recruitment incentive.

- .03 **DUES DATE** Membership dues are due and payable 02-01-99 and on February 1st of each year thereafter. 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. Notice of said dues date shall be mailed to the address of record of each member at least 45 days prior to the due date.
- .04 **SUBSCRIPTION** Membership dues shall include a subscription to the official publication of the Florida State Guardianship Association, Inc. Organizational members may designate a person to receive a second copy of the official publication of the corporation.

**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 ten (10) times per year.
- .02 **NOTICE** The Secretary shall cause to be mailed or sent by facsimile to every member at the address as it appears in the membership roll book, a notice telling the time and place of such general meeting at least five (5) days in advance of the meeting.
- .03 **QUORUM** The presence of twenty-five percent (25%) of the general membership, but not less than five (5) members, whichever is greater, shall constitute a quorum and shall be necessary to conduct the business of this corporation.

**Section 2 -- Annual Meeting**

- .01 **ANNUAL MEETING** The annual meeting of the general membership of this corporation shall be held at a time and date fixed by the Board of Directors.
- .02 **NOTICE** The Secretary shall cause to be mailed or sent by facsimile to every member at the address as it appears in the membership roll book, a notice telling the time and place of such annual meeting at least fifteen (15) 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 at the request of fifteen percent (15%) of the general membership, but not less than five (5) members, whichever is greater, of the membership. Requests for such a meeting must be received by the Board of Directors at least fifteen (15) days before the requested meeting date.
- .02 **NOTICE** Notice of such a special meeting shall be mailed or sent by facsimile to all members at their addresses as they appear in the membership roll book at least seven (7) days before the

scheduled date set for such special meeting. The notice shall state the reason(s) for the call of the meeting, the business to be transacted and by whom the meeting was called in addition to the time and place.

- .03 **BUSINESS RESTRICTION** No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such 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 at any place on such ballot any mark or marking that might indicate the person who cast such ballot.
- .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 names of 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 three (3) 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 and said certified copy shall be physically affixed to the minutes of the meeting. No Inspector of Election shall be a candidate for office.
- .04 **ABSENTEE BALLOT** Votes may be cast by absentee ballot in accordance with procedures established by this corporation'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 corporation.
- .02 **CONTROL** The management, direction and control of the properties, operations and activities of the corporation shall be vested in the Board of Directors.
- .03 **NUMBER** The number of Officers shall be four (4): the President, Vice-President, Secretary and Treasurer, and the total number of directors shall be ten (10).
- .04 **QUALIFICATION** All directors and officers must either be an individual member or a designated voting representative of an organizational member in good standing. At least fifty

percent (50%) of the Board of Directors must be currently serving in the capacity as an individual or corporate guardian.

### Section 2 -- Election

- .01 **ELECTION** Directors shall be elected by the members at the Annual Meeting. Each Director shall hold office for staggered terms of one, two and three (1, 2, and 3) 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 three (3) 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 Chairperson, shall be appointed by the President; one shall be elected by the Board from the Board; and one shall be elected by the Board from the general membership.
- .03 **NOMINEES** Nominations for Directors positions may be submitted by the general membership in writing to the Nominating Committee and be received by the Committee at least thirty (30) days prior to the election. All nominees are requested to give the Chairman of the Nominating Committee a brief written resume. Condensed versions of the resumes shall be published in the official corporation publication prior to the election. Prior to the election, the nominee must make a verbal or written statement of his or her willingness to serve.
- .04 **BALLOTS** The ballot shall be prepared in writing and shall be presented to every member in good standing who is present at the annual meeting.

### 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 have been a member from the first day of the membership year.
- .03 **REMOVAL** A Director may be recommended for removal for conduct detrimental to this corporation by a majority vote of the Board of Directors and shall be removed upon a majority vote of the general membership.
- .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 remove 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 ten (10) times per year. Special meetings of the Board may be called by the President upon notice. Special meetings may also be called by vote of three (3) Officers, or upon written 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. A majority of the current Board members shall constitute a quorum. At the request of the President, a telephone 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 may in its discretion determine necessary.

## ARTICLE VIII -- OFFICERS

### Section I -- Officers

- .01 **NUMBER** A President, Vice-President, 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 one (1) year or until their successors are chosen and elected. An Officer may be re-elected to serve a second term of office.
- .02 **OTHER OFFICERS** The Board of Directors may appoint such other officers as deemed necessary, such as Assistant Secretary and/or Assistant Treasurer from among the Directors of the Board.
- .03 **VACANCIES** Vacancies may be filled at any meeting of the Directors or at the Annual Meeting of the corporation.
- .04 **SUSPENSION** Any Officer may be suspended from office upon a vote of two-thirds (2/3) majority of the Board of Directors whenever, in its judgment, the best interest of this corporation would be served thereby. The Board of Directors shall determine the duration of the suspension.
- .05 **REMOVAL** Any Officer may be removed from office upon recommendation of a two-thirds (2/3) majority of the Board of Directors or majority vote of the general membership whenever, in its judgment, the best interest of this corporation would be served thereby.
- .06 **COMPENSATION** No Director or Officer shall by reason of their office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director from receiving compensation from this corporation 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 membership, and shall also perform such other duties as the Board of Directors may from time to time assign. The President may sign, on behalf of this corporation, all instruments which the Board of Directors has authorized to be executed. Upon completion of the term, the President shall serve in the capacity of Past President for one (1) year in an ex-officio manner, regardless of whether the term on the Board has expired.
- .02 VICE PRESIDENT** The Vice President shall, in the absence of the President, or in the event of the inability or refusal of the President 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.
- .03 SECRETARY** The Secretary shall be responsible for keeping a true and accurate record of all proceedings at regularly scheduled and special meetings of the Board of Directors and general membership. In addition, the Secretary shall see that all notices are duly given in accordance with the provisions of the by-laws, or as required by law. The Secretary shall act as custodian of the Corporate Records and of the Seal of the Corporation. When authorized by the Board of Directors or by the President, the Secretary shall affix the Seal of the Corporation to any instrument requiring it.
- .04 TREASURER** The Treasurer shall report on the financial matters and transactions of this corporation as recorded in books provided for the purpose and kept for the Florida State Guardianship Association, Inc. The Treasurer shall act as custodian of the corporate financial records. The Treasurer shall require that all monies of the corporation be deposited in the name of the corporation in such bank or depository as shall be selected by the Board of Directors. The Treasurer shall require that the corporation's books of account be reviewed annually by a qualified individual selected by the Board of Directors. The Treasurer shall act as Chairperson of the Finance Committee.
- .05 OUT-OF-POCKET EXPENSES** Reimbursement of expenses incurred by any Officer, Director or member, on behalf of the corporation, 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 Articles of Incorporation or By-laws of the Florida State Guardianship Association, Inc.



- .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 Chairperson thereof, as may be deemed necessary or expedient, 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. 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 Legislative Committee, a Finance and Budget Committee, a Membership Committee, a By-laws Committee, a Nominating Committee and a Publications Committee, as deemed appropriate by the Board.
- .05 EXECUTIVE COMMITTEE** The Executive Committee shall be comprised of the Officers of the Board of Directors and the Past President. They shall make recommendations to the Board of Directors on any and all corporation matters which may come before them.
- .06 BY-LAWS COMMITTEE** The By-laws Committee shall review the by-laws of the corporation annually and make any recommendations for amendment of the by-laws to the Board of Directors as they see fit.
- .07 NOMINATING COMMITTEE** The Nominating Committee shall, on or before thirty (30) days before the scheduled election, nominate a sufficient number of persons to fill any vacancies and to replace Officers and Directors whose terms of office are expiring. Other nominations to fill vacancies may also be received from the general membership prior to the election, but not less than thirty (30) days before the election.
- .08 EDUCATION COMMITTEE** The Education Committee shall plan a comprehensive education program, establishing major educational objectives for the year and developing specific plans for meeting those objectives.
- .09 LEGISLATIVE COMMITTEE** The Legislative Committee shall monitor state and local legislation and other legal issues affecting the corporation and its members.
- .10 FINANCE AND BUDGET COMMITTEE** The Finance and Budget Committee shall be responsible for the development of a corporation budget for presentation to the Board of Directors. The committee shall also coordinate the fund raising activities of the corporation.
- .11 MEMBERSHIP COMMITTEE** The Membership Committee shall maintain accurate records of all members and their addresses, monitor the payment of annual dues, coordinate regional development and make recommendations to the Board of Directors as to the benefits of membership.

- .12 PUBLICATIONS COMMITTEE** The Publications Committee shall develop and cause to be produced and distributed any official publications for the corporation. This shall include the means of interpreting the corporation's services and needs to the community and its members.
- .13 COMMITTEE MEMBERSHIP** Membership on committees of the Board of Directors shall not be limited solely to members of the corporation, although the Chairperson of each committee shall be a member in good standing.

#### **ARTICLE X -- FISCAL YEAR**

- .01 FISCAL YEAR** The corporation shall operate under an initial fiscal year beginning January 1, 1999 and ending August 31, 1999 and beginning with September 1, 1999 the fiscal year shall thereafter begin September 1st and end the following August 31st.

#### **ARTICLE XI -- AMENDMENTS**

- .01 AMENDMENTS** The by-laws of this corporation may be altered, amended or repealed at any regular or special meeting of the general membership by a two-thirds (2/3) majority vote of the members present, provided that the Florida State Guardianship Association, Inc.'s Board of Directors has approved the changes and due notice of the intent to change the by laws and the proposed change in wording was mailed to each member not less than thirty (30) days prior to the meeting at which 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 five (5) consecutive month period.
- .02 PROCEDURE** The Florida State Guardianship Association, Inc.'s Board of Directors, at their next regularly scheduled Board of Director's meeting, may initiate or may then entertain a motion to disestablish this local Chapter. Notice of such action shall then be given to the local Chapter.
- .03 DISSOLUTION** Upon the dissolution of this local Chapter, all funds and assets remaining in 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, Inc. Former local Chapter members will not be entitled to a refund of any dues paid under this circumstance.

#### **ARTICLE XIII -- INDEMNIFICATION**

- .01 INDEMNIFICATION** The corporation hereby indemnifies any Officer, Director, or employee or other such person, who was, or is, a party, or is threatened to be made a party, to any threatened,

pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, (other than an action by or in the right of the corporation) by reason of the fact that the person is, or was, a Director, Officer or employee, or was serving at the request of the corporation, against expenses (including attorneys fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with such suit, action or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interest of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct to be unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon pleas of nolo contendere, or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be, or not opposed to be, in the best interests of this corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

- .02 **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 the duty to the corporation.

#### **ARTICLE XIV -- 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 corporation.

#### **ARTICLE XV -- EFFECTIVE DATE**

- .01 **EFFECTIVE DATE** These by-laws shall become effective as of the close of the business meeting on January 5, 1999.