

# Pinellas County Foster & Adoptive Parents Association, Inc.

## By-Laws

### **Article I. Naming and Affiliations**

**Section 1.01 Valid Names:** This organization was duly registered in the State of Florida on August 22, 1974 as **Foster Parents of Pinellas, Inc.** This name was changed in 2006 to **Pinellas County Foster and Adoptive Parents Association, Inc.**; hereinafter referred to as the **Association**. The Association, may also do business under any of the following names:

- (a) The Foster Parent's Association of Pinellas County
- (b) The Pinellas County Foster Parent's Association
- (c) The Pinellas Foster Parent's Association
- (d) The Foster and Adoptive Parent's Association of Pinellas County
- (e) The Pinellas County Foster and Adoptive Parents Association
- (f) The Pinellas Foster and Adoptive Parents Association
- (g) PC-FAPA (adopted July 2006)
- (h) PCFAPA (adopted July 2006)

**Section 1.02 Florida Corporation:** The Association is a registered Non-Profit Corporation in the State of Florida

- (a) The Association shall file Annual Reports, as required by Statute, in a timely manner
- (b) The Association shall pay the annual renewal/filing fees, as required by Statute, in a timely manner
- (c) The Association shall submit any other required forms, pay any other fees, and/or make any other submissions as required by State Law or Statute so as to retain (or regain) legal status as a Non-Profit Corporation in the State of Florida
- (d) A loss of certification as a Corporation in and by the laws of the State of Florida for a period in excess of 12 full months shall constitute the automatic and full dissolution of the Association. (see Dissolution below).

**Section 1.03 State Non-Profit:** The Association shall take any and all such actions as are legal and necessary to obtain and maintain a status of Non-Profit with the State of Florida

- (a) In the event that any portion of these By-Laws are determined to be inconsistent with the Non-Profit status or designation by the State of Florida, those portions of these By-Laws that are in conflict shall automatically, and without further action, be stricken from these By-Laws
  - (i) Approval of the membership shall not be required to change these By-Laws for this purpose
  - (ii) The membership shall be notified about changes required under this section at each Membership Meeting for three (3) consecutive meetings, or three (3) months, whichever is longer
  - (iii) This clause shall allow the deletion of any provision in these By-Laws, but not the alteration thereof. Should an alteration of these By-Laws be required, the general guidelines for modification of the By-Laws must be followed as outlined in Article IX below
- (b) The striking of any portion of these By-Laws, as deemed necessary in part (a) above shall not affect any other part of these By-Laws, the remainder of which shall remain in full force and effect
- (c) A loss of certification as a Non-Profit Corporation in the State of Florida for a period in excess of 12 full months shall constitute the automatic and full dissolution of the Association. (see Dissolution below).

**Section 1.04 Federal Not-for-Profit:** The Association shall take any and all such actions as are legal and necessary to obtain and maintain a status of Not-For-Profit with the United States (Federal) Government; specifically with reference to Internal Revenue Service (IRS) Code of 1954, Section 501(c)(3), and/or its successor(s)

- (a) In the event that any portions of these By-Laws are determined to be inconsistent with the Not-For-Profit status or designation by the US Government (or the IRS), those portions of these By-Laws that are in conflict shall automatically, and without further action, be stricken from these By-Laws
  - (i) Approval of the membership shall not be required to change these By-Laws for this purpose
  - (ii) The membership shall be notified about changes required under this section at each Membership Meeting for three (3) consecutive meetings, or three (3) months, whichever is longer
  - (iii) This clause shall allow the deletion of any provision in these By-Laws, but not the alteration thereof. Should an alteration of these By-Laws be required, the general guidelines for modification of the By-Laws must be followed as outlined in Article IX below
- (b) The striking of any portion of these By-Laws, as deemed necessary in part (a) above shall not affect any other part of these By-Laws, the remainder of which shall remain in full force and effect

**Section 1.05 Fiscal Year:** The Association shall operate on a fiscal year that shall commence on January 1, and terminate on December 31. All financial records shall use this calendar.

- (a) The fiscal year should not be confused with the Membership Year as defined below

**Section 1.06 Membership Year:** The Association shall operate on a membership year that shall commence on ~~June~~ ~~October~~ January 1, and terminate on the subsequent ~~May 31~~ ~~September 30~~ December 31. All membership and other Association records shall use this calendar *[Modified in 2010, and again in 2012]*

- (a) The membership year should not be confused with the fiscal, which was defined in Section 1.05 above
- (b) When using a year designation (without further information), the year used shall be the calendar year when the term began. ~~(Thus, the 2010 membership year and term of office (for Board Members) begins on June 1 October 1, 2010 and ends on May 31 September 30, 2011.)~~ *[Modified in 2010, and again in 2012]*

**Section 1.07 State Association:** The Association shall, as an independent entity, maintain an active membership with the **Florida State Foster/Adoptive Parent Association, Inc.** (FS-FAPA), or its direct successors, so long as that organization remains duly incorporated

- (a) The Association shall not pay for, or otherwise assume responsibility for, any *individual* membership to FS-FAPA, or its successors. The Association is thereby expressly forbidden from paying for the individual (or family) membership to the FS-FAPA, or its successors, for the benefit of the PCFAPA President or any other officer or member of the Association.
- (b) The Association may not force or coerce members or non-members to join the FS-FAPA, or its successors. Neither shall the Association provide or deny any service or benefit to a member or non-member based upon membership in the FS-FAPA, or its successors.

**Section 1.08 National Association:** The Association shall, as an independent entity, maintain an active membership with the **National Foster Parent Association, Inc.** (NFPA), or its successors, so long as that organization remains duly incorporated.

- (a) The Association shall not pay for, or otherwise assume responsibility for, any *individual* membership of to NFPA, or its successors. The Association is thereby expressly forbidden from paying for the individual (or family) membership to the NFPA, or its successors, for the benefit of the PCFAPA President or any other officer or member of the Association.

- (b) The Association shall not force or coerce members or non-members to join the NFPA, or its successors. Neither shall the Association provide or deny any service or benefit to a member or non-member based upon membership in the NFPA, or its successors.

**Section 1.09 Other Organizations:** The Association may neither require nor prohibit its members from belonging to any other group or organization.

- (a) No member of the Association shall be required to belong to any other organization or group, nor may any punitive action or inaction be undertaken by the Association as a result of a member not belonging to any other organization or group.
- (b) No member of the Association may be punished, through action or inaction, for belonging to or being affiliated with any other group or organization.

**Section 1.10 Alternate Purposes:** The Association shall not engage in any activities or exercise any powers that are not in the direct furtherance of the purpose of the Association as stated in Article III.

**Section 1.11 Political Action:** The Association shall not participate in nor endorse any candidate involved in any campaign for public office. This provision shall not prohibit the Association from advocating for the benefit of its members and/or the children in their care with persons in, or seeking, elected office.

**Section 1.12 Dissolution:** This Association may be dissolved administratively or by a two-thirds (2/3) vote of its Voting Membership.

- (a) A motion to dissolve the Association must be worded as: 'Whereas the members of this Association no longer feel that there is sufficient need or interest in continuing the mission of the Association, therefore, be it resolved that the Association shall be henceforth dissolved.'
- (b) A motion to dissolve the Association shall otherwise be treated as an Amendment to these By-Laws: specifically including the requirement for notification to the Membership that such a motion will be made
- (c) Should the Association be dissolved for any reason (either administratively, or by motion as above), its assets shall be given over to the State of Florida Department of Children & Families, the local Community Based Care Organization, or their successor(s); such that those assets will be used in their entirety for the betterment of the lives and care of children in the custody of the State of Florida residing in Pinellas County.
- (d) The Association shall be deemed to have been dissolved administratively if:
  - (i) The corporate registration with the State of Florida has been delinquent for a period of more than 12 consecutive months (this is normally renewed with the filing of an "Annual Report" where new officers are identified to the State)
  - (ii) The Association fails to meet (in a General Membership Meeting) for more than 6 consecutive months
  - (iii) The Board of Directors of the Association contains sufficient vacancies such that there are less than 3 voting members of the Board of Directors for a period of more than 90 days
  - (iv) The Association meets such criteria that the State of Florida shall deem the Corporation dissolved

## **Article II. Definitions**

**Section 2.01** For the purposes of these By-Laws, the following definitions shall be assumed and enforced:

- **Activity:** A collective gathering of members of the Association for any purpose other than conducting the business of the Association (see Meeting below). Examples include, but are not limited to: picnics, awards dinners, celebrations, fund raisers, etc.
- **Adopted Child:** A child or disabled adult who was a Foster Child immediately prior to being adopted
- **Adoptive Parent:** An adult caregiver who has accepted permanent custody of a child or disabled adult who, at the time of the adoption, was a Foster Child
- **Biological Child:** A child in the care of a Foster Parent or Adoptive Parent who is biologically related to that parent and who is not otherwise also a Foster Child or Adopted Child under these definitions
- **Foster Child:** A child or disabled adult adjudicated by a court to be “dependant” and who is therefore in the direct care and supervision of the State of Florida and who is being directly cared for by a non-relative caregiver (Foster Parent)
- **Foster Home:** A home or other facility licensed by the State of Florida for the housing and care of at least one Foster Child or Shelter Child
- **Foster Parent:** An adult caregiver approved by the State of Florida to care for and house at least one Foster Child or Shelter Child
- **Meeting:** A collective gathering of members of the Association for the purpose of conducting the business of the Association. Examples include, but are not limited to: Membership Meetings, Committee Meetings, and Board Meetings
- **Presiding Officer:** That person who has been designated as the leader of a Meeting of the Association. Usually, the President, but also possibly a Committee Chairperson or a designee
- **Shelter Child:** A child or disabled adult in the temporary protective custody of the State of Florida prior to the determination or establishment of “dependency”
- **Sibling Group:** Two or more children who are related to one another by having at least one parent in common, whether biologically or through adoption

**Article III. Purpose and Mission**

**Section 3.01 Purpose of the Association:** The purpose of the Association shall be to

- (a) Provide supportive services to the membership in caring for Foster and Adopted Children
- (b) Provide a single, united voice in advocating to governmental and non-governmental agencies for the support of the children and families involved in Foster and/or Adoptive care
- (c) Provide educational opportunities to children who are, or previously were, in the custody of the State of Florida, and to the caregivers of these children
- (d) Advocate to the governments of the United States, the State of Florida, Pinellas County, and the various cities and municipalities within Pinellas County for the betterment of the care and treatment of Foster and Adopted Children who are (or once were) in the care of the Department of Children & Families, or its successor(s)
- (e) Coordinate with the State of Florida Department of Children & Families, its assigns or successors, to provide support and services to the children, parents, and other family members in their care
- (f) Assist the State of Florida Department of Children & Families, its assigns or successors, in the recruitment and training of new Foster and Adoptive Parents and families
- (g) Be a collective voice for Foster and Adoptive Parents in Pinellas County, Florida
- (h) Upgrade and promote a positive image of Foster and Adoptive Parenting in the community
- (i) Promote the welfare of the children who are in, or previously were in, the care of the State of Florida in Pinellas County

**Section 3.02 Purpose of this document:** The purpose of these By-Laws shall be to provide a rigid organizational structure sufficient to maintain order in times of strife, yet maintain sufficient flexibility as to provide for appropriate opportunities during times of prosperity for the Association

## **Article IV. Membership**

### **Section 4.01 Types:** Membership in the Association shall be one of two (2) ~~three (3)~~ types:

- (a) **Voting Member:** Any person who resides in Pinellas County, Florida and is a current Foster Parent or Adoptive Parent (as defined in Article II above) shall be eligible to join the Association as a Voting Member, provided that a current application is on-file and all membership dues and fees have been paid in full.

A Voting Member:

- (i) Shall have the right to attend any Meeting of the Association (including any Committee or Board Meeting)
  - (ii) Shall have the right to be recognized, speak, and be heard at any Meeting of the Association
  - (iii) Shall have the right to make motions, provide seconds to motions, propose amendments to motions, or raise a "point of order" (at the appropriate times) at any Membership Meeting. (NOTE: Actions such as these are limited to Board Members at Board Meetings, Committee Members at Committee Meetings, etc.)
  - (iv) Shall have the right to attend any Activity of the Association and invite guests (such as: Adopted Children, Biological Children, Foster Children, Shelter Children, extended family members, etc.) as appropriate
  - (v) Shall have the right to participate in activities, accept gifts for, and participate in promotions intended to benefit the Foster, Shelter, and/or Adoptive children in their care
  - (vi) May have no more than one vote, providing they are in physical attendance, at any Meeting of the Association at which a vote is taken (i.e.: you must be present to vote, and you may vote only for yourself); and providing that they are given a vote (for example: only Board Members may vote at Board Meetings, etc.)
- (b) **Professional Member:** Any person or organization who is not eligible for membership as a Voting Member, but is an employee of any agency or organization (governmental or non-governmental) that oversees, regulates, or is otherwise involved in the ongoing care or supervision of Foster or Adoptive Children shall be eligible to join the Association as a Professional Member, provided that a current application is on-file and all membership dues and fees have been paid in full

A Professional Member:

- (i) Shall have the right to attend any Membership Meeting of the Association
  - (ii) Shall have the right to attend any Activity of the Association
  - (iii) Shall have the right to be recognized, speak, and be heard at any Membership Meeting
  - (iv) May be invited to attend any other Meeting (e.g.: a Board Meeting) by a Voting Member of the Association
  - (v) May speak and be heard at any other Meeting (other than a Membership Meeting) at the invitation of a Voting Member of the Association
  - (vi) May NOT make motions, second a motion, propose amendments, or raise a "point of order" at any Meeting of the Association
  - (vii) Has no vote in the business or decision making process of the Association
- (c) **Supporting Member:** Any person or organization ineligible for membership as either a Voting Member or a Professional Member of the Association may be eligible to join as a Supporting Member with the approval of the Board of Directors, provided that a current application is on-file and all membership dues and fees have been paid in full. The Board shall execute due caution in approving applications from prospective members who do not meet the criteria for Voting or Professional membership.

A Supporting Member:

- (i) Shall have the right to attend any Membership Meeting of the Association
- (ii) Shall have the right to attend any Activity of the Association
- (iii) May be invited to attend any other Meeting (e.g.: a Board Meeting) by a Voting Member of the Association
- (iv) May speak and be heard at any other Meeting (other than a Membership Meeting) at the invitation of a Voting Member of the Association
- (v) May NOT make motions, second a motion, propose amendments, or raise a "point of order" at any Meeting of the Association
- (vi) Has no vote in the business or decision making process of the Association

**Section 4.02 Applications:** All Members of the Association shall be required to submit an Application for Membership once each membership year

- (a) An application must clearly identify the type of membership desired
- (b) Where appropriate, qualifications for membership and references shall be verified by the Board of Directors, or their designee(s) (e.g.: a Membership Committee or Chairperson)
- (c) Membership Applications shall be acted upon by the Board of Directors, or their designee(s), within thirty (30) days of their receipt. Failure of the Board (or designee) to act in a timely fashion shall be deemed an acceptance of the Application
- (d) In the event that an Application for Membership is denied for any reason, the applicant shall be informed in writing of the reason(s) for the denial within seven (7) days of the decision, and all dues paid shall be returned or refunded in full
- (e) An applicant who has been denied a Voting Member or Professional Member status with the Association may make another application at another level (e.g. Supporting Member)
- (f) An applicant who has been denied membership in the Association may appeal to the full Board of Directors, whereupon their appeal must be heard at the next regularly scheduled Board Meeting. Such an applicant has the right to be heard on the issues affecting their membership in the Association. A majority decision of the Board of Directors in attendance shall be sufficient to decide upon the matter. Unless appealed, as below, the decision of the Board of Directors shall be binding for the remainder of the current membership year
- (g) Application decisions and appeals may be heard or decided only at regularly scheduled meetings. No special meeting of the Board or General Membership shall be called or otherwise used for the purpose of hearing or deciding upon an appeal
- (h) Any evidence and/or testimony heard during a meeting concerning the potential denial of a membership application shall be held in the strictest confidence by all members of the Board of Directors as well as any other person who shall become aware of the circumstances, evidence, or testimony given. The privacy rights of all persons affected by membership decisions shall take precedence over any other member's (including Board Members) "need" or "right" to know. Only the person whose privacy is affected may make the decision to share their personal information with another individual (member or non-member of the Association)
- (i) If the Board of Directors votes to deny an applicant membership in the Association, the applicant may appeal to the General Membership. However, it must be noted that any right to privacy, confidentiality, and/or secrecy may be forfeit if this action is taken by the applicant
- (j) The majority decision of the full Voting Membership shall be final and binding for the current membership year
- (k) A renewing member shall not be denied membership in the Association at their current level (e.g.: Voting Member) unless a significant change in their status has occurred (i.e.: Foster Care license has been suspended, employment has been terminated, etc.) subsequent to the most recent granting of membership. Specifically, once approved, a member shall not be required to appeal and/or fight for their membership level year after year

**Section 4.03 Dues:** The Board of Directors shall establish policies regarding dues.

- (a) No application for membership shall be accepted or approved without full payment of dues, if any. (e.g.: No IOUs)
- (b) The amount of dues, if any, to be collected from each member shall be determined by the Board of Directors in the prior year, not later than 30-days prior to the start of the new membership year (~~currently, May 1~~). Dues Policy shall not be amended or changed, except to lessen or eliminate the amount, for a membership year that has already begun. (Modified in 2010)
- (c) Unless an application for membership has been denied, all membership dues received are non-refundable
- (d) Separate dues amounts may be established for each membership type (see Section 4.01)
- (e) Separate dues amounts may be established for new and renewing members
- (f) The Board of Directors may, at their discretion, create policies for late penalties for the renewal or re-activation of memberships for applications or dues received after ~~August~~ ~~January~~ April 1 of the Membership Year *[Modified in 2010, and again in 2012]*
- (g) The Board of Directors may, at their discretion, provide policies for the reduction, pro-rata adjustment, or elimination of dues for new members who first register after ~~August~~ ~~January~~ July 1 of the Membership Year *[Modified in 2010, and again in 2012]*
- (h) The Association shall not discount, eliminate, increase, or otherwise alter the amount of dues required of any individual member for any reason (i.e.: no “free” or “discounted” memberships), except as designated above

**Section 4.04 Membership Renewal:** All Association memberships shall expire simultaneously with the end of the membership year of the Association.

- (a) A membership from the previous year may be provisionally “grandfathered in” until no later than ~~August~~ ~~January~~ April 1 of the next membership year. (NOTE: Voting Members who have not yet renewed their membership – with both application and full payment of dues – are NOT eligible to vote until their membership is fully and properly renewed. See Voting below.) *[Modified in 2010, and again in 2012]*
- (b) A member who has not submitted a new Application for Membership and/or paid their dues in full on ~~August~~ ~~January~~ April 1 shall have their membership in the Association suspended *[Modified in 2010, and again in 2012]*
- (c) Membership may be renewed or reinstated only upon receipt of an Application for Membership and full payment of dues, including late fees, if any

**Section 4.05 Membership Change Notice:** Members on the Association are required to notify the Board of Directors within thirty (30) days of circumstances that may affect their membership or eligibility to remain a member of the Association. Some examples of changing circumstances might include, but are not limited to: loss of Foster Care License, change of employment (away from a Foster Care support agency), or relocation outside of Pinellas County

- (a) In the event that a member’s position and/or eligibility for membership in the Association should change during a membership year, that member shall be eligible, with the approval of the Board of Directors, for membership as a Supporting Member without need for additional dues or the submission of an additional application



**Section 4.06 Suspension or Expulsion:** The Board of Directors may take the extreme step of suspending the membership of any Member of the Association (at any of the Membership Levels defined above) for the remainder of the membership year, so long as the following protections are afforded:

- (a) A motion to suspend a membership shall require a 2/3 majority of the Board of Directors present to pass
- (b) The vote on a motion to suspend a membership must be taken at a regularly-scheduled Board of Directors Meeting. (e.g.: A “special meeting” may not be convened for the purpose of suspending a Member).
- (c) A Member whose membership is to be reviewed by the Board of Directors must be given at least seven (7) days notice prior to the next regularly-scheduled Board Meeting. Failure to provide the appropriate notice shall be sufficient cause for the Board to table any motion, action, or vote until the next regularly-scheduled Board Meeting.
- (d) A Member whose membership is being reviewed by the Board of Directors must be given an opportunity to present “their side of the story” to the full Board of Directors prior to any vote being taken on the matter. This right may be forfeit only if the Member misses (is absent from) two consecutive, regularly-scheduled Board Meetings, for both of which the Member was properly and sufficiently notified
- (e) Any evidence and/or testimony heard during a Board Meeting concerning the potential suspension of a Member shall be held in the strictest confidence by all members of the Board of Directors as well as any other Member who shall become aware of the circumstances, evidence, or testimony given. The privacy rights of all persons affected by these decisions shall take precedence over any other member’s (including Board Members) “need” or “right” to know. Only the person whose privacy is affected may make the decision to share their personal information with another individual (member or non-member of the Association)
- (f) A Member whose membership is being reviewed by the Board of Directors shall have the right to listen to, confront and question any person or evidence being presented to the Board of Directors, regardless of whether it is to the support or detriment of the Member. (That is, they shall have the right to face their accusers)
- (g) If the Board of Directors votes to suspend a Member of the Association, that member may appeal to the general (full) Membership. However, it must be noted that all rights to privacy, confidentiality, and/or secrecy may be forfeit if this action is taken by the otherwise suspended member. Never-the-less, the option of appeal shall be afforded to any member whose membership has been suspended by the Board of Directors. A two-thirds (2/3) majority vote of the voting membership shall be required to overturn the decision of the Board of Directors

## **Article V. Leadership**

It is the express intention of these By-Laws to provide for a distribution of power and responsibility among multiple layers of leadership. Each leadership position described herein has been purposefully limited in its powers. It is the express intent of these By-Laws to prevent any one person or small group of people from dominating or monopolizing the leadership of the Association. In all matters, the decisions of the leadership of the Association may be appealed to the General Membership (see Voting below).

### **Section 5.01 Board of Directors:** The Association shall be led by a Board of Directors

- (a) The Board of Directors of the Association shall consist of the following members: *[Modified in 2010]*
- (i) President
  - (ii) Vice-President
  - (iii) ~~Corresponding~~ Secretary
  - (iv) ~~Recording~~ Secretary-Membership Chairperson
  - (v) Treasurer
  - (vi) Sergeant at Arms
  - (vii) Past-President
- (b) All positions on the Board of Directors, other than Past-President, shall be filled at the beginning of each term of office (see Section 1.06) by an election to be held at the last regularly-scheduled meeting of the General Membership prior to the start of the new term
- (i) No person may hold more than one position on the Board of Directors simultaneously
  - (ii) Multiple members of the same household (residence) shall not simultaneously hold positions on the Board of Directors (this shall include spouses, children, etc.)
  - (iii) No member of the Board of Directors shall accept a position as Committee Chairperson within this Association
  - (iv) No provision of these By-Laws shall not be construed to restrict other members of the same household as a member of the Board of Directors from participating in any capacity in this Association other than serving on the Board of Directors – specifically, from serving as a Committee Chairperson
  - (v) No member of the Board of Directors shall accept a position with any other organization that might cause an appearance of a conflict of interest. Neither shall any member of the Board of Directors take any official action (or fail to take official action) such that it may appear to an outside person to be a conflict of interest to the stated purpose and/or well-being of the Association
- 1) If a question arises as to whether such a conflict exists, a majority vote of the General Membership shall be used to determine whether such a conflict (or appearance of a conflict) of interest actually exists. Such a vote must be held at a regularly-scheduled meeting of the Membership (i.e. no “special meeting” shall be called to call into question a potential conflict of interest by a Board Member).
  - 2) If a conflict of interest (or appearance thereof) is confirmed by the Membership (as above), then the affected member of the Board of Directors shall be immediately (if temporarily) suspended from that position. The remaining members of the Board shall be directed to then move to correct or reverse any actions or decisions made by the offending (former) member of the Board that caused the conflict of interest.
  - 3) If the conflict of interest (or appearance thereof) is not fully and completely removed and/or resolved within 30 days after the vote by the General Membership, the Board position shall be deemed vacated and shall be filled as otherwise provided for in these By-Laws. If some question exists as to whether the conflict of interest (or appearance thereof) remains, another vote of the General Membership at another regularly-scheduled Membership meeting shall be the final and decisive word on the issue.

- (c) The members of the Board of Directors shall attend all regularly-scheduled Board of Directors and General Membership meetings.
- (i) Failure to attend, without prior notice, any four consecutive regularly-scheduled meetings of the Board of Directors and/or the General Membership shall cause the President, or their designee, to investigate the cause of these absences. If insufficient excuse or cause is determined, at the sole discretion of the President, a Vote of No Confidence may be scheduled
  - (ii) Failure to have attended at least 50% of the regularly-scheduled Board of Directors and/or Membership meetings after at least three (3) months of the term of office has expired shall cause the President to schedule a Vote of No Confidence. (Note: unlike the above incidence, the scheduling of this vote shall be automatic, and shall *not* be at the discretion of the President)
  - (iii) Failure to have attended at least 25% of the regularly-scheduled Board of Directors and/or Membership meetings after at least four (4) months of the term of office has expired shall constitute the automatic and irrevocable resignation of the offending member from the Board of Directors. The President may, at their discretion, also schedule a Vote of No Confidence, as the penalties and repercussions of a Vote of No Confidence are different from that of resignation.
  - (iv) A Vote of No Confidence is held at the next regularly-scheduled meeting of the Board of Directors:
    - 1) The member in question should be notified at least seven (7) days prior to the meeting at which a Vote of No Confidence will be held. However, failure to successfully do so shall not be sufficient cause to delay the Vote of No Confidence.
    - 2) The member in question is not required to be present for a Vote of No Confidence to be taken
    - 3) The member in question has the right to address (speak and be heard by) the remaining members of the Board of Directors prior to a Vote of No Confidence being taken
    - 4) The votes of the members of the Board of Directors on a Vote of No Confidence shall be a recorded vote. A YES vote shall constitute a vote to dismiss the member, a NO vote shall constitute a vote to excuse and otherwise retain the member on the Board of Directors
    - 5) The YES vote of three (3) members of the Board of Directors (other than the President) shall cause the office and position held by the offending member on the Board of Directors to be immediately vacated. In addition, the offending member shall be prohibited from election or appointment to the same, or any other position, on the Board of Directors for the remainder of the Membership Year
- (d) The Board of Directors shall hold regular meetings as outlined in Article VI below. It is the express intent of these By-Laws that all Board of Directors Meetings be held in the open, with all members of this Association invited to attend. Therefore:
- (i) The location, date, and time of any meeting of the Board of Directors shall be made available to the membership of the Association, through printed or electronic means, at least seven (7) full days prior to the commencement of that meeting
  - (ii) It is anticipated that the need to hold a Board Meeting without sufficient notification should be an exceedingly rare occurrence. Therefore:
    - 1) The failure of the Board of Directors to have provided sufficient notice shall constitute the characterization of said meeting, and its actions, as an "Emergency Board Meeting"
    - 2) The Board of Directors shall report to the General Membership at the next regularly-scheduled General Membership Meeting on the need for, contents of, and results of any "Emergency Board Meeting" held since the prior regularly-scheduled General Membership Meeting. Failure to report an "Emergency Board Meeting" to the General Membership at the next regularly-scheduled General Membership Meeting shall result in all actions, votes, and decisions of the Board of Directors made at the unreported "Emergency Board Meeting" being declared "null and void." This action ("null and void") shall be reversible only through the vote of the General Membership at a regularly-scheduled General Membership Meeting (see Voting, overturning a decision below).
    - 3) Once the Board of Directors has reported to the General Membership about the actions taken at an "Emergency Board Meeting," any member of the Association (Voting or otherwise) may challenge any decision made at that "Emergency Board Meeting" to the General Membership, where a two-thirds (2/3) majority vote shall be required to overturn the actions an/or decisions of the Board of Directors.

- (e) The Board of Directors shall publish minutes of their meetings and make them available to the membership at any time, either by physical or electronic means
  - (i) Board Meeting minutes shall be recorded by the Recording Secretary (see below), or in their absence by any person appointed by the Presiding Officer. All recorded minutes are to be turned over to the Recording Secretary at the first possible opportunity
  - (ii) Board Meeting minutes may require editing prior to distribution to the Membership to provide for the privacy of any member or non-member who may come before the Board for personal or private matters. If the editing of the Board Meeting minutes is questioned by a member of the Association, the matter shall be referred to the full Board of Directors for resolution
  
- (f) Should any vacant position on the Board of Directors, other than Past-President, become filled through appointment by the President (see duties of the President), the appointment of the new member of the Board of Directors shall be affirmed by the remaining members (without the new / appointed member).
  - (i) The President shall appoint only those members of the Association who are eligible for the open position, as defined in the description of the office below
  - (ii) A Vote of Affirmation shall be scheduled at the next regularly-scheduled meeting of the Board of Directors (e.g. no "Special Board Meeting" shall be used to affirm an appointment)
  - (iii) Prior notification of Board Members shall not be required, as this action is considered normal and necessary business to come before the Board of Directors
  - (iv) A majority vote of the Board Members present (without the appointed new member) shall be required to affirm the President's appointment
    - 1) As opposed to normal voting procedures, the President shall have no vote in affirming an appointment to the Board of Directors – not even a TIE-breaker. A TIE vote of the Board of Directors shall constitute a failure to be affirmed by the Board, and the President shall be directed to appoint a new (and different) member to the vacant position
  - (v) Once so affirmed, the new member of the Board of Directors shall remain in office for the full remainder of the original term of office, unless removed through other provisions of these By-Laws
  
- (g) All members of the Board of Directors should remember that their behavior and performance of their duties and responsibilities are a reflection of the Association. All members should strive to:
  - (i) Keep a positive attitude
  - (ii) Remain polite and respectful to others
  - (iii) Promote, through action and attitude, the constructive social action needed to bring about positive changes and improvements in the care and welfare of the children in our care
  - (iv) Act as educators, speakers, and advocates at seminars, conferences, or other meetings regarding Foster and/or Adoptive care
  - (v) Disseminate information gathered in the performance of their duties for the betterment, benefit, or support of the Association's members
  - (vi) Cooperate with other organizations that have similar objectives, in whole or in part, with those of this Association, so long as to do so would not be in conflict with the other rules, regulations, procedures, or policies of this Association, or in conflict with these By-Laws.
  
- (h) All members of the Board of Directors should strive to protect the confidentiality of all personal information that they may become aware of, for any reason

**Section 5.02 President:** The President is the de-facto leader of the organization

- (a) To be eligible to serve as the President of the Association, a candidate must:
  - (i) Be a current, Voting Member of the Association, and have been so for at least one (1) full membership year
  - (ii) Have, at the time of election, submitted a Membership Application for the year co-incident with the term of office
  - (iii) Have, at the time of the election, paid all dues, fines, and other financial obligations due to the Association – including dues for the year co-incident with the term of office
  - (iv) Not have been voted off of the Board of Directors by a Vote of No Confidence in the 12-months prior to the election
  - (v) Not have served as the President of the Association for both of the prior membership years (i.e. a President may serve only 2 consecutive terms, but after having not served for at least one full term, may run again)
  
- (b) The President shall:
  - (i) Preside (act as Presiding Officer) at all Membership Meetings
  - (ii) Preside (act as Presiding Officer) at all Board Meetings
  - (iii) Be responsible for the general management and supervision of the affairs of the Association
  - (iv) Appoint (or accept volunteers for) Committee Chairmanships in a fair and equitable manner
  - (v) Act as the public face of the Association – both to the media and to the state agencies involved in the care and support of Foster, Shelter, or Adopted children
  - (vi) With the approval of the Board of Directors, sign contracts on behalf of the Association
  - (vii) Within 30-days of a vacancy, make such appointments as necessary to fill vacant positions on the Board of Directors
  - (viii) Actively coordinate with the State Licensing Agency (DCF, appropriate CBC, or their successors) to better support the Membership in their role as caregivers to Foster, Shelter, or Adopted Children
  - (ix) Maintain decorum and present an impartial face at all times while acting as in an official capacity
  - (x) NOT attempt to supersede, overrule, or override decisions made by duly appointed Presiding Officer of a Meeting for which the President is NOT the Presiding Officer (i.e.: overrule or take control of the Activities Committee from the duly appointed Chairperson of that committee, or take back control of a meeting at which the President has relinquished the role of Presiding Officer)
  - (xi) NOT attempt to coerce or otherwise unduly influence any member or officer of this Association

**Section 5.03 Vice-President:** The Vice-President provides assistance and support to the President

- (a) To be eligible to serve as the Vice-President, a candidate or appointee must be qualified to assume the position of President, as provided for in the previous Section of these By-Laws; except:
  - (i) Whereas the duties of the office of Vice-President may require the assumption of the office of President, no candidate for Vice President shall be a current President who is prevented from running for re-election due to term limits as set forth above
  - (ii) Whereas the office of President shall have term limits, as set forth above, these limits shall not be construed to apply to the office of Vice-President (i.e.: a member may serve any number of consecutive terms as Vice-President)
  
- (b) The Vice-President shall:
  - (i) Be responsible for maintaining attendance records of all Board Members at all Membership and Board of Directors Meetings
  - (ii) Notify any member of the Board of Directors who is in danger of facing a Vote of No Confidence or suspension from the Board due to excessive absences. The intent of this provision is to provide ample warning to a Board Member prior to a Vote of No Confidence being required.
  - (iii) In the absence of the President, or if otherwise vacated by the President, serve as Presiding Officer at Membership or Board of Director meetings
  - (iv) Upon the vacancy of the office of President, the Vice-President shall immediately assume the office of President and seek to find a suitable member for appointment to fill the newly-vacated position of Vice-President.
  - (v) NOT attempt to supersede, overrule, or override decisions made by duly appointed Presiding Officer of a Meeting for which the Vice President is NOT the Presiding Officer (i.e.: overrule or take control of the Activities

Committee from the duly appointed Chairperson of that committee, or take back control of a meeting at which the Vice President has relinquished the role of Presiding Officer)

- (vi) NOT attempt to coerce or otherwise unduly influence any member or officer of this Association

**Section 5.04 Corresponding Secretary:** The Corresponding Secretary is responsible for all official written communication to and from the Association, except for those communications that fall under the auspices of the Treasurer (e.g.: filing of Federal Tax forms, etc.). In addition, Secretary is responsible for recording and maintaining the official records (minutes) of the Association. (Modified in 2010)

- (a) To be eligible to serve as the Corresponding Secretary, a candidate must:
  - (i) Be a current Member of the Association (at any level of Membership)
    - 1) A Corresponding Secretary who is a non-Voting Member of the Association shall have a full vote at the Board of Directors Meetings, even though they may NOT have a similar vote at a General Membership Meeting
  - (ii) Have, at the time of election, submitted a Membership Application for the year co-incident with the term of office
  - (iii) Have, at the time of the election, paid all dues, fines, and other financial obligations due to the Association – including dues for the year co-incident with the term of office
  - (iv) Not have been voted off of the Board of Directors in the 12-months prior to the election
- (b) The Corresponding Secretary shall:
  - (i) Be responsible for filing the Annual Report of the Association with the State of Florida in January or February of each year
  - (ii) Be responsible for filing an amended Annual Report of the Association with the State of Florida after the results of elections changes the officers of the organization
  - (iii) Be responsible for registering with the State of Florida Division of Consumer Services in January or February of each year (NOTE: This is required under State Law for Not- For-Profit organizations that solicit contributions from the public).
  - (iv) Be responsible for filing the annual membership renewal for the Association in the FS-FAPA.
  - (v) Be responsible for filing the annual membership renewal for the Association in the NFPA.
  - (vi) Be responsible for the production and distribution of the Newsletter Editor. (NOTE: The Corresponding Secretary may, with the approval of the Board of Directors, appoint a Newsletter Editor for this purpose)
  - (vii) Issue all notices of meetings – especially Board of Directors and General Membership Meetings – in either physical or electronic form.
  - (viii) Conduct such other correspondence as may be necessary for the smooth and efficient operation of the Association.
    - 1) All such correspondence shall be made public and available to any member of the Association, except where to do so may infringe upon the privacy of a member or non-member.
    - 2) All such correspondence shall be made public and available to the Board of Directors, even when to do so may infringe upon the privacy of a Member or non-Member. (It is the job and role of the Board of Directors to oversee the operations of the Association)
  - (ix) Keep minutes of all meetings of the Association – especially Board of Directors and General Membership Meetings
  - (x) Make available to all who desire (in either physical or electronic form, at the discretion of the Recording Secretary) a copy of said minutes for a period of at least one full calendar year
  - (xi) Maintain and keep available for inspection at any meeting (in either physical or electronic form, at the discretion of the Recording Secretary) a complete copy of the fully updated version of these By-Laws
  - (xii) Maintain the minutes and/or reports of all Committees as may be made or provided to the Board of Directors or the General Membership at their respective meetings

**Section 5.05 Recording Secretary-Membership Chairperson:** The Recording Secretary is responsible for recording and maintaining the official records of the Association-The Membership Chairperson is responsible for maintaining the membership and training records of the Association. (Modified in 2010)

- (a) To be eligible to serve as the Membership Chairperson, a candidate or appointee must:
  - (i) Be a current, Voting Member of the Association
  - (ii) Have, at the time of election, submitted a Membership Application for the year co-incident with the term of office
  - (iii) Have, at the time of the election, paid all dues, fines, and other financial obligations due to the Association – including dues for the year co-incident with the term of office
  - (iv) Not have been voted off of the Board of Directors in the 12-months prior to the election
  
- (b) The Membership Chairperson shall:
  - (i) Receive from existing and prospective members, on an annual basis, a completed application for membership
  - (ii) Coordinate with the Treasurer regarding the payment of dues for any member or prospective member of the Association
  - (iii) Maintain an updated list of all current members of the Association.
  - (iv) Maintain an updated list of all current (standing and ad-hoc) Committees of the Association, including the Chairpersons and members thereof

**Section 5.06 Treasurer:** The Treasurer is responsible for all financial duties of the Association

- (a) To be eligible to serve as the Treasurer, a candidate or appointee must:
  - (i) Be a current Member of the Association (at any level of Membership)
    - 1) A Treasurer who is a non-Voting Member of the Association shall have a full vote at the Board of Directors Meetings, even though they may NOT have a similar vote at a General Membership Meeting
  - (ii) Have, at the time of election, submitted a Membership Application for the year co-incident with the term of office
  - (iii) Have, at the time of the election, paid all dues, fines, and other financial obligations due to the Association – including dues for the year co-incident with the term of office
  - (iv) Not have been voted off of the Board of Directors in the 12-months prior to the election
  
- (b) To be considered for the office of Treasurer, it is strongly suggested that the candidate or appointee have a background in accounting or financial management. In the absence of such a candidate, the Board of Directors is authorized to hire an outside accounting firm to manage the finances of the Association. In such a case, the elected Treasurer of the Association shall act as the point of contact to the outside firm.
  - (i) Outside accounting is an expensive endeavor. It is strongly suggested that a member (even a Supporting Member) be sought out who has the requisite background rather than incur the cost of outside accounting.
  
- (c) The Treasurer shall:
  - (i) Receive all monies paid to the Association, where in payment of dues or other debt to the Association, or made in contribution
  - (ii) Provide a written receipt for all monies collected, to include the date, form of payment, and reason for payment
  - (iii) Make deposits of all monies paid to the Association in a timely fashion, and only into accounts held by the Association and approved by the Board of Directors
  - (iv) Pay such debts or other debentures as may be approved by the Board of Directors
  - (v) Maintain records pursuant to the Generally Accepted Accounting Principles as defined and maintained by the Financial Accounting Standards Board (FASB) of the United States.
  - (vi) Make available to any member of the Board of Directors, the complete and current account statements for any bank, investment, or other fiduciary account opened in the name of the Association at any time
  - (vii) If requested by the Board of Directors, obtain a bond in the amount requested. The Association shall bear the full cost of acquiring said bond.
  - (viii) Make regular reports to the General Membership (at General Membership Meetings) and the Board of Directors (at Board Meetings) regarding the financial affairs of the Association.
  - (ix) Communicate regularly, and cooperate with the Recording Secretary as to the collection and payment of dues so that accurate membership rolls may be maintained

- (x) Prepare for submission any tax reporting or financial reports as may be required by law
- 1) Specifically, it shall be the duty of the Treasurer to actively preserve and protect the Association's Non-Profit and Not-For-Profit status with the State and Federal Governments

**Sergeant-At-Arms:** The Sergeant-At-Arms is responsible for maintaining order at meetings of the Membership and at Board of Directors Meetings, and is charged with the protection, interpretation, and enforcement of these By-Laws

- (d) To be eligible to serve as the Sergeant-At-Arms, a candidate or appointee must:
  - (i) Be a current, Voting Member of the Association
  - (ii) Have, at the time of election, submitted a Membership Application for the year co-incident with the term of office
  - (iii) Have, at the time of the election, paid all dues, fines, and other financial obligations due to the Association – including dues for the year co-incident with the term of office
  - (iv) Not have been voted off of the Board of Directors in the 12-months prior to the election
- (e) The Sergeant-At-Arms shall:
  - (i) In the absence of the President, and Vice-President, or if otherwise vacated by the Vice President, serve as Presiding Officer at Membership or Board of Director meetings
  - (ii) Actively prompt the Presiding Officer to start and end the meetings on-time
  - (iii) Act as an interpreter of these By-Laws when members question the appropriate conduct of the President, Presiding Officer, or the Board of Directors – especially when the conduct in question is believed to be in conflict with these By-Laws.
  - (iv) Actively assist the Presiding Officer of any meeting (Membership, Board, Committee, etc.) of the Association in keeping and maintaining order and decorum.
  - (v) Interrupt the proceedings, discussions, votes, elections, or other business of the Association if they believe that the current or proposed activity would be in violation of or otherwise in conflict with these By-Laws
  - (vi) Act as the Presiding Officer at the regularly scheduled General Membership Meeting during any portion of said meeting that constitutes the election of a new Board of Directors
    - 1) As the protector, interpreter, an enforcer of these By-Laws, the Sergeant at Arms should explain the duties and responsibilities of each office prior to taking or recording a vote

**Section 5.07 Past-President:** The Past-President is responsible for providing a recent, historical perspective to the Board of Directors – specifically to provide a degree of continuity from one set of officers to the next

- (a) This position on the Board of Directors is not directly elected.
- (b) To be eligible to serve as the Past-President of the Association, a person must:
  - (i) Have been previously elected to and served the entire previous term of office as President of the Association
  - (ii) Not have vacated, resigned from, or been removed from the office of President in the previous term
  - (iii) Be a current, Voting Member of the Association
- (c) In the event that a current President is re-elected, the position of Past-President on the Board of Directors shall become vacant and shall not be filled until the next election.
  - (i) A President who vacates, resigns from, or is otherwise removed from office shall not be entitled to the position of Past-President on the Board of Directors for either the current or subsequent term of office
- (d) In the event that a Past-President is elected to a different position (e.g.: Treasurer) on the Board of Directors, the position of Past-President on the Board of Directors shall become vacant
- (e) The Past-President shall:
  - (i) Assist the President in maintaining a consistency between administrations
  - (ii) With the consent of the President, provide advice and suggestions to the President
  - (iii) Advise the Board of Directors on matters that may have come before the prior administration's Board of Directors, providing a reason or rationale for the prior body's decisions



- (iv) Have all of the rights, privileges, and responsibilities as other members of the Board of Directors, but shall NOT have a vote on the Board of Directors (this shall in no way affect their voting rights as a Member of the Association at General Membership Meetings)

## **Article VI. Meetings**

**Section 6.01 (General) Membership Meetings:** The Association shall hold routine, regularly-scheduled meetings of the entire membership.

- (a) The Association shall hold a General Membership Meeting at least monthly
  - (i) This provision shall not be interpreted to limit the frequency of these meetings
  - (ii) The Board of Directors may suspend or cancel a General Membership Meeting only with at least seven (7) days notice (either physically or electronically) to the members
  - (iii) The Board of Directors shall not suspend or cancel two or more consecutive General Membership Meetings without the prior approval of the General Membership (i.e.: the General Membership may vote to suspend meetings over the Summer Break for public schools)
- (b) The location, date, and time of any General Membership Meeting shall be published (in either physical or electronic form) to the membership at least seven (7) days prior to the start of the meeting.
  - (i) Failure to provide sufficient notice of a General Membership Meeting shall not require the meeting be cancelled. However, no Association Business (such as, but not limited to: making of motions, voting, or elections) may be held at such a meeting.
  - (ii) A significant change in venue location (i.e.: a different address) within the notification window shall constitute failure to notify
  - (iii) A significant change in start-time within the notification window shall constitute a failure to notify. Significant in this instance shall be:
    - 1) A start time earlier than the published start time
    - 2) A start time more than 1-hour after the published start time
    - 3) A designated duration more than 1-hour longer than the published meeting duration
- (c) The Presiding Officer of a General Membership Meeting shall be the designated by the Board of Directors in the descriptions of their duties above
  - (i) If no member of the Board of Directors is present whose roll includes acting as Presiding Officer (i.e.: the President, Vice-President, and Sergeant-At-Arms are all absent), then any remaining Board Member may serve as Presiding Officer
  - (ii) No Membership Meeting with fewer than four (4) members of the Board of Directors present shall be taken into a Business Meeting. At such a meeting, votes, motions, and other business cannot come before the General Membership
    - 1) An exception is made for Meetings at which an election is scheduled. In such a case, the election shall be held without regard to the presence of the "old" Board of Directors. However, other business may not come before the Association until the "new" Board is elected into office
- (d) At all General Membership Meetings, a time shall be set aside in the agenda for a Business Meeting, where the Board of Directors and any Committees of the Association shall report to the General Membership.

**Section 6.02 Board (of Directors) Meetings:** The Board of Directors shall hold routine, regularly-scheduled meetings for the purpose of conducting the administration of the Association

- (a) The Board of Directors shall hold a Board Membership Meeting at least monthly
  - (i) This provision should not be construed to limit the frequency of these meetings
  - (ii) The Board of Directors may suspend or cancel a Board Meeting with at least seven (7) days notice (either physically or electronically) to the Board Members and the General Membership
  - (iii) The Board of Directors shall not suspend or cancel two or more consecutive, regularly-scheduled Board Meetings without the prior approval of the General Membership (i.e.: the General Membership may vote to suspend meetings over the Summer Break for public schools)
- (b) The location, date, and time of any Board Meeting shall be published (in either physical or electronic form) to the membership at least seven (7) days prior to the start of the meeting.
  - (i) Failure to provide sufficient notice of a Board Meeting shall not require the meeting be cancelled. However, as noted previously in these By-Laws, such a Board Meeting shall be construed to be an “Emergency Board Meeting,” and shall have strict limits placed upon the transactions that are conducted there-in.
  - (ii) A significant change in venue location (i.e.: a different address) within the notification window shall constitute failure to notify
  - (iii) A significant change in start-time within the notification window shall constitute a failure to notify. Significant in this instance shall be:
    - 1) A start time earlier than the published start time
    - 2) A start time more than 1-hour after the published start time
    - 3) A designated duration more than 1-hour longer than the published meeting duration
  - (iv) Should the Board of Directors hold more than two consecutive meetings deemed by their lack of sufficient notice to be “Emergency Board Meetings,” any member of the Association may, at any of the following three (3) regularly-scheduled General Membership Meetings, call for a Vote of Confidence in the Board of Directors, whereupon the General Membership shall determine if the “Emergency Meetings” are legitimate in their need for lack of notification.
    - 1) The motion for such a Vote of Confidence shall be: “We, the Membership, do hereby affirm our confidence in the actions of our elected Board of Directors, and do hereby also affirm that we believe that this Board is acting in the best interests of the Association and its members.”
    - 2) Discussion of the motion shall be limited to the valid need for, and appropriate nature of the “Emergency Board Meetings.”
    - 3) Failure of the Board of Directors to receive a majority Vote of Confidence (YES votes on the motion), shall constitute an immediate dissolution of the Board of Directors. The Presiding Officer shall hold immediate elections for ALL board positions. The President shall NOT be eligible to serve as Past-President on the new Board of Directors.
    - 4) The motion for a Vote of Confidence in the Board of Directors may be made, even if sufficient members of the Board of Directors are not present to move the Membership Meeting into a Business Meeting.
- (c) The Presiding Officer of a Board Meeting shall be the designated by the Board of Directors in the descriptions of their duties above
- (d) Meetings of the Board of Directors are open to all members of the Association.
- (e) No Board Meeting with fewer than four (4) voting members of the Board of Directors shall be held. Board Members in attendance when such a meeting is scheduled to be held shall wait for not less than 30-minutes for other Board Members to arrive. If, after 30-minutes sufficient Board Members are not in attendance, the meeting shall be re-scheduled.

**Section 6.03 Committee Meetings:** Any meeting held by a Committee (standing or ad-hoc) of the Association for the purpose of conducting Committee Business

- (a) The President of the Association may, from time to time, and with the approval of the Board of Directors, form or dissolve said Committees.
- (b) Each Committee of the Association shall have an appointed Chairperson, who shall not be a member of the Board of Directors.
- (c) Each Committee of the Association shall have a member of the Board of Directors assigned to that Committee as an Advisor. The Board Advisor may or may not have a vote in the Committee, at the sole discretion of the Committee Chairperson.
- (d) The membership of each Committee shall be open to any member of the Association; however the Chairperson may choose to limit the number of members of the Committee – in which case, a “waiting list” shall be maintained by the Recording Secretary of the Association.
- (e) A Committee of the Association may be dissolved by a two-thirds vote of the members of the Committee, or by a two-thirds vote of the Board of Directors.
  - (i) If a Committee is dissolved by the Board of Directors, any member of the Committee may appeal the dissolution of the Committee to the General Membership at the next regularly-scheduled General Membership Meeting. It shall require a two-thirds vote of the General Membership to reinstate a Committee. (NOTE: A Committee voting to dissolve itself is not subject to General Membership approval or appeal.)

## **Article VII. Voting and Elections**

**Section 7.01 Motions:** Any Voting Member of the Association, except the Presiding Officer, may make a motion during the appropriate time of the agenda at any General Membership Meeting. Such an appropriate time must appear on the agenda for all General Membership Meetings

- (a) To make a motion directly, a Presiding Officer must pass on the position to the next available member of the Board of Directors
- (b) Once a Presiding Officer has stepped down from that position, they may not return to that position for the remainder of the meeting
- (c) To be valid, a motion shall be limited to a single topic.
  - (i) Either the Presiding Officer or the Sergeant-At-Arms may rule a motion “Out of Order” for:
    - 1) Being made at an inappropriate time (e.g.: while another motion is on the floor)
    - 2) Being made by a non-Voting Member of the Association
    - 3) Being too complex (each motion is limited to a single topic)
    - 4) Being of a frivolous nature
    - 5) Being clearly not in the best interest of the Association
    - 6) Being in other violation of these By-Laws, or the Policies and Procedures of the Association
  - (ii) Any member may appeal a decision of the Presiding Officer that a motion is “invalid” to the Sergeant-At-Arms, who shall have the final say
  - (iii) The Presiding Officer and Sergeant-At-Arms shall be cautious in determining that a motion is “Out of Order,” always keeping in mind the rights of the Membership to direct their Association as they see fit.
- (d) Any motion must receive a second from another Voting Member of the Association, except for the Presiding Officer, or it shall be recorded as having “Failed for lack of a second.”
- (e) The Presiding Officer shall allow a minimum of 5-minutes of discussion time prior to cutting off further discussion.

(NOTE: This shall not be construed as to REQUIRE 5-minutes of discussion, but rather as requiring at least 5-minutes of discussion when enough members desire to speak on the merits or demerits of the motion.)

- (f) The Presiding Officer (and Sergeant-at-Arms) shall not allow multiple motions to be open, or “On the Table,” simultaneously. To move beyond a motion that is currently “On the Floor,” it must be “tabled” with a specific date set aside to reconsider; or it must be withdrawn by the maker of the motion with the agreement of the member who originally seconded the motion.
  - (i) Any attempt to modify a motion after it has been made and recorded by the Recording Secretary shall require the approval of the original maker of the motion, as well as the member who originally seconded the motion. Such an amendment or change shall be deemed a “Friendly Amendment,” and may be made at anytime BEFORE a vote on the motion is taken
  - (ii) A proposed change to a motion that is NOT accepted by both the maker of the original motion and the member who originally seconded the motion shall be deemed an “Unfriendly Amendment” and shall not be accepted
  - (iii) The membership (General Membership, Board of Directors, or Committee Members as appropriate) may only vote on a motion as modified by Friendly Amendments, if any.
- (g) Unless otherwise specified in these By-Laws, motions require a majority vote to pass.
  - (i) A majority vote shall be deemed to have been cast when a number greater than one-half of all valid votes cast are in FAVOR of the motion
  - (ii) All Voting Members of the Association shall be eligible to cast exactly one vote, which may be an abstention.
  - (iii) Voting on motions by proxy is prohibited by these By-Laws. In no instance shall any member be afforded more than one vote.
  - (iv) When the number of votes cast in favor of a motion equals the number of votes cast against, (e.g.: a tie exists) the Presiding Officer shall cast the deciding vote. In such an instance, the Presiding Officer shall not be afforded the option to abstain.
  - (v) Except in the case of a tie, as noted above, the Presiding Officer shall not vote on a motion.

**Section 7.02**      **Elections:** Elections for Board of Directors positions shall be held annually

- (a) The President shall, with the approval of the Board of Directors, create and appoint a Chairperson of a Nominations Committee at least 2 months prior to elections (~~e.g.: in March~~) (Modified in 2010)
  - (i) The Chairperson of the Nominations Committee shall appoint at least two (2) additional members of the Association to serve on the Nominations Committee; neither of whom shall be members of the current Board of Directors
  - (ii) The Nominations Committee shall actively seek out members of the Association to run for each position on the Board of Directors, with the goal of presenting to the membership multiple candidates for each position
  - (iii) The Nominations Committee shall afford each proposed candidate an opportunity to accept or to decline their nomination. Should a proposed candidate decline a nomination, the Nominations Committee shall not present that candidate on any proposed ballot
  - (iv) Any member, at any membership level, may propose a candidate, including themselves, to the Nominations Committee, who shall be tasked to determine both the willingness and eligibility of the proposed candidate to serve.
    - 1) Nominations Committee members specifically may make nominations themselves, including nominating themselves to any position to which they are eligible to serve
  - (v) No member of the Nominations Committee shall endorse, or otherwise show favoritism, towards any candidate for any office or elected position, except when casting their own personal ballot in the election
  - (vi) The Nominations Committee shall present to the General Membership a proposed ballot at least one month prior to the elections (e.g.: in April)
  - (vii) The failure of the President, or the Board of Directors, to appoint or create a Nominations Committee shall not be used as a cause to delay elections
  - (viii) The failure of the Nominations Committee to properly report or otherwise provide a ballot shall not be used as a cause to delay elections

- (b) All members of the Board of Directors, except for the Past-President, shall be elected by a majority vote of the Voting Members of the Association
- (i) Election of the members of the Board of Directors shall occur at the last regularly-scheduled General Membership Meeting of the Fiscal Year (i.e.: in May of each year)
  - (ii) To be eligible to vote, a Voting Member must have submitted a membership application for the following year (the year in which the newly elected Board of Directors is to serve) and must also have paid any dues that may be required to accompany said application (adopted July 2006)
    - 1) Current Voting Members of the Association who have not submitted their application for membership or paid their dues for the subsequent year shall not be afforded a vote for the leadership of the Association for the subsequent year (adopted July 2006)
  - (iii) The Presiding Officer during an election shall be the current Sergeant at Arms (or their designee), who shall ask for and accept any additional nominations “from the floor” prior to accepting votes and/or ballots in an election
    - 1) Any member so nominated shall be afforded an opportunity to accept or decline the nomination
    - 2) The Recording Secretary shall, at the time of the nomination, determine if the proposed candidate meets the eligibility requirements for the position sought
  - (iv) A position for which there is only one candidate at the time of voting shall be recorded as having been elected “by acquiescence,” and shall not require a vote of the membership to be elected
  - (v) When more than one candidate seeks an elected position in the Association, each shall be afforded an opportunity to address the General Membership immediately prior to the election being held. The amount of time afforded to each candidate shall be determined by the Presiding Officer, and shall be equal for each candidate present at the time of voting
  - (vi) All Voting Members, including the Presiding Officer, shall have exactly one vote in the election
  - (vii) Voting by proxy is expressly prohibited by these By-Laws
  - (viii) So long as two (2) or more candidates are vying for an elected position, all election votes shall be cast by written, “secret” ballot
  - (ix) The Presiding Officer may appoint a Counting Committee, consisting of either three or five members; none of whom shall be seeking elected office during the current elections
  - (x) A majority of VALID votes for a candidate shall constitute their successful election to office. (For example: if 30 votes are cast: 13 for Candidate A, 12 for Candidate B, and 5 are invalid – such as a blank, or a vote for “Donald Duck,” etc. – then Candidate A shall be declared the winner: having received 13 of the 25 VALID votes cast.)
    - 1) If more than 2 candidates appear on a ballot, and none receives a majority of valid votes cast:
      - a) The results of the first round of voting shall NOT be announced to the membership, except to indicate that no clear winner was chosen.
      - b) Each candidate will be given an opportunity to withdraw voluntarily
      - c) If, and only if, no candidate(s) withdraw, the candidate receiving the lowest number of votes shall be declared ineligible for the next round of voting.
      - d) If multiple candidates receive the same lowest number of votes, creating a tie for ‘last position,’ then one of those candidates’ names shall be drawn at random to determine which candidate to withdraw from the race. In this instance, the need to draw at random shall not be revealed to the General Membership until after the election has been completed and a winner declared
- 2) If only 2 candidates appear on the ballot, and neither receives a majority (e.g.: an exact TIE), then the result shall be determined by a random drawing to be held immediately by the Counting Committee – whose decision shall be final
  - 3) Once a winner has been determined, the results of the election shall be announced to the General Membership. The announcement shall include an accounting, for each round of balloting required, of the:
    - Number of ballots cast
    - Number of discarded or invalidated ballots
    - Number of votes required to win
    - Number of votes for each candidate
 (NOTE: Only when a winner is announced should these numbers be made available to the membership).
  - 4) The Chairperson of the Counting Committee shall retain all ballots received (valid or otherwise) for at least 1 hour past the conclusion of the Membership Meeting for possible examination by any candidate who wishes to “audit” the announced results
  - 5) A candidate who has audited the announced results and wishes to challenge the decision of the Counting Committee must notify the Presiding Officer, the Chairperson of the Counting Committee, and the Sergeant At Arms (who served

prior to the election) within one hour of the conclusion of the General Membership Meeting at which the election was held

- 6) The announced results of the election may be overturned only by a majority vote of the Presiding Officer, Counting Committee Chairperson, and Sergeant At Arms, who must then agree upon a remedy, if any, to be taken or enacted

## **Article VIII. Policies**

**Section 8.01** The Board of Directors shall establish and keep a set of written Policies and Procedures that shall, in much more detail and much less formality, establish the day-to-day operating guidelines of the Association.

## **Article IX. Acceptance, Amendments, or other Alterations to these By-Laws**

**Section 9.01** **Acceptance:** Pursuant to the pre-existing set of By-Laws of the Association, these By-Laws shall require a majority vote of the Voting Members of the Association to be accepted by the membership.

**Section 9.02** **Amendments:** Whereas an organization's By-Laws should provide a solid groundwork for the continuing stability of that organization, and whereas the day-to-day whims of the membership should NOT be reflected in its By-Laws, it shall be necessary that a two-thirds vote of the membership shall be required to amend or otherwise change or replace these By-Laws.

- (a) A proposed amendment to these By-Laws must be presented in writing to the Board of Directors at least ten (10) days prior to the General Membership Meeting at which the amendment is to be entered as a "Motion to Amend the By-Laws."
- (b) A "Motion to Amend the By-Laws" must be made at a regularly-scheduled General Membership Meeting, and must be presented by the Recording Secretary – who shall read the proposed amendment(s) exactly as written.
  - (i) The author of the amendment shall be given the first opportunity to second the motion.
- (c) The Board of Directors may choose to advise the member making the proposed amendment to improve or "fine tune" the proposal
- (d) The Board of Directors may find that a proposed change to the By-Laws is inappropriate for the By-Laws (e.g.: a motion to amend the By-Laws to make the Christmas Committee include biological children would be best suited for Policies and Procedures, as these By-Laws do nothing to define Committees or their responsibilities. Furthermore, a motion to change a Policy or Procedure should generally require a majority vote, vs. a 2/3 vote for a By-Law change).
- (e) When a disagreement exists over whether a motion is suitable for an amendment to the By-Laws, the General Membership shall be given final say in their acceptance or rejection of the Motion to Amend the By-Laws.
- (f) Upon first reading of a Motion to Amend the By-Laws at a General Membership Meeting, discussion shall be allowed among all Members present; at the conclusion of which the motion shall be tabled for at least 1 month before any vote shall be permitted. (adopted July 2006)
- (g) Upon 2<sup>nd</sup> Reading (presumed to be at the next Membership Meeting) another discussion period shall be allowed among all Members present; at the conclusion of which, the motion shall be voted upon. (adopted July 2006)
- (h) Any motion to amend the By-Laws that is defeated by the General Membership shall not be offered or otherwise tendered for further or re-consideration for a period of not less than 90 days. (adopted July 2006)

## **Article X. History**

**Section 10.01** These By-Laws are originally presented to the Association on Tuesday, March 14, 2006 as a replacement of any and all pre-existing By-Laws.

**Section 10.02** These By-Laws, having been duly approved by the General Membership of the Association, on Tuesday, April 11, 2006, shall take full effect immediately thereupon.

**Section 10.03** These By-Laws are hereby amended, as approved by the General Membership of the Association on the

following dates:

- (a) **July 2006:** Article 1 is amended to change the name of the association to **Pinellas County Foster and Adoptive Parents Association, Inc.**, and to add the following to the list of approved aliases: PCFAPA and PC-FAPA
- (b) **July 2006:** Article 9 is amended to provide additional safeguards in the amendment process. Section 9.0.2 sections (f)-(h) are added providing for a 1-month consideration cycle for future amendments, defining comment and discussion periods, and limiting the ability to accept last-minute changes.
- (c) **July 2006:** Article 7 is amended to ensure that members who will not be a part of the association do not vote in elections.
- (d) **March 2010:** Multiple articles of these By-Laws are hereby adjusted throughout to reflect the following changes:
- The current membership year shall be extended through September 30, 2010
  - Subsequent Membership Years shall thereafter commence on October 1 and end on September 30  
NOTE: It is intended that this new membership year shall correspond to the FOLLOWING YEAR's Angels-4-Angels "Christmas Gift Drive." Thus, members in the membership year ENDING on September 2010 shall be eligible to participate in the Angels-4-Angels Christmas Gift Drive in December, 2010.
  - The positions of Recording Secretary and Corresponding Secretary shall be merged to become Secretary
  - The position of Membership Chairperson shall be elevated to being a member of the Board of Directors; shall become an elected position; and shall take the requisite responsibilities away from the Secretary.  
The Membership Chairperson must be a Voting Member of the Association
- (e) **February 2012:** Multiple articles of these By-Laws are hereby adjusted throughout to reflect the following changes:
- The current membership year shall be extended through December 31, 2012
  - Subsequent Membership Years shall thereafter commence on January 1 and end on December 31
- (f) **December 2017:** Article 4 is amended to eliminate the Pinellas County residency requirement for voting membership and terminating the supporting membership type.