

Friends of Children of Brevard County, Inc.
Organization By-Laws

ARTICLE I – NAME OF ORGANIZATION

These are the by-laws of the Eighteenth Judicial Circuit Advisory Board incorporated under the name: Friends of Children of Brevard County, Inc. (hereinafter, “Friends”), a tax exempt organization, not-for-profit organization incorporated under the State of Florida statutes filed in the Office of the Secretary of State on July 23, 1985, and approved by the Internal Revenue Service Code §501(c)(3) enduring in perpetuity.

ARTICLE II – OFFICES

The principal place of business is located at the Moore Justice Center located at 2825 Judge Fran Jamieson way, Viera, Florida, 32940. Friends shall maintain its principal place of business in the State of Florida and within the County of Brevard, served by the Eighteenth Judicial Circuit.

The mailing address will be established by the members of the Board to facilitate the receipt of statements, funds and other mail.

ARTICLE III – FISCAL YEAR

The fiscal year for this organization shall be from January 1 to December 31 of each calendar year.

ARTICLE IV – PURPOSES

The purpose of Friends shall remain consistent with Article IV of the Articles of Incorporation signed July 23, 1985, which states that the corporation shall promote the advancement of charity, education, and any other related, or corresponding purposes that promote, advance, and sponsor the rights of children in Brevard County, Florida within the meaning of the Florida Statutes for Incorporated Charitable Organizations, and the Internal Revenue Service Code §501(c)(3). The activities of this organization shall be directed by the Board to:

- A. Support and assist the Eighteenth Judicial Circuit Guardian ad Litem Program in representing the best interests of abused, abandoned, and neglected children who are: involved in judicial proceedings before the Court; or, involved with social service agencies including the independent living program in the community; or, to protect abused, abandoned, or neglected children during any family crisis; and, to support the Volunteers serving as Guardians ad Litem (hereinafter, “GALs”) in the performance of their tasks through financial, educational, and moral support.

- B. Support and assistance shall include, but is not limited to: funding requests for individual children submitted by volunteers and staff, and funding requests for the purpose of recruitment, retention, appreciation and professional development of volunteers and staff.
- C. The Board may conduct other activities that are related to, and necessary for, the furtherance of the Friends' goals. These activities shall be within the criteria and methods established for the maintenance of tax-exempt, not-for-profit status of Friends.
- D. Friends shall fully comply with all applicable anti-discrimination laws, rules, and regulations, in particular, it shall not discriminate on the basis of race, color, sex, sexual orientation, national or ethnic origin, or religion.

ARTICLE V – MISSION STATEMENT

The Friends mission statement is as follows:

To improve the lives of the abused, abandoned, and neglected children of Brevard County, Florida, and to support their advocates within the Guardian ad Litem Program.

ARTICLE VI – MEMBERSHIP AND ORGANIZATIONAL STRUCTURE

The Friends membership shall consist of:

1. The Board:

The members of the Board shall consist of an odd number of members with a maximum of 21 members, and no less than 15 members at any one time. Each member of the Board shall have voting rights in all matters before the Board under these by-laws. New members shall make application, to be submitted to the Secretary, for approval by the Board. New members shall be nominated by an existing member and seconded by the standing member.

2. The Executive Committee:

The Executive Committee shall be comprised of officers elected from the members of the Board, to include: President, Vice-President, Treasurer, Secretary, and GAL representative. An election of Executive Committee members shall be held in October of each year at a regular meeting. The elected officer will take office January 1st, at the start of the new fiscal year. The term of office shall be limited to two years, unless the majority of the Board votes to continue the incumbent in the position. Should it become necessary to elect a Recording Secretary and/or an Assistant Treasurer, these positions would NOT serve on the Executive Committee.

3. The Ex-Officio Board:

Members of the Ex-Officio Board participate in events and on committees, but do not vote. It is an advisory role, without voting rights, or powers to bind the Board, or Friends. Ex-Officio members serve to guide the Board by providing suggestions, consultation, and advice without the attendance requirements to which members of the Board are held.

4. Community Partners Board:

A Community Partners Board member may participate at the discretion of the Board, but have no voting rights, or powers to bind the Board, or Friends. Community Partners may provide suggestions, consultation and advice, participate in fund raising and other campaigns, and make donations. All Community Partners are members of Friends by virtue of the association. The Community Partners Board allows Friends to increase the help provided to its target children without increasing the size of the voting board. Community Partners may work on special projects and shall be recognized once each year. Membership on the Community Partners Board is granted based on application, to be submitted to the Board Secretary.

5. Friends Volunteer:

A Friends Volunteer is any individual, or group, serving in an active capacity that promotes and/or supports the purposes, mission, and/or goals of Friends, including but not limited to: fund raising, representing Friends as a speaker, representing Friends at an event, assisting with mailing, inventory, or other similar activities.

6. Registered Agent:

Board shall appoint a Registered Agent to be responsible for receipt of all legal documents, in accordance with Florida Statute 608.415. The agent may be a member of the Board, a non-member, or a business entity. Said agent's name and address shall be filed with the State of Florida. A letter of acceptance by the individual or entity shall also be filed in accordance with Florida Statute.

ARTICLE VII – INDEMNITY

All members of the Board, Executive Committee, Associate Board, Volunteers, and other duly assigned representatives, as well as those who have previously held said positions, while in good faith, acting within the scope of their responsibilities, shall be indemnified unless their actions constitute fraud, gross negligence, willful or wanton misconduct, or material breach of any obligation under these by-laws, and in accordance with Florida Statute 617.0831.

The right of this indemnification shall extend to each member of the Board and the Executive Committee in connection with the defense of any action, suit, or other proceeding in which they

are a party by reason of either being, or having been, an officer agent or member of the Board of Friends.

ARTICLE VIII – PROHIBITED ACTIVITIES

No member of the Board shall act on behalf of Friends, or permit an action in any manner that is inconsistent with, in contradiction of, or in violation of any statute, code, regulation, or other law governing Friends by any city, state, or federal entity now existing, or hereafter amended, or included.

Any member of the Board shall recuse himself/herself from participating in any discussion, or vote on any business before the Board, which may be actually, or construed to be, a conflict of interest either as to money, or any other conflict. Contracts awarded to Board members, or their companies, shall be governed by Florida Statute 617.0832 and these by-laws.

Alleged conflicts of interest shall be resolved by the Board decision in accordance with the law. When determining whether a conflict of interest does exist, the Board shall adhere to Florida Statute 617.0832. Resolution shall be made by motion with a second, and a vote of two-thirds of the eligible voting Board.

Members of the Board, its Executive Committee, Associate members, and agents are prohibited from participating in, promoting, or intervening in any political activity associated with any campaign, candidate, or ideology on behalf of Board, or Friends.

ARTICLE IX – RESPONSIBILITY OF THE BOARD

The Role and Responsibilities

The Board shall:

- Determine the annual budget;
- Determine the financial policy;
- Establish an investment policy statement;
- Establish and publish procedures and guidelines for funding requests from volunteer GALs and GAL staff;
- Establish audit and/or financial review objectives;
- Establish annual criteria for performance and satisfaction of goals and statutory requirements. A two-thirds majority of Board may delegate authority to the President to execute and sign contracts not otherwise addressed in these by-laws;
- Appoint members to, and maintain committees as needed to promote a positive community image, raise funds to maintain activities, and act on behalf of Friends;
- Promote and encourage a positive community image on behalf of the corporation and GAL program;
- The Board shall establish and publish a regular meeting schedule; it shall meet at least once each quarter upon scheduling of the Secretary or on request from at least two Board

Members. No meeting shall be held without at least 40% of the Board Membership and/or without notice of at least three working days to all Members. Each Board Member will physically attend a Board Meeting at least once each quarter. In addition, each Member is expected to actively participate in at least two fundraisers annually. If the Member is unable to meet these responsibilities, the Member may be moved to the Associate Board or be removed from the Friends of Children of Brevard County organization altogether.

- Meet at least ten times a year upon scheduling of the secretary or upon request from at least two members of the Board;
- Direct and encourage efforts on behalf of Friends to further a good public image, its purposes and activities;
- Attempt, only insofar as it is allowable under the IRS code, existing law and no further, to influence the political climate of the community, state or nation, with regard to the furtherance of the goals of the corporation;
- Make an annual donation/contribution to the GAL program in an amount meaningful and comfortable to the Board; and,
- Recognize professional services contributed to the GAL program as meaningful and significant, that the Board would be otherwise required to purchase, to include but are not limited to:
 - unpaid professional accounting services;
 - unpaid professional internet technical and web site service;
 - unpaid consulting services; and
 - other similar unpaid professional services.

Members shall be elected to the Board pursuant to Article VI of these by-laws, and can be removed upon motion from a member of the Board and a second, with two-thirds vote of the standing Board.

Compensation

The members of the Board and the Executive Committee shall operate and govern Friends without compensation in any form, including time and travel. Members of the Board and the Executive Committee may be reimbursed for incidental purchases as approved by the Board and required for the performance of official duties. Typical examples of this include, but are not limited to: print material, paper, ink, envelopes, and postage. A majority vote of the Board is required to approve reimbursement of purchase of this nature. An assigned corporate credit/debit card may be used for pre-approved purchases.

Duties of the Executive Committee

Members of the Executive Committee, as elected pursuant to Article VI of these by-laws, are charged with the implementation of policies and procedures to insure the maintenance and compliance with legal requirements for furtherance of the corporate entity.

The President shall:

- Attend and chair at all meetings of the Board and the Executive Committee;
- Ensure compliance and execution of all Board resolutions;
- Execute contracts, approved by the Board, in the name of Friends, except when said duty has been properly delegated to another member of the Executive Committee;
- The President may be designated signature authority by a two-thirds majority of the Board on special contracts not otherwise addressed in these by-laws;
- Call special meetings when necessary;
- Vote on all matters of governance as a member of the Board;
- Appoint a chair to both standing and non-standing committees;
- Play a leading role in fundraising activities;
- Recruit and develop new Board members;
- Act as Friends' spokesperson;
- Consult, periodically, with members of the Board regarding their role and performance;
- Deliver to his/her successor all papers pertaining to the office within one month of the election of a new President.

The Vice-President shall:

- Attend all board and executive committee meetings;
- Monitor time to ensure board meetings do not run unnecessarily long;
- Understand the duties of the President should it become necessary for the Vice-President to temporarily serve that role;
- Vote on all matters of governance as a member of the Board;
- Perform all duties assigned by the President and/or the Board;
- Participate as a vital member of the Board leadership;
- Deliver to his/her successor all papers pertaining to the office within one month after the election of a new Vice-President.

The Secretary shall:

- Attend all board and executive committee meetings;
- Give notice of all meetings, record, and archive the minutes of scheduled, special, and emergency board meetings;
- Timely file required or mandated state and federal reports under his/her purview;
- Vote on all matters of governance as a member of the Board;
- Develop the agenda for each board meeting, polling members for content;
- Submit minutes to the Board at the earliest possible date following meetings;
- Prepare ballots when needed for annual elections of Board members;
- Receive, forward, and/or answer e-mails, phone calls, or postal mail addressed to Friends, including but not limited to: thank-you notes, donor letters;
- Deliver to his/her successor all papers pertaining to the office within one month after the election of a new Secretary;
- Maintain and store all records for a minimum of seven years.

The Treasurer shall:

- Attend all board and executive committee meetings;
- Maintain continuity, care, custody, and integrity of all funds belonging to Friends;
- Vote on all matters of governance as a member of the Board;
- Serve as the chairperson of the Finance Committee and may appoint a member to take the minutes, who may be the Secretary, when the full Board serves as the Finance Committee;
- Sign checks as needed;
- Maintain an accurate account of all funds;
- Submit monthly reports to the Board for approval;
- Advise the Board of any errors and/or corrections made to the account ledger;
- Ensure compliance with grant requirements;
- Ensure compliance with state and federal law;
- Prepare and submit state and federal financial reports;
- Conduct a financial audit every three (3) years;
- Deliver to his/her success all papers pertaining to the office within one month after the election of a new Treasurer.

The GAL Representative shall:

- Attend all board and executive committee meetings;
- Serve on the Executive Committee;
- Communicate with the GAL office and GALs regarding upcoming programs and events;
- Ensure GAL staff and volunteers are aware of our program, what we have to offer, and how to request assistance
- Develop increasingly user-friendly means for GALs to communicate the needs and wants of children in care.

ARTICLE X – BOARD MEETINGS

Board meetings shall occur on the third Tuesday of every month. Special meetings of the Board may be called by any member of the Executive Committee. The person, or persons, who call a special meeting of the Board will include in the notice the time and place of said meeting. Notice of any special meeting shall be given at least seventy-two (72) hours before the meeting, in-person, by mail, by telephone, or e-mail. Emergency meetings of the Board may be called by the President, or Vice-President. Notice of an emergency meeting shall be given to each member of the Board by mail, telephone, or e-mail. In the case of an emergency meeting, the President or Vice-President, as appropriate, shall prescribe a shorter notice to be given personally or by communicating to each member pursuant to notice requirements for special meetings.

No Board meetings shall be held with less than a quorum of the standing Board. A quorum exists when forty-percent (40%) of the voting members of the Board is present. Matters before the Board requiring a vote shall be governed by a simple majority of the entire Board, except where

otherwise specified in these by-laws. Each member of the Board shall have one vote. Votes may be made: in-person, by-phone, and upon approval of the quorum for that vote, by e-mail.

Robert's Rules of Order shall govern at all meetings when not in conflict with these by-laws, procedures established by the Board, or any federal, state, or local law, or regulation. The President shall preside at meetings of the Board. In the absence of the President, the Vice-President shall preside, then the Secretary, then the Treasurer. In the absence of these officers, a temporary chair may be elected.

ARTICLE XI – COMMITTEES

The chairs and committee members of all standing committees must be a member of the Board. The bulk of the decisions and work for Friends will take place in these committees. Each committee will be made up of at least three (3) members of the Board, appointed by the President with the help of the Executive Committee, who will serve as decision makers. These three members are empowered to make decisions and take action without going back to the Board for approval. Both members and non-members may serve on committees as needed. A committee report shall be sent to the Secretary one (1) week prior to a Board meeting for inclusion on the agenda as a committee update. Any and all invoices shall be submitted by committee chairs to the Treasurer for approval. As the overseer of the budget, the Treasurer may not actively participate in a committee, or its decision-making process where money is being spent.

Executive Committee –

The Executive Committee shall

- Be comprised of the President, Vice-President, Secretary, Treasurer, and GAL representative;
- Oversee the day to day operations under guidelines prescribed by the Board;
- Perform other functions delegated to it by these by-laws and the Board;
- Develop and recommend operating procedures and guidelines for the approval of the Board;
- Meet prior to the board meeting each month to develop the board meeting agenda;
- Serve as the nominating committee for future members, and the
- Foster communication between board members between regular meeting sessions.

Fundraising Committee –

The Fundraising Committee shall

- Oversee the development and implementation of the Fundraising Plan with a goal of increasing fundraising activities;
- Identify opportunities for fundraising events;
- Supervise the implementation of events;
- Identify and pursue grant opportunities, including setting up financial requirements to comply with grant requirements;
- Develop donors, individual and corporate, to support Friends' activities.

Marketing Committee –

The Marketing Committee shall

- Oversee development and implementation of a Marketing Plan with a goal of increasing awareness of Friends;
- Responsible for updating and maintain the Friends’ website;
- Produce and distribute the Friends’ monthly newsletter;
- Seek out and fill speaking engagements;
- Negotiate the press and keep Friends’ social media profile current and relevant;
- Actively participate in local Chambers of Commerce, and other local networking events to enhance membership and fundraising;
- Maintain an updated list of supporters and sponsors.

Program (GAL) Committee –

The Program Committee shall

- Oversee Friends’ programs that benefit the GAL program (GAL requests, Christmas Gifts, backpack drive, duffle bags, clothing drives, coat drive, etc.);
- Support volunteer recruitment activities;
- Facilitate long range planning and sound evaluation of improvement of Friends’ programs and services;
- Foster communication between GAL program, GAL volunteers, and Friends.

Budget Committee –

The Budget Committee shall

Superhero Committee –

The Superhero Committee shall

- Oversee development and implementation of a 5K fundraiser each year;
- Identify opportunities for increasing awareness about Friends’ programs;
- Identify donors to support the 5K fundraiser.

ARTICLE XII – AMENDMENTS TO BY-LAWS OR ARTICLES OF INCORPORATION

Amendments to the corporate charter or the by-laws shall be made by written motion from one member of the Board in writing to the Secretary who shall then notify all Board members with at least a fourteen (14) day notice. Any change to the by-laws requires two-thirds approval from the Board members present at the regular meeting wherein the change is presented for vote.

ARTICLE XIII – FINANCIAL TRANSACTIONS AND DISBURSEMENTS

The President, Vice-President, Treasurer, and Assistant Treasurer shall have signature authority for Friends’ operating business account. The President, Vice-President, and Treasurer are authorized to enter into any contract or execute any instrument in the name of or on behalf of

Friends which has prior approval of the majority of the Board. Such authority may be general or confined to specific instances. The President, with prior Board approval, may designate such authority for a specific instance to any member of the Board.

All debts, obligations, and liabilities of Friends, whether arising in contract, tort, or otherwise, shall be solely the debts, obligations, and liabilities of Friends. No member of the Board, the Executive Committee, the Ex-Officio Board, the Community Partners Board, Friends volunteers, or agent shall be obligated personally for any such debt, obligation, or liability of Friends solely by reason of serving in said role.

Disbursements will be performed under seal by the Treasurer with requests submitted in writing. Receipts will be retained with the requests and submitted for audit when an independent auditor is appointed by the Board. Following the audit, a signed affidavit from the auditor attesting to the accuracy of records and compliance with state and federal guidelines for the records shall be provided and retained by the Board, in the possession of the Treasurer.

All requests for disbursements from the general fund shall be made using the automated GAL request form. Said request will be made electronically and automatically forwarded to the Program Committee for approval. If a request is approved by the Program Committee, the information is forwarded to the Treasurer for payment. Disbursements will be in compliance with state and federal guidelines and in furtherance of established Friends' goals, objectives, and guidelines.

Each member of the Board has the right to inspect any and all financial books and records of Friends. Upon request, a member of the Board may inspect and copy financial reports for each fiscal year. Board shall remain responsible for accounting, accuracy and appropriate use of all expenditures.

ARTICLE XIV – COMMUNICATION

While personal interactive communication and discussion at Board meetings is the most appropriate form of communication, the board recognizes the viability of electronic communication in a limited capacity. The use of electronic communications shall be deemed to fulfill notification and transmission of document requirements. Each party, at his/her own expense, shall provide and maintain the equipment, software, and services necessary to effectively transmit and receive electronic communication.

Information contained in any communication shall be considered confidential by the parties. Any electronic communication properly transmitted shall be considered to be "written" or "in writing", and shall be deemed to constitute an "original" when printed from electronic files, or records, established and maintained in the normal course of business.

These by-laws were approved by a two-thirds majority of the standing Board in attendance as of _____, and supersede any previous editions of these by-laws. Each voting member's signature is affixed to the signature page included herein.

Signature Page

President

Vice-President

Secretary

Treasurer

Board Member

Board Member

Board Member

Board Member

Board Member

Board Member

Board Member

Board Member

Board Member

Board Member

Board Member

Board Member

Board Member

Board Member

Board Member

Ex-Officio Member

Ex-Officio Member

Ex-Officio Member

Ex-Officio Member

Community Partners Member

Community Partners Member

Community Partners Member

GAL Representative
