

**LOCAL CHAPTER BY-LAWS**

**BROWARD COUNTY GUARDIANSHIP ASSOCIATION**

**FSGA - LOCAL CHAPTER**

**ARTICLE I -- ORGANIZATION**

- .01 **NAME** The name of this corporation shall be the Broward County Guardianship Association, Inc.
- .02 **SEAL** The Seal of this corporation shall contain the words "Broward County Guardianship Association, Inc."

**ARTICLE II -- PURPOSE**  
**SECTION 1 -- PURPOSE**

- .01 **SPECIFIC PURPOSE** The following are the purposes for which this corporation has been organized:
- a. To promote public and professional education to further the exchange of professional knowledge for the benefit of guardians and wards.
  - b. To act as a liaison with state and national guardianship organizations and other groups interested in quality guardianship services.
  - c. To develop a county-wide guardianship network.
  - d. To promote professional ethics and encourage, establish and maintain high standards of professional education, competence, and performance.
  - e. To promote a broader understanding and acceptance of the qualified guardian as an integral part of the judicial system.
  - f. To engage in any activities allowed by Section 501(c)(4) of the Internal Revenue Code and not otherwise prohibited.
- .02 **GIFTS** To acquire by gift, devise, bequest, grant or purchase, and hold and maintain real and personal property for the aforesaid purpose.
- .03 **ACCEPT GIFTS** To accept and administer any gift, devise or bequest of personal or real property, for the aforesaid purposes.

.04 **NOT FOR PROFIT** This corporation is formed solely and exclusively for the improvement of guardianship services and is not organized for, and shall not be operated, for pecuniary gain or profit. No part of the net earnings, if any, of this corporation shall ever inure to the benefit of any member of this corporation or any private individual. The properties of this corporation shall not at any time be used or operated so as to benefit any officer, trustee, director, member, employee, contributor, or bond holder of this corporation or any other person through the distribution of profits, payment of excessive charges or compensations or the more advantageous pursuit of the business or profession of such person or persons. The properties of this corporation shall at all times be used for the improvement of guardianship services or for uses which are clearly incidental and auxiliary and are hereby irrevocably dedicated to the improvement of guardianship services purposes.

## **SECTION 2 -- MISSION**

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

## **ARTICLE III -- STRUCTURE**

.01 **STRUCTURE** The corporation shall consist of a Board of Directors and Members.

.02 **BOARD OF DIRECTORS** The Board of Directors shall consist of those members hereinafter defined in Article VII, entitled "BOARD OF DIRECTORS."

.03 **MEMBERS** The Members shall consist of those individuals hereinafter defined in Article IV, entitled "MEMBERSHIP."

**ARTICLE IV -- MEMBERSHIP**  
**SECTION 1 -- MEMBERSHIP**

- .01 **FULL MEMBERS** All persons who have completed the required training for professional guardians as required by Florida Statutes and Broward County court system, whether or not they have wards, shall be eligible for full membership in the corporation without regard to race, age, religion, national origin, sex, sexual orientation or disability.
- .02 **ASSOCIATE MEMBERS** All other persons sympathetic to the purposes of this corporation shall be eligible for associate membership in the corporation without regard to race, age, religion, national origin, sex, sexual orientation or disability.
- .03 **FSGA MEMBERSHIP** All members must be FSGA members in good standing.

**SECTION 2 -- PRIVILEGES**

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

**SECTION 3 -- MEMBERSHIP APPLICATION**

- .01 **APPLICATION** Applications for membership shall be submitted to the Membership Committee in such form as developed by the Board of Directors and shall be accompanied by such supporting documents as specified in the membership application and as determined by the Board of Directors.
- .02 **REMOVAL** The Board of Directors shall have the power to remove from membership any member for conduct detrimental to the Corporation. The member shall be removed upon a majority vote of the Board of Directors. After notice, by certified mail, of proposed removal, the member shall have the right to address the Board of Directors at the next scheduled meeting.
- .03 **CHANGE NOTIFICATION** It is the member's responsibility to notify the membership committee of any changes to his membership information.

## SECTION 4 -- DUES

- .01 **DUES** The annual dues for membership in this corporation shall be determined by the Board of Directors.
- .02 **RECRUITMENT INCENTIVE** The Board of Directors may reduce the initial dues by not more than 50%, or extend the initial membership period not more than six months as a recruitment incentive.
- .03 **DUES DATE** Membership dues are due and payable as determined by the Board of Directors. Membership will be forfeited if dues are not received on or before the due date. A forfeited membership may be reinstated by payment of dues. Notice of said dues date shall be mailed to the address of record of each member at least 30 days prior to the due date.
- .04 **SUBSCRIPTION** Membership dues shall include a subscription to the official publication of the Broward County Guardianship Association.

## ARTICLE V -- MEETINGS SECTION 1 -- GENERAL MEETINGS

- .01 **GENERAL MEETINGS** General meetings of this Corporation shall be held as determined by the Board of Directors, not less than quarterly.
- .02 **NOTICE** Notice of the general meeting shall be mailed to all members prior to the meeting.
- .03 **QUORUM** The presence of not less than fifteen percent (15%) of the general membership shall constitute a quorum and shall be necessary to conduct the business of this corporation.

## SECTION 2 -- ANNUAL MEETINGS

- .01 **ANNUAL MEETING** The annual meeting of the general membership of this corporation shall be held at a date and time fixed by the Board of Directors.
- .02 **NOTICE** The Secretary shall cause to be mailed to every member a notice telling the time and place of such annual meeting at least fifteen (15) days in advance of the meeting.

### **SECTION 3 -- SPECIAL MEETINGS**

- .01 **SPECIAL MEETINGS** A special meeting may be called at the request of the President, a majority of the Board of Directors, or 20 percent of the Membership. Requests for such meeting must be made to the Board of Directors at least fifteen (15) days before the requested meeting date.
- .02 **NOTICE** Notice of such special meeting shall be made to all members at least seven (7) days before the scheduled date set for such special meeting. Such notice shall state the reason(s) for the call of the meeting, the business to be transacted and by whom the meeting was called.
- .03 **BUSINESS RESTRICTION** No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

### **ARTICLE VI -- VOTING**

- .01 **VOTING** All motions and votes shall be by a show of hands. At the discretion of the President, a written ballot may be utilized.
- .02 **NUMBER OF VOTES** Each Individual Member shall be entitled to one (1) vote. No proxy votes will be permitted.
- .03 **INSPECTORS OF ELECTION** If balloting is requested by the President pursuant to Article VI, (.01), then the Chairman of such meeting shall, immediately prior to the commencement of balloting, appoint a committee of three (3) persons who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and said certified copy shall be physically affixed to the minutes of the meeting. No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon.

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

- .01 **DEFINITION** The Board of Directors shall consist of the Officers and the Directors of the corporation.
- .02 **CONTROL** The management, direction and control of the properties, operations and activities of the corporation shall be vested in the Board of Directors.

- .03 **NUMBER** The number of officers shall be four (4); the President, Vice-President, Secretary and Treasurer, and the total number of directors shall be 9.
- .04 **QUALIFICATION** All Directors must be members in good standing. A maximum of three associate members may serve on the board of directors.

**SECTION 2 -- ELECTION**

- .01 **ELECTION** Directors shall be elected by the Members at the Annual Meeting. Each Director shall hold office for a term of one (1) year or until a successor is elected. Officers shall be elected by the Board of Directors at the first meeting of the new board.
- .02 **NOMINATING COMMITTEE** The nominating committee of three (3) members shall be created by the Board of Directors and announced at the first Board of Directors meeting subsequent to the annual election. One of the members, who shall be the Chairman, shall be appointed by the President; one shall be elected by the Board from the Board; and one shall be elected by the Board from the general membership.
- .03 **NOMINEES** Nominations for Directors positions may be submitted by the general membership, in writing, to the Nominating Committee at least thirty (30) days prior to the election. All nominees are requested to give the Chairman of the Nominating Committee a brief written resume. Condensed versions of the resumes may be published in the official Corporation publication prior to the election.
- .04 **QUALIFICATION** No more than one (1) owner, officer, director, or employee of the same business entity may serve on this corporation's Board of Directors.

**SECTION 3 -- REMOVAL**

- .01 **SUSPENSION** Any board member may be suspended from office upon a majority vote of the Board of Directors whenever, in its judgment, the best interest of the Corporation would be served thereby.
- .02 **REMOVAL** Any board member may be removed from office upon a majority vote of the Board of Directors whenever, in its judgment, the best interest of the Corporation would be served thereby.

**SECTION 4 -- VACANCIES**

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

- .02 **QUALIFICATIONS** A candidate to fill a vacancy must have been a member from the first day of the membership year.
- .03 **NON ATTENDANCE** Non attendance at any three (3) regular meetings of the Board of Directors within a fiscal year without a valid excuse may result in board action to terminate the Director or Officer.

### **SECTION 5 -- MEETINGS**

- .01 **MEETINGS** The Board of Directors shall meet at such time and place as it may determine. Special meetings of the Board may be called by the President upon five (5) days' notice. Special meetings may also be called by vote of three (3) Officers, or upon written request of a majority of the Board of Directors.
- .02 **VOTE** Each Director and Officer shall have one (1) vote and such voting may not be done by proxy. A majority of the current members of the Board of Directors shall constitute a quorum. At the request of the President, a telephone, fax or electronic vote may be conducted of the Board of Directors.
- .03 **RULES** The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

### **ARTICLE VIII -- OFFICERS** **SECTION 1 -- OFFICERS**

- .01 **NUMBER** A President, Vice-President, Secretary and Treasurer shall be elected by the Board of Directors at the first meeting of the new board. The term of office shall be one year or until their successors are chosen and elected.
- .02 **OTHER OFFICERS** The Board of Directors may appoint such other officers as deemed necessary, such as Assistant Secretary and/or Assistant Treasurer.
- .03 **VACANCIES** Vacancies and new officers may be filled at any meeting of the Directors to serve until election at the annual meeting.
- .04 **COMPENSATION** No Director or Officer shall for reason of this office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director for receiving any compensation from the Corporation for duties other than as an Officer or Director.

**SECTION 2 -- DUTIES**

- .01 **PRESIDENT** The President shall preside at the meeting of the Board of Directors and at meetings of the Members, and shall also perform such other duties as the Board of Directors may from time to time assign to him. He may sign, on behalf of the Corporation, all instruments which the Board of Directors has authorized to be executed. Upon completion of his term, the President shall serve in the capacity of Past President for one year in an ex-officio manner, regardless of whether his term on the board has expired or not.
  
- .02 **VICE PRESIDENT** The Vice President shall, in the absence of the President, or in the event of his inability or refusal to act, perform the duties of the President, and when so acting, have all the power of, and be subject to, all the restrictions of the President.
  
- .03 **SECRETARY** The Secretary shall be responsible for keeping a true and accurate record of all proceedings at meetings of the Board of Directors and Members. In addition, the Secretary shall see that all notices are duly given in accordance with the provisions of these By-laws, or as required by law. The Secretary shall act as custodian of the Corporate Records and of the Seal of the Corporation. When authorized by the Board of Directors or by the President, the Secretary shall affix the Seal of the Corporation to any instrument requiring it.
  
- .04 **TREASURER** The Treasurer shall report on the financial matters and transactions of the Corporation as recorded in books provided for the purpose and kept for the Broward County Guardianship Association, Inc. The Treasurer shall act as custodian of the corporate financial records. The Treasurer shall require that all moneys of the corporation be deposited in the name of the Corporation in such bank or depository as shall be selected by the Board of Directors. The Treasurer shall require that the Corporation's books of account be reviewed annually by an individual selected by the Board of Directors. The Treasurer shall act as Chairman of the Finance Committee. Reimbursement of expenses incurred by any Officer, Director or Member, on behalf of the Corporation, shall, upon proper documentation, and with the approval of the President and the Treasurer, be reimbursed by the Treasurer. Amounts exceeding two hundred (\$200.00) dollars shall require the approval of the Board of Directors.

**ARTICLE IX -- COMMITTEES**  
**SECTION 1 -- COMMITTEES**

- .01 **BOARD CONTROL** All committees, standing or otherwise, shall be subject to the control and direction of the Board of Directors and shall make such reports from time to time as the Board or President may request.
  
- .02 **RULES** Each committee shall establish its own procedures and otherwise conduct its affairs so long as no action by the committee conflicts or otherwise violates the Articles of Incorporation, By-laws of Broward County Guardianship Association, Inc.



- .03 **COMMITTEE MEMBERSHIP** Membership on committees of the Board of Directors shall not be limited solely to members of the Corporation, although the Chairman of each committee shall be a member in good standing.

## SECTION 2 -- SPECIAL COMMITTEES

- .01 The President, with the approval of the Board of Directors, shall have the power to establish and appoint special or ad hoc committees, including the Chairman thereof, as may be deemed necessary or expedient for properly conducting the affairs of the corporation, and may vest such committees with such power as the Board may deem advisable. The President shall be an ex-officio member of each special committee. Special committees shall serve until the purpose for which they were created has been accomplished.

## SECTION 3 -- STANDING COMMITTEES

- .01 The Standing Committees of the Board of Directors shall consist of: a By-Laws Committee, a Legislative Committee, a Finance and Budget Committee, a Nominating Committee, an Education Committee, a Mentors Committee, a Publications Committee and a Membership Committee.
- a. **BY-LAWS COMMITTEE** The By-laws Committee shall review the By-laws of the Corporation at least every three years and make any recommendations for amendment to the Board of Directors as they see fit.
  - b. **LEGISLATIVE COMMITTEE** The Legislative Committee shall monitor local rules and regulations as well as state legislation and other legal issues affecting the Corporation and its members.
  - c. **FINANCE AND BUDGET COMMITTEE** The Finance and Budget Committee shall be responsible for the development of a Corporation budget for presentation to the Board of Directors. The committee shall also coordinate the fund-raising of the Corporation.
  - d. **NOMINATING COMMITTEE** The Nominating Committee shall, on or before thirty (30) days before the scheduled election, shall make nominations to replace Officers and Directors. Other nominations to fill vacancies may also be received from Members prior to the election, but not less than 45 days before the election. The committee shall also nominate candidates for any vacancies within the Board of Directors throughout the membership year.

- e. **EDUCATION COMMITTEE** The Education Committee shall plan a comprehensive education program, establishing major educational objectives for the year and develop specific plans for meeting those objectives. It shall maintain and monitor any guardianship classes offered and approved by the court system.
- f. **MENTORS COMMITTEE** Mentors shall be professional guardians who have served in that capacity for at least two (2) years. The Mentors Committee will appoint mentors as requested to novice guardians. The committee shall also work with both the Education Committee and the Office of the Public Guardian to maintain and monitor any guardianship classes offered and approved by the court system.
- g. **PUBLIC RELATIONS COMMITTEE** The Public Relations Committee shall develop and cause to be produced and distributed any official publications for the Corporation. The committee shall monitor the newsletter and solicit and recommend articles for publication therein. The committee shall also be charged with building media relations and encourage cooperation with the local judiciary.
- h. **MEMBERSHIP COMMITTEE** The Membership Committee shall maintain accurate records of all members and their addresses, monitor the payment of annual dues, coordinate regional development as to the benefits of membership and make recommendations for said benefits to the Board of Directors.

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

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

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

- .01 **AMENDMENTS** The By-laws of this Corporation may be altered, amended or repealed at any regular or special meeting of the general membership by a majority vote of the Members present, provided that both the Broward County Guardianship Association, Inc. and the Florida State Guardianship Association, Inc.'s Boards of Directors has approved the changes and due notice of the intent to change the By-laws and the proposed change in wording be mailed to each member not less than fifteen (15) days prior to the meeting at which a vote on the change is to be taken.

#### **ARTICLE XII -- Dissolution**

- .01 **MEMBERSHIP** This Local Chapter's President shall notify the Florida State Guardianship Association, Inc.'s Board of Directors when the membership of such Local Chapter falls below ten (10) current members for more than a three (3) month period.

- .02 **PROCEDURE** The Florida State Guardianship Association, Inc.'s Board of Directors, at their next regularly scheduled Board of Director's Meeting, may initiate or may then entertain a motion to disestablish this Local Chapter. Notice of such action shall then be given to the Local Chapter.
- .03 **DISSOLUTION** Upon the dissolution of this Local Chapter, all funds and assets remaining in chapter accounts or in other locations shall be turned over to the Florida State Guardianship Association, Inc.'s Treasurer. Any dues paid to the disestablished local chapter shall be transferred to the general fund of the Florida State Guardianship Association. Former local chapter members will not be entitled to a refund of any dues paid under this circumstance.

**ARTICLE XIII -- INDEMNIFICATION**

- .01 **INDEMNIFICATION** The Corporation hereby indemnifies any Officer, Director, or employee or other such person, who was, or is, a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, (other than an action by or in the right of the Corporation) by reason of the fact that the person is, or was, a Director, Officer or employee, or was serving at the request of the Corporation, against expenses (including attorneys fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with such suit, action or proceeding, if the person acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct to be unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon pleas of nolo contendere, or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be, or not opposed to, the best interest of this Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
- .02 **EXCEPTION** No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Corporation.

**ARTICLE XIV -- RULES OF ORDER**

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

**ARTICLE XV -- EFFECTIVE DATE**

- .01 **EFFECTIVE DATE** These by-laws shall become effective as of the close of the business meeting on November 14, 2001.