

**CHAPTER BYLAWS
FLORIDA STATE GUARDIANSHIP ASSOCIATION, INC.
S.W. FLORIDA CHAPTER**

ARTICLE I – NAME

- .01 The name of this organization shall be the “Florida State Guardianship Association, Inc.- S.W. Florida Chapter”. Referred to hereinafter as “Chapter”.
- .02 The seal of this organization shall contain the words “The Florida State Guardianship Association Inc. S.W. Florida Chapter.”
- .03 The Chapter may, with approval by the Florida State Guardianship Association, Inc. (hereinafter “FSGA”), change its name by a majority vote of the Chapter’s membership body.

ARTICLE II - OUR PURPOSE

Section 1-Purpose

- .01 The purpose for which this Chapter has been organized:
 - a. To promote public and professional education to further at the exchange of professional knowledge for the benefit of Guardians and their wards.
 - b. To act as a liaison with the state and national guardianship organization and the other groups interested in quality guardianship services.
 - c. To participate in and promote statewide guardianship networking.
 - 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 professional guardian as an integral part of the judicial system.
 - f. To support and promote the activities and goals of the Florida State Guardianship Association and the National Guardianship Association, Inc.

Section 2 - Not For Profit

- .01 This Chapter 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 Chapter shall ever inure to the benefit of any member of this Chapter or any private individual. The properties of this Chapter 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 Chapter or another 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 the Chapter 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.

- .02 The Chapter is also authorized to Receive Accept and Administer any gift devise or bequest of personal or real property, for the aforesaid purposes.

Section 3 – Mission Statement

- .01 The mission of the Florida State Guardianship Association, Inc – S.W. Florida Chapter is as follows:

“To promote the protection, dignity and value of incapacitated persons through a code of ethics, advocacy and dissemination of information. To further the professionalism of guardianship as an accountable, protective service through education, networking and legislative action.”

ARTICLE III – MEMBERSHIP

Section 1 – Non-discrimination

- .01 All persons and organizations shall be eligible for membership in the Chapter without regard to race, age, religion, ethnicity, national origin, gender, sexual orientation or disability.

Section 2 – Classes of Membership

- .01 There are two (2) classes of members: Individual or Organizational.

Section 3 – Individual Membership

- .01 Individual membership includes the Individual Professional Guardian, the individual Family/Volunteer Guardian and the Affiliated Individual. In addition, those persons who are interested and support the advancement of guardianship services.

Section 4 – Organizational Membership

- .01 Organizational membership includes organizations that serve as guardians or participate in activities that enhance the role of a guardian.
 - a. No organization may hold more than (1) one membership under this classification.

- b. Each organizational membership is entitled to two (2) members to receive notices and be entitled to vote.
- c. Additional interested persons must join as individuals.
- d. It is the responsibility of the organization to notify the Membership Chair of changes in the designated representative.
- e. If a designated representative leaves an organization which continues, that person may rejoin as an individual member with dues for the remaining membership year waived.
- f. If an organizational member dissolves (or otherwise ceases to exist), the two designated representatives may become individual members with dues for the remaining membership year waived.

Section 5 – Benefits and Dues

- .01 The Board of Directors of the Chapter shall determine the benefits for members as well as the annual dues.

Section 6 – Membership Application

- .01 Applications for membership shall provide information that establishes eligibility for membership and include the appropriate dues and any supporting documents. All applications shall be submitted to the Membership Chairperson for review and subsequent approval by the Board of Directors of the Chapter.

Section 7 – Notice of Changes

- .01 It is the responsibility of the member to keep the Chapter Membership Chair notified of any changes to the member's information.

Section 8 – Termination and/or Removal of Membership

- .01 Any membership may be cancelled for non-payment of dues.
- .02 Any member who ceases to qualify for continued membership, as defined by the Board of Directors of the Chapter, shall be removed from the Chapter.
- .03 The Board of Directors of the Chapter shall have the power to remove from membership any member for conduct detrimental to the Chapter.
- .04 The Board of Directors of the Chapter shall give notice to the member of its intention to remove that member from membership prior to removing the member.

- .05 The Board of Directors of the Chapter notice to the member shall include a written statement of the specific reasons for removal of membership and the member's right to be heard.
- .06 Upon notice, the member shall have a right to address the Board of Directors of the Chapter at the next scheduled meeting or at a special meeting called for that purpose.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Scope of Authority

- .01 The business affairs and other related matters of the Chapter shall be managed by the Board of Directors of the Chapter. The Board of Directors of the Chapter develops and directs the policies and operations of the Chapter and is ultimately responsible for their implementation.
- .02 The Board of Directors of the Chapter carries all legal and fiduciary responsibility for the Chapter. The Board of Directors of the Chapter shall have the power to act for, and on behalf of, the Chapter.

Section 2 – Composition of the Board

- .01 The Board of Directors of the Chapter shall consist of the Officers and Directors.
- .02 The Board of Directors of the Chapter shall consist of five (5) Officers: President, Vice President, Secretary, Treasurer, Immediate Past President, and a minimum of five (5) Directors.
- .03 The Board of Directors of the Chapter may appoint a representative or liaison from any organization to serve as an ex-officio, non-voting member of the Board of Directors of the Chapter. Their attendance does not contribute to the meeting quorum requirement.
- .04 No revision to the Bylaws shall impact a currently serving elected or appointed Director of the Chapter. Those serving will continue their respective terms.

Section 3 – Eligibility for Board Service

- .01 All Directors and Officers shall be either “Individual” members or a designated representative of an “Organizational” member of the Chapter in good standing for at least one (1) year.
- .02 At least three (3) members of the Board of Directors of the Chapter must be currently

serving in the capacity of Professional Guardian at the time of nomination and so designated as an Active Registered Professional Guardian with the Office of Public & Professional Guardians within the Florida Department of Elder Affairs or a successor organization tasked with registering and/or regulating professional guardians.

- .03 No more than two (2) owners, officers, or employees of the same business entity may serve on the Board of Directors of the Chapter during the same term.
- .04 A Nominee for the Board of Directors of the Chapter must have been a member in good standing for at least one year prior to nomination.
- .05 No Director or Officer of the Chapter shall, for any reason of this office, be entitled to receive a salary or compensation for serving on this Board, however Board members (1 attendee per event) may be reimbursed for appropriate expenditures made on behalf of the Chapter with prior approval.
- .06 The Board of Directors of the Chapter shall determine reimbursement of expenses incurred by any Officer, Director or Member, on behalf of the Chapter, prior to the treasurer issuing reimbursement.
- .07 No person may hold more than one (1) office at a time.

Section 4 – Election and Term of Office

- .01 Officers and Directors shall be elected by a majority of the Members at the July general membership meeting of the Chapter on even numbered years. Each Officer and Director shall hold office for a term of two (2) years or until a successor is elected.
- .02 Nominations for Officer and Director Positions may be submitted by the general membership of the Chapter, in writing, to the Nominating Committee at least thirty (30) days prior to the election. All nominees are requested to give the Chair of the Nominating Committee a brief written resume. Condensed versions of the resumes will be distributed to the membership of the Chapter prior to the election. Prior to the election, each nominee must make verbal or written statement of their willingness to serve.
- .03 The ballot shall be prepared in writing and shall be presented to every member of the Chapter in good standing who is present at the election meeting.
- .04 The installations of Officers and Directors shall be held immediately following the election.

- .05 Officers and Directors shall serve in office from July 1st of even numbered years to June of the next even numbered year, or until successors are elected. No member of the Board of Directors of the Chapter may serve more than two (2) terms in the same position.

Section 5 – Voting Eligibility

- .01 Only members of the Chapter who have paid dues for the current membership year and are in good standing may vote.
- .02 Each member of the Chapter may cast only one vote for each office of the Chapter except as modified by paragraph .03 immediately below.
- .03 Each Organizational Member of the Chapter shall be entitled to two (2) votes for each office of the Chapter through their designated representative.
- .04 Proxy votes are not permitted.
- .05 Votes may be cast by absentee ballot in accordance with procedures established by this Chapter.

Section 5 – Conflict of Interest

- .01 The Chapter's Officers and Directors shall avoid any conflict between their respective personal, professional or business interests and the interests of the Chapter in all actions taken by them on behalf of the Chapter.

Section 6 – Board Vacancies

- .01 Vacancies on the Board of Directors of the Chapter shall be filed by the majority vote of the Board of Directors in a meeting where a quorum is present, following the creation of the vacancy. A Director or Officer appointed to fill a vacancy shall serve the remaining term of the vacated position.
- .02 A candidate to fill a vacancy must meet the same qualifications as would any other nominee for office.
- .03 Only those members whose membership is in good standing shall be eligible to fill a vacancy on the Board of Directors of the Chapter.

Section 7 – Meetings

- .01 Meetings of the Board shall be called by the President.

- .02 The Board of Directors of the Chapter shall meet at such time and place as it may determine, but not less than (6) times per year.
- .03 A special meeting of the Board of Directors of the Chapter and/or the Membership of the Chapter may also be called by vote of three (3) officers or Directors of the Chapter; or upon the written request of a majority of the Board of Directors of the Chapter.
- .04 At meetings of the Board of Directors of the Chapter, business may be conducted via telephone conference call or other electronic means. Actions taken at any such meeting, providing a quorum is participating, are as valid as business conducted in a physical meeting.

Section 8 – Quorum and Voting

- .01 Each Director and Officer of the Chapter 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 of the Chapter shall constitute a quorum.
- .02 The presence of a majority of the combined total of Directors and Officers of the Chapter constitutes a quorum for conducting business, except as otherwise provided in these Bylaws.
- .03 At the request of the President of the Chapter, a telephone vote may be conducted during a telephone conference call of the Directors and Officers provided that a majority of the Board of the Chapter is participating.

Section 9 – Conflict of Interest

- .01 The Chapter's Officers and Directors shall avoid any conflict of interest between their respective personal, professional or business interests and the interests of the Chapter in all actions taken by them on behalf of the Chapter.

ARTICLE V – OFFICERS

Section 1 – Officers, Powers and Duties

- .01 The Officers of the Chapter make up the Executive Committee. The Officer positions are: President, Vice-President, Immediate Past President, Treasurer and Secretary.
- .02 **The President** shall be the chief officer of the Chapter and shall preside at the meetings

of the Board of Directors and at the meetings of the membership. The President shall perform all duties as provided for in the Bylaws and shall implement policies of the Board of Directors. The President will also perform such other duties as the Board of Directors may from time-to-time assign. The President shall sign on behalf of the Chapter, all instruments which the Board of Directors has authorized to be executed. The President shall also act as a liaison with the FSGA and shall be responsible for attending meetings of the FSGA and provide reports of the activities of FSGA to the Board and to the full membership where appropriate. In the absence of the President, the next ranking officer shall preside.

- .03 **The Vice-President** shall maintain accurate records of the membership of the Chapter including current addresses, both [transmittal and] mail and electronic. The Vice President shall monitor the payment of annual dues of the Chapter as paid to and records by the Treasurer and report same to State and Chapter Board of Directors. This officer shall preside over all meetings where the President may be absent and also assume the unexpired term of the President if necessary. The Vice-President shall also be responsible for the Chapters membership development and serve as Chair of the Membership Committee. The Vice President shall coordinate the programs for the general meetings with the approval of the Board of Directors and will notify the Board of the planned program at least 30 days prior to the regular meeting where such program is to be presented. The Vice President will succeed to the office of President upon the completion of the term of office.
- .04 **The Secretary** shall be responsible for keeping a true and accurate record of all proceedings at the meetings of the Board of Directors and General membership of the Chapter. 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 be responsible for correspondence received and forward same to the appropriate parties.
- .05 **The Treasurer** shall keep full and accurate accounts of receipts and disbursements and render accounts at the regular meetings and whenever else required by the Board of Directors of the Chapter or the President of the Chapter. The Treasurer shall make available the Chapter's book of account to be reviewed bi- annually by the Board of Directors of the Chapter or its appointed designee.
- .06 **Immediate Past President** shall provide counsel and historical perspective to the leadership of the Chapter.

Section 2 – Officer Vacancies

- .01 Except as otherwise provided herein, vacancies may be filled by a majority vote in a

meeting of the Chapter where a quorum is present, and as provided for in Article IV, Section 6. Officers so elected shall serve the remaining term of the vacated position.

- .02 Only those members whose membership is in good standing shall be eligible to fill a vacancy on the Board of Directors.

Section 3- Resignation or Removal

- .01 An Officer or Director of the Chapter may resign their position at any time by written notice of resignation to the Chapter President, with such resignation being effective upon receipt.
- .02 An Officer of the Chapter may be recommended for removal for material violations of the Board of Directors Ethics Policy or conduct detrimental to the Chapter by a majority vote of the Board of Directors of the Chapter, as determined by the Board after diligent inquiry, and with due process according to Article III.
- .03 Non-Attendance at any two (2) consecutive meetings of the Board of Directors without a valid excuse may result in a Board action to terminate the Director or Officer. A valid excuse may include, but is not limited to, a medical emergency, a jury summons, subpoena or notice of deposition, other subpoena, court hearing, or any other excuse that the Board of Directors of the Chapter deem valid in light of the circumstances.

Section 4 – Compensation

- .01 Members of the Board of Directors of the Chapter do not receive compensation for their services but may be reimbursed for reasonable expenses incurred in connection with Chapter business according to policies and procedures established by the Board of Directors of the Chapter.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1 – Members

- .01 The Executive committee of the Chapter is comprised of the President, Vice President, Secretary, Treasurer and Immediate Past President.

Section 2 - Responsibilities

- .01 The Executive Committee of the Chapter shall have the general supervision of the affairs of the Chapter between the meetings of the Board of Directors. The Executive

Committee shall act for the Board of Directors only to the extent specifically directed by the Board of Directors of the Chapter. In no case shall the actions of the Executive Committee conflict with the actions taken by the Board of Directors.

Section 3 - Meetings

- .01 The Executive Committee of the Chapter may meet between meetings of the Board of Directors at the discretion of the President of the Chapter, and in lieu of a physical meeting, may meet for official action via a telephone conference call. It shall fix the time and place of its own meeting and those of the Board of Directors of the Chapter.

Section 4 – Quorum and Voting

- .01 At least three (3) members of the Executive Committee of the Chapter must be present at a meeting or on a conference call to conduct business. A simple majority vote of those present is sufficient to be considered the action of the Executive Committee.

Section 5 – Compensation

- .01 The President, Vice President, Secretary, Treasurer and Immediate Past President will serve without pay. Said officers may be reimbursed for reasonable expenses incurred in connection with Chapter business according to policies and procedures established by the Board of Directors of the Chapter. Reasonable expenses include hotel room nights, meals during meetings, with attached receipts & based on State of Florida per-diem rates. This does not include gas mileage if reimbursed by the FSGA. This reimbursement is limited to 1 (one) attendee per event.

ARTICLE VII – CHAPTER COMMITTEES

Section 1- Committees

- .01 The President of the Chapter, with the approval of the Board of the Chapter, shall establish operational committees, ad hoc or special committees, task forces, and other groups as needed to carry out the operations of the Chapter. The President of the Chapter shall appoint the chairs of all the committees of the Chapter who shall then appoint their own committee members, except otherwise in these bylaws.
- .02 All committees shall report directly to the Board of Directors of the Chapter.
- .03 The Chair of each committee of the Chapter shall be a member of the Chapter in good standing.

- .04 Each committee of the Chapter shall establish their own procedures and otherwise conduct its affairs so long as no action by the committee conflicts or otherwise violates the Bylaws of the Chapter or the Articles of Incorporation of the Chapter.

Section 2 – Standing Committees

- .01 **The Bylaws Committee** shall review the Bylaws of the Chapter biannually and make any recommendations for amendment to the Board of Directors of the Chapter as they deem appropriate.
- .02 **The Nominating Committee** shall consist of the Immediate Past President as Chair and two members appointed by the President of the Chapter. This committee shall on or before thirty (30) days before the scheduled election, nominate a sufficient number of persons to fill any vacancies and to replace Officers and Directors of the Chapter whose terms of office are expiring. Other nominations to fill vacancies may also be received from Members of the Chapter prior to the election, but not less than 30 days before the election.
- .03 **The Membership Committee** shall maintain accurate records of all members of the Chapter including updating postal and transmittal addresses, monitor annual dues, coordinate regional development and make recommendations to the Board of Directors as to the benefits of membership.
- .04 **The Education Committee** shall co-operate in a comprehensive education program and establish major educational objectives for the term and develop specific plans for meeting those objectives in conjunction with the FSGA. Programs for Continuing Education will be identified and implemented in co-operation with the FSGA and program chair.
- .05 **The Legislative Committee** shall monitor the Twentieth Judicial Circuit, State Legislation, and other legal issues affecting the Chapter and its members.
- .06 **The Finance and Budget Committee** shall be responsible for the development of a chapter budget for presentation to the Board of Directors. The Committee shall also coordinate the fund- raising programs of the Chapter.

Section 3 – Other Committees

- .01 Other committees, task forces, and groups may be appointed by the President of the Chapter as needed, with the Board of the Chapter's approval, and will continue until the purpose for which they were created has been accomplished, or until they are disbanded

by the Board of the Chapter.

ARTICLE VIII – MEETINGS OF THE MEMBERSHIP

Section 1 – General Meetings

- .01 General membership meetings of this Chapter shall be held bi-monthly at a time and location fixed by the Board of Directors of the Chapter.
- .02 The Secretary of the Chapter shall send notices of the time, date and location of the general meeting to each member at that last known electronic or postal address, at least 15 days in advance of the meeting.
- .03 The presence of not less than twenty-five (25%) of the membership of the chapter shall constitute a quorum and shall be necessary to conduct Chapter business. No member may vote by proxy.

Section 2 – Annual Meetings

- .01 The Annual Meeting of the membership of the Chapter shall be held in July of each even numbered year at a time and date fixed by the Board of Directors of the Chapter.
- .02 Members of the Chapter will be provided with a notice in writing telling the time, date and place of the annual meeting of the Chapter at least thirty (30) days in advance of the meeting.

Section 3 – Special Meetings

- .01 A Special Meeting of the Chapter may be called at the written request of the President of the Chapter, a majority of the Board of Directors of the Chapter, or twenty percent (20)% of the membership of the Chapter. Request for such meetings must be made to the Board of Directors of the Chapter at least fifteen (15) days before the requested meeting date.
- .02 The Secretary of the Chapter shall send notices of the time, date and location of the Special meeting to each member at that last known electronic or postal address, at least seven (7) days before the scheduled date of the Special meeting of the Chapter. Such notice shall state the purpose (s) for the call of the meeting as well as the business to be transacted and by whom the meeting is called.
- .03 No other business but that specified in the notice may be transacted at any special

meeting.

ARTICLE IX – DUES AND FISCAL POLICIES

Section 1 – Fiscal Year

- .01 The Chapter shall operate under a fiscal year determined by the Florida State Guardianship Association, Inc. (FSGA).

Section 2 – Dues

- .01 The Board of Directors of the Chapter shall recommend the annual dues for membership which will be determined by a majority of the members present and voting at the next Chapter membership meeting.
- .02 Membership dues are due and payable as determined by the Board of Directors for the State Association (FSGA). Membership may be forfeited if dues are not received on or before June 30. A forfeited membership may be reinstated by payment of dues.
- .03 The Board of Directors for the State Association (FSGA) and for this Chapter will establish procedures for the payment of dues.
- .04 As a recruitment incentive, the Board of Directors for the State Association (FSGA) may reduce the initial dues by not more than 50%, or extend the initial membership period by not more than six (6) months.
- .05 No dues shall be refunded.
- .06 Membership dues shall include a subscription to the official publication of the Florida State Guardianship Association, Inc., so long as it is available. Organizational memberships and may designate a second person to receive official publications of the Chapter and of the FSGA.

Section 3- Financial Review

- .01 The Finance and Budget Committee shall, with the Board of this Chapter's approval, select a Certified Public Accountant (CPA) or CPA firm to conduct an independent review of the financial records of the Chapter.
- .02 The CPA must be licensed and in good standing with the Florida Department of Business and Professional Regulations; and must be independent of and not a member of the Chapter.

- .03 The review will be accomplished annually and completed within 120 days of the close of the fiscal year and reported to the Board of Directors of the Chapter at its next scheduled meeting.
- .04 The intent of the review is to assure that:
- a. The Chapter's activities are consistent with the not for profit status;
 - b. The financial records accurately reflect transactions and the financial status of the Chapter; and;
 - c. Sufficient internal controls are present and practiced to safeguard the Chapter.

ARTICLE X – AMENDMENTS

- .01 The Bylaws of this Chapter may be altered, amended or repealed at any regular or special meeting of the general membership by a two-thirds (2/3) majority vote of the members present, provided that the Chapter's Board of Directors has approved the changes and notice of the intent to change the Bylaws and the proposed change(s) is emailed/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. Amended Bylaws shall be submitted to the FSGA after the membership of the Chapter has adopted the change(s).

ARTICLE XI – DISSOLUTION

- .01 The Chapter's President shall notify the FSGA Board of Directors if the membership of this Chapter falls below ten (10) current members for more than a fiscal quarter (3 months).
- .02 The State FSGA Board of Directors may dissolve this Chapter for cause given in XI.01 above. Notice of such action shall then be given to this local Chapter's Board of Directors.
- .03 Upon the dissolution of this Chapter, all funds and assets remaining in Chapter accounts or in other locations shall be turned over to the FSGA Treasurer. Any dues paid to the dissolved Chapter shall be transferred to the general fund of the FSGA. Former Chapter members will not be entitled to a refund of any Chapter dues paid under this circumstance.

ARTICLE XII – INDEMNIFICATION

- .01 The Chapter hereby indemnifies any Officers, Directors, 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 Chapter) by reason of the fact

that the person is, or was, a Director, Officer or employee, or was serving at the request of the Chapter, against expenses, (including attorney fees) judgments, fines and amounts paid in the settlement actually and reasonably incurred by that person in connection with such suit, action or proceedings, if the person acted in good faith and in a manner they reasonably believed or be in, or not opposed to the best interest of the Chapter, and with respect to any criminal action or proceeding, had no reasonable cause to believe their 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 they reasonably believed to be, or not opposed to, the best interest of this Chapter, and with respect to any criminal action or proceeding, had reasonable because to believe that his or her 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 willful misconduct in the performance of his or her duty to the Chapter.

ARTICLE XIII - RULES OF ORDER

Section 1

- .01 Robert's Rules of Order, Newly Revised, shall be applicable at all times when not in conflict with the Bylaws of this Chapter.

ARTICLE XIV – EFFECTIVE DATE

- .01 EFFECTIVE DATE – These Bylaws shall become effective as of the close of the regular Chapter meeting on May 13, 2025.

These Bylaws were approved by the Board of Directors of the Florida State Guardianship Association, Inc. on March 25, 2026