

CHAPTER BYLAW  
FLORIDA STATE GUARDIANSHIP ASSOCIATION, INC.  
SOUTHWEST FLORIDA CHAPTER

Article I – NAME

- .01 The name of this organization shall be the “Florida State Guardianship Association, Inc.- Southwest Chapter”. Referred to hereinafter as “Chapter”.
- .02 The seal of this organization shall contain the words “The Florida State Guardianship Association Inc.-Southwest Florida Chapter.”
- .03 The Chapter may, with the Florida State Guardianship Association, Inc. approval, change its name by a majority vote of the 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 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 Association of Guardianship, Inc.

**Section 2 – Non 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 clearly incidental and auxiliary and are hereby irrevocably dedicated to the improvement of guardianship services purposes.

.02 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 – Southwest 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 and 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 Chairman 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 organization dissolves (or otherwise ceases to exist), the two designated representative may become individual with dues for the remaining membership year waived.

### **Section 5 – Benefits and Dues**

.01 The Board of Directors 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.

### **Section 7 – Notice of Changes**

.01 Once approved by the Board, it is the responsibility of the member to keep the Chapter Membership Chairman notified of any changes to the membership 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

Policy, shall be removed from the Chapter.

.03 The Board of Directors shall have the power to remove from membership any member for conduct detrimental to the Chapter. (Policy)

.04 The Board of Directors shall give notice to the Member of its intention to remove that member from membership.

.05 The Board of Directors 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 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. The Board develops and directs the policies and operations of the Chapter and is ultimately responsible for their implementation.

.02 The Board carries all legal and fiduciary responsibility for the Chapter. The Board shall have the power to act for, and on behalf of, the Chapter.

### **Section 2 – Composition of the Board**

.01 The Chapter's Board of Directors shall consist of the Officers and Directors.

- .02 The Board 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 may appoint a representative or liaison from any organization to serve as an ex-officio, non-voting member of the Board of Directors. 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. 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” Membership in good standing for at least one (1) year.
- .02 At least three (3) members of the **entire** Board of Directors must be currently serving in the capacity of Professional Guardian as designated by Florida Statutes at the time of nomination and so designated by the Florida Statewide Guardianship Office.
- .03 No more than one (1) owner, officer, or employee of the same business entity may serve on this Chapters Board of Directors during the same term.
- .04 The Nominee must have been a member in good standing for a least one year prior to nomination
- .05 **No Director or Officer 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 /event) may be reimbursed for appropriate expenditure made on behalf of the Chapter with prior approval.**
- .06 **The Board of Directors shall determine reimbursement of expenses incurred by any Officer, Director or Member, on behalf of the Chapter prior to the treasurer issuing distribution of 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 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, 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 will be distributed to the membership 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 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 1<sup>st</sup> of even numbered years to June of the next even numbered year, or until successors are elected. No member of the Board of Directors may serve more than two (2) terms in the same position.

#### **Section 5 – Voting Eligibility**

- .01 Only members who have paid dues for the current membership year and are in good standing may vote.
- .02 Each member may cast only one vote for each open position.
- .03 Each Individual Member shall be entitled to one (1) vote and each Organizational Member shall be entitled to two (2) votes through their designated representatives.
- .04 No proxy votes are 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 and 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 shall be filled by the majority vote of the Board of Directors in a meeting where a quorum is present, and 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 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.

#### **Section 7 – Meetings**

- .01 Meetings of the Board shall be called by the President.
- .02 The Board of Directors shall meet at such time and place as it may determine, but not less than (6) times per year.
- .03 Special meeting may also be called by vote of three (3) officers or Directors; or upon the written request of a majority of the Board of Directors.

- .04 At meetings of the Board of Directors, business may be conducted via telephone conference call or other electronic means. Actions taken at that meeting, providing a quorum is participating, are as valid as business as business conducted in a physical meeting.

### **Section 8 – Quorum and Voting**

- .01 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.
- .02 The presence of a majority constitutes a quorum for conducting business, except as otherwise provided in these Bylaws.
- .03 At the request of the President, a telephone vote may be conducted during a telephone conference call of the Directors and Officers providing a majority of the Board 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, First Vice-President, Second 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 Chairman 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. 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 or the President. The Treasurer shall make available the Chapter's book of account to be reviewed bi-annually by the Board of Directors 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 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 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 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, as determined by the Board after diligent inquiry, and with due process according to Article III - .08.
- .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 deem valid in light of the circumstances.

### **Section 4 – Compensation**

- .01 **Members of the Board 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.**

## **ARTICLE VI – Executive Committee**

### **Section 1 – Members**

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

### **Section 2 - Responsibilities**

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

### **Section 4 – Quorum and Voting**

- .01 At least three (3) members of the Executive Committee must be present at a meeting on 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. 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 state FSGA. This reimbursement is for only 1 attendee to any event.

## **ARTICLE VII – Chapter Committees**

### **Section 1- Committees**

- .01 The President, with the approval of the Board, 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 shall appoint the chairs of all committees who shall then appoint their own committee members, except otherwise in these bylaws.

- .02 All committees shall report directly to the Board of Directors.
- .03 The Chair of each committee shall be a member of the Chapter and in good standing.
- .04 Each committee 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, the Articles of Incorporation.

### **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 as they deem appropriate.
- .02 **The Nominating Committee** shall consist of the Immediate Past President as Chairman, and two members appointed by the President. 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 whose terms of office are expiring. Other nominations to fill vacancies may also be received from Members prior to the election, but not less than 30 days before the election.
- .03 **The Membership Committee** shall maintain accurate records of all members including updating or 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 established 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 chairman.
- .05 **The Legislative Committee** shall monitor the 20th Judicial District and 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 and task forces may be appointed by the President as needed, with the Board's approval, and will continue until the purpose for which they were created has been accomplished, or until they are disbanded by the Board.

## **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.
- .02 The Secretary 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%) 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 shall be held in July of each even numbered year at a time and date fixed by the Board of Directors.
- .02 Members will be provided a notice in writing telling the time, date and place of the annual meeting 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, a majority of the Board of Directors, or twenty percent (20)% of the membership. Request for such meetings must be made to the Board of Directors at least fifteen (15) days before the requested meeting date.
- .02 The Secretary 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. 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 such special meeting with.

## **ARTICLE IX – Dues and Fiscal Policies**

### **Section 1 – Fiscal Year**

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

### **Section 2 – Dues**

- .01 The Board of Directors shall recommend the annual dues for membership which will be determined by a majority of the members present and voting at the next 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 will establish procedures for the payment of dues.
- .04 As a 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 (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. Organizational memberships and may designate a second person to receive a copy of the official publication of the Chapter and of the FSGA.

#### Section 3- Financial Review

- .01 The Finance and Budget Committee shall, with the Board'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 independent 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 at it's next scheduled meeting.
- .04 The intent of the review is to assure that:
  - a. The Chapter's activities are consistent with the non-profit status;
  - b. The financial records accurately reflect transactions and the financial status of the Chapter,
  - c. Sufficient internal controls are present and practiced to safeguard the Chapter.

#### **ARTICLE X - Amendments**

- .01 The By-laws 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 due notice of the intent to change the By-laws and the proposed change(s) shall be 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 By-laws shall be submitted to FSGA after the membership has adopted the change(s).

## **ARTICLE XI - Dissolution**

- .01 The Chapter's President shall notify the State 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. Notice of such action shall then be given to this local Chapter.
- .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 cause 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 the negligence of misconduct in the performance of his or her duty to the Chapter.

## **ARTICLE XIII RULES OR ORDER**

### **Section 1**

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

### **ARTICLE – Effective Date**

- .01 EFFECTIVE DATE - These By-Laws shall become effective as of the close of the regular meeting on March 12, 2019.