

By Laws
Florida Association for Community Action (FACA), Inc.

Article I
NAME AND LOCATION

Section 1: The name of this Corporation shall be Florida Association for Community Action, Incorporated (FACA), and here after referred to as the “Association”. This Association is a non-profit organization incorporated under the laws of the State of Florida and recognized as the proper body to carry out the purposes and functions set out in these By Laws.

Section 2: The headquarters of the Association shall be at a location designated in the state of Florida.

Article II
PURPOSE

The purposes of the Association shall be the following:

1. An Association dedicated to the elimination of causes and conditions of poverty affecting poor people of Florida.
2. An Association that provides programs and services to Community Action Agencies in the State of Florida.
3. An Association that provides training and technical assistance to boards of directors, staff and volunteers of Community Action Agencies the State of Florida.
4. An Association that provides information and counsel about poverty issues to the Florida Legislature, U.S. Congress and other public and private policy makers.

Article III
MEMBERSHIP

Section 1: (Eligibility) The membership of the Association shall be limited to Community Action Agencies and the Florida Weatherization Network and other agencies, groups, associations, that pay the membership fee as prescribed by the board of directors of the Association. Associate membership is limited to those non Community Action Agencies who financially support the mission and purposes of this Association. Associate members are not eligible for seating on the board of directors or voting at the annual meeting or special meetings of the membership Community Action Agencies.

Section 2: (Voting) Each member Community Action Agency in good standing (paid dues) shall have one (1) vote at the annual meeting of the Association as designated in writing on the member agency letterhead, signed by the agency director or board chair. Those designated to vote must be an employee or board member of the member agency. Voting will be cast and tabulated at all meetings as needed.

In the case of a tie vote for any office, the nominating committee will duly notify the Board of the results. The board will authorize the nominating committee to proceed by contacting



the board chair, executive director and the members in good standing present at the annual meeting of the Association. The time, place and location will be set by the nominating committee to ensure all votes are counted and the results are published before the conference closing session..

Section 3: (Resignation) Any member agency may resign its membership by submitting a written resignation either at a meeting of the membership or of the Board of Directors or by submitting resignation to the principal office of the Association. Resignations shall become effective forthwith without need of any acceptance, unless otherwise specified therein. Paid membership dues shall not be reimbursed.

Section 4: (Removal) Any member agency may be removed from membership for conduct deemed detrimental to the Association by a majority vote of the members cast at any annual meeting, at any special meeting of the members called for that purpose, or by a majority vote of the Board of Directors.

Article IV MEETING OF MEMBERS

Section 1: (Place of Meetings) Meetings of the membership shall be held at any suitable place convenient to the membership as determined by the Board of Directors.

Section 2: (Annual Meeting) The annual meeting of the Association shall be held in May of each year.

Section 3: (Special Meetings) Special meetings may be called by the Chairperson, a majority of the executive committee or upon a written request signed by at least twenty-five percent (25%) of member agencies in good standing.

Section 4: (Notice of Meetings) The Secretary of the Association shall mail and/or electronically send notices of all meetings at least seven (7) calendar days before all meetings, stating the purpose, time and location to all members in good standing.

Section 5: (Voting) Each member Community Action Agency and any other agency, group, association, and concerned citizen in good standing (paid dues) shall cast votes as specified in Article III, Section 2 of these By Laws.

Section 6: (Quorum) The presence of fifty-one percent (51%) of the member community action agencies in good standing shall constitute a quorum. In the absence of a quorum, any business conducted shall be subject to the ratification at the next meeting of the Association.

Article V BOARD OF DIRECTORS

Section 1: (Number and Qualifications)

It is the intent of the Association, that the governing Board be representative of the executive leadership of its member agencies. Each member agency in good standing shall designate in writing a single representative to serve on the Board. The representative should be serving in



a senior management role within that member agency's community action program. The Florida Weatherization Network will have one (1) representative as determined by its membership.

Elections of officers to the board of directors shall occur every other year at the annual meeting.

Section 2: (Board Powers) The Board of Directors shall have all the powers necessary and appropriate normally given to boards of directors to administer the business affairs of the Association. **The board delegates its powers to conduct day to day business operations of the association to its Executive Director.**

Section 3: (Election and Term of Office) Each officer and member is elected to one two (2) year term and may be elected for one successive two (2) year term for the same office. Membership on the Board of Directors is unlimited. When a director is elected to fill an unexpired term, the term of office will expire at the same time, as would have the term of office the director replaces.

Section 4: (Vacancies) Vacancies on the Board of Directors caused by any reason shall be filled by the member agency by as specified in Article V, Section 1 of these By Laws. Each director so designated shall be a director until the expiration of the term of office of the director being replaced.

Section 5: (Removal of Directors) At any duly called meeting of the Board of Directors at which a quorum is present, any Board Member shall be removed for justifiable cause including being absent from two (2) consecutive board meetings. Removal for cause must be by 2/3 vote of the members present. Any member may resign from the Board of Directors without approval.

Section 6: (Compensation) Directors serve without compensation. However, normal travel expenses may be reimbursed to directors as may be determined by the Board of Directors from time to time.

Section 7: (Annual Meeting) A meeting of the Board of Directors for the purpose of conducting business that may be properly brought before it shall be held within 30 days after the annual meeting. The Board of Directors shall determine the place and time of this meeting; and, notice of such meeting shall not be necessary to alert the general membership.

Section 8: (Meetings of Board of Directors)

- A. Regular Meetings.** Quarterly meetings of the Board of Directors shall be held during the fourth week of June, September, December and March of each year unless otherwise determined by a majority vote of the board of directors. Teleconference meetings shall be used as feasible in lieu of face to face meetings as necessary.
- B. Special Meetings.** Special Meetings of the Board of Directors may be called by the Chairperson on three (3) day notice to each director by mail, electronic or facsimile, stating time, place, and purpose.
- C. Emergency Meetings.** Emergency meetings of the Board of Directors shall be called in the same manner and on the written request of three (3) directors. The Secretary shall notify all involved.



D. Annual Closeout Meeting.

Each year in June the annual closeout meeting shall take place for the purpose of closing out the prior year business.

1. Prior to the closeout meeting a committee appointed by the Chairperson shall meet on or about June 15th to evaluate the Executive Director.
2. By May 30 of each year a self-assessment form shall be provided to the Executive Director prior to annual evaluation for completion and return to the Chair of the board by June 10th.
3. Prior to the closeout a committee appointed by the chairperson shall meet on or about June 15th to evaluate the executive director. The results of the evaluation must be provided to the executive director and the board of directors at the closeout meeting. The chairperson shall chair the committee selected to evaluate the executive director.

Section 9: (Waiver of Notice) Before or at any meeting of the Board of Directors, any directors may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice.

Section 10: (Quorum) All meetings of the Board of Directors shall have the presence of at least fifty one percent (51%) of the seated members to constitute a quorum to transact the business affairs of the Association.

**Article VI
STANDING COMMITTEES**

Section 1: (Executive Committee) The executive committee shall consist of the officers of the association: Chair, Vice Chair, Secretary, and Treasurer. The chair can appoint as needed, up to one (1) additional members to serve on the Executive Committee, one of which may be a Parliamentarian with approval by the Board of Directors..

During intervals between meetings of the Board of Directors, the Executive Committee shall have all the authority of the Board of Directors to transact the business affairs of the Association. Decisions made by the Executive Committee shall be ratified by the full Board of Directors at its next meeting subsequent to any action taken by the Executive Committee.

Section 2: (Conference Planning Committee) Plans for the annual training conference and any and all conferences approved by the Board of Directors or the membership of the Association. The duties consist of, but not limited to, making logistical arrangements for conferences and training sessions, speakers, trainers, and oversee staff functions to carry out the technical planning of such events.

Section 3: (Membership Committee) Conducts membership drives and on-going recruitment of new membership agencies and oversees the development and maintenance of benefits of membership. Conducts surveys and analyses necessary to maintain membership agencies and expansion of paid memberships.

Section 4: (Legislative Committee) Develops issues on national and state legislative issues affecting the work of the Association membership. Develops legislative agenda for the Association to be presented to the legislature and Congress on an annual basis. Tracks legislation that may impact on the purposes of the Association and its members.



Section 5: (Finance Committee) Reviews and makes recommendations on all financial matters pertaining to the Association and seeks funds to carry out the financial responsibilities of the Association. Reviews monthly financial statements of the Association, develops annual Association budget and oversees the annual audited financial statements of the Association.

Section 6: (Ad Hoc Committees) The chairperson may from time to time establish ad hoc committees as deemed necessary to address relevant issues as they arise. Usually, these ad hoc committees have a single agenda and are time limited.

One such ad hoc committee is the nominating committee which shall be presented by the chairperson. The committee will be responsible for the collection of names of individuals interested in running for office and counting votes.

Article VII OFFICERS

Section 1: (Officers) The officers of the Association are Chairperson, Vice Chairperson, Secretary and Treasurer, all of whom shall be elected by the membership body.

Section 2: (Election of Officers) The officers of the Association shall be elected bi-annually by the membership at its annual meeting and, unless sooner removed by the board, the officers shall serve for one (1) two (2) year term and until their successors are elected. Officers may be elected for a second two (2) year term. The Board of Directors shall fill any vacancy occurring in the officers.

Section 3: (Removal) An officer may be removed with cause by a majority vote of the Board of Directors. The successor shall be elected by a majority vote of the members of the Board of Directors at its regular or special meeting of the Board of Directors.

Section 4: (Chairperson) The Chairperson shall be the principal representative of the Association and shall lead the business affairs of the Board of Directors. The Chairperson shall preside at all meetings of the Association and its Board of Directors. The Chairperson shall have all general powers that are usually vested in the office of Chairperson of the Association including power to appoint committees in the business affairs of the Association.

Section 5: (Vice Chairperson) The Vice Chairperson shall perform the duties of Chairperson in the absence of Chairperson and may be assigned special duties from time to time by the Chairperson.

Section 6: (Secretary) The Secretary shall keep the minutes of all meetings of the Board of Directors, of the membership and the executive committee.

Section 7: (Treasurer) The Treasurer shall ascertain that accurate accounting records are being kept for all funds of the Association, ascertain that all records are audited annually, and



report to the Board of Directors and general membership the financial status of the Association.

Article VIII CORPORATE SEAL

Section 1: The Board of Directors shall provide a suitable Association seal containing the name of the Association. The seal shall be retained in the Association headquarters office to be used as determined by the Board of Directors and appropriate laws, rules and regulations governing such.

Article IX FISCAL MANAGEMENT

Section 1: (Fiscal Year) The fiscal year of the Association shall be from July 1 to June 30 of each year.

Section 2: (Books and Accounts) Books and accounts of the Association shall be kept under the direction of the Treasurer of the Association.

Section 3: (Audits and Reports) At the close of each fiscal year, the books and records of the Association shall be audited by an independent outside auditor. The audited financial statements shall be presented to the Board of Directors at its completion and to the general membership at the annual meeting.

Section 4: (Execution of Corporate Documents) With the approval of the Board of Directors, all notes, contracts and checks shall be executed by the Chairperson of the Board of Directors and in his absence, the Vice Chairperson and the Executive Director.

Section 5: (Fidelity Bonding) The Board of Directors shall require all officers and employees of the Association having custody or control of corporate funds furnish adequate fidelity bonds. The Association shall pay premiums for such.

Section 6: (Indemnity) Each officer, director or employee of the Association shall be indemnified by the Association against expenses reasonably incurred by the person in connection with any action, suit or proceeding to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of said person's duty as officer, director or employee.

Section 7: (Dues) The Board of Directors shall determine the annual dues of member Community Action Agencies as well as other groups, associations and concerned citizens by majority vote each April. The dues structure shall be announced during the annual meeting of the membership. The Treasurer shall cause an assessment of dues each year. Dues shall be received starting July 1 of each year.



Article X AMENDMENTS

Section 1: Except as otherwise required by law, these By Laws may be amended at any regular meeting of the membership or at any special meeting called for that purpose, provided that written notice of the proposed amendment shall have been given at least ten (10) days prior to such meeting. Such amendment shall require an affirmative vote of fifty-one percent (51%) of the members present at a duly constituted meeting.

Article XI ROBERT RULES OF ORDER

Roberts Rules of Order, latest revised edition, shall cover any business or action of the Association not covered by these By Laws.

Article XII DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

None of the assets will be distributed to any member, officer or trustee of the corporation.



CERTIFICATE OF THE CORPORATION

We, the undersigned, do hereby certify that we are the duly elected Chairperson and Secretary of the Florida Association for Community Action, Inc., a Florida not-for-profit corporation, and that the foregoing By Laws constitute the By Laws of the Corporation as duly adopted in the meeting of the Association thereof held on January 16, 2018, and become effective February 1, 2018.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed the seal of said corporation this 19th day of January, 2018.

Berneitha McNair, Board Chairperson

Charles Harris, Board Secretary

Rev. 4/20/82

Rev. 11/83

Rev. 5/84

Rev. 5/86

Rev. 6/19/98

Rev. 5/14/04

Rev. 5/10/06

Rev. 5/9/07

Rev. 5/12/2010

Rev. 5/16/2012

Rev. 5/14/2014

Rev. 1/16/2018

