

BYLAWS OF FLORIDA SCHOOL FINANCE OFFICERS ASSOCIATION, INC., A FLORIDA  
CORPORATION NOT FOR PROFIT

**ARTICLE 1 - OFFICES**

Section 1     ***Principal Office***

(a) The principal office of this Corporation in the State of Florida shall be 3300 Forest Hill Blvd., Suite A-334, West Palm Beach, FL 33406, or such other location as may be approved by the Board of Directors from time to time.

**ARTICLE 2 - MEMBERSHIP**

Section 1     ***Classes of Membership***

(a) The Corporation shall have three classes of Members, and no more than one membership may be held by any one person. Regular and Non-Voting membership may be authorized pursuant to the qualifications as set out herein below. Honorary memberships may be granted from time to time by the Board of Directors. Regular Members have the corresponding right of one vote per membership. Non-Voting and Honorary Members carry no right to vote.

Section 2     ***Qualifications***

(a) Any individual who is employed by the Public School System of the State of Florida and who is engaged in the business management of such Public School System shall be entitled to complete an application for membership. Upon approval of the application, and the proposed Member's agreement to be bound by the Articles of Incorporation of the Corporation, by these Bylaws, and by such rules and regulations as the Directors may from time to time adopt, the applicant is eligible for membership in the Corporation.

(b) In addition, individuals employed by one of the sixty-seven School Districts in Florida are eligible for Regular Membership of the Corporation. Other individuals are eligible for Non-Voting Membership.

(c) Notwithstanding, membership is further subject to payment of annual dues as may exist from time to time as approved by the Board of Directors.

(d) Memberships are transferable to other qualified employees in the same district or company for the remainder of the annual period then existing.

Section 3     ***Admission to Membership***

(a) The Directors shall from time to time prescribe the form and manner in which application may be made for membership and shall approve or reject all applications for membership.

Section 4     ***Property Rights***

(a) No Member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this Corporation, nor shall any of such property or assets be distributed to any Member on its dissolution or winding up

Section 5      ***Liability of Members***

(a) No Member of the Corporation shall be personally liable for any of its debts, liabilities, or obligation, nor shall any Member be subject to any assessment.

Section 6      ***Transfer, Termination, and Reinstatement***

(a) Membership in the Corporation is transferable to other qualified employees in the same district or company for the remainder of the annual period then existing. Membership shall terminate on the earlier of: (1) resignation of the Member, (2) death of the Member, (3) Member's failure to pay the dues when required, or (4) cessation of employment with the Public School System, or if still employed, cessation of involvement in the business management of the Public School System.

(b) Notwithstanding, a Member may be terminated by the Board of Directors for reasonable cause including but not limited to the failure to abide by the Articles of Incorporation, these Bylaws, and any rules and regulations as the Directors may from time to time adopt. A Member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

**ARTICLE 3 - MEMBERSHIP DUES**

Section 1      ***Annual Dues***

(a) The Board of Directors may determine from time to time the amount of the annual dues payable to the Corporation by the Members.

Section 2      ***Payment of Dues***

(a) Membership dues shall be due simultaneously with submission of an application for membership. Dues are transferable to other qualified employees in the same district or company for the remainder of the annual period then existing. Annual dues shall be paid once a year prior to the first meeting or at any time a qualified applicant is approved for membership. The dues will not be prorated.

Section 3      ***Default and Termination of Membership***

(a) When any Member does not pay their dues timely during the current annual period the person's membership will be terminated by the Board of Directors without prior notice.

Section 4        ***Conferences***  
(a) Separate from annual dues, Members (and non-members) shall be entitled to attend one or more annual conferences as held by the Corporation upon payment of separate registration fees for such conference as established by the Board of Directors from time to time.

#### **ARTICLE 4 - MEETINGS OF MEMBERS**

Section 1        ***Regular Meeting***  
(a) The Corporation shall have two regular meetings each year. The first shall be held during the first six months of a calendar year and the second shall be held in the second six months of a calendar year, or such other place or time as the Board of Directors may designate from time to time by resolution. Appropriate for consideration at such meetings shall be the election of Directors, and such other corporate business as may come before the meeting. If the election of Directors shall not be held on the day designated, or at any adjournment of such a meeting, the Board of Directors shall cause the election to be held at a special meeting of Members conducted as soon as may be convenient.

Section 2        ***Special Meetings***  
(a) Special meetings of Members may be called by the Board of Directors, or by not less than twenty percent of the Members as may be qualified to vote.

Section 3        ***Place of Meeting***  
(a) The Board of Directors may designate any place within the State of Florida as the place of a meeting for any regular or special meeting of the membership.

Section 4        ***Notice of Meetings***  
(a) Separate from the publication of a meeting on the Corporation's website, written notice stating the place, date, and hour of any meeting of Members shall be delivered personally or by mail, e-mail, or other commercially reasonable medium, to each Member entitled to vote at such meeting, not less than thirty days nor more than one hundred twenty days before the date of such meeting. In the case of special meetings, or when required by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the Member at the Member's address as it appears on the records of the Corporation at the time of mailing. If sent by e-mail, a notice of meeting shall be deemed delivered when electronically sent to the Member's e-mail address as it appears on the records of the Corporation at the time of mailing.

Section 5        ***Quorum***  
(a) Members holding more than fifty percent of the total votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of those present may adjourn the meeting from time to time without further notice.

- Section 6      ***Informal Action by Members***  
(a) Any action required or permitted to be taken at any meeting of Members may be taken without such meeting if a consent in writing, setting forth the action to be taken, shall be signed by the majority of the Members entitled to vote with respect thereto.
- Section 7      ***Proxies***  
(a) No voting by proxy is allowed.
- Section 8      ***Voting by Mail***  
(a) Voting by mail may be conducted in such a manner as the Board of Directors shall determine from time to time.
- Section 9      ***Voting Rights***  
(a) Each Regular Member (not Non-Voting or Honorary Members) shall be entitled to one vote.  
(b) Except as may otherwise be provided in these Bylaws, or in the Articles of Incorporation of this Corporation, the act of a majority of the Members entitled to vote at any meeting at which a quorum is present shall be the act of the Members.
- Section 10     ***Voting***  
(a) At any election for Directors of the Corporation, each Member entitled to vote shall be entitled to cast one vote for each Director candidate within such Member's District. No cumulative voting is allowed. Where a slate of Directors is presented calling for the election of less than the entire slate, each Member may cast one vote per Director for that number of Directors to be elected. The candidates for Director receiving the highest number of votes shall be deemed to be elected.  
(b) Voting in respect of the Directors of the Corporation shall be within each District. Each District shall elect two of its Members from within such District as such District's representatives to the Board of Directors.  
(c) Additionally, all Officers shall automatically be deemed members of the Board of Directors for each Officer's office term (i.e. one year terms for all officers except Historian and Sponsor Coordinator which shall be three years).

**ARTICLE 5 - DIRECTORS**

Section 1 **Number**

The authorized number of Directors of the Corporation shall be twenty. Such twenty Directors shall consist of:

- (a) Two Directors from each District as referenced below.
- (b) Immediate Past President who shall be deemed automatically elected as a member of the Board of Directors for a one-year term.
- (c) All Officers (President, Vice President, Treasurer, and Secretary for a deemed automatic election for a one-year term of their Officer status). (Historian and Sponsor Coordinator deemed automatically elected for their three-year Officer term.)

Section 2 **Districts**

(a) Two Directors shall be elected from each District. Each District includes the Counties herein below identified and that only Members employed within those Counties shall be eligible for election as a member of the Board of Directors from that District and not otherwise.

<b>District</b>	<b>Counties</b>
One	Bay, Calhoun, Escambia, Franklin, Gadsden, Gulf, Hamilton, Holmes, Jackson, Jefferson, Lafayette, Leon, Liberty, Madison, Okaloosa, Santa Rosa, Suwannee, Taylor, Wakulla, Walton, Washington
Two	Alachua, Baker, Bradford, Clay, Columbia, Dixie, Duval, Flagler, Gilchrist, Levy, Nassau, Putnam, St. Johns, Union
Three	Brevard, Citrus, Hernando, Indian River, Lake, Marion, Orange, Osceola, Pasco, St. Lucie, Seminole, Sumter, Volusia
Four	Charlotte, Desoto, Hardee, Highlands, Hillsborough, Manatee, Okeechobee, Pinellas, Polk, Sarasota
Five	Broward, Collier, Dade, Glades, Hendry, Lee, Martin, Monroe, Palm Beach
At Large	As an additional Director automatically, the Immediate Past President will be deemed elected at large without limitation as to the District wherein the Immediate Past President is employed.

Section 3 **Qualifications of Directors**

(a) Directors must be regular Members of the Corporation.

Section 4

***Term of Office***

(a) The term of office of each District Director shall be three years and until the qualification of a successor in office.

(b) The term of office of the Immediate Past President shall be one year and until the qualification of a successor in office.

(c) The term of office of each Officer shall be one year and until the qualification of a successor in office. Notwithstanding, the term of office of the Historian and the Sponsor Coordinator shall be three years and until the qualification of a successor in office.

(d) All Director elections shall be held at the second regular meeting after which all Directors elected shall take office at the conclusion of the second regular meeting at which they were elected (or deemed elected in respect of the referenced Officers).

Section 5

***Powers***

(a) Except as otherwise provided in the Articles of Incorporation or Bylaws, the powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board may from time to time, by resolution, designate.

Section 6

***Replacement of Directors***

(a) Whenever a vacancy exists on the Board of Directors, whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a new Director by the Board of Directors. Any person appointed or elected to fill the vacancy of a Director shall have the same qualification as were required of the Director whose office was vacated.

(b) Any person elected by the Board of Directors to fill a vacancy in the Board of Directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated in these Bylaws or at law.

Section 7

***Compensation***

(a) No member of the Board of Directors shall receive any compensation from the Corporation.

## Section 8

### ***Meetings***

(a) Meetings of the Board of Directors shall be held at such place or places as the Board of Directors may from time to time by resolution designate.

Notwithstanding, the Board of Directors shall have a pre-membership meeting and a post-membership meeting adjunct to the two regular membership meetings per year.

(b) The new Board of Directors, as elected or deemed elected, shall meet for the first time at the Board of Directors meeting post the second regular membership meeting annually.

(c) Additionally, the Board of Directors shall have two regularly scheduled planning meetings, one in the first calendar quarter and one in the third calendar quarter annually. Otherwise, special meetings of the Board of Directors may be called as set out herein.

(d) Notice of such meetings shall be signed by the Secretary and mailed or e-mailed to each Director at the address or web address last recorded on the books of the Corporation, not less than thirty days prior to such meeting. However, this requirement may be waived by resolution of the Board of Directors.

(e) The President may, as the President deems necessary, and the Secretary shall, if so requested in writing by a majority of the members of the Board of Directors, call a special meeting of the Board of Directors. In such event, two days written notice to each Director shall be deemed sufficient.

(f) A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. However, if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

(g) Except as may otherwise be provided in these Bylaws, or in the Articles of Incorporation of this Corporation, the acts of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

(h) All meetings of the Board of Directors shall be governed by Robert's Rules of Order, including such revisions of those rules as may from time to time be published, and except as those rules are inconsistent with these Bylaws, with the Articles of Incorporation of this Corporation, or with applicable law.

## Section 9

### ***Action Without Meeting***

(a) No meeting need be held by the Board to take any action required or permitted to be taken by law, provided all members of the Board shall individually or collectively consent in writing to such action, and such written consent or consents is filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as action by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

Section 10     ***Liability of Directors***

(a) The Directors of this Corporation shall not be personally liable for its debts, liabilities, or other obligations. The Corporation agrees hereby to indemnify and hold harmless the members of the Board of Directors for their actions within the scope of their duties.

Section 11     ***Removal***

(a) Any Director elected by the Members, or elected by the Board of Directors (filling a vacancy) may be removed by the Members whenever in its judgment the interest of the Corporation would be best served. Any such removal shall be without prejudice to the contract rights, if any, of the Director so removed.

Section 12     ***Directors Duties***

The Board of Directors shall have the following duties:

(a) Policy making responsibility for the organization shall be vested in the Board of Directors

(b) The District Directors shall be Membership Chairpersons of their respective districts

(c) Assists in promoting new memberships and shall offer assistance in the orientation of new Members to the professional organization

(d) Participates in all meetings and conference, assuming responsibilities as assigned

(e) Responsible for maintaining timely communication with all District Representatives

(f) Assists in the selection process for vacancies in the respective districts

(g) Contacts assigned districts for suggestion for agenda compilation

(h) Assists in the election process of officers

(i) Provides successor with information/support on duties of officer

**ARTICLE 6 - OFFICERS**

Section 1     ***Designation of Officers***

(a) The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, an Historian, a Sponsor Coordinator, and such other offices as may be elected in accordance with the provisions of this Article.

(b) The membership shall elect such officers, and may elect such other officers, including one or more assistant officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by membership, and as otherwise set out herein.



Section 2      ***Election and Term of Office***

(a) The officers of this Corporation shall be elected at the second regular meeting of the membership. The President, the Vice President, the Secretary, and the Treasurer shall hold office for one year and until his successor shall have been duly elected and shall have been qualified. The Historian and the Sponsor Coordinator shall hold office for three years and until his successor shall have been duly elected and shall have been qualified.

(b) No Officer shall be elected for the same office for more than two successive terms.

(c) All Officers shall automatically be deemed elected as a member of the Board of Directors serving as a Board member for the duration of such Officer's term as an Officer (whether one year or three years as the case may be). When an Officer ceases to be an Officer, that Officer shall automatically be deemed to have resigned as a member of the Board of Directors.

Section 3      ***Removal***

(a) Any Officer elected or appointed may be removed by the Board of Directors whenever in its judgment the interests of the Corporation would be best served. Any such removal shall be without prejudice to the contract rights if any, of the Officer so removed. Any Officer removed as an Officer shall thereupon be deemed to have resigned as a member of the Board of Directors.

Section 4      ***Vacancies***

(a) Any vacancy in any office, whether due to death, resignation, removal, and disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term (i.e. one year or three years as the case may be).

Section 5

**President**

The President shall be the chief executive officer of the Corporation and shall exercise general supervision and control over activities of the Corporation. The President:

- (a) Presides at all business meetings
- (b) Presides at all pre-and –post conference planning meetings
- (c) Responsible for the coordination of all agendas; including those conferences
- (d) Responsible for notification of all meetings to Board of Directors
- (e) Responsible for working with hotels to obtain conference sites; an official contract; registration details; space allocation; appropriate meals and additional amenities
- (f) Delegation of duties to other Board members for conference planning
- (g) Assigns responsibilities to Members as necessary to carry out the duties of the office
- (h) Responsible for representing the Corporation when deemed necessary
- (i) Serves on the Florida School Finance Council for two (2) years
- (j) Coordinates emergency communication with Officers and/or Directors as necessary
- (k) Designated as the policy contact for the Corporation’s website
- (l) Responsible for sign-off on “term” related conference invoices (in conjunction with the Treasurer) and any other invoices to conduct the business of the Corporation
- (m) Provides successor with information/support on duties of the President
- (n) Make arrangements for the preparation of Federal Corporate Tax filings with the Internal Revenue Service.
- (o) Review contracts for future conferences proposed by the Secretary
- (p) Make other assignments with respect of Members agreeing to do the following:
  - (1) Audit of financial records
  - (2) Audio Visual needs
  - (3) Conference evaluation forms and tabulations
  - (4) Confirmation letters to speakers at each conference
  - (5) Door Prizes
  - (6) Gifts for speakers
  - (7) Plaques
  - (8) Retirees
  - (9) Thank you notes to sponsors and speakers
  - (10) Web-Master responsibilities

- Section 6      ***Vice President***
- (a) Performs Presidential duties in the absence of the President.
  - (b) Assists the President in carrying out responsibilities of the Corporation
  - (c) Responsible for the compilation/printing of agenda for conferences
  - (d) Present membership status at all board and business meetings
  - (e) Review contracts for future conferences proposed by the Secretary
  - (f) Provides successor with information/support on duties of office
- Section 7      ***Secretary***
- (a) Records minutes of all Board and Business meetings
  - (b) Maintains current book of minutes
  - (c) Presents minutes for approval at all Board and Corporation business meetings
  - (d) Secures conference sites for year of presidency. Ensure associated contracts are reviewed by other Board Members including but not limited to the Past President, President, Vice President and Sponsor Coordinator.
  - (e) Maintain a current listing of Board of Directors' and Officers' addresses, phone and fax numbers, as well as e-mail addresses
  - (f) Provides successor with information/support on duties of office
- Section 8      ***Treasurer***
- (a) Responsible for all financial records of the organization
  - (b) Maintains current address database of Members/finance officers
  - (c) Receipts all membership and registration transactions
  - (d) Presents financial report for approval at Board and Business
  - (e) Coordinates Prepares conference name badges for Members and sponsorships
  - (f) Approves invoices with the President, when necessary
  - (g) Provides successor with information/support on duties of office
- Section 9      ***Historian***
- (a) Maintain all the Federal Corporate Tax filings with the Internal Revenue Service
  - (b) Prepare and maintain all State Filings with the State of Florida
  - (c) Maintain a website for the organization to facilitate communication with members
  - (d) Prepare online registration system and website for conferences
  - (e) Manage the annual online membership drive for new members and the renewal of existing memberships
  - (f) Maintains records of historical value to include:
    - (1) Listing of Past Presidents
    - (2) Pictures
    - (3) Past Conference Agendas
    - (4) Written historical information on the association
    - (5) Articles of Incorporation
    - (6) Bylaws
  - (g) Provides successor with information/support on duties of office

- Section 10     ***Sponsor Coordinator***
- (a) Maintains database of potential and current sponsors
  - (b) Notifies potential sponsors requesting participation at conferences
  - (c) Notifies the Board of Directors a list of participating sponsors for each conference
  - (d) In cooperation with the President, coordinates arrangements for sponsorships; and menu planning for sponsored activities
  - (e) Review contracts for future conferences proposed by the Secretary
  - (f) Provides successor with information/support on duties of office

**ARTICLE 7 - CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1     ***Contracts***

- (a) The Board of Directors may, by resolution duly adopt, authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general, or confined to specific instances.
- (b) Contracts associated with conferences will be negotiated by the Secretary for their year of presidency. Such contracts must be reviewed by other Board Members including but not limited to the Past President, President, Vice President and Sponsor Coordinator.

Section 2     ***Endorsements from Vendors***

- (a) The Board of Directors will not permit the use of the Corporation's name to endorse, explicitly or implicitly, any product or service.

Section 3     ***Deposits***

- (a) All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4     ***Checks, Drafts, Orders for Payment***

- (a) All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agents or agents of the Corporation and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the Treasurer or the President.

## **ARTICLE 8 - MISCELLANEOUS**

### **Section 1     *Books and Records***

(a) The Corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its Members and Board of Directors, shall keep at the registered or principal office a membership book giving the names and addresses of Members entitled to vote. All books and records of the Corporation may be inspected by any Director, or Member, or agent or attorney of either, or any proper person, at any reasonable time.

### **Section 2     *Fiscal Year***

(a) The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

### **Section 3     *Waiver of Notice***

(a) Whenever any notice is required to be given under the provisions of the Florida Not for Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or equivalent to the giving of such notice.

## **ARTICLE 9 - AMENDMENTS**

### **Section 1     *Power of Members to Amend Bylaws***

(a) The Bylaws of this Corporation may be amended, repealed, or added to, or new bylaws may be adopted by the Members by a majority vote thereof at a quorumed meeting duly called.

### **Section 2     *Power of Directors to Amend Bylaws***

(a) Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Florida Not for Profit Corporation Act, concerning corporate action that must be authorized or approved by the Members of the Corporation, the Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws may be adopted, by a resolution of the Board of Directors by a majority vote thereof at a quorumed meeting duly called.