

FAVIRM

**FLORIDA ASSOCIATION FOR
VOLUNTEER RESOURCE MANAGEMENT**

BYLAWS

www.favrm.org

Adopted February 24, 2017

**BYLAWS OF THE
FLORIDA ASSOCIATION FOR
VOLUNTEER RESOURCE MANAGEMENT, INC.**

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**BYLAWS
OF
THE FLORIDA ASSOCIATION FOR
VOLUNTEER RESOURCE MANAGEMENT, INC.**

These bylaws relate to the organization and transactions of the affairs of the Florida Association for Volunteer Resource Management, Inc.

WHEREAS by letters dated November 29, 1983, the Florida Association of Volunteer Centers, Inc. was incorporated;

INTERPRETATION

In these bylaws and all other bylaws and resolutions of the Florida Association for Volunteer Resource Management, Inc., unless the context requires otherwise:

- a) The singular means the plural;
- b) The masculine shall mean the feminine (or vice versa);
- c) “Board” means the Board of Directors of the Florida Association for Volunteer Resource Management, Inc.
- d) “Corporation” means the Florida Association for Volunteer Resource Management, Inc;
- e) “FAVRM” (e.g. abbreviated) means the Florida Association for Volunteer Resource Management.
- f) “Written or in writing” means all forms of tangible documents including but not limited to email and fax.
- g) “Meeting” means in person, telephonically or other live electronic means.

Article I. Name

The name of the Corporation shall be the Florida Association for Volunteer Resource Management, Inc.

Article II. Offices

Section 1. Principal Office:

The Corporation’s principal office shall be located at such place as the Board of Directors from time to time shall determine.

Section 2. Other Offices:

Branch or subordinate offices may be established at any time and in any place by the Board of Directors.

Section 3. Jurisdiction and Powers

The Florida Association for Volunteer Resource Management, Inc. shall have jurisdiction in the state of Florida under the authority of its letters of incorporation. The Corporation has all the powers consistent with the articles of incorporation and the laws of the state of Florida.

Article III. Purpose

The purpose of the Florida Association for Volunteer Resource Management, Inc. is to promote and strengthen volunteerism and volunteer centers within the State of Florida, providing a venue to share best practices; increase knowledge of current trends; provide leadership development; training and resources; collaboration on local, state and national issues that impact volunteering; and to support existing and emerging organizations that promote volunteerism and citizen engagement across the State of Florida.

Article IV. Objectives

- A. To promote volunteerism and strengthen organizations which mobilize volunteers within the state of Florida.
- B. To provide a network of support to Volunteer Center directors, staff and volunteer managers.
- C. To provide and promote professional development to directors and staff of Volunteer Centers, agencies, and corporations.
- D. To develop and nurture partnerships with other associations, including public and private organizations that share the same interests and vision.

Article V. Nonpartisan activities:

This Corporation exists under the Florida Department of State, Division of Corporations for the public and charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall neither participate nor intervene in any political campaign or any referendum or measure being submitted to the people for a vote.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

Article VI. Corporation Membership

Section 1. Categories of Membership

The Board may establish sub-categories of membership, requirements for membership, and membership benefits within membership categories described in these bylaws.

- A. Organizational Members include those organizations whose purpose includes, in whole or in part, mobilizing people and resources to find creative solutions to issues in their community and the promotion of volunteerism.

Organizational Members may be:

- 1. Nonprofit organizations
- 2. For-profit corporate or business organizations
- 3. Government organizations

- B. Individual members shall include those who support the objectives of the Corporation, but who do not qualify under the organizational category.

Section 2. Eligibility:

Membership in the Corporation shall be available to persons and organizations, whether incorporated or unincorporated, interested in furthering the objectives of the Corporation and whose application for admission as a member has received the approval of the Board of Directors.

Section 3. Dues:

Dues are payable upon receipt of annual billing invoice. The Corporation's Board of Directors establishes the membership fee structure and determines the date of invoicing and the amount of dues for organizational and individual members.

Section 4. Rights of Members:

All members in good standing shall be entitled to the following:

- A. Organizational Members shall have the right to one vote; to make motions; to serve on committees; to be eligible to serve on the Board of Directors and hold office; to elect directors and officers of the Corporation and members of the nominating committee; to vote on disposition of assets on mergers or on dissolution of the Corporation; to amend the articles of incorporation; to amend and revise bylaws; and any other such rights afforded members under the Florida Department of State, Division of Corporations statutes.
- B. Individual Members shall have the right to one vote; to make motions; to serve on committees; to be eligible to serve on the Board of Directors and hold office; to elect directors and officers of the Corporation and members of the nominating committee; to vote on disposition of assets on mergers or on dissolution of the Corporation; to amend the articles of incorporation; to amend and revise bylaws; and any other such rights afforded members under the Florida Department of State, Division of Corporations statutes.

Section 5: Termination of Membership:

- A. Membership shall be forfeited when payment of dues is in default for a period as set by the Board.
- B. Members cannot be suspended or terminated from membership except in good faith and in a fair and reasonable manner after being provided at least 15 days prior written notice of suspension, termination or forfeiture of membership with the reasons therefore stated.
- C. Any member may resign by filing a written resignation with the secretary of the Board of Directors, but such resignation shall not relieve that resigning member of the obligation to pay any dues, assessments, or charges that have been accrued and remain unpaid.
- D. The Board may reinstate a resigned, suspended or terminated member upon written request to the Board secretary, by two thirds vote of Board members, and upon such terms as deemed appropriate by the Board.

Article VII. Corporation Meetings

Section 1. Place of Meetings:

Meetings of the Corporation shall be held at any place within or outside of the state of Florida as designated by the Board. Meetings of the Corporation shall be held for such purposes as conducting proper business of the Corporation.

Section 2. Special Meetings:

Special meetings may be called by the Board, the president, or not less than 25 percent of the members of the Corporation upon written request. The Board shall fix the date of meetings not less than two and not more than 45 days after the receipt of the request for a special meeting. No other business may be transacted except that for which the meeting is called.

Section 3. Annual Meeting

The annual meeting will take place in the last quarter of the fiscal year at a time and date to be determined by the Board. The annual meeting shall be held for such purposes as the election of officers, directors, and any other proper business of the Corporation.

Section 4. Notice of Meetings:

- A. Notice of regular meetings shall be given to all members either in writing, orally, or by electronic email not less then 10 days, nor more than 90 days before the date of the meeting.
- B. Notice shall state the date, time and place of the meeting. For special meetings, the purpose of the meeting shall be stated, and no other business shall be conducted.

Section 5. Quorum:

At all meetings one-third majority of the total voting membership shall constitute a quorum for the transaction of business.

Article VIII. Board of Directors

The management of the Corporation shall be entrusted to a Board of Directors. The Board of Directors shall consist of the immediate Past President, officers of the Corporation, the chairpersons of committees and two directors serving at large elected by the membership. The president shall have the authority to appoint a parliamentarian.

Section 1. Responsibilities of the Board of Directors:

The Board of Directors shall have and exercise all powers necessary to develop policies and further the purposes of the Corporation, except as may be otherwise provided in these bylaws or the articles of incorporation. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its president after due notice to all the directors of such meeting.

Section 2. Duties of the Board of Directors

The duties of the Board of Directors shall be:

- A. To transact necessary business of the Corporation.
- B. To create committees.
- C. To present a report at the regular meetings of the Corporation.
- D. To prepare and submit to the association for approval a budget for the fiscal year.

Section 3. Number of Directors:

The authorized number of directors shall be as set by the Board or members but not less than six nor more than 13 persons, including the officers of the Corporation.

Section 4. Term of Office:

Directors shall serve two year terms and may be re-elected for additional terms. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected or until a successor has been elected and qualified, whichever comes first. The number of directors elected shall equal the number of directors whose terms have expired at the time of the annual meeting.

Section 5. Election of Officers and Directors:

The officers and directors shall be elected at the annual meeting of the Corporation. No more than one member from the same organization may serve as an officer of the Corporation at the same time. No more than two members from the same organization may serve on the Board of Directors at the same time.

Section 6. Vacancies, Removals, and Resignations:

A. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following:

Death, resignation from the Corporation Board; removal of any director by Board consensus because a director has been declared of unsound mind by a court order; convicted of a felony; or has been found by final order or judgment of any court to have breached a statutory duty as director.

B. Vacancies on the Board of Directors shall be filled by a vote of the majority of the remaining members on the Board of Directors for the balance of the term.

Section 7. Standards of Conduct of Directors:

Each member of the Board of directors shall perform in good faith, in a manner the director believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as a normally prudent person in a like position would use under similar circumstances. This standard shall apply to the service of a director in this capacity as a member of a committee as well as in other respects, and to selection of directors. No member shall enter into contract, accept gifts, apply for and accept grants, employ staff without prior written consent from the Board of Directors.

Section 8. Fees and Compensations:

Directors and or members of committees shall not receive any compensation for their services, but may receive reimbursement for expenses as may be fixed or approved by the Board.

Section 9. Regular Meetings:

Meetings of the Board of Directors of the Florida Association for Volunteer Resource Management, Inc. shall be held at least four times per year. The Board may use teleconferencing as an alternative to meetings in person.

Section 10. Quorum:

One-third majority of Board of Directors shall constitute a quorum of any Board meeting.

Article IX. Executive Committee:

Section 1. Executive Committee Composition:

The executive committee shall consist of the officers of the Corporation and shall be:

- President
- Vice President
- Secretary
- Treasurer

Section 2. Duties of the Executive Committee:

- A. Terms: Members of the executive committee shall be elected for two year terms, coinciding with their term as an officer of the Corporation.
- B. Meetings: The executive committee shall meet on the call of the president.
- C. Quorum: Three members of the committee must be present to constitute a quorum.
- D. Responsibilities: The executive committee shall be empowered to act on the Board's behalf to handle emergency business arising between regularly scheduled meetings of the Board. A written report of such business shall be submitted for ratification at the next scheduled meeting of the Board. The executive committee shall have all the authority of the Board except for the powers of the nominating committee, listed in Article X, Section 1, A-F.

Section 3. Duties of Officers:

All officers shall perform the duties prescribed in these bylaws and by the parliamentary authority adopted by this association, and deliver to their successors all official material pertaining to the office held within 30 days of the election.

- A. President: The president shall, with the consent of the Board, generally supervise, direct and control the business and the officers of the Corporation. He shall preside at all meetings of the Board. S/he shall have such other powers and duties as may be prescribed by the Board or the bylaws.
- B. Vice President: In the absence, disability, resignation or removal of the president, the vice president shall perform all the duties of the president, and when so acting shall have all the powers thereof, and be subject to all the restrictions upon the president. The vice president shall have other such powers and perform such other duties as from time to time may be described by the Board or the bylaws.
- C. Secretary: The secretary shall attend to the following:
 - 1. Book of Minutes: The secretary shall keep a book of minutes of all meetings of the members, the Board and committees of directors.
 - 2. Membership Records: The secretary shall keep, or cause to be kept, at the principal office, as determined by resolution of the Board, a record showing the names of all directors and all members of the Corporation and their addresses.
 - 3. Notices, Seal and Other Duties: The secretary shall give, or cause to be given, notice of all meetings of the Board and all meetings of members of the Corporation. S/he shall keep the seal of the Corporation in safe custody. S/he shall have such other powers and perform such other duties as may be prescribed by the Board or these bylaws.
- D. Treasurer: The treasurer shall attend to the following:
 - 1. Books of Account: The treasurer shall keep and maintain or cause to be kept and maintained adequate and correct books and records of accounts

of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

2. Budget and/or Finance Committee: The treasurer shall serve as chair of the budget and/or finance committee, if such a committee is constituted by the Board of directors.
3. Deposit and Disbursement of Money and Valuables: The treasurer shall deposit all money and other valuables in the name of and to the credit of the Corporation in such depositories as may be designated by the Board; shall disburse the funds of the Corporation as may be ordered by the Board; shall render to the president and directors, upon request an account of all transactions of the treasurer and of the financial condition of the Corporation; and shall have other powers and perform other such duties as may be prescribed by the Board or the bylaws.
4. Filings: The treasurer shall be responsible for filing with the Secretary of State any reports required by the State of Florida.
5. Approved Signatures: The treasurer shall ensure that all checks and orders for payment shall have the written approval of two officers authorized by the Board as required for expenditures in excess of \$500.

Section 4. Election of Officers:

Officers of the Corporation shall be elected by the organizational members of the Corporation, a quorum being present, at the annual meeting and shall hold office for a term of one year. Nominations for officers shall be made by the Nominating Committee or by any member from the floor. Officers may serve more than one term at the pleasure of the voting members. The officers of the Corporation shall consist of a president, a vice president, a secretary, and a treasurer, each of whom will also serve as a member of the Board. Officers shall serve until their resignation, removal, or other disqualification from office or until the election of their successors.

Section 5. Removal and Resignation:

An officer may resign at any time by giving written notice to the Board. Any resignation shall take effect upon the date or receipt of that notice or at any later time specified in that notice; and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. A vacancy in any office may be filled at any time by the Board in the manner set forth in Article VIII, Section 6B of these bylaws.

Article X. Board of Directors Committees:

Section 1. Nominating Committee:

- A. Composition:
The nominating committee shall consist of three members, two of whom shall be elected by the membership and one appointed by the Board president. The member appointed by the president shall be ratified by the membership
- B. Election, Term and Vacancies:
Members of the nominating committee shall be elected by the membership within six months of the annual meeting of the Corporation.
- C. Appointment and Term of the Chairperson:
The member appointed by the Board president shall serve as chair to call the first meeting. At that meeting, the Nominating Committee shall choose its own chairperson.
- D. Meetings:
Meetings shall be in person, electronically, or via telephone whenever deemed necessary to transact the business of the committee.
- E. Quorum:
A majority of the members of the committee constitute a quorum.
- F. Responsibilities:
The nominating committee shall be responsible for notifying membership of the nomination schedule and guidelines 60 days prior; determining eligible, qualified candidates for each office and two directors to serve at large; determining interest and availability of candidates; and for presenting a slate of officers and two directors to the membership in writing at least 30 days prior to the annual meeting at which time elections are held. All discussion of the nominating committee shall remain confidential.

Section 2. All Other Committees:

The executive committee of the Board may establish committees and appoint a member to serve as chairperson. Committees will serve at the pleasure of the Board. Any such committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to:

- A. The filling of vacancies on the Board or on any committee.
- B. The amendment, repeal, or the adoption of new bylaws.
- C. The amendment or repeal of any resolution of the Board that by its terms is not so amendable or repealable.
- D. The appointment of committees of the Board or the members thereof.
- E. The approval of any self-dealing transaction.

- F. The approval of any action that required approval of the membership of the Corporation.

Each committee shall consist of two or more members of the Corporation.

The chairperson shall select the members of their committee from eligible members.

The president is ex-officio member of all committees, with the exception of the nominating committee.

Any such committee shall keep a written record of their proceedings, which shall be reported at the next regular meeting of the Board. The Board of Directors shall have the right to rescind any action taken by committees.

Section 3. Meetings and Actions of Committees:

Meetings and actions of committees shall be governed by and held in accordance with the provisions of these bylaws pertaining to meetings and proceedings of the directors, except that the time of meetings of committees may be determined either by the Board or the committee. The Board may adopt rules governing any committee consistent with the provisions of these bylaws.

Article XI. Corporate Actions

Section 1. Fiscal Year:

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 2. Contributions and Gifts:

All contributions, gifts and bequests for the purpose of the Corporation shall be accepted or collected only as authorized by the Board.

Section 3. Depositories:

All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks as shall be designated by the Board.

Section 4. Approved Signatures:

All orders for payment shall have the written approval of two of the four officers for expenditures in excess of \$500.

Section 5. Budget:

The annual budget of estimated income and expense shall be approved by the Board. No expense shall be incurred in excess of the budget without prior approval of the Board.

Section 6. Contracts:

Contracts may be entered into only as directed by resolution of the Board.

Section 7. Audit:

An audit of the Corporation shall be authorized by the Board of directors as needed. Audit findings shall be presented to the Board and membership.

Article XII. Filings, Records and Reports

Section 1. Maintenance of Corporate Records:

The original or one copy of the articles of incorporation; the bylaws as amended to date, and certified by the secretary; correct and complete books and records of accounts; minutes of all meetings of members, the Board and committees of the Board; and a list of names and addresses of all members of the Corporation shall be kept at the principal office or by the secretary of the Corporation.

Section 2. Inspection of Corporate Records:

Every director shall have the right to inspect and copy books, records and documents at any reasonable times.

Every member, upon written request, shall have the right to inspect and copy books, records and documents at any reasonable time, and for any proper purpose reasonably related to such person's interest as a member, in person or by agent or attorney.

Section 3. Annual Statement:

An annual statement is required to be filed with the Secretary of State that will set forth the corporate officers, their addresses, the street address of the Corporation's principal office, the corporate agent designated to receive service of process, and his address if such agent is a natural person.

Section 4. Annual Reports:

- A. Each year, all directors and members shall receive a copy of the annual financial report of the Corporation.
- B. Not later than 120 days after the close of the fiscal year, the Corporation shall prepare an annual financial report containing, in reasonable detail, (1) the assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year; (2) the principal changes in assets and liabilities, including trust funds, during the fiscal year; (3) the revenue or receipts of the Corporation, both unrestricted and restricted, to particular purposes for the fiscal year; (4) the expenses or disbursements of the Corporation, for both general and restricted purposes during the fiscal year; and (5) the information required in subsection "C" below. The report shall be accompanied by (a) any report on it by an independent accountant, or if there is no such report, (b) the certificate of an authorized officer of the Corporation that the statement was prepared without audit from books and records of the Corporation.

- C. Within 120 days after the close of the fiscal year, this Corporation shall prepare and give to each member a statement of any transaction with the Corporation in which a director or officer had a direct or indirect material financial interest.

Article XIII. Parliamentary Authority

The current edition of Robert's Rules of Order, newly revised, shall be parliamentary authority governing all meetings of the Corporation, the Board, and the committees, subject to state law, the articles of incorporation and these bylaws. In the event of a conflict between Robert's Rules of Order and these bylaws, the bylaws shall prevail.

Article XIV. Amendments

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by two-thirds of the members present and voting at any regular or special meeting of the Corporation provided that 30 days written or electronic notice is given and said notice includes proposed amendments or revisions. Further changes recommended at any regular or special meeting may be adopted by vote of two-thirds of the membership present.

**CERTIFICATE OF SECRETARY
OF
THE FLORIDA ASSOCIATION FOR VOLUNTEER RESOURCE
MANAGEMENT, INC.**

I, the undersigned, certify that I am the duly elected and acting secretary of the Florida Association for Volunteer Resource Management, Inc., and that above bylaws, consisting of 14 pages, are the bylaws of the Corporation as revised at a meeting of the Corporation held on February 24, 2017.

Secretary