

FLORIDA COUNCIL AGAINST SEXUAL VIOLENCE, INC.

BYLAWS

ARTICLE 1: NAME

The name of this corporation shall be Florida Council Against Sexual Violence, Inc. hereafter referred to as the Council. This Corporation shall be organized as a not-for-profit corporation under the State of Florida and the provisions of Section 501(c)(3) of the Internal Revenue Service Code.

ARTICLE 11: MISSION

The mission of the Florida Council Against Sexual Violence, Inc. is to lead, educate, advocate, serve and network on behalf of individuals impacted by sexual violence.

ARTICLE III: PURPOSE

The purposes for which the Council is organized are educational and charitable: to provide a communication and support network for all sexual violence service providers throughout Florida; to provide public education about sexual violence; and to monitor public policy that affects victims of sexual violence and sexual violence service providers.

ARTICLE IV: OFFICE

The Corporation shall maintain a principle office as specified in the Articles of Incorporation and shall conduct business at other locations as shall, from time to time, be deemed advisable by the Board of Directors.

ARTICLE V: MEMBERSHIP AND DUES

1. Any organization or individual in agreement with the mission of the Council may become a member upon payment of annual dues as set by the Board of Directors of the Council.
2. Members shall have privileges to attend the Annual Membership Meeting; to serve on committees; to debate; to have access to resource materials available through the Council; and attend Council sponsored events at a reduced rate.
3. Membership Term shall be one year from January 1 to December 31.
4. There shall be no limit as to the number of members the Council may admit.
5. Dues are payable yearly. Members in arrears more than three months after payment is due shall be dropped from membership.

6. The Annual Membership Meeting shall be held to report on the work of the Council and for whatever other business shall properly come before the meeting. The Executive Director and Board President will make reports at the Annual Membership meeting.
7. The location and time of the Annual Membership Meeting will be determined by the Board. Notice of the meeting location, time, and date shall be announced to the membership at least 45 days before the Annual Membership meeting. All Board meetings are open to all members.
8. Council membership meetings shall be run in accordance with the Bylaws and Robert's Rules of Order, Newly Revised.

ARTICLE VI: BOARD OF DIRECTORS

The Board of Directors shall be responsible for governing the affairs of the Council and may exercise all powers necessary for the advancement of the Council's mission, and perform all such lawful acts as are sanctioned by statute or by the Articles of Incorporation or by these Bylaws.

1. **Board of Director's Membership:** At least 75% of the Board of Director's membership shall consist of Florida sexual violence program representatives. The remaining 25% shall be experts as deemed necessary by the board. The board shall consist of no fewer than 15 and no more than 25 Directors.
2. **Board Attendance and Participation:** Board Directors shall comply with the Standing Rules.
3. **Board Elections:** New Members of the Board of Directors shall be elected by existing Board Members at the Board Meeting prior to the Annual Membership Meeting. Directors shall be elected for a two (2) year term. Directors may be elected for an additional three (3) terms. Directors shall then rotate off the Board for at least one (1) year at which point they shall be eligible for election. In the event of a vacancy, the President may appoint a Director to fill out the term.
4. **Board Meetings:** The Board of Directors shall meet at least four (4) times annually. One meeting shall be the Annual Corporate Meeting. Notice of the date and location of such meetings shall be given to each Director 60 days in advance. Special meetings of the Board may be called by the President for the purposes of conducting business.
5. **Special Meetings:** At the direction of the President or Vice President, the Secretary will send written notice to Board Directors for Special and Emergency meetings at least 5 days before the meeting. Two-thirds ($\frac{2}{3}$) of Board Directors must be present to conduct business.

6. **All action taken by the Board of Directors** shall be by majority vote, 50% +1, of the total Board of Directors membership. Each Director is entitled to one vote. Any Board Director who has been excused from attendance at any Board meeting may tender a written proxy to the Board Director of choice, except that no Director shall vote by proxy for more than two absent Directors. Any act by a majority of Directors present at any Board meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by these Bylaws, the Articles of Incorporation or by Florida Statute.
7. **No staff member shall be a Director of the Board.** The Executive Director shall attend board meetings ex officio. Unless the Board retires into special session, all meetings of the Board are open to the public. Board Directors and the Executive Director may invite special guests to board meetings to discuss specific topics in furtherance of Board policies.
8. **Directors may be removed from the Board** for cause at any time following a recommendation from the Executive Committee and a two-thirds vote of the majority of the Directors at any Board meeting. Cause is defined as any action that is detrimental to the purpose and objectives of the Council as defined in these Bylaws and Standing Rules.

ARTICLE VII: EXECUTIVE COMMITTEE:

Executive Committee Membership: The Executive Committee shall consist of the following officers: President, Vice President, Secretary, and Treasurer, who have served for a minimum of 1 year on the Board of Directors. The Immediate Past President serves for the immediate year following the Presidency. The Executive Committee shall report its actions to the Board at the next Board meeting. Meetings of the Executive Committee may be called by the Board President or by the Executive Director.

1. **Executive Committee Elections:** Officers shall be elected for terms of two years. Elections will be held following the Annual membership meeting. Officers will be elected by the Board of Directors.
2. **The President** shall preside at all Council meetings; represent the Council in dealing with outside agencies and organizations; be ex-officio member of all committees; communicate to the Council such matters and make such suggestions as may tend to promote the welfare of the organization; and otherwise act on behalf of the organization at the direction of the Council.
3. **The Vice-President** shall perform such duties as may be assigned from time to time by the President or by the Board of Directors. The Vice-President shall preside over meetings of the Board of Directors or the General Membership in the absence of the President. The Vice President will be a member of the Membership/Board Development Committee.

4. **The Secretary** shall perform such administrative duties as the Council may delegate, including, but not limited to, keeping the minutes of the Council Executive Committee and Board meetings and preserving all other records of the organization.
5. **The Treasurer** shall be responsible for reviewing the accounts and financial transactions of the membership account of the organization and shall oversee the accounting of all dues. Paid assessments, contributions, and other income will be maintained in the membership account. The Treasurer shall also review the accounts of the statewide office with the Executive Director for presentation to the Board for acceptance, revision or reconciliation. If the Council desires, the Treasurer may be bonded, the premium for, which shall be paid by the organization.
6. **The Executive Committee** has primary responsibility for the hiring, supervision and evaluation of the Executive Director and communicating these results to the Board of Directors for acceptance or action.
7. **The Executive Director** will serve as Ex Officio member of the Executive Committee.

ARTICLE VIII: ADVISORY COUNCIL

Advisory Council Membership: The Board of Directors may appoint any number of persons or advisors to act as an Advisory Council. Advisory Council Members shall have only such authority or obligations as the Board of Directors may from time to time determine. The Advisory Council members will be appointed by the FCASV Board of Directors to serve a term of two years at which time they may be reappointed.

1. **Compensation:** Advisory Council Members shall not receive, directly or indirectly, any salary or other compensation for their services, but, by resolution of the Board of Directors, reimbursement of expenses may be allowed to any advisor for expenditures reasonably incurred on behalf of activities for the benefit of the corporation.
2. **The Executive Director** will serve as staff liaison to the Advisory Council.
3. **The President of the Board of Directors** or the President's appointee will serve as a member of the Advisory Council. The President may not Chair the Advisory Council while serving as President.

ARTICLE IX: COMMITTEES

Standing Committees:

Members of the Council who are members in good standing, may be appointed to serve on committees of the Council. Such appointment does not confer voting privilege at meetings or activities of the Board of Directors.

1. Public Policy Committee:

There shall be a Public Policy Committee with a Chair appointed by the President and approved by the Board of Directors. The committee will consist of at least one representative of the executive Committee and one member of the Board of Directors. A staff liaison will be appointed by the Executive Director. The Public Policy Committee shall monitor legislation and public policy as it affects sexual violence victims and service providers and shall make recommendations to the Council for action and response on issues of concern.

2. Leadership Committee:

There shall be a Leadership Committee, with a Chair appointed by the President and, approved by the Board of Directors. The committee will consist of at least the Vice President, and one other Board member. A staff liaison will be appointed by the Executive Director. The Leadership Committee shall identify and recruit members from those agencies and individuals who are eligible. The committee shall oversee the development of a slate of nominees ' for vacancies on the Board of Directors and to present such slate at the Board Meeting prior to the Annual Membership Meeting. The President of the Board of Directors shall not be eligible to serve as a member of this committee. In addition, the Leadership Committee will coordinate orientation for new Directors and provide education and training for the purpose of strengthening Board of Director participation.

3. Finance Committee:

There shall be a Finance Committee chaired by the Treasurer. The Committee will oversee the financial operations of the organization. The committee will review the annual agency budget, financial policies and the annual audit. A fundraising subcommittee will be formed to create and implement a fundraising plan. A staff liaison will be appointed by the Executive Director.

4. Development Committee:

There shall be a Development Committee with a Chair appointed by the President and approved by the Board of Directors. The purpose of the Committee is to develop strategies for funding of the sexual violence centers and the state office and oversee the distribution of funds.

5. Personnel Committee:

There shall be a Personnel Committee with a Chair appointed by the President and approved by the Board of Directors. The Committee will review personnel policies and address staff issues as they arise. A staff liaison will be appointed by the Executive Director.

6. Special Committees:

The President shall have the power to appoint, with the approval of the Board of Directors, such committees as shall be necessary to conduct the business of the organization and to fulfill its purposes. All committees so created shall consist of at least two persons. A staff liaison will be appointed by the Executive Director.

ARTICLE X: FISCAL YEAR

1. The fiscal year of the Council shall be January 1 through December 31.
2. Financial transactions of the Council and its books and accounts shall be audited by a certified public accountant or a firm of certified public accountants selected by the Board of Directors.

ARTICLE XI: NON-DISCRIMINATION

Membership in the Council, its Board of Directors, its employees, agents, contractees or recipients of services shall not be denied on the basis of race, color, religion, sex, national origin, ancestry, age, physical disability, mental disability, medical condition, family care status, veteran status, marital status or sexual orientation.

ARTICLE XII: AMENDMENTS

1. Amendments to the Bylaws may be made by an affirmative vote of two-thirds (2/3) of the Directors of the Board.
2. Amendments to the Bylaws may be proposed by any member of the Council, but they must be available in writing to the Board of Directors at least seventy-two hours prior to the Annual Corporate meeting.

3. Amendments to the Articles of Incorporation may be amended in the procedure outlined in Article XIII of the Articles of Incorporation.

ARTICLE XIII: MISCELANEOUS

These bylaws supersede all other bylaws, resolutions, memoranda, policies or other writings previously promulgated by the Florida Council Against Sexual Violence, Inc.

ARTICLE XIV: DISSOLUTION

1. This Corporation may be dissolved upon an affirmative vote of three-fourths ($\frac{3}{4}$) of the regular membership.
2. Upon dissolution, the assets of the Council which remain after the discharge of all debts, shall be distributed to one or more organizations whose purposes are similar to the purposes of the Corporation and which are tax exempt under Section 501(c)(3) of the Internal Revenue Services Code.

REVISED:

08/98

9/21/00

9/02