

**FLORIDA D.A.R.E. OFFICER'S ASSOCIATION**  
**-BYLAWS-**  
**A NON-PROFIT CORPORATION**

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**ARTICLE ONE: INTRODUCTION**

**Definition of Bylaws**

**1.01.** These Bylaws constitute the code of rules adopted by the Florida D.A.R.E. (Drug Abuse Resistance Education) Officers Association, Incorporated.

**Name of Corporation**

**1.02.** The name of this corporation is the Florida D.A.R.E. (Drug Abuse Resistance Education) Officer's Association, hereinafter referred to as FDOA, or Corporation, or Association.

**ARTICLE TWO: OFFICES AND AGENCY**

**Principal Office and Branch Offices**

**2.01.** The principal place of business of this Corporation in Florida will be located, at 10750 Ulmerton Road, Largo, Florida 33778. In addition, the Corporation may maintain other offices either within or without the State of Florida, as its business requires.

**Location of Registered Office**

**2.02.** The location of the initial registered office of this Corporation is 10750 Ulmerton Road, Largo, Florida 33778. Such office will be continuously maintained in the State of Florida for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State of Florida.

**2.03.** The Board may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**ARTICLE THREE: PURPOSES**

**General Purposes**

**3.01.** This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law.

**3.02.** This is a Nonprofit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Laws of the State of Florida for public and educational purposes.

### **Specific Purposes**

**3.03.** Within the context of its general purposes this Corporation is created:

- A. For the advancement of education and charity and, any other related or corresponding purposes for the use and distribution of its funds.
- B. To provide a means to disseminate, share, advise and coordinate information relating to the D.A.R.E. Program by law enforcement officers who teach elementary, middle school, and/or high school, students on the principles of good citizenship and community responsibility that encourages a drug and violence free society.
- C. To demonstrate through classroom instruction, role-playing, and other means; the dangers associated with alcohol, drugs, violence, criminal activities and other anti-social behavior.
- D. To serve as an educational association for law enforcement officers and educators working with juveniles, parents, and the community to enhance their understanding of law enforcement.
- E. To promote local community involvement.
- F. To award scholarships to qualified and/or deserving individuals.
  - 1. It shall be the duty of the Scholarship Committee to establish guidelines and criteria for the awarding of such scholarships.
  - 2. Funds for the scholarship(s) shall represent not less than 25% of the net funds available for the general operation of the Corporation on March 1<sup>st</sup>, of the fiscal year. This shall include funds from the Annual Conference, and 100% of any special fund raising activities specifically organized for scholarship funds.

### **Limitations**

**3.04.** To operate exclusively in any other manner for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code as amended.

## **ARTICLE FOUR: MEMBERSHIP**

### **Definition of Membership**

**4.01.** The Members of this Corporation are those persons having membership rights in accordance with the provisions of these Bylaws.

## Classes of Members

4.02. This Corporation shall the following classes of Membership:

- A. Active Members: A person shall be eligible for active membership if he or she is a sworn law enforcement officer and is certified, to teach the D.A.R.E. Curriculum, or the person is the immediate supervisor of such law enforcement officer(s) involved, in the operation or presentation of the D.A.R.E. Program.
  - 1. An Active Member, who by virtue of promotion, reassignment, retirement, physical disability or change of employment has ceased to meet the qualifications set forth for active membership, but desires to be maintained as an active member, may make written application to the Board, of Directors for continued active membership, with all rights appertaining thereto.
  - 2. Each petition for continued active membership must contain a statement of the reason for the members' status change and the reason why the petitioner wishes to continue as an active member of the Corporation.
  - 3. At the next available regular or special meeting of the Board of Directors, the petition will be considered and voted, upon.
  - 4. The Board of Directors shall review all such members annually and may discontinue prior approval, at any time by majority vote of the Board of Directors for cause.
- B. Associate Members: Associate Members will be any person(s) or organization that supports the philosophy and ideals of the program, and is not covered under active member status. Associate Memberships are subject to confirmation by the Board of Directors. Associate Members include but are not limited to members of the school district, the community, or other members of the law enforcement community.
- C. Honorary Members: The Board of Directors may invite selected persons to become honorary members when, in the opinion of the Board of Directors those selected persons have rendered outstanding service to the Corporation or to the youth of this country through their work in drug abuse prevention.
- D. Life Members: Life Membership shall be conferred on all past Presidents of this Association. This class of membership may also be conferred on any person by the President with the approval of the Board of Directors for exemplary service. This person must be an active member who has served as a Board Member. Life Members do not pay dues, but enjoy all the rights of Active Members.

## Fees and Assessments

4.03. The Board of Directors may assess a membership fee for initial or continued membership.

## Membership Meetings

4.04. Meetings of the Members shall be held at least annually, and at such place that the Board of Directors may designate by resolution or, if not so designated, at the principal office of the Corporation, upon giving notice by mail or publication.

- A. The annual membership meeting will be held at the annual conference for the purpose of election of officers, and to approve matters pertaining to the Corporation as the Board of Directors may direct from time to time.
- B. The Active Members present at any annual meeting of members shall constitute a quorum for the purpose of election or to transact business.
- C. Only Active Members may vote in any election, or on corporate matters presented to the membership.

### **Special Membership Meetings**

**4.05.** Special meetings of the Membership maybe called by any of the following:

- A. The Board of Directors
- B. The President
- C. Members having at least ten (10) percent of the votes which all members are entitled to cast at such meeting.

### **Notice of Membership Meetings**

**4.06.** Written or printed notice, stating the place, day, time, and purpose of any members' meeting, other than the annual meeting, must be delivered not less than five (5) nor more than forty (40) days before the date of the meeting either personally, by registered or certified mail, telegram by or at the direction of the president, the Secretary, or the officers or other persons or members calling the meeting to each member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of the Corporation, with postage prepaid.

### **Voting Rights of Members**

**4.07.** Each active or life member will be entitled to one vote on each matter submitted to a vote of members' and the members of any other class of membership will be entitled to no voting rights.

### **Termination of Membership**

**4.08.** Membership will terminate in this Corporation for any of the following events, and for no other reason:

- A. The death of a Member
- B. Receipt by the Board of Directors of the written resignation of a Member, executed, by such Member or his duly authorized attorney-in-fact.
- C. The failure of a Member to pay dues, or assessments on or before their due date.
- D. For cause inconsistent with membership.
  - 1. Before a membership terminates for cause, the Member will be given an opportunity to be heard before the Board of Directors.
  - 2. A Member who has had their membership terminated for cause may apply for reinstatement if the reason for the cause has been rectified.

## ARTICLE FIVE: BOARD OF DIRECTORS

### **Definition of Board of Directors**

**5.01.** The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, Articles of Incorporation, and, these Bylaws.

### **Structure of Board of Directors**

**5.02.** The Board of Directors of this Corporation shall consist of the Executive Committee who are the Officers of the Corporation, and, the District Representatives. However, in no event shall the Board of Directors be comprised or authorized to act in behalf of the organization when such board is comprised of less than three (3) members of the Executive Committee and three (3) members of the District Representatives.

### **Qualification of Director**

**5.03.** The qualifications for becoming and remaining a Director of this Corporation are that the Director must be an Active or Life Member of the Association in good standing.

### **Executive Committee**

**5.04.** The Executive Committee shall be the President, Vice President, First Vice President, Secretary, Treasurer (Chief Financial Officer), Sergeant at Arms, and the Immediate Past President.

- A. President: The President shall be an Active Member in good standing. Subject to the control of the Board of Directors, the President shall be the General Manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. The term of office shall be two (2) years, commencing at the conclusion of the Florida D.A.R.E. Officer's Association Annual Conference every odd year. After serving two (2) years as President, the President shall serve to be elevated to the office of Immediate Past President.

The President shall fulfill the following duties:

1. Preside at all meetings of the Association, the Executive Committee, and the Board of Directors.
2. Represent the Association at the State Level as required.
3. Be an ex-officio member of all committees with the right to debate, and Vote in the case of a tie.
4. Sign all correspondence and contracts of the Association, which have been approved by the Board, of Directors, or the membership.
5. Shall represent the Association at all media events as determined by the Board of Directors.
6. Be a voting member of the Board of Directors when there is a tie.
7. May sign all checks with the Treasurer.
8. The President shall have such other powers and duties as the Board or Bylaws prescribe.

- B. Vice President: The Vice President shall be an Active Member in good standing. The term of office shall be two (2) years, commencing at the conclusion of the Florida D.A.R.E. Officer's Association Annual Conference every odd year. After serving two (2) years as Vice President, the Vice President will automatically be elevated to the office of President. Elections for the position of Vice President will be held every odd year.

The Vice President shall fulfill the following duties:

1. Assist the President in carrying out the objectives of the Association.
2. Chair committees as appointed by the President.
3. Perform all the duties of the President during the President's absence.  
When so acting, the Vice President shall have all powers of and subject to all restrictions of the office of the President.
4. Be a voting member of the Executive Committee and the Board of Directors.
5. Be the Board of Directors conference liaison with a designated conference coordinator and conference training coordinator.
6. May sign checks with the Treasurer.

- C. First Vice President: The First Vice President shall be an Active Member in good standing. The First Vice President shall be elected for a term of two (2) years. The election will take place during the odd numbered year during the Florida D.A.R.E. Officer's Association Annual Conference, and shall assume office at the conclusion of the Conference. After serving two (2) years as First Vice President, the First Vice President can elect to run again for that position or any other available position.

The First Vice President shall fulfill the following duties:

1. Perform all the duties of the office of the Vice President when the Vice President is absent. When so acting, the First Vice President shall have all the powers of and be subject to all the restrictions of the office of the Vice President.
2. Complete varied tasks at the direction of the President or the Vice President.
3. Be a voting member of the Executive Committee and the Board of Directors.
4. Serve as the Elections Committee Chairperson.
5. Supervise the activities of the District Representatives.
6. The First Vice President shall have such other powers and perform such other duties as the Board of Directors or these Bylaws prescribe.

- D. Secretary: The Secretary shall be an Active Member in good standing. The Secretary shall be elected for a term of two (2) years. The election will take place during the odd numbered year during the Florida D.A.R.E. Officer's Association Annual Conference, and shall assume office at the conclusion of the conference. After serving two (2) years as Secretary, the Secretary can elect to run again for that position or any other available position.

The Secretary shall perform the following duties:

1. Keep or cause to be kept, at the Corporation's Principal office or such other place as the Board of Directors may direct a book of minutes of all meetings, proceedings, and actions of the Board and of the committees of the Board.

2. Keep the minutes of all meetings of the Association which shall include the time and place the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, the names of those present at the meeting.
  3. Shall keep or cause to be kept a copy of the Articles of Incorporation and Bylaws, as amended to date.
  4. Shall give, or cause to be given notice of all meetings of the Board of Directors and Committees of the Board.
  5. Shall keep the Corporate Seal in safe custody and shall have such other powers, and perform such other duties as the Board of Directors or Bylaws prescribes.
  6. Be the Chairperson of the Membership Committee, if established, and keep an up-to-date roster of all members.
  7. Receive and transmit all correspondence.
  8. Prepare replies to such correspondence as directed by the Board of Directors.
  9. Purge files with the approval or under the direction of the Board of Directors.
  10. Be a voting member of the Executive Committee and the Board of Directors.
- E. Treasurer: (Chief Financial Officer) The Treasurer shall be an Active Member in good standing. The Treasurer shall be elected for a term of two (2) years. The election will take place every even numbered year at the Florida D.A.R.E. Officers Association Annual Conference, and shall assume office at the conclusion of the Conference. After serving two (2) years as Treasurer, the Treasurer can elect to run again for that position or any other available position.

The Treasurer will perform the following duties:

1. Shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions.
  2. Shall send or cause to be given to the members such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board of Directors. These statements and reports are open to inspection by any member in good standing at all reasonable times.
  3. Receive all dues and assessments.
  4. Deposit or cause to be deposited all money and other valuables in the name and, to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board of Directors may order.
  5. Shall render to the President and the Board of Directors when requested, an account of all the transactions as the Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board of Directors or these Bylaws prescribe.
  6. Manage funds in accordance with Article 3 of these Bylaws.
  7. Present a financial report at each regular meeting of the Board of Directors and at the Annual Conference of the Association.
  8. Prepare all checks and ensure that all checks are properly co-signed.
  9. Be a voting member of the Executive Committee and the Board of Directors.
- F. Sergeant-At-Arms: The Sergeant-At-Arms shall be an Active Member in good standing. The term of office will be two (2) years. The election will take place every even numbered year at the Florida D.A.R.E. Officers Association Annual Conference, and shall assume office at

the conclusion of the Conference. After serving two (2) years as Sergeant-At-Arms, the Sergeant-At-Arms can elect to run again for that position or any other available position.

The Sergeant-At-Arms shall perform the following duties:

1. Assist the presiding officer of the Board of Directors as needed.
  2. Preserve order during all meetings, and introduce all visitors to the Board of Directors.
  3. Shall be the Parliamentarian for all meetings and conferences.
  4. Shall have such other powers, and perform such other duties as the Board of Directors or the Bylaws may prescribe.
  5. Be a voting member of the Executive Committee and the Board of Directors.
- G. Immediate Past President: The Immediate Past President shall be an Active Member in good standing, and will have served as President for a full term of office. The term of office shall be two (2) years commencing at the conclusion of the Florida D.A.R.E. Officers Association Annual Conference. After serving two (2) years as Immediate Past President, the Immediate Past President can elect to run again for any other available position.

The Immediate Past President shall perform the following duties:

1. Shall serve as an advisor to the Board of Directors.
2. Be a voting member of the Executive Committee and the Board of Directors.
3. May sign checks with the Treasurer with the President's approval.
4. Shall have such other powers and perform such other duties as the Board of Directors or the Bylaws may prescribe.

### **District Representatives**

**5.05. District Representatives:** District Representatives shall be Active Members in good standing. One District Representative shall be elected from each of the Districts as defined in these Bylaws. The term of office shall be two (2) years commencing at the conclusion of the Florida D.A.R.E. Officers Association Annual Conference. The District Representatives shall perform the following duties:

- A. Identify and roster all D.A.R.E. Officers within the District.
- B. Communicate all Association information to the members in the District and solicit feedback.
- C. Attend all FDOA Board Meetings.
- D. Work at the Annual Training Conference.
- E. Abide by the Association Bylaws.
- F. Encourage comradeship among fellow Board Members.
- G. Maintain contact with the D.A.R.E. supervisors within the District.
- H. Work to offer positive information about the D.A.R.E. Program within the District.
- I. Be a voting member of the Board of Directors.
- J. Shall report to the First Vice President.

## **Definition of Districts**

**5.06. Definition of Districts:** The State of Florida shall be divided into Regions and Districts to facilitate communication on a more personal level from the Board of Directors to the members of the Association and, the community. The divisions shall be by Counties of the State of Florida as follows:

### **Region I**

District A: Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington, Bay

District B: Jackson, Calhoun, Gulf, Gadsden, Liberty, Franklin, Leon, Wakulla, Jefferson

District C: Taylor, Madison, Hamilton, Suwannee, Lafayette, Dixie, Columbia

### **Region II**

District A: Nassau, Baker, Duval

District B: Clay, Putnam, St. Johns, Bradford

District C: Union, Alachua, Gilchrist, Levy, Marion

### **Region III**

District A: Flagler, Volusia, Seminole, Lake

District B: Orange, Osceola

District C: Brevard, Indian River, St. Lucie, Martin, Okeechobee

### **Region IV**

District A: Citrus, Sumter, Hernando, Pasco

District B: Pinellas, Hillsborough, Polk

District C: Hardee, Sarasota, Desoto, Manatee, Highlands

District D: Charlotte, Glades, Lee, Hendry, Collier

### **Region V**

District A: Palm Beach

District B: Broward

District C: Dade, Monroe

## **ARTICLE SIX: POWERS OF THE BOARD OF DIRECTORS**

### **General Corporate Powers**

**6.01. General Corporate Powers:** The Board of Directors shall be subject to the provisions and limitations of the Florida Non-Profit Corporation Laws and any other applicable laws, and are subject to any limitation of the Articles of Incorporation and Bylaws regarding the actions of the Board of Directors. The Corporation's activities and affairs shall be managed and all corporate power shall be exercised, by or under the direction of the Board of Directors.

## **Specific Powers**

**6.02. Specific Powers:** Without prejudice to the general powers set forth in Section 6.01 of these Bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

- A. Create and dissolve such committees, as the Board of Directors may deem necessary and appropriate to further the goals and objectives of the organization.
- B. Appoint and remove at the pleasure of the Board of Directors: members to all the Corporation's committees, agents and employees, prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws and fix their compensation and require from them security for the faithful performance of their duties.
- C. Change the principal office or the principal place of business from one location to another, conduct its activities within Florida; designate any place within the state for holding any meeting.
- D. Adopt and use a corporate seal.
- E. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's and other evidences of debt and securities.

## **Vacancies on the Board of Directors**

**6.03. Vacancies on the Board of Directors:**

- A. Events causing vacancies: A vacancy or vacancies on the Board of Directors shall exist on the occurrence of the following:
  - 5. The death or resignation of any member(s).
  - 6. The declaration by resolution of the Board of Directors that a vacancy exists of the office of a member who has been declared of unsound mind by an order of court, convicted of a crime, or found by final order of judgment of any court to have breached a, corporation duty, including the revocation of the member's Law Enforcement Certificate or DARE Certification.
  - 7. Failure to attend three (3) consecutive meetings of the Board, of Directors. After missing two (2) consecutive meetings, the members will be sent a warning letter by certified mail/return receipt, stating the intention of the Board of Directors to declare a vacancy. Such member may request a hearing with the Board of Directors to explain the absences within ten (10) days of being notified of the Board's intentions.

8. Resignation: Except as provided, any member may resign by giving written notice to the President or Secretary of the Board, of Directors. The resignation shall be effective when notice is given unless it specifies a later time.
- B. Filling vacancies on the Board of Directors: The Board of Directors may appoint a successor to fill the vacancy only as of the date when the resignation becomes effective. The appointed successor shall hold the office until the resignee's elected term expires.

### **Board of Directors Meetings**

**6.04. Board of Directors Meetings:** The Board of Directors shall hold a regular meeting annually for purposes of organization, and transaction of other business. Other regular or special meetings of the Board of Directors may be held, at such time and place as the Board of Directors may set from time to time.

- A. Special meetings of the Board of Directors, for any purpose may be called at any time by the President or either Vice President. All such notices shall be given or sent to the members' addresses or telephone numbers as shown on the records of the corporation. Notice of the time and place of the special meeting shall be given to each member by one of the following methods:
5. By personal delivery of written notice.
  6. By first class mail, postage prepaid.
  7. By telephone, either directly to the member or to a person at the member's office who would reasonably be expected to communicate that notice promptly to the member.
  8. By e-mail.
  9. By telefax.
- B. Notices sent by first class mail shall be deposited in the United States mail at least seven days prior to the time set for a special meeting of the Board of Directors. Notice given by other means shall be delivered at least 72 hours before the set time of the special meeting. The notice shall state the time and place of the meeting if the place is other than the principal office of the Corporation. Notice of a special telephonic meeting of the Board of Directors shall be given at least 24 hours prior to the meeting.

### **Quorum**

**6.05. Quorum:** A minimum of three (3) Executive Committee Members and three (3) District Representatives present at a regular or special meeting shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the members present at a duly held meeting at which a quorum is present, shall be the act of the Board of Directors, including, without limitations, those provisions relating to:

- A. Approval of contracts or transactions in which a member has direct or indirect material financial interest.

- B. Approval of certain transactions between corporations having common directorships.
- C. Creation and appointments to committees of the Board of Directors.
- D. Indemnification of members.

A meeting at which a quorum is initially present may not continue to transact business should any member withdraw causing a quorum to no longer be in place. A majority of the members present, whether or not a quorum is present may adjourn any meeting to another time and place.

### **Action Without a Meeting**

**6.06. Action without a meeting:** Any action that the Board of Directors is required or permitted to take may be taken without a meeting if a majority of all members of the Board of Directors consent in writing to the action; provided, however, that the consent of any member who has a material financial interest in a transaction to which the Corporation is a party shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Directors. All such consents shall be filed with the Minutes of the Board of Directors.

- A. Any action taken or business conducted in this manner may be amended or repealed at the next meeting of the Board of Directors in the same manner as any business conducted at a meeting of the Board of Directors.
- B. Examples of methods for taking action without a meeting would include, but not be limited to:
  - 1. Phone Conferences
  - 2. Telefax
  - 3. Electronic mail

### **Compensation and Reimbursement**

**6.07. Compensation and Reimbursement:** Officers may receive such compensation, if any, for their services as officers, and such reimbursement of expenses, as the Board of Directors may determine by resolution to be just and reasonable as to the Corporation at the time the resolution is adopted.

## **ARTICLE SEVEN: COMMITTEES**

### **Committees of the Board of Directors**

**7.01. Committees of the Board:** The Board of Directors, by resolution adopted by a majority of the Board Members present and voting, provided a quorum is present, may create one or more committees, each consisting of one or more Board Members. Appointments to committees of the Board shall be made by the President and approved by a majority vote of the Board of Directors. The Board of Directors may appoint one or more Board Members as alternate members of any such committee, who may replace any absent member at any such meeting. Any such committee, to the

extent provided in the board resolution, shall have the all authority of the Board of Directors, except that no committee, regardless of board resolution may:

- A. Fill vacancies on the Board of Directors or on any committee that has the authority of the Board of Directors;
- B. Fix compensation of the Board of Directors for serving on the Board or any committee;
- C. Amend or repeal bylaws or adopt new bylaws;
- D. Amend, or repeal any resolution of the Board that, by its express terms, is not so amendable or repealable;
- E. Create any other committee of the Board or appoint the members of committees of the Board;
- F. Expend corporate funds;
- G. Approve any contract or transaction to which the Corporation is a party, and in which one or more of its members has a material financial interest.

Notwithstanding any provision of these by-laws to the contrary, the President as Chief Executive Officer of the Corporation, and with the concurrence of a Vice President, may appoint or designate a member of the Board to serve as an alternate or substitute member of a committee of the Board when and to the extent that such appointment is needed to expedite an emergency project of the corporation, and no meeting of the Board is planned at such a time as to allow a delay of such appointment to a committee.

### **Meetings and Actions of Committees**

**7.02. Meetings and Actions of Committees:** Meetings and actions of committees shall be governed by, held and taken in accordance with, the provisions of these by-laws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these by-laws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

### **Executive Committee**

**7.03. Executive Committee:** There is created an Executive Committee, which shall be comprised of the President, who shall serve as chairman, the Vice President, the First Vice President, Secretary, Treasurer (Chief Financial Officer), the Sergeant- at-Arms, and the Immediate Past President. The Executive Committee shall act with and have all the authority of the Board on behalf of the Corporation. Action of the Executive Committee will be presented to the Board of Directors at the next scheduled meeting of the Board. The Board of Directors may amend or ratify any action taken by the Executive Committee.

## ARTICLE EIGHT: ELECTIONS

### **Election of Officers**

**8.01. Election of Officers:** The terms of office for FDOA Executive Board will be for two (2) years. Elections for President, First Vice President and Secretary will be held every odd numbered year at the Florida D.A.R.E. Officers Association Annual Conference, and shall assume office at the conclusion of the Conference. Elections for Vice President, Treasurer and Sergeant at Arms will be held every even numbered year at the Florida D.A.R.E. Officers Association Annual Conference, and shall assume office at the conclusion of the Conference. At the end of a term, the officer holding that position can elect to run again for that position or any other open position.

### **Election of District Representatives**

**8.02. Election of District Representatives:** Each District Representative shall be elected to a two (2) year term of office. All active members in good standing, within the designated region, shall elect their District Representative by ballot returnable to the person or committee designated by the Board of Directors.

### **Nominations**

**8.03. Nominations:** An active Member, in good standing, may run for candidate for office for any vacancy as stated in Article VI. Nominations must be submitted as set forth by the Nominating Committee.

### **Election Procedures**

**8.04. Election Procedures:** Elections shall be conducted in a fair and impartial manner according to the following procedures:

- A. Elections shall be conducted by written secret ballot (except as provided in paragraph B of this section) at the Annual Conference.
- B. If an office is uncontested, a voice vote may be taken.
- C. Proxy ballots are not permitted.
- D. The Election Committee Chairperson shall appoint the Election Committee members. The Election Committee shall consist of the First Vice President, who shall serve as the Election Committee Chairperson and five (5) District Representatives, one from each designated Region of the State.
- E. Each Active Member in good standing has voting privileges. Each voting member shall vote within their respective districts for persons nominated for positions with the Board of Directors. Each District's majority vote will be cast by a duly elected District Representative as a single electoral vote for persons nominated and running for an office of the Executive Committee.
- F. At the Annual Conference, the Election Committee Chairperson shall verbally describe the office(s) to be voted upon. Candidates will be given time to address the Conference attendees. The following time allowances shall apply:

- |                             |            |
|-----------------------------|------------|
| 1. Candidate's speech       | 5 minutes  |
| 2. Rebuttal (if requested)  | 3 minutes  |
| 3. Questions from the floor | 15 minutes |

G. The Election Committee shall have the following duties:

1. Shall verify and approve all filed applications to include a commitment from all candidates' agencies.
2. Shall serve as a Nominating Committee, if necessary.
3. Shall prepare, distribute, collect, validate, and tabulate all ballots.
4. Shall supervise the polls during the election.
5. Shall ensure that all election regulations and procedures are followed.
6. Shall review and monitor all campaign materials and practices. If, in the opinion of the Elections Committee, any campaign is deemed to be unfair or unprofessional, they will recommend to the Board of Directors that such candidate be removed from the election process.

H. The Election Committee Chairperson shall monitor the tabulation of all ballots and shall announce the results of the election at a reasonable time during the Conference.

## ARTICLE NINE: DEFINITIONS AND CONSTRUCTION

### **Parliamentary Procedure**

**9.01. Parliamentary Procedure:** The rules of Parliamentary Procedure contained in "Robert's Rules of Order, Newly Revised" and any appropriate "Brown Acts" shall be the authority governing the meetings of the Association and the Board of Directors, subject to existing law and these Bylaws. The following standard order of business shall be followed after the call to order:

- Roll Call
- Minutes of last meeting
- President's Report
- Secretary's Report
- Treasurer's Report
- Standing Committee Reports
- Special Committee Reports
- Unfinished Business
- New Business
- Good of the Order (announcements, requests, etc.)
- Adjournment

## **Rule of Construction**

**9.02. Rule of Construction:** Unless the context requires otherwise, the general provision rule of construction and definitions in the Florida Non-Profit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

## **High Vote Requirement**

**9.03. High Vote Requirement:** If any provision of these bylaws requires the vote of a larger portion of the Board of Directors than is otherwise required by law, that provision may not be altered, amended, or repealed except by such higher vote.

## **ARTICLE TEN: BYLAWS AMENDMENTS**

**10.01.** In an emergency, the Board of Directors may adopt, amend, or repeal bylaws at any regular or special meeting provided timely written notice is given to each member of the Board of Directors, together with a statement of the subject area of the bylaws to be considered for adoption, amendment, or repeal until the next General Meeting where such changes shall be subject to ratification by the simple majority of the members present.

## **ARTICLE ELEVEN: FISCAL YEAR**

**11.01.** The fiscal year of the Association shall be July 1 through June 30, both inclusive each year.

## **ARTICLE TWELVE: INDEMNIFICATION**

### **Right of Indemnity**

**12.01. Right of Indemnity:** To the fullest extent permitted by law, this Corporation shall indemnify its members, officers, employees, and other persons described in these bylaws including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any claim or legal proceeding as that term is generally used, and including any action by or in the behalf of the Corporation, by reason of the fact that the person is or was a person described in any such cause of action, so long as the person did not act in a grossly negligent manner or in violation of any state or federal criminal law.

### **Approval of Indemnity**

**12.02.** On written request of the Board of Directors by any person seeking indemnification the Board of Directors shall promptly determine whether an acceptable standard of conduct has been met, and may thereafter authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of members who are parties to that proceeding with respect to which

indemnification is sought prevents the formation of a quorum of members who are not parties to that proceeding, the Board of Directors shall appoint a committee of non-party members to examine the facts and evidence, and make a determination whether the applicable standard of conduct has been met, and if so, the committee shall authorize indemnification.

### **Advance of Expenses**

**12.03. Advance of Expenses:** To the fullest extent permitted by law, and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Sections 12.01 and 12.02 of these bylaws in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

### **Insurance**

**12.04.** The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, members, employees, and other agents against any liability asserted against or incurred by any officer, member, employee, or agent in such capacity or arising out of the officer's, member's, employee's, or agent's status as such.

## **ARTICLE THIRTEEN: RECORDS AND REPORTS**

### **Maintenance of Corporate Records**

**13.01. Maintenance of Corporate Records:** The Corporation shall keep and maintain:

- A. Adequate and correct books and records of accounts.
- B. Written minutes of meetings of the Board of Directors and committees of the Board.
- C. A record of each person's name and address who is associated with this Corporation as a member, officer, employee, or agent.

### **Accounting Records and Minutes**

**13.02. Accounting Records and Minutes:** All books and records of this Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

### **Maintenance and Inspection of Bylaws**

**13.03. Maintenance and Inspection of Bylaws:** The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended, to date, which shall be open to inspection by any member at any reasonable time during office hours. A member shall have an absolute right to inspect the Corporation's books, records, documents of every kind, or physical properties.

## **Annual Report**

**13.04.** The Board of Directors shall cause an annual report to be sent to the officers and directors within 180 days after the end of the Corporation's fiscal year. That report shall contain the following information:

- A. The assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year.
- B. The principal charges in assets and liabilities, including trust funds.
- C. The revenue of receipts of the Corporation both restricted and unrestricted as to particular purposes.
- D. The expenses or disbursements of the Corporation for both general and restricted purposes.

### **ARTICLE FOURTEEN: CERTIFICATE OF SERGEANT-AT-ARMS**

I certify that I am the duly elected and acting Sergeant at Arms of the Florida D.A.R.E. Officers Association, a Florida Nonprofit Corporation, and that the above Bylaws consisting of 18 pages are the Bylaws of this Corporation as adopted by the Board of Directors and approved by the members present at the Board Meeting on June 26, 2008, and that they have not been amended or modified, since that date.

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Robert A. Hogan  
Sergeant-At-Arms  
Florida D.A.R.E. Officers Association, Inc.