

GUARDIAN ASSOCIATION OF PINELLAS COUNTY, INC.

A FLORIDA NON-PROFIT CORPORATION

BY-LAWS

**ARTICLE I: NAME**

**Section 1. Name**

The name of this corporation is the Guardian Association of Pinellas County, Inc.

**ARTICLE II: PURPOSE**

**Section 1. General Purpose**

The general purpose of this corporation is education: To promote the welfare and quality of service for wards by development and improvement of the capabilities of Professional Guardians through education, programs, lectures, discussion, and various methods of instruction.

**Section 2. Specific Purposes**

- .01 To promote public and professional education to further the exchange of knowledge for the benefit of guardians, other fiduciary caregivers, wards, and others requiring similar care.
- .02 To act as a liaison with state and national guardianship organizations (and other groups and organizations with similar goals) interested in quality guardianship services.
- .03 To establish a statewide guardianship network.
- .04 To promote professional ethics and encourage, establish, and maintain high standards of professional education, competence and performance
- .05 To promote a broader understanding and acceptance of the qualified guardian as an integral part of the judicial system.
- .06 To advocate for policies and programs that benefit wards and the practice of guardianship.
- .07 Notwithstanding the statement of purposes in this Article, the Board of Directors are hereby permitted to carry out other activities which are not inconsistent with the purposes stated herein, as it may deem advisable from time to time.

**Section 3. Mission**

.01 The Mission of the Guardian Association of Pinellas County, Inc. is as follows: To promote the protection, dignity, and value of incapacitated persons through a code of ethics, advocacy and the dissemination of information.

.02 To further the professionalism of guardianship as an accountable, protective service through education, networking, and legislative action.

#### **Section 4. Not For Profit**

This corporation is formed solely and exclusively for improvement of guardianship services and is not organized for and shall not operate for pecuniary gain or profit. No part of the net earnings, if any, of this corporation shall ever inure for the benefit of any member of this corporation or any private individual. No property of this corporation shall, at any time be used or operated so as to benefit any officer, trustee, director, member, employee, contributor, bond holder of this corporation or any other person through the distribution of profits, payment of excessive charges or compensation or the more advantageous pursuit of the business or profession of such persons or persons. The property of this corporation shall at all times be used for improvement of guardianship services or for uses, which are clearly incidental and auxiliary for such purposes. The properties of this corporation shall be and hereby, irrevocably dedicated to the improvement of guardianship services.

#### **Section 5. Dissolution**

Upon the dissolution, liquidation, abandonment or winding up of this corporation and its affairs, no part of the assets and properties of the corporation available for distribution shall inure to the benefit of any private person except a fund, foundation or corporation organized and operated for improvement of guardianship services. Upon any such dissolution, liquidation, abandonment or winding up of this corporation and its affairs, the assets and property of the corporation have been paid or adequately provided for, shall be distributed to such funds, foundations, corporations or governmental agencies, having improvement of guardianship services consistent with or related to the purpose of this corporation as the directors of this corporation may then direct.

### **ARTICLE III. MEMBERSHIP**

**Section 1. Non-Discrimination.** All persons and organizations shall be eligible for membership in the Association without regard to race, age, religion, ethnicity, national origin, sex, sexual orientation or disability.

#### **Section 2. Membership**

.01 Any individual or organization interested in the general purpose of the corporation may become members upon acceptance by the Board of Directors and payment of annual dues as set forth below.

.02 A member does not have the authority to act on behalf of the Association or on behalf of the Board of Directors.

**Section 3. Classes of Membership.** The Association shall include the following classes of membership: Guardian Members; Affiliate Members and Corporate Members

.01 Guardian Membership: Any individual who has completed a 40 hour guardianship training course approved by the Office of Public and Professional Guardians or who is a family member

guardian may apply to join the Association and pay the current annual membership dues as a Guardian Member. A Guardian Member shall have one vote in any GAPC elections.

**.02 Affiliate Membership:** Any individual who provides services related to or supporting guardianship may apply to join the Association and pay the current annual membership dues as an affiliate member. Membership is not transferrable. An Affiliate Member shall have one vote in any GAPC elections.

**.03 Corporate Membership:** Any corporation or company including private for-profit businesses, government agencies, court system offices, non-profit agencies and entities who provide professional guardianship services or that provides services related to, or supporting guardianship may apply to join the Association and pay the current annual membership dues for Corporate membership. Corporate Members will receive all GAPC member benefits for any two specified people within their corporation or company. Corporate Memberships are transferrable within the corporation or company. The specified individuals in a Corporate Membership shall have one vote each in any GAPC elections.

**.04 Complimentary Memberships** shall be reviewed and determined annually by the Board of Directors.

**Section 4. Membership Application.** Applicants for membership shall provide information that establishes eligibility for membership and includes appropriate dues. Approval of membership shall be the responsibility of the Membership Committee within the parameters of the bylaws and policies established by the Board of Directors. Applications for membership will include a statement affirming the Guardian Member has read, and will comply with, Florida Standards of Practice as promulgated by the Office of Public and Professional Guardians. Applications for other classifications of membership will include a statement that the Member(s) will abide by any applicable Code of Ethics or Code of Conduct applicable to the profession.

#### **Section 5 Dues.**

**.01** Membership dues are due and payable on the last day of December (31st) and become delinquent if not paid by the last day of January (31st). A reminder of the renewal of annual dues in the GAPC newsletter in November and December issues shall be considered proper notification. The annual amount of dues for guardian, corporate and affiliate members shall also be included in the notice.

**.02** The Board of Directors shall have the power to change the dues structure from time to time and shall provide 60 days' notice of the change to the members.

#### **Section 6. Termination of Membership**

**.01** Any membership shall be cancelled for non-payment of dues.

**.02** Any delinquent member shall not receive the membership benefits of the GAPC, nor CEU's for attendance at any meeting where CEU's are issued, nor be admitted to the annual GAPC conference at the member rate

.03 Any member who ceases to qualify for continued membership, as defined in this article or Board policy, shall automatically be dropped from the membership roll of this Association.

.04 The Board of Directors has the power to remove from membership any member for conduct detrimental to the Association.

.05 Any member proposed for membership cancellation for any other reason than being delinquent in paying Association dues shall be given: advance written notice including the reason for the proposed cancellation; the opportunity to contest the proposed cancellation in writing or in person before the Board of Directors; a final notice of the Board's decision; and the opportunity to appeal an adverse decision by the Board to a three-person review panel of individuals appointed by the Board who are not current members of the Board. The decision of that panel is final and may not be challenged in any other forum within the Association.

.06 A member whose membership is cancelled for non-payment of dues may pay the annual membership fee and re-apply for membership at any time. The former member may be readmitted to the Association once the former member's application is received and approved by the Membership Committee. A member whose membership is cancelled for any reason other than non-payment of dues, is eligible to re-apply for membership no sooner than six months after the membership is cancelled.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 1. Scope of authority**

.01 The business affairs of the Association shall be managed by a Board of Directors, including, but not limited to, all matters affecting the Association. The Board of Directors develops and directs the policies and operations of the Association and is ultimately responsible for their implementation. The Board carries all the legal and fiduciary responsibility for the Association.

.02 The Board of Directors shall have the power to act for, and on behalf of, the Association. Subject to the limitations and requirement of the law, the Articles of Incorporation and these By-Laws, this corporation shall exercise its power, conduct its business and manage its affairs by and under the authority of the Board of Directors.

.03 Employees/Independent Contractors. The Board of Directors, through its President or the President's designee, may engage one or more individual employees or contracted agents to manage the activities and operations of the Association as directed by the Board, and to implement the policies of the Association. No such employees/independent contractors may be engaged without the execution of a contract detailing the scope of the engagement, approved by the Board. Contracts must be in writing if the scope of engagement is anticipated to exceed six months. No contract may exceed two years. The Board may delegate to such individuals the authority to sign documents and act on behalf of the Association within the policies and directives of the Board.

### **Section 2. Composition of the Board**

**.01** Number of Directors: The Board of Directors, excluding Advisory Members, as hereinafter provided, shall be NINE (9).

**.02** Term of Office: Each Director shall be a Member in good standing and shall be elected to a term of two (2) years to the Board of Directors. The term of office begins December 1 after the election and ends November 30 of the second year after election.

**.03** Each Director is entitled to serve two (2) consecutive terms, after which that Director is ineligible to serve as an elected or appointed Director of the Board for a period of one (1) year.

**.04** Eligibility for Board Service. All Directors must be either a Guardian Member, Affiliate Member or a designated voting representative of a Corporate Member in good standing. No more than one (1) owner, Officer, Director, or employee of the same business entity may serve at the same time on the Association's Board of Directors.

**.05** Past Presidents of the Association shall hold an advisory position with no voting rights.

**.06** Advisory Members: The Directors may from time to time appoint such persons who need not be a member of the Association as Advisory members of the Board of Directors. Such Advisory Members shall not vote or exercise any other rights and privileges of the Directors of the Corporation. Advisory Members may be appointed to serve on committees, and the term of the office of Advisory Members shall be at the pleasure of the Board.

### **Section 3 Vacancies**

**.01** Vacancies on the Board of Directors shall be filled by the Board of Directors by a majority vote at the next meeting of the Board of Directors following the creation of the vacancy or as soon thereafter as feasible. A Director appointed to fill a vacancy shall hold office for the unexpired term of the vacancy.

**.02** Before filling a vacancy, the Board shall consider the benefit to the Association in naming a successor, with due consideration to the wishes of the membership, as expressed in the last Board election.

**.03** Only those members whose membership is in good standing shall be eligible to fill a vacancy on the Board of Directors

**.04** Absentee Policy. A Director absent from three (3) successive Board meetings without a valid excuse automatically vacates his position as Director. A Director absent from 3 meetings during the fiscal year, with or without a valid excuse, will be considered for termination from the Board.

### **Section 4. Conflict of Interest**

The Association's staff, Officers and Directors shall avoid any conflict between their respective personal, professional or business interests and the interests of the Association in all actions taken by them on behalf of the Association

## **Section 5. Election of Board Members**

**.01 Elections:** Each year one-half (1/2) of the Director positions shall be up for re-election. On even years, four (4) seats shall be up for election and on odd years, five (5) seats will be up for election.

**.02 Nominating Committee:** The Nominating Committee shall consist of three (3) members. The President of the Board of Directors shall appoint one of those Members who shall be the Chairperson, one Member shall be selected from the Board of Directors and one Member shall be elected from the general membership.

**.03 Nominees** must be a member in good standing and must submit a resume and letter indicating his or her willingness to serve. Nominees must consent to a Level II background screening unless they have been subject to a background screening within the last two years. The Board shall implement policies to preserve the confidentiality of the results of said screening. Resumes and qualifying documents must be submitted to the Nominating Committee no later than September 25 to be included on the ballot. The list of nominees and their resumes shall be published in the October GAPC Newsletter and the website. All candidates will be given three (3) minutes to introduce themselves and their platform at the October general meeting.

**.04 Ballot:** The Ballot shall be prepared in writing and state the number of Directors to be elected and shall be presented at or prior to the November general membership meeting. The ballots shall be counted by the Nominating Committee and the results will be announced before the close of the general meeting.

**.05 Election of Directors:** Election of Directors shall be by paper at the November general membership meeting or by electronic ballot prior to the November general membership meeting. The number of nominees, as determined by the Board to be elected, and receiving the largest number of votes, shall be elected. A member must be in good standing by October 1 of any given year prior to the election of Directors, to be qualified to vote in the election.

## **Section 6 Meetings**

**.01 Meetings:** The Board of Directors shall meet at such time and place as it may determine. Special meetings of the Board of Directors may be called by the President or by vote of three (3) officers, or upon written request of the majority of the Board of Directors to the President. The authorized number of Directors to constitute a quorum shall be a majority of the Directors. Oral or written notice shall be given at least five (5) days prior to the date of the meeting, except Directors may waive notice of such meetings or may consent in writing to action without the meeting. Special meetings of the Board of Directors may be called by the President, upon 24 hour notice. All meetings are open to the public and general membership at the Board of Director's discretion.

**.02** In lieu of a physical meeting of the Board of Directors, business may be conducted via telephone or video/virtual call and actions taken at that meeting, provided a majority of the Board of Directors is present, are as valid as business conducted in a physical meeting of the Board. In addition, any action that may be taken at a meeting of the Board may be taken through

alternative voting procedures provided a majority of the Board participates in the alternative voting process, and at least 14 days' notice has been given on the association's website.

### **Section 7 Resignation and Removal**

**.01** A Director may terminate the position at any time by written notice to the Association President, with such termination being effective upon receipt.

**.02** A Director may be removed from office by a two-thirds vote of the Board of Directors for material violations of the Code of Conduct for Board Members or conduct detrimental to the Association as determined by the Board after diligent inquiry, and with due process as outlined in Board policy. The Board may then appoint a replacement for the unexpired term of that officer.

**.03** A Director who is removed from office may not be selected to fill a Board vacancy, be nominated to serve on the Board, be elected to serve on the Board or serve in any other capacity on the Board, including as an advisory member for a period of one (1) year following his or her removal.

## **ARTICLE V OFFICERS**

### **Section 1 Officers**

**.01** Number – A President, Vice President, Secretary and Treasurer shall be elected by the Board of Directors at a planning meeting held as soon as possible after December 1 but prior to the annual meeting of the Corporation in January; the date to be determined by incoming Board of Directors. This election shall be held without notice other than this By-Law. The Board of Directors may elect other such officers, including one or more assistant secretaries and one or more assistant treasurers as deemed necessary.

**.02** No person may hold more than one (1) office at a time.

**.03** President – The President shall preside at all meetings of the corporation and the Board of Directors and shall perform such other duties as are incidental to the office of President and requires attendance at the majority of Association events. The President must be a Professional Guardian as defined in Florida Statute 744.102(17) registered with the Office of Public and Professional Guardians.

**.04** Vice President – The Vice President (s) shall discharge the duties of the President in his or her absence, inability or refusal to perform the same and shall have such powers and duties as may be assigned to him by the Board of Directors and requires attendance at the majority of Association events. The Vice President must be a Professional Guardian as defined in Florida Statute 744.102(17) registered with the Office of Public and Professional Guardians.

**.05** Secretary – The Secretary shall keep records and minutes of the corporation and of the Board of Directors and shall perform such other duties as may be required by the Board of Directors. The books and records of the Secretary shall be at all times the property of the Corporation.

.06 Treasurer – The Treasurer shall have charge of and be responsible for the funds and securities of the Corporation. He or she at all times is responsible and accountable to the Board of Directors and his accounts shall be audited annually. The Treasurer and other such persons handling funds for the Corporations may be bonded in such amounts as determined by the Board of Directors at the expense of the Corporation. Any computer, printer, or other recordkeeping equipment purchased by the Association but held in the possession by the treasurer or his or her designee, shall remain the sole property of the Guardian Association until sold, traded, or otherwise disposed of by the Board of Directors.

### **Section 2 Vacancies**

Vacancies in an office shall be filled by a majority vote of the Board of Directors in a meeting at which a majority of the Board present. Officers so elected shall serve the remaining term of that vacated position.

### **Section 3 Resignation and Removal**

.01 An Officer may terminate the position at any time by written notice to the Association President, with such termination being effective upon receipt.

.02 An Officer may be removed from office by a two-thirds vote of the Board of Directors for material violations of the Code of Conduct for Board Members or conduct detrimental to the Association as determined by the Board after diligent inquiry, and with due process as outlined in Board policy. The Board may then appoint a replacement for the unexpired term of that Officer.

## **ARTICLE VI COMMITTEES**

### **Section 1. Appointment**

.01 The President, with the approval of the Board of Directors, shall establish committees, task forces, and other groups as needed to carry out the operations of the Association. The President shall appoint the chairs and co-chairs, if any, of all committees, who shall then appoint their own committee members, except as noted otherwise in these bylaws.

.02 All committees shall report directly to the Board of Directors.

.03 The Chair and co-chair, if any, of each committee shall be a member of the Association in good standing.

.04 Membership on committees shall be limited solely to members within good standing of the Association.

### **Section 2. Standing committees:**

.01 Finance and Budget Committee: The Committee shall be responsible for studying the financial structure of the corporation, making recommendations as to the proper investment of funds, overseeing the expenditure of funds in all departments, and recommending an Annual Budget to the Board which will be approved by a majority of the Members at the Annual Meeting. The Chair of the Committee shall be the Treasurer of the Association and general

membership. Members who would like to volunteer for the Finance and Budget Committee shall submit their interest in writing at the Annual Meeting.

.02 Education and Program Committee: The Committee shall be responsible for the development and implementation of a comprehensive education program for each fiscal year, establishment and monitoring of educational objectives for the year, and the development of a specific plan for meeting the objectives. The Committee shall consist of a Chairperson and general membership. Members who would like to volunteer for the Education and Program Committee shall submit their interest in writing at the Annual Meeting.

.03 Public Relations Committee: The Committee shall develop and implement a plan to interpret the needs and services of the corporation to the community and to other organizations and attend important senior functions to represent the organization. The Committee shall also develop and maintain informational material to distribute at functions as the Committee sees fit. The Committee shall consist of a Chairperson and general membership. The Committee shall be responsible for the "Professional Guardian" Newsletter. Members who would like to volunteer for the Public Relations Committee shall submit their interest in writing at the Annual Meeting.

.04 Membership Committee: The Committee shall develop and implement a ~~strategie~~ plan to recruit new members, retain existing members, welcoming new members, reinstating lapsed members, and prepare an appropriate honor to section members deserving recognition for years of service or other criteria as determined. The Committee will consist of a Chairperson and general membership. Members who would like to volunteer for the Membership Committee shall submit their interest in writing at the Annual Meeting.

.05 Standards/Ethics/Bylaws and Legislative Committee: The Committee shall develop and implement a plan to improve the overall standards of Professional Guardianship while developing and maintaining successful working relationships with other organizations. The Committee will monitor legislation that affects guardians or their interests and advocate for or against legislation if approved by the Board. Members who would like to volunteer for the Standards/Ethics/Bylaws and Legislative Committee shall submit their interest in writing at the Annual Meeting.

.06 All Committees shall submit a written report to the Board of Directors monthly, as well as an Annual Report to the general membership.

## **ARTICLE VII MEETINGS**

### **Section 1 Annual Meeting**

.01 The Annual Meeting of the corporation shall be held in the month of January, at a place and date fixed by the Board of Directors.

.02 At the Annual Meeting, the members shall vote to approve the budget. The proposed budget shall be published in the GAPC newsletter and on the website at least 30 days in advance of the Annual Meeting.

## **Section 2 Special Meetings**

.01 Special Meetings of the Corporation may be called by the President or by a majority of the Board of Directors or shall be called on written request to the President by not less than one-third (1/3) of the regular members in good standing.

.02 Notice of the time and place of all regular or special meetings shall be given by the Secretary by sending a written notice electronically at least ten (10) days prior to the meeting to all regular members. No member may vote by proxy.

## **ARTICLE VIII FISCAL YEAR AND FINANCIAL POLICIES**

### **Section 1 Fiscal Year**

The Corporation shall operate under a fiscal year beginning January 1 and ending on December 31.

### **Section 2 Financial Review**

.01 The Board of Directors shall, in coordination with the Treasurer, obtain an independent review of the financial records of the Association.

.02 The review shall be accomplished annually, completed within one hundred twenty (120) days of the close of the fiscal year, and reported to the Board of Directors at its next scheduled meeting.

.03 The intent of this review is to assure that:

- a. The Association activities are consistent with the non-profit status;
- b. It appears that the financial records accurately reflect transactions and the financial status of the Association and
- c. Sufficient internal controls are present and practiced to safe-guard the Association

### **Section 3. Refunds**

No dues shall be refunded

### **Section 4 Use of Funds**

The Association shall use its funds only to accomplish the purposes specified in these By Laws, and no part of said funds shall accrue, or be distributed to the members, Directors, Officers, staff, or any other authorized agent of the Association.

## **ARTICLE IX INDEMNIFICATION**

### **Section 1. Indemnification**

.01 The Association hereby indemnifies any Officer, Director, or employee or other such person, who was, or is, a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, (other than an action by or in the right of the Association) by reason of the fact that the person is,

or was, a Director, Officer or employee, or was serving at the request of the Association, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with such suit, action or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct to be unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon pleas of nolo contendere, or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be, or not opposed to, the best interest of this Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

.02 No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Association.

### **Section 2. Liability Insurance**

The Association shall purchase and maintain liability insurance for defense of liability claims against any person who is or was a Director, Officer, employee, or contracted staff of the Association or who is or was serving at the request of the Association.

## **ARTICLE X INTERPRETATION AND AMENDMENTS**

### **Section 1 Interpretation**

The vote of a majority of the members of the Board of Directors shall interpret the meaning and intent of these ByLaws. When warranted, the Board of Directors may, by majority vote, request a written opinion from legal counsel on the proper interpretation thereof.

### **Section 2 Amendments**

~~.01~~ The By-Laws of this Corporation may be altered, amended or repealed at any regular meeting or special meeting of the general membership by a two-thirds (2/3) vote of the members, provided that due notice of the intent to change the By- Laws, and wording of the change be given to members of the general membership at the previous meeting of the general membership, but not less than ten (10) days before the meeting of the general membership at which the change was to be affected. An amendment so adopted shall be effective immediately upon its approval by the general membership but not retroactively.

## **ARTICLE XI ROBERT'S RULES OF ORDER**

For matters not specified in the Articles of incorporation or the ByLaws, Robert's Rules of Order and Florida Statute Chapter 617 Corporations Not for Profit shall regulate the conduct of Business.

***Revisions approved: November 2020***