

FLORIDA C.E.R.T. ASSOCIATION, INC. BYLAWS

A Florida Based Not-For-Profit Corporation

ARTICLE I: NAME OF ORGANIZATION

The legal name of the organization shall be known as Florida C.E.R.T. Association, Inc. "C.E.R.T." stands for Community Emergency Response Team.

ARTICLE II: GOALS/OBJECTIVES

The goals and objectives of the Association shall be as follows:

The purpose of this corporation shall be support and direction of statewide training and education in disaster planning and preparedness, training exercises, increased community awareness of disaster preparedness, assistance to government agencies that request volunteer services in any capacity; contact with other Emergency Management related organizations and coordination of C.E.R.T. Conferences.

ARTICLE III: ORGANIZATION

Florida C.E.R.T. Association, Inc. will not be conducted for profit and no part of any net earnings or remainder of dues or donations shall go for the benefit of any member, director, officer or other private person. The Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Goals and Objectives of the Association as set forth in Article II.

No part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV: BYLAWS

The members of Florida C.E.R.T. Association, Inc. shall adopt this set of By Laws to assist in carrying out the objectives of the Association. if any member feels that these Bylaws need to be revised, they may petition in writing, in accordance with Article XVI, herein.

ARTICLE V: RULES OF THE ASSOCIATION

The Board of Directors will establish a set of rules as to all training and operational procedures. These rules can be established and amended by approval of the Board of Directors.

ARTICLE VI: MEMBERSHIP

SECTION A . MEMBERS

Members are those who have paid their annual dues. Applicants shall be admitted to membership on making application therefore in writing and upon approval of the application by the membership committee of this corporation and upon payment of the first annual dues, as specified in the following sections of this bylaw.

SECTION B . LIMITS ON PERSONAL LIABILITY

No member of the Association shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment except as provided in these Bylaws.

ARTICLE VII: DUES AND FEES

The Board of Directors shall annually determine the annual dues for membership, the schedule for dues, and notification shall be given to all members. A change in the amount of the dues by more than twenty percent (20%) in any fiscal year requires approval of the members. Annual dues shall be payable on or before the 15th day of February. Any member may privately request a variation in dues by submitting a sealed letter to the secretary who will inform the Board of Directors. The Board of Directors will then make a decision and return that decision in writing to the member. Membership dues are not refundable in full or in part for any reason.

ARTICLE VIII: TERMINATION OF MEMBERS

SECTION A - RESIGNATION

Resignation, lapsing, or expulsion shall terminate membership in the Florida C.E.R.T. Association, Inc. Any member may resign from the Florida CERT. Association, Inc. upon written notice to the secretary.

SECTION B - LAPSING

A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid on February 16th. A lapsed membership shall be reinstated without penalty at the time dues are paid, if payment is received by April 15. Otherwise, lapsed members must apply as new members in order to rejoin the Association.

SECTION C - DISCIPLINARY ACTION

The Board of Directors on a majority vote of the Directors may consider any member for expulsion.

When considering expulsion, the issue shall be given consideration in accordance with the . policies and procedures of the Association. Said member shall have the right to speak in his/her own behalf. Expulsion of a member requires a vote by at least two-thirds (2/3) of the Board of Directors.

SECTION D - SUSPENSION

By approval of the Board of Directors, a member may be suspended rather than terminated. No member may be suspended for more than 30 days in any six-month period.

When considering suspension, the issue shall be given consideration in accordance with the policies and procedures of the Association. Said member shall have the right to speak in his/her own behalf.

ARTICLE IX: MEETINGS

SECTION A - ANNUAL MEETINGS

The Annual Meeting, at which the election of Board of Directors shall take place, will be held concurrent with the annual Florida C.E.R.T. Conference.

SECTION B - SPECIAL BOARD MEETINGS

The President or, in the absence of the President, any member of the Board may call special Board Meetings. The membership will be notified ora Special Board Meeting at least seven (7) days in advance, in media available to the membership, such as newspapers, web sites, postal mail or e-mail .The purpose of the Special Board Meeting must be clearly stated in the notification.

SECTION C - BOARD MEETINGS

The Board shall meet at least quarterly at a place to be determined by the Board of Directors. The membership win be notified of the date and location of the next Board Meeting published in media available to the membership, such as newsletters, web sites, or e-mail. Meetings of the Board shall be open to all members, and members shall have the privilege to be heard. Minutes of all Board Meetings shall be available for review by the members upon request.

ARTICLE X: VOTING

SECTION A - ELIGIBILITY TO VOTE

Each member shall be entitled to one vote. A member entitled to vote is also called a voting member.

SECTION B - QUORUM FOR MEMBER MEETINGS

A quorum for any business consists often percent (10-/0) of the Associations voting members present at the annual conference.

SECTION C - BALLOT FOR ELECTION OF DIRECTORS

Voting for election of Directors shall be by secret ballot. The ballot shall be designed to identify candidates by the seven (7) geographic Areas as designated on the Florida Division of Emergency Management Area Map by Counties in order to facilitate the distribution of Directors as per Article XII: BOARD OF DIRECTORS. Additionally, the Director At Large shall be ejected from candidates in any geographic area having three (3) or more candidates and who received the largest number of votes.

SECTION D - VOTING ON REMOVAL OF DIRECTORS

A vote of approval of fifty percent (50%) of the total membership plus one (1) is required to remove any Director.

SECTION E - VOTING ON AMENDMENTS

For Bylaw revisions presented via member petition as per Article IV: BYLAWS, a two thirds (2/3) vote of approval of Voting Members present in person at the annual conference is required for amendment to the Bylaws.

All Board of Director amendments shall be presented to the membership at the annual conference for review and discussion. In the event a member wishes to petition for any change to the Board of Director amendments, he shall petition in accordance with Article IV: BYLAWS for revisions to be considered at the next annual conference.

SECTION F PROXY VOTING

Voting by proxy is prohibited.

ARTICLE XI: MEMBER CONDUCT AND IMPLIED REPRESENTATION OF FLORIDA C.E.R.T. ASSOCIATION, INC.

Florida C.E.R.T. Association Inc. Board of Directors shall establish rules and regulations. Violations of these rules & regulations shall result in corrective action to be determined by the Board of Directors.

ARTICLE XII: BOARD OF DIRECTORS

A Board of Directors shall manage the affairs of the Association. The total number of Directors on the Board of Directors shall be a minimum of seven (7) and a maximum of fifteen (15) with only two (2) Directors each from any county within the seven (7) geographic Areas as designated on the Florida Division of Emergency Management Area Map by Counties and one (1) Director At-Large. No more than three (3) Directors may be elected from anyone (1) geographic Area with the exception that the Director At-Large may be from any county in the State as per Article X; VOTING. It is the desire of the Association to achieve the goal of Board representation from each FEMA Area, if possible. In the event the number of Directors should drop below seven (7), the Board may waive the geographic Area.

requirement and appoint a qualified Association member to fill the vacancy or vacancies until the next annual election.

Directors shall serve a two. year term, except that at the first annual meeting three directors will be elected to three year terms. In the event of a vacancy in the Board of Directors. the remaining Directors shall appoint a replacement to serve out the unexpired term.

All actions or approval by the Board of Directors shall be by majority vote of all Directors present at the meeting unless otherwise provided in these Bylaws. There must be a quorum of at least four Directors present in order for the Board of Directors to hold a meeting. Attendance shall be considered accomplished by conference call as long as all Directors can hear each other. Any Director of the Board that has two unexcused absences in a six month period shall be given a letter of intent. If no response the director can be replaced by the Board.

ARTICLE XIII: OFFICERS

SECTION A . ENUMERATION OF OFFICERS

The officers of this Association shall include a president and vice-president, both of whom shall at all times be Members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

SECTION B .ELECTION OF OFFICERS

The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

SECTION C - TERM

The officers of this Association shall be elected by the Board of Directors and each shall hold office until the time of the next election of officers, unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

SECTION D. COMPENSATION

The salaries of the officers, if any shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by the officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. Also, any director or officer may be reimbursed for his or her actual expenses incurred in the performance of duties, to the extent such expenses are reasonable and necessary.

SECTION E - SPECIAL APPOINTMENTS

The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may determine.

SECTION F - RESIGNATION AND REMOVAL

Officers may be removed by a majority vote of the Board of Directors. The Board may remove any officer from office with or without cause. Any officer may resign at any time by giving

written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION G - VACANCIES

A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the unexpired term of the officer he or she replaces.

ARTICLE XIV: DUTIES OF ELECTED OFFICERS SECTION A - PRESIDENT

The President shall be the chief executive officer of Florida C.E.R.T. Association, Inc. and shall have general and active control of its business and affairs. He or she shall preside at all meetings of the members. He or she shall execute all instruments and documents on behalf of the Association. He or she shall appoint all committees, unless otherwise provided in these Bylaws or unless the membership by vote in requesting the appointment of a committee shall set forth specifically the manner of its selection.

SECTION B - VICE-PRESIDENT

The Vice-President shall perform the duties of the President in the absence or incapacity of the President or when the office of the President becomes vacant, and shall assist the President with his or her duties.

SECTION C - SECRETARY

The Secretary shall attend to the giving of notice of all meetings to all members. He or she shall have charge of the corporate seal and have authority to attest any and all instruments and writings to which the same may be affixed. He or she shall have charge of the correspondence of the Association and notify Officers of their election to office. He or she will take roll at all meetings, keep minutes at all meetings, keep the attendance records, and keep an updated list of Full and Associate members of Florida C.E.R.T. Association, Inc. He or she shall keep a file of printed material and perform other duties as determined by the Board of Directors.

SECTION D - TREASURER

The Treasurer shall have the care and custody of all moneys, funds, and securities of the Association and shall deposit or cause to be deposited all funds of the Association in and with such depositories as the Board of Directors shall from time to time direct. He or she shall keep all books of account relating to the business of Florida C.E.R.T. Association, Inc., shall keep a record of members whose dues are paid, and shall pay all bills. All expenditures, whether for the purpose of paying bills or for making purchases, shall be made only after approval by the Board of Directors, His or her books shall at all times be open to inspection by any member and he or she shall report to them at every general meeting the condition of the Association's finances and every item of receipt or payment not before reported. He or she shall give an annual summary report of the Association's financial dealings for the previous year at each annual meeting. He or she shall perform other duties as determined by the Board of Directors.

ARTICLE XV: ORGANIZATION YEAR

SECTION A - FISCAL YEAR

The Association's fiscal year shall begin on the first day of January and end on the day of December.

SECTION B - OFFICIAL YEAR

The Association's official year shall begin on the first day of January and end on the last day of December.

ARTICLE XVI: AMENDMENTS

Subject to the power of the members of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provision of law, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE XVII: DISSOLUTION

The Association may be dissolved at any time by the written consent of not less than two-thirds of the entire active membership. In the event of dissolution of the Association, whether voluntary or involuntary of by operation of the law, none of the property of neither the Association nor any proceeds thereof, nor any assets of the Association shall be distributed to any members of the Association. After payment of the debts of the Association, the Board of Directors shall distribute its property and assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

As Secretary, I attest that these Bylaws were adopted by the membership on January 17, 2004 at the 2004 Annual Meeting of the Corporation and were revised by Board action at a meeting of the Board of Directors on January 8, 2005.

[Karen Truhon]
Association Secretary

1-8-05
Date