

**FLORIDA ASSOCIATION OF COUNTY HUMAN
SERVICES ADMINISTRATORS, INC.**

**AMENDED BYLAWS
(As of June 28, 2023)**

**ARTICLE I
OFFICES**

Section 1.01. Principal Office Location. The principal office of the corporation must be in the State of Florida in a city and site chosen by the Board of Directors. The corporation may also have offices at such other place or places within the State of Florida as may be designated, from time to time, by the Board of Directors.

**ARTICLE II
MISSION**

Section 2.01. The mission of the Florida Association of County Human Services Administrators, Inc. ("FACHSA") is to develop professional relationships, discuss current and future issues, educate and provide mentoring opportunities, and support the Florida Association of Counties, on statewide health, human, housing, and veterans service issues.

**ARTICLE III
BOOKS**

Section 3.01. Books and Records. The books and records of the corporation must be kept within the State of Florida at such place or places as may be designated, from time to time, by the Board of Directors.

**ARTICLE IV
MEMBERSHIP**

Section 4.01. Membership. Membership is voluntary and open to any person (1) who is employed by any of Florida's counties or any other Florida governmental entity working in partnership with a Florida county, as, by way of example, the human services administrator; veteran services administrator; housing services administrator; health services administrator; and, any senior staff serving under said administrators, regardless of official title, and whose official duties, regardless of official title, are primarily devoted to county provided and involved human service programs in Florida, and (2) who has paid the annual dues, for membership, as provided in the Bylaws. Each member is entitled to one vote.

ARTICLE V BOARD OF DIRECTORS

Section 5.01. Number, Election and Term of Office. The corporation must have a Board of Directors of not less than three and no more than 20 directors. Each director on the Board of Directors must be the chief administrator, as described in Section 4.01 hereof and employed by a Florida county. The officers of the corporation will serve as ex officio members of the Board of Directors and are included in the total number of directors under this section. The directors shall be nominated by the President-Elect and elected by the Board of Directors at the corporation's Annual Business Meeting. Directors serve one-year terms only. Those terms begin at the close of the Annual Business Meeting and run until the subsequent Annual Business Meeting. There is no restriction on the number of terms a director may serve. The President will serve as the Chairperson of the Board of Directors.

Section 5.02. Vacancies. With the exception of the officers of the corporation, any vacancy in a director's seat that occurs for any reason may be filled by a majority vote of the Board of Directors, after nomination by the President. Directors elected in this manner serve until the end of the unexpired term.

Section 5.03. Removals. At any meeting of the Board of Directors, any and all directors (except Officers) may be removed from their Board seat at any time, with or without cause, upon the affirmative vote of a majority of the Board of Directors then on the Board.

Section 5.04. Regular Meetings. Regular meetings of the Board of Directors may be held upon written notice as provided in Section 5.07 below at such time and place, either within or without the State of Florida, as determined by the Board. The Board will, however, give preference to holding such meetings at the time and place as other meetings and gatherings of the Florida Association of Counties. Notice will be given to the membership in the manner outlined in Section 5.07, as amended from time to time, of these Bylaws.

Section 5.05. Special Meetings. Special meetings of the Board of Directors may be called by the President or any three directors upon notice given to each director at such time and place, either within or without the State of Florida, as determined in the notice.

Section 5.06. Annual Business Meeting. The Annual Business Meeting of the corporation will be held at the same time and place as the Annual Conference of the Florida Association of Counties.

Section 5.07. Notices. Notice of any meeting of the Board of Directors that requires notice be given to each director must be postmarked three business days prior to the meeting if sent by way of U.S. mail or private carrier or must be sent two business days prior to the meeting if sent by email. When the President determines that an

emergency exists, a special meeting of the Board of Directors may be called with notice provided that is less than the time otherwise required by this section but is reasonable under the circumstances.

Section 5.08. Quorum and Voting. At all meetings of the Board of Directors, the presence of a majority of the members of the Board of Directors constitutes a quorum for the transaction of business. Except as may be otherwise specifically provided by the laws of the State of Florida, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the directors present at the time of such vote will constitute action of the Board of Directors.

Section 5.09. Consent. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken, in writing (including electronic mail) without a meeting, if a majority of the members of the Board of Directors consent to such action being taken and the writing(s) are filed with the minutes of the proceedings of the Board.

Section 5.10. Telephonic/Virtual Meetings. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or virtual platform during which all persons participating in such meeting are able to hear each other. Participation in a meeting under this section constitutes presence in person at such meeting.

Section 5.11. Proxies. There will be no voting by proxy at any meeting of the Board of Directors or the membership.

Section 5.12. Resignations. Any director of the corporation may resign at any time by giving written notice to the President of the corporation. Any such resignation shall take effect at the time specified in the writing or, if the time is not specified, upon receipt of the writing by the President. The acceptance of the resignation is not necessary to make it effective.

ARTICLE VI OFFICERS

Section 6.01. Number, Election and Term of Office. The officers of the corporation are: President, President-Elect, Secretary and Treasurer. Officers will serve for two-year terms. Except for the initial officers, who are appointed by the incorporators, the officers of the corporation will be nominated and elected by the Board of Directors. The offices of Secretary and of Treasurer may be held by the same person.

Section 6.02. President. The President is the chief executive officer of the corporation and has general and active management of the corporation and will see that all orders and resolutions of the Board of Directors are carried into effect. The President will be an ex officio member, and preside at all meetings, of the Board of Directors. The

President will call regular and special meetings of the Board of Directors in accordance with these Bylaws. The President will serve as a spokesperson for the corporation. The President will ensure that the books, reports, statements and other records of the corporation are kept, made or filed in accordance with the laws of the State of Florida. The President may sign, execute and deliver in the name of the corporation all deeds, mortgages, bonds and contracts or other instruments authorized by the Board of Directors, except in cases where the signing, execution or delivery thereof is otherwise required by law. In addition to the powers and duties expressly conferred upon the President by these Bylaws, the President shall, except as otherwise specifically provided by the laws of the State of Florida, have such other powers and duties as shall from time to time be assigned by the Board of Directors.

Section 6.03. President-Elect. The President-Elect shall, during the absence or incapacity of the President, assume and perform all functions and duties which the President might lawfully do if present and not under any such incapacity. The President-Elect shall serve as an ex officio member of the Board of Directors. The President Elect shall, except as otherwise specifically provided by the laws of the State of Florida, have such other powers and duties as shall from time to time be assigned by the Board of Directors. The President-Elect automatically assumes the office of the President at the Annual Business Meeting following the expiration of the President's two-year term.

Section 6.04. Secretary. The Secretary shall record all the proceedings of the meetings of the Board of Directors in books to be kept for that purpose. The Secretary shall have custody of the seal for the corporation and may affix the same to any instrument requiring such seal when authorized by the Board of Directors, and when so affixed the Secretary may attest the same by the Secretary's signature. The Secretary will keep the membership books which will contain the names and contact information of the members of the corporation. The Secretary is an ex officio member of the Board of Directors and will notify the directors of the meetings as required by law or by the Bylaws of the corporation and will perform such other duties as may be assigned from time to time by the Board of Directors. The Secretary automatically assumes the office of the President-Elect at the Annual Business Meeting following the expiration of the President-Elect's two-year term.

Section 6.05. Treasurer. The Treasurer shall have care of the funds and securities of the corporation. The Treasurer shall be an ex officio member of the Board of Directors. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the corporation in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors and shall render to the President or the Board of Directors, whenever they may require it, an account of all transactions as Treasurer and an account of the business and financial position of the corporation. The Treasurer automatically assumes the office of the Secretary following the expiration of the Secretary's two-year term.

Section 6.06. Transfer of Duties. The Board of Directors, in its absolute discretion, may transfer the powers and duties, in whole or in part, of any officer to any other officer or person, including the Florida Association of Counties, Inc., notwithstanding the provisions of these Bylaws, except as otherwise provided by the laws of the State of Florida.

Section 6.07. Vacancies. If the office of the President becomes vacant for any reason, the President-Elect will assume the office of President for the remainder of the unexpired term. If the President-Elect becomes vacant for any reason, the Secretary will assume the office of President-Elect for the remainder of the unexpired term. If the Secretary becomes vacant for any reason, the Treasurer will assume the office of Secretary the remainder of the unexpired term. If the Treasurer becomes vacant for any reason, the Board of Directors shall choose a successor to hold that office for the unexpired term by a majority vote of a majority of the members of the Board of Directors, at any regular or special Board meeting.

Section 6.08. Removal. At any meeting of the Board of Directors, any officer of the corporation may be removed from office, with or without cause, by a majority vote of a majority of the members of the Board of Directors.

Section 6.09. Resignations. Any officer of the corporation may resign at any time, by giving written notice to the President and the Board of Directors. Any such resignation shall take effect at the time specified in the notice, or if the time is not specified, upon receipt of the notice by the President. Acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VII CONTRACTS, CHECKS AND NOTES

Section 7.01. Contracts. Unless the Board of Directors otherwise specifically directs, all contracts of the corporation shall be executed in the name of the corporation by the President.

Section 7.02. Checks and Notes. All checks, drafts, bills of exchange and promissory notes and other negotiable instruments of the corporation shall be signed by such officers or agents of the corporation as may be designed by the Board of Directors.

ARTICLE VIII FISCAL YEAR

Section 8.01. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year, beginning January 1, 2024.

**ARTICLE IX
DUES**

Section 9.01. Dues. The annual dues by members to the corporation shall be \$125. Beginning with Fiscal Year 2024, the Board of Directors may determine from time to time the amount of fees and dues, if any, payable to the corporation by the members. Dues are payable as of January 1 of each year. Upon failure to pay dues by March 31 of each year, or other time as established by the Board of Directors, membership will be suspended until such time as the annual dues are paid in full.

**ARTICLE X
WAIVER OF NOTICE**

Section 10.01. Waiver. Whenever any notice is required to be given by statute or under the provisions of the Articles of Incorporation or these Bylaws, a person or persons entitled to the notice can waive the notice requirement with a writing to that effect, whether before or after the time stated for the notice.

**ARTICLE XI
SEAL**

Section 11.01. Seal. The corporate seal of the corporation shall have inscribed thereon the name of the corporation, "Florida Association of County Human Services Administrators, Inc." and the words, "Corporation Not for Profit."

**ARTICLE XII
AMENDMENTS**

Section 12.01. Amendments. Subject to the provisions of the Articles of Incorporation, these Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the Board of Directors at any meeting of the Board of Directors, if notice of such alteration, amendment or repeal of the Bylaws or of adoption of new Bylaws contained in the notice of such meeting. Any such alteration, amendment or repeal of these Bylaws or adoption of new Bylaws must be approved by the affirmative vote of a majority of the members of the Board of Directors then in office. The Bylaws must be presented and approved by the Florida Association of Counties in accordance with its bylaws and procedures.

SECRETARY’S CERTIFICATE

This is to certify that the foregoing Amended Bylaws, as amended of the Florida Association of County Human Services Administrators, Inc., a corporation not for profit organized under the laws of the State of Florida have been duly adopted by the Board of Directors of said corporation on the 28th day of June, 2023. IN WITNESS WHEREOF, the undersigned duly and acting as Secretary of the corporation has signed this certificated dated this 28th day of June, 2023.

FLORIDA ASSOCIATION OF COUNTY HUMAN SERVICES ADMINISTRATORS, INC.

By: _____
President

Secretary