



**BYLAWS of the FLORIDA CERT ASSOCIATION, INC A
Florida Based Not-For Profit Corporation**

ARTICLE I: NAME OF ORGANIZATION

The legal name of the organization shall be known as Florida CERT Association Inc. "CERT" Stands for Community Emergency Response Team.

ARTICLE II: PURPOSE/GOALS/OBJECTIVES

The purpose of the organization shall be:

1. To support education in disaster response
2. To increase community awareness of disaster preparedness
3. To assist government agencies that may request volunteer services in any capacity
4. To maintain contact with other Emergency Management related organizations; and
5. To provide coordination of CERT Conferences within the state.

In the spirit of a Community Organization Active in Disaster, our mission will be to adhere to the following values:

1. Communication: Exchange and disseminate information among CERT organizations and the public, as well as local, state and federal authorities, when appropriate.
2. Cooperation: Create a climate of unity at all levels and phases of disaster.
3. Collaboration: Dedicated to working together as individuals, groups, and systems to achieve common goals and to undertake specific activities relative to disasters.
4. Coordination: Meet specific objectives through systematic analysis, development of relevant information and effective combination of available resources.
5. Education: Provide training and information as requested by CERT organizations, staff, faculty, and volunteers from around the state.
6. Mitigation: Support the mitigation efforts of local, state, and federal authorities; participate in local mitigation strategy organizations; participate in efforts to educate residents and

representatives about actions they can take to protect individuals, property, the environment and the economy from the effects of disaster.

7. Outreach: Encourage the formation of and provide guidance to others wishing to establish CERT organizations.

The Goals and Objectives of the Association shall be as follows:

1. Communicate CERT Related activities using the Association website (www.FlaCERTassociation.org) and to provide CERT Program Coordinator contact information, CERT organization newsletters, photos, and a calendar of CERT events from around the state.
2. In the spirit of Volunteer Florida, encourage communication, collaboration, and cooperation with local Emergency Management to utilize trained CERT volunteers and organized teams to assist in all phases of emergency management.
3. Coordination will be accomplished through several modes:
 - a. Maintain an active database of CERT Coordinators throughout the State of Florida.
 - b. Promote frequent communication and collaboration of CERT activities with Florida Division of Emergency Management (FDEM) and/or Volunteer Florida.
4. Education and Outreach will be accomplished through the sharing of information to its members and the public by communicating best practices on the website, at local and regional CERT events or conferences, and through the Florida CERT Association's Annual Conference.

ARTICLE III: ORGANIZATION

Florida CERT Association, Inc. has been incorporated as a Non-Profit Corporation with the State of Florida and will follow and comply with the rules and regulations found in Section 501(c)(3). Any net earnings (e.g. from annual conference) or remainder of dues or donations shall go for the benefit of the organization and not any member, director, officer or other private person. The Association will consist of a Board of Directors elected at the Annual Meeting by the members. The membership has been defined in Article V.

The members of Florida CERT Association, Inc. shall adopt this set of Bylaws to assist in carrying out the objectives of the Association. If any member requests that these Bylaws need to be revised, they may petition in writing to the Board of Directors, in accordance with Article XII: Amendments.

ARTICLE IV: BOARD OF DIRECTORS

A Board of Directors shall manage the affairs of the Association. It is the desire of the Association to achieve the goal of Board representation from each FDEM Area, if possible. The Board of Directors will

establish a set of rules for operational procedures and all training events related to the Association or for its members. This may be accomplished during meetings of the Board of Directors or through standing or ad hoc committees. These rules or operational procedures can be established and amended by approval of the Board of Directors when a quorum is present. Board members are encouraged to promote membership for the Association throughout the state.

SECTION A: BOARD STRUCTURE

The total number of Directors on the Board of Directors shall be a minimum of seven (7) and a maximum of twenty (20) with only two (2) regional representatives from each of the seven (7) geographic areas as designated on the Florida Division of Emergency Management Area Map by Counties and six (6) Directors At-Large. No more than three (3) Directors may be elected from any (1) geographic area (as outlined by the State DEM) with the exception that the Director At-Large may be from any county in the State as per Article VII;

VOTING. For the Board to take voting action a quorum is required. A quorum is defined as a simple majority (>50%). In the event the number of Directors should drop below even (7), the Board may waive the Region requirement and appoint a qualified Association member to fill the vacancy or vacancies until the next annual election.

SECTION B: BOARD TERM

Directors shall serve a two-year term. The two (2) directors per each geographic area will be elected in alternating years. In the event of a vacancy in the Board of Directors, the remaining Directors shall appoint a replacement to serve out the unexpired term. The election of new or replacement Board of Director will only occur after there has been a letter of support from the corresponding member's local county office of Emergency Management or CERT Program Coordinator.

Any Director of the Board is allowed one unexcused absence in a 12-month period from the annual meeting. A Board of Directors Member is allowed two excused absences with Approval of the Executive Committee. If there are two unexcused or 3 or more excused absences the Director will be given a letter of intent for removal from the Board. If no response that Director can be replaced by the Board.

SECTION C: ACTION of the BOARD

The latest edition of Robert's Rules of Order Newly Revised shall govern the transactions of business at all meetings of the Association unless otherwise provided in these Bylaws. 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

50% of Directors present for the Board of Directors to hold a meeting. Meetings may occur as face to face or virtual.

SECTION D: 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 conclusion of the annual conference.

ARTICLE V: MEMBERSHIP

All paying members will adhere to a professional code of conduct. There will be no tolerance for any lewd, lascivious, or inappropriate behavior by members of the association as determined by the Executive Committee. The Florida CERT Association, Inc. Board of Directors shall establish rules and regulations for all members to agree to follow. The most current version will be posted on the Association's website. Violations of these rules and regulations shall result in corrective action to be determined by the Board of Directors.

Section A: MEMBERS

Applicants shall complete the current Association membership application and mail completed and signed form along with payment of current membership annual dues to the post office box of the association. Membership dues are not refundable in full or in part for any reason. Dues will be for the 12 months following the conference no matter what time of year the dues are received.

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.

Section C: TERMINATION OF MEMBERS

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

A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days from end of conference. A lapsed membership shall be reinstated without penalty at the time dues are paid.

Section D: 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 policies and procedures of the Association. Said member shall have the right to speak in his/her behalf. Expulsion of a member requires at least two thirds (2/3) vote of the Board of Directors in meeting attendance.

Section E: SUSPENSION

By majority vote 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 on his/her behalf.

ARTICLE VI: MEETINGS

Section A: ANNUAL MEETING

To foster collaboration and communication among members of the Association, a meeting of the membership will be held on an annual basis. This may be accomplished at the Annual CERT Conference. The membership will formally elect its Board of Directors at the Annual Meeting.

Section B: EMERGENCY BOARD MEETINGS

The President or, in the absence of the President, any member of the Board may call emergency Board Meetings. The membership will be notified of a Emergency Board Meeting at least three (3) days in advance, on the website (www.FlaCERTassociation.org). The purpose of the Emergency Board Meeting must be clearly stated in the notification. Electronic votes for time sensitive matters can be completed virtually through email. The option to discuss the topic will be brought up at the next board meeting.

Section C: BOARD MEETINGS

The Board shall meet at least quarterly at a place to be determined by the Board of Directors. The membership will be notified of the date and location of the next Board Meeting on the website (www.FlaCERTassociation.org). Meetings of the Board shall be open to all members, and members shall have the privilege to be heard at during membership comment. Minutes of all Board Meetings shall be available upon request by current members.

ARTICLE VII: 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 ANNUAL MEMBER MEETINGS

A quorum for any business consists of ten percent (10%) of the Association's voting members present at the annual conference.

Section C: BALLOT FOR ELECTION OF DIRECTORS

Voting for election of Directors by members shall be by a ballot process. The ballot shall be designed to identify candidates by the seven (7) geographical areas as designated on the Florida Division of Emergency Management Area Map by Counties. This will facilitate the distribution of Directors as per Article IV, BOARD OF DIRECTORS. Additionally, the Director at Large shall be elected from candidates in any geographic area not having (3) or more candidates. The winning candidate selected for the Director at Large position will be the candidate who received the largest number of votes.

Section d: VOTING ON AMENDMENTS

For Bylaw revisions presented via member petition as per ARTICLE III: BYLAWS and ARTICLE XII: AMENDMENTS; a two-thirds (2/3) vote of approval of Voting Members present at the annual conference is required for amendment to be changed in the Bylaws.

All amendments recommended by the Board of Directors 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, they shall petition in accordance with Article XII: AMENDMENTS for revisions to be considered at the next annual conference.

ARTICLE VIII: OFFICERS

Section A: ENUMERATION OF OFFICERS

The Executive Committee will be comprised of the Officers of this Association and shall include the President, the Vice-President, the Secretary, the Treasurer, and the Parliamentarian. All Executive Committee members must be an elected member of the Board of Directors. The Executive Committee shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions as approved by the Board of Directors. They have also been granted the authority to make purchases of the Association in emergency situations.

Section B: ELECTION OF OFFICERS

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

Section C: TERM

One director for each region will be elected each year and serve a two-year term. The two (2) directors per each geographic area will be elected in alternating years.

Section D: COMPENSATION

Upon election, Directors accept the responsibility of out-of-pocket expenses. Whenever possible and appropriate, the Board may deem stipends, salaries, reimbursements, or other types of remuneration when deemed necessary and appropriate by the Board as partial reimbursement for legitimate Board member expense. The Association shall follow the current state's guidelines for all travel reimbursement.

Section E: BOARD ROLES & RESPONSIBILITIES

All existing and new Board members will sign a Memo of Understanding (MOU) with the Association accepting roles/responsibilities (e.g. meeting attendance policy), expectations, expenses (out of pocket and otherwise), and will be up to date for their personal payment of association dues. In addition, they will provide online confirmation stating that they have received a copy of the bylaws, have read, understood and will follow them.

Section F: 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 G: 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 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.

If an officer or director misses (3) three consecutive meetings unexcused this shall be considered grounds for removal from the board. In addition, membership may vote for removal of a board member as discussed in ARTICLE VII: VOTING Section D.

Section H: 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 I: Appeal Process for Removal

For a board member to make an appeal to remain on the board the request should be made to the Executive Board within 30 days of removal decision.

Section J: 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 office he or she replaces.

ARTICLE IX: COMMITTEES

Committees will be appointed as needed by the executive board.

ARTICLE X: DUTIES OF ELECTED OFFICERS

SECTION A: PRESIDENT

The President shall be the chief executive officer of Florida CERT Association, Inc. and shall have general and active control of its business and affairs. In conjunction with the Treasurer shall have the authority to spend up to \$250.00 without prior approval of the Board. All expenditure receipts must be submitted to the Treasurer for record keeping with 72 hours of purchase.

CONTRACTS: All contracts more than \$250.00 must be approved by a majority of the board. Additional responsibilities include:

- Presiding at all meetings of the members.
- Executing all instruments and documents on behalf of the Association.
- Making recommendations for all committees.

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. In conjunction with the Treasurer shall have the authority to spend up to \$250.00 without prior approval of the Board. All expenditure receipts must be submitted to the Treasurer for record keeping with 72 hours of purchase.

SECTION C: SECRETARY

The Secretary shall have the following roles and responsibilities:

- Ensure the members are provided notice of all meetings.
- Oversee the corporate seal and have authority to attest to any and all instruments and writings to which the same may be affixed.
- Ensure candidates for Officer positions are made aware of their election to office.
- Will take roll at all meetings, keep minutes at all meetings, keep the attendance records.
- Will maintain the documentation for any excused absence (which has been verified by the Executive Committee) of a Board member.
- Will maintain an updated list of members of Florida CERT Association, Inc.
- Shall keep a file of printed materials and formal documents of the Association.
- Perform other duties as determined by the Board of Directors.
- Ensuring that all meeting notices are posted on the website or by emailing to the membership.

SECTION D: TREASURER

The Treasurer shall have the following roles and responsibilities:

- The Treasurer shall have the authority to spend up to \$250.00 without prior approval of the Board.
- Review and follow the financial policy and procedures manual created by the Audit Committee.
- Will be responsible for the Post Office Box for the Association.
- Will ensure the reporting requirements for maintaining a 501(c)(3) within the State of Florida are filed on time.
- Will ensure the Solicitation for Contributions is filed annually with the Department of Consumer Services.
- Will ensure all records and dues are current with Sunbiz or state Aquilian site.
- Shall deposit all funds of the Association in a timely manner in compliance with accepted accounting practices.
- Shall keep and maintain all books of accounts relating to the business of Florida C.E.R.T. Association, Inc.
- Shall keep a record of members whose dues are paid and communicate with the Secretary to ensure the membership roster of the Association is updated.
- Shall pay all bills as approved by the Executive Committee or Board of Directors.

- Shall ensure the “books” of the Association are available always for inspection by any member or regulatory agent.
- Shall provide a report itemizing income and expenses to the Association Board of Directors on a quarterly basis and will report at each regular meeting.
- Shall give an annual summary report of the Association’s financial dealings for the previous year at each annual meeting.

SECTION E: Parliamentarian

The Parliamentarian shall have the following roles and responsibilities:

- Is appointed by current President
- Assists the president to manage meetings and advises on parliamentary procedure
- Is an additional member to the executive board
- Chairs Bylaws Committee to review association Bylaws each year
- Arranges nominating committee’s first meeting, providing information on nomination and election process
- Is entitled to all rights and privileges of membership, including the right to make motions, engage in discussions and vote on items
- Meet with the incoming president to identify ways to work together to make board and association meetings even more effective.
- At the first board meeting, notify members where to find Bylaws and go through them together. This helps everyone learn more about FCA and makes board meetings run smoothly and provides information on parliamentary procedures.
- Parliamentarians act as a facilitator for bylaws, consultant to manage meetings and mentor for members on parliamentary procedure
- Follows/references Robert’s Rules of Order

ARTICLE XII: ORGANIZATION YEAR

SECTION A: FISCAL YEAR

The Association's fiscal year shall begin on the first day of January and end on the last 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 XII: AMENDMENTS

Amendments or changes to the bylaws may be proposed by the Executive Board or any member of the Board of Directors.

ARTICLE XIII: 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 voluntarily or involuntarily, or by operation of the law, none of the property of the Association nor any proceeds thereof, or any assets of the Association shall be distributed to any members of the Association.

After payment 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 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV: DOCUMENTATION OF BYLAW ACTIVITY

Developed by the initial Board of Directors on 2003.

Adopted by the Membership on 01-17-2004.

Revised by the Board of Directors on 01-08-2005.

Adopted by the Membership on 03-10-2007.

Revised by the Board of Directors on 03-02-2008.

Revised by the Board of Directors (from the recommendations from the Bylaws Committee and legal review from the state) on 12-17-2009.

Adopted by the Membership on 3-11-2010.8-26-17

Revised by the Board of Directors on 08-12-2017

Adopted by the Membership 08-26-2017

Revised by the Board of Directors (from the recommendations from the Bylaws Committee) on 8-1-2022

Adopted by the Membership on 9-22 -2022.