ARTICLE I: DESCRIPTION

The legal name of this organization shall be the "Florida Community Emergency Response Team Association Incorporated," hereinafter most times referred to as "CERT Association" or "CERT."

The Association shall be a not-for-profit organization, incorporated under and operated in compliance with the laws of the State of Florida. CERT shall be organized into regional areas established by the Governing members.

As used in these Bylaws, "Board" means the Governing Members of the Association. References to the Board, and Governing Members are intended to refer to the same governing body.

ARTICLE II: PURPOSE

Section A: Purpose

The Florida CERT Association (CERT) is organized exclusively for educational and training purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

The purpose of this Association shall include the following:

a) To promote and support community disaster preparedness and response related to minor or major emergency events or disasters.

b) To increase community awareness of CERT related functions throughout the State of Florida.

c) To develop, promote, and conduct educational programs to include workshops, seminars, and conferences in the field of emergency management related to volunteer support.

d) To assist local, state, and federal government agencies with available volunteer support.

e) To build and sustain relationships with other Emergency Management related organizations and support when available.

f) To provide coordination of CERT Conferences within the state.

Section B: Mission

In alignment with the principles of Community Organizations Active in Disaster (COAD) and national volunteer management standards, the Association is committed to the following guiding values:

1. **Communication** – Ensure transparent, accurate, and timely dissemination of information among CERT programs, volunteers, partner agencies, and the public.
2. **Cooperation** – Foster unity, trust, and mutual support at all levels of emergency management.
3. **Collaboration** – Work collectively across jurisdictions and disciplines to achieve common preparedness and response goals.
4. **Coordination** – Align activities with the National Incident Management System (NIMS) and the Florida Division of Emergency Management (FDEM) to ensure interoperability and resource efficiency.
5. **Education** – Provide continuing education, training, and leadership development opportunities for CERT members, coordinators, and affiliated organizations.
6. **Resilience** – Support community risk reduction efforts and advance long-term resilience through partnerships with government agencies and local organizations.
7. **Outreach & Inclusion** – Encourage the formation of new CERT programs, provide mentorship and guidance, and ensure outreach efforts are inclusive of diverse and underserved populations.

Section C: Goals

1. To exchange and share information among CERT teams and with local, state, and federal partners to support public safety and emergency management efforts.

2. To promote unity and collaboration among volunteers across all phases of emergency management and disaster response.

3. To coordinate CERT planning and activities with other organizations to achieve shared goals and improve disaster readiness.

4. To support ongoing training, education, and professional development based on identified volunteer and community needs.

5. To provide training and educational support to CERT teams, communities, and partner organizations throughout Florida.

6. To educate residents and organizations on actions that protect life, property, the environment, and the economy from disaster impacts.

7. To encourage growth of CERT membership statewide and provide guidance on establishing and sustaining local CERT programs.

Section D: Objectives

1. Encourage communication, collaboration, and cooperation with Volunteer Florida, the Florida Division of Emergency Management (FDEM), and local emergency management organizations to effectively utilize trained CERT volunteers in all phases of emergency management.

2. Maintain a current and accurate database of CERT coordinators and program contacts throughout the State of Florida.

3. Promote ongoing coordination and information sharing between CERT programs, FDEM, and Volunteer Florida to strengthen statewide collaboration.

4. Provide education and outreach by sharing information with members and the public through the Florida CERT Association website, local and regional CERT events, and the Annual Statewide CERT Conference.

ARTICLE III: ORGANIZATION

The Florida CERT Association, Inc. is incorporated as a Florida Not-for-profit Corporation and operates in full compliance with Section 501(c)(3) of the Internal Revenue Code and all applicable state statutes. All income, donations, membership dues, and proceeds from events, including the Annual Conference, shall be used exclusively to advance the mission and objectives of the Association. No part of the net earnings shall benefit or be distributed to any member, governing member, officer, or private individual, except as reasonable compensation for services rendered or reimbursement of authorized expenses in accordance with established policies.

The governance of the Association shall be vested in Governing members elected by the membership at the Annual Meeting, as outlined in Article IV, with membership eligibility, rights, and responsibilities defined in Article V. The members of the Florida CERT Association, Inc., hereby adopt these Bylaws as the governing framework of the organization, to be reviewed annually to ensure compliance with not-for-profit best practices, applicable laws, and the evolving needs of the Association.

Any member in good standing may propose amendments to these Bylaws by submitting a written request to the Governing members for consideration in accordance with Article XII: Amendments.

ARTICLE IV: MEMBERSHIP and CODE OF CONDUCT

Section A. Eligibility and Application

Membership in the Florida CERT Association, Inc. shall be open to individuals, CERT program coordinators, affiliated organizations, and others engaged in or supportive of emergency management, including governmental agencies, tribal governments, non-profit organizations, and private-sector partners. Applicants shall complete the official membership application, as approved by the Governing members, through the Association's website (flacertassociation.org) and submit it with payment of the applicable annual dues.

Section B. Dues and Fees

Membership dues are non-refundable, in whole or in part for any reason. Membership is valid for the calendar year (January 1 through December 31) for which dues are paid. Annual membership dues are due on **January 1** and must be paid no later than **March 1** to maintain active membership status. Members who do not pay their dues by March 1 will have their membership lapse and will no longer be considered active members of the Florida CERT Association (FLCERT). Members who resign or allow their membership to lapse may be reinstated at any time upon payment of the current year's dues. FLCERT calendar year runs from **January 1 through December 31**.

Section C. Code of Conduct and Member Responsibilities

All members shall adhere to the Association's Code of Conduct and Ethics Policy, which promotes professionalism, respect, inclusivity, and compliance with applicable laws and regulations. Members are expected to treat others with dignity, maintain a professional tone in all communications, provide constructive feedback, and address conflicts respectfully. Behavior that is discriminatory, harassing, or inconsistent with the mission and values of the Association will not be tolerated. The most current Code of Conduct shall be posted on the Association's website, and each member shall sign an acknowledgment form. Violations may result in corrective action, suspension, or termination of membership as determined by the Governing members.

Section D. Conflict of Interest

Members of the Governing members and general members have an obligation to disclose any actual or potential conflicts of interest. A Conflict of Interest Form shall be completed annually and submitted to the Secretary or designated officer for recordkeeping.

Section E. Open-Door Policy

The Association encourages open communication and transparency. Members may bring questions, concerns, suggestions, or complaints directly to any Governing Member. If a member is uncomfortable doing so or is not satisfied with the response, the matter may be elevated to the Parliamentarian for review and resolution.

Section F. Termination of Membership

Membership shall terminate upon:

1. Resignation by written notice to the Secretary
2. Non-renewal of dues by March 1
3. Expulsion or suspension for cause, including but not limited to violations of these Bylaws, the Code of Conduct, or conduct detrimental to the Association; or
4. Dissolution of the Association.

Before suspension or expulsion, members shall receive written notice of the alleged violation(s), an opportunity to be heard before the Board, and written communication of the Board's final decision. The Board may, by two-thirds (2/3) vote, expel a member for cause, or by majority vote, impose a suspension of up to 30 days within any six-month period. Suspended members may not vote or hold office during the suspension period but remain responsible for compliance with all membership obligations.

Section G. Limits on Personal Liability

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

ARTICLE V: GOVERNING MEMBERS

Section A. Authority and Responsibilities

The Governing members shall be the governing body of the Florida CERT Association, Inc. and shall have full authority to manage and oversee the affairs, funds, policies, and strategic direction of the Association, consistent with its not-for-profit and charitable purposes. The Board shall establish policies, procedures, and operational guidelines for effective management of the Association and ensure compliance with all applicable state and federal laws, not-for-profit governance standards, and Section 501(c)(3) of the Internal Revenue Code.

The Board is responsible for maintaining accountability to the Association's mission, promoting financial transparency, managing risk, and ensuring ethical and responsible operations. Its key responsibilities include evaluating and supporting the Executive Committee, overseeing training events and conferences, safeguarding the Association's assets, and monitoring progress toward organizational goals. The Board shall serve as the voice of the membership, ensuring that all actions and activities align with the mission and objectives of the Florida CERT Association.

Section B. Composition and Structure

The Governing members shall consist of no fewer than 7 and no more than 20 governing members. The Board shall strive for statewide representation, seeking to include members from each of the geographic areas designated by the Florida CERT Association.

To ensure diversity and operational effectiveness, the Board shall include both Regional Representatives and Chair Positions:

- Regional Representation: 1 representative may be elected from each of the 7 regions.
- Chair Positions: 7 designated Chair positions may be elected from any region in the State of Florida, including:
    - Awards Chair
    - Volunteers and Membership Chair
    - Conference Chair
    - Sponsorship Chair
    - Education Chair
    - Public Information Chair
    - Technology Chair

The Executive Committee shall consist of the Officers of the Association and include the President, Vice President, Secretary, Treasurer, and Parliamentarian. The Executive Committee shall oversee day-to-day operations and address urgent matters requiring immediate action between Board meetings. However, the Executive Committee shall not amend the bylaws, elect or remove Governing Members, approve or modify the budget, or make significant structural decisions without full Board approval.

Section C. Attendance and Participation

Governing members, Regional Representatives, and members of all committees shall actively participate in the work and governance of the Association. Regular attendance and engagement are mandatory responsibilities of service. Individuals in these roles are permitted no more than 3 absences within the calendar 12-month period.

Failure to meet these attendance standards shall automatically trigger a formal review by the Executive Committee and may result in disciplinary action, up to and including removal from the Board, committee, or regional position. Officers are expected to attend and actively participate in at least seventy-five percent (75%) of the Association's Annual Conference as part of their leadership responsibilities. Failure to meet this attendance requirement shall constitute grounds for removal from office.

Section D. Rules of Procedure and Action of the Board

The latest edition of *Robert's Rules of Order, Newly Revised* shall govern the conduct of all meetings unless otherwise provided in these Bylaws. A quorum for Board meetings shall consist of a simple majority (>50%) of current governing members. Meetings may be conducted in person or virtually to promote statewide participation. Actions and approvals of the Board shall be made by majority vote of the governing members present unless otherwise specified in these Bylaws.

Section E. Duties of Governing Members

Each Governing Member shall:

1. Act in good faith and in the best interests of the Association;
2. Adhere to the Association's Code of Ethics and Conflict of Interest Policy;
3. Complete required onboarding and orientation within 60 days of election;
4. Complete, within 6 months of election, FEMA Independent Study courses IS-100, IS-200, IS-700, and IS-800, or an equivalent emergency management training package;
5. Promote membership growth and represent the Association within their assigned region; and
6. Serve on at least one committee or task force as assigned by the Board.

Section F. Accountability and Transparency

The Board shall maintain high standards of accountability and transparency, including:

1. Conducting an annual review of the Association's bylaws, policies, and procedures;
2. Providing annual reports on financial standing, programs, and accomplishments to the membership; and

3. Ensuring meeting summaries, financial statements, and key governance documents are accessible to members upon request and through the Association's official website.

Section G. Limits on Personal Liability
No governing member(s) or the Association shall be personally liable for the debts, liabilities, or obligations of the Association, nor shall any member be subject to assessments except as provided for in these Bylaws.

Section H. Dues and Fees
The Governing Members shall annually determine membership dues and payment schedules, providing timely notification to all members. Any increase in dues exceeding 20% in a single fiscal year must be approved by a majority vote of the membership at the Annual Meeting. Annual dues shall be payable no later than March 1.

ARTICLE VI: MEETINGS

Section A. Annual Meeting
The Association shall convene an Annual Meeting of the Membership for the purpose of fostering collaboration, sharing information, and conducting official business of the Association. The Annual Meeting may be held in conjunction with the Annual CERT Conference and shall include the introduction of the newly elected Governing Members, review of the Association's Bylaws, and discussion of old and new business. Notice of the Annual Meeting shall be provided to all members at least 30 days in advance by electronic communication and by posting on the Association's official website.

Section B. Regular Meetings
Regular meetings of the Governing Members shall be held at least quarterly, at a time and place determined by the Governing Board. Meetings may be conducted in person, virtually, or in a hybrid format to ensure accessibility and statewide participation.

Notice of all regular meetings, including the agenda, shall be provided to Governing Members at least fourteen (14) days in advance and posted on the Association's website. The Executive Committee may waive the notice requirement in cases of necessity. All Governing Member meetings shall be open to the general membership, and members shall have the opportunity to provide comments during a designated portion of the meeting.

A quorum for Governing Member meetings shall consist of at least fifty percent (50%) of current Governing Members. Minutes of all meetings shall be maintained by the Secretary and made available to members upon request or through secure posting on the Association's website.

Section C. Emergency Board Meetings
Emergency Board Meetings may be called by the President or, in the President's absence, by any member of the Executive Committee, to address urgent matters requiring immediate action. Notice of such meetings shall be provided at least 3 days in advance by electronic communication and posted on the Association's website when feasible.

The purpose of the Emergency Board Meeting shall be clearly stated in the notification, and only the specified matter(s) may be considered. Electronic or virtual participation is permitted, and electronic voting may be utilized for time-sensitive issues provided that all Governing members are given the opportunity to participate. Results of any electronic vote shall be recorded in the official minutes and reviewed at the next regularly scheduled Board Meeting.

ARTICLE VII: Annual Election and Bylaws Amendments

Section A. Eligibility to Vote
Each member in good standing shall be entitled to one (1) vote on matters brought before the membership. Voting rights are non-transferable and may not be exercised by proxy. A "voting member" is defined as any individual or organizational member whose dues are current and who has complied with the membership requirements set forth in these Bylaws.

Section B. Quorum for Annual Member Meetings
A quorum for conducting business at the Annual Meeting shall consist of at least ten percent (10%) of the Association's voting members present in person or participating through an approved virtual platform. If a quorum is not achieved, no binding votes shall be taken, and the business requiring a vote shall be deferred or conducted by electronic ballot as permitted under Section F.

Section C. Election of the Governing members
The Annual Election shall be held to elect members to serve on the Governing members or other key leadership positions. Elections may include new members or re-election of current members whose terms are expiring.

1. **Ballot Process:**
 Voting for Regional Representatives and Chair Positions shall take place **no later than sixty (60) days prior to the Annual Conference**. Ballots shall be submitted electronically through the Association's website. The ballot shall clearly indicate the candidates and the positions for which they are running. Voting shall remain open for a defined period as determined by the Election Committee, after which results shall be verified and announced to the membership. Certain positions may require specific professional credentials or qualifications in order for a member to be eligible to submit a ballot. All ballots will include a BIO with qualifications. All applications will be reviewed by the election committee before the candidate is placed on the ballot. Applicants must submit their application 90 days prior to the Annual Conference.
2. **Ballot Process:**
    - Voting for Regional Representatives and Chair Positions shall take place **no later than sixty (60) days prior to the Annual Conference**.
    - Ballots shall be distributed and submitted electronically through the Association's online voting system.
    - The ballot shall clearly indicate the candidates and the positions for which they are running.
    - Voting shall remain open for a defined period as determined by the Election Committee, after which results shall be verified and announced to the membership.
    - Certain positions may require specific professional credentials or qualifications in order for a member to be eligible to submit a ballot.

3. **Candidate Eligibility:**
 To be eligible as a Governing Member, an individual must:
    - Be an active member of the Florida CERT Association in good standing; and
    - Submit an online application, including a letter of support from their sponsoring agency (e.g., county, city, fire, law enforcement, or emergency management agency), at least 90 days prior to the Annual Conference.

4. **Good Standing:**
    - Maintains an active membership in the Florida CERT Association, if membership is required for the position.
    - Is current on all financial obligations owed to the Association.
    - Is not under suspension or subject to disciplinary action by the Association.
    - Performs the duties of the office in accordance with the Bylaws, policies, and Code of Conduct.

- Maintains satisfactory participation by attending at least **75% of regularly scheduled Governing Member meetings** during the preceding twelve (12) months, unless excused by the President or the Governing Members.
- Has not been removed from office under the provisions of these Bylaws.

5. **Term Groupings:**
 To maintain governance continuity, Governing members are divided into two groups, serving alternating two-year terms:
    - **A-Term Members (Even Years):** Education Chair, Sponsorship Chair, Regions 3, 5, and 7, Volunteer Chair, and Conference Chair.
    - **B-Term Members (Odd Years):** Regions 1, 2, 4, and 6, Public Information Chair, and Technology Chair.
6. **Election Procedure:**
    - Members shall cast votes for available positions during the voting period.
    - Candidates receiving the highest number of votes shall be elected.
    - In the event of a tie, a runoff vote shall be held immediately following the procedures in *Robert's Rules of Order*.
    - Election results shall be announced during the Annual Meeting.

6. **Transfer of Duties:**
 Newly elected Governing members shall meet with outgoing Governing Member within fourteen (14) days of election results being certified. The outgoing member shall provide all materials related to their position. Both parties shall follow the Florida CERT Association, Inc. Roles and Responsibilities Transition Policy, to be completed within thirty (30) days of the position change.

7. **Executive Committee Elections:**
 Following the election of the Governing members, the newly seated Board shall elect the Executive Committee (President, Vice President, Secretary, Treasurer, and Parliamentarian).

   The President shall appoint the Parliamentarian position.

    - If a Board position becomes vacant during the year, the remaining Governing Members may appoint a replacement to serve until the next Annual Election.
    - A member of the Executive Committee who is not re-elected shall be removed from their current role but may be nominated for a different position within the organization if endorsed by a current Governing Member.

Section D. Ballot Procedures and Voting Methods
All elections and official votes may be conducted either electronically or in person, ensuring accessibility for members statewide.

1. **Electronic Voting:**
   The Association may conduct votes electronically, using a secure system that authenticates eligible members and ensures ballot confidentiality. Electronic voting may be used for:
   - Election of Governing members and Officers;
   - Adoption of Bylaw Amendments; and
   - Other matters as determined by the Governing members.
     Results of electronic votes shall be certified by the Secretary, reported at the next Annual or Board Meeting, and entered into the official minutes.

2. **Voting Procedures:**
   All voting shall be conducted in accordance with *Robert's Rules of Order, Newly Revised*, unless otherwise provided by these Bylaws. Decisions shall be made by majority vote unless a higher threshold (such as two-thirds) is required. Abstentions shall be recorded but not counted as votes cast. No member may vote on any matter in which they have a direct conflict of interest, as defined by the Association's Conflict of Interest Policy.

Section E. Bylaws Amendments
Amendments to these Bylaws may be proposed by the Executive Committee, the Governing members, or by petition of at least ten percent (10%) of the Association's voting members present at the Annual Meeting.

1. Amendments proposed by the Board shall be presented to the membership at the Annual Conference for review and discussion prior to voting.
2. Member-proposed amendments must be submitted in writing to the Governing members for inclusion on the agenda of the next Annual Meeting.
3. Adoption of an amendment shall require approval by two-thirds (2/3) of voting members present at the Annual Meeting or participating electronically.

ARTICLE VIII: OFFICERS

Section A. Enumeration of Officers
The Officers of the Association shall constitute the Executive Committee and shall include the

President, Vice President, Secretary, Treasurer, and Parliamentarian. All Executive Committee members must be duly elected members of the Governing members with the exception of the Parliamentarian who shall be appointed by the president.

The Executive Committee is authorized to:

1. Implement decisions of the Governing members;
2. Approve emergency expenditures within established limits;
3. Carry out responsibilities assigned by the Board in accordance with these Bylaws and policies; and
4. Authorize reasonable compensation for services rendered and make approved payments or distributions as permitted by law.

The Executive Committee may make necessary purchases for the Association in emergency situations, with such actions reported to the Board at the next scheduled meeting.

Section B. Election of Officers

Officers shall be elected by the Governing members at the first Board meeting following the Annual Meeting of the Membership. Elections shall be conducted in accordance with *Robert's Rules of Order, Newly Revised,* unless otherwise provided by these Bylaws. A majority vote of the Governing members present shall be required to elect an officer.

Section C. Term of Office

Officers shall serve a two-year term beginning immediately upon election and may serve no more than three consecutive terms in the same office. Terms shall be staggered to ensure continuity of leadership and smooth transitions within the Executive Committee.

Section D. Compensation and Reimbursement

Officers and Governing members shall serve without salary or compensation, except that they may be reimbursed for reasonable and legitimate expenses incurred while performing their official duties.

Exceptions for stipends or partial reimbursement may be approved by the Board when deemed necessary and appropriate. All reimbursements shall follow the current State of Florida travel and reimbursement guidelines and must be approved in advance when possible.

Upon election, each Governing member and Officer accepts responsibility for any personal out-of-pocket costs associated with their role, unless otherwise authorized by the Board.

Section E. Governing Member Acceptance and Confirmation
All existing and newly elected Board members are required to acknowledge their acceptance of duties and responsibilities, including:

1. Adherence to meeting attendance and participation expectations;
2. Acknowledgment of financial obligations, including any out-of-pocket expenses related to their position; and
3. Online confirmation that they have received, read, and agreed to follow the Association's Bylaws.

All Governing Members, including Officers, shall sign a **Memo of Understanding (MOU)** confirming their roles, responsibilities, attendance expectations, and adherence to the Association's Code of Ethics and Conflict of Interest Policy.

Section F. Roles and Responsibilities of Officers

1. **President:** Serves as the chief executive officer, presides over meetings, represents the Association, and ensures Board directives are implemented.
2. **Vice President:** Assumes the duties of the President in their absence and performs other responsibilities as assigned.
3. **Secretary:** Maintains official records, minutes, notices, and membership documentation; ensures proper archiving and transparency of Association activities.
4. **Treasurer:** Oversees financial management, maintains accounts, ensures timely state and federal filings, and provides financial reports to the Board and membership.
5. **Parliamentarian:** Advises on parliamentary procedure, ensures compliance with Bylaws, chairs the Bylaws Committee, and ensures orderly and compliant meetings.

Section G. Special Appointments
The Governing members may, by majority vote, create and appoint additional officer positions or assign special duties as necessary to meet the needs of the Association. Such officers shall serve for a defined term with specific authority as determined by the Board.

Section H. Resignation and Removal
Any Officer may resign by submitting written notice to the Board, the President, or the Secretary. The resignation shall take effect upon receipt unless a later effective date is specified in the notice.

Officers may be removed from office, with cause, by a majority vote of the Governing Members. Grounds for removal include, but are not limited to:

- Failure to perform the duties of the office;
- Misconduct or conduct detrimental to the Association;
- Violation of these Bylaws or adopted policies;
- Absence from three (3) regular Board meetings within a calendar year;
- Failure to attend 75% of the Association's Annual Conference;

Upon an Officer's third unexcused Board meeting absence, or if another qualifying ground for removal exists, the President shall issue a formal written Notice of Intent to Remove via email. The Officer shall have thirty (30) days from the date of the notice to respond or remedy the issue, if applicable. Following the thirty (30) day period, the Board shall consider the matter, and the Governing Members shall vote on the removal at the next scheduled meeting, with removal requiring a majority vote.

Section I. Voting on Removal of Governing members or Officers
The removal of any Governing member or Officer shall require approval by a majority of the total Governing Members plus one (50% + 1).

Section J. Appeal Process
Any Officer or Governing member subject to removal may submit a written appeal to the Executive Committee within thirty (30) days of the removal decision. The Executive Committee shall review the appeal and present a recommendation to the full Board. The Board's decision following review shall be final.

Section K. Vacancies
A vacancy of any non-executive committee members may be filled by appointment of the Governing members. The appointed Officer shall serve for the remainder of the unexpired term of the office vacated. If both the President and Vice President offices become vacant simultaneously, the Secretary shall convene a special meeting of the Board within fifteen (15) days to conduct new elections.

ARTICLE IX: COMMITTEES AND WORKING GROUPS

Section A. Establishment of Committees
The Governing members may establish committees, subcommittees, or working groups as necessary to carry out the work of the Association. Committees may be designated as *standing*

committees to manage ongoing functions or *ad hoc committees* to address temporary or special assignments.

Committees shall be established by a majority vote of the Governing members or by authority delegated to the Executive Committee. Each committee shall operate under a written charter or scope of work approved by the Board, outlining its purpose, authority, responsibilities, membership, and reporting requirements.

Section B. Appointment and Membership

Committee members shall be appointed by the President with approval of the Governing members. Committees may include members of the Board, general members of the Association, and subject-matter experts as appropriate to the committee's mission.

Each committee shall have a Chairperson, designated by the President or elected by committee members, who shall be responsible for convening meetings, maintaining records, and providing progress reports to the Board.

Section C. Standing Committees

The following standing committees are recommended to support effective governance and statewide coordination:

1. **Governance & Bylaws Committee** – Reviews and recommends updates to the Bylaws annually, ensures compliance with not-for-profit standards, and advises on governance best practices.
2. **Finance & Audit Committee –** Oversees fiscal accountability, reviews budgets and audits, and ensures compliance with applicable financial policies and reporting requirements.
3. **Training & Education Committee** – Coordinates and develops statewide training programs, workshops, webinars, and educational resources for CERT teams and volunteers.
4. **Conference & Events Committee** – Plans, organizes, and manages the Annual CERT Conference and other major statewide or regional events.
5. **Membership & Outreach Committee –** Promotes membership growth, volunteer engagement, and communication among CERT programs statewide.
6. **Technology Committee** – Supports the digital and technical needs of the Association, including website management, online voting systems, and virtual collaboration tools.

Section D. Committee Operations

Committees shall meet as often as necessary to fulfill their objectives. Meetings may be held in person, virtually, or in hybrid format to ensure accessibility. All discussions, materials, and outcomes must be electronically documented and submitted to the Secretary for record retention.

Committees shall report their activities and recommendations to the Governing members at regular meetings. No committee shall take independent action or make commitments on behalf of the Association without prior approval of the Board.

Section E. Dissolution of Committees
A committee, subcommittee, or working group may be dissolved when its assigned purpose has been completed or is no longer required. Dissolution shall occur by a majority vote of the Governing members or, when delegated, by a closing vote of the Executive Committee.

ARTICLE X: DUTIES OF ELECTED OFFICERS

Section A. General Powers
The Florida CERT Association, Inc. shall have the power to rent, purchase, or otherwise hold property; solicit and receive contributions; assess and collect dues; enter into contracts or partnerships with governmental units, private entities, or organizations; and take all other actions necessary and proper to carry out the purposes of the Association in accordance with applicable state and federal laws.

Section B. President
The President shall serve as the Chief Executive Officer of the Florida CERT Association, Inc. and shall have general supervision, direction, and control over the affairs and operations of the Association, subject to oversight by the Governing members.

Authority:

1. In conjunction with the Treasurer, may authorize expenditures up to two hundred fifty dollars ($250.00) without prior Board approval, provided receipts are submitted to the Treasurer within seventy-two (72) hours of purchase.
2. All contracts or expenditures exceeding two hundred fifty dollars ($250.00) shall require prior approval by majority vote of the Governing members

Responsibilities:
• Preside at all meetings of the membership, the Governing members , and the Executive Committee.

• Serve as the official spokesperson and representative of the Association.
• Execute all instruments, documents, and contracts duly approved by the Board.
• Recommend the creation of committees and appoint committee chairs, subject to Board approval.
• Ensure implementation of Board policies, programs, and strategic objectives.
• Represent the Association in matters of partnership with Volunteer Florida, the Florida Division of Emergency Management (FDEM), and other agencies or partner organizations.

The President shall be a voting member of the Executive Committee.

Section C. Vice President

The Vice President shall perform the duties of the President in their absence, incapacity, or vacancy of office and shall otherwise assist the President as directed.

Authority:

1. In conjunction with the Treasurer, may authorize expenditures up to two hundred fifty dollars ($250.00) without prior Board approval, subject to submission of receipts within seventy-two (72) hours.

Responsibilities:

• Support the President in executing duties of the office.
• Serve as liaison to committees or task forces as assigned.
• Oversee special projects and initiatives as directed by the Board or President.
• Prepare to assume the office of President if required.
• Serve as a voting member of the Executive Committee.

Section D. Secretary

The Secretary shall be the custodian of the official records of the Association and ensure the maintenance of accurate and timely documentation of its activities.

Responsibilities:

• Provide advance notice of all meetings to members and Governing members.
• Record and maintain minutes and attendance for all Board and membership meetings.
• Oversee the Association’s corporate seal and attest to official instruments and documents as required.
• Maintain an updated membership roster in coordination with the Treasurer.
• Maintain documentation of excused absences verified by the Executive Committee.

• Preserve printed materials, legal documents, and historical records of the Association.
• Ensure meeting notices and updates are posted on the Association's website and distributed electronically.
• Notify candidates of election results and ensure proper documentation of all elections.
• Perform other duties as assigned by the Governing members .

The Secretary shall be a voting member of the Executive Committee.

Section E. Treasurer

The Treasurer shall serve as the financial officer of the Association, responsible for the management, safeguarding, and reporting of all funds and assets.

Authority:

• In conjunction with the President or Vice President, may authorize expenditures up to two hundred fifty dollars ($250.00) without prior Board approval.

Responsibilities:

• Maintain compliance with the Association's Financial Policies and Procedures Manual and all applicable state and federal requirements.
• Manage and maintain the Association's Post Office Box.
• Ensure all reporting and regulatory filings are completed, including:

- IRS Form 990 and related filings to maintain 501(c)(3) tax-exempt status;
- Annual charitable solicitation registration with the Florida Department of Agriculture and Consumer Services; and
- Annual corporate filing with the Florida Department of State, Division of Corporations (Sunbiz).
  • Deposit all funds promptly in accordance with accepted accounting practices.
  • Maintain accurate and complete books of account.
  • Track membership dues and coordinate with the Secretary to maintain an accurate roster.
  • Pay all authorized liabilities as approved by the Executive Committee or Governing members .
  • Ensure all financial records are available for inspection by any member in good standing or by regulatory authorities.
  • Provide a quarterly financial report to the Governing members .
  • Present an annual financial summary to the membership at the Annual Meeting.

The Treasurer shall be a voting member of the Executive Committee.

Section F. Parliamentarian
The Parliamentarian shall advise the President, Governing members, and membership on parliamentary procedure to ensure fair and orderly meetings and compliance with the Bylaws.

Responsibilities:
• Serve as a voting member of the Executive Committee unless concurrently serving as a Governing member.
• Advise the President on *Robert's Rules of Order, Newly Revised* and assist in conducting meetings efficiently.
• Chair the Bylaws Committee and oversee the annual review and amendment process of the Association's Bylaws.
• Convene and guide the Nominating Committee, providing instruction on nomination and election procedures.
• Provide training and mentorship on governance and parliamentary procedures to Board members and committees.
• Meet with the incoming President to ensure continuity of governance and effective meeting management.
• At the first Board meeting of each year, provide a review of the Bylaws and advise members on accessing and referencing them.
• Serve as facilitator and advisor on matters of procedural fairness, bylaws interpretation, and meeting decorum.

ARTICLE XI: ORGANIZATION YEAR

Section A. Fiscal Year
The fiscal year of the Florida CERT Association, Inc. shall begin on January 1 and end on December 31 of each year. The fiscal year shall be used for all financial reporting, budgeting, audits, and compliance filings with state and federal agencies.

Section B. Official Year
The official year of the Association, including officer and governing member terms of office, committee appointments, and membership periods, shall begin on January 1 and end on December 31 of each year, unless otherwise provided by these Bylaws.

The Association's *annual year* refers to the period between one Annual Conference and the next. This cycle serves as the planning, reporting, and implementation period for:

- Financial reporting and budget presentation,
- Elections and appointments of Board members,
- Consideration and adoption of Bylaw amendments, and
- Membership renewals and reviews.

Section C. Annual Reports

1. The Governing members shall present an Annual Report to the membership within ninety (90) days of the close of each fiscal year.
2. The report shall include:
    - A summary of the Association's activities during the preceding year,
    - A financial statement prepared in accordance with generally accepted accounting principles (GAAP), and
    - Updates on progress toward strategic goals and objectives.
3. The Annual Report shall be made available to all members and retained in the Association's permanent records.

ARTICLE XII: AMENDMENTS

Section A. Authority to Propose Amendments
Amendments to these Bylaws may be proposed by:

1. The Executive Committee;
2. The Governing members; or
3. Any voting member in good standing, provided the proposed amendment is submitted in writing and supported by at least ten percent (10%) of the voting membership.

Section B. Review and Notice

1. All proposed amendments shall be submitted to the Bylaws or Governance Committee for review prior to presentation to the membership.
2. The full text of any proposed amendment shall be distributed to the membership at least thirty (30) days prior to the meeting at which the vote is to be taken. Distribution shall occur via electronic communication and posting on the Association's official website.

Section C. Voting Requirements

1. Amendments shall be adopted upon receiving a two-third (2/3) affirmative vote of the voting members present at the Annual Meeting or participating through an approved electronic voting process.
2. Voting shall be conducted in accordance with *Robert's Rules of Order, Newly Revised* and the procedures established in Article VIII: Voting and Elections.

Section D. Certification and Recordkeeping

1. All adopted amendments shall be certified by the Secretary and recorded in the official minutes of the Association.
2. Updated Bylaws shall be distributed to the membership within thirty (30) days of adoption and posted on the Association's website.
3. A permanent record of amendments, including adoption dates, shall be maintained in the Association's archives.

ARTICLE XIII: DISSOLUTION

Section A. Authorization of Dissolution
The Florida CERT Association, Inc. may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the active voting membership, in accordance with the Florida Not-for-profit Corporation Act and Section 501(c)(3) of the Internal Revenue Code.

Section B. Prohibition on Distribution of Assets
In the event of dissolution, whether voluntary, involuntary, or by operation of law, none of the property, assets, or net earnings of the Association shall inure to the benefit of, or be distributed to, any member, Governing member, Officer, or private individual, except for the payment of just debts and lawful obligations.

Section C. Distribution of Assets
Upon dissolution and after payment of all liabilities, the Governing members shall distribute remaining assets of the Association exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding future sections.

Permissible recipients include, but are not limited to:

1. The federal government;
2. A state or local government; or

3. A qualified not-for-profit or charitable organization organized and operated exclusively for public safety, disaster preparedness, emergency management, or related charitable purposes.

Section D. Court-Ordered Distribution
If the assets of the Association are not otherwise disposed of, they shall be distributed by a Court of Competent Jurisdiction in the county where the Association maintains its principal office, exclusively for such exempt purposes or to such organizations as the Court shall determine to be organized and operated for such purposes.

ARTICLE XIV: DOCUMENTATION OF BYLAW ACTIVITY

The following record reflects the historical development and amendments to the Bylaws of the Florida CERT Association, Inc.:

Action	Date
Developed by the initial Governing members	2003
Adopted by the Membership	January 17, 2004
Revised by the Governing members	January 8, 2005
Adopted by the Membership	March 10, 2007
Revised by the Governing members	March 2, 2008
Revised by the Governing members (per Bylaws Committee and state legal review)	December 17, 2009
Adopted by the Membership	March 11, 2010
Revised by the Governing members	August 12, 2017
Adopted by the Membership	August 26, 2017
Revised by the Governing members (per Bylaws Committee recommendations)	August 1, 2022
Adopted by the Membership	September 22, 2022
Revision conducted by Board-Requested Subcommittee	2025

Section A. Record Maintenance

1. The Secretary shall maintain a permanent record of all amendments, including the dates of adoption by the Board and the Membership.
2. Updated Bylaws, including amendment history, shall be distributed to the membership within thirty (30) days of adoption and posted on the Association's official website.
3. A copy of the most current Bylaws shall be filed with the Association's legal and financial records to ensure compliance and continuity.