

# Flagler Cares, Inc.

## Bylaws

### Article I: Organization

The name of this organization shall be: **Flagler Cares, Inc.**

### Article II: Purpose

Flagler Cares, Inc. is a corporation created to support a broad, county-wide initiative to expand the safety net for Flagler County citizens in need, to build a coordinated system of social, financial and health services, and to decrease societal and personal costs by providing services as efficiently as possible.

### Article III: Board of Directors

#### Section 3.01 Qualifications

The membership of the Flagler Cares, Inc. Board of Directors shall involve persons who have demonstrated a commitment to, or have expressed an interest in, the purposes and mission of the corporation and who are willing to devote time to the duties of the Board of Directors of Flagler Cares, Inc.

#### Section 3.02 Composition and Terms

Board membership shall be composed of persons over 18 years of age and representative of:

- The various geographic areas of the county.
- The various ethnic, racial and cultural groups represented in the county.
- The various businesses, professions and trades represented in the county.
- The key governmental, non-profit, faith and advocacy groups/agencies in the county.
- The Board of Directors shall be composed of not less than nine (9) members.
- The Executive Director shall serve as a non-voting member of the Board of Directors and is not counted when setting the minimum number on the Board of Directors.

#### **Board membership shall be comprised of Permanent Members and Term-Limited Members.**

- The Permanent members of the Board of Directors shall be elected at a bi-annual Board of Directors meeting and shall be:
  - ❖ Aza Health, CEO or designee
  - ❖ County of Flagler, County Administrator or designee
  - ❖ Flagler Schools, Superintendent or designee
  - ❖ Flagler County Sheriff's Office, Sheriff or designee
  - ❖ Florida Department of Health-Flagler, Director or designee
  - ❖ AdventHealth, CEO or designee
  - ❖ SMA Healthcare, CEO or designee
  - ❖ United Way of Volusia and Flagler Counties, President or designee
- The Term-Limited members of the Board of Directors shall serve a two-year term beginning with their election at a semi-annual meeting. At the end of the two-year term, they may stand for re-election.

### **Section 3.03 Nominations and Elections**

Candidates for positions on the Board of Directors shall be submitted to the Board of Directors by the Executive Committee. The Executive committee shall screen candidates with regard to their qualifications, interest and abilities to serve the organization and submit a name or names to fill vacancies to the Board for final disposition. The Board shall elect the directors by majority vote.

### **Section 3.04 Vacancies**

Vacancies on the Board of Directors must be filled within 60 days if the vacancy reduces Board of Directors membership to a number less than nine. Vacancies on the Board shall be filled as required in Section 3.03.

### **Section 3.05 Removal**

Board members may be removed from office by a majority vote of all the directors at any regular or special meeting called for that purpose. Board members may be removed for missing 2 consecutive meetings (unexcused), including committee meetings. Members may be removed for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any members proposed to be removed shall be entitled to at least five days written notice of the meeting of the Board of Directors at which removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

### **Section 3.06 Compensation**

No voting director shall receive compensation for services rendered in their official capacity as a director. Directors may be reimbursed for reasonable expenses incurred while serving as a member. The Board of Directors must approve expenses over \$50.00 prior to the expenditure.

### **Section 3.07 Conflicts of Interest**

Members of the Board of Directors shall disclose any relationship that could be considered a conflict of interest with the organization. Directors shall excuse themselves on matters where their objectivity would be compromised. No board member will use their relationship with Flagler Cares, Inc. for personal gain or in a manner that might result in a possible excess benefit transaction.

**Duty to Disclose:** In connection with any actual or possible conflict of interest, a Board member must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.

**Financial Interest:** A Board member has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which Flagler Cares has a transaction or arrangement,
- A compensation arrangement with Flagler Cares or with any entity or individual with which Flagler Cares has a transaction or arrangement, or;
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Flagler Cares is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A Board member who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

**Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the Board member, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

#### **Procedures for Addressing the Conflict of Interest**

- A Board member may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The President of the Board of Directors, if appropriate, shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Board of Directors shall determine whether Flagler Cares can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Flagler Cares' best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **Violations of the Conflicts of Interest Policy**

- If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Compensation**

- A voting member of the Board of Directors who receives compensation, directly or indirectly, from Flagler Cares for services is precluded from voting on matters pertaining to that member's compensation.

**Annual Statements:** Each Board member shall annually sign a statement which affirms such person:

- Has received a copy of the conflicts of interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Understands Flagler Cares is a charity and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Periodic Reviews:** To ensure Flagler Cares operates in a manner consistent with its charitable purpose and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to Flagler Cares' written policies, are properly recorded, reflect reasonable investment or

payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Section 3.08 Indemnification**

The Board of Directors shall purchase Directors and Officers liability insurance in an amount to be comparable with other non-profit corporations with similar revenues. The Corporation shall indemnify its officers and directors from liability as a result of their actions as officers and directors as long as they were acting in good faith, in a manner reasonably believed to be in the best interest of the Corporation and their conduct was not unlawful.

### **Section 3.09 Duties**

The business and property of the Corporation shall be managed by the Executive Director and monitored by the Board of Directors in accordance with these By-laws and the Articles of Incorporation of the Corporation.

Without limiting the authority of the Board, its responsibilities shall include:

- Carrying out the purposes of the Corporation
- Establishing Corporate policy
- Representing the organization in the community
- Securing adequate financial support for the organization and being responsible for the expenditure of corporate funds
- Considering for approval or rejection all nominations
- Adopting and amending By-laws
- Hiring and/or terminating the Executive Director

### **Section 3.10 Orientation**

Each new Board member shall receive a mandatory orientation within the first two months of service on the Board of Directors. The orientation shall be coordinated by the Executive Director. The orientation will include a history of Flagler Cares, Inc.; its By-laws; table of organization and personnel; funding and financial reporting; and, the short and long-term plans for the organization.

### **Section 3.11 Ex-Officio**

The Executive Committee may nominate individuals to serve as ex-officio members of the Board of Directors, with approval from the Board of Directors. Ex-officio members shall actively participate on the Board of Directors, but will be non-voting members.

## **Article IV: Officers**

### **Section 4.01 Composition**

The officers of the Board of Directors shall be the President; Vice President; Secretary; Treasurer and up to two At-Large Officers.

### **Section 4.02 Elections**

The President of the Board shall appoint an adhoc Nominating Committee to make officer recommendations to the Board. Nominations for officers will be made at one of the bi-annual Board meetings. A person nominated for the office must be a member of the Board.

Officers shall be elected for a term of two years.

When an officer is vacated before the end of the term, the Board of Directors shall elect a replacement within ninety days.

#### **Section 4.03 Duties**

**President:** The President shall preside at all meetings. He/she shall have the authority to sign all expenditures, contracts and obligations authorized by the Board of Directors or the Executive Committee, acting in accordance with his/her delegated authority to bind the corporation to contractual obligations. He/she shall annually appoint all committees. He/she shall perform such other duties as may be assigned by the Executive Committee or Board of Directors. In the event that an Executive Director is not in place, the President shall fulfill the Executive Director duties.

**Vice-President:** The Vice-President shall have like duties and authority with the President in case of vacancy in the office of President, in the absence of the President, or in case of his/her inability to act. He/she shall perform such other duties as may be assigned by the Executive Committee or by the Board of Directors.

**Secretary:** The Secretary shall attend meetings of the Board of Directors and the Executive Committee, cause minutes of the meetings to be taken, approved and stored; give proper notice of all meetings to all Board of Directors members and Executive Committee members as herein provided and perform such duties as may be prescribed by the President of the Board of Directors.

**Treasurer:** The Treasurer shall be certain that all financial operations are maintained in accordance with approved practice as set forth by a Certified Public Accountant and the fiscal policies of the organization. The Treasurer shall analyze and deliver to the Executive Committee and the Board of Directors periodic financial statements and shall see that all financial records are audited yearly by an external Certified Public Accountant retained by the Board. The Treasurer shall have the authority to sign all expenditures authorized by the Board of Directors or the Executive Committee, acting in accordance with his/her delegated authority to bind the corporation to contractual obligations.

**At-Larger Officers:** Up to two At-Large Officers may be elected to serve on the Executive Committee.

### **Article V: Meetings**

#### **Section 5.01 Regular Meetings**

Regular meetings shall be held by the Board of Directors at least two times a year on dates, times and locations approved by the Board.

#### **Section 5.02 Special Meetings**

Special meetings of the Board of Directors or the Executive Committee may be called by the President or by the written request of any three members of the Board of Directors. Special Meetings are to be called for special purposes or issues and agenda item(s) must be related to the special item(s) only.

#### **Section 5.03 Notice of Meetings**

Notice of all Directors meetings shall be given by email at least five business days before the meeting to the email address on record for each Board member. Emergency meetings may be called by telephone at least one day before the meeting.

**Section 5.04 Quorum**

At all meetings of the Board of Directors, a majority of the directors in office at that time shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of the majority of directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may otherwise specifically be provided by statute, by these By-laws, or by the Articles of Incorporation.

**Section 5.05 Proxies**

Each director will have one vote. No proxy voting will be allowed.

**Section 5.06 Public Participation**

Meetings of the Board of Directors are open to the public, except in cases which matters involving litigation or personnel issues may be discussed. Public participation may be allowed by the President at the point designated on the agenda, provided that persons wishing to speak shall have completed a form stating their purpose for addressing the Board, and the President has granted their request. Public participation is generally limited to a 3-minute statement.

**Section 5.07 Minutes**

Minutes are to be taken at all Board and Committee meetings and approved at the next meeting of the Board or Committee. Written minutes, after approval, are to be maintained for the life of the organization.

**Section 5.08 Committees/Workgroups**

Committees/Workgroups may be formed by the Board at any time to work on specific projects or strategies. Committees may include non-Board members.

**Article VI: Executive Committee****Section 6.01 Composition**

The Executive Committee of the Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer and up to two At-Large Officers. The Executive Director shall be a non-voting member of the Executive Committee.

**Section 6.02 Duties**

The Executive Committee shall meet as needed at a time and a place agreed by the committee. A quorum of the Executive Committee shall be more than 55% of its members in attendance. During the period between regularly scheduled meetings of the Board of Directors, the Executive Committee may act on the behalf of the Board. Any actions taken by the Executive Committee shall be reported to the Board at the next regularly scheduled meeting.

The Executive Committee shall also act as the Audit Committee of the Board of Directors and be responsible for initiating and overseeing an annual financial audit of the corporation.

## **Article VII: The Flagler Cares Coalition**

### **Section 7.01 Purpose**

The Flagler Cares Coalition will be the primary advisory body to the Board of Directors. The Coalition will work with the Board of Directors to identify system gaps and barriers and develop tactical strategies to improve the capacity, efficiency and effectiveness of Flagler's service delivery system.

### **Section 7.02 Membership**

The membership of the Flagler Cares Coalition shall involve persons and organizations supportive of the vision, mission and strategic plan of the organization.

### **Section 7.03 Meetings**

The Coalition will meet not less than quarterly, according to a schedule approved by the Coalition.

## **Article VIII: Administration**

The Board of Directors shall provide for the proper day-to-day management of the organization by appointment of a qualified Executive Director.

### **Section 8.01 Executive Director**

The Board of Directors shall employ an Executive Director who shall serve at the pleasure of the Board of Directors pursuant to a contract approved by the Board and signed by the Board Chair and the Executive Director. The contract shall include provisions for an annual Board evaluation of the Executive Director.

### **Section 8.02 Duties**

The Executive Director is the chief administrative officer of the organization, responsible to the Board of Directors for the overall management and operation of the organization. The Executive Director shall convey to the Board of Directors the concerns and recommendations of the staff and is responsible for implementation of Board policies.

The Executive Director is responsible for the hiring and termination of all employees of the organization pursuant to the Board approved personnel policies. He/she shall have the authority to sign all contracts, expenditures and obligations authorized by the Board of Directors or the Executive Committee, acting in accordance with his delegated authority to bind the corporation to contractual obligations.

The Executive Director is a non-voting member of the Board of Directors and the Executive Committee. The Executive Director is also responsible for providing support to all Board of Directors standing and Ad Hoc Committees or appointing an appropriate staff member to provide the Committee support.

## **Article IV: Fiscal Year**

The Fiscal year of the organization shall commence on July 1 and end on June 30 of each year.

## **Article X: Rules of Order**

The Rules of Order for this organization shall be the newest revision of Roberts' Rules of Order provided that they are not inconsistent with these By-laws.

## **Article XI: Amendments**

These By-laws may be altered, amended, or repealed at any meeting of the Board of Directors by a vote of two-thirds of the members in attendance, provided that a written notice of the proposed changes were provided to the Board members 14 days prior to the meeting and also provided that the proposed changes were clearly described in the Order of Business (agenda) for the meeting.

**Amended by the Board of Directors on 14th of March, 2021.**

**Amended by the Board of Directors on 14th of September, 2020.**

**Amended by the Board of Directors on 20th of June, 2019.**

**Amended by the Board of Directors on 12th of June, 2017.**

**Amended by the Board of Directors on 12th of September, 2016.**

**Amended by the Board of Directors on the 2<sup>nd</sup> of November, 2015.**

**Adopted by the Board of Directors on the 21st of July, 2015.**