



# **BYLAWS OF FLORIDA EVERBLADES FAN CLUB OF SWFL, INC.** (A Pending Florida Non-Profit Corporation)

Current Revision Effective August 1, 2022

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## **MISSION STATEMENT**

We, the members of the Florida Everblades Fan Club, are committed to act in a professional manner, as a booster/fan club that supports the promotion of hockey and good sportsmanship at all levels in Southwest Florida. The objectives of the Florida Everblades Fan Club of SWFL., Inc. are to provide a forum for hockey enthusiasts to exchange ideas, opportunities, camaraderie and to support the interest and enjoyment of hockey as well as to provide support for the members of the Florida Everblades hockey team and their families through charitable and educational activities involving youth groups and/or junior hockey teams in the community.

We will absolutely refrain from activities involving politics, campaigns or legislative issues. We will not engage in any illegal activities or those that violate public policy or are not related to our mission statement. These Bylaws have been reviewed and ratified by vote of the Board of Directors and a quorum of the membership, to be used and followed by all members of the Florida Everblades Fan Club of SWFL, Inc.

## ARTICLE 1. NAME

The name of the non-profit organization, existing under these bylaws shall be the FLORIDA EVERBLADES FAN CLUB of SWFL, INC. The FLORIDA EVERBLADES shall refer to the ECHL hockey team of that name, which is a separate legal entity from the FLORIDA EVERBLADES FAN CLUB of SWFL, INC. It shall be referred to herein as **FEFC**.

## ARTICLE 2. OFFICES

The principal office of the FEFC shall be in the state of Florida. The FEFC shall designate a registered office in accordance with Florida law and shall maintain it continuously. The FEFC may have offices at such other places within and outside the state of Florida as the FEFC Officers may from time to time determine.

## ARTICLE 3. NON-PROFIT OPERATION

The purpose of the FEFC is to promote hockey and good sportsmanship in Southwest Florida, at all levels, for all athletics, and to create and foster interest in the Florida Everblades hockey team and for all sports, both on and off the ice. We will provide a forum for hockey enthusiasts to interact, and exchange ideas and support, as well as contribute to the community and encourage camaraderie through team social, educational and charitable activities for the club. We will foster open lines of communication between FEFC and the Florida Everblades management.

Activities shall include any activities allowed by a corporation that is exempt from federal income tax under section 501 (c)(3) of the Internal Revenue code, or any related section of future tax code.

The FEFC will not have or issue shares of stocks. No dividends will be paid. No part of the income or assets of the FEFC may be distributed to its members, Officers, or Members-at-Large without full considerations (i.e., receipts for reimbursement or prior BOARD approval for expenses). Profits may be distributed to the FLORIDA EVERBLADES for equipment, training or needed supplies, as approved by the board. No member of the FEFC has any vested rights, interest, or privilege in or to the assets, property, function, or activities of the FEFC. The FEFC may contract in due course with its member, Officers, or Members-at-Large without violating this provision. The fiscal year shall be August 1 through July 31, annually.

# ARTICLE 4. MEMBERSHIP

The membership year shall be August 1 through July 31, annually.

**Section 1. Qualifications:** membership in the FEFC is open to any person, interested in advancement and enjoyment of professional ice hockey, subject to the terms and conditions as determined by the FEFC Board of Directors.

**Section 2. Manner of Admission:** An application for membership, or a renewal of membership, must be completed in writing and submitted along with full payment of dues to the membership Chair. Members must agree to abide by the FEFC Bylaws.

**Section 3. Membership Types:** There shall be five (5) membership types: Family, individual, and Supervised Minor memberships, they will be known as "regular" members. Corporate and Honorary members will be known as "honorary" members.

**A. Family** – May include 2 adults - husband, wife (or partner), and unmarried children up to the age of eighteen (18) and residing at the same address. Dependents to include any handicapped and/or Special Needs individuals residing at the same address.

**B. Individual Adult** - includes one individual that is at least eighteen (18) years of age or older.

**C. Supervised Minor** - is defined as a child under the age of 18 years. A supervised minor may attend any valid club function only when under the supervision of an adult member in good standing. Their member application must include a sponsor, that would be a member in good standing, and needs to include parent or guardian name, address, and phone number. Upon their 18<sup>th</sup> birthday, they may assume all privileges of an adult member.

**D. Corporate** - includes any individual or business establishment acknowledged by their significantly valuable contribution to the support of the FEFC. All corporate sponsors shall be honorary members. They shall have all privileges as regular member except the privilege to vote, run for or hold elected offices. Corporate members have the option to purchase regular membership.

**E. Honorary** - includes any individual nominated for their valuable contribution and/or dedication to hockey and with approval by the FEFC Board. Honorary members will have all privileges as regular member except the privilege to vote, run for or hold elected offices. Honorary members have the option to purchase regular membership.

**Section 4. Member in Good Standing Definition:** Member in good standing is defined as one who has paid dues in full, has no outstanding financial obligations to the FEFC, and agrees to abide by all club rules and uphold the Bylaws of the FEFC. Any executive board member may suspend any member for just cause, until a review by the entire board can be held at the next calendar board meeting.

**Section 5. Member Duties:** It is the duty of all members to uphold and support the purpose of the FEFC and to volunteer and participate whenever and wherever possible, for committees, and serve on any committee(s) to which said member is elected or appointed. Members are responsible for checking e-mails and the FEFC table on the concourse during season regarding meetings and events.

**Sections 6. Membership Privilege:** Only members in good standing may attend FEFC meetings and FEFC functions. Any paid functions shall be restricted to members only and the

number of tickets purchased by the member for said function shall directly relate to the type of membership he/she holds. Adult functions include adult paid members in good standing and paid children 16 and older. Members under the age of 18 must be accompanied by an adult at all club sponsored events and meetings. Events may become open to Non-members if seats remain unsold. The cost of the event shall be established by the Board using the following as a guideline while considering the financial ability of the Club and Members:

1. Children 12 and under - free
2. Children 13 and over- the cost of the event
3. Adults - the cost of the event plus a fee to cover the cost of players, staff, and their guest
4. Players and staff to include their guest free.

**A. Family membership** - includes availability for the purchase of tickets for the immediate family members as listed in Article 4, Section 3. If the member is a single parent, an additional ticket may be purchased for one (1) additional adult guest (2 total).

**B. Individual membership** - includes the availability for the purchase of tickets for the individual member and one (1) additional adult guest.

**C. Corporate membership** - includes a representative and one (1) adult guest (2 total). Any additional tickets may be purchased with approval of the FEFC Board.

**D. Honorary membership** - such members may attend by invitation from the FEFC Board. The quantity of tickets will be based on the FEFC Board approval. Any additional tickets may be purchased with approval of the FEFC Board.

#### **Section 7. Termination of membership:**

Any member of the FEFC Board of Directors may temporarily suspend a member for improper conduct, or a violation of the Bylaws of the FEFC. The FEFC Board of Directors will investigate the alleged violation and at the next FEFC Board meeting present the case. A determination will be made as voted by two-third (2/3) majority vote of the entire FEFC Board (Directors and Members-at-Large) as to whether the suspension should be removed or set for a specific period of time, or if said member should be expelled permanently from the FEFC. Membership may be terminated by any of the following methods:

**A.** Voluntary written resignation addressed to any FEFC Board member.

**B.** Failure to pay the annual dues as set forth in Article 7.

**C.** Expulsion from the FEFC as set forth in Article 11, Section 1.

**D.** As per Article 6, Section 10.

Termination Procedure: The Board will meet to review the conduct infraction. The entire FEFC Board (Directors and Members-at-Large) must decide by vote whether to terminate the member. If the person is an executive board member, they cannot vote. A written notification of termination will be signed by the executive committee and sent to the member within 10 days via US mail, certified with return receipt. In the case of termination, any membership dues and event tickets previously paid for will be forfeited.

**Section 8. Committee Authority:** If a situation arises which is governed by an existing or special committee, members are responsible for contacting the committee chairperson of that committee rather than dealing with the situation themselves. If the member does not receive a response from the committee chairperson within forty-eight (48) hours, the member shall contact any FEFC Board member for assistance.

**Section 9. Publicity for minors:** Parents must sign a release form annually to allow the club to post pictures of their children on the club's social media and website. Children without a release form shall not have their pictures posted on social media or the website.

## ARTICLE 5. MEETINGS and QUOROMS

**Section 1. Meetings:** The purpose of the meetings of the FEFC members is to elect Officers and Members-at-Large, and to transact such other matters as may properly come before the members. The meetings of the FEFC membership shall be held at the time and places designated by the FEFC Board. Meetings shall be held monthly, during hockey season, ten (10) per year (August through May). Board meetings shall be held eleven (11) months per year, excluding July. Board meetings shall be attended by board members only, with the exception of those invited by a board member. Failure to hold monthly meetings shall in no way affect the terms of the Officers or the validity of actions of the FEFC. Special meetings of the membership shall be called by the President upon written request of at least twelve (12) members of the FEFC. Written and/or email notice shall be sent at least seven (7) days prior.

**Section 2. Quorum:** A quorum at any meeting of the FEFC will consist of all members present at said meeting. A simple majority of such quorum will decide any proper questions that may come before the meeting.

## ARTICLE 6. ELECTIONS and OFFICERS

### **Section 1. Nominations and Elections:**

**Nominations:** Nomination for Officers and Member-at-Large will open on June 1<sup>st</sup> and close on June 15<sup>th</sup> of the current year. Nominations will be reviewed by the FEFC Officers for qualification. Nominees must be eighteen (18) years of age at the time of the nomination. The FEFC Board will give membership a list of nominees that are eligible for office by June 30<sup>th</sup>. Once nominations are closed, nominees will be notified via email or phone to either accept or decline the nomination. Acceptance shall occur by July 10<sup>th</sup>. Names of Nominees and their bio or spotlight, of less than 150 words submitted by the candidate, may be published in random order on the website and/or Facebook page at the discretion of the board, sent via e-mail to the voting membership, no later than 5 days after nomination acceptance.

**B. Elections:** By July 15<sup>th</sup> of the same year the FEFC Board will issue to all members via email, an electronic ballot, to be returned by July 25<sup>th</sup>, of the same year. However, failure to follow this time schedule shall in no way affect the validity of the election process. Election schedules can be adjusted by the FEFC board, as long as time is given to the membership, and with election to be in July of each year. If the hockey season is cancelled in its entirety due to extenuating circumstances, the entire FEFC Board (Directors and Members-at-Large) term will roll over to the following fiscal year.

**C. Voting:** Each individual member in good standing shall be entitled to one (1) vote and each family membership in good standing shall be entitled to up to two (2) votes, if both members are over the age of eighteen (18). Electronic Ballots for voting are acceptable forms of the election process. Elections will be decided by majority of the vote of members in good standing by electronic ballot. If voting on multiple positions (i.e., members at large – four (4) positions) those members with the most ballots up to the number of positions shall win the election.

**D. Ballot counting:** The ballots from the general election shall be printed and tallied by two (2) officers not up for election and two (2) individual members in good standing. Candidates shall be notified by July 31<sup>st</sup> of that year. The term starts August 1<sup>st</sup>, for two (2) years.

**E. Recounts:** Any Candidate may request a recounting of ballots of the general election. If a recount is requested, the current President and Election Committee Chairperson shall recount the ballots. Should the current president be involved in the election being recounted, a Vice-President will stand in his/her place. If the President and both Vice Presidents should happen to be involved, the Secretary would stand in. Should all four (4) officers be candidates in the election, the Election Committee Chairperson would have the authority to select a non-candidate to help with the ballot recount.

**F. Special Elections:** To preserve the continuity of a complete Board of Directors, the President with approval of the FEFC Board (Directors and Members-at-Large) has the power to appoint a member in good standing, to a vacant office. If no member accepts such office, a special election may be held. The Special Election shall be held as soon as possible to replace any vacant Officer position(s) following the Election process in Article 6, Section 1. The duration of the term in office shall be the remaining balance of the vacancy. During the time between the vacancy and the Special Election, the Board may appoint a current Board member to serve as an acting position until a proper election can be held.

**Section 2. Qualifications:** The following are the qualifications for holding an elected position in the FEFC. To be elected to a Board Officer position requires one (1) consecutive year active membership and attendance of a minimum of six (6) general meetings during the most current one (1) year period. To be elected as a Member-at-Large, one (1) year active membership and attendance of six (6) general meetings within that same one (1) year. Any person accepting a nomination for a different elected position must resign from their current position at the time nominations are closed. Spouses/significant others (boyfriend/girlfriends or partners) and other related family member (this includes but is not limited to parents, siblings, and children) shall not serve as an Officer or Member-at-Large at the same time to avoid the possibility of malfeasance (either real or perceived). Likewise, avoidance should be made in respect to family members as Officers acting as a liaison to a committee that is chaired by any of the above-mentioned relationships. The above qualifications may be altered at the discretion of the Board of Directors during special situations (Example- Global Pandemics). To continue to hold an elected position during their term, an Officer or Member-at-Large should attend at least six (6) FEFC Board meetings in one (1) running year (*example: Jan-Jan: Feb-Feb, etc.*). FEFC Officers have the right to remove delinquent Officers or Member-at-Large from said position prior to expiration of their term of office, if not compliant.

**Section 3. General Duties of Officers:** The Board of Directors shall perform the duties described in the Bylaws. They shall have full authority over the affairs of the FEFC, except in the amendment of the Bylaws, regarding the election of Officers and as specified elsewhere in these Bylaws. Each Board member shall not hold more than one Board position at a time including a Pro Tempore position.

**Officers:** The Officers, except immediate past President, of the FEFC will be elected by the members in good standing. There will be a President, two (2) Vice Presidents, Secretary, and Treasurer. Officers of the FEFC will be elected during the even numbered calendar years. All Officers and Members-at-Large will be elected for a two (2) year term. Executive Officers only are considered Board of Directors. Newly elected Officers and Members-at-Large will assume their duties for all matters pertaining to their election year. The Board of Directors shall receive no compensation for their services. They may authorize the reimbursement of actual reasonable expenses incurred by members and committees performing their club duties.

**Section 4. President:** The President is the primary executive Officer. The President will preside at all meetings, will have general supervision of the affairs of the FEFC, will sign or countersign

all contracts and other instruments of the FEFC, and perform all such other duties as are incident to the office or are properly required of the office by the membership. The President will appoint committee chairpersons on Audit, Bylaws, and Grievance committees. All others will be on a voluntary basis. The President will assign a Vice-President to assume the responsibilities of the President in the event the President is unable to fill their role temporarily. The President may be signatory to drafts or check for the withdrawal of money from the FEFC. The President with the approval of the board shall have the power to appoint special committees as may be necessary for the orderly transaction of the business of FEFC.

**Section 5. Vice-President: One (1) and Two (2):** A Vice President appointed by the President will exercise all functions of the office of President in the absence or disability of the President. The Vice Presidents will serve as managers of all committee chairpersons, voluntary and appointed. The Vice Presidents will also serve as executive assistant to the President; provide support, assistance and guidance to the various committees and special projects, be liaison with other Fan Associations performing such duties as directed by the President while exercising duties of this office.

**Section 6. Secretary:** The Secretary will issue notice as may be required for all meetings of the FEFC, will keep the minutes, will sign with the President such instruments that require such signature, keep an accurate list of membership (in coordination with the membership Chairperson) and conduct the general correspondence of the FEFC. The Secretary shall be custodian of the club records.

**Section 7. Treasurer:** The Treasurer will be responsible for the collections, disbursements and the custody of all the funds and securities of the FEFC and deposit same in the name of the FEFC in such bank or banks as directed. The Treasurer will sign all checks, drafts, notes and others for payment of money, approved by the President and/or Board. For any amounts over \$500.00 the draft or check should also be approved by either the President or Secretary, either by electronic or in person approval. The Treasurer shall report the financial condition of the FEFC at each regularly scheduled monthly or called meeting along with updates on game table sales and expenses. The books will at all times be available, in person, for exhibition to any member of the FEFC Board. Any Board of Directors or member must submit any and all receipts for approved items to the Treasurer within thirty (30) days from the date of the receipt. Receipts submitted after the thirty (30) days will require Board approval before payment will be authorized. Each receipt must contain the signature of the member requesting reimbursement along with the committee name whose budget the funds are to be attributed and that committee's chairperson.

**Section 8. Immediate Past President:** The Immediate Past-President will provide continuity to the FEFC Board for a period of six (6) months from the induction of the new Board on an 'as needed' basis, at the request of the new President. The Past President shall not have voting rights as a member of the Executive Board.

**Section 9. Members-at-Large:** Current members of the FEFC will be elected as Members-at-Large to assist and chair standing committees. The number of Board Members-at-Large can be up to but not to exceed four (4) people. At the discretion of the Board, the number of members at large may be increased as needed and by approval of the Officers. The Members- at-Large will report to the Vice Presidents or the President of the FEFC Board. The Members-at-Large will be elected during the odd numbered calendar years. All Officers and Members-at-Large will be elected for a two (2) year term. If a current Member-at-Large cannot fulfill his or her elected term of office, a qualified FEFC member shall be appointed

to the FEFC Board to complete the term. In the event that a FEFC Officer position or FEFC Member-at-Large position is added during the current term of the remainder of the FEFC Board, the newly elected FEFC Officer or Member-at-Large term will coincide with the term of the current FEFC Officers or member-at-large.

**Section 10. Front Office Representative:** A Front Office Representative/Liaison is assigned to the FEFC by the Florida Everblades Organization. It is not an elected position. The Board of Directors may make recommendations to the Florida Everblades Organization for the position. This liaison shall attend meetings when feasible.

**Section 11. Termination:** If an Officer or Member-at-Large does not put forth effort to uphold their position or comply with the requirements of such position the President with the approval of other board members has the right to remove such Officer or Member-at-Large and appoint a replacement.

## ARTICLE 7. DUES

The annual dues will be decided upon by a majority vote under the current FEFC Board prior to the new fiscal year.

**Section 1.** All membership dues are to be current by September 15th of the new operating year. Members not up to date by September 15th shall have membership privileges terminated and will be removed from our membership roster and e-mail list until said dues are paid.

**Section 2.** If the hockey season is cancelled in its entirety due to extreme circumstances, membership dues will remain non-refundable.

## ARTICLE 8. COMMITTEES and FUNDRAISING

The President may appoint committees as deemed necessary to achieve the fundraising goals of the FEFC. The President may appoint a Board liaison to committees except in cases where the Committee Chair is also a Board member. A sample of such committees are:

Membership

Transportation

Road Supplies/Breakfast Supplies

Apartment Supplies/Setup

Hospitality

Concourse Table (examples: auction items, buttons, pictures, Jerseys etc.)

Fundraising (examples: Shop w/scrip, Amazon Smile, etc.)

Sponsorship (business and personal sponsors)

Newsletter

Social Media (examples: Website, Facebook, Twitter, Instagram, etc.)

Special Events (examples: Picnic, Spaghetti Dinner, Educational Kids party, Christmas Party)

Bylaws

Audit

Grievance

Jamboree (networking with other non-profit organizations)

The specific committee functions and responsibilities will be available upon request from the committee chair to the Secretary. All Chairpersons and Committees shall be subject to the final authority of the Board. The committee chairpersons appointed may be terminated by a majority vote of the full Board of Directors and Members at Large, to avoid the possibility of malfeasance



(either real or perceived). Likewise, avoidance should be made with respect to family members on the Board of Directors acting as liaison to a committee that is chaired by a family member as is the case for elected Board members, also stated in Article 6, Section 2. All monies raised shall be submitted to the treasurer within 14 days.

## ARTICLE 9. FISCAL YEAR and AUDITS

The fiscal year of the FEFC shall be August 1<sup>st</sup> through July 31<sup>st</sup> annually. The operating year of the FEFC shall be deemed the same. A yearly audit shall be performed at the close of a fiscal year. An audit Committee, comprised of the Treasurer, one (1) other Officer, one (1) Member-at-Large and one (1) active member in good standing. The audit shall be completed prior to October 1<sup>st</sup> of the next fiscal year. An outside review may be done to verify that all numbers are accurate and that responsibilities to all government agencies have been satisfied. An outside audit completed by a CPA shall be at the request and approval of the FEFC Board of Directors.

## ARTICLE 10. USE OF FUNDS

Any and all funds collected by, accumulated by, or donated to the FEFC must be spent only to promote the purpose of the FEFC as stated in these Bylaws. No part of the earnings of the FEFC shall incur to the benefit of, or be distributed to its members, trustees, officers, or other private persons; except that the FEFC shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the "Purpose of the FEFC" promoting hockey. To use funds for another reason, must be approved by a majority vote of the Board of Directors and Members-at-Large. No part of the club activities shall involve propaganda, or otherwise attempting to influence legislation, and the club shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding of any other provision of these articles, the FEFC shall not carry on any other activities not permitted by

- A. A corporation exempt from the Federal Income Tax under section 501(c)(3) of the internal Revenue Code, or the corresponding section of any future federal tax code.
- B. A corporation, contributions to which are deductible under section 170(c)(2) of the internal Revenue Code, or the corresponding section of any future federal tax code.

Club funds to be dispensed over \$1,000 shall require authorization by Board of Directors and Member-at-Large majority approval. Executive committee members may be authorized to use debit cards and sign checks.

## ARTICLE 11. DISSOLUTION

**Section 1.** The Florida Everblades Hockey Organization reserves the right to disassemble the FEFC at any time without prior notice.

**Section 2.** If for any reason the existing FEFC Board of Directors chooses to resign from their prospective positions before their current term have expired, a special meeting shall be called of the general membership to elect new Board members or to dissolve the FEFC.

**Section 3.** Disposition of funds: should the FEFC be disassembled, all monies of the FEFC will

be donated to one or more designated 501(c)(3) organizations and shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state, or local government for public purpose. This organization shall be chosen as determined by the currently presiding FEFC Board of Directors and voted on by the general membership.

## ARTICLE 12. CODE OF CONDUCT

**Section 1.** To ensure that the FEFC remains a fun, relaxed, and respectful organization, the following Code of Conduct will apply to all members, at all times.

**A.** The FEFC understands that members' opinions can vary to a high degree and encourages any point of view be freely expressed by anyone. However, conduct by a member that is deemed detrimental to the best interests of the FEFC, such as, but not confined to, slander, acts of malicious intent, physical threats, fighting, bullying, damaging property, unreasonable intrusion into someone's personal space, libel, or any other type of defamation of character will NOT be tolerated AT ANY TIME and can be grounds for expulsion from the FEFC. Violations of this code against FEFC members and their families, hockey players, guest speakers, hockey organizations and personnel, other fan clubs, and media will not be tolerated.

**B.** Communications on behalf of the FEFC: No member may use or refer to the FEFC in expressing his/her opinion in any written or oral forms unless prior approval has been given to the member by the FEFC Board of Directors.

**C.** Enforcement: any conduct that could jeopardize the FEFC's existence non-profit status, or is contrary to the FEFC's Mission Statement and Bylaws can be grounds for expulsion from the FEFC.

**D.** FEFC membership information shall only be used for FEFC use, not to be distributed outside the FEFC unless approval is given by the Board of Directors.

**E.** No member may act to solicit donations, gifts or other monies without approval from the Board.

**Section 2.** Actions:

**A.** Officers and Member-at-Large: any Officer or Member-at-Large may be impeached for improper conduct or conduct prejudicial to the welfare of the FEFC. Any officer or Member-at-Large may present the impeachment proceedings in writing to the FEFC Board, who will then make a determination as to the retention or removal of the Officer or Member-at-Large.

**B.** Membership: as an FEFC member, it is each individual persons' duty to recognize that he or she is a representative of the FEFC, and it is also each individual's responsibility to project a favorable image in order not to discredit the FEFC or the Florida Everblades Organization. Should this "code of conduct" be disregarded by anyone, action will be taken by the FEFC Board of Directors and their recommendation will be voted upon by the general membership.

## ARTICLE 13. INDEMNIFICATION

The FEFC shall indemnify each Officer, including former Officers, to the full extent permitted by Florida General Corporation Act and the Florida Non-Profit Corporation Act.

## ARTICLE 14. AMENDMENTS

Any recommendations concerning proposed changes to the Bylaws will be delivered to the Secretary in writing. These should be co-sponsored by at least 4 members. These recommendations will then be turned over to the Bylaws Committee Chair when appointed. Any changes recommended by the committee will be brought to the FEFC Board by the next Board meeting. Bylaws review shall occur every 5 years, by the Bylaw committee. Altered, amended or new Bylaws which are adopted by the FEFC Officers must have a majority approval by the members voted on at the following membership meeting.

## ARTICLE 15. PARLIAMENTARY AUTHORITY

The proceedings of the FEFC shall be governed 1st by the FEFC's Bylaws, 2nd any subsequent amendments to the bylaws. Robert's Rules of Order, latest revised edition shall be the Parliamentary Authority on any matter where a question regarding these bylaws is not covered herein. A copy of Robert's Rules of order will be available at all meetings for reference.

## APPENDIX TO BYLAWS: CONFLICT OF INTEREST POLICY

The purpose of this "Conflict of Interest" policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the organization or might result in a possible excess benefit from the transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

**Definitions:** Any Director, officer or member of a committee with governing delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

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

- A. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
- B. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- C. Compensation includes direct or indirect enumeration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict only if the governing board decides that a conflict exists.

**Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors and members of committees considering the proposed transaction or arrangement.

**Determining whether a conflict of interest exists:**

- A. After disclosure of the financial interest and all material facts, and after discussion with interested persons, one must leave the meeting of discussion, while the determination of a conflict of interest is discussed and voted upon by the board.
- B. The chairperson of the governing board shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board shall determine whether the organization can obtain a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- C. If a more advantageous transaction or arrangement is not reasonably possible under circumstance not producing a conflict of interest, the governing board shall determine by majority vote, whether the transaction is in the organization's 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 Conflict of Interest Policy:** If the governing board has 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 the opportunity to explain the alleged failure to disclose. If after the members' response and after further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.