

**BYLAWS
OF
ABUSE COUNSELING AND TREATMENT, INC**

Article I - Name

This corporation shall be known as Abuse Counseling and Treatment, Inc., hereinafter referred to as the "Corporation" or ACT.

Article II - Purpose

This is a not for profit corporation organized solely for general charitable, educational, and philanthropic purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

Article III – Basic Policies

Section 1: The Corporation is generally and primarily concerned with victims of domestic violence and sexual assault and their families without regard to race, color, creed, ethnic or national origin, religion, sex, sexual orientation, age, handicap, or marital status.

Section 2: The Corporation may cooperate with other organizations, corporations, entities, groups and agencies concerned with victims of domestic violence and sexual assault and their families and survivors of human trafficking.

Section 3: Individuals representing this Corporation in the pursuit of the Corporation's basic policies may not make commitments or agreements that bind the Corporation, except as hereinafter provided, or except as directed by a majority vote of the Board of Directors.

Article IV – Principal Office & Registered Agent

Section 1: Location of Principal Office - The principal office for the transaction of the business of this Corporation shall be located in Lee County, State of Florida.

Section 2: Registered Agent - The Corporation's President shall be the Registered Agent.

Article V - Membership

Section 1: Eligibility

- a. General Members - Any person who subscribes to the purposes and policies of the Corporation and who is willing to participate in its promotion is eligible for general membership. Membership shall be automatic upon payment of dues. There shall be no discrimination against members based on race, color, creed, ethnic or national origin, religion, sex, sexual orientation, age, handicap, or marital status. General members shall have full voting rights at all meetings convened of the membership.

- b. Life Members – A lifetime membership may be bestowed upon a person or entity that has given distinguished service and/or a donation of note to the Corporation. The Board of Directors shall determine whether to grant a lifetime membership. Life members shall not have voting rights at meetings of the membership.
- c. Paid staff of the Corporation may join the organization as general members. They will not, however, be eligible for election to the Board of Directors or have voting rights.

Section 2: Dues

- a. Annual dues shall be paid for the period July 1 through June 30 and shall be in such amount as may be determined from time to time by the Board of Directors.
- b. Annual dues shall be payable on or before May 1 of each year for membership for the succeeding year. Voting rights shall only be granted to new members only if dues are paid by May 1.
- c. Annual dues shall not be prorated.

Section 3: Forfeiture of Membership

Failure to pay annual membership dues on or before June 30 shall result in forfeiture of membership in the Corporation.

Article VI – Meetings of the General Membership

Section 1: Annual Meetings

The annual meeting of the Corporation shall be held in May of each year at a time and place designated by the Board of Directors. Written notice of the annual meeting, together with a slate of nominees for members of the Board of Directors, shall be sent to each member at least fourteen (14) days in advance of the meeting by emailed, fax, or in some form transmitted. Nominations may be made from the floor.

Section 2: Quorum

Twenty percent (20%) of the general membership shall constitute a quorum.

Section 3: Voting Procedures

Each member of the Corporation shall be entitled to one vote. Voting rights shall be granted to new members only if dues are paid by May 1. Each institutional or corporate member (entity) shall be entitled to one only vote. There shall be no vote by proxy.

Section 4: Duties

It shall be the duty of the members at the annual meeting to elect a Board of Directors consistent with the Corporations Articles and Bylaws. The members shall also act upon any other matters that may properly come before them.

Section 5: Special Meetings

Special meetings of the Corporation may be called by the President at any time, and shall be called upon the written request of one-third (1/3) of the Board of Directors or ten percent (10%) of the general membership. The purpose of the meeting shall be stated with the request, and no business shall be transacted except that for which the special meeting has been called. Notice of the time, place, and purpose of each special meeting of the Corporation shall be sent to each member at least fourteen (14) days prior to such meeting.

Article VII – Board of Directors

Section 1: Function

The Board of Directors shall control and manage the business, property and affairs of the Corporation in accordance with the Articles and Bylaws and shall have the power to authorize all acts on behalf of the Corporation.

Section 2: Composition

The Board of Directors shall consist of not less than seven (7) but not more than fifteen (15) members, including the immediate past president. Members of the Board of Directors must be general members of the Corporation. The Board of Directors shall be elected from the general membership at the annual meeting. At least one (1) Director shall be a member of a local municipal or county law enforcement agency, as required by the state of Florida Department of Children & Families. The Chief Executive Officer shall be an ex officio a member of the Board of Directors without voting rights or the right to hold office. The immediate past president shall automatically serve a one-year term.

Section 3: Qualifications

Members of the Board of Directors shall be residents of Lee, Hendry, or Glades County. Candidates for the Board of Directors shall complete the Corporation's Board Training/Orientation Program prior to nomination or within six month) (6) months of election. The failure of the Board member of the Chief Executive Officer to complete the Board Training/Orientation program shall be cause for removal from said position, until such time as the orientation program has been completed.

Section 4: Term of Office

Directors shall be elected at the annual meeting to serve for a term of two (2) years or until their successors are elected. One-half (½) of the Board shall stand for election each year and those Directors elected at the annual meeting shall begin their term on July 1. Voting shall be by show of hands or ballot. No Director shall serve more than five (5) consecutive two-year terms on the Board of Directors. The only exception to this rule would be if the Director had served as Board President in their final year. They would then be allowed to remain on the Board one additional year in the role of "Immediate Past President".

Section 5: Removal from Office

Any Board member who is absent from three (3) regular and/or special meetings of the Board of Directors may, at the discretion of the Board, be removed from office by a majority vote of the Board. The failure of any Director to complete the mandatory Board Training/Orientation program shall be cause for removal

from the Board of Directors. Any Director may be removed if a majority of the Board of Directors, in its sole discretion, finds that a Director has violated any provision of these Bylaws or has acted in a manner that the Board deems inconsistent or contrary to the goals and objectives of the Corporation.

Section 6: Vacancies

The un-expired term created by any vacancy on the Board of Directors may be filled by a majority vote of the Board of Directors. No less than five (5) business day's advance notice shall be provided to all Directors prior to any vote to fill a vacancy.

Section 7: Duties

- a. Transact all Corporation business.
- b. Authorize special committees, their names, powers, and duties.
- c. Fill any vacancies on the Board of Directors from the general membership by a majority vote of those Directors present at a meeting at which a quorum is present.
- d. Authorize the President and Treasurer, or any other officers as the Board of Directors may designate, to execute contracts, mortgages, and deeds on behalf of the Corporation.
- e. The Board of Directors may create an advisory council composed of representatives from organizations and/or advocacy groups that have an interest in serving the needs of victims of domestic violence, sexual assault and their families and survivors of human trafficking.

Section 8: Meetings

- a. The Board of Directors shall meet regularly each month on the third Thursday of the month or on such other date as the Board of Directors decides. Notice of time, place and agenda shall be mailed, emailed, faxed, or in some form transmitted, together with the minutes of the preceding meeting to each board member no less than five (5) business days before the meeting.
- b. Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President upon request of two or more members of the Board of Directors. The purpose of the meeting shall be stated with the request, and no business shall be transacted at the special meeting except that for which the meeting has been called. Notice of the time, place, and purpose of each special meeting of the Board of Directors shall be given at least twenty-four (24) hours prior to such meeting. Notification of special meetings may be made by telephone, email, or any other means listed in Section 8(a).
- c. Meetings of the Board of Directors are open to the general public unless closed by majority vote of the Board of Directors.

Section 9: Quorum

A quorum shall consist of a majority of the current Board of Directors. The Board of Directors may establish a quorum by counting those Board Members attending the meeting remotely, provided that those

attending the meeting in person are able to hear those appearing remotely, and those appearing remotely are able to hear those attending the meeting in person. Remote appearances can be done through speaker phone, video conferencing, webcast or any other medium, provided said medium fits the requirements stated above.

Those Board Members wishing to appear remotely will bear the responsibility for any costs and/or liabilities related to their remote appearance.

In the event the Board of Directors through majority vote, votes to close the meeting to the general public, remote appearances shall not be allowed.

Section 10: Conflict of Interest

Members of the Board of Directors shall have no undisclosed financial interest in the assets, leases, business transactions or professional services of the Corporation. Any member who individually or as part of a business or professional firm is involved in business transactions or current professional services for the Corporation on a for-pay basis shall disclose the relationship and shall not participate in any vote taken with respect to the transaction or service. All potential conflicts of interest shall be reported to the Board of Directors as conflict occurs.

Article VIII - Officers

Section 1: Election, Officers Term, and Vacancies

- a. The officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer. The Officers shall be elected from the Board of Directors by a majority vote of the Directors at the meeting following the annual meeting of the Corporation to serve for a term of one (1) year or until their successors are elected and their terms of office shall begin on July 1.
- b. No member shall hold more than one office at a time, and no member shall be eligible to serve more than two (2) consecutive terms in the same office. The Treasurer is exempt from this term restriction.
- c. Voting shall be by a show of hands or ballot for an office,
- d. Any vacancy may be filled from the Board of Directors for the un-expired term by a majority vote of the Board of Directors. Such elections must be preceded by no less than five (5) days written notice to all Directors.

Section 2: Duties

- a. The President shall preside over all meetings of the general membership, Board of Directors, and the Executive Committee. The President shall appoint all committee chairmen, be an ex officio member of all committees, appoint a parliamentarian, when necessary, and shall perform any and all duties as may be assigned by the Board of Directors.
- b. The Vice-President shall act as an aide to the President and shall perform the duties of the President in the absence or disability of the President.

- c. The Secretary shall record the minutes of all meetings of the general membership, Board of Directors and the Executive Committee. The Secretary shall see that copies of minutes are sent with notice of the next meeting to each Board member, keep accurate attendance records of said meetings and be responsible for maintaining the official records of the Corporation. The Secretary shall also be responsible for maintaining membership records and for mailing or in some form transmitting to each member the notice of the Annual Meeting together with an agenda and a slate of nominees for members of the Board of Directors.
- d. The Treasurer shall have charge of the funds of the Corporation and shall keep review monthly income and expense reports and balance sheet within 45-days of month end. The Treasurer shall present to the Board of Directors at each regular monthly meeting a report of the previous month's income and expense reports and balance sheet, and at each Annual Meeting of the Corporation shall present a report of the previous year's income and expense reports and balance sheet as prepared by the agency's independent auditor. The Board of Directors may also request special reports from time to time. It is the responsibility of the Treasurer to oversee the financial procedures of the Corporation required by all government agencies. The Treasurer shall also serve as a member of the Finance Committee.

Article IX – Indemnification of Directors & Officers

Section 1: Each Director and Officer of the corporation, now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he or she has or shall become subject to by reason of serving or having served as an Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as an Director or Officer. The Corporation shall reimburse each Director and Officer for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense in connection with any claim or liability arising out of his or her own willful misconduct, gross negligence, or any act outside of the duties authorized.

Section 2: Reasonable expenses, including attorney's fees, incurred by any Officer or Director of the Corporation in defending any such claim may be paid by the corporation in advance of the final disposition of such action upon:

- a. A preliminary determination made by the Board of Directors by a majority vote of a quorum of the Board consisting of Directors who are not parties to such action, or by the membership of the Corporation, or
- b. The agreement of the Officer or Director to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized by this provision of the Bylaws or by law.

Section 3: The right of indemnification provided in these bylaws shall not be exclusive of any rights to which any Officer or Director of the Corporation may otherwise be entitled to under law.

Article X - Committees

Section 1: General Matters

- a. *Statement of Intent* – It is the intent of the corporation to recruit consumers for membership on the standing and special committees of the Corporation.
- b. *Appointment of Chairpersons* – The President shall appoint the chairpersons of all standing committees. The President and the Chief Executive Officer shall be an ex officio members of all committees except the Nominating Committee. Each committee chairperson shall be responsible for recruiting other members of the committee. The President shall only be entitled to vote in those circumstances contained in the current edition of Robert's Rules of Order Newly Revised.
- c. *Committee Reports* – All meetings and resulting actions of all standing and special committees of the Board of Directors shall be reported at the next regular meeting of the Board of Directors that follows such committee meeting. All committees shall submit program plans to the Board of Directors for approval before implementation. Written minutes of each committee meeting shall be kept.

Section 2: Special Committees

The President may appoint any special committees as may be required, with the approval of a majority of the Board of Directors. The President may appoint the chairperson and prescribe the powers and duties and set the term of any special committees.

Section 5: Standing Committees

- a. *Executive Committee*
 - (1) The Executive Committee shall be comprised of the President, Vice-President, Secretary, Treasurer, the Immediate Past President and the Chief Executive Officer.
 - (2) This Committee shall have the power to transact emergency business of the Corporation during the period between meetings of the Board of Directors, subject to ratification by the Board of Directors.
 - (3) Meetings may be called by the President or by a majority of the Committee members. A majority of the Executive Committee shall constitute a quorum. Any person may be invited to attend as a nonvoting guest. A quorum may be established in the same fashion outlined in Article VII, Section 9.
 - (4) Minutes shall be taken by the Secretary and kept with the official minutes of the Corporation. Any action taken by the Executive Committee shall be reported at the next regular meeting of the Board of Directors.
- b. *Finance Committee*
 - (1) The Treasurer shall always serve as chairperson of the Finance Committee.
 - (2) The Finance Committee's duties shall include the following:
 - (a) Review and submit an annual operating budget for approval by the Board of Directors prior to April of each year or as needed.

- (b) Monitor the fiscal operation of the Corporation monthly.
- (c) Determine rules and guidelines for operation of the Committee, which are then to be submitted to the Board of Directors for approval.
- (d) Work with the Personnel Committee and such other committees as to their budget requirements.

Ways and Means Committee

- i. The Ways and Means Committee shall implement methods of finding sources and securing funds to support the proposed budget of the Corporation.
- ii. The Committee shall maintain a list of ongoing needs of the Corporation and the means of providing for those needs.

Personnel Committee

- (1) The Personnel Committee shall consist of not less than three (3) but not more than five (5) individuals, a majority of which must always be members of the Board of Directors.
- (2) The Personnel Committee's duties shall include the following:
 - (a) Reviewing written job descriptions and personnel/volunteer policies and procedures as needed and shall make recommendations for approval by the Board of Directors.
 - (b) Recommending to the Board of Directors the employment of or replacement of the Chief Executive Officer.
 - (c) Consulting in cases of termination or resignation of full-time personnel or other personnel related issues, but such consultation shall not be deemed a requirement.
 - (d) Evaluating the performance of the Chief Executive Officer annually and submit a written report to the Board of Directors with the Committee's recommendations.
 - (e) Reviewing the salary scales as it deems necessary and making recommendations for changes to the Finance Committee.

Nominating Committee

- (1) The Nominating Committee shall consist of not less than three (3) but not more than five (5) individuals, a majority of which must always be members of the Board of Directors.
- (2) Members of the Nominating Committee shall be appointed by the President of Board of Directors and shall serve for one year but for no more than two consecutive years.
- (3) The Nominating Committee's duties shall include the following:

- a. Recruiting new members for the Board of Directors.
- b. Confirming that files are maintained on persons who serve on the Board of Directors and/or on any committee.
- c. Preparing and maintaining an orientation packet for new members of the Board of Directors
- d. Presenting a slate of candidates for election to the Board of Directors at the Annual Meeting of the general membership, prior consent of the candidates having been obtained. The slate of candidates must be ready for mailing and/or transmitting with the notice of the Annual Meeting as stated in section 8 (A).

Marketing & Public Relations Committee

- (1) Members of the Marketing & Public Relations Committee shall be appointed by the President of the Board of Directors and shall serve for one year.
- (2) The Marketing & Public Relations Committee's duties shall include the following:
 - a. Promoting and publicizing the news and events of ACT and the contributions that ACT makes to the community.
 - b. Encouraging new membership of ACT by organizing opportunities for the recruitment of new members.

Article XI – Finance

Section 1: Contributions

The Board of Directors shall approve acceptance of all contributions, gifts and other donations that are tendered to the corporation with restrictions or conditions attached.

Section 2: Audit

An independent Certified Public Accountant shall make an annual audit of the financial accounts of the Corporation. A full written report shall be submitted to the Board of Directors at least once a year.

Section 3: Bonding

The Board of Directors shall determine which persons shall have major responsibility for the handling of monies and securities of the corporation. These persons shall be bonded in the amount set forth by the Board of Directors.

Section 4: Signatures

The authority of individuals to sign all contracts, checks, receipts or deposits of money, and the access to securities of the corporation shall be provided by resolution of the Board of Directors.

Section 5: Budget

The proposed annual budget of estimated income and expenditures and all donations shall be approved by the Board of Directors. No expense shall be incurred in excess of budgetary appropriation without prior approval of the Board of Directors in accordance with agency policies.

Section 6: Deposits

All monies shall be deposited in the name of the corporation under such conditions and in such financial institutions as shall be designated by the Board of Directors.

Article XII – Fiscal Year

The Fiscal Year of the Corporation shall be from July 1 through June 30.

Article XIII – Parliamentary Authority

Meetings are to be conducted informally to the extent possible. However, upon a majority vote of members present, a meeting will be conducted in conformance with the current edition of Robert's Rules of Order Newly Revised. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the corporation may adopt. A Parliamentarian shall be appointed if necessary.

Article XIV - Amendments

Unless the Articles of Incorporation, these Bylaws or the law provides otherwise, the Board of Directors may alter, amend or repeal the Bylaws or adopt new Bylaws by a majority vote of Directors present at a meeting at which a quorum is established, provided, however, that any alteration, amendment or proposal to repeal or adopt the Bylaws shall be submitted to all Board Members no less than five (5) business days in advance of the vote.

Adopted and Signed May 13, 2015

Jacqueline Zeh

President

Robert Forrest

Secretary