

FLORIDA ALLIANCE OF INFORMATION AND REFERRAL SERVICES, INC.

BYLAWS

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**Bylaws
of
Florida Alliance of Information and Referral Services, Inc.**

A Corporation Not For Profit

Preamble

There is a vast, complex system of human services to meet individual needs. Many agencies provide telephone based information and referral and/or crisis support services to assist people in accessing human service systems. We recognize that as providers of these services we share a common set of goals and objectives. It is for these reasons that we establish the Florida Alliance of Information and Referral Services (FLAIRS) to serve as a mechanism for generating ideas and resources around our common set of professional concerns.

**Article I
Name**

The name of this organization shall be the Florida Alliance of Information and Referral Services, Inc. (FLAIRS).

**Article II
Purpose**

The purpose of this organization shall be to: 1) serve as the Florida 211 Network to carry out the responsibilities defined in Florida Statute 408.918, 2) provide a state-wide mutual assistance network through educational and training opportunities among its membership pertaining to the delivery of information and referral and crisis support services, 3) act as the Florida affiliate of the Alliance of Information and Referral Systems, Inc., (AIRS) in shaping, informing, and carrying out AIRS mission at the local and statewide levels to support and build excellence in the information and referral profession, 4) to meet all the requirements of the AIRS/Affiliate Memorandum of Understanding (MOU), as established by AIRS in conjunction with the Affiliates Council, and 5) To accept Federal, State and private funding on behalf of Florida 2-1-1 organizations.

**Article III
Structure**

The organization shall consist of:

- A body of members
- Officers of the Corporation
- A Board of Directors
- An Executive Committee

A Nominating Committee

Article IV Membership

Section 1 - Generally

Membership is open to all individuals, agencies and organizations that comply with the membership requirements of the Alliance of Information and Referral Systems (AIRS).

Section 2 - Termination

Any membership may be terminated in accordance with provisions of the Bylaws of the Alliance of Information and Referral Systems (AIRS).

Section 3 - Meetings

a. Annual Meeting

At least one meeting of the membership shall be held during each calendar year. This meeting shall be held at such time and place, as the Board of Directors shall determine. The annual meeting shall include election of members of the Board of Directors and an accounting of the business transactions of the past year as conducted by the Board of Directors.

b. Special Meetings

Special meetings of the members of the corporation may be called by the President or, in his/her absence, by the Vice-President, Secretary or Treasurer, in that order, and shall be called by the President upon the request of five members. At any special meeting only such business as the meeting was called to consider shall be discussed or acted upon.

c. Notice

Written notice of all meetings of the members of the corporation, including special meetings, shall be given by or at the direction of the President or Secretary to each member not less than two weeks in advance of said meetings and shall state matters to be considered.

d. Quorum

At all meetings of members of the corporation, one-fifth of the members shall constitute a quorum, and a majority vote of those present shall be necessary to effect action except as otherwise provided in these bylaws.

e. Voting

Each member in good standing shall have one (1) vote on each question placed before the membership vote.

Section 4 - Dues

Membership dues are to be paid as required by the Alliance of Information and Referral Systems (AIRS).

Article V Board of Directors

Section 1 - Composition and Terms

The Board of Directors shall consist of one (1) voting member from each accredited 2-1-1 organization in the State of Florida and up to eight (8) voting members from the Information & Referral or other closely related sector, five (5) of whom shall be officers of the corporation. The remaining directors shall be directors. Directors shall serve two year terms.

Section 2 - Election

The Nominating Committee shall select a slate of nominees to replace voting Directors whose terms are due to expire and to fill such other vacancies that may arise. The nominees so selected shall be broadly representative of all elements of the rural and urban areas within the State of Florida, shall include representatives of accredited 2-1-1 organizations, and may include representatives from various Information & Referral sectors. All nominee board members shall be FLAIRS members in good standing. The slate of nominees shall be submitted to the Secretary at least thirty (30) days prior to the organizational meeting and be made available to the Board of Directors at least two weeks in advance of the meeting. The Nominating Committee shall report the slate of nominees to the Board of Directors at the organizational meeting. Following said report, the Board of Directors shall vote on the slate of nominees, who shall assume office immediately upon election.

Section 3 - Meetings

The Board of Directors shall hold a minimum of four (4) meetings per year and such additional meetings as necessary. Board members who are unable to attend a meeting may send a nonvoting representative.

Special meetings of the Board of Directors may be called by the President or, during his/her absence, by the Vice-President, Secretary or Treasurer, in that order, and shall be called by the President upon the request of five members.

Meetings of the Board may take place in person, telephonically, or through other electronic means.

Written notice of meetings of the Board of Directors shall be given by or at the direction of the President or Secretary to each member of the Board not less than two weeks before the time named for such meeting.

Section 4 - Quorum

At all meetings of the Board of Directors, participation of one-half of the voting members holding office shall constitute a quorum. The act by majority vote of the directors at a meeting at which a quorum is present shall be the act of the Board. The act by majority vote of the Directors through email or other electronic voting process shall be the act of the Board. No voting by proxy shall be allowed when a Board vote is taken.

Section 5 - Powers

The Board of Directors shall have general charge and management of the affairs, funds and property of the Corporation and shall have full power to adopt, amend and repeal bylaws, to make rules and regulations for its own governance and for the governance of committees and for the guidance of the officers and management of the affairs of the Corporation; such rules and regulations to be consistent with the laws of the State of Florida, these bylaws and AIRS Affiliate requirements.

Section 6 - Duties

It shall be the duty of the Board, in addition to other duties imposed on it by law, by the Articles of Incorporation, or these bylaws, to keep a record of its actions, to supervise and conduct the business and affairs of the Corporation and to preserve its assets.

Section 7 - Vacancies

In the event of a vacancy occurring in the Board of Directors, the remaining voting Directors, by affirmative vote at a duly called meeting of the Directors, may fill such vacancy for the unexpired term.

Section 8 - Compensation

The Directors shall serve without compensation, except they may be reimbursed for expenses actually and reasonably incurred by them in the performance of their duties, subject to the availability of funds and the approval of the President and Treasurer.

Section 9 – Removal

Any member of the Board may be removed by the Board of Directors when in its judgment the best interests of the Corporation would be thereby served. Removal shall require a vote of at least two thirds of the Directors currently holding office.

Article VI Officers

Section 1 - Composition and Terms

The Officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, and Immediate Past President. Board members may only hold one office at a time. The terms of office for all Officers shall be for one year.

The Nominating Committee shall select a slate of nominees for Officers from the voting Directors. Said slate shall be elected by the voting Directors at its annual organizational meeting, and shall assume office immediately upon election. No officer shall serve more than two (2) consecutive terms in the same office unless the term limit is waived by majority vote of the Board of Directors.

Vacancies, which occur between elections, shall be filled by a vote of the Board of Directors. The officer so elected will complete the unexpired portion of the term. Should a vacancy occur in the Office of President, the Vice-President shall assume the office to the conclusion of the term.

Any Officer elected by the Board may be removed by the Board when in its judgment the best interests of the Corporation would be thereby served. Removal shall require a vote of at least two thirds of the voting Directors currently holding office.

Section 2 - Duties

The President shall call and preside at all meetings of the Board and the membership of FLAIRS; develop the agenda; appoint all committees and the chairs thereof; and perform such other duties as may be assigned by the Board of Directors. The President, or his/her designee, is the authorized signer on behalf of the Corporation and is authorized by the Board to sign checks or orders for payment, to prepare and sign other documents, and to transact all necessary business for the Corporation. The President shall vote only in case of a tie.

The Vice-President shall preside at all meetings in the absence of the President. The Vice-President shall assume the office of the President upon resignation, removal or demise of the President to the conclusion of the term. The Vice President shall assume office as President at the annual organizational meeting that marks the end of the President's term. The Vice-President will also serve as the Nominating Committee Chairperson and perform such other duties as may be assigned by the President.

The Secretary shall keep minutes of the meetings of the membership and the Board of Directors and shall send all notices required by these bylaws or by the Board of Directors.

The Treasurer shall have the general charge and custody of all funds and securities of the corporation, prepare the budget and make written reports of receipts and disbursements as the Board of Directors may direct. The Treasurer is authorized by the Board to sign checks or orders for payment. The budget will require adoption by the Board of Directors for implementation. The Treasurer shall make arrangements for the Corporation's accounts to be examined annually by an outside auditor who shall report findings and recommendations.

Article VII Committees

Section 1 - Executive Committee

The Officers as designated in Article VI shall constitute the Executive Committee. The Executive Committee shall have and exercise all powers of the Board while the Board is not in session, except those powers which these bylaws or the Board requires be exercised by the Board itself. A majority of the Executive Committee shall constitute a quorum for the transaction of business. A written report of actions taken by the Executive Committee shall be made at the next meeting of the Board. The Executive Committee shall meet at the call of the President.

Section 2 - Nominating Committee

The President shall appoint a Nominating Committee prior to the annual meeting. The Nominating Committee shall be responsible for selecting a slate of nominees for Directors and Officers in accordance with Articles V and VI. The slate for Directors shall be made available to all members at least two weeks prior to the annual meeting. Notice of the slate of Officers shall be given by the Nominating Committee to the Board before the organizational meeting of the Board. The members of the Nominating Committee shall include the Vice-President as chairperson, and at least two Directors appointed by the President, whose terms do not expire in the current year.

Section 3 - Other Committees

The President shall appoint other committees that he/she deems necessary.

Article VIII Conflict of Interest

The FLAIRS Board contracts out, develops proposals, and receives requests to support proposals by and from the organizations of FLAIRS Board members of which they may also be Board members. Board members may be put into a position where they represent FLAIRS, their organizational partner and/or their member organization. Board members are asked to ensure that neither they nor the FLAIRS Board is placed in a difficult position by respecting and operating under the following guidelines:

A Board Member will not knowingly take any action or make any statement intended to influence the conduct of FLAIRS in such a way as to confer any financial benefit on such Board Member or his or her immediate family or on any corporation in which he or she has a significant interest.

In the event that there comes before the Board of Directors, or any committee or other decision-making body, a matter for consideration or decision that raises a potential conflict of interest of any member of the Board or committee, the member shall disclose the potential conflict of interest as soon as he or she becomes aware of it and shall withdraw from the meeting discussion and any voting in connection with the matter. The disclosure and withdrawal shall be recorded in the minutes of the meeting.

In the normal course, it is the policy of FLAIRS to publicize the availability of remunerated work with FLAIRS as widely as possible, including the use of the FLAIRS newsletter and any

other publicity vehicles open to it. “Remunerated work” shall be understood to mean anything paying any sum of money, whether as fee, salary, expenses, or honorarium. In the normal course, and when time permits, appointments for remunerated work should be made by the Board of Directors. Where time does not permit, then the Executive Committee may make such appointments and in extraordinary situations, the Officers may do so.

When any appointment for remunerated work involves the consideration of a person or organization with existing or recent ties to the FLAIRS Board, then the Board and the Officers are directed to take particular care to ensure the openness of the process. Steps should be taken to make the availability of the appointment widely known. FLAIRS, at all levels, should make an active effort to identify qualified persons from the Information and Referral community who could perform the remunerated work. Steps should be taken to get the approval of the Board of Directors as a whole, if possible, and by using telephone approvals or emailed resolutions when appropriate. The granting of such remunerated work should be fully disclosed to all Board members, including the amount of the remuneration.

Notwithstanding the foregoing, it is inevitable that situations will occur where FLAIRS is involved in a matter that also involves an organization with which a FLAIRS Board member has a relationship. Often the FLAIRS Board member appears to be the logical liaison between the two organizations. However, no one can fully serve two masters. It is incumbent upon the FLAIRS Board member to make full and regular disclosure to both FLAIRS and her/his other organization as to potential projects, collaborations and other matters that may result in FLAIRS financial involvement. The following protocols should be followed:

- Discuss potential conflict issues with both FLAIRS and the other organization prior to the issue arising.
- As planning discussions take place, avoid being placed in the position of making commitments, on behalf of either organization. Keep the President of FLAIRS informed, and insist that they or others they delegate conduct any negotiations on behalf of FLAIRS. Avoid, as well, becoming the negotiator for the other organization. Identify others who should be involved, based on identified expertise.
- Remind Board at executive meetings of your conflict, and report on any aspects of the matter you have been involved in.
- As planning goes forward, help clarify the roles and responsibilities of FLAIRS and the other organization, especially those that may be funded through the proposal. Evaluate the essential nature of participation and, where the Board member will be personally involved, obtain permission to continue on behalf of FLAIRS.

Within membership-based associations, there always exists an inherent potential for conflict, as a FLAIRS Board member has a legal responsibility to act in the best interests of FLAIRS. Board members may also be Board members and/or paid staff of FLAIRS member organizations, and

obviously must act in the best interests of those bodies. Within the long term vision of Information and Referral, all of these activities should flow down the same stream. However, issues might arise where organizational benefits are potentially conflicted. In these and in all similar instances outlined throughout this policy, the expectation is for any Board member to acknowledge any potential conflict, real or perceived, within open discussion.

Article IX Office

The principal office of the Corporation shall be located in Florida at the place of business of the principal officer of the Corporation, or at such location as the principal officer shall designate.

Article X Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January of each year and end December 31 of each year.

Article XI Dissolution

It is the intention of this corporation at all times to qualify and remain qualified as exempt from the Income Tax under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as the same may be from time to time amended.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purpose.

Article XII Amendments

The Articles of Incorporation and Bylaws may be altered or amended by the Board of Directors at any meeting provided written notice setting forth any proposed amendments is mailed or delivered to each Board member at least thirty (30) days in advance of the meeting.

Amendments shall require two-thirds vote of the Board members currently holding office.