

Interfaith/Interagency Network of
Charlotte County, Inc.

IINCC
ByLaws

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December 2004

(Revised June 2005)

BYLAWS
of
INTERFAITH/INTERAGENCY NETWORK OF CHARLOTTE COUNTY, INC.

Article One

Introduction

These bylaws constitute the code of rules adopted by INTERFAITH/INTERAGENCY NETWORK OF CHARLOTTE COUNTY, INC., hereafter referred as IINCC, for the regulation and management of its affairs.

Article Two

Management of Organization

Board of Directors

The Board of Directors is that group of persons vested with the management of the business and affairs of this corporation subject to Florida law, the Articles of Incorporation, and these bylaws. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to committees, staff, or the Executive Director, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction and authority of the Board of Directors.

Purpose

The Corporation is a charitable organization, organized for the purpose of proactively coordinating and developing resources so that disaster victims become and remain survivors.

The purpose for which this Corporation was formed is to enhance the quality of life in Charlotte County as follows:

- a. To serve as the long term disaster coordinator recovery group;
- b. To canvas the community to identify residences that require repairs;
- c. To facilitate volunteers from around the country who volunteer to assist in rebuilding our community;

Qualifications

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Each director shall be an individual at least 21 years of age.

Number of Directors

The Board of Directors shall consist of not less than seven (7) nor more than twenty-one (21) directors.

Terms of Directors

Directors shall serve terms of three years unless re-appointed as specified below. When a term expires, the remaining members of the Board of Directors shall, by majority vote (even though less than a quorum), fill the vacancy.

There shall be staggered terms of office for directors. The purpose of the system of staggered terms is to have one third of the board appointed or re-appointed each year by the remaining members of the board.

Any voting member of the Board who has served as such for six consecutive years shall be ineligible to serve as a voting board member for a period of one year thereafter; provided, however, the Board membership of the Chair may be extended for up to two additional years following which such person shall be ineligible to serve as a voting board member for a period of one year.

A director may succeed himself or herself in office provided, however, that a director shall serve no more than two (2) consecutive three-year terms.

The Board of Directors may choose to delay in either re-appointing or replacing a board member whose term has expired. If so, the hold-over board member may continue to serve pursuant to the previous paragraph. The Board of Directors however, may, at any time after a term has expired, act to formally re-appoint or to replace the board member. Such re-appointment or replacement, however, relates back to the date that the term expired (i.e. the new term does not begin to run from the date of re-appointment or replacement).

Removal From Office

Any board member may be removed from office by a vote of the Board of Directors when he or she misses three consecutive meetings of the Board of Directors.

The Board may terminate an individual's membership for conduct deemed detrimental to the Board, subject to such individual's right of appeal to the Corporation.

Vacancies

Resignations of directors shall become effective immediately or on the date specified in the written notice of resignation given to the President, and vacancies will be deemed to exist as of such effective date.

Any vacancies on the Board of Directors resulting from the death, removal, or resignation of a board member may be filled by a majority vote of the remaining directors, though less than a quorum, and such director so appointed shall serve for the remainder of the term of the directorship so vacated. The minutes of the board meeting where the vacancy is filled shall specify the remaining length of the term that is being filled.

Place of Director's Meeting/Meetings by Telephone

Regular meetings of the Board of Directors may be held at any place within or outside the State of Florida that has been designated from time to time by the board. In the absence of such designation, meetings of the board shall be held at any place within or outside Florida that has been designated in the notice of meetings or, if not stated in the notice, or, if there is no notice required, at the principal office of the corporation. Notwithstanding the above, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all of the board members, either before or after the meeting. If the consents are given, they shall be filed with the minutes of the meeting.

Any meeting, regular or special (including meetings of committees of the board), may be held by conference telephone or similar communications equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present at such meeting.

Annual, Regular and Special Meetings

The Board of Directors shall hold its annual meeting in November of each year for the purpose of appointing directors and electing officers of the corporation, and for the transaction of other business.

Regular meetings of the Board of Directors shall be held ten (10) times a year, or more frequently as is deemed necessary by the Board of Directors.

Special meetings of the Board may be called by:

1. the Board of Directors
2. the President

Verbal notice shall be given to each board member seventy-two (72) hours prior to a special meeting with the exception of special meetings held to amend the Articles of Incorporation or the bylaws, for which written notice of five-days shall be required.

Waiver of Notice

Attendance by a director at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting except where such director attends the meeting for the

express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

Quorum

A majority of the incumbent directors (not counting vacancies) shall constitute a quorum for the conduct of business. At board meetings where a quorum is present, a majority vote of the directors attending shall constitute an act by the Board of Directors unless a greater number is required by the Articles of Incorporation or any provision of these bylaws. Directors may not vote by proxy.

Fees and Compensation

Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors.

Political Activity Prohibited

No part of the activities of the Corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of this organization shall consist of participating in or intervening in any political campaign on behalf of any candidate for public office.

Non-Discriminating Policy

The officers, directors, committee members, and employees served by this organization shall be selected on a non-discriminatory basis with respect to age, sex, race, religion, sexual orientation, and national origin.

Article Three

Officers

Roster of Officers

The Corporation shall have a President, Vice President, Secretary, and Treasurer. The officers shall also be members of the Board of Directors.

Selection and Removal of Officers

All officers shall serve one-year terms. Officers shall be elected by the Board of Directors from the members of the board at the Corporation's annual meeting, or as soon as practical thereafter.

President

The President shall be chief volunteer officer of the Corporation and will, subject to the control of the Board of Directors or the Executive Committee, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.

Vice President

The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.

Secretary

The Secretary shall keep minutes of all meetings, shall be the custodian of the corporate records, shall give all notices as are required by law or these bylaws, and, generally, shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

Treasurer

The Treasurer will have charge and custody of all funds of this Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws or which may be assigned from time to time by the Board of Directors.

Removal of Officers

Any officer elected or appointed to office may be removed by a majority vote of the Board of Directors whenever in their judgment the best interest of this Corporation will be served.

Article Four

Informal Action

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of Florida law, the Articles of Incorporation, or these bylaws, a waiver of such notice in writing signed

by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.

Action by Consent

Any action required by Florida law or under the Articles of Incorporation, or these bylaws, or any action which otherwise may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed in individual counterparts or collectively by all of the directors in office, and filed with the minutes of the proceedings of the proceedings of the board.

Article Five

Committees

Appointment of Committees

The Board of Directors may from time to time designate and appoint one or more standing committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. No committee shall bind the Corporation in a contract or agreement, or expend corporate funds, unless specifically authorized to do so by the Board of Directors.

Executive Committee

The officers of the Corporation shall constitute the Executive Committee. The Executive Committee shall have the authority to act on behalf of the Corporation in between regular Board of Directors' meetings. The Board of Directors must validate the actions of the Executive Committee at its next regular or special meeting. Any such action not so validated shall not be legally binding on the Corporation. The President shall act as chairperson of the Executive Committee.

Article Six

Operations

Executive Director

The Board of Directors may, upon resolution, appoint an Executive Director to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves.

Fiscal Year

The fiscal year for this Corporation will be the calendar year.

Execution of Documents

Except as otherwise provided by law, checks, drafts, and orders for payment of money of this Corporation shall be signed by at least two persons of the five persons who have previously been designated by a Resolution of the Board of Directors.

Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by the President and countersigned by the Secretary (or such other persons who may be so designated from time to time by the Board of Directors).

Books and Records

This Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of meetings of the Board of Directors, the Executive Committee, and of any committees. The Corporation shall keep at its principal place of business a register giving the names and addresses of the Board of Directors and officers of the Corporation, together with the original certified copy of the Articles of Incorporation and a copy of its bylaws, including all amendments to either document certified by the Secretary of the Corporation.

Inspection of Books and Records

All books and records of this Corporation may be inspected by any board member, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand stating such purpose.

Loans to Management

This Corporation shall make no loans to any of its directors, officers, or employees.

Amendments

The Board of Directors may adopt Articles of Amendment, amending the Articles of Incorporation. Articles of Amendment must be adopted in accordance with Florida law. The bylaws may be amended at any time by a vote of the majority of directors at a meeting where a quorum is present.

Article Seven

Code of Ethics

It is imperative to the success of the Corporation that there be a fully informed, responsive, and reasonable Board of Directors. To accomplish this end, each board member shall conduct himself or herself at all times in the best interests of the Corporation. In this regard, each board member shall abide by the following "Code of Ethics." No code or set of rules can be framed which will particularize all of the duties of a board member. The following code of ethics is adopted as a general guide, yet the enumeration of particular duties should not be construed as a denial of the existence of others equally imperative, though not specifically mentioned.

- 1) Board members shall put forth their best effort to attend all meetings and constructively participate in the same.
- 2) Board members shall be responsible for insuring that adequate and correct information is presented to their particular constituents.
- 3) Board members shall neither by commission or omission foster rumors within the community.
- 4) Board members shall exercise good judgment in the control and use of confidential information that may from time to time come into their possession.
- 5) Each board member shall serve as a public relations agent for the Corporation and, therefore, shall work diligently and properly to promote its goals and objectives while keeping abreast with its overall progress.
- 6) Except for voting at properly called meetings of the Board of Directors, board members shall refrain from entering into direct day to day administration of the program unless they are doing so upon express authority given to them by a properly adopted resolution of the Board of Directors.
- 7) Board members shall fully disclose at a meeting of the entire board any and all family and/or financial relationships in regard to "any matter" which is recommended to the board upon which the board must vote. "Any matter" includes, but is not limited to: (a) the purchase or rental of goods or property; and (b) the provision of direct or indirect financial assistance through investments, grants, contracts, loans, or loan guarantees. It shall also be the policy of this Corporation that members of an immediate family or a member of the Board of Directors (including the officers) shall not be employed as staff concurrently.

"Financial relationship" includes, but is not limited to: any direct or indirect financial interest in the specific sale, lease or transaction, including a

commission or fee, or share of the proceeds, the prospect of promotion, and profit, repayment of funds owed the individual by an assisted business, or any other form of financial reward. "Family relationship" and "immediate family" include:

Husband	Wife
Father	Father-in-law
Mother	Mother-in-law
Brother	Brother-in-law
Sister	Sister-in-law
Son	Son-in-law
Daughter	Daughter-in-law

Approval. The Board of Directors may approve such a "self dealing transaction" if the board determines that the transaction is in the best interests of, and is fair and reasonable to, this corporation and, after reasonable investigation under the circumstances, determines that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determination must be made by the board, in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of the majority of the directors then in office, without counting the vote of the interested director or directors-

The Executive Committee shall be charged with the responsibility of reviewing any allegations of board members violating this code or acting in any way which is detrimental to the success of the Corporation and make recommendations to the full board for final action.

Article Eight

Public Statements

Authority to Make Statements. No person, except for the President or the Executive Director shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Corporation, without first having obtained the approval of the Board of Directors.

Limitation of Statements. Any person who is authorized to make any public statement whether written or oral, purporting to represent the official policy, position, recommendation, or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Corporation. He or she shall not, at any time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal view.

Members

The Corporation shall not have any members.

Article Nine

Indemnification

Any person (and the heirs, executors, and administrators of such person) made or, threatened to be a party to any action, suit, or proceeding by reason of the fact that he or she is or was a director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by them (or by their heirs, executors, or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such director or officer is liable for negligence or misconduct in the performance of their duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer (or such heirs, executors, or administrators) may be entitled apart from this Article.

Article Ten

Dissolution

Upon dissolution of the Corporation, any and all remaining assets will be distributed exclusively to other 501(c)(3) organizations.

Certification

I hereby certify that these bylaws were adopted by The Board of Directors at their meeting held on June 22, 2005.

/s/

D. Craig Brown
Secretary

/s/

Brenda Bala
President