

Flagler Cares, Inc.

Bylaws

Amended and Restated June 10, 2024

Article I: Organization

The name of this organization shall be: **Flagler Cares, Inc.** Flagler Cares, Inc. will also do business as One Voice for Volusia.

Article II: Purpose

Flagler Cares aspires to be a driving force behind bold innovations and the mobilization of all sectors of the community, strengthening our organized capacity to meet human needs and create a coordinated safety net of prevention, health and social care services.

Article III: Board of Directors

Section 3.01 Qualifications

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

Section 3.02 Composition and Terms

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

- The various geographic areas of the Flagler and Volusia Counties.
- The various ethnic, racial and cultural groups represented in the region.
- The various businesses, professions and trades represented in the region.
- The key governmental, non-profit, faith and advocacy groups/agencies in the region.
- The Board of Directors shall be composed of not less than nine (9) members and no more than thirty (30) members.
- The Chief Executive Officer shall serve as a non-voting member of the Board of Directors and is not counted when setting the minimum number on the Board of Directors.
- Members of the Board of Directors shall serve a two-year term beginning with their election at a Board meeting. At the end of the two-year term, they may stand for re-election.

Section 3.03 Nominations and Elections

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

Section 3.04 Vacancies

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

Section 3.05 Removal

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

Section 3.06 Compensation

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

Section 3.07 Conflicts of Interest

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

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

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

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

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

Procedures for Addressing the Conflict of Interest

- A Board member may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The President of the Board of Directors, if appropriate, shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- After exercising due diligence, the Board of Directors shall determine whether Flagler Cares can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Flagler Cares' best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

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

Compensation

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

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

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

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

- Whether compensation arrangements and benefits are reasonable.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to Flagler Cares' written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 3.08 Indemnification

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

Section 3.09 Duties

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

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

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

Section 3.10 Orientation

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

Section 3.11 Ex-Officio

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

Article IV: Officers

Section 4.01 Composition

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

Section 4.02 Elections

The President of the Board shall appoint an ad hoc Nominating Committee to make officer recommendations to the Board. Nominations for officers will be made at a Board meeting. A person nominated for the office must be a member of the Board.

Officers shall be elected for a term of two years.

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

Section 4.03 Duties

President: The President shall preside at all meetings. He/she shall have the authority to sign all expenditures, contracts and obligations authorized by the Board of Directors or the Executive Committee, acting in accordance with his/her delegated authority to bind the corporation to

contractual obligations. He/she shall annually appoint all committees. He/she shall perform such other duties as may be assigned by the Executive Committee or Board of Directors. In the event that a Chief Executive Officer is not in place, the President shall fulfill the Chief Executive Officer duties.

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

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

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

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

Article V: Meetings

Section 5.01 Regular Meetings

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

Section 5.02 Special Meetings

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

Section 5.03 Notice of Meetings

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

Section 5.04 Quorum

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

Section 5.05 Proxies

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

Section 5.06 Action Without a Meeting

Any action required or permitted to be taken by the Board under the provisions of the applicable state code, the Articles of Incorporation or these Bylaws may be taken without a meeting, any such proposal shall be deemed to be adopted if a majority of all members of the Board consent in writing or via electronic mail to such action. There will be an opportunity for any member to participate in a virtual meeting scheduled prior to the vote to discuss the motion at hand. All requests for electronic voting will include a specific deadline. The Secretary of the Board shall promptly advise all directors of the results of such vote and the written or electronic mail consent will be filed with the minutes of proceedings of the Board. Such action by written or electronic consent will have the same force and effect as an affirmative vote of such directors.

Section 5.07 Public Participation

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

Section 5.08 Minutes

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

Section 5.09 Committees/Workgroups

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

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

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

Duties

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

Section 6.02 Finance/Audit Committee

Composition

The Finance/Audit Committee, of which the Treasurer shall serve as chair, shall be appointed by the President of the Board. The Committee may include Board members and other community members.

Duties

The Finance/Audit Committee shall oversee on behalf of the Board all matters relating to the funds, securities and investments of Flagler Cares. It shall maintain a continuous and overall review of income and expenditures and shall make recommendations to the Board relating thereto. The Finance/Audit Committee shall annually present to the Board a budget of anticipated receipts and expenditures for the coming year. It shall, in addition, review regularly Flagler Cares' fiscal position and make recommendations to the Board relating thereto. It shall also assure that a certified audit, performed by an independent certified public accountant, which includes Statements of Financial Position, Statements of Activities and Changes in Net Assets, Statements of Cash Flows and Statements of Functional Expense is completed and submitted to Flagler Cares.

The Finance/Audit Committee, with the President, shall have authority to act on behalf of the Board on all financial matters which cannot be delayed until the Board's next regularly scheduled meeting. The Finance/Audit Committee, with the consent of the President, is authorized to commit expenditures up to a total amount which shall be determined from time to time by the Board. Any action taken by such committee pursuant to the foregoing authority shall be reported to the Board at its next regular meeting.

Article VII: Administration

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

Section 7.01 Chief Executive Officer

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

Section 7.02 Duties

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

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

The Chief Executive Officer is a non-voting member of the Board of Directors and the Executive Committee. The Chief Executive Officer is also responsible for providing support to all Board of

Directors standing and Ad Hoc Committees or appointing an appropriate staff member to provide the Committee support.

Article VIII: Fiscal Year

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

Article IV: Rules of Order

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

Article X: Amendments

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

Amended and Restated by the Board of Directors on June 10, 2024.

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

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

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

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

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

Amended by the Board of Directors on November 2, 2015.

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