

# FDSWF BYLAWS



## ARTICLE 1 INTRODUCTION

- 1.1 The name of the private operating foundation shall be F.R.I.E.N.D.S. SUPPORT, INC.
- 1.2 DBA - F.R.I.E.N.D.S. DOWN SYNDROME WEST FLORIDA.
- 1.3 Acronym for Families Raising, Inspiring, Educating, & Networking for Down Syndrome
- 1.4 FDSWF – FRIENDS DOWN SYNDROME WEST FLORIDA
- 1.5 Motto – “I CAN AND I WILL”

## ARTICLE 2 OFFICES

- 2.1 The Principle office for F.R.I.E.N.D.S. Down Syndrome West Florida will be in Hillsborough County.
- 2.2 The registered office of F.R.I.E.N.D.S. Down Syndrome West Florida will be P.O. Box 677, Brandon, Florida 33509-0677.
- 2.3 The registered office will be maintained in the state of Florida.
- 2.4 F.R.I.E.N.D.S. Down Syndrome West Florida may change the address from time to time.

## ARTICLE 3 PURPOSES

3.1 Adoption of bylaws – These bylaws were adopted by F.R.I.E.N.D.S. Board of Directors on March 22, 2006 for the regulation and management of its affairs. The Bylaws have been amended on February 12, 2008, January 2009, January 2013, January 2015, June 2016, January 2017 and April 2, 2018.

3.2 Purpose - F.R.I.E.N.D.S. Down Syndrome West Florida was formed to operate as a 501C3, nonprofit private operating foundation, exclusively for charitable purposes.

3.3 The Mission of F.R.I.E.N.D.S. Down Syndrome West Florida is to provide all encompassing educational and support services to families who have been impacted by Down Syndrome; while promoting complete community integration of those impacted by Down Syndrome.

3.4 Goals are to provide broad reaching educational services for families impacted by Down Syndrome in the Tampa Bay Area. To provide financial and social service support for families impacted by Down Syndrome. To provide outreach to the Tampa Bay Area community in education and community integration for families impacted by Down Syndrome. We serve Hillsborough, Pinellas, & Pasco Counties.

3.5 Providing the means for individuals with Down Syndrome and their families to share experience and to support one another in seeking ways to improve their medical care and general well-being, for any part of the income there from and the principal thereof exclusively for the charitable religious, scientific, literary or educational purposes either directly or by contributions to organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist of as they may hereinafter be amended.

3.6 Raising funds to insure the above stated items and purposes of F.R.I.E.N.D.S. Down Syndrome West Florida are available to persons with Down Syndrome.

3.7 F.R.I.E.N.D.S. Down Syndrome West Florida disclaims any profit motive and shall have and exercise all rights and powers conferred on a nonprofit organization under the laws of the State of Florida.

## ARTICLE 4 COMPENSATIONS AND RESTRICTIONS

Board of Directors shall serve without compensation, except for reimbursement of expenses incurred in the performance of their duties. Board of Directors may not be compensated for rendering services to F.R.I.E.N.D.S Down Syndrome West Florida.

4.1 Upon the dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all assets of the organization to an exempt organization or charity under Section 501(c)(3) of the Internal Revenue Code, and as they deem fit. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which principle office of the foundation is then located.

#### **ARTICLE 5 BOARD MEMBERSHIP**

5.1 New Board of Director Members will be invited to serve on the FDSWF Board by the existing board. A period of 6-month probation will be served; at the end of six months the existing board will vote to accept/deny member.

#### **ARTICLE 6 MEMBERSHIP**

6.1 Member Qualifications - Membership in F.R.I.E.N.D.S. Down Syndrome West Florida shall be open to any persons who subscribes to its purposes and policies. A member who has given their name, address, and email to FDSWF and has attended and participated in FDSWF activities and meetings within the current fiscal year shall be considered a member of FDSWF.

6.2 Board of Directors - Directors must be members of F.R.I.E.N.D.S. Down Syndrome West Florida and will be invited to serve on the Board of Directors by existing Executive Board members.

6.3 Nonprofit Operations - F.R.I.E.N.D.S. Down Syndrome West Florida is a not for profit operating foundation. No dividend will be paid, and no part of the income or assets will be distributed to its Board of Director Officers. However, F.R.I.E.N.D.S. Down Syndrome West Florida may render services to its members.

6.4 No Loans to the Board of Directors Officers - F.R.I.E.N.D.S. Down Syndrome West Florida will not loan money to any of its Board of Director Officers.

6.5 No Vested Rights - No Board of Director Officer will have any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the foundation.

#### **ARTICLE 7 BOARD OF DIRECTORS**

7.1 Powers - F.R.I.E.N.D.S. Down Syndrome West Florida shall have all powers to the fullest extent allowed by law. All powers and activities of F.R.I.E.N.D.S. Down Syndrome West Florida shall be exercised and managed by the Board of Directors of F.R.I.E.N.D.S. Down Syndrome West Florida directly or, if delegated, under the ultimate direction of the Board of Directors.

7.2 Number of Board of Directors - The authorized number of Board of Directors shall not be less than 3, or more than 10, unless changed by amendment to the Bylaws.

7.3 Election and Terms of Office - The Board of Directors shall be invited by the current Board of Directors, serve a six-month probationary period, then if voted in, shall serve no less than two years, or until a successor is appointed.

#### **ARTICLE 8 EXECUTIVE BOARD OF DIRECTORS**

8.1 Executive Board of Directors Positions - The Officers of F.R.I.E.N.D.S. Down Syndrome West Florida shall be a President, a Vice-President, 2nd Vice President (Spanish Liaison), Secretary, Treasurer, Playgroup Director, and Executive Director.

8.2 Qualifications, Invitation, and Term of Office - The Board of Directors of F.R.I.E.N.D.S. Down Syndrome West Florida must be current members in good standing. Such officers shall be invited and elected to serve by the existing Executive Board of Directors.

8.3 Resignation - Any Board of Director officer may resign at any given time by giving written notice to the Board of Directors.

8.4 Vacancies - A vacancy in any office shall be filled by the Executive Board of Directors of F.R.I.E.N.D.S. Down Syndrome West Florida as soon as it is deemed appropriate. If the vacancy is in the office of the President, the Vice-President, as Acting President, shall assume the duties for the remainder of the term, or until a successor is elected.

## ARTICLE 9 DUTIES OF BOARD OF DIRECTORS

### 9.1 Duties of the President

- The President shall be the principal officer of F.R.I.E.N.D.S. Down Syndrome West Florida shall have overall responsibility for leadership, coordination, and supervision of the activities of F.R.I.E.N.D.S. Down Syndrome West Florida.
- He or she shall perform all duties incident to his or her office, and such other duties as may be required by law, or by these Bylaws.
- He or She shall preside at all meetings, teleconferences, or Facebook IM meetings of the Board of Directors. Preparing of agendas for monthly meetings if needed.
- The President shall preside at all meetings of the members.
- He or she shall find a source of funding for F.R.I.E.N.D.S Down Syndrome West Florida.
- He or She shall continue with distribution of FDSWF Parent Packets.
- He or She shall continue with distribution of Scholarships or Hardship fund.
- He or She shall maintain management of the FDSWF Website, Facebook page, Twitter accounts.
- He or She will recruit new Board, Ancillary, and Advisory Board Members.
- He or she shall, in the name of F.R.I.E.N.D.S. Down Syndrome West Florida execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. He or she will promote and organize all FDSWF Events.
- He or she will be listed as a responsible party for the FDSWF bank account.

### 9.2 Duties of the Vice-President

- In absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all duties of the President, and where so acting shall have all the powers of and be subject to all the restrictions on the President.
- The Vice-President shall have other powers and perform such other duties as may be prescribed by law, or by these Bylaws. He or she will attend all FDSWF functions.
- He or she will aid in sourcing of funds.
- He or she will oversee the committee chairs.
- He or she will manage all information and technology.
- He or she will attend all FDSWF functions
- He or she will help organize the October Buddy Walk.

### 9.3 Duties of the 2<sup>nd</sup> Vice-President/Spanish Liaison

- In absence of the 1<sup>st</sup> Vice President the 2<sup>nd</sup> Vice President will perform the duties of the 1<sup>st</sup> Vice-President.
- He or she will be responsible for translating all FDSWF materials from English to Spanish.
- He or she must serve a parent liaison, on call when needed to speak to new parents.
- He or she will attempt to attend all FDSWF functions.
- He or she will aid in a source of funding and oversee a Spanish committee or group.
- He or she will attend all FDSWF functions
- He or she will work with the 1<sup>st</sup> Vice President in organizing and overseeing the October FDSWF Buddy Walk.

### 9.4 Duties of the Secretary

- Communication: The secretary is an active communication between board members, by giving proper notice of any meetings and timely distribution of materials (if needed) such as agendas and meeting minutes. The secretary should be knowledgeable of the organization's records and related materials and should be able to provide advice and resources to the board. The secretary should aim to be helpful to the board with any duties.
- Scheduling, Notice, and Materials: The secretary is tasked with knowing and complying with notice requirements and scheduling meetings to accommodate the board members. The secretary is responsible for helping the president scheduling board meetings and should ensure an adequate number of meetings are held per year, in accordance with the organization's bylaws.
- Bylaws: the secretary will keep the original, or a copy of the current bylaws as amended or otherwise altered to date. The secretary will also make updates or amendments as instructed by the president.

- Minutes: The secretary is also charged with recording minutes of meetings. Minutes should contain information such as board actions, elections of officers, and certain reports from committees and staff.
- Records: He or she will also maintain data bases, mailing and email list, and social media platforms.
- He or she will help organize the October Buddy Walk.
- He or she will attend all FDSWF functions

#### 9.5 Duties of the Treasurer

- The Treasurer shall be responsible for oversight of the accounting activities to include processing of cash receipts and cash disbursements.
- Shall review and enter monthly expenses into the Quick Books.
- Review disbursement checks signed by the President to ensure the expense has been properly supported and are in accordance within the parameters of the annual operating budget.
- Provide the necessary support to the external independent accountant for annual audit of the financial statement of FDSWF.
- Annual review of internal controls of the policies and procedures related to the processing of cash receipts and disbursements.
- Provide an Annual Budget for the upcoming year.
- Provide necessary updates to policies and procedures as needed. Annual review, update, and preparation of annual budget, Sunbiz, Article of Incorporation, 501(C)(3), Form 990-PF submission and filing of tax returns, Employer Identification Number (EIN) status.
- He or she will attend all FDSWF functions
- He or she will be listed as a responsible party for the FDSWF bank account.
- He or she will help organize the October Buddy Walk.

#### 9.6 Duties of Playgroup Director

- He or she will attend all FDSWF functions.
- He or she will oversee all Playgroups/Clubs.
- He or she will recruit new Playgroup/Club hosts.
- He or she will aid in a source of funding. He or she will lead a Playgroup/Club.
- He or she will help organize the October Buddy Walk.

#### 9.7 Duties of Executive Director

- He or she will be responsible for overseeing the administration, programs and strategic plan of the organization. Other key duties include fundraising, marketing, and community outreach.
- He or she will act as the FDSWF Public Relations/Media contact.
- He or she will be the point of contact to conduct interviews with the media on FDSWF behalf in order to promote the organization.

**ARTICLE 10 ANCILLARY AND ADVISORY COUNSEL BOARDS** - The purpose of the Ancillary and Advisory Council is to keep key stakeholders engaged with FDSWF and to be available to advise the Board, and participate on the Buddy Walk Committee, I CAN AND I WILL Gala, the Development Committee, and the executive leadership with regard to fundraising initiatives, public relations and programming issues. The ANCILLARY AND ADVISORY BOARD does not have any authority to govern FDSWF; such authority resides with the full board.

#### 10.1 ANCILLARY COUNSEL BOARD

These counsel ambassadors help spread the word about FDSWF. Their important work provides aid or support in a way that supplements F.R.I.E.N.D.S. DOWN SYNDROME WEST FLORIDA. The responsibilities of the Ancillary Council members are to:

- Attend biannual board meetings and other events/functions (as requested).
- Attend 75% of FDSWF Events.
- Contribute your expertise and thinking to the current and future work of FDSWF
- Allow FDSWF to publish your name as a member of the Ancillary Council.
- A complimentary membership during your term on the Ancillary Council.
- An appreciation of your time and a commitment not to abuse your time or your generosity.

- Ancillary Council terms are for two years or until services are rendered and completed.

### **10.2 ADVISORY COUNSEL BOARD**

This council consists of thoughtful community leaders who meet three times per year to advise the FDSWF Executive Board of Directors. The responsibilities of Advisory Council members are to:

- Attend biannual board meetings and other events/functions (as requested).
- Contribute your expertise and thinking to the current and future work of FDSWF.
- Attend 75% of FDSWF Events.
- Allow FDSWF to publish your name as a member of the Advisory Council.
- A complimentary membership during your term on the Advisory Council.
- An appreciation of your time and a commitment not to abuse your time or your generosity.
- Advisory Council terms are for two years.

### **ARTICLE 11 FDSWF SCHOLARSHIPS**

11.1 FDSWF Scholarships will be on a case to case basis.

11.2 Recipients will be required to apply for the Scholarship or Hardship donation via our website.

11.3 Scholarships are awarded on a first come first serve basis.

11.4 Scholarship Amounts and Payment: Scholarships will be awarded in amounts up to and including \$500 with special consideration given to those who have not previously received funds from FDSWF. 11.5 Scholarship money will be paid directly to the approved provider. Funds will not be distributed in cash and will not be given to the recipient.

11.6 A Hardship donation shall be up to and to not exceed \$500 and shall be a onetime donation or subject to the Board of Directors decision.

11.7 Approval - All Scholarships will be approved at the discretion of the FDSWF Board of Directors.

- Applications will be accepted and considered without regard to sex, religion, ethnic background, race, or national origin.
- One Scholarship per individual or family per year, not to exceed \$500.
- All persons applying for scholarships must be active members of FDSWF and have attended at least one FDSWF function within the last year to be considered.

11.8 If approved, recipient must agree to:

- Complete the FDSWF Scholarship form
- Write a small article about your family to be featured in our newsletter.
- Volunteer four hours at a FDSWF event **or** volunteer on a committee **or** host a Playgroup/Social Club event/outing

### **ARTICLE 12 OPERATIONS**

12.1 Fiscal Year - The fiscal year will be from January to January.

12.2 Books and Records - F.R.I.E.N.D.S. Down Syndrome West Florida will keep correct and complete books and records of all accounts and will also keep minutes of the proceedings of its Board of Directors. Upon request of a member, books and records will be available within thirty (30) days.

12.3 Inspection of Books and Records - All books and records of F.R.I.E.N.D.S. Down Syndrome West Florida may be inspected by any officer, member, agent, or attorney for any proper purpose when given a 30 days request.

12.4 FDSWF will make available for public inspection the last three years of its tax documents, including Internal Revenue Service Forms 990. Copies will be provided within 30 days of the request. The requestor may be charged a reasonable fee for the cost of copying and postage.

12.5 FDSWF members may request a copy of the latest Profit & Loss balance sheet, Annual Budget, and yearly IRS 990. All are to be posted on our website.

12.6 Budget - An annual budget will be created in preparation for review by March and approved by April.

**ARTICLE 15 ADMENDMENTS**

Annual Review and Revision of Bylaws. The bylaws will be reviewed and revised annually during the month of January by the Executive Board of Directors.

I have read and agree with the F.R.I.E.N.D.S. Down Syndrome West Florida 2018 Bylaw Revision.

Ann Foyt – President \_\_\_\_\_

Liz Johnson – Vice President \_\_\_\_\_

Belinda Romero – Vice President Spanish Liaison \_\_\_\_\_

Jill Pettengil – Secretary \_\_\_\_\_

Kathy Wando – Treasurer \_\_\_\_\_

Kathy Boisseau – Playgroup Director \_\_\_\_\_

Julie McKenna – Executive Director \_\_\_\_\_

