

# BYLAWS OF PINELLAS SAC ASSOCIATION

A CORPORATION NOT FOR PROFIT

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# BYLAWS OF PINELLAS SAC ASSOCIATION

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## **ARTICLE I - GENERAL**

The provision of this document constitute the bylaws of PINELLAS SAC ASSOCIATION, INC., hereinafter referred to as the Association, which bylaws shall be utilized to govern the management and operation of the Association.

## **ARTICLE II - PURPOSES AND PRINCIPALS**

### **SECTION 1 PURPOSE**

The primary purposes of the Association are to:

- a) Strengthen the Pinellas County's School Advisory Councils as effective vehicles for continuous improvement in each school.
- b) Provide an opportunity for SACs to confer, network and cooperate with each other.
- c) Provide a resource of information and support for SACs and for the schools they represent.
- d) Promote increased local control of schools with the Pinellas County School Board, the public, the Florida Legislature and other organizations.
- e) Such other acts as may be determined necessary or desirable in connection with the foregoing or incidental thereto.

### **SECTION 2 PRINCIPALS**

Without limiting any of the powers or provisions contained in these bylaws, the principals of the Association include the following:

- a) The Association shall be non-commercial, non-sectarian, and non-partisan.
- b) The name of the Association or the names of any member and their official capacity shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for purposes not appropriately related to promotion of the purposes of the organization.
- c) The Association shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.
- d) The Association shall work with and assist the Pinellas County schools to provide quality education for all students and shall seek to participate in the decision-making process establishing school policies.
- e) The Association shall cooperate with other organizations and agencies concerned with child welfare, but persons representing the Association in any such matter shall make no commitments that bind the Association unless previously approved by the Board of the Association.

## **ARTICLE III - DIRECTORS**

### **SECTION 1 FUNCTION**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the board of directors, hereinafter referred to as the Board.

### **SECTION 2 QUALIFICATIONS OF DIRECTORS**

A Person must be a member in good standing for to become a director of this Association.

### **SECTION 3 DUTIES OF DIRECTORS**

- a) A director shall be expected to attend meetings, whether regular or special, of the Board and of any committee of the Board to which the director has been appointed.
- b) A director shall perform normal director's duties, including such director's duties as a member of any committee of the Board upon which such director may serve, in good faith, in a manner such director reasonably believes to be in the best interests of the Association, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
- c) In performing a director's duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:
  - 1) One (1) or more officers or employees of the Association whom the director reasonably believes to be reliable and competent in the matters presented;
  - 2) Counsel, public accountant or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence; or
  - 3) A committee of the Board upon which such director does not serve, duly designated in accordance with a provision of the articles of incorporation of the Association or these bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.
- d) A director shall not be considered to be acting in good faith if such director has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.
- e) A person who performs such person's duties in compliance with this section shall have no liability by reason of being or having been a director of the Association.

### **SECTION 4 NUMBERS**

The number of directors of the Association shall be no fewer than three (3) or more than Eighteen (18). This number may be increased or decreased from time to time by amendment to these bylaws but no decrease shall have the effect of shortening the term of any incumbent director. . In keeping with regulations governing individual SACs, the majority of Association board members shall be persons who are not employed by the School District.

### **SECTION 5 ELECTIONS AND TERM**

The immediate past-president of the Association shall automatically fill one Board position until such time as their successor to the presidency ceases to be president and in turn automatically fills such Board position. A nominating committee shall be appointed by the Board in March, which committee shall consist of at least two (2) Board members. Such committee shall recommend at the April membership meeting the slate directors to be considered for election by the Members at the annual membership meeting in May along with any Member nominated on the floor at the meeting by a Member. In the case of any increase in the number of directors, the additional directorships so created may be filled in the first instance in the same manner as a vacancy in the Board. At the annual meeting in May, the members present shall select by ballot members to be seated on the Board of Directors. Each director shall hold office for the term for which such director is elected until such director's earlier resignation, removal from office, or death. The term shall commence July 1.

### **SECTION 7 REMOVALS OF DIRECTORS**

- a) Any director who fails to attend three (3) consecutive meeting, whether regular or special, of the Board without an excused absence, may be removed from the Board, (and, as a result, any office held), by a vote of a majority of the remaining members of the Board, though less than a quorum of the Board. For purposes of this subsection a., the nature of an absence, whether excused or unexcused, shall be determined by the President of the Association, provided, however, any absence deemed by the President to be unexcused shall be submitted to the Board (without the affected director being entitled to a vote) for its determination of the nature of the absence, which determination shall be final and binding on all parties concerned.
- b) At a special meeting of the Board called expressly for than purpose, any director may be removed from the Board with or without cause by a two-thirds (2/3) of the remaining members of the Board.

**SECTION 8 RESIGNATIONS OF DIRECTORS**

A director may resign from the Board, (and as a result their officer position), by providing notification of such resignation to the president of the Association, and such resignation shall become effective immediately upon receipt by the president of said notification or at such later date as may be specified in the notification.

**SECTION 9 VACANCIES**

Any vacancy occurring in the membership of the Board, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board. A director so elected by reason of an increase in the number of directors shall hold office until the next election of directors. Any other director so elected shall hold office for the unexpired term of such director's predecessor in office.

**ARTICLE IV - DIRECTORS' MEETINGS**

**SECTION 1 ANNUAL MEETING**

The annual meeting of the Board shall be held on a date selected by the Board in May each year.

**SECTION 2 REGULAR MEETINGS**

Regular meetings of the Board shall be held without notice simultaneously at each meeting of Member and on any additional schedule agreed to by the Board.

**SECTION 3 SPECIAL MEETINGS**

Special meetings of the Board may be called at any time by the president or by any two (2) directors.

**SECTION 4 PLACE OF MEETINGS**

Meetings of the Board shall be held at the principal place of business of the Association or at such other place, within the state of Florida, as the directors may from time to time designate.

**SECTION 5 NOTICE OF MEETING**

Written or printed notice stating the place, day and hour of any special meeting of the Board must be given to each director not less than two (2) nor more than thirty (30) days before the directors' meeting, by or at the direction of the president or other persons calling the meeting. Notice must be given personally or by email, fax, PONY (Pinellas District Communications), telegram, cablegram or first class mail; and if mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the director at such director's address, as it appears in the records of the Association, with postage thereon prepaid. Except as otherwise specified in these bylaws, the notice need not specify the business to be transacted at, nor the purpose of, any meeting.

**SECTION 6 WAIVER OF NOTICE**

A written waiver of notice signed by any director, whether before or after any meeting, shall be equivalent to the giving of notice to said director. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director attends a meeting for the express purpose, as stated at the beginning of the meeting, or objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the directors need be specified in any written waiver of notice.

**SECTION 7 PRESUMPTION OF ASSENT**

A director of the Association who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

**SECTION 8 ADJOURNED MEETING**

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

**SECTION 9 QUORUMS**

Three (3) of the directors shall constitute a quorum for the transaction of business at any meeting of the Board.

**SECTION 10 VOTING**

- a) Each director present at any meeting of the Board shall be entitled to one (1) vote on each matter submitted to a vote of the directors.
- b) A majority vote by the directors present at a meeting of the Board at which a quorum is present shall be the act of the Board unless a greater number is required under the provisions of the articles of incorporation of the Association or any provisions of these bylaws.
- c) Any director may designate any other director to cast that member's vote by proxy in the event of the member's absence.

**SECTION 11 ACTION WITHOUT A MEETING**

- a) By Written Consent. Any action required or which may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by all of the directors..
- b) By Communications Equipment. Any action required or which may be taken at a meeting of directors at which a proper notice or a waiver thereof has been given pursuant hereto may be taken by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

**ARTICLE V - COMMITTEES**

**SECTION 1 FUNCTION**

Committees shall serve in an advisory capacity to the Board and shall make specific recommendations to the Board regarding those aspects of the business and affairs of the Association for which they have been delegated such responsibility.

**SECTION 2 TYPES OF COMMITTEES**

The Board, by resolution adopted by a majority of the full Board, may appoint such standing committees or ad hoc committees as it deems necessary from time to time.

**SECTION 3 COMMITTEE POWERS**

Any committee shall have and may exercise all the authority granted to it by the Board, except that no committee shall have the authority to:

- a) Fill vacancies on the Board or any committee thereof;
- b) Adopt, amend or repeal the bylaws;
- c) Amend or repeal any resolution of the Board;
- d) Act on matters committed by bylaws or resolution of the Board to another committee of the Board.

**SECTION 4 APPOINTMENTS AND TERM**

- a) The Board, by resolution adopted by a majority of all members of the Board, shall appoint from among its members:
  - 1) Those directors who shall serve on each committee
  - 2) That member of each such committee who is to act as chair thereof.

**SECTION 5 REMOVALS OF COMMITTEE MEMBERS**

The Board may remove a chair or a member of any committee, and the chair of a committee may remove any member of a committee. Any such removal may be made with or without cause.

**SECTION 6 RESIGNATIONS OF COMMITTEE MEMBERS**

A committee member may resign from any committee by providing notification of such resignation to the chair of the committee and to the president, any such resignation shall become effective immediately upon receipt by the president of said notification or at such later date as may be specified in the notification.

**SECTION 7 VACANCIES**

Any vacancy occurring in the membership of any committee may be filled by the remaining committee members.

**ARTICLE VI - OFFICERS**

**SECTION 1 DESIGNATION**

The officers of this Association shall consist of a president, one (1) vice president, a secretary and a treasurer. The Association shall also have such other officers, assistant officers and agents as may be deemed necessary or appropriate by the Board from time to time. The failure to elect a president, vice president, secretary or treasurer shall not affect the existence of the Association.

**SECTION 2 DUTIES**

- a) President. The president shall preside at all meetings of the Board and the membership.
- b) Vice president. In the absence of the president or in the event of the president's resignation, death, inability or refusal to act, the vice president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all restrictions upon the president. The vice president shall also perform such duties as from time to time may be assigned to such vice president by the president or by the Board.
- c) Secretary. The secretary shall have custody of, and maintain all of the corporate records except the financial records; shall record the minutes of all meetings of the Board; maintain a record of the names and addresses of all members, send out all notices of meetings; and perform such other duties as may be prescribed by the Board or president.
- d) Treasurer. The treasurer shall have supervision over corporate funds and financial records and financial officers of the Association, and shall perform such other duties as may be prescribed by the Board or President.

**SECTION 3 ELECTIONS AND TERM**

Each person named as an officer in the articles of incorporation of the Association shall hold office until the first annual meeting of the members and until such person's successor shall have been elected and qualified, or until such person's earlier resignation, removal from office or death.

- a) At each annual meeting of the directors, a majority of the directors shall elect the officers of the Association for the ensuing year.
- b) Each officer shall hold office for the term of one (1) year, beginning July 1, and until such person's successor shall have been elected and qualified, or until such person's earlier resignation, removal from office or death.

**SECTION 4 REMOVALS OF OFFICERS**

Any officer or agent elected or appointed may be removed with or without cause by a vote of two-thirds (2/3) of the other members of the Board whenever in its judgment the best interests of the Association will be served thereby.

**SECTION 5 RESIGNATIONS OF OFFICERS**

Any officer or agent elected or appointed by the Board may resign such office by providing written notification of such resignation to the president (or if the president is resigning, to the vice

president) of the Association, and such resignation shall become effective upon acceptance of same.

**SECTION 6 VACANCIES**

Any vacancy in any office between the annual meeting of directors, may be filled by the Board.

**ARTICLE VII - MEMBERS**

**SECTION 1 GENERAL MEMBERS**

There shall be one class of general Members of the Association who duly apply or register with the Association and pay all dues, fees and costs established by the Board from time to time in connection therewith.

**SECTION 2 TERMINATION OF MEMBERSHIP**

Membership of a member shall be terminated upon:

- a) The death of such member;
- b) The delivery of written notice to the Association from such member stating that such member resigns as a member; or
- c) By a vote of the members (other than the member(s) subject to such vote) at a duly called annual or special meeting of members.
- d) Nonpayment of dues established by the Board.

**SECTION 3 RIGHTS AND POWER OF MEMBERS**

Members shall have the exclusive right to elect the directors of the Association in the manner, and subject to the restrictions provided in these bylaws.

**ARTICLE VIII - MEMBERS' MEETINGS**

**SECTION 1 ANNUAL MEETING**

The annual meeting of the members shall be held in the month of May of each year, or at such other time as the Board shall direct. No more than fifteen (15) months shall pass between two (2) annual meetings of members.

**SECTION 2 SPECIAL MEETINGS**

- a) Special meetings of the members may be called by any of the following:
  - 1) the president;
  - 2) the Board, or
  - 3) 25% of members.
- b) If permitted by the Board, business other than that specified as the purpose or purposes in the notice of a special meeting shall be discussed or transacted at such special meetings.

**SECTION 3 PLACE OF MEETING**

Meetings of members shall be held at the principal place of business of the Association, or at such other place, within Pinellas County, Florida, as the Board may from time to time designate.

**SECTION 4 NOTICES OF MEETINGS**

Written or printed notice stating the place, day and hour of any annual or special meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, must be sent to each member not less than seven (7) nor more than thirty (30) days before the date of the meeting by or at the direction of the persons calling the meeting. Notice to members must be sent either by email, fax, school board communications (PONY), first class mail, hand-delivery or by communication equipment; and if mailed, the notice will be deemed to be given when deposited in the United States mail addressed to the member at such member's address as it appears on the records of the Association, with postage prepaid.

**SECTION 5 QUORUMS**

One-third of the members shall constitute a quorum.

**SECTION 6 VOTING**

Each member present at either a special or annual meeting of such membership shall be entitled to one (1) one vote on each matter submitted to a vote of such member.

**SECTION 7 WAIVER OF NOTICE**

A written waiver of notice signed by any member, whether before or after any meeting, shall be equivalent to the giving of notice to said member. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a member attends a meeting for the express purpose, as stated at the beginning of the meeting, of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the members need be specified in any written waiver of notice.

**SECTION 8 PRESUMPTION OF ASSENT**

A member who is present at a meeting of the members at which action on any matter is taken shall be presumed to have assented to the action taken, unless such member votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

**ARTICLE IX - BOOKS, RECORDS AND FINANCES**

**SECTION 1 FISCAL YEAR**

The fiscal year of the Association shall end each year on the last day of the Month of June.

**SECTION 2 BOOKS AND RECORDS**

- a) The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, its Board and its committees.
- b) The Association shall keep at its registered office or principal place of business, record of its members and directors, giving the names and addresses of all members and directors.
- c) Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

**SECTION 3 FUNDS**

- a) All funds received by the Association shall be placed in depositories approved by the Board.
- b) The authorized signers on all depository accounts shall be the president, treasurer, and secretary of the Association. All checks over a dollar amount established by the Board from time to time shall be signed by any two (2) of the authorized signers.

**SECTION 4 FINANCIAL INFORMATION**

- a) Not later than four (4) months after the close of each fiscal year, the treasurer shall have prepared a balance sheet showing in reasonable detail the financial condition of the Association as of the close of its fiscal year, and a profit and loss statement showing the results of the operations of the Association during its fiscal year.
- b) The balance sheets and profit and loss statements shall be filed in the registered office of the Association in this state, and shall be kept for at least five (5) years,

**SECTION 5 DIRECTORS' INSPECTION RIGHTS**

Any director, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times for any proper purpose, the relevant books and records of accounts, minutes and records of the Association and to make extracts there from.

## **ARTICLE X - NON-PROFIT OPERATIONS**

The Association will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Association will be distributed to its members, directors or officers. However, the Association may pay compensation in a reasonable amount to members, officers or directors for services rendered.

## **ARTICLE XI - CORPORATE SEAL**

The Board may provide for a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association, the state of incorporation and the year of incorporation.

## **ARTICLE XII - MODIFICATION OF BYLAWS**

The Board or members shall have the power to adopt additional bylaws or to alter, amend, and repeal the bylaws of this Association; provided, however, that written notice of the specific change has been sent to all directors and members at least ten (10) days prior to its consideration by the Board or members, as the case may be.

## **ARTICLE XIII - AMENDMENT OF ARTICLES OF INCORPORATION**

The power to alter, amend or repeal the articles of incorporation of the Association is vested in the Board and members and may be exercised as follows:

- a) A resolution setting forth the proposed change may be submitted to the directors and members at a Board and members meeting, if notice of the changes to be made is given; and shall be adopted on receiving the affirmative vote by ballot of a majority of members entitled to vote thereon.

ADOPTED BY THE ASSOCIATION'S BOARD OF DIRECTORS ON THE 2 DAY OF AUGUST 2007