

**BYLAWS OF THE  
TREASURE COAST COORDINATION COALITION, INCORPORATED,  
A FLORIDA CORPORATION NOT-FOR-PROFIT**

**ARTICLE I:           Name and Offices**

Treasure Coast Coordination Coalition, Incorporated, shall be the official name of this organization. The official office of the organization shall be within the Treasure Coast, an area consisting of Indian River, Martin, Okeechobee, and St. Lucie Counties, Florida, as the organization shall from time to time determine. The initial address of this corporation is c/o The Workforce Development Board of the Treasure Coast, 9350 S. U.S. #1, City Center, Port St. Lucie, Florida 34952.

**ARTICLE II:           Purpose**

1.     General/Specific Purposes: The purposes for which this corporation is organized are exclusively charitable, scientific and educational within the meaning of Section 501-C-3 of the Internal Revenue Code of 1986, including the promotion of collaboration among member organizations to provide enhanced, cost-effective services for the community with the intent of (a) increasing and improving the interaction among agencies, (b) promoting a regional focus to address and solve community issues, (c) encouraging a full continuum of services with the objective of identifying and addressing gaps in service, (d) improving community awareness and access to information on services, and (e) providing support and resources that strengthen the organization.
2.     Benefits: No dividends shall be paid, and no part of the income of the corporation shall be distributed or inured to the benefit of any member, or director.
3.     Powers: This corporation shall have and exercise all rights and powers conferred upon a corporation under the laws of the State of Florida; provided, however, that this corporation is not empowered to engage in any activity that in itself is not in furtherance of its purpose as set forth above.
4.     Limitations: Other provisions of these bylaws notwithstanding, the corporation shall not carry on any other activities not permitted to carried on by: (a) a corporation exempt from Federal Income Tax under Section 501-C-3 of the Internal Revenue Code of 1954, or (b) and other corresponding provision of any future United States Internal Revenue Law.

**ARTICLE III:         Fiscal Year**

The fiscal year of this corporation shall be July 1 through June 30.

**ARTICLE IV:           Membership/Voting Right/Dues**

1.     Members: The members of this corporation shall include representatives of social service agencies, law enforcement, educational institutions, and other organizations providing services to individuals, families or the community. There shall be only one class of members.
2.     Voting Rights: Each member agency shall be entitled to one vote on each matter submitted for vote by the membership. Votes will be taken using paddles of member agencies.
3.     Dues: Each member agency shall pay annual dues based on an agency membership which allows each agency as many representatives as they wish at meetings. The amount of dues shall be determined annually by the Board of Directors and ratified by the membership.

**ARTICLE V:           Meetings of the Membership**

1.     Annual Meeting: The annual meeting shall be held in June.
2.     Regular Meetings: The membership shall meet no less than quarterly.
3.     Special Meetings: Special meetings may be called by the Board of Directors or a majority of the membership with at least two days notice of the date, time and place.
4.     Place of Meeting: The president or designee shall determine the place of the meeting.
5.     Notice of Meetings: A notice of every meeting shall be provided to each member having the right to vote at such meeting, at that person's address as it appears on the records of the corporation, not less than seven (7) days before such meetings, together with an agenda of the business to be conducted.
6.     Quorum: A quorum shall consist of 8 or more voting agencies members who are entitled to vote.
7.     Voting: A majority of the votes cast shall decide every matter submitted to the members at any meeting, unless otherwise required by law.
8.     Rules: Meetings will be conducted using Roberts' Rules of Order, unless otherwise established by the Board of Directors.

**ARTICLE VI: Board of Directors**

1. Board of Directors: The affairs of this organization shall be managed by its Board of Directors, which shall possess all of the powers of corporate directors under the laws of the State of Florida. The number of directors shall be limited to committee chairs or his/her designee, equivalent to the number of committees established to carryout the purposes of the corporation, plus the number of officers and at least one member at-large. Directors shall serve without compensation, and no person shall receive compensation for services or products provided to the corporation while serving on the Board of Directors.
2. Election and Term of Office: Directors shall be elected and installed at the June annual meeting and shall be limited by their tenure as committee chairs or election as officers, with the exception of the member at-large, who shall be selected by the directors from volunteers solicited from the membership. The President of the Corporation shall serve as Chairman of the Board.
3. Removal: A director may be removed in accordance with Florida Statutes, Section 617.0808.
4. Vacancies: Vacancies on the board will be filled by the board as they occur and the new director shall serve for the remainder of the term.
5. Duties: See Article IX (1).

**ARTICLE VII: Meetings of the Board of Directors**

1. Regular Meetings: Directors shall meet regularly, as required, to manage the business of the corporation, without other notice than this bylaw. Directors may provide, by resolution, the time and place for holding regular meetings of the board without other notice than such resolution.
2. Special Meetings: Special meetings of the directors may be called by or at the request of any member of the board and at least one other director. The persons authorized to call special meetings of the board may fix any place within the Treasure Coast as the place for holding any special meeting with at least two days notice of the date, time and place.
3. Quorum: A minimum of five (5) Board of Director's shall constitute a quorum for the transaction of business at any meeting of the board; but, if less than the quorum of the director's are present, telephone, e-mail, and faxed votes will be allowed to address agenda issues.
4. Rules: Meetings will be conducted using Roberts' Rules of Order, unless otherwise established by the Board of Directors. The meeting chair votes only if there is a tie.

## **ARTICLE VIII: Officers**

1. Officers: The officers of the corporation shall be the president, the vice president, immediate past-president, secretary, treasurer, and such other officers as may be elected in accordance with the provision of this bylaw. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two offices may be held by the same person except the office of president.
2. Election and Term of Office: The officers of the corporation shall be elected annually for a period of two year and may be re-elected by the general membership at the June annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.
3. Removal: The Board of Directors may remove any officers elected or appointed by the membership whenever in its judgement the best interests of the corporation would be served. However, such removal shall be without prejudice to the contract rights, if any, of the office so removed and performed in accordance with Article VI (3) above, as may be required by law.
4. Vacancies: A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
5. President: The president shall be the principle executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. S/he shall preside at all meetings of the members and the Board of Directors, and serve as a non-voting, ex-officio member of each committee, whose presence would not count toward a quorum. S/he may sign or any other proper officer of the corporation authorized by the Board of Directors, and deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officers or agent of the corporation; and in general s/he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.
6. Vice President: In the absence of the president or in the event of his 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 the restrictions upon, the president. Any vice president shall perform such other duties as assigned to her/him by the president or the Board of Directors.

7. Treasurer: If required by the Board of Directors, the treasurer shall give bond for the faithful discharge of his/her duties in such sum and such surety as the Board of Directors shall determine. S/he shall have responsibility for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; along with deposit of all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or the Board of Directors.
8. Secretary: The secretary shall prepare and keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general, perform all duties incident to the office of the secretary and such other duties as may from time to time be assigned to the secretary by the president, or the Board of Directors.
9. Assistant Treasurers and Assistant Secretaries: If required by the Board of Directors, the assistant treasurers shall give faithful performance of their duties in such sums and such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

## **ARTICLE IX. Committees**

1. Executive Committee: The Board of Directors, functioning as an Executive Committee, shall provide administrative oversight of the corporation and will report at each regular meetings, at which time their actions may be reviewed and ratified by the membership. The Board of Directors shall set the budget, and, if required, review the annual audit at the next regular meeting after the end of the fiscal year, as soon as the audit is available.
2. Standing Committees: The Board of Directors may add or change committees with ratification of the general membership at a regularly scheduled quarterly meeting.
  - a. Membership Committee: This committee will provide membership support, plan membership activities, and be responsible for maintaining membership participation at regular coalition meetings.
  - b. Children's Action Team CAT: This committee will coordinate with local agencies to provide and promote children's activities and services.
  - c. Community Awareness Committee: This committee will promote available programs and services.

- d. Directory Committee: This committee will produce the “Where To Turn” manual and “PC Where To Turn” and provider support for the project.
  - e. Grantwriter’s Coalition: This committee offers specific resource development & grantwriting training.
  - f. First Stop Committee: This committee will coordinate the First Stop Center System, including but not limited to staff training, promotion, and expansion of centers.
  - g. Transportation Committee: This committee will identify transportation problems and coordinate solutions.
  - h. Legislative Committee: This committee will act as an advocate between legislators and the membership, providing education, information and coordination of all interested parties.
  - i. Housing & Homeless Committee: This committee will identify housing problems/challenges and homeless solutions.
3. Nominating Committee: Bi-annually, at least two months prior to the election of officers annual meeting, the President will appoint a chair for a Nominating Committee, and the chair will select three to five additional members approved by the Board, and will meet only as necessary to recruit and present a slate of officers.
  4. Ad Hoc Committees: The Executive Committee may appoint such ad hoc committees as are necessary or desirable for the benefit and well-being of the Corporation. No ad hoc committee shall be in existence longer than the fiscal year in which it is established.
  5. Chairperson: The committee chairs are selected by the Executive Committee.
  6. Meetings: Standing committees shall meet as often as needed to complete the committee’s work.
  7. Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the committee members constitutes a quorum and the act of the members present shall be the act of the committee.
  8. Rules: Each committee may adopt rules for its own governance not inconsistent with these bylaws.
  9. Reports: Committees will report to the general membership at each regular meeting of the general membership.

**ARTICLE X: Amendment of Bylaws**

Subject to the limitations contained in these bylaws and any limitations set forth in the laws of the State of Florida, the bylaws of this corporation may be made altered, rescinded, added to, or new bylaws may be adopted, by a majority vote of members present at any general or special meeting of the membership where a quorum is present and, at which, proper notification was served.