

# **SUPPORT VOLUSIA BY-LAWS**

## **REVISED FEBRUARY 2023**

### **Article I. Name and purpose of the organization**

#### **Section 1: Name of the Organization**

The name of the corporation is SUPPORT VOLUSIA INC.

#### **Section 2: Nonprofit Purpose**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **Section 3: Specific Purpose**

Support Volusia aims to unite local resources to create a powerful force for positive change by advocating for and supporting marginalized groups in our community.

### **Article II. Membership**

The membership of the corporation shall consist of the members of the Board of Directors.

### **Article III. Officers and decision-making**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Support Volusia board of directors has at least four members and no more than 15 members.

Support Volusia's Board of Directors is the governing body, overseeing vision, mission, and internal operations of the organization. Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term and henceforth, members of the Board of Directors may be re-elected to any position for a three-year term. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire. Board members hold overall fiscal and managerial oversight responsibility for Support Volusia. They are charged with the supervision and oversight of Support Volusia's mission. They are responsible for making decisions, delegating work, and assuring decisions are carried

out in the manner intended. Ultimately, board members serve as ambassadors for Support Volusia's mission, inside and outside of organizational commitments.

Board members may serve as: At-Large Member, President, Vice-President, Finance Officer, or Secretary. Appropriate position specific titles and job descriptions for At-Large Members may be designated by the Board President.

### Section 1: Board Members At-Large

Ten Basic Board Roles:

1. Determine mission and purposes. It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
2. Select the chief executive. Boards must reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
3. Support and evaluate the chief executive. The board should ensure that the chief executive has the moral and professional support they need to further the goals of the organization.
4. Ensure effective planning. Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
5. The board's responsibility is to determine which programs are consistent with the organization's mission and monitor their effectiveness.
6. Ensure adequate financial resources. One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission.
7. Protect assets and provide financial oversight. The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
8. Build a competent board. All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
9. Ensure legal and ethical integrity. The board is ultimately responsible for adherence to legal standards and ethical norms.
10. Enhance the organization's public standing. The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

### Board Requirements and Responsibilities

1. Serve as a leading ambassador of Support Volusia's mission, programs, and services.
2. Agree to an appropriate board term with the option of renewal.
3. Regularly attend and prepare for monthly Board meetings and important related meetings.

4. Develop and commit to a professional development plan.
5. Volunteer for and willingly accept assignments and complete them thoroughly and on time.
6. Serve on at least one sub-committee, preferably as a chair, and attend committee meetings.
7. Make a serious commitment to participate actively in Board and other Support Volusia work.
8. Prepare and approve necessary organizational policies.
9. Commit to an annual philanthropic commitment as determined by the individual board member and/or fundraise on behalf of the organization.
10. Participate in the hiring and oversight process of the Executive Director.
11. Be knowledgeable about Support Volusia's mission, vision, programs, and events.
12. Stay informed about Board matters, prepare themselves for meetings, and review and comment on issues of importance.
13. Participate in the creation of a strategic plan and conduct an annual review of the strategic plan.
14. Get to know other Board members and Support Volusia stakeholders and build a working relationship that contributes to the mission, vision, programs, and events.
15. Respond to requests for feedback or decisions between meetings in a timely manner.
16. Understand financial statements or commit to learning about nonprofit financial oversight.

#### Qualifications for Service

1. Past or current engagement with Support Volusia (e.g., partnership, membership, content providers, etc.)
2. Interest in and willingness to support Support Volusia's goals and objectives
3. Commitment to diversity, inclusion, and equity
4. Commitment to keep up to date on political and social trends that affect the community
5. Commitment to open and honest communication and the ability to work collaboratively, both within the organization and with Community Partners
6. Initiative and leadership ability, ability to oversee or participate in the execution of large projects
7. Represent Support Volusia and all of its Programs with integrity
8. Planning skills and the ability to organize and monitor work
9. Ability to easily use email and other technology such as cloud services

#### Section 2: Board of Directors Officer Position Descriptions

Board President - In addition to the member-at-large responsibilities and in accordance with the organizational bylaws, the Board President shall ensure that all meetings are facilitated by a member of the Board of Directors. The Board President shall perform all duties customary to the office of the President:

1. Ensure facilitation of board meetings after developing the agenda with input from the Board of Directors and the Executive Director.
2. Actively recruits new board members to fill any vacancies in need and helps to retain current board members.
3. Partners with the Support Volusia's board members, advisors, and volunteers in achieving the organization's mission.
4. Provides leadership and direction to the Support Volusia's Board of Directors.
5. Encourages transparent communication between all Board members.
6. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
7. Participates in the creation and implementation of the strategic plan.
8. Ensures that timelines are met and that parties are accountable to their responsibilities within the strategic plan.
9. Encourages board participation in the strategic planning process.
10. Communicates as needed with committee chairs to ensure that action items are met and that activities are in-line with the mission and vision.
11. Discusses issues affecting the organization with the Board and any other relevant parties.
12. Represents Support Volusia as an ambassador for the mission at events and other activities.
13. Monitors financial planning and financial reports.
14. Plays a leading role in revenue generation activities including cultivation and stewardship.
15. Annually encourages evaluation of the board and the performance of the organization and its mission.
16. Approves committee chairs and charges committees with work as it relates to the strategic plan.

Board Vice President - In addition to the member-at-large responsibilities and in accordance with the organizational bylaws, the Vice President shall serve in the President's place in the event the President is unable to serve or perform duties delegated to the President. The Vice President may have such additional duties as delegated to them by the Board of Directors or the President:

1. In the absence of the President, coordinates facilitation of board meetings, ensures agendas and minutes are distributed, and implements the strategic plan.
2. Reports to the Board President.
3. Works closely with the Board President, board members, and organizational staff.

4. Helps the Board President to develop and implement office transition plans.
5. Performs other responsibilities as assigned by the board.
6. Actively recruits new board members to fill any vacancies in need and helps to retain current board members.
7. Provides leadership and direction to the Board of Directors.
8. Ensures transparent communication between all Board members.
9. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
10. Represents Support Volusia as an ambassador for the mission at events and other activities.
11. Plays a leading role in revenue generation activities.

Board Finance Officer - In accordance with organizational bylaws, the Finance Officer is primarily responsible for overseeing Support Volusia's finances. In addition to the board member-at large responsibilities, the Board Finance Officer has the following responsibilities:

1. Oversees all revenues and expenses and creates financial statements in accordance with the Accounting Procedures and communicates this information to the Board on a quarterly basis.
2. Works with the Support Volusia staff and board to create Support Volusia's budget draft and seeks approval from the board on annual budget.
3. Ensures development and board review of sound fiscal policies and procedures.
4. Acts as an official signer on the Support Volusia bank account and works with the Executive Director on large monetary distributions.
5. Oversees any financial agreements.
6. Participates in revenue generation activities including cultivation and stewardship.
7. Serves as the chair of the finance committee where applicable.
8. In cooperation with the board officers, accepts responsibility for filing annual tax forms as required by the state or the IRS.
9. Provides a full financial report to the board of directors annually.
10. Maintains the Donor Database including sponsorship level, expiration of sponsorship term, and any requirements of the donation.
11. Maintains and completes all required non-profit and corporate compliance paperwork.

In the absence of a Finance Officer, the President will assume these responsibilities.

Board Secretary - The Secretary is primarily responsible for coordinating the recording of board meeting minutes and maintaining organizational documents and records. In addition to the member-at-large responsibilities and in accordance with the organizational bylaws, the Secretary shall be responsible for:

1. Maintaining board records and ensuring effective management of the organization's records.
2. Managing board meeting minutes: Collect and send a draft of the minutes to the Chair for approval and then send on to the rest of the Board. Minutes should reflect the activities of meetings in an objective manner, without unnecessary commentary. They should include the following information:
  - a. Who is present
  - b. Agenda
  - c. Items discussed
  - d. Key issues raised
  - e. Votes and action items and
  - f. Any other relevant information
3. Ensuring minutes are distributed to members shortly after each meeting.
4. Maintaining sufficient familiarity with legal documents (articles, by-laws, IRS letters, etc.) to reference when necessary in board meetings.
5. Maintaining a chart of starting and ending dates for each Board member.
6. Working with the Executive Director to ensure all decisions and documents are consolidated in the Support Volusia Handbook.
7. Maintains the Board of Directors and Executive Committee Member Directory
8. Maintains the Sub Committee Member Directory

In the absence of the Secretary at any meeting, a secretary pro tempore shall be appointed by the presiding Officer.

### Section 3: Election of Officers

Nominations for new and replacement Board Members shall take place at the meeting prior to the annual meeting and voted on by all Support Volusia Board Members in good standing. Those officers elected shall begin their term at the meeting following the annual meeting.

### Section 4: Removal of an Officer

The Board of Directors, with the concurrence of 3/4 of the members voting at the meeting, may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

### Section 5: Vacancies

Nominations of persons to fill vacancies which occur between annual meetings, including those of officers, can happen as soon as any vacancy is made known. Nominations shall be sent in writing to members of the Board of Directors at least two (2) weeks prior to the next meeting at which the election will be held. The persons so

elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

## **ARTICLE IV. Staff and Committees**

### Section 1. Committee Formation

The Board of Directors may create committees as needed. The Board President appoints all committee chairs.

### Section 2. Executive Committee

The executive committee meets monthly and functions as an extension of the Board of Directors. In addition to the Board of Directors, the Executive Committee is comprised of each Sub-Committee Chair and any additional person's as determined by the Board of Directors. The Executive Committee addresses the short term needs of Program operations, resolves urgent matters, supports event planning, and facilitates communication with the public.

### Section3: Executive Director

The Board of Directors may hire an Executive Director who serves at the will of the Board. The Executive Director supervises of the operations of the designated Program and directs the day-to-day business of the Program, including maintaining the properties of the Program; hiring, discharging, and determining the salaries and other compensation of all staff members under the Executive Director's supervision; and performing additional duties as directed by the Executive Committee or the Board of Directors.

The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause.

## **Article V. General, special, and annual meetings.**

### Section 1: Annual Meeting

An annual meeting of the Board of Directors shall be held at a time and day in the month of April of each calendar year and at a location designated by the Executive Committee. Notice of the Annual Meeting shall be sent to all members of the Board of Directors, Executive Committee, Sub-Committees, Community Partners, and the Public no less than thirty (30) days prior to the meeting date. Meeting notice can be issued in a virtual format and does not require physical written notice.

### Section 2: Board of Directors Meeting

The Board of Directors must meet a minimum of once per quarter. Notice of the Board of Directors meeting shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date.

### Section 3: Executive Committee Meeting

The Executive Committee must meet a minimum of once per month. Notice of the Executive Committee meeting shall be sent to all members of the Board of Directors, Executive Committee, and Sub-Committees no less than ten (10) days prior to the meeting date.

### Section 4: Special Meetings

Special meetings can be called to address urgent matters or emergency situations. Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. Notice of a Special meeting shall be sent to all members of the Board of Directors no less than two (2) days prior to the meeting date. Every effort should be made to provide virtual meeting options in order to have as many Board Members in attendance.

### Section 5: Quorum

The presence, in person or through official virtual channels, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business.

## **ARTICLE VI. Amendments**

### Section 1: Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific notice of the proposed amendment of the Articles or a summary of the changes to be effected are given to each Board Member at least three(3) days in advance of such a meeting. All amendments of the Articles shall require the affirmative vote of an absolute majority of the Board of Directors in office.

### Section 2: Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice of the proposed amendment or summary of the changes to be effected must be given to each Board Member within the time and the manner provided for the giving of notice of meetings.

## **ADOPTION OF BYLAWS**

We, the undersigned, are the Board of Directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this corporation.



ADOPTED AND APPROVED by the Board of Directors on February 23, 2023.

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Ann-Marie Willacker, President

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Heather McLean, Vice President

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Aimee Hardesty, Secretary

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PJay Peck, Outreach Director