



**BYLAWS of the MONROE EMERGENCY RESERVE CORPS, INC**  
**A Florida Based Not-For Profit Corporation**

**ARTICLE I: NAME OF ORGANIZATION**

The legal name of the organization shall be known as  
**MONROE EMERGENCY RESERVE CORPS, INC.**, also to be known as (aka) MERC, Inc.

**MISSION STATEMENT:** Monroe Emergency Reserve Corps is comprised of volunteer citizen teams, who are trained in basic life, safety and emergency preparedness skills. MERC is community based, whose purpose is to assist Monroe county residents in the event of any incident or large scale disaster, whether man-made or natural. MERC is committed to increase community safety through planning, public education and collaboration.

**ARTICLE II: PURPOSE/GOALS/OBJECTIVES**

Said 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.

The purpose of this Corporation is to:

- Inform, educate, and train citizens of Monroe County, FL on disaster/emergency preparedness, response, recovery and mitigation.
- Provide trained assistance to respond to locally occurring disasters (e.g., hurricane, flood, fire, etc.) by strictly following Monroe County EM CERT protocol and supporting emergency personnel upon their arrival and request.

In the spirit of a Community Organization Active in Disaster, our mission will be to adhere to the following values:

1. Communication: Exchange and disseminate information among Monroe County organizations and the public, as well as local, Monroe County and federal authorities, when appropriate.
2. Cooperation: Create a climate of unity at all levels and phases of disaster.
3. Collaboration: Dedicated to working together as individuals, groups, and systems to achieve common goals and to undertake specific activities relative to disasters.
4. Coordination: Meet specific objectives through systematic analysis, development of relevant information and effective combination of available resources.
5. Education: Provide training and information as requested by organizations and volunteers from Monroe County. Educate and promote disaster/emergency awareness
6. Mitigation: Support the mitigation efforts of local, State and federal authorities;
7. Participate: in local mitigation strategy organizations; participate in efforts to educate residents about actions they can take to protect individuals, property, the environment and the economy from the effects of disaster.
8. Provide rapid and safe care for one self, our families, friends, and neighbors in the event of a disaster until trained emergency responders arrive.
9. Provide leadership and coordination for emergency management resources and volunteer pools to help during an emergency.

The Goals and Objectives of the Corporation shall be as follows:

1. Communicate MERC Related activities using the Corporation website ([www.merc.ngo](http://www.merc.ngo)) and to provide MERC Program Coordinator contact information, MERC organization newsletters, photos, and a calendar of MERC events from around the county.
2. In the spirit of Volunteer Florida, encourage communication, collaboration and cooperation with local Emergency Management to utilize trained MERC volunteers and organized teams to assist in all phases of emergency management.
3. Coordination will be accomplished through several modes:
  - a. Maintain an active database of MERC Coordinators throughout the County of Monroe, Florida.
  - b. Promote frequent communication and collaboration of MERC activities with Monroe County Division of Emergency Management (MCEM) and/or Volunteer Florida.
4. Education and Outreach will be accomplished through the sharing of information to its members and the public by communicating best practices on the website and at local MERC events.

### ARTICLE III: ORGANIZATION

Monroe Emergency Reserve Corps, Inc. has been incorporated as a Non-Profit Corporation with the State of Florida and will follow and comply with the rules and regulations found in Section 501(c)(3). Any net earnings (e.g. from annual dues, fund raising, grants) or remainder of dues or donations shall go for the benefit of the organization and not any member, director, officer or other private person. The Corporation will consist of a Board of Directors elected at the Annual Meeting by the members. The membership has been defined in Article V.

The members of Monroe Emergency Reserve Corps, Inc. shall adopt this set of Bylaws to assist in carrying out the objectives of the Corporation. If any member requests that these Bylaws need to be revised, they may petition in writing to the Board of Directors, in accordance with Article XII: Amendments.

### ARTICLE IV: BOARD OF DIRECTORS

A Board of Directors shall manage the affairs of the Corporation. It is the desire of the Corporation to achieve the goal of Board representation at Monroe County Emergency Management, if possible. The Board of Directors will establish a set of rules for operational procedures and all training events related to the Corporation or for its members. This may be accomplished during meetings of the Board of Directors or through standing or ad hoc committees. These rules or operational procedures can be established and amended by approval of the Board of Directors when a quorum is present. Board members are encouraged to promote membership for the Corporation throughout the Monroe County area.

## SECTION A: BOARD STRUCTURE

The total number of Directors on the Board of Directors shall be a minimum of nine (9) and a maximum of fifteen (15) with no more than two (2) Directors from each of the five (5) geographic areas as designated as Key West/Stock Island; Upper Keys/Islamorada; Middle Keys/Marathon; Lower Keys/Big Pine Key; Key West/Stock Island; and five (5) Director At-Large. The Director's At-Large may be from any area in the Monroe County;

VOTING. For the Board to take voting action a quorum is required. A quorum is defined as a simple majority (>50%). In the event the number of Directors should drop below nine (9), the Board may waive the Region requirement and appoint a qualified member to fill the vacancy or vacancies until the next annual election.

## SECTION B: BOARD TERM

Directors shall serve a two-year term. The two (2) directors per each area will be elected in alternating years. The first year all directors elected will draw to see who is serving 1 year and who is serving 2 years. In the event of a vacancy in the Board of Directors, the remaining Directors shall appoint a replacement to serve out the unexpired term. The election of new or replacement Board of Directors will only occur after there has been a letter of support from the corresponding member's local county office of Emergency Management or MERC Program Coordinator.

Any Director of the Board is allowed one unexcused absence in a 12-month period from the annual meeting. A Board of Directors Member is allowed one excused absence with Approval of the Executive Committee. If there are two unexcused or two or more excused absences the Director will be given a letter of intent for removal from the Board. If no response that Director can be replaced by the Board.

## SECTION C: ACTION of the BOARD

The latest edition of Robert's Rules of Order Newly Revised shall govern the transactions of business at all meetings of the Corporation unless otherwise provided in these Bylaws. All actions or approval by the Board of Directors shall be by majority vote of all Directors present at the meeting unless otherwise provided in these Bylaws. There must be a quorum of at least 50% of Directors present for the Board of Directors to hold a meeting. Meetings may occur as face to face or via conference or video or skype call.

## SECTION D: DUES AND FEES

The Board of Directors shall annually determine the annual dues for membership, the schedule for dues, and notification shall be given to all members. A change in the amount of the dues by more than twenty percent (20%) in any fiscal year requires approval of the members. Annual dues shall be payable on or before the conclusion of the annual conference.

## ARTICLE V: MEMBERSHIP

The Corporation will have a Membership Committee to assist with maintaining the Membership Roster for the Corporation. They will communicate with the Secretary and Public Information Office (PIO) regularly. All members will adhere to a professional code of conduct. There will be no tolerance for any lewd, lascivious, or inappropriate behavior by members of the Corporation as determined by the Executive Committee. The Monroe Emergency Reserve Corps, Inc.

Board of Directors shall establish rules and regulations for all members to agree to follow. The most current version will be posted on the Corporation's website. Violations of these rules and regulations shall result in corrective action to be determined by the Board of Directors.

### Section A: MEMBERS

The membership of Monroe Emergency Reserve Corps., Inc. shall be volunteers of the community who have successfully completed the required training and final drills and obtain re-entry placard as determined by the Coordinator of Monroe County Florida Emergency Management.

Applicants shall complete the current Corporation membership application and signed form along with payment of current membership annual dues to the post office box of the Corporation or any other place designated by the Board of Directors. Membership dues are not refundable in full or in part for any reason. Dues will be for the 12 months following the conference no matter what time of year the dues are received.

### Section B: LIMITS ON PERSONAL LIABILITY

No member of the Corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment except as provided in these bylaws.

### **INDEMNIFICATION:**

Any person who at any time serves or has served as a director, officer, member, employee or agent of the Corporation, or in such capacity at the request of the Corporation shall have a right to be indemnified by the Corporation, not unreasonably withheld, to the fullest extent permitted by Florida Statute Ann. § 617.0831 which applies § 607.0850 Indemnification of officers, directors, employees and agents, to nonprofit corporations.

### Section C: TERMINATION OF MEMBERS

Resignation, lapsing, or expulsion shall terminate membership in MERC, Inc. Any member may resign from the MERC, Inc. upon written notice to the Secretary. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days from end of annual meeting. A lapsed membership shall be reinstated by MERC, Inc., without penalty at the time dues are paid

### Section D: DISCIPLINARY ACTION

The Board of Directors on a majority vote of the Directors may consider any member for expulsion. When considering expulsion, the issue shall be given consideration in

accordance with policies and procedures of the Corporation. Said member shall have the right to speak in his/her behalf. Expulsion of a member requires at least two thirds (2/3) vote of the Board of Directors in meeting attendance.

#### Section E: SUSPENSION

By majority vote of the Board of Directors, a member may be suspended rather than terminated. No member may be suspended for more than 30 days in any six-month period. When considering suspension, the issue shall be given consideration in accordance with the policies and procedures of the Corporation. Said member shall have the right to speak on his/her behalf.

### ARTICLE VI: MEETINGS

#### Section A: ANNUAL MEETING

To foster collaboration and communication among members of the Corporation, a meeting of the membership will be held on an annual basis. This may be accomplished at the Annual MERC Conference. The membership will formally elect its Board of Directors at the Annual Conference. The first annual conference is scheduled for September 24, 2018. All annual conferences shall take place in the month of September, the specific date, time and location of which will be designated by the chair and membership shall be provided no less than 60 days' notice via email and posted on the membership website ([www.merc.ngo](http://www.merc.ngo)).

#### Section B: SPECIAL BOARD MEETINGS

The President or, in the absence of the President, any member of the Board may call special Board Meetings. The membership will be notified of a Special Board Meeting at least seven (7) days in advance, on the website ([www.merc.ngo](http://www.merc.ngo)). The purpose of the Special Board Meeting must be clearly stated in the notification.

#### Section C: BOARD MEETINGS

The Board shall meet at least quarterly at a place to be determined by the Board of Directors. The membership will be notified of the date and location of the next Board Meeting on the website ([www.merc.ngo](http://www.merc.ngo)). Meetings of the Board shall be open to all members, and members shall have the privilege to be heard. Minutes of all Board Meetings shall be available on the website ([www.merc.ngo](http://www.merc.ngo)).

## ARTICLE VII: VOTING

### Section A: ELIGIBILITY TO VOTE

Each member shall be entitled to one vote. A member entitled to vote is also called a voting member.

### Section B: QUORUM FOR ANNUAL MEMBER MEETINGS

A quorum for any business consists of ten percent (10%) of the Corporation's voting members present at the annual conference.

### Section C: BALLOT FOR ELECTION OF DIRECTORS

Voting for election of Directors by members shall be by a ballot process. The ballot shall be designed to identify candidates by the five (5) geographical areas as designated on the Monroe County of Emergency Management Area Map. This will facilitate the distribution of Directors as per Article IV, BOARD OF DIRECTORS. Additionally, the Director at Large shall be elected from candidates in any geographic area not having three (3) or more candidates. The winning candidate selected for the Director at Large position will be the candidate who received the largest number of votes.

### Section D: VOTING ON REMOVAL OF DIRECTORS

A vote of approval of fifty percent (50%) of the total membership plus one (1) is required to remove any Director.

### Section E: VOTING ON AMENDMENTS

For Bylaw revisions presented via member petition as per ARTICLE III: BYLAWS and ARTICLE XII: AMENDMENTS; a fifty-one percent (51%) vote of approval of Voting Members present at the annual conference is required for amendment to be changed in the Bylaws.

All amendments recommended by the Board of Directors shall be presented to the membership at the annual conference for review and discussion. In the event a member wishes to petition for any change to the Board of Director amendments, he shall petition in accordance with Article XII: AMENDMENTS for revisions to be considered at the next annual conference.

## ARTICLE VIII: OFFICERS

### Section A: ENUMERATION OF OFFICERS

The Executive Committee will be comprised of the Officers of this Corporation and shall include the President, the Vice-President, the Secretary, and the Treasurer. All Executive Committee members must be an elected member of the Board of Directors.

The Executive Committee shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions as approved by the Board of Directors. They have also been granted the authority to make purchases for the Corporation in emergency situations.

### Section B: ELECTION OF OFFICERS

The election of Executive Officers shall take place at the first meeting of the Board of Directors and following each annual meeting of the members.

### Section C: TERM

One director for each region will be elected each year and serve a two-year term. The two (2) directors per each geographic area will be elected in alternating years.

### Section D: COMPENSATION

Upon election, Directors accept the responsibility of out-of-pocket expenses. Whenever possible and appropriate, the Board may deem stipends, salaries, reimbursements, or other types of remuneration when deemed necessary and appropriate by the Board as partial reimbursement for legitimate Board member expense.

### Section E: CODE OF CONDUCT

All existing and new Board members will sign a Memo of Understanding (MOU) with the Corporation accepting roles/responsibilities (e.g. meeting attendance policy), expectations, expenses (out of pocket and otherwise), and will be up to date for their personal payment of Corporation dues. In addition, they will provide on line confirmation stating that they have received a copy of the bylaws, have read, understood and will follow them.

### Section F: SPECIAL APPOINTMENTS

The Board of Directors may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may determine.

## Section G: RESIGNATION AND REMOVAL

Officers may be removed by a majority vote of the Board of Directors. The Board may remove any officer from office with cause. Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

If an officer or director misses (2) two consecutive meetings unexcused this shall be considered grounds for removal from the board. In addition, membership may vote for removal of a board member as discussed in ARTICLE VII: VOTING Section D.

## Section H: VACANCIES

A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the unexpired term of the office he or she replaces.

## ARTICLE IX: COMMITTEES

Every Board member should serve on at least two (2) committees annually.

The Corporation will create the following standing Committees:

Membership Committee: - This committee shall be responsible for the following:

- Develop a process to ensure membership is promoted throughout the Monroe County.
- Develop a Code of Conduct for members.
- Review and revise as needed the application for membership in the Corporation.
- Ensure the current membership application is available on the Corporation website.
- Develop a simple checklist to ensure the flow of communication from the Treasurer to the Secretary and the PIO are effective for maintaining the membership roster.

Audit Committee: - This committee shall be responsible for developing a policy and procedure manual to include:

- Basic financial policy and procedures in compliance with standard accounting practices.
- Ensuring expenses related to a Grant follow the grant guidelines and report requirements.
- Includes financial requirements and defined authorities found within the bylaws.
- Ensuring an internal financial audit is completed on an annual basis.
- Developing a chain of custody procedure for all Corporation property
- Ensuring there is a physical review of inventory of the Corporation property on an annual basis including a review of documentation.
- Creating a business continuity plan for the Corporation and its important legal documents.



Bylaws Committee: - This committee shall develop a policy and procedure manual to include:

- Ensuring the Bylaws are reviewed on a biannual basis.
- A process for members to provide written suggested changes to the Bylaws to be presented at a meeting of the Board of Directors.
- Ensuring the most current version is available for review by the membership (e.g. on the website).

Nominations Committee: - This committee shall be responsible for the elections at the Annual Conference. It shall develop a policy and procedure manual to include:

- Documenting the process for nomination, voting and election of officers.
- How absentee voting by members will be handled at the Annual Conference.

Training Committee: - This committee will be focused on encouraging collaboration, cooperation, coordination and communication of training events of the Corporation or of its members and MERC Organizations from around the Monroe County. It shall be responsible for:

- Planning the Annual MERC Corporation Conference.
- Encouraging MERC Program Coordinators to share dates of training events on the Corporation website.
- Ensuring communication with the Volunteer Florida Coordinator for informational sharing such as the dates for future Advanced MERC Academies and then ensure this information is shared with Corporation members (e.g. via the website).
- Developing a set of training guidelines to be utilized by MERC Organizations and members around the Monroe County.
- Encouraging MERC Program Coordinators to communicate with other Citizen Corps Partner and Affiliates to encourage professional relationships.
- Promoting the use of the Homeland Security Exercise and Evaluation Program (HSEEP) process for the development of training plans and exercises.

Communication Committee: - The chair of this committee will be the Corporation's PIO. This committee shall be responsible for developing a policy and procedure manual to include:

- Developing a template for media releases for MERC Program Coordinators and Organizations to utilize to facilitate information sharing.
- Encouraging MERC Program Coordinators and Organizations to share "success stories" and encourage them to send stories for submission to the Corporation website and the National MERC Newsletter.
- A process for sharing "Best Practices" on the Corporation website.
- Ensure there is at least one new article or photo for submission to be posted on the Corporation's website to maintain its freshness.
- Ensure that the website is updated and maintained on a regular basis
- Provide an Electronic newsletter quarterly to the Corporation

## ARTICLE X: DUTIES OF ELECTED

### OFFICERS SECTION A:

#### PRESIDENT

The President shall be the chief executive officer of Monroe Emergency Reserve Corps, Inc. and shall have general and active control of its business and affairs. In conjunction with the Treasurer shall have the authority to spend up to \$150.00 without prior approval of the Board.

CONTRACTS: All contracts more than \$150.00 must be approved by a majority of the board. Additional responsibilities include:

- Presiding at all meetings of the members.
- Executing all instruments and documents on behalf of the Corporation.
- Making recommendations for all committees.
- May delegate to or with the PIO, some of the obligations for notification to members.

#### SECTION B: VICE-PRESIDENT

The Vice-President shall perform the duties of the President in the absence or incapacity of the President or when the office of the President becomes vacant, and shall assist the President with his or her duties.

- o Shall perform other duties as requested by the Board of Directors.

SECTION C: SECRETARY - shall have the following roles and responsibilities:

- Ensure the members are provided notice of all meetings.
- Oversee the corporate seal and have authority to attest to any and all instruments and writings to which the same may be affixed.
- Ensure candidates for Officer Positions are made aware of their election to office.
- Will take roll at all meetings, keep minutes at all meetings, and keep the attendance records.
- Will maintain the documentation for any excused absence (which has been verified by the Executive Committee) of a Board member.
- Will maintain an updated list of members of Monroe Emergency Reserve Corps, Inc.
- Shall keep a file of printed materials and formal documents of the Corporation.
- Perform other duties as determined by the Board of Directors.
- Ensuring that all meeting notices are posted on the web-site or by mailing to the membership.

SECTION D: TREASURER - shall have the following roles and responsibilities:

- Review and follow the financial policy and procedures manual created by the Audit Committee.
- Will be responsible for the Post Office Box for the Corporation.
- Will ensure the reporting requirements for maintaining a 501(c)(3) within the Monroe County of Florida are filed on time.
- Will ensure the Solicitation for Contributions is filed annually with the Department of Consumer Services.
- Shall deposit all funds of the Corporation in a timely manner in compliance with accepted accounting practices.
- Shall keep and maintain all books of accounts relating to the business of Monroe Emergency Reserve Corps, Inc.
- Shall keep a record of members whose dues are paid and communicate with the Secretary to ensure the membership roster of the Corporation is updated.
- Shall pay all bills as approved by the Executive Committee or Board of Directors.
- Shall ensure the “books” of the Corporation are available always for inspection by any member or regulatory agent.
- Shall provide a report itemizing income and expenses to the Corporation Board of Directors on a quarterly basis and will report at each regular meeting.
- Shall give an annual summary report of the Corporation’s financial dealings for the previous year at each annual meeting.
- Shall perform other duties as requested by the Board of Directors.

ARTICLE XII: ORGANIZATION YEAR

SECTION A: FISCAL YEAR

The Corporation’s fiscal year shall begin on the first day of October and end on the last day of September.

SECTION B: OFFICIAL YEAR

The Corporation’s official year shall begin on the first day of October and end on the last day of September.

ARTICLE XII: AMENDMENTS

Amendments or changes to the bylaws may be proposed by the Executive Committee or any member of the Board of Directors. The proposed changes shall be brought to the Bylaw Committee for review at a meeting of the Board of Director

#### ARTICLE XIII: DISSOLUTION

The Corporation may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the entire active membership. In the event of dissolution of the Corporation, whether voluntarily or involuntarily, or by operation of the law, none of the property of the Corporation nor any proceeds thereof, or any assets of the Corporation shall be distributed to any members of the Corporation.

After payment of the Corporation, the Board of Directors shall distribute its property and assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a Monroe County or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XIV: DOCUMENTATION OF BYLAW ACTIVITY

Developed by the initial Board of Directors on 2018.

Adopted by the Membership on Sept 24, 2018 for effective October 1, 2018