

BYLAWS

ARTICLE I

NAME and LOCATION

SECTION 1: The name of this corporation shall be:
FLORIDA BAIL AGENTS ASSOCIATION

SECTION 2: Offices for the business transaction shall be located at such places as the Board of Directors may, from time to time, determine.

ARTICLE II

The Purpose of the Association

SECTION 1. To provide the membership with an open forum to speak and be heard.

SECTION 2. To seek direction of the Board of Directors from the general membership.

SECTION 3. To provide representation for our profession with our regulators.

SECTION 4. To promote legislation favorable to our profession.

SECTION 5. To provide those in the bail profession with Continuing Education.

ARTICLE III

Membership and Meetings

SECTION 1. MEMBERSHIP

- A. **MEMBERS** of this Association shall be restricted to those persons who are actively licensed and appointed by the Florida Department of Financial Services as Limited Surety Agents, ~~Temporary Licensed Bail Agents~~ Managing General Agents, or Insurance Companies in the State of Florida and who are approved by a majority of the Board of Directors and a majority of the members present at the general meeting when the prospective member is presented for acceptance
- B. **ASSOCIATE MEMBERS** of this Association shall be any of the above-referenced individuals as well as any unlicensed person desirous of being involved in the Florida Bail Agents Association and who are approved by a majority of the Board of Directors and a majority of the Members present at the general meeting when the prospective member is presented for

acceptance.

- C. **MEMBERS OR ASSOCIATE MEMBERS** of this Association must be current in their dues within 365 days of the date of such dues. Failure to maintain current dues will result in an automatic lapse in membership. Reapplication for membership will be necessary when dues lapse.

SECTION 2. PROCESS FOR ADMITTANCE AND REMOVAL OF MEMBERSHIP.

- A. **APPLICATION.** An applicant for membership or associate membership must ~~submit an application~~ apply, with the appropriate dues attached thereto, to the Executive Director or any Officer or Director or other person designated by the Board for approval by the Association
- B. **DENIAL OF MEMBERSHIP.** A person may be denied membership if the majority of the Board feels that it is in the Association's best interest to deny such membership. The Florida Bail Agents Association does not discriminate against anyone because of age, race, national origin, sexual orientation, gender, handicap, or religion.
- C. **TERMINATION OF MEMBERSHIP.** The membership of any member who, in the judgment of the Board, engages in activities or conduct which is detrimental to the purposes of the Association or the bail profession in the State of Florida or which is unethical or ~~inimical~~ damaging to the best interest of the Association or the bail profession in the State of Florida, or which violates the Code of Ethics, may be terminated by a majority vote of the Board. Within ten (10) days following the date on which the member was notified that his/her membership was terminated, a member may, in writing, formally request a reconsideration of the decision. This request shall include evidence and reasons to support reinstatement. The Board must hold a meeting, with a majority of the board present, within thirty (30) days of receipt of the written request. The decision of the Board, after considering the reconsideration reasons and evidence, shall be final.

SECTION 3. ANNUAL MEETING. The ~~annual meeting of the~~ Association's Winter meeting shall be held at the principal office of the Association, or such other place as may be designated by the Directors, in January ~~or February~~ of each year, unless changed by the ~~the Bylaws of the Association~~ **Board of Directors**. Election of Directors, as prescribed by these Bylaws, shall occur at ~~Annual~~ **the Winter** Meetings. Notice of such meetings, location, dates, and times shall be posted on the Association's website or by special mailing or email to the membership thirty (30) days prior to said meeting. The Summer meeting shall be held in August or unless

changed by the Board.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Association may be called by resolution of the Board of Directors, by call signed by a majority of the members of the Association, or by the call of the President of the Association for a specific purpose. Therefore, notice shall be given at least ten (10) days before holding such a special meeting.

SECTION 5. QUORUM. The presence of twenty (20) members or ten percent (10%) of the membership, whichever is less, shall be necessary to constitute a quorum of the members at any meeting. If ~~case there be~~ no quorum is present on the day fixed for a meeting, the members present may adjourn the meeting from time to time until a quorum is obtained or may adjourn such meeting "sine die". At any adjourned meeting at which a quorum shall be present, any business that might have been transacted at the original meeting may be transacted.

SECTION 6. VOTING.

- A. **ONLY MEMBER** persons whose agent membership dues are paid in full ~~and is actively licensed and appointed with the Florida Department of Financial Services~~ or the designated person whose membership dues are paid in full **of a member insurance company** shall be eligible to vote.
- B. **AN APPLICANT** for membership must submit an application with appropriate dues at least thirty (30) days prior to any Annual or Special Meetings for approval and voting privileges at the next Annual or Special Meeting.
- C. **EACH MEMBER** or designee of a Member Insurance Company shall have only one (1) vote, and that person or person designated to vote shall be noted on the membership application. Said designated voter shall be currently on file with the Board prior to any voting privileges. Regardless of affiliation, an individual can cast only one (1) vote.
- D. **ALL MEMBERS.** in order to exercise their voting privileges, must be present to vote.
- E. **ASSOCIATE MEMBERS** may not vote.

SECTION 7. OFFICERS OF MEETING. The President, if present, shall preside at all **membership** meetings ~~of the membership~~. In the absence of the

President, the next officer in due order who may be present shall preside. For ~~the purpose of~~ these Bylaws, the due order of the Officers shall be as follows: President, ~~Executive Vice President~~ Vice President, Secretary, and Treasurer. The Secretary of the Association shall act as Secretary of the meetings and keep a faithful record of all proceedings of the meetings.

SECTION 8. DUES: Dues shall be due on January 1st of each year.

ARTICLE IV

Directors

SECTION 1. NUMBER AND AUTHORITY. A Board of eleven ~~(13)~~ **(11)**

Directors, four of whom shall be Officers, shall be elected and shall have the entire charge of the property, interests, business, and transactions of the Association with full power and authority to manage and conduct the same. Business of the Association shall be conducted with the approval of a majority of the Board, unless otherwise specified herein, **except for the Treasurer, who the Board shall appoint.**

SECTION 2. SPECIAL MEETINGS. Special Meetings of the Board of Directors shall be held at the time and place upon the call of the President, either oral or written and notice thereof shall be given at least seventy-two (72) hours before the time for holding such special meeting.

SECTION 3. EMERGENCY MEETINGS. An Emergency Meeting may be held via telephone conferencing during regular business hours at the time and place upon the call of the President, either oral or written, with four (4) hours' notice.

SECTION 4. OFFICERS. The Officers shall govern the Board of Directors as provided elsewhere in the Bylaws.

SECTION 5. CHAIRMAN AND SECRETARY. The Chairman of the Board of Directors shall be the Association's elected President ~~of the Association~~, and the elected Secretary shall be the Secretary of the Association.

SECTION 6. SALARY. Directors or Officers of the Association will receive no salary

or compensation except for reimbursement of Association-related expenses approved by the President, Executive, Vice President, or Treasurer.

SECTION 7. QUORUM. At any meeting of the Board of Directors, a majority of the members of the Board shall be necessary to constitute a quorum.

SECTION 8. EXECUTIVE DIRECTOR.

- A. **EMPLOYMENT.** The Executive Director is employed upon recommendation by the President, subject to the approval of the Board of Directors.
- B. **SUPERVISION.** The Executive Director is directly responsible to the President and shall report to the President. The President shall, in turn, report to the Board of Directors.
- C. **SELECTION, COMPENSATION, AND TERMINATION.** The Board of Directors, by ~~simple majority vote~~ **two thirds (2/3) vote**, shall recruit, select, hire, determine the tenure and compensation, and have general authority to terminate the employment of the Executive Director per the terms of the employment contract.
- D. **DUTIES AND AUTHORITY.** The responsibilities and authority of the Executive Director are under the direction of the President and by the terms outlined in the employment contract.

SECTION 9. ELECTION OF DIRECTORS. Beginning at the Winter Meeting of ~~2020~~ **2026**, ~~Nine (9) At Large Agent Directors shall be elected for a term of two years by the membership at large~~ **each director shall be elected at the Winter Meeting** by the membership at large. **Their term shall be two years. Each Director shall hold office until their term expires and a successor has been elected. A Director may serve for more than one term if reelected. No cumulative voting for more than one Director at a time shall be allowed. One Director shall be the most recent past President of the Association and be qualified to serve as Director.**

Surety Directors: Each surety who has paid their annual dues is entitled to one director seat. The entitlement is for 12 months from the date of having paid an annual surety membership. With their membership payment the surety shall appoint one person to fill the director position. The surety may change the appointment one time during the 12 month membership period. The Surety shall notify the Association of the change and who that person would be. Surety directors shall not serve as officers. **Surety Directors must also be paid members of the Association.** They may serve on and chair committees.

~~A Director may serve for more than one term if reelected. No cumulative voting for more than one Director at a time shall be allowed. One Director shall be the most recent Past President of the Association who is qualified to serve in the capacity of Director~~

NORTHERN DISTRICT

Alachua	Franklin	Liberty
Baker	Gadsden	Madison
Bay	Gilchrist	Nassau
Bradford	Gulf	Okaloosa
Calhoun	Hamilton	Putnam
Clay	Holmes	Santa Rosa
Columbia	Jackson	St. Johns
Dixie	Jefferson	Suwanee
Duval	Lafayette	Taylor
Escambia	Leon	Union
Flagler	Levy	Walton
		Wakulla
		Washington
		n

CENTRAL DISTRICT

Brevard	Marion	Polk
Citrus	Orange	Seminole
Hernando	Osceola	Sumter
Indian	Pasco	Volusia
River Lake		

SOUTHERN DISTRICT

Broward	Hendry	Okeechobee
Charlotte	Highlands	Palm Beach
Collier	Hillsborough	Pinellas
Dade	Manatee	Sarasota
DeSot	Martin	St. Lucie
Glades	Monroe	

SECTION 10. QUALIFICATIONS AND NOMINATIONS.

- A. ~~for the position of Directors shall be made by~~ A current member of the Association shall make NOMINATIONS for the position of Directors, and such person being nominated MUST be a current member of the Association who is a bail bond agent who is actively licensed ~~and appointed with the Florida Department of Financial Services.~~
- B. QUALIFICATIONS.** Once elected, a board member shall serve for his or her term unless such Director has ~~two~~ an unexcused absence from any Board meeting, in which case the Director will be automatically removed by operation of these Bylaws, and a vacancy in office shall exist. A Board member may be an insurance company owner, officer, director, or employee.
- C. **NOMINATIONS.** Nominations for the Board of Directors are to be submitted to the ~~Executive Director~~ Secretary thirty (30) days prior to the ~~Annual~~ Winter meeting. Nominations may also be accepted from the floor and made only by a member of the Association per Article III, Section 1.
- D. A current member of the Board of Directors shall make NOMINATIONS for the position of Officer. The nominated person MUST have served at least one (1) term as an FBAA Board member prior to such nomination. The Officers shall be President, Vice President, Secretary, and Treasurer.**

SECTION 11. VACANCY IN OFFICE. In the event of a death, disability, resignation, or removal of one or more of the Officers or Directors, the President, with the approval of the Board, shall make appointments from the members to fill the unexpired term.

SECTION 12. ABSENCES. Any Officer or Board member who fails to attend any ~~two~~ Board Meetings in any calendar year without a written valid excuse approved by the President shall be subject to mandatory removal from the Board.

SECTION 13. LACK OF QUALIFIED CANDIDATE. If no member is qualified to hold office, the President, with the approval of the Board, may appoint a current member of the Association to fill the Director vacancy for the remainder of the term.

ARTICLE V

SECTION 1. QUALIFICATIONS. A Board member must have served on the Board for at least one (1) term prior to being nominated and elected as an Officer. Once elected, an Officer shall serve for a term of two (2) years unless such Officer has ~~two~~ **an** unexcused absence from any Board meeting, in which case, the Officer will be automatically removed by operation of these Bylaws, and a vacancy in office shall exist.

SECTION 2. REMOVAL FROM OFFICE. Any Officer may be removed from office, either with or without cause, at any time, by two-thirds (2/3) of the Board of Directors then in office.

SECTION 3. DUTIES OF THE PRESIDENT. The President shall preside at all membership meetings and shall have general charge of and control over the affairs of the Association, subject to the approval of the Board of Directors. The President may purchase any tangible asset or service for the Association with a cost not exceeding ~~five hundred~~ **one thousand dollars** ~~(\$500.00)~~ **(\$1,000.00)** per year. The President's term shall continue until ~~a new President is elected by~~ the Board elects a new President. Therefore, it is hereby provided that the President shall convene and **preside** over all meetings until such election of a successor is complete. The President shall appoint a Sergeant-At-Arms.

SECTION 4. DUTIES OF THE ~~EXECUTIVE~~ VICE PRESIDENT. The ~~Executive~~ Vice President shall perform the duties of the President in the event of the President's absence or temporary disability for any cause whatsoever. He or she shall perform such additional duties as may be prescribed by the Board. He or she shall monitor national and state legislative activities that may affect the bail bond profession.

SECTION 5. DUTIES OF THE ~~VICE-PRESIDENT~~ BOARD SECRETARY. The Board Secretary and Executive Director shall keep a record of the minutes of the proceedings of meetings of members and of Directors and shall give notice as required in these Bylaws of all meetings. The Secretary and ~~Executive~~ Director shall provide a copy of the meeting minutes to each Board member within thirty (30) days of the meeting. The Secretary and Executive Director shall have custody and charge of all books, papers, and records of the Association except such as by resolution, which shall be given to the President of the Association.

SECTION 6. DUTIES OF THE TREASURER. The Treasurer shall keep

accounts of all monies, credits, and property of the Association that come into the Association and keep an accurate account of all Monies received and discharged. The Treasurer shall keep appropriate books of accounts and other books showing at all times the amount of the funds and other property belonging to the Association, all of which shall be open at all times to the inspection of the Board.

The Treasurer shall submit a detailed written line-item financial report of the accounts and financial condition of the Association at each meeting of the Board and at such other times as directed by the Board of Directors. ~~The Treasurer~~ Under the direction of the Board President, the Treasurer and/or Executive Director shall disburse all monies and sign all checks and other instruments drawn on or payable out of the funds of the Association. Checks may be countersigned by the President, Treasurer, Executive Director or such other member of the Board as the Board of Directors shall designate in writing.

The Treasurer and/or Executive Director shall make such transfers and alterations in the securities of the Association as ordered by the Board. In general, the Treasurer and/or Executive Director shall perform all the duties that are incident to the Office of Treasurer, subject to directions of the Board, and perform such additional duties as prescribed from time to time by the Board.

The Treasurer and/or Executive Director shall, together, submit a proposed budget on or before the Winter Meeting of each year for approval by the Board of Directors.

The Association may purchase Dishonesty Bonds covering all individuals who are signatories on all accounts. The Treasurer and Executive Director may present to the Board an accountant's review from an outside accountant to be approved by the Board, which shall include a review of all accounts payable, receivable, and all Association accounts.

ARTICLE VI

Miscellaneous

SECTION 1. FUNDS OF THE ASSOCIATION. All monies of this Association,

or under its charge, deposited in any bank or other place of deposit shall be deposited to the credit of the Association in its corporate name.

Checks withdrawing funds of the Association from the bank deposits shall

be made by such signature as may be provided by resolution of the Board of Directors. All bonds, notes, and other evidence of this Association's indebtedness, mortgages, deeds, and contracts shall be signed in its name by the President or Executive Vice-President and attested by the Secretary. No such instrument shall be valid without being so signed unless otherwise stated by the Board of Directors.

SECTION 2. ANNUAL DUES. The ~~amount of annual dues shall be determined by~~ **the** Board of Directors and shall determine the annual dues for Members, Associate Members, and insurance company members

SECTION 3. AMENDMENT TO THE BYLAWS.

Any Member in good standing may propose an amendment to the Bylaws These Bylaws may be changed, amended, or revised by the Board of Directors at any meeting of the Board of Directors by **Roberts Rules the affirmative vote of two-thirds (2/3) majority**, provided ~~that they are then ratified by~~ a majority vote of the voting members present at the ~~annual winter~~ meeting **then ratifies them**. Prior written notice of intent to change these Bylaws shall be posted on the Association's website at least thirty (30) days prior to such meeting or published in the association's newsletter. This section does not apply to amendments to the Code of Ethics.

COMMITTEES. The following shall comprise the Standing Committees of the Board of Directors:

<u>Advertising</u>	<u>Education</u>	<u>Legislation</u>
<u>Awards</u>	<u>FASPAC</u>	<u>Media</u>
<u>ByLaws</u>	<u>Finance</u>	<u>Relations</u>
<u>Conference</u>	<u>Law Enforcement Liaison</u>	<u>Membership</u>

The President shall appoint the Chairman of each Standing Committee, and the Chairman shall appoint the committee members. Each Standing Committee shall report its activities to the Board from time to time and when directed by the Board of Directors.

The Treasurer shall serve as Chairman of the FASPAC and Finance Committees and all records associated with such Committees shall be maintained at the office of the Association

SECTION 5. PARLIAMENTARY AUTHORITY. The rules in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases they apply and are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

SECTION 6. FISCAL YEAR. The fiscal year of the Association begins on the first day of January in each calendar year and ends on the 31st day of December of the same calendar year

SECTION 7. WAIVER OF NOTICE. Whenever any notice is required to be given to any member of the Association's Board of Directors, he or she may waive written notice. The waiver shall be in writing and signed by the person or persons waiving such notice before or after the time stated in the notice. Upon electing to do this, it shall be deemed that the Director received proper notice.

SECTION 8. CODE OF ETHICS. The Board of Directors shall adopt a code of ethics and a procedure for handling grievances. These are binding on all members and may provide for expulsion from membership in this Association. Notice of the intent to change the code of ethics shall be mailed to the Association members at least thirty (30) days prior to the Winter Meeting of the Board of Directors. The Code of Ethics is attached hereto and incorporated by reference herein.

SECTION 9. MISCONDUCT AT MEETINGS. Any display of misconduct, inappropriate speech, or behavior by a guest or member, or a member who violates The Code of Ethics, shall not be condoned or tolerated by the Florida Bail Agents Association within the purview of its operations. Complaints of misconduct may be filed with any Board Member, Officer, or Committee Chairman, who will note and document the nature of the misconduct and bring it to either the Association President or the entire Board for action. The member or guest will be issued a warning to immediately cease the conduct in question. If the behavior is so severe and/or continues to disrupt the good order, the guest or member shall be asked to be removed. Failure to comply may result in forcible expulsion by authorities. Any criminal wrongdoing shall be immediately reported to the proper authorities.

To ensure the maintenance of good order, expulsion from any meeting for disruptive behavior or misconduct may be enacted upon recommendation of any member present in good standing and with the majority vote of those present at the Board, Committee, or general meeting.

If the misconduct warrants termination of membership, the procedure shall follow that in Article III, Section 2(C) of the Bylaws entitled, Termination of Membership.

Any member who, in the consideration of the Board, is disruptive in a meeting, their behavior shall be considered misconduct and falls under Section 9 of the amendments to the Bylaws, entitled Misconduct. A member who is constantly disruptive at meetings may have his membership revoked if the Board deems it appropriate. See Article III, Section 2 of the Bylaws entitled, Process for Admittance and Removal of Membership.