

**BY-LAWS
OF THE
FWC OFFICERS ASSOCIATION**

Organized February 4, 2020

PREAMBLE

The purpose of this organization (the “Association”) is to bring together persons engaged in the enforcement and support of fish and wildlife laws in the State of Florida, with other persons interested in the conservation of Florida’s fish and wildlife. The Association will work to promote professionalism of members within the Florida Fish and Wildlife Conservation Commission’s Division of Law Enforcement by inspiring pride in their work, by promoting an esprit de corps beneficial to the Association membership and citizens of the state of Florida, to advance the social and economic welfare of its members, foster fraternal relationships between members and the Commission during and after retirement, provide comfort and assistance to members and their families in time of need, to provide individual benefits for the members, to support matters that enhance the Florida Fish and Wildlife Conservation Commission’s Division of Law Enforcement and its membership.

Article I

Membership

Section 1.1 Membership Classifications: The Association shall have three (3) classes of members: Active, Retired, and Associate.

(A) **Active Member:** A full time, permanent employee of the Florida Fish and Wildlife Conservation Commission’s Division of Law Enforcement.

(B) **Retired Member:** Any active member in good standing who retires after meeting the retirement provisions required by the Division of Law Enforcement for sworn and non-sworn employees.

(C) **Associate Member:** A person who supports or is affiliated with fish and wildlife law enforcement and who wishes to be associated with FWC Officers Association.

By special act of the Board of Directors, eligibility for membership may be conferred upon applicants therefore who are not otherwise qualified for such membership.

All applications for membership herein shall be subject to review by the Board of Directors as to, and qualifications for membership herein shall be subject to the good character and reputation of the applicant and general welfare of the Association in accepting such applicant for membership. Members shall maintain qualifications for membership during the term thereof, and loss or lack thereof shall be grounds for expulsion of such member and revocation of such membership.

Section 1.2 Qualifications: Members must be citizens of the United States and no person who teaches or advocates the overthrow of the government of the United States by force and violence or belongs to any organization teaching or advocating the overthrow of the government of the United States by force or violence or who belongs to any organization listed by the Attorney General of the United States as subversive may become a member of this Association.

Section 1.3 Membership Admission: Application for active membership shall be made in writing on prescribed forms. The application shall be filed with the Executive Director of the Association and shall be accompanied with the appropriate amount of dues, to be determined by the board. An active member will notify the Executive Director in writing of his retirement, to which the Executive Director then will transfer the Active Member to the Retired Member rolls.

Section 1.4 Voting and Holding Office: Any members may hold office in this Association and Active and Retired Members shall be entitled to vote on any matter submitted to a vote of the general membership.

Section 1.5 Termination of Membership: The Executive Director may suspend or expel a member for cause after consulting the board and may terminate the membership of any member who becomes ineligible for membership and/or expel any member who shall be in default of the payment of dues. In instances where a member's conduct is bringing discredit to the Association or its members the Executive Director may expel a member without board's approval but must provide information on the removal to the board at its next meeting.

Section 1.6 Resignation: Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 1.7 Reinstatement: Upon written request for reinstatement accompanied by the appropriate dues for the current year plus additional years, dues, such former member may be reinstated. The Board of Directors may review any application for reinstatement.

Section 1.8 Rights, Transfer of Membership: No member shall have any vested right, interest or privilege of, in, or to the assets, functions, or affairs of the Association, or any right, interest, or privilege which is transferrable, assignable or inheritable or which shall continue if his membership ceases.

Section 1.9 Membership Applications: The President shall have full and complete authority to act and pass on any application for membership outlined in Section One (1) or exception thereto.

Article II

Board of Directors

Section 2.1 Board of Directors: The Board of Directors shall consist of at least five members, but not more than eleven, of which three shall be appointed bi-annually by the President. The Directors shall act as an advisory committee to the President.

Section 2.2 Selection of Members for Board of Directors: Appointments shall be open to all members of the Association. Appointments on the Board will be by majority approval of current Directors.

Section 2.3 Term of Directors: When Directors have been selected as provided in part one, section one of Article 2, the continuity of the Board of Directors shall be maintained in this manner: The President of the Association shall be appointed by the Board of Directors for a two-year term, unless extended by the Board. In the event of a vacancy on the Board, the Executive Director shall be empowered to fill the vacancy.

Section 2.4 Removal of Directors: If a Director misses more than two consecutive board meetings; the President may remove the Director from the Board.

Section 2.5 Powers of Board: The Board of Directors shall manage the affairs of the Association. The Board of Directors shall have the power and duties necessary or appropriate for the administration of the affairs of the Association. All powers of the Association, except those specifically granted or reserved to the members by law, the Articles of Incorporation, or these By-Laws, shall be vested in the Directors. The powers of the Board of Directors shall include the power to consider and pass upon application for membership and to authorize an officer or representative of the Board of Directors to consider and pass upon such applications.

Section 2.6 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meetings of the Board called by them or may hold such meeting telephonically or by other electronic means.

Section 2.7 Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 2.8 Manner of Acting: The act of a majority of Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or these By-Laws.

Section 2.9 Vacancies: Any vacancy occurring on the Board of Directors shall be filled by the remaining Directors electing by affirmative vote of the majority thereof a successor to hold office for the determined term of the Director whose place shall be vacant or until the election of his successor.

Article III

Amendments

Section 3.1 Amendments of By-laws: These By-laws may be amended by a two-thirds majority vote of the Board of Directors.

Article IV

Office

Section 4.1: The principal office shall be determined by the Board of Directors, within the State of Florida.

Article V

Meetings of Members

Section 5.1 Annual Meeting: An annual meeting of the members may be held each year at a site to be selected by the President and approved by the Board of Directors. The President and the Board of Directors shall designate the date on which the annual meeting may be held. The annual meeting shall be for the purpose of transaction of such other business as may come before the meeting.

Section 5.2 Special Meetings: Special meetings of the membership may be called by the President or the Board of Directors by giving ten (10) days notice to each member, designating the time and place of meeting and purpose or purposes thereof.

Section 5.3 Notice of Annual Meeting: Annual meeting notification shall be delivered by the most convenient means at least ten (10) days before the meeting by the Executive Director.

Section 5.4 Voting: Each board member shall be entitled to one vote on each matter submitted to the vote of the members. Voting may be done by phone, video conference, or other electronic means.

Section 5.5 Parliamentary Procedure: On questions of parliamentary procedure not covered in these by-laws, Roberts Rules of Order shall prevail.

Article VI

Board of Directors

Section 6.1 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meetings of the Board called or may hold such meeting telephonically or by other electronic means.

Section 6.2 Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6.3 Manner of Acting: The act of a majority of Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or these By-Laws.

Section 6.4 Vacancies: Any vacancy occurring on the Board of Directors shall be filled by the remaining Directors electing by affirmative vote of the majority thereof a successor to hold office for the determined term of the Director whose place shall be vacant or until the election of his successor.

Article VII

Officers

Section 7.1 Officers: The officers of the Association shall be President and Executive Director. The Board of Directors may elect or appoint such other officers as it shall deem

desirable, such officers to have authority and perform the duties prescribed from time to time by the request of the Board of Directors.

Section 7.2 President: The President shall be elected from the Board of Directors. The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business affairs of the Association. He shall preside at all meetings of the members and of the Board of Directors. He may sign with the Executive Director or any other proper officer of the Association authorized by the Board of Directors any instrument which the Board of Directors has authorized to be executed, except in cases when signing and execution thereof shall be expressly delegated by the Board of Directors of these By-Laws to some other officer or agent of the Association; he shall edit the quarterly newsletter; and, in general, he shall perform all duties incident to the office of the President and other such duties as may be prescribed by the Board of Directors from time to time.

Section 7.3 Executive Director: The Association Board of Directors shall also select an Executive Director who shall hold office for an indefinite period, until the Association deems it necessary to select a successor. The Executive Director has no voting power on the executive Board. The duties of the Executive Director include but are not limited to: maintain financial responsibilities as directed by the Board of Directors, maintain membership information of the Association, prepare reports as requested by the Board of Directors. Should the number of board members fall to fewer than four members, the Executive Director can appoint one or more members of the board to maintain a quorum. The Executive Director shall be the secretary for the business of the Board of Directors. The Executive Director may be a paid a monthly salary in an amount determined by the Board of Directors. He/She shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the records of the Association; keep a register of the post office addresses of each members which shall be furnished to the Executive Director by such member; have charge and custody of, and be responsible for all funds and securities of the Association; receive and give receipts for annual dues and monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association in such bank, trust companies, or other depositories, sign all checks, drafts, notes, and orders for the payment of money and shall pay out and dispose of the same under the directions of the President; cause an audit to be made of the accounts of the Association by a reputable auditor at the close of each fiscal year and present a report of the same at each annual meeting of the Association; publish either electronically or by mail a quarterly newsletter to all members containing information of general interest to the members; and in general, perform all duties incident to the office of Executive Director and other such duties as from time to time may be assigned to him/her by the President of the Board of Directors.

Section 7.4 Attorney: The Board of Directors may select an attorney to provide advice and guidance to the Board of Directors and the Executive Director.

Section 7.5 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for a designated term.

Article VIII

Committees

Section 8.1 Appointment: The Board of Directors, by resolution, may designate one or more committees. Except as otherwise provided in such resolutions, members of each committee shall be active or retired members of the Association and the President of the Association shall appoint members thereof and designate one member as Chairman. Each member of a committee shall continue as such until his successor is appointed, unless the committee shall sooner be terminated, or unless such member be removed from such committee or cease to qualify as a member thereof.

Section 8.2 Political Involvement: It is not the purpose of the association to participate in the political process. The association will not endorse specific candidates, parties, or issues.

Article IX

Contracts, Checks, Deposits, and Funds

Section 9.1 Contracts: The Board of Directors may incur indebtedness and contract on behalf of the Association and may authorize any office or officers, agent or agents of the Association in addition to the officers so authorized by these By-Laws to enter any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Section 9.2 Checks: All checks written on the Association checking account must have an approved signature. Approved signatures are those of the President or the Executive Director and shall be recorded on the signature card at the Associations financial organization.

All Association expenditures must be paid by check. Any expenditures of \$2,000.00 or more must receive prior written approval from a majority of the Board of Directors. Expenditures of \$1,000.00 to \$1,999.00 must receive prior written approval from one Director and the President. Written approval may be obtained if approved by a quorum of the Board of Directors.

Section 9.3 Deposits: All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

All money received, cash or check, shall be deposited in the appropriate account within fifteen (15) working days.

Money received for dues shall be recorded and a Membership card, if designated, sent to the member within thirty (30) days.

Section 9.4 Gifts: The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or device for the general purposes of for any special purposes of the Association.

Article X

Membership

Section 10.1 Certificates of Membership: The Board of Directors may provide for the issuance of certificates of membership in the Association, which shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the Executive Director. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered into the records of the Association. If any certificate should become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board may determine.

Section 10.2 Issuance of Certificates: When a member has been admitted to membership and has paid any dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Executive Director, if the Board of Directors has provided for the issuance of certificates of membership under the provisions of Section 1 of this Article.

Article XI

Fiscal Year

Section 11.1 Annual Dues: The Board of Directors may determine the amount of annual dues payable to the Association by members of each class.

Section 11.2 Payment of Dues: Dues shall be payable in advance on the first day of January each year, or in periodic installments as determined by the Executive Director.

Section 11.3 Default and Termination of Membership: When any member of any class shall be in default in payment for a period of two (2) months, his membership will be terminated.

Article XII

Compensation of Officers and Directors

Section 12.1 Reimbursement: Members of the Board of Directors, and the Officers of this Association shall be reimbursed by the Association for the actual and necessary expenses occurred in attending meetings and carrying out their official duties, excepting, however, Directors and Officers shall not be reimbursed for expenses incurred in attending the annual membership and Board of Directors meetings provided by these Articles unless specifically authorized and approved by the Board of Directors. All expense payments must be approved by the Executive Director or the Board of Directors before payment shall be made.

Article XIII

Amendment to By-Laws

Section 13.1 Amendments by Board: These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted at any regular or special meetings of the Board of Directors by an affirmative vote of a majority of all the Directors, if at least ten days written notice is given of intention to alter, amend, repeal or adopt new By-Laws at such meeting; provided that By-Laws fixing the Board's qualifications, classifications, term of office, and compensation may not be amended or repealed by the Board.

Section 13.2 Amendments by Members: The members of the Association may suggest amendments to the By-Laws of the Association at any annual meeting.

Section 13.3: Changes to By-Laws: By-Laws fixing the Boards qualifications, classifications, term of office, will be suggested by active members.

Article XIV

Dissolution

Section 14.1 Dissolution of Organization: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section

501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

KNOW ALL MEN BY THESE PRESENT: That we, the undersigned, being all members and representatives of and for the FWC Officers Association, Inc., hereby assent to the foregoing By-Laws and adopt them as the By-Laws of the Association.

DONE AND DATED THIS 4TH DAY OF FEBRUARY 2020, AT TALLAHASSEE, FLORIDA.

AMENDED BY 2/3 VOTE ON DECEMBER 15, 2021 AT OCALA, FLORIDA.

AMENDED BY 2/3 VOTE ON APRIL 19, 2022 AT TALLAHASSEE, FLORIDA.

AMENDED BY 2/3 VOTE ON JUNE 21, 2022 AT TALLAHASSEE, FLORIDA.