

# FLORIDA D.A.R.E. OFFICERS ASSOCIATION

## BY-LAWS

*A Florida Nonprofit Corporation*

### ARTICLE I: NAME

The name of this corporation is the Florida D.A.R.E. (Drug Abuse Resistance Education) Officers Association, hereinafter referred to as "F.D.O.A.", or Corporation, or Association.

### ARTICLE II: OFFICE

**Section 2.01** The principal office of the corporation for transaction of its business is located at 10750 Ulmerton Road, Largo, Florida 33778. The Board of Directors shall designate, and may change the principal office from one location to another within Florida. Any change of location of the principal office shall be noted by the Sergeant-At-Arms in these By-Laws in the place provided in this section, or this section may be amended to state the new location. The Board may, at any time, establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

### ARTICLE III: PURPOSES

**Section 3.01 General Purposes:** This is a non-profit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Corporation Laws of the State of Florida for public and educational purposes.

**Section 3.02 Specific Purposes:** Within the context of its general purposes this corporation is created:

- A. For the advancement of education and charity and any other related or corresponding purposes for the use and distribution of its funds.
- B. To provide a means to disseminate, share, advise and coordinate information relating to the D.A.R.E. Program by law enforcement officers who teach

elementary, junior high and/or high school students on the principles of good citizenship and community responsibility that encourages a drug and violence free society.

1. To demonstrate through classroom instruction, role-playing and other means, the dangers associated with alcohol, drugs, violence, criminal activities and other anti-social behavior.
2. To serve as an educational association for law enforcement officers and educators working with juveniles, parents, and the community to enhance their understanding of law enforcement.
3. To promote local community involvement.
4. To award scholarships to qualified and/or deserving individuals.
  - a. It shall be the duty of the Scholarship Committee to establish guidelines and criteria for the awarding of such scholarships.
  - b. Funds for the scholarship(s) shall represent not less than 25% of the net funds available for the general operation of the corporation on August 1<sup>st</sup> of the fiscal year. This shall include funds from the Annual Conference, and 100% of any special fund raising activities specifically organized for scholarship funds.

**Section 3.03 Limitations:** To operate exclusively in any other manner for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code as amended.

#### **ARTICLE IV: MEMBERS**

**Section 4.01:** This corporation shall have the following classes of membership:

- A. Active Members: A person shall be eligible for active membership if he or she is a sworn law enforcement officer and is certified to teach the D.A.R.E. curriculum, or the individual is the immediate supervisor of such law enforcement officers involved in the operation or presentation of the D.A.R.E. Program.
- B. Associate Members: Associate Members will be any person or organization that supports the philosophy and ideals of the program, and is not covered under active member status. Associate memberships are subject to confirmation by the Board of Directors. Associate Members include but are not limited to members of the school district, the community or other members of the law enforcement community.

- C. Honorary Members: The Board of Directors may invite selected persons to become honorary members when, in the opinion of the Board of Directors those selected persons have rendered outstanding service to the corporation or to the youth of this country through their work with drug abuse prevention.
- D. Life Members: Life membership shall be conferred on all past Presidents of this Association. This class of membership may also be conferred on any person by the President with the approval of the Board of Directors for exemplary service. This person must be an active member who has served as a Board member. Life Members do not pay dues, but enjoy the rights of Active Members.

**Section 4.05 Fees and Assessments:** The Board of Directors may assess a membership fee as a condition of initial or continued membership.

**Section 4.06 Membership Meetings:** Meeting of the Active Members shall be held at least annually, and at such place that the Board may designate by resolution or, if not so designated, at the principal office of the corporation, upon giving notice by mail or publication.

- A. The annual membership meeting will be held for the purpose of election of officers, and to approve matters pertaining to the corporation as the Board of Directors may direct from time to time.
- B. The Active Members present at any annual meeting of members shall constitute a quorum for the purpose of election or to transact business. Only Active Members may vote in any election or on corporate matters presented to the membership.

## **ARTICLE V: OFFICERS AND DISTRICT REPRESENTATIVES**

**Section 5.01 Officers of the Corporation:** The officers of the corporation shall be President, Vice President, First Vice President, Secretary, Treasurer (Chief Financial Officer), Sergeant- at-Arms, and the immediate Past President.

A. President: The President shall be an Active member in good standing. Subject to the control of the Board, the President shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs and officers. The length of the term of office shall be one (1) year, commencing at the conclusion of the Florida D.A.R.E. Officers Association Annual conference. The President shall fulfill the following duties:

1. Preside at all meetings of the Association, the Executive Committee, and the Board of Directors.
2. Represent the Association at the State level as required.
3. Be an ex-officio member of all committees with the right to debate, and vote in cases of a tie.

4. Sign all correspondence and contracts of the Association, which have been approved by the Board of Directors, or the membership.
5. Shall represent the Association at all media events as determined by the Board of Directors.
6. Be a voting members of the Board of Directors when there is a tie.
7. May sign all checks with the Treasurer.
8. The President shall have such other powers and duties as the Board or By-Laws prescribe.

B. Vice President: The Vice President shall be an active member in good standing. The term of office shall be one (1) year, commencing at the conclusion of the Florida D.A.R.E. Officers Annual conference. After serving one (1) year as Vice President, the Vice President will automatically be elevated to the office of President. The Vice President shall fulfill the following duties:

1. Assist the President in carrying out the objectives of the Association.
2. Chair Committees as appointed by the President.
3. Perform all the duties of the President during the President's absence. When so acting, the Vice President shall have all powers of and be subject to all restrictions of the office of the President.
4. Be a voting member of the Executive Committee and the Board of Directors.
5. Be the Board of Directors conference liaison with a designated conference coordinator and conference training coordinator.
6. May sign checks with the Treasurer.

C. First Vice President: The First Vice President shall be an Active Member in good standing. The First Vice President shall be elected for a term of four (4) years. The term of office will commence at the conclusion of the Florida D.A.R.E. Officers Association Annual Conference. After the first year in office, the First Vice President shall automatically be elevated to the office of Vice President. The First Vice President shall fulfill the following duties:

1. Perform all the duties of the office of Vice President when the Vice President is absent. When so doing, the First Vice president shall have all the posers of and be subject to all restrictions of the office of the Vice President.
2. Complete varied tasks at the direction of the President or the Vice President.
3. Be a voting member of the Executive Committee and the Board of Directors.
4. Serve as the Election committee chairperson.
5. Supervise the activities of the District Representatives.

6. The First Vice President shall have such other powers and perform such other duties as the Board of Directors or these by-laws prescribe.

D. Secretary: The Secretary shall be an Active Member in good standing. The Secretary shall be elected for a term of two (2) years. The election will take place during the odd numbered year during the Florida D.A.R.E. Officers Annual Conference, and shall assume office at the conclusion of that conference. The Secretary will perform the following duties:

1. Keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct a book of minutes of all meetings, proceedings, and actions of the Board and of Committees of the Board.
2. Keep the minutes of all meetings of the Association which shall include the time and place the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, the names of those present at the meeting.
3. Shall keep or cause to be kept a copy of the Articles of Incorporation and By-Laws, as amended to date.
4. Shall give, or cause to be given, notice of all meetings of the Board and of Committees of the Board.
5. Shall keep the Corporate Seal in safe custody, and shall have such other powers, and perform such other duties as the Board or By-Laws prescribe.
6. Be the Chairperson of the Membership Committee, if established, and keep an up-to-date roster of all members.
7. Receive and transmit all correspondence.
8. Prepare replies to such correspondence as directed by the Board of Directors.
9. Purge files with the approval or under the direction of the Board of Directors.
9. Be a voting member of the Executive Committee and the Board of Directors.

E. Treasurer (Chief Financial Officer): The Treasurer shall be an Active Member in good standing. The Treasurer shall be elected for a term of two (2) years with the election being held every even numbered year at the Florida D.A.R.E. Officers Annual Conference. Duties will commence at the conclusion of the conference. The Treasurer will perform the following duties:

1. Shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions.

2. Shall send or cause to be given to the members such financial statements and reports as are required to be given by law, by these By-Laws, or by the Board of Directors. These statements and reports are open to inspection by any member in good standing all reasonable times.
3. Receive all dues and assessments.
4. Deposit or cause to be deposited all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President and the Board when requested, an account of all transactions as the Chief Financial Officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or By-Laws prescribe.
5. Manage funds in accordance with Article III of these By-laws.
6. Present a financial report at each regular meeting of the Board of Directors and at the annual conference of this Association.
7. Prepare all checks, and ensure that all checks are properly co-signed.
8. Be a voting member of the Executive Committee and of the Board of Directors.

F. Sergeant-At-Arms: The Sergeant-at-Arms shall be an Active Member in good standing. The term of office will be for one (1) year. The Sergeant-at-Arms shall perform the following duties:

1. Assist the presiding officer of the Board as needed.
2. Preserve order during all meetings, and introduce all visitors to the Board.
3. Will be the Parliamentarian for all meetings and conferences.
4. Shall have such other powers, and perform such other duties as the Board or the By-Laws may prescribe.
5. Be a voting member of the Executive Committee and the Board of Directors.

G. Immediate Past President: The Immediate Past President shall be an Active Member in good standing, and will have served as President for a full term of office. The Immediate Past President shall perform the following duties:

1. Shall serve as a liaison to the Executive Committee of the National DARE Officers Association.
2. Shall serve as an advisor to the Board of Directors.
3. Be a voting member of the Executive Committee and the Board of Directors.
4. May sign checks with the Treasurer, with the President's approval.

5. Shall have such other powers, and perform such other duties as the Board or the By-Laws may prescribe.

**Section 5.02 District Representatives:** The District Representatives shall be an Active Member in good standing. The term of office will be for two (2) years. One Representative shall be elected from each of the Districts. The District Representatives shall perform the following duties:

1. Identify and roster all DARE officer's within the district.
2. Communicate all association information to the district and solicit feedback.
3. Attend all FDOA board meetings.
4. Work at the annual training conference.
5. Abide by the Association By-Laws.
6. Encourage comradeship among fellow board members.
7. Maintain contact with the DARE Supervisors within the district.
8. Work to offer positive informative about the DARE program in the district.
9. Shall report to the 1<sup>st</sup> Vice President.

## **ARTICLE VI: POWERS OF THE BOARD OF DIRECTORS**

**Section 6.01 General Corporate Powers:** The Board of Directors shall be subject to the provisions and limitations of the Florida Non-Profit Corporation Laws and any other applicable laws, and are subject to any limitation of the Articles of Incorporation or by-laws regarding actions of the Board of Directors. The Corporation's activities and affairs shall be managed and all corporate power shall be exercised, by or under the direction of the Board of Directors.

**Section 6.02 Specific Powers:** Without prejudice to the general powers set forth in Section 5.01 of these By-Laws, but subject to the same limitations, the Board of Directors shall have the power to:

- A. Create and dissolve such committees as the Board of Directors may deem necessary and appropriate to further the goals and objectives of the organization.
- B. Appoint and remove, at the pleasure of the Board of Directors: members to all Corporation's committees, agents and employees, prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these By-Laws, and fix their compensation and require from them security for the faithful performance of their duties.

- C. Change the principal office or the principal business officer from one location to another; conduct its activities within Florida; designate any place within the state for holding any meeting.
- D. Adopt and use a corporate seal.
- E. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's and other evidences of debt and securities.

**Section 6.03 Number and Qualifications of Board of Directors:**

- A. The Board of Directors shall be comprised of the Executive Committee and the District Representatives. However, in no event shall the Board of Directors be comprised or authorized to act in behalf of the organization when such board is comprised of less than 3 members of the Executive Committee and 3 members of the District Representatives. Each elected officer, the Immediate Past President and a District Representative from each of the following districts shall constitute the Board of Directors:

**Region I**

District A: Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington, Bay.

District B: Jackson, Calhoun, Gulf, Gadsden, Liberty, Franklin, Leon, Wakulla, Jefferson.

District C: Taylor, Madison, Hamilton, Suwannee, Lafayette, Dixie, Columbia.



## **Region II**

District A: Nassau, Baker, Duval.

District B: Clay, Putnam, St. Johns, Bradford

District C: Union, Alachua, Gilchrist, Levy, Marion

## **Region III**

District A: Flagler, Volusia, Seminole, Lake.

District B: Orange, Osceola

District C: Brevard, Indian River, St. Lucie, Martin, Okeechobee

## **Region IV**

District A: Citrus, Sumter, Hernando, Pasco

District B: Hardee, Sarasota, DeSoto, Manatee, Highlands

District C: Hillsborough, Polk, Pinellas

District D: Charlotte, Glades, Lee, Hendry, Collier.

## **Region V**

District A: Palm Beach

District B: Broward

District C: Dade, Monroe.

#### **Section 6.04 Vacancies on the Board of Directors:**

- A. Events causing vacancies: A vacancy or vacancies on the board shall exist on the occurrence of the following:
1. The death or resignation of any members
  2. The declaration by resolution of the board vacancy in the office of a member who has been declared of unsound mind by an order of court, convicted of a crime, or found by final order or judgment of any court to have breached a corporation duty, including the revocation of the member Law Enforcement Certificate or DARE certification.
  3. Failure to attend three (3) consecutive meetings of the board. After missing (2) consecutive meetings, the member will be sent a warning letter by certified mail/return receipt, stating the intention of the Board to declare a vacancy. Such member may request a hearing with the Board to explain the absences within the (10) days of being notified of the Board's intentions.
- B. Resignations: Except as provided; any member or officer may resign by giving written notice to the President or Secretary of the Board. The resignation shall be effective when notice is given unless it specifies a later time for the resignation to become effective. If a member or officer's resignation is effective at a later time, the Board may appoint a successor to fill a Board of Directors vacancy only as of the date when the resignation becomes effective. The appointed successor shall hold the appointed office until the resignee's elected term expires.

**Section 6.05 Board of Directors' Meetings:** The Board shall hold a regular meeting annually for purposes of organization, and transaction of other business. Other regular or special meeting of the Board may be held at such time and place as the Board may set from time to time.

- A. Special meetings of the Board for any purpose may be called at any time by the President or either Vice President. Notice of the time and place of special meeting shall be given to each member by one of the following methods:
1. By personal delivery of written notice.
  2. By first class mail, postage prepaid
  3. By telephone, either directly to the member or to a person at the member's office who would reasonably be expected to communicate that notice promptly to the member; or
  4. By telefax.
  5. By electronic mail

All such notices shall be giving or sent to the member's address or telephone number as shown on the records of the corporation.

- B. Notices sent by first class mail shall be deposited in the United States mail at least seven days prior to the time set for a special meeting of the Board. Notice given by personal delivery, telephone or telefax shall be delivered at least 72 hours before the set time of the special meeting. The notice shall state the time of the meeting and the place if the place is other than the principal office of the corporation. Notice of a special telephonic (conference) meeting of the Board or Executive Committee shall be given at least 24 hours prior to the meeting,

**Section 6.06 Quorum** A minimum of 3 Executive committee members and 3 District Representatives present at a regular or special meeting shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the members present at a duly held meeting at which a quorum is present, shall be the act of the Board, including, without limitations, those provisions relating to:

- A. approval of contracts or transactions in which a member has direct or indirect material financial interest
- B. approval of certain transaction between corporations having common directorships
- C. creation and appointments to committees of the board, and
- D. Indemnification of members.

A meeting at which a quorum is initially present, may not continue to transact business should any member withdraw causing a quorum to no longer be in place. A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

**Section 6.07 Action Without a Meeting:** Any action that the Board of Directors are required or permitted to take may be taken without a meeting if a majority of all members of the Board of Directors consent in writing to the action; provided, however, that the consent of any member who has a material financial interest in a transaction to which the corporation is a party shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Directors. All such consents shall be filed with the minutes of the proceedings of the Board of Directors.

**Section 6.08 Compensation and Reimbursement:** Officers may receive such compensation, if any, for their services as officers, and such reimbursement of expenses, as the Board of Directors may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

## **Article VII      Committees**

**Section 7.01      Committees of the Board:** The Board of Directors, by resolution adopted by a majority of the Board members present and voting, provided a quorum is present, may create one or more committees, each consisting of one or more Board members. Appointments to committees of the Board shall be made by the President and approved by majority vote of the Board of Directors. The Board may appoint one or more Board members as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution may:

- A. Fill vacancies on the Board or on any committee that has the authority of the Board
- B. Fix compensation of the Board of Directors for serving on the Board or on any committee;
- E. Amend or repeal by-laws or adopt new by-laws;
- F. Amend or repeal any resolution of the Board that, by its express terms, is not so amendable or repealable;
- G. Create any other committee of the Board or appoint the members of committees of the Board;
- H. Expend corporate funds;
- I. Approve any contract or transaction to which the corporation is a party, and in which one or more of its members has a material financial interest.

Notwithstanding any provision of these by-laws to the contrary, the President as Chief Executive Officer of the corporation, and with the concurrence of a Vice President, may appoint or designate a member of the Board to serve as an alternate or substitute member of committee of the Board when and to the extent that such appointment is needed to expedite an emergency project of the corporation, and no meeting of the Board is planned at such a time as to allow a delay of such appointment to a committee.

**Section 7.02      Meetings and Actions of Committees:** Meetings and actions of committees shall be governed by, held and taken in accordance with the provisions of these by-laws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these by-laws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

**Section 7.03 Executive Committee:** There is created an Executive Committee which shall be comprised of the President, who shall serve as chairman, the Vice President, the First Vice President, Secretary, Treasurer (Chief Financial Officer), the Sergeant-at-Arms, and the immediate Past President. The Executive Committee shall act with and have all the authority of the Board on behalf of the corporation. Action of the Executive Committee will be presented to the Board of Directors at the next scheduled meeting of the Board. The Board of Directors may amend ratify any action taken by the Executive Committee.

## **ARTICLE VIII ELECTIONS**

**Section 8.01 Election of Officers:** To insure that FDOA conferences and activities are maintained at the highest level of quality and consistency, the offices of President and Vice President will be filled by a system of progression. The highest office to be filled through the election process is First Vice President. The First Vice President will be elected for a four (4) year term, and will automatically advance through the offices as follows: serve first year as First Vice President, serve second year as Vice President, and serve third year as President.

**Section 8.02 Election of District Representatives:** Each District Representative shall be elected to a two-(2) year term of office. All Active members, in good standing within the designated region, shall elect their District Representative by ballot returnable to the person or committee designated by the Board of Directors.

**Section 8.03 Nominations:** An Active member, in good standing, may run as a candidate for office for any vacancy as stated in Article VI. Nominations must be submitted as set forth by the Nominating Committee.

**Section 8.04 Election Procedures:**

- A. Elections shall be done by written secret ballot (except as provide by "B") to be done at the Annual Conference.
- B. If an office is uncontested, a voice vote may be taken.
- C. Proxy ballots are not permitted.

- D. The Election Committee chairperson shall appoint the Election Committee members. The Election Committee shall consist of five (5) District Representatives; one (1) from each designated Region of the State.
- E. Each active member in good standing has voting privileges. Each voting member will vote within their respective district for persons nominated for positions with the Board of Directors. Each district's majority vote will be cast by the duly elected District Representative as a single electoral vote for persons nominated and running for an office of the Executive Committee.
- F. At the Annual Conference, the Election Committee Chairperson shall verbally describe the office(s) to be voted upon, and the qualifications of the individuals running for said office(s) as specified in the by-laws, Candidates will be given time to address the conference attendees. The following time allowances shall apply:
- |                             |            |
|-----------------------------|------------|
| 1. Candidate's speech       | 5 minutes  |
| 2. Rebuttal (if requested)  | 3 minutes  |
| 3. Questions from the floor | 15 minutes |
- G. The Elections Committee shall have the following duties:
1. Shall verify and approve all filed applications to include a commitment from all candidates' agencies.
  2. Shall serve as a Nominating Committee, if necessary,
  3. Shall prepare, distribute, collect, validate, and tabulate all ballots.
  4. Shall "man and supervise" the poll during the election.
  5. Shall ensure that all election regulations and procedures are followed.
  6. Shall review and monitor campaign materials and practices. If, in their opinion, any campaign is deemed to be unfair or unprofessional, they will recommend to the Board of Directors that such candidate be removed from the election process.
- H. The Election Committee chairperson shall monitor the tabulation of all ballots, and shall announce the results of the election at a reasonable time during the conference.

## ARTICLE IX      CONSTRUCTION AND DEFINITIONS

**Section 9.01    Parliamentary Procedures:**      The rules of Parliamentary Procedure contained in "Robert's Rules of Order, Newly Revised" and any appropriate "Brown Acts" shall be the authority governing the conduct of all meetings of the FDOA and the Board of Directors, subject to existing law and these by-laws. The following standard order of business will be followed after the call to order;

- Roll Call
- Minutes of Last Meeting (oral/written)
- President's Report
- Secretary's Report
- Treasurer's Report
- Standing Committee Reports
- Special Committee Reports
- Unfinished Business
- New Business
- Good of the Order (announcements, request, etc.)
- Adjournment

**Section 9.02**      Unless the context requires otherwise, the general provision rule of construction, and definitions in the Florida Nonprofit Corporation Law shall govern the construction of these by-laws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

**Section 9.03      High Vote Requirement:**      If any provision of these by-laws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed except by the greater vote.

## ARTICLE X    BY-LAWS AMENDMENTS

**Section 10.01**      In an emergency the Board may adopt, amend, or repeal by-laws at any regular or special meeting provided timely written notice is given to each member of the Board, together with a statement of the subject area of the by-laws to be considered for adoption, amendment, or repeal until the next General Meeting where such changes shall be subject to ratification by the simple majority of the membership present.

## ARTICLE XI FISCAL YEAR

**Section 11.01** The fiscal year of the Association shall be July 1, though June 30, both inclusive of each year.

## ARTICLE XII INDEMNIFICATION

**Section 12.01** Right of indemnity: To the fullest extent permitted by law, this corporation shall indemnify its members, officers, employees, and other persons described in these by-laws including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amount actually and reasonably incurred by them in connection with any claim or legal proceeding as that term is generally used, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in any such cause of action, so long as the person did not act in a grossly negligent manner or in violation of State or federal criminal law.

**Section 12.02** Approval of indemnity: On written request of the Board by any person seeking indemnification the Board shall promptly determine whether an acceptable standard of conduct has been met, and may thereafter authorize indemnification. If the board cannot authorize indemnification because the number of members who are parties to that proceeding with respect to which indemnification is sought prevents the formation of a quorum of members who are not parties to that proceeding, the Board shall appoint a committee of non-party members to examine the facts and evidence, and make a determination whether the applicable standard of conduct has been met, and if so, the committee shall authorize indemnification.

**Section 12.03** Advance of expenses: To the fullest extent permitted by law, and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 12.01 and 12.02 of these by-laws in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

**Section 12.04 Insurance:** The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its



officers, members, employees, and other agents against any liability asserted against or incurred by any officer, member, employee, or agent in such capacity or arising out of the officer', member's, employee's, or agent's status as such.

## **ARTICLE XIII RECORDS AND REPORTS**

**Section 13.01 Maintenance of Corporate Records:** The corporation shall keep:

- A. Adequate and correct books and records of account.
- B. Written minutes of the proceedings of its Board and committees of the Board;
- C. A record of each person's name and address who is associated with this corporation as member, officer, employee, or agent.

**Section 13.02 Accounting Records and Minutes:** On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records of the Board, at any reasonable time for a purpose reasonably related to the members' interest as a Director. Any such inspection and copying may be made in person or by the member's agent or attorney. Any rights of inspection extend to the records of any subsidiary of the corporation.

**Section 13.03 Maintenance and Inspection of Articles and By-laws:** The corporation shall keep at its principal office the original or copy of the Articles of Incorporation and By-Laws, as amended to date, which shall be open to inspection by any member at all reasonable time during office hours. A member shall have an absolute right to inspect the corporation's books, records, documents of every kind, or physical properties.

**Section 13.04 Annual Report:** The Board shall cause an annual report to be sent to the officers and directors within 180 days after the end of the corporation's fiscal year. That report shall contain the following information:

- A. The assets and liabilities, including the trust funds of the corporation as of the end of the fiscal year.

- B. The principal charges in assets and liabilities, including trust funds.
- C. The revenue of receipts of the corporation both restricted and unrestricted to particular purposes.
- D. The expenses or disbursements of the corporation for both general and restricted purposes.

#### **ARTICLE XIV CERTIFICATE OF SERGEANT-AT-ARMS**

I certify that I am the duly elected and acting Sergeant-at-Arms of the Florida DARE Officers Association, a Florida Nonprofit Corporation, that the above By-Laws consisting of 19 pages are the By-Laws of this corporation as adopted by the Board of Directors on June 27, 2002, and that they have not been amended or modified since that date.

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Robert A. Hogan  
FDOA Sergeant- At-Arms