

# **The Bylaws of the Forever Bloom Alliance, Inc.**

**Adoption Date:** June 12, 2007

**Revised:** June 7, 2015

## **Mission Statement**

The Forever Bloom Alliance is an education-based public charity led by teachers, students, parents, volunteers and business leaders. The mission of FBA is to promote the academic and social development of youth through peer mentoring, academic and career networking, achievement recognition and support, community service, and educational travel.

## **Article I: Name & Purpose**

### Section 1: Name.

The name of the organization is the “Forever Bloom Alliance, Inc.”

### Section 2: Purpose.

The specific purpose for which this corporation is organized is: To promote education-based communication and interaction between youths of various ages for the purpose of building a community committed to peer mentoring, the sharing of academic and career information, volunteerism, community service, and educational travel. Said corporation is a public charity that normally receives more than one-third of its support from public contributions and gross receipts from activities related to its exempt functions. FBA is organized exclusively for charitable and educational 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.

## **Article II: Supporters, Contributors, Partners, and Contributions**

### Section 1: Supporters

- A. Supporters are individuals and institutions that assist FBA in fulfilling its mission and exempt functions. FBA recognizes two types of supporters: contributors and partners.
- B. Contributors are supporters who provide monetary or in-kind donations. Contributors may also donate their time and expertise in support of a FBA project or program.
- C. Partners are businesses, charities, schools, and other institutions that collaborate with FBA for the purpose of fulfilling its mission and exempt functions.

## Section 2: Contributions

- A. Contributions constitute monetary or in-kind donations provided by both public and private contributors in support of FBA as a whole or in support of a specific FBA project or program. FBA normally receives more than one-third of its support from public contributions and gross receipts from activities related to its exempt functions.
- B. The FBA board of directors may accept, on behalf of the corporation, any contribution, gift, bequest or devise for the general purpose or for any special purposes of the corporation.

## **Article III: Board of Directors**

### Section 1: Board of Directors—Role, Size, Compensation and Structure

- A. Other than the governing Board of Directors and Leadership Committee, FBA maintains no membership body or group that is exclusive of the general public. The board is responsible for the overall policy and direction of the association. Its purpose is to also delegate responsibility of day-to-day operations to volunteers and committees.
- B. The board shall receive no compensation other than reimbursement and stipends for reasonable project and program expenses.
- C. The board shall have up to 15 but not fewer than 10 members and shall be made up of officers and regular board members at a ratio of 7 officers to 3 – 8 regular board members.

### Section 2: Regular Board Members

- A. New regular board members are recruited and vetted from the general public by officers and currently sitting members of the board.
- B. With the exception of electing or appointing officers and voting on matters to avoid a conflict of interest involving officers, regular board members are to have no power to vote on board issues. Regular board members shall be given the opportunity to voice their views on such matters prior to a final ruling.

### Section 3: Board Officers

- A. Officers shall be collectively called the FBA Leadership Committee and include the President, Vice President, Treasurer, Secretary, Creative Director, Community Relations Director, and Executive Director. The Leadership Committee is responsible for formulating the organization's overall policy and direction.
- B. The board of directors selects all officers (with the exception of the Executive Director) annually from all interested regular and officers presently sitting on the board.
- C. Board officers have specific powers and duties, which accompany the office, including the exclusive power to vote on all matters pertinent to the life and structure

of the organization. These powers include the adaptation and revision of organization bylaws.

- D. The Executive Director shall also be regarded as a member of the Leadership Committee and shall possess exclusive powers including all the voting powers of other members on the committee.

#### Section 4: Board Eligibility

- A. The FBA board of directors may consist of students, educators, business leaders, and other members of the general public who are interested in helping carry out the organization's mission and exempt functions.
- B. Board members must be 18 years of age or older and reside in the Greater Miami area.
- C. Board members must agree to both specific and general responsibilities that come with being on the FBA Board of Directors.

#### Section 5: Elections

- A. The FBA Board of Directors shall meet annually in the month of May to select the members of the Leadership Committee.
- B. Once the Leadership Committee members have selected, the six newly appointed members and the Executive Director will determine through a closed vote the specific duties and titles of each committee member. Officers-elect may assume their positions starting on the day after the election and no later than the 15<sup>th</sup> of June.
- C. New regular board members are recruited and vetted from the general public by officers and currently sitting members of the board

#### Section 6: Board Terms

- A. Regular board members have no term limit. A board member may remain on the board indefinitely, unless a majority of the Leadership Committee members votes to have a member removed from the board.
- B. The officers shall serve for a one-year term and their term of office shall begin at the end of the election. Officers may be re-elected without term limits.

#### Section 7: Board Succession

- A. If a vacancy occurs in the office of President, the Vice President shall assume the office for the remainder of the term.
- B. All other vacancies shall be filled by a special election.

## Section 8: Board Evaluations

- A. The Board of Directors shall conduct an annual evaluation designed to assess the effectiveness of the board members in ensuring that the organization meet state and federal standards for running a non-profit. The evaluation is also designed to assess the effectiveness of the board in meeting its own goals and objectives in ensuring that the organization fulfill its mission and exempt functions.
- B. The board of directors shall conduct an annual evaluation designed to assess the Executive Director as an effective board officer and asset to the organization.

## **Article IV: Duties of Officers**

### Section 1: President – It shall be the duty of the president to:

- A. Chief FBA member representing the organization when dealing with the public or other public and private entities.
- B. Sets up (with the vice president) and chairs Leadership Committee meetings.
- C. Chief liaison between FBA Executive Director and Leadership Committee.
- D. Shares with the treasurer the responsibility of overseeing organization payments and accounts.
- E. Oversees organization events, fundraising activities, and volunteer projects.
- F. Oversees special committees and programs.

### Section 2: Vice President – It shall be the duty of the Vice President to:

- A. Assumes all duties of the president during periods of absence or due to dismissal.
- B. Compiles both private and public complaints, concerns, and feedback relating to the organization as it fulfills its mission and exempt functions.
- C. Organizes meeting agendas to be distributed among the committee and presented by the president.
- D. Organizes and oversees the FBA Liaisons.
- E. Oversees new board member recruitment.
- F. Oversees (with the secretary) and records the annual evaluation of the executive director.

### Section 3: Secretary – It shall be the duty of the Secretary to:

- A. Updates and organizes lists of supporters, contributors, and partners.
- B. Updates and maintains supporters' contact information for organization mailing lists.
- C. Oversees new board related elections and appointments.
- D. Oversees the distribution and counting of organization election ballots and surveys.
- E. Records minutes during board and committee meetings.
- F. Provides copy of committee minutes to membership via email and/or website at the conclusion of the meeting.

- G. Oversees (with the vice president) and records the annual evaluation of the executive director.
- H. Oversees (with the executive director) and records the annual evaluation of the board of directors, volunteers, and serving committees.

Section 4: Treasurer – It shall be the duty of the Treasure to:

- A. Holds (with the executive director) the responsibility of overseeing organization payments and accounts through the organization's financial records and books.
- B. Holds (with the Executive Director) the responsibility of completing the annual tax form 990 and submitting it to the IRS.
- C. Bears his or her name on the organization account and has the power to sign and issue payments.
- D. Prepares and maintains organization bank accounts and account related products.
- E. Prepares and maintains all notes and records regarding financial sponsors and fundraising.
- F. Collects and deposits proceeds from organization events and fundraisers.

Section 5: Creative Director – It shall be the duty of the Creative Director to:

- A. Creates and updates the organization website.
- B. Creates and updates business cards, letterhead, and all other organization stationary.
- C. Acts as chief historian for the organization (documents the accomplishments of organization and its individual members, takes and collects photos for the website and organization events, etc.).
- D. Chief organizer for general organization activities and special events.
- E. Ensures the integrity of the organization image among members and the community.
- F. Ensures positive recognition and publicity for organization goals and accomplishments.

Section 6: Community Relations Director – It shall be the duty of the Community Relations Director to:

- A. Act as chief liaison between FBA and other collaborative private and public organizations.
- B. Act as chief liaison between FBA and Miami-Dade County Public Schools for the purpose of maximizing the organization's effectiveness as a Dade Partner.
- C. Obtain regular monetary and in-kind donations from public and private foundations, businesses, corporations, and other available financial recourses to be used towards maintaining FBA programs and operating costs.
- D. Establish and maintain partnering relationships between FBA and other charitable organizations.

Section 7: Executive Director– It shall be the duty of the Executive Director to:

- A. Oversees general operation and effectiveness of the organization through the direction and support of other board members, volunteers, and other individuals acting on behalf of the organization.
- B. Serves as the link between the organization and its dealings with state and federal government agencies.
- C. Prepares and maintains organization non-profit corporation status with the state.
- D. Prepares and maintains organization non-profit corporation status with the Internal Revenue Service.
- E. Completes and submits to the state all annual reports, amendments to the articles of incorporation, and other corporate related filings.
- F. Holds (with the treasurer) the responsibility of overseeing organization payments and accounts through the organizations financial records and books.
- G. Completes and submits (with the treasurer) to the Internal Revenue Service all annual tax forms required for exempt organizations, including the 1023 Form and 990 Form and all other required forms.
- H. Maintains long-term organization continuity during the coming and going of FBA regular and officer board members.
- I. Oversees (with the secretary) and records the annual evaluation of the board of directors, volunteers, and serving committees.
- J. Updates the organization bylaws in accordance with the approval of the Leadership Committee.
- K. Responsible for the long-term financial and mission based integrity of the organization.

Section 8: Special Duties

- A. Special duties are those responsibilities created or delegated for a specific person, time, or purpose. Special duties generally exist outside the normal or long-term operations of the organization.
- B. Officers may perform such special duties as may be assigned to them by the Leadership Committee, and the Leadership Committee may delegate any of the duties enumerated above to other board members or qualified individuals.

**Article V: Meetings**

Section 1: Regular Board Meetings

- A. The hour and place shall be designated by the Leadership Committee and stated in the notice of the meeting.
- B. Board of directors shall meet once every quarter; in February, May, August and November. These members only will vote on leadership committee members, liaisons, and other leaders, unless voting on matters to avoid a conflict of interest involving officers. Elections will take place at the meeting in May.

- C. Regular Board meetings shall be made public via the organization website and through mass email to FBA contributors and supporters. These meeting are open to the general public.

#### Section 2: Leadership Committee Meetings

- A. The Leadership Committee shall meet at least monthly and when a special meeting is warranted.
- B. Although advanced notice of Leadership Committee meetings may or may not be made public, these meeting are open to the general public and regular board members.

#### Section 3: Liaison Meetings

- A. Liaison meetings shall be held once a month at their own separate times or during the regular board meetings.
- B. Liaison meetings may or may not be made public, nor shall they require board approval prior to scheduling.

#### Section 4: Quorum

All seven members of the leadership committee present in person shall constitute a quorum of all meetings of members. If there be no such quorum, a majority of members present or represented may adjourn the meeting from time to time to a further date without further notice other than the announcement at such meeting, and when a quorum shall be present upon such adjourned day, any business may be transacted which might have been transacted at the meeting as originally called.

#### Section 5: Vacancies of Voting Members

A vacancy on the leadership committee may be filled by a vote of a majority of continuing voting leadership committee members, provided that there is a minimum of 5 continuing leadership committee members.

#### Section 6: Absenteeism and Removal from Office of Voting Members

- A. Any regular board member who fails to attend more than two consecutive meetings shall be considered automatically removed from the board, unless the Leadership Committee by the affirmative vote of a majority thereof, determine that the absences of said committee member were reasonable under the circumstances, in which event the absences shall be deemed waived. Any board member may be removed at any time with cause by vote of a two thirds majority of the voting members of the leadership committee.
- B. Any member of the Leadership Committee who fails to attend more than three consecutive meetings shall be considered automatically removed from membership of the leadership committee, unless the remaining members of the Leadership

Committee by the affirmative vote of a majority thereof, determine that the absences of said committee member were reasonable under the circumstances, in which event the absences shall be deemed waived. Any committee member may be removed at any time with cause by vote of a two thirds majority of the voting members of the leadership committee.

#### Section 7: Informal Action by Directors; Meetings by Conference Telephone.

- A. Unless otherwise restricted by the Articles of Incorporation of these Bylaws, any action required or permitted to be taken by the board may be taken without a meeting if a majority of the directors consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the bylaws.
- B. Unless otherwise restricted by the Articles of Incorporation or these bylaws, any or all directors may participate in a meeting of the board or committee of the Board by means of conference telephone, internet conference, or by any means by which all persons participation shall constitute presence in person at the meeting.

### **Article VI: Committees**

#### Section 1: Power Generally

The leadership committees shall have the power to appoint standing committees and special committees not otherwise provided for in the Constitution or these Bylaws.

#### Section 2: Standing Committees

- (a) *Winter Dinner Committee*: There shall be a Winter Dinner Committee headed by the Winter Dinner Committee chairperson, which will decide the choice of food, decoration, location of event, time of event, and entertainment provided at the winter dinner
- (b) *Mentoring Program Committee*: There shall be a Mentoring Program Committee that is responsible for building the infrastructure enabling the partnering of mentors and mentorees. They will be responsible for making sure that all procedures and guidelines associated with the mentoring program are followed.
- (c) *Community Service Committee*: There shall be a Community Service Committee responsible for updating and promoting community service projects.
- (d) *Summer Picnic Committee*: There shall be a Summer Picnic Committee to plan, organize, and carryout the Annual FBA Summer Picnic and fundraiser.



- (e) *FBA University Organization Committee*: There shall be a committee of FBA members who are at present university students who will oversee the affiliation and interests of FBA as a recognized student organization.
- (f) *Museum Project Committee*: There shall be a committee of FBA members whose purpose is to plan and execute Museum Project tours and community service events.
- (g) *ADVENTravel Project Committee*: There shall be a committee of FBA members whose purpose is to plan activities for the annual educational community service trip. Committee members must be participants or parents of participants on the trip. The committee's name generally will take on the name of the trip's destination.

### Section 3: Liaisons

- A. Liaison institutions include K-12 schools, universities, both private and public organizations, and businesses.
- B. The duty of the liaison is to act as a bridge between the FBA board of directors and institutions representing for individuals wishing to become more involved with the organization for the purpose of benefiting a partner institution or to gain benefit from a FBA program.
- C. Liaisons may or may not act as a FBA board member. They may also preside on or chair special committees related to their organization.
- D. It shall be the duty of the Liaison to:
  - Communicate with members among your organization
  - Represent the organization in a positive manner
  - Support FBA (*Mission, Goals, and Events*)
  - Recruit new membership
  - Collaborate with other liaisons

## **Article VII: Finances**

### Section 1: Financial Cycle

- A. The organization annual accounting period ends on the last day of every calendar year (January 1<sup>st</sup> to December 31<sup>st</sup>).
- B. The cycle for filing the annual report with the state is from April 30<sup>th</sup> to May 1<sup>st</sup>

### Section 2: Stipends

- A. Stipends shall be defined as moneys that we have granted to specific individuals for specific purpose.
- B. Stipends shall include a variable amount given to educators involved in ADVENTravel program in order to fulfill half of the cost of the trip.
- C. Leadership committee members shall also receive an amount as well, which shall be anywhere between 10% and 13% at the discretion of the executive director.

- D. A stipend will be offered to those who participate in an ADVENTravel project and would like to apply for it due to financial necessity. For high school participants aged 18 and younger, eligibility for an ADVENTravel stipend will be determined based on whether or not they can prove eligibility for free or reduced lunch. Eligibility for university students will be based on whether they qualify for the Application for Federal Student Aid (FAFSA). A completed ADVENTravel Stipend application, a motivation essay, a letter of recommendation from a professional acquaintance will also be required.
- E. ADVENTravel stipend recipients will be required to secure donations towards the program that will then in turn be “matched” by FBA at a predetermined ratio.
- F. The limitations of this stipend will be subject to the circumstances of the trip and the necessity of the individual applicants. Said stipend will not exceed 50% of the cost of the trip.

#### **Article VIII: Dissolution**

- A. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes with 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 state or local government, for a public purpose.
- B. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the office of the corporation is then located for a public purpose.

#### **Article IX: Earnings Declaration**

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the first article hereof.
- B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **Article X: Amendments**

1. On June 12, 2007 the Forever Bloom Alumni Association obtains incorporation status with the state of Florida.
2. On September 11, 2009 the Forever Bloom Alumni Association adopts the amendment to Article III of the articles of incorporation inscribing the official organization purpose.
3. On September 11, 2009 the Forever Bloom Alumni Association adopts the addendum Article IX (Article VIII in the Bylaws of the Forever Bloom Alliance), the dissolution clause, to the articles of incorporation.
4. On September 22, 2009 the Forever Bloom Alumni Association adopts the addendum Article VIII, (Article IX in the Bylaws of the Forever Bloom Alliance) Earnings Declaration, to the articles of incorporation.
5. On September 22, 2009 the Forever Bloom Alumni Association adopts the Forever Bloom Alumni Association Conflict of Interest Policy.
6. On September 16, 2011 the Forever Bloom Alumni Association adopts the name: Forever Bloom Alliance, Inc.
7. On September 16, 2011 the Forever Bloom Alliance, Inc. restructures the FBA Board of Directors (Article III, Section 1 in the Bylaws of the Forever Bloom Alliance).
8. On June 7, 2015 the Forever Bloom Alliance, Inc. restructures the committees and their responsibilities towards the organization. (Article VI, Sections 2e and 2f in the Bylaws of the Forever Bloom Alliance).

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