

## **COUNCIL OF SOCIAL AGENCIES OF ST. LUCIE COUNTY, INC.**

**Revisions approved September 2021**

### **I. VISION & MISSION STATEMENT**

The vision of the Council of Social Agencies of St. Lucie County, Inc. (COSA) is to provide educational, collaborative and advocacy opportunities to all organizations and individuals committed to the enhancement of health and human services in our community.

The mission of the organization is to educate and promote communication, collaboration, and cooperation among member agencies.

COSA is organized exclusively to support charitable, religious, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

COSA is committed to creating a friendly environment where each individual is welcomed and respected.

No member shall be excluded from participation in activities and meetings on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, military status, or for any other discriminatory reason. Accordingly, COSA shall not knowingly collaborate with organizations that engage in unlawful discriminatory practices and shall thoroughly investigate instances of alleged discrimination and take corrective action when warranted.

### **II. MEMBERSHIP**

- A. **Eligibility:** Membership of COSA shall be open to any agency, firm, foundation, organization, or individual concerned with the health and human services of St. Lucie County. Applications for membership shall be made in writing and accepted by the Board of Directors when dues are received.
- B. **Representation:** Participating member organizations shall designate representative(s) to serve for the ensuing calendar year. The name of said representative(s) shall be given on the annual application of membership.
- C. **Voting Privileges:** Individual members and the designated representative of each member organization shall constitute the voting membership of COSA, and each shall have equal voting power. The representative of a member organization present in a meeting shall constitute the voting representative of said member organization. Voting privilege is extended to individual members or organizational members with a paid membership.

- D. **Renewal:** On or before the first day of December of each year, the Membership Chairperson shall send written notification of membership renewal to each member or member organization.
- E. **Termination:** Membership maybe terminated by member's written request to COSA, by majority vote of the Board of Directors, or by non-payment of dues (by the end of the first quarter of the new calendar year).
- F. **Liability:** No member of COSA shall be held personally or individually liable for the acts or obligations of COSA.
- G. **Quorum:** A quorum to transact business at any general meeting shall consist of voting members present.
- H. **Membership Dues:** Dues shall be set by the Board of Directors and ratified by the general membership. Dues shall cover the calendar year. New membership, received after September 1 will be valid from date of receipt to December of the following year, (up to 16 months), provided that they have not been a member within the last two (2) calendar years.

### III. OFFICERS

- A. Officers consist of a President, a First Vice-President who shall be the President Elect, a Second Vice-President, a Secretary, and a Treasurer and shall along with the Directors conduct the affairs of COSA.
- B. The officers shall be elected at the November general meeting from and by the members of COSA and be installed at the annual meeting in January. Term of office shall be at least two (2) years.
- C. In the case of vacancies occurring during the year, the officers and directors shall appoint a COSA member to fill the unexpired term.
- D. The officers shall receive no compensation for their services.
- E. The duties of the officers will be those duties normally ascribed to those officers.
  - 1. The President shall preside at all meetings of the membership and meetings of the Board of Directors, shall have general advisory supervision over the affairs of the organization and over the other officers; shall sign all written contracts of COSA; shall appoint such committees as may be needed to carry out the purposes of COSA; shall act upon the recommendations of such committees; and shall perform all other duties incidental to this office.
  - 2. In the absence or disability of the President, the President's duties shall be performed by the First Vice-President, and in the absence of both the President and the First Vice-President, by the Second Vice-President.
  - 3. The Secretary records minutes of all Board and General Meetings; shall attest with his/her signature all written contracts of COSA; and shall perform all such other duties as are incident to his/her office. Sign-in attendance sheet for the general membership meeting is the responsibility of the secretary. The position of Secretary may consist of two people, one for the Board and one for the general membership meeting.

4. The Treasurer shall have responsibility for all money and securities of COSA as the Board of Directors may require. The Treasurer shall keep books of account; report monthly; retain all vouchers, receipts, and other associated records; present a draft budget to the Board of Directors, usually at the December Board meeting, annually complete the state business report and charitable organization filing with the Department of Agriculture, complete tax filings and perform all other duties as are incidental to the office. The Treasurer and an Officer shall cosign all checks above an amount specified by the Board. For purposes of record keeping the location of the corporation shall reside with the current elected or appointed Treasurer.
5. The Immediate Past President is a voting member of the Board of Directors.

#### **IV. BOARD OF DIRECTORS**

- A. The Board of Directors shall consist of the elected officers (including the Immediate Past President) and four (4) Directors each elected to terms of two (2) years. Terms for two (2) Directors will begin in even-numbered years and end in odd-numbered years; terms for two (2) Directors will begin in odd-numbered years and end in even-numbered years.
- B. The duties of the Board of Directors shall be to conduct the affairs of COSA; and to adopt such policies and procedures as may be consistent with the by-laws.
- C. Directors shall receive no compensation for their services.
- D. In the case of vacancies occurring on the Board of Directors during the year, the officers and directors shall appoint a member from COSA to fill the vacancy for the unexpired term.
- E. Board members and Committee Chairs shall adhere to the COSA Code of Ethics and the Sexual Harassment Policy, which will be signed, by all Officers and Directors at the first Board meeting after Installation.
- F. A Board member may be removed by a majority vote of the members of the Board (without notice and without the right to be heard by said Board member) for excessive absences at meetings of the Board if he or she has, within a 12-month period immediately preceding the meeting, three unexcused absences without prior notification to the President of COSA or Vice President. The removal of said Board member shall be effective upon a majority vote of the Board and the giving of written notice to said Board member by the Board Secretary.
- G. Any director, officer or committee chair may be removed from office or from the Board by the affirmative vote of two-thirds of the directors and officers whenever, in the Board's judgment, the best interest of COSA would be served. Any such director, officer or committee chair proposed to be removed shall be entitled to at least eight calendar days' written notification of the meeting at which such removal is to be voted upon. Written notification must state the causes or issues which have caused the Board to lose confidence in such Board member. Prior to any vote for removal, a Board member being considered for removal shall have the right to address the Board with regard to the causes and issues contained in the written communication. Removal of a Director may be held at a regular meeting

of the Board or at a special meeting called by the President or by three of the total voting members of the Board. The removal of the Board member shall be effective upon an affirmative vote of two-thirds of the voting members of the Board. Written notice of the action shall be sent to said Board member by the Secretary of the Board.

- H. No more than one director shall be elected or appointed from a member organization.

## **V. GENERAL MEETINGS**

- A. COSA shall hold its annual meeting in January of each year. The annual meeting shall serve the purpose of the installation of officers and directors and presentation of Annual Awards. The President shall give an annual report reviewing the past year's accomplishments and the Treasurer shall report on the general financial condition of the corporation.
- B. General membership meetings shall be held monthly on the third Wednesday of each month. A quorum shall consist of voting members present.
- C. Special meetings of COSA shall be held on the call of the President, by resolution of the Board of Directors, or by written petition of forty percent (40%) of the general membership.
- D. Notice of all meetings of COSA shall be given to each member.

## **VI. MEETINGS OF THE BOARD OF DIRECTORS**

- A. The Board of Directors shall meet at least three days prior to the regular meeting of the general membership.
- B. Special meetings of the Board of Directors may be called at the discretion of the President and/or one-third (1/3) of the members of the Board.
- C. Five members of the Board of Directors shall constitute a quorum (50%+1).
- D. Board meetings shall be face to face unless special circumstances make this impossible in which case Board meeting may be electronic.

## **VII. PARLIAMENTARY AUTHORITY**

- A. Both general meetings and meetings of the Board of Directors of COSA shall be conducted by the rules of parliamentary procedure. "Robert's Rules of Order, revised" shall be the authority for COSA in all questions of parliamentary law not covered by the by-laws.
- B. A Parliamentarian shall be appointed. The parliamentarian shall provide Guidance to both the Executive Committee and General Membership on Parliamentary rules and procedures.  
The Parliamentarian does not need to be a member of the executive committee nor would said member have a vote or count for quorum unless she/he is an elected officer or director.

## VIII. COMMITTEES

The President may appoint, subject to approval of the Board of Directors, the following standing committees and such other committees as may be deemed necessary. Each of these committees shall consist of such numbers of members as the Board of Directors and the President may deem advisable. Committee Chairs shall receive a description of committee responsibilities when they assume office. All acts of such committees shall be subject to approval of the Board of Directors. Committee Chairs shall be ex-officio members of the Board of Directors without vote. Committee chairs are expected to adhere to the Code of Ethics and the Sexual Harassment Policy.

- A. **Membership** shall actively seek qualified members, maintain membership records and activities provide information for new attendees and coordinate with other officers and committees.
- B. **Program** shall coordinate paid member organizations to present programs to educate, inform and update members on issues that affect our community. Presenting organizations must be current-dues-paying members. Special programs can be scheduled at the discretion of the Board of Directors in coordination with the Program Committee.
- C. **Meeting Coordinator** shall welcome members and guests at each general membership meeting, and provide membership information for new attendees, function as greeter, be responsible for outside signage and coordinate as necessary with meeting facility.
- D. **Scholarship and Awards** shall seek scholarship applicants, establish a judges' committee, recommend the amount of scholarships and present the nominees to the Board of Directors.
- E. **Nominating** shall be elected by the Board of Directors in September and shall provide a slate of proposed officers and directors to the Board of Directors at the October Board meeting. Upon recommendation of the Board of Directors, slate shall be presented to the membership at the October general membership meeting. Proposed officers and directors shall receive notification and confirm verbally or in writing their acceptance. Nominations may be made from the floor at the October general meeting with nominee's consent. Proposed slate will be voted on at the November general membership meeting. Immediate Past President shall chair the Nominating Committee.
- F. **Community Relations/Publicity** shall seek to heighten the awareness of COSA as an integral part of the community through public information programs and quarterly special events. Shall advertise general meetings through press releases, social media, website, and may coordinate a newsletter.
- G. **By-Laws** shall complete a comprehensive review of the by-laws annually, not more than ninety days prior to the annual meeting or at the request of the Board of Directors. Any proposed changes must be presented to the Board of Directors for consideration and recommendation.

- H. **Events** shall arrange for events and the COSA Annual Meeting Luncheon usually held in January, including location and menu. Event includes installation of officers for the coming year. Committee shall coordinate with other committees and Executive Board for date of event, invitations, reservations, etc., and other arrangements necessary for the success of the Annual Meeting/Luncheon. Committee shall make a written report at the February Board meeting that includes total receipts and expenses for the event. Luncheon shall be self-supporting.
- I. The Board of Directors may authorize the creation, prescribe the terms, and define the power and duties of any ad hoc committees as may be necessary or useful in the conduct of COSA business

#### **IX. DISSOLUTION:**

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.

#### **X. AMENDMENTS**

These by-laws may be altered, amended, or repealed and new by-laws may be recommended by a majority vote of the Board at which a quorum is present. Such changes must be submitted by the Board of Directors for adoption by the general membership in a meeting where a quorum is present.

Approved by General Membership on September 15,2021.