COUNCIL OF SOCIAL AGENCIES

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

Bylaws April 2026

Article I. VISION & MISSION STATEMENT

- **Vision:** To foster a strong, connected community where organizations and individuals can work together to enhance and advance health and human services for all residents.
- **Mission: To** educate and promote communication, collaboration, coordination, and cooperation among member agencies.
- **Tax-Exempt Purpose:** 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.
- **Non-Discrimination**: COSA is committed to creating a friendly environment where each individual is welcomed and respected. COSA shall not discriminate on the basis of race, color, religion, gender, gender identity or expression, age, national origin, disability, marital status, sexual orientation, military status, or any other protected category under federal or Florida law. COSA shall not knowingly collaborate with organizations that engage in unlawful discriminatory practices.

Article 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:** Each organizational member shall designate one voting representative each calendar year.

C. **Voting Rights**: Each individual member and each organizational representative shall have one vote. 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 may be terminated by written resignation, non-payment of dues (by the end of the first quarter of the new calendar year), or majority vote of the Board for cause.
F. **Liability:** No member of COSA shall be held personally or individually liable for the acts or obligations of COSA.
G. **Quorum:** A quorum for general membership meetings shall consist of voting members present.
H. **Dues:** Annual membership dues for the calendar year are set by the Board and ratified by the membership. New memberships 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.

Article III. OFFICERS

A. **Officers:** President, a First Vice-President (who shall be the President Elect), a Second Vice-President, a Secretary, and a Treasurer, and Immediate Past President and shall along with the Directors conduct the affairs of COSA.
B. **Election and Term:** Officers shall be elected at the November general meeting, installed at the annual meeting, and serve at least a two-year term.
C. **Vacancies:** Vacancies shall be filled with a Board appointment for the remainder of the term.
D. **Compensation:** Officers serve without compensation.
E. **Duties:** The duties of the officers will be those duties normally ascribed to those officers.
    1. **President:** 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. **Vice President:** 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. **Secretary**: The Secretary shall record 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 incidental to his/her office. The position of Secretary may consist of two people, one for the Board and one for the general membership meeting.
    4. **Treasurer:** The Treasurer shall have responsibility for all money and securities of COSA and shall:
        - Manage funds, prepare and present monthly financials.
        - File required state and Federal reports (e.g., annual report, charitable organization filing, Consumer Certificate of Sales Exemption, tax documents, etc.)
        - Ensure compliance with General Accepted Accounting Principles, including retention of all vouchers, receipts, and other associated records; maintaining books of account

- Prepare monthly financial statements for review (e.g., balance sheet, profit and loss statement, cash flow statement, budget to actual)
- Present a draft budget to the Board of Directors, usually at the December Board meeting
- 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. **Immediate Past President:** Serves as voting Board member.

Article IV. BOARD OF DIRECTORS

A. Composition: The Board of Directors shall consist of the elected officers (including the Immediate Past President) and four (4) Directors with each elected to terms of two (2) years. Terms for Directors shall be staggered with two (2) Directors beginning in even-numbered years and ending in odd-numbered years; and two beginning in odd-numbered years and ending in even-numbered years.

B. Duties: The Board of Directors shall oversee finances, ensure compliance, adopt such policies and procedures as may be consistent with the bylaws, and conduct the affairs of COSA.

C. Limitations: No more than one Director may represent the same member organization.

D. Ethics: 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, Directors, and Chairs annually.

E. Removal: 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.

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 regarding 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.

Article V. GENERAL MEETINGS

A. **Annual Meeting:** The annual meeting shall be held in January for installation of officers and directors, awards, and annual reports. 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. The Annual Meeting should be self-supporting.
B. **Monthly Meetings:** 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:** 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**: Written or electronic notice of all meetings of COSA shall be given to members.

Article VI. MEETINGS OF THE BOARD OF DIRECTORS

A. **Board Meetings:** The Board of Directors shall meet at least three days prior to the regular meeting of the general membership.
B. **Special meetings:** May be called at the discretion of the President and/or one-third (1/3) of the members of the Board.
C. **Quorum:** Six members of the Board of Directors shall constitute a quorum (50%+1).

Article 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 bylaws.
B. A Parliamentarian shall be appointed and 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.

Article VIII. COMMITTEES

The President may appoint, subject to approval of the Board of Directors, the following standing committees and 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. 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 a vote. Committee chairs are expected to adhere to the Code of Ethics and the Sexual Harassment Policy.

A. **Membership:** The Membership Chair shall actively seek qualified members, maintain membership records and activities, and provide orientation to new members and attendees.
B. **Program:** The Program Chair 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. **Scholarship and Awards**: The Scholarship and Awards Chair shall seek scholarship applicants, establish a judges' committee, recommend the amount of scholarships, and present nominees to the Board of Directors.
D. **Nominating:** The Nominating Chair is the Immediate Past President and shall work with a committee to prepare officer/board slate for presentation 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. The proposed slate shall be voted on at the November general membership meeting.
E. **Community Relations/Publicity**: The Community Relations Committee shall manage public awareness, media, and communications to increase community engagement with COSA as a cornerstone of local collaboration. The Chair and its members may coordinate quarterly special events, such as the COSA in the Community volunteer opportunities and publish a newsletter; and shall advertise general meetings through press releases, social media, website, and related avenues.
F. **Bylaws**: The Bylaws Committee shall complete a comprehensive review of the bylaws 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 to the membership.
G. **Events**: The Events Committee shall coordinate agency events (including the September Showcase of Services and the COSA Annual Meeting) in collaboration with other committees and the Board including date of event, identification and securing of a venue, catering, invitations, reservations, and other arrangements necessary for the success of the event. The Committee shall provide a written report the month following an event, including total receipts and expenses, attendance, challenges, lessons learned, and related topics.
H. The Board of Directors may authorize the creation, prescribe the terms, and define the power and duties of any ad hoc committee as may be necessary or useful in the conduct of COSA business.

Article IX. INDEMNIFICATION

COSA shall indemnify and hold harmless directors and officers to the extent permitted by Florida law.

Article X. FINANCIAL OVERSIGHT

A. **Annual Review:** An independent financial review shall be conducted within six months of fiscal year-end.
B. **Fiscal Year:** January 1 – December 31.
C. **Compliance:** Treasurer ensures timely filing of IRS Form 990, Florida charitable organization registration, and other required reports. To maintain transparency and accountability in the fiscal management of the organization, an annual financial review will be conducted by an independent party, with no conflicts of interest with the Agency.

Article XI. DISSOLUTION:

Upon the dissolution, assets shall be distributed in accordance with Section 501(c)(3) of the Internal Revenue Code and Florida law, to another nonprofit or government entity for public purposes.

Article XII. AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws 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 at a meeting with a quorum.

The Board of Directors, under the leadership of the President Kim Reid, certifies that the foregoing document is a true and correct copy of the Council of Social Agencies Bylaws, approved and duly adopted by the membership on April 15, 2026.

Kim Reid — 07/15/26

Kim Reid, President — Date

Victoria Stromak — 7/15/2026

Victoria Stromak, Secretary — Date