



## **BYLAWS**

### ARTICLE 1.

#### Section 1 Purposes

The purpose of the S.E.E.K. organization is to prevent bullying, teenage pregnancy and HIV and to promote fitness and community involvement for students from all walks of life resulting in the creation of life-time problem solvers.

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the organization 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 purpose clause hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within 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 state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE 2.**

### **Nonprofit**

#### **Section 2.1 No Members**

The Corporation shall not have members and shall not issue membership certificates.

#### **Section 2.2 No Stock**

The Corporation shall not issue shares of stock.

#### **Section 2.3 Nonprofit Operations**

The Corporation is a Florida nonprofit corporation. No dividend will be paid, and no part of the income or assets of this Corporation will be distributed, to its Directors or Officers. However, the corporation may contract in due course of business with its Officers or Directors for services rendered to the extent permissible under the Articles of Incorporation, under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (hereinafter "Code").

#### **Section 2.4 No Loans to Directors or Officers**

This Corporation will loan no money to any of its Directors or Officers.

#### **Section 2.5 No Vested Rights**

No Director or Officer of this Corporation has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the Corporation.

## **ARTICLE 3.**

### **Board of Directors**

#### **Section 3.1 Membership**

The Board of Directors shall be composed of not less than three (3) individuals who shall serve in such capacity for the latter of a three-year term or until his or her removal by the Board of Directors or his or her resignation. A Board of Directors member may vote for himself or herself. The exact number of members shall be set by the Board of Directors annually.

#### **Section 3.2 Duties**

The business and affairs of this Corporation and the general policies to be followed by the Corporation shall be the responsibility of the Board of Directors.

#### **Section 3.3 Term of Office**

The Board of Directors members shall be elected at the first annual meeting and shall hold office for the latter of a term of three years or until his or her removal from office by the Board of Directors or his or her resignation. Board of Directors members may be removed, with or without cause, by mailing to the Board of Directors member at the business address of the Corporation written notice of the termination of the appointment delivered by certified mail.

#### Section 3.4 Meetings

- 3.4.1 The annual meeting will be held once each year at a time and place to be selected in the discretion of the Board of Directors.
- 3.4.2 A regular meeting shall be held monthly the first year which may be in conjunction with the annual meeting. Review of number of meetings for year two will be reviewed at the annual meeting.
- 3.4.3 Special meetings shall be held at the call of the President or by a written request of more than 51% of the members of the Board of Directors.
- 3.4.4 Action By Directors Without A Meeting: Any action taken at a meeting of the Directors of the Corporation or a committee thereof may be taken without a meeting if a consent in writing setting forth the actions so to be taken is signed by all the Directors or all of the members of the committee, as the case may be, and filed in the minutes of the Board of Directors or a committee, as the case may be. Such consent shall have the same effect as a unanimous vote of the Board of Directors or a committee thereof at a duly called and convened meeting thereof.
- 3.4.5 Participation Of Directors By Means Of Communications Equipment: Members of the Board of Directors, or of any committee thereof, shall be deemed present at a meeting of such Board of Directors or committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

#### Section 3.5 Notices

- 3.5.1 Written Notices of any annual meeting shall be provided to all members of the Board of Directors at least seven (7) days prior to such meeting, at their address as listed on the books of the Board of Directors.
- 3.5.2 Written Notices of any regular meeting or special meeting shall be provided to all members of the Board of Directors at least three (3) days prior to such meeting, at their address as listed on the books of the Board of Directors.

### Section 3.6 Quorum

A majority of the Board of Directors then serving shall constitute a quorum of the Board of Directors. Should the number of members be three, then all members of the Board of Directors shall constitute a quorum.

### Section 3.7 Vacancies

Vacancies on the Board of Directors shall be filled by the remaining members of the Board of Directors.

### Section 3.8 Resignation

Any member of the Board of Directors may resign at any time by giving written notice to the Board of Directors or the President. Any such resignation shall take effect in 30 days upon receipt of resignation.

### Section 3.9 Removal

The other members, by a majority vote of such other members at any meeting of the Board of Directors at which a quorum is present, may remove from office a member of the Board of Directors, with or without cause, whenever it is deemed in the best interests of the Corporation.

### Section 3.10 Voting

Every member of the Board of Directors in good standing shall have the right and be entitled to one vote, in person, upon every proposal properly submitted to vote at any meeting of the Board of Directors.

### Section 3.11 Compensation

Members of the Board of Directors shall not receive any stated salaries for their services.

## **ARTICLE 4.**

### Officers

#### Section 4.1 Officers

The officers of the Corporation shall consist of a President, a Vice President, a Treasurer and a Secretary, and such other officers as the Board of Directors may from time to time deem necessary. A person may hold more than one office.

## Section 4.2 Duties

### President:

The President shall preside at all meetings of the Board of Directors. The President shall have all general powers and duties which are generally vested in the office of the president, including the power to make appointment to all committees from time to time as in his or her discretion may be deemed appropriate to assist in the conduct of the affairs of the committee.

### Vice President:

If the Board of Directors elects a Vice President, he or she shall be the second officer in the chain of command, and shall accept and perform the duties and exercise the power of the President in his/her absence.

### Secretary:

The Secretary is the third officer in the chain of command. In the absence of the President and Vice President, he/she shall accept and perform the duties and exercise the power of the President. The Secretary shall ensure that all minutes and records are properly kept and are available for corporate purposes.

### Treasurer:

The Treasurer is the fourth officer in the chain of command. In the absence of the President, Vice President and the Secretary he/she shall accept and perform the duties and exercise the power of the President. The Treasurer shall be responsible for all reports pertaining to the fiscal affairs of the Corporation and shall be custodian of all funds that the Corporation might receive.

## Section 4.3 Term of Office

Officers shall be elected by the Board of Directors for a period of 3 years or until their successors have been duly elected.

## Section 4.4 Resignation

Any officer may resign at any time by giving written notice to the Board of Directors, and such resignation shall take effect in 30 days upon receipt of resignation.

## Section 4.5 Vacancies

A vacancy in any office due to death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

## Section 4.6 Removal

Any officer elected or appointed by the Board of Directors may be removed from office, with or without cause, by majority vote of the members, other than the officer to be removed if an Officer is a Director.

## Section 4.7 Compensation

Members of the Board of Directors shall not receive any stated salaries for their services.

# ARTICLE 5.

## Committees

### Section 5.1 Appointment of Committees

The Board of Directors may designate and appoint one or more Committees and delegate to such Committees specific and prescribed authority. Committee chair and members shall be appointed and removed by the Board of Directors.

### Section 5.2 Action by Committee Without a Meeting.

Action required or permitted to be taken at a committee meeting may be taken without a meeting if the action is taken by all of the committee members. The action must be evidenced by one or more written consents describing the action taken and signed by each committee member. Any such written consent shall be filed with or entered upon the records of the Corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last committee member signs the consent, unless the consent specifies a different effective date.

### Section 5.3 Committee Types

#### **Executive Committee**

The Executive Committee consists of the Chair, Vice Chair, Secretary, Treasurer and Immediate Past Chair.

#### DUTIES AND RESPONSIBILITIES

The Executive Committee will provide leadership, coordination and continuity to the Board as well as the agency.

1. Set the agenda for Board meetings
2. Coordinate work of committees
3. May exercise all powers of the entire board except:
4. Amend the Articles of Incorporation
5. Amend or suspend the By-laws
6. Appoint, remove, or suspend officers of members of the Board of Directors
7. Appoint, evaluate, remove or suspend the Executive Director

In case of emergency where full Board approval cannot be obtained immediately, the Executive Committee can take action on issues. This action must be approved by the full Board of Directors at the next meeting.

### **The Finance Committee/Audit and the Treasurer of the Organization.**

The Finance Committee will be chaired by the Treasurer and is responsible for the design of a short, intermediate, and long range program to meet the financial needs of the agency. This committee consists of the Chair, agency financial manager, board members who have expertise and/or interest in financial matter and non-board member (s).

**It is also the responsibility of the Finance Committee to insure that all Board Members live up to their contribution responsibilities**

#### **DUTIES AND RESPONSIBILITIES**

1. Review the financial condition of the agency on a monthly basis and report to the full board.
2. Recommend appropriate accounting methods
3. Recommend auditors
4. Make recommendations for cash management, internal controls, budget revisions, investments, etc.
5. Review technology needs of the Finance Department (computer hardware, software,

### **Audit Committee**

#### **Proposed Duties and Responsibilities**

1. Establish policy for hiring the Agency's independent auditor, and is authorized to hire independent auditors, counsel or other consultants as necessary. Requests for proposals should be used if time permits.
2. Prepare the engagement letter for hiring the independent auditor, establishes the fees and pre-approves any non-audit services provided by the independent auditors, including tax services.
3. Review the organization's annual financial statements and related footnotes with management and the independent auditors; the auditor's audit of the financial statements and their report; the audit's judgments about the quality and acceptability of the organization's accountability principles; any significant changes in the independent auditor's audit plan
4. Report any issues identified by the independent auditor to the full Board, and reviews policies and procedures to address any significant findings as the need arise.
5. Review significant findings or issues identified by the independent audit and will assess, with management, whether appropriate steps have been taken (e.g. written policies and procedures) to minimize risks to the organization.
6. Review all material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.

7. May periodically review management 's compliance with steps needed to ensure (1) the adequacy of the organization's internal controls, including computerized information system controls and security; and (2) any related significant findings and recommendations of the independent auditors, together with management's response to the independent auditors.
8. May periodically report to the board on issues relating to internal controls, with an emphasis on management's ability to override controls, and monitoring and testing relating to this capacity.

### **The chair of the Programs and Services Committee**

To help ensure that a nonprofits programs and services are fulfilling the agency's goals and mission.

#### GENERAL RESPONSIBILITIES:

1. Assists the Board and Executive Director in carrying out their program development and implementation responsibilities.
2. Provides data and input from stakeholders regarding the kinds of programs and services the nonprofit should be providing to non-profit organizations so that the Board and Executive Director can make sound decisions pertaining to program development priorities for the agency.
3. Explores funding opportunities to support nonprofits' programs.

#### AREAS OF WORK

1. Identify organizational needs for funds
2. With the Executive Director, develop yearly program goals and objectives.
3. Provide leadership in program development fundraising activities.
4. Provide ongoing evaluation of current program efforts.

#### AUTHORITY:

- 1) Request data necessary to complete assigned tasks
- 2) Establish program goals, time line and methods to accomplish charge

### **The chair of the Board Development/Nominations Committee**

The Board Development/Nominations Committee is responsible for short and long range planning for the board development. This committee recommends candidates for board membership, nominates officers, members-at-large and evaluates the member's participation.

#### DUTIES AND RESPONSIBILITIES

1. Provide orientation for new Board members
2. Develop, review and update Board Manual
3. Develop and ongoing, comprehensive and self-assessment board education plan
4. Develop and implement a Board Contract
5. Develop and implement a board evaluation program
6. Review long range/strategic plan annually
7. Coordinate strategic planning sessions, as needed

### **The chair of the Fund Raising/ Fund Development Committee**

The Fundraising Committee can be co-chaired by the Board Chair and is responsible for the design of a short, intermediate, and long range fund raising and development program to meet the financial needs of the agency. This committee consists of the Chair, Co-chair, board members who have expertise and/or interest in fundraising and non-board member (s).

#### **DUTIES AND RESPONSIBILITIES**

1. Funds are raised in an ethical manner for activities consistent with the organization's mission and plan
2. The Board of Directors and organization staff are knowledgeable about the fundraising process and the roles in the organization
3. The organization's Board of Directors has established a committee charged with developing, evaluating and reviewing fundraising policies, practices and goals.
4. The committee is actively involved in the fundraising process and works to involve others in these activities.
5. The committee is actively involved in the fundraising process and works to involve others in these activities
6. The Board of Directors, Executive Director and Committee supports and participates in the total fundraising process, including project identification, cultivation, solicitation and recognition
7. The fundraising program is staffed and funded at a level consistent with fundraising expectations
8. There is direct communications and relationship between information services or marketing, accounting and other administration support functions to assist in the fundraising needs and efforts.
9. The organization is accountable to donors and other key constituencies and demonstrates their stewardship through annual reports.

### **The chair of the Community Outreach Committee**

The Community Outreach committee is responsible for building relationships with community members who will work side-by-side with your organization as an ongoing partner, in any and every way imaginable, building an army of support for your mission, with the end goal of making the community a better place to live. **The Executive Director is a permanent member of this committee.**

#### **DUTIES AND RESPONSIBILITIES**

1. The committee's primary responsibility is to expand the presence and exposure of your organization in the local, state and national communities.
2. The committee is actively involved in maintaining your organization website content
3. The committee is actively involved in creating sustainable long term relationships with community leadership, Influential for profit and nonprofit organizations, individuals and local and state government agencies.
4. The committee is responsible for creating and maintaining your organization's social media campaign. Writing of Blogs, Facebook postings and events

5. The committee is responsible for working with the local community organizations, small businesses and corporations to create community events that will benefit the community and your organization.
6. The committee will be responsible for setting up local speaking engagements for Board Members, Volunteers and the Executive Director. The goal will be to communicate the Mission and Vision of and/or to secure volunteers, donors and supporters.

The goals and objectives of this committee are

1. Use Community Engagement to ENERGIZE S.E.E.K.'s BOARD!
2. Use Community Engagement to make S.E.E.K.'s DEVELOPMENT PLAN SOAR!
3. Use Community Engagement to FIND and KEEP amazing VOLUNTEERS!
4. Use Community Engagement to have the WHOLE COMMUNITY EMBRACE YOUR MISSION!
5. Use Community Engagement as the SOLUTION to BURN-OUT (Hint: It works for board AND staff!)
6. Use Community Engagement to build DIVERSITY in staff, board & volunteers!
7. Use Community Engagement to make S.E.E.K.'s PROGRAMS more EFFECTIVE

### **Ad Hoc Committees**

The Executive Committee may choose to appoint an ad hoc committee to accomplish a specific time limited task as needs arise. Such committees may include bylaws, special events, etc.

## **ARTICLE 6.**

### **Financial Affairs**

#### **Section 6.1 Audit and Bookkeeping**

All books and records of the Corporation, and all funds thereof, shall be audited as may be required from time to time by applicable law.

#### **Section 6.2 Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of January of each year.

## **ARTICLE 7.**

### **Rules of Order**

“Roberts Rule of Order”, as revised, shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

## **ARTICLE 8.**

### Amendments

The by-laws may be adopted, amended or repealed by the board at the time they are entitled to vote in the election of directors. By-laws may also be adopted, amended or repealed by the board of directors but any by-law adopted, amended or repealed by the board may be amended by the board members entitled to vote thereon as herein before provided.

If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of all board members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

## **ARTICLE 9.**

### Corporate Seal

The Corporate Seal shall bear the words "S.E.E.K., Inc." which shall be between two concentric circles, and on the inside of the inner circle shall be the words "Florida", "CORPORATION NOT FOR PROFIT" and the figures "2012".

## **ARTICLE 10.**

### Indemnity

The Corporation shall indemnify its directors, officers, and employees as follows:

Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of the Corporation, whether or not he is a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudicated guilty of willful misfeasance or malfeasance in the performance of his duties. The Corporation shall provide any person who is an officer, director, employee, or agent of the Corporation or was serving at the request of a director, officer, employee, or agent of the Corporation the indemnity against expenses of suit, litigation, or other proceedings which is specifically permissible under applicable law.

The foregoing By-Laws were adopted by the directors of:

**S.E.E.K., Inc.**

On the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
President/Director

\_\_\_\_\_  
Secretary/Director

\_\_\_\_\_  
Treasurer/Director

\_\_\_\_\_  
Vice President/Director

**S.E.E.K., Inc.**  
**Conflict of Interest**

**Article I -Purpose**

The purpose of the conflict of interest policy is to protect the S.E.E.K., Inc. interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II - Definitions**

**1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Article III - Procedures**

**1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**3. Procedures for Addressing the Conflict of Interest**

**a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion

of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

**b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

**c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

**a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

**b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Article IV – Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

**a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

**b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Article V - Compensation**

**a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

**b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI - Annual Statements**

Each director, officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII - Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII - Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

\_\_\_\_\_  
President/Director

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary/Director

\_\_\_\_\_  
Date

\_\_\_\_\_  
Treasurer/Director

\_\_\_\_\_  
Date

\_\_\_\_\_  
Vice President/Director

\_\_\_\_\_  
Date