

F-501 By-Laws of the American Civil Liberties Union of Florida

Article I: General provisions

1. The name of the organization shall be the American Civil Liberties Union of Florida, Inc. (hereinafter "ACLU-FL"). It shall be a non-partisan, not for profit corporation.

2. The purpose of the ACLU-FL is to protect and advance civil liberties and civil rights in Florida by taking any appropriate and legitimate action which is authorized by the Articles of Incorporation of the ACLU-FL (hereinafter "the Articles of Incorporation").

3. The ACLU-FL is an affiliate of the American Civil Liberties Union, Inc. (hereinafter "ACLU"). The Constitution, Bylaws, and policies of the ACLU shall be binding on the ACLU-FL.

Article II: Membership

1. The membership of the ACLU-FL shall consist of all members of the ACLU residing or employed in Florida or choosing to be members of the ACLU-FL.

2. All members of the ACLU-FL shall have the same rights.

3. The members of the ACLU-FL may be organized into Chapters in geographical areas of Florida where membership size and interest justify such organization, as provided in Article XI herein.

4. The names of members may not be made available by the ACLU-FL or any of its Chapters to any individual or non-ACLU organization without approval of its Board of Directors.

Article III: Board of Directors

1. The affairs and administration of the ACLU-FL shall be directed by its Board of Directors (hereinafter "the Board").

2. The Board shall be comprised of fifty-five members of the ACLU-FL having principal residence or employment in Florida.

3. The fifty-five directors shall be apportioned as follows:

a. There shall be forty-five representatives of the Chapters, each of whom must be, at the time of election, a member of a Chapter board of directors in compliance with Article XI, ¶8, and must be elected in accordance with the procedures set forth in that Chapter's Bylaws and policies.

b. There shall be ten at-large representatives, elected by the Board at the first regular Board meeting of the calendar year in compliance with Article III ¶7.

4. Chapters shall elect their representatives no later than March 15 of each year, with the new directors to assume their positions at the second meeting of the calendar year.

5. The Chapter representatives shall include one representative from each Chapter, the remainder to be allocated proportionately among the authorized Chapters based upon each Chapter's percentage of ACLU-FL members. The number of each Chapter's representatives shall be adjusted

annually at the end of the second quarter of the calendar year, based upon the most current membership census provided by the ACLU and newly elected Chapter representatives shall take office at the first regular board meeting of the following calendar year.

6. Acceptance of a position as a director shall constitute a commitment to abide by the Articles of Incorporation and these Bylaws and to fulfill the qualifications and requirements of Board membership set forth in Article VII herein. The president of the Board shall have the duty to ensure that all Board directors are familiar with those requirements.

7. The term of office of all directors shall be for two years, staggered in approximately equal numbers.

8. In the event of the inability of a Chapter representative to attend a meeting of the Board, an alternate may act at that meeting with the same powers as the representative. An alternate must be a member of the representative's Chapter board of directors, selected in accordance with the procedures of that Chapter.

9. If a Chapter representative no longer resides or is employed in the geographical area of the Chapter, the Chapter may appoint another representative for the representative's unexpired term or may permit the representative to complete the remainder of that term of office.

10. In the event of a vacancy in an at-large seat, the Board may elect a new at-large representative to complete the remainder of that term of office.

11. No person employed by the ACLU-FL or by any Chapter shall serve as a director or as a member of any Chapter board of directors.

Article IV: Officers

1. The officers of the ACLU-FL shall consist of a president, immediate past president (if currently a director), vice president, secretary, treasurer, legal panel chair, development chair, representative to the national board of the ACLU (hereinafter "national representative"), and affirmative action officer.

2. Each officer shall exercise the duties ordinarily associated with his or her office, or as established by the Board.

3. The term of office for all officers shall be for two years, except the term for the national representative shall be for four years.

4. The officers shall be elected by the Board from among its directors.

Article V: Board Meetings

1. The Board shall hold no fewer than four regular meetings a year, no more than six months apart. Special meetings may be set by the Board or called by the president upon written request of ten directors and set within thirty days of such request, or in the event of an emergency situation as determined by the president and/or the Executive Committee (*see* Article VI, paragraph 3 below), with notice given to the directors as soon as practicable. At least five days prior to any regular meeting of the

Board, all directors shall be sent written notice, by mail, facsimile or electronic communication, of the date, time, place, and proposed agenda for the meeting.

2. A quorum of the Board shall consist of a majority of its directors. There shall be no votes cast by proxy.

3. All meetings of the Board shall be open to members of the ACLU-FL and persons invited by the Board, except during an executive session. The Board reserves the right to enter executive session including only directors, alternates or persons invited by the Board, to deal with matters determined to be of great sensitivity or proprietary in nature as indicated by majority vote of the Board. Such executive session shall last only so long as the matters discussed are of such a nature.

Article VI: Committees

1. The Board may create and delegate authority to committees to facilitate the work of the ACLU-FL, including such committees as Budget and Audit Committee, Investment Committee, Development Committee, Legal Panel, Public Education Committee and Legislative Committee. The president shall appoint each director to at least one committee and appoint all non-elected committee chairpersons; provided that the Treasurer shall be a member of the Budget and Audit Committee, at least one officer shall be a member of the Investment Committee, and the Chairs of those two committees shall be different.

2. Nominating Committee:

- a. A Nominating Committee consisting of the affirmative action officer and four directors, representing geographical diversity, shall be designated by the president and approved by the Board at a regular meeting of the Board.
- b. At least thirty days prior to the meeting at which elections are scheduled, the Nominating Committee shall present to the Board the names and credentials of all candidates for all offices and board positions to be voted upon at such meeting.
- c. The Nominating Committee shall, whenever possible, recruit, identify and recommend more than one candidate for each office and board position to be voted upon.

3. Executive Committee:

- a. The Executive Committee shall be comprised of all elected officers of the Board. In the event that the Board elects more than one person to any office, only one such person shall serve as a voting member of the Executive Committee. Each person on the Executive Committee shall have one vote.
- b. The Executive Committee shall have responsibility for the management of the internal affairs of the ACLU-FL.
- c. The Executive Committee shall have the authority, between meetings of the Board, to meet in person, by telephone or electronically and at such meetings to take any and all actions on behalf of the Board.

- d. All actions of the Executive Committee are subject to ratification by the Board at the Board's next meeting.
- e. Minutes shall be taken of all Executive Committee meetings and written reports of all Executive Committee actions shall be presented to the Board at its next meeting.
- f. A quorum of the Executive Committee shall be a majority of its members.

Article VII: Board of Director Qualifications and Requirements

1. To be and remain qualified to serve on the Board for his or her term, each director must fulfill the following five requirements of Board membership:

- a. Each director must maintain current membership in the ACLU-FL;
- b. Each director must attend regular Board meetings. Absences from three consecutive regular meetings of the Board shall disqualify the director from further service on the Board for the remainder of his or her term. With respect to Chapter representatives, the attendance by a properly selected alternate will not be considered an absence.
- c. Each director must serve on a committee of the Board;
- d. Each director must participate in fundraising activities on an annual basis in accordance with the written policies of the Board, unless a professional code of conduct prohibits such participation.
- e. Each director must make an annual financial contribution to the ACLU Foundation in an amount deemed significant by that director.

2. A director shall be removed for just cause due to disqualification for failure to fulfill one or more of the requirements set forth in paragraph 1 above, or for any other just cause. Such removal may be imposed only in accordance with the following procedures:

- a. The Executive Committee shall notify in writing any director whose removal is proposed (hereinafter "the subject director"), including in such notice the asserted grounds for removal. Upon receipt of such notice, the subject director shall have two weeks prior to the scheduling of Board consideration of the proposed removal to (i) demonstrate error in, or (ii) rectify, the asserted grounds for removal.
- b. The proposed removal shall be scheduled by the Executive Committee on the agenda at a regular or special meeting of the Board noticed in accordance with subparagraph c below, unless the Executive Committee determines that the subject director either (i) did not commit, or (ii) has rectified, the asserted grounds for removal.
- c. Upon determination by the Executive Committee that the subject director both (i) did commit and (ii) has not rectified the asserted grounds for removal, the Executive Committee shall send written notice of the Board meeting at which the proposed

removal shall be considered, including in such notice the asserted grounds for removal, to the subject director and, if that director is a Chapter representative, to the Chair of that director's Chapter, no later than thirty days prior to the noticed meeting, unless such notice period is waived or shortened by the subject director.

- d. At the noticed meeting, the subject director shall be afforded an opportunity to address the questions of whether he or she committed or has rectified the asserted grounds for removal.
- e. In the absence of extreme hardship, the directors shall base a decision to remove a subject director solely upon finding that the subject director committed and has not rectified the asserted grounds for removal.
- f. Upon an affirmative vote of two-thirds (2/3) of the directors present at the meeting, a subject director shall be removed, such removal to be effective immediately and for the remainder of the removed director's term.
- g. Notwithstanding the above, the Executive Committee may temporarily suspend a director on an emergency basis, provided, however, that the procedures set forth in subparagraphs a - e above are thereupon followed.

3. A director may not be suspended or removed because of substantive disagreements.

Article VIII. Rules of Order

All meetings of the Board and committees of the Board shall be conducted in accordance with the latest revision of Robert's Rules of Order, except as the rules are modified by the Articles of Incorporation or these Bylaws.

Article IX: Executive Director

1. The Board may employ an executive director, on terms agreed between the Board and the executive director.
2. The executive director shall direct the management of the office of the ACLU-FL and shall hire and supervise such other employees as the Board may authorize to assist in the performance of the executive director's duties.
3. The executive director shall receive direction from the Board through the president and be responsible to the Board, which has the power to remove the executive director, in accordance with the policies of the ACLU-FL and the ACLU.

Article X. Finances

1. All funds received by ACLU-FL or by any of its Chapters (in compliance with Article XI, paragraph 4) shall be considered assets of ACLU-FL.
2. The Board, through the Executive Director, shall keep full and accurate records of the financial transactions of the ACLU-FL.

3. The Budget and Audit Committee, with the approval of the Executive Committee, will provide the Board a proposed budget of income and expenses for the upcoming fiscal year at least two weeks before the Board meeting at which the proposed budget will be considered for adoption.

4. An annual independent audit of financial records shall be performed by a Certified Public Accountant, retained by the Board, who shall report the findings and results of the audit to the Budget and Audit Committee, which in turn shall report the findings and results to the Board.

5. The Investment Committee shall be authorized to maintain and manage the investments of the ACLU-FL, as authorized by and in accordance with the policies of the Board.

6. There shall be no compensation for serving as an officer or director, but officers and directors may be reimbursed for expenses incurred on behalf of the ACLU-FL.

7. The ACLU-FL shall maintain an endowment fund separate and apart from all other ACLU-FL accounts, into which all bequest income and contributions restricted to the ACLU-FL endowment fund shall be placed. Monies from the ACLU-FL endowment fund may not be withdrawn or utilized except as authorized by the policies of the Board.

Article XI: Chapter Organization

1. A Chapter may be organized and Chapter status may be accorded by the Board to any group of members of the ACLU-FL in a geographical area who have, for a minimum of six months, given evidence of stable organization, active leadership and ability to fulfill the purpose of the ACLU-FL. Chapters must continue to comply with these requirements to maintain Chapter status.

2. A Chapter shall be governed by a Chapter board of directors, which shall have the authority to conduct activities of the ACLU-FL within the Chapter's geographical area, including conducting membership recruitment programs, investigating infractions of civil liberties, conducting public educational activities, communicating with the general public, public officials and the media, and litigating in the name of the ACLU-FL, subject to the policies of the ACLU-FL and the ACLU.

3. The Chapter board of directors shall hold meetings at least once every three months.

4. Each Chapter should meet its own expenses through fundraising activities but may receive loans or grants from the ACLU-FL upon approval of the Board. Each Chapter is authorized to expend and dispose of funds directly received by it through its own fundraising activities in accordance with the policies of the ACLU-FL, without obtaining approval from the Board. Each Chapter shall include the executive director as one of the signatories on all Chapter accounts.

5. A Chapter may sponsor student Chapters within the Chapter's geographical area, and may include a representative of each student Chapter on that Chapter's board of directors. Students may form Chapters with the consent of the Chapter in that geographical area.

6. Each Chapter must adopt Bylaws which comply with the Articles of Incorporation, these Bylaws and policies established by the Board and sent to the Chapters. The Bylaws of each Chapter, and all subsequent amendments to them, must be submitted to and approved by the Board.

7. The Board reserves the right to review and approve the nomination and election procedures of each Chapter, which must include provision for members of the ACLU in the geographical area of the Chapter to have a reasonable opportunity to elect the Chapter's Board of Directors.

8. Directors of a Chapter must be members of the ACLU-FL and must reside or be employed in the geographical area of the Chapter.

9. Each Chapter shall hold an annual meeting of its membership.

10. Each Chapter shall promptly provide to the office of the ACLU-FL copies of its essential documents, including:

- a. current Chapter's Bylaws,
- b. annual financial reports,
- c. monthly bank statements,
- d. annual affirmative action reports,
- e. annual reports of activities, and
- f. minutes of the Chapter board of directors' meetings.

11. Chapters shall not join in any coalition or other ongoing relationship with any non-ACLU organization without prior Board approval. However, Chapters may co-sponsor a particular meeting or other single event with another organization, provided that: (a) the co-sponsorship is approved by the Chapter's board of directors; (b) the event is germane to the mission of the ACLU and advances civil liberties goals; and (c) the event does not involve the ACLU-FL in participation or the appearance thereof in partisan political activities.

12. The Board may suspend or remove a Chapter or limit or revoke the authority of a Chapter to undertake actions in its ACLU capacity, provided that such sanction may not be imposed except in accordance with the following procedures:

- a. The proposed sanction shall be scheduled by the Executive Committee for consideration on the agenda at the next regular or special meeting of the Board;
- b. Written notice of the proposed sanction shall be sent by the Executive Committee to the subject Chapter's board of directors, no later than thirty days prior to the regular meeting or five days prior to the special meeting at which the proposed sanction will be considered;
- c. At the noticed meeting, after affording the subject Chapter an opportunity to be heard, the proposed sanction will be considered and voted upon;
- d. Such sanction shall become effective immediately upon an affirmative vote of two-thirds (2/3) of the directors present at the meeting. Upon such affirmative vote, all representatives of the affected Chapter shall cease to be directors.
- e. Notwithstanding the above, the Executive Committee may temporarily suspend a Chapter on an emergency basis, provided, however, that the suspension shall be reviewed at the next meeting of the Board in accordance with subparagraphs a - d above, at which meeting the representatives of the suspended Chapter shall retain the right to vote.

Article XII: Biennial Conference

1. The delegation from the ACLU-FL to the ACLU Biennial Conference (“biennial delegates”) shall be determined by the formula established by the national office of the ACLU.
2. Biennial delegates shall be elected by the Board at a regularly scheduled meeting at which such election has been noticed.
3. Biennial delegates from the ACLU-FL to the Biennial must be members of the ACLU but are not restricted to directors.

Article XIII: Membership Referendum

1. Any policy position shall be subject to a referendum vote by the members of the ACLU-FL, via mail ballot, if requested by any fifty members of the ACLU-FL including three directors, or one hundred members of the ACLU-FL representing at least three Chapters.
2. The results of any referendum shall be binding if one-third (1/3) of the members of the ACLU-FL shall vote and more than two-thirds (2/3) of those voting shall favor a particular policy.

Article XIV: Amendment of Articles of Incorporation or Bylaws

1. Any director may propose a written amendment to the Articles of Incorporation or to these Bylaws at any meeting of the Board. If approved by a majority vote of directors present at that meeting, the text of the proposed amendment shall be transmitted in writing to the entire Board, not less than thirty days prior to the next regular meeting of the Board, for final approval and ratification.
2. In order for the proposed amendment to be finally approved and ratified, it must receive at that next regular meeting of the Board an affirmative vote of two-thirds (2/3) of all directors.

Board of Directors, March 13, 2004; amended (Article III, 4), September 10, 2005