

**BYLAWS OF  
FRIENDS OF JACKSONVILLE BEACH ELEMENTARY, INC.  
A FLORIDA CORPORATION NOT FOR PROFIT  
(Rev. February 2023, Approved)**

**ARTICLE I. NAME**

The name of the organization is Friends of Jacksonville Beach Elementary, Inc. It may also be known as FOJBE as well as FOJBE Parent Teacher Organization (PTO).

**ARTICLE II. OFFICES**

The principal office of this organization in the State of Florida is located at 315 10<sup>th</sup> Street South, Jacksonville Beach, FL 32250 in Duval County.

**ARTICLE III. PURPOSE**

The purpose of the corporation is to create an inclusive organization that brings together students, family, faculty and administration in a setting that enhances the fabric of our school community by:

- Promoting communication and cultivating a sense of community between parents, students, and faculty through monthly meetings and school-based family engagement activities.
- Enhancing our educational environment by raising funds for educational materials and programs, innovative instructional support, and technology.
- Recruiting and coordinating volunteers for programs and projects that support and enrich the whole child and educational goals.
- Working in partnership to serve and advocate for all students and helping create a safe and healthy learning environment where students excel and feel confident in themselves.

**ARTICLE IV. MEMBERSHIP**

**Section 1.** Membership in FOJBE will be made available to any individual who subscribes to the mission of the organization without regard to race, color, religion, sex, national origin, age, disability, sexual orientation, gender identity, marital status, genetic information, protected veteran status, or any other characteristic protected from discrimination by law.

**Section 2.** Only members of the association are eligible to participate in the business meetings, unless invited, or to serve in any of its elective or appointive positions.

**Section 3.** The organization will conduct an annual enrollment/registration of members, but persons may be admitted to membership at any time.

**Section 4.** Each member of the organization may pay annual dues to this organization as

determined by the executive committee.

**Section 5.** For the purpose of annual enrollment, the membership year will be July 1 through June 30.

**Section 6. Voting:** Each adult member present at a meeting is eligible to vote. Absentee or proxy votes are not allowed.

## **ARTICLE V. OFFICERS AND THEIR ELECTION**

**Section 1.** Each officer of this organization must be an adult member of the organization.

### **Section 2. Officers and Their Election:**

- a. The officers of this organization will consist of a minimum of three (3) positions which are president, treasurer, and secretary.
- b. The officers of this organization may consist of a maximum of fifteen (15) positions due to job sharing which are president (2), treasurer (1), secretary (2), Business Partner Liaison (2), Vice President of Programs (3 – Fall, Spring, and Year Long), Vice President of Membership (2), and Vice President of Fund Raising (2).
- c. Officers will be elected annually in the month of May/June. The vote must be by ballot (or equivalent electronic means) unless only one (1) person (or set of people for job sharing) is nominated for the office. A majority vote of the membership present shall elect.
- d. Except for the treasurer, officers shall assume their official duties following the end of the school year and shall serve for a term of one year or until their successors are elected. The treasurer shall assume all duties after the books have been audited.

### **Section 3. Nominating Committee:**

- a. There will be a nominating committee composed of at least three (3) and always an uneven number who will be elected by the membership at a regular meeting at least one month prior to the election of officers. The president will appoint a chair pro tem who will call the first meeting. The committee will elect its own chair.
- b. The nominating committee will nominate one person (or more if job sharing) for each office to be filled and report its nominees at the election meeting at which time additional nominations may be made from the floor. In order to be nominated, a person must be an adult member of this organization.
- c. Only those persons who have consented to serve if elected will be nominated for or elected to such office.

- d. Members of the nominating committee may be elected to office.

**Section 4. Vacancies:** A vacancy occurring in the office of president will be filled for the remainder of the unexpired term by the co-president if there is one. In the absence of a co-president, the vacancy will be filled by a Vice President. A vacancy in any other office shall be filled for the unexpired term first by a co-officer if possible. If not possible, the vacancy shall be filled by a person elected by a majority vote of the membership present.

**Section 5. Removal:** An elected officer can be removed from office for failure to fulfill his/her duties, after reasonable notice, by a majority vote of the Executive Committee.

**Section 6.** A member whose dues have not been paid at least 30 days prior to the annual election meeting may not vote in the annual election of officers.

**Section 7.** Any person holding an elected or appointed position in this organization shall serve for the designated term unless a replacement/successor is elected or appointed.

**Section 8. Executive Committee:**

- a. The executive committee shall consist of the elected officers.
- b. The duties of the executive committee shall be to transact necessary business in the interval between general meetings.
- c. The majority of the executive committee shall constitute a quorum.
- d. Meetings of the executive committee shall be held as needed.

**Section 9. Compensation:** The elected officers of the organization shall not receive any compensation from the organization solely for serving as an officer.

**Section 10. Liability:** The elected officers of the organization shall not be personally liable for its debts, liabilities or other obligations incurred in good faith on behalf of the organization.

**ARTICLE VI. DUTIES OF OFFICERS**

**Section 1.** The president(s) shall ensure the organization's purpose, preside at all meetings of the organization, coordinate the work of the officers and committees of the organization, and ensure membership input is gathered for incorporation in the annual budget and school improvement priorities.

**Section 2.** The vice-president(s) shall act as aide(s) to the president and shall in their designated order perform the duties of the president in the absence or disability of that officer to act.

- a. The 1<sup>st</sup> vice-president shall serve as Programs Chair.
- b. The 2<sup>nd</sup> vice-president shall serve as Membership Chair.
- c. The 3<sup>rd</sup> vice-president shall serve as Fundraising Chair.

**Section 3.** The secretary shall record the minutes of all meetings of the organization and , prepare all written communications as directed by the organization or by the executive board and shall perform such other duties as may be delegated.

**Section 4.** The business partner liaison shall:

- a. Recruit PTO business partners.
- b. Coordinate with the treasurer to collect business partner donations.
- c. Coordinate with officers and program chairs to ensure that business partnership package benefits are fulfilled (i.e. banners, t-shirt logos, event sponsorships, social media, and/or other benefits based on the current package setup).
- d. Communicate with business partners as needed throughout the year.

**Section 5.** The treasurer shall:

- a. Have custody of all the funds of the organization;
- b. Keep a full and accurate account of receipts and expenditures;
- c. Make disbursements in accordance with the approved budget, as authorized by the organization.
- d. Ensure at least three (3) signatures of current elected officers are on file at the bank, with two (2) signatures required on all checks.
- e. Present a financial statement at every meeting of the organization and at other times when requested by the Executive Committee and shall make a full report at the annual meeting.
- f. Have their accounts examined annually by an independent Certified Public Accountant who, satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditor shall be determined by the Executive Committee. The treasurer shall give a report at the next regular meeting after the audit is completed.

- g. Perform all financial duties as required by the organization's general liability insurance policy.
- h. Ensure all checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization are requested properly based on the FOJBE Policy on Expenditures.
- i. Ensure membership input is incorporated in the annual budget and school improvement priorities.

**Section 6.** All officers shall:

- a. Perform the duties prescribed in these bylaws.
- b. Deliver to their successors all official material not later than ten business days following the end of the school year.

**ARTICLE VII. GENERAL MEMBERSHIP MEETINGS**

**Section 1.** General meetings of the organization shall be held at least eight (8) times during the school year. Notice of the meeting will be given to the membership at least seven (7) calendar days' prior to the meeting date.

**Section 2.** Special meetings may be called by the Executive Committee with at least seven (7) calendar days' notice being given.

**Section 3.** The last general meeting of the organization shall be held in May/June and shall be known as the annual meeting.

**Section 4.** A minimum of ten (10) members shall constitute a quorum for the transaction of business in any meeting of the organization.

**ARTICLE VIII. PROGRAM CHAIRS AND COMMITTEE**

**Section 1.** The Executive Committee may create program chairs and committees as it deems necessary to carry on the work of the organization. The term of each chair shall be one year and/or until a successor has been named.

**Section 2.** The chair shall consult with Vice President Programs and/or President and receive approval for any proposed contracts and purchases. No committee work or debts shall be undertaken without the consent of the Executive Committee. All program expenses shall be reimbursable as approved and according to the FOJBE PTO Policy on Expenditures.

**Section 3.** The power to form special committees and appoint their members rests with the

organization and the Executive Committee.

**Section 4.** The president(s) shall be a member ex-officio of all committees except for the nominating committee.

#### **ARTICLE IX. FISCAL YEAR**

The fiscal year of the organization shall begin on July 1 and end on the following June 30.

#### **ARTICLE X. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the association in all cases in which they are applicable.

#### **ARTICLE XI. AMENDMENTS**

**Section 1.** These bylaws may be amended at any general meeting of the organization by a two-thirds (2/3) vote of the members present and voting, provided that notice of the proposed amendment shall have been given at least thirty (30) calendar days prior to the meeting at which the amendment is voted upon.

**Section 2.** The amendment shall become effective immediately.

**Section 3.** A committee may be appointed at any time to review and revise the bylaws of the organization.

#### **ARTICLE XII. DISSOLUTION**

**Section 1.** The organization may be dissolved with a two-thirds (2/3) vote of members present.

**Section 2.** In the event of dissolution, any funds remaining shall be donated to Jacksonville Beach Elementary School.

#### **ARTICLE XIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the maximum extent permitted by law, every person who acts or has acted in good faith as an elected officer, chair, or committee member of the organization shall be indemnified by the organization for any judgment or award obtained against him or her and for all expenses and costs actually and necessarily incurred by such person, including reasonable attorney's fees, in connection with the defense of any claim, action, suit, or proceeding in which such person is made party by reason of him or her being or having been an elected officer, chair, or committee member of the organization. In the event of any such claim, action, suit or proceeding is instituted against an elected officer, chair, or committee member of the organization, the organization shall have the right to enter into a settlement or compromise in regard thereto as may be deemed advisable by the elected officers of the organization. The right of indemnification provided herein shall be in addition to any rights which an elected officer, chair, or committee member may be entitled to by contract or as a matter of law, including, without limitation, indemnification rights provided by the Florida Not For Profit Corporation

Act.