

# BYLAWS OF FLORIDA RENAL ADMINISTRATORS ASSOCIATION

## ARTICLE I

SECTION 1        **Name and Offices of the Corporation is:**

### **FLORIDA RENAL ADMINISTRATORS ASSOCIATION**

SECTION 2        **Offices:** The principle office of the association shall be located at the business office of the Treasurer. The corporation may have such other offices as the Board of Directors may determine.

SECTION 3        **Registered Office and Registered Agent:** The association shall have and continuously maintain in the State of Florida a registered office and a registered agent as required by the Florida Not For Profit Corporation Act. The registered office may, but need not be identical with the principle office of the corporation, and the address of the registered office and the identity of the registered agent may be changed from time to time by the Board of Directors. The corporation is registered as a 501(c).

## ARTICLE II

### **MISSION & PURPOSE**

SECTION 1        **Mission:** The Mission of the Florida Renal Administrators Association (FRAA) is to provide a consolidated, focused, and multi-disciplinary forum to improve access and quality of care for Florida's Chronic Kidney Disease patients.

SECTION 2        **Purpose:** *Purpose* of the corporation is to promote awareness and provide a forum for which to lead, partner, organize, educate, and serve as a state and national representation for the various persons involved with or those being treated for Chronic Kidney Disease in the State of Florida, thereby serving as a resource for the development of state and national policy concerning kidney disease.

## ARTICLE III

### MEMBERS

#### SECTION 1 MEMBERSHIP:

***Regular Members:*** Any individual with administrative responsibility or experience in an ESRD facility or in the renal industry.

***Associate Member:*** Any interested individual who desires to support and promote the goals of the Association by becoming an Associate Member.

***Corporate/Industry Member:*** Corporate/Industry membership may be offered or discontinued at the discretion of the Board of Directors. Corporate memberships shall be considered as an adjunct to support fundraising and partnership efforts in support of the corporation Bylaws Article II Section 1 and 2.

SECTION 2       ***Application for Membership:*** All eligible persons wishing to be members of the corporation shall submit an application for the membership in such a form as the Directors of the corporation may from time to time prescribe. Upon acceptance of such application and the payment of dues as provided in Article XI of these by-laws the applicant shall be considered a member in good standing of the association.

***Corporate Membership:*** Eligible corporations shall be accepted as a member at such time when the Board of Directors Treasurer has received payment of corporate dues, as determined by the Board of Directors and application has been submitted and approved by the Board of Directors.

SECTION 3       ***Voting Rights:*** Each regular member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Each corporate membership shall be entitled to one vote by a single designated corporate representative. Corporate and regular memberships mutually exclusive.

SECTION 4            **Termination of Membership:** The Board of Directors by affirmative vote of the majority of the members of the Board may suspend or expel any member or cancel any membership for cause and may, by majority vote of those present at any meeting of the Board, terminate membership of any member who becomes ineligible for membership, or suspend, or expel any member who shall be in default in the payment of dues or assessments for the period fixed in Article XI of these by-laws.

SECTION 5            **Resignation:** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

SECTION 6            **Reinstatement:** Upon written request signed by a former member and filed with the Secretary, the Board of Directors may by affirmative vote of the majority of the members of the Board reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 7            **Transfer of Membership:** Membership in this association is not transferable or assignable.

SECTION 8            **Non-Member:** Guests of members may be invited by a member and allowed to participate in the educational session of meetings of the association. The Board of Directors may designate a fee for the guest attendees.

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## ARTICLE IV

### Board of Directors

- SECTION 1        **General Powers:** The business of the association shall be managed by its Board of Directors.
- SECTION 2        **Number, Tenure, and Qualifications:** The association shall have up to nine (9) Directors who shall be the four (4) Officers, four (4) Directors at Large, and the immediate Past President. The President shall serve a term of 2 years, with no greater than 2 consecutive terms plus one additional year serving the Board as the Immediate Past President. With the exception of the "Transition Year(s)" as defined in Article IV, Section 3 the remaining Directors serving as a Director of the Association shall be a member of the corporation. There shall not be any greater than 3 (three) Directors representing a single company serving on the board during the same term.
- SECTION 3        **TRANSITION YEAR(S):** Transition of the corporation from a current *No Term Limits* Board to a Board of Directors governed by *Term Limits* shall be initiated as a staggered process beginning in July 2012, and starting with the position of President. The 2011-2012 President shall vacate Office of President to begin a one year term as Immediate Past President on the 2012-2013 Board of Directors. The 2011-2012 Vice President shall move into title of President on the final day of the Associations' Annual Meeting in July 2012, for a single two year term (2012-2014). Followed immediately by an additional one year term (2014-2015) as Immediate Past President. The remaining Board of Directors positions shall be filled via general election of the voting members of the corporation during the association's 2012 annual meeting. During the 2012 "transition year", the members shall elect a new Vice President to a two (2) year term, to be immediately followed by a two (2) year term as President beginning in July 2014, on the final day of the Associations' Annual Meeting. The 2011-2012 Secretary, Treasurer, and the remaining 2011-2012 Board Members shall be elected at the 2012 Annual meeting for a 2 year term. The Board may appoint a bookkeeper/accountant at their discretion to assist.
- SECTION 4        **Regular Meeting:** A regular meeting of the Board of Directors shall be held at least once a year. The Board of Directors may provide by the resolution the time and place for the holding of additional meetings of the Board with notice of such resolution.

- SECTION 5        **Special Meetings:** Special meetings of the Board of Directors may be called by, or at the request of, the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place for holding any special meeting of the Board called by them.
- SECTION 6        **Notice:** Notice of all meetings of the Board of Directors shall be given at least ten (10) days previous thereto by written notice delivered personally, sent by mail, or email to each Director and Member.
- SECTION 7        **Quorum:** Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that at least 3 Officers and 2 Directors are present.
- SECTION 8        **Manner of Acting:** The act of majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise prohibited by law or by these bylaws.
- SECTION 9        **Vacancies:** Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor as stated in Article IV Section 3.
- SECTION 10       **Compensation:** Directors shall not receive any salaries or compensation for their services.
- SECTION 11       **Informal Action by the Directors:** Any action required to be taken at a meeting of the Board of Directors of the association may be taken without a meeting if a consent in writing, setting forth the actions to be taken shall be signed by a majority of the Directors of the association.

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## ARTICLE V

### Officers/Directors

- SECTION 1        **Officers/Directors:** The officers of the corporation shall be a President, Vice President, Treasurer, and Secretary. Officers must be members of the corporation. The Board may include up to five (5) Directors at Large and one (1) Immediate Past President. The Board of Directors has the power to as deemed necessary to adjust the number of Officers and/or Directors via a majority vote to do so by the Board of Directors.
- SECTION 2        **Election and Term of Office:** The Corporation shall hold annual elections to fill vacancies as determined by the Board of Directors and in accordance with these bylaws. Vacancies may be filled by the Board of Directors. Immediate Past President shall hold a term of one (1) year immediately following his/her final term as President. The Vice President shall automatically fulfill the vacancy created as the Outgoing President transitions to Immediate Past President Term. With the exception of Article IV Section 2, all other Board of Directors shall be elected to a two (2) year term with no more than two (2) consecutive terms.
- SECTION 3        **Removal:** Any officer elected or appointed by the Board of Directors may be removed by the Boards of Directors whenever in its judgment the best interests of the association would be served. Such removal shall be without prejudice to the rights of the person so removed.
- SECTION 4        **Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

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SECTION 5        **President:** The President shall be the principle officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and Board of Directors. He may sign, with the Secretary or other proper officer of the corporation authorized by the Board of Directors, any agreement, contracts, or other instruments with the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated in writing by the Board of Directors, by these bylaws or by the statue to some other officer or agent of the corporation; and in general shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors from time to time. President shall have served a minimum of one (1) term as Vice President.

SECTION 6        **Vice President:** In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of the of and be the subject to wall the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Vice President shall fulfill the position of President upon the outgoing President's end of term.

SECTION 7        **Treasurer:** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum with surety or sureties of the Board of Directors shall determine. He/she shall have charge of and be responsible for fund due and payable to corporation from any source whatsoever, and deposit all fund in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with provisions of Article VII of these bylaws.

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SECTION 8        **Secretary:** The Secretary shall keep the minutes of the meetings of the Members and Board of Directors in one or more books provided for the purpose; see that all notices are duly given in accordance with the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by the Treasurer or their designee such member; and in general perform all duties incident to the office of Secretary and such others duties as from time to time may be assigned to him by the President or by the Board of Directors.

## ARTICLE VI

### Committees

SECTION 1        **Committee of Directors:** The Board of Directors, by resolution adopted by a majority of the Directors in office may designate one or more committees, each of which shall consist of one (1) Director and such association member as may be necessary.

SECTION 2        **Presidential Committees:** Other committees not having and exercising the authority of the Board of Directors in management of the corporation may be designated by the President. Members of each committee provided for in this Article shall be members of the association. Any member of any such committee may be removed by the President whenever in his judgment the best interests of the association shall be served by such removal.

SECTION 3        **Chairman:** One member of each committee shall be appointed chairman by the President.

SECTION 4        **Vacancies:** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 5        **Quorum:** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority vote of the whole committee shall represent the charge of the committee.

SECTION 6        ***Rules:*** Each committee may adopt rules for its own governance not inconsistent with these by-laws or with rules adopted by the Board of Directors.

## ARTICLE VII

### **Contracts, Checks, Deposits, and Funds**

SECTION 1        ***Contracts:*** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporations and such authority may be general or confined to specific instances.

SECTION 2        ***Checks, Drafts, ETC.*** All checks, drafts, or other orders for the payment of money; notes or other evidence of indebtedness issued in the name of the corporation , shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, such instrument shall be signed by the Treasurer or by the President or Vice-President of the corporation.

SECTION 3        ***Deposits:*** All funds of the corporation shall be deposited in a timely fashion to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4        ***Gifts:*** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose of the corporation.

## ARTICLE VIII

### Certificates of Membership

SECTION 1        ***Certificates of Membership:*** The Board of Directors may provide for the issuance of cards or other certificates evidencing membership in the corporation which shall be in such forms as may be determined by the Board. The name and address of each member and the date of issuance of the corresponding membership certificate shall be entered on the records of the corporation. If any such certificates shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

SECTION 2        ***Issuance of Certificates:*** When a person has been accepted for membership and has paid any dues that may then be required, a certificate of membership shall be issued in his/her name and forwarded to he/she by the Secretary, if the Board of Directors shall have provided for the issuance of the certificates of membership under the provisions of Section 1 of this Article.

## ARTICLE IX

### Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committee having any of the authority of the Board of Directors. The corporation shall keep at the registered or principle office or at the office of the Secretary or location as determined by the Board, a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

## **Fiscal Year**

The fiscal year of the corporation shall begin on the First Day of July and shall end on the Last Day of June in each year.

## **ARTICLE XI**

### **Payment of Dues**

SECTION 1        **Annual Dues:** The Board of Directors may by resolution review and adjust annual dues payable to the association by the members.

SECTION 2        **Payment of Dues:** Dues shall be due and payable at Annual Meeting. Dues are considered active for the fiscal year and are not prorated.

SECTION 3        **Assessments:** The Board of Directors by resolution may determine from time to time the amount and method of payment of uniform assessments payable to the corporation by the members to cover expenses reasonably incurred by the corporation.

## **ARTICLE XII**

### **OFFICIAL SEAL**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Florida".

## **ARTICLE XIII**

### **Waiver of Notice**

Whenever any notice whatever is required to be given under the provisions of the Florida General Not For Profit Corporation Act, or under the provisions of the Articles of Incorporation or by the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated thereon, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIV**

### **Distribution of Assets on Dissolution**

**In the event that the corporation shall be dissolved, voluntarily, or involuntarily, the Board of Directors, after providing for the outstanding debts and obligations of the corporation to one or more charitable organizations designated by the Board of Directors which are, or may become, engaged in activities which in the judgment of the Board are, or will be, beneficial to the improvement to access and/or quality of care for the patients in Florida that suffer from chronic kidney disease. The Board may at its discretion define the purposes to which said assets may be applied. In no event shall any of corporation's assets be distributed to any present or former member of the corporation.**

## **ARTICLE XV**

### **Amendments to Bylaws**

**These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Board of Directors of the corporation or at any duly convened special meeting thereof. Such alterations or amendments must be ratified by a majority of responding, voting members.**

## **ARTICLE XVI**

### **Indemnification**

**The membership shall indemnify the Board of Directors against any action brought against the officers, directors, or organization so long as the action pertains solely to affairs of the association.**



**Approved and accepted by the 2011-2012 Board of Directors**

**Signed By:** \_\_\_\_\_ **President**

\_\_\_\_\_ **Vice President**

\_\_\_\_\_ **Secretary**

\_\_\_\_\_ **Treasurer**

\_\_\_\_\_ **Director**

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