

# **FLORIDA CLEFT PALATE-CRANIOFACIAL ASSOCIATION, INCORPORATED**

## **BYLAWS**

### **ARTICLE I CORPORATION YEAR**

The fiscal year and the membership year shall coincide and be in effect from January 1 to December 31. Duration of membership, collection of dues, issuance of publications and all other official activities of the Corporation shall be determined on the basis of the calendar year.

### **ARTICLE II MEMBERSHIP**

#### **Section 1. CLASSES OF MEMBERSHIP**

A. Active Member - To be qualified as an Active Member of the Corporation, the applicant must hold the appropriate license or certification in the area of specialty. An Active Member must be accredited in a related professional field and have displayed an interest in the rehabilitation of persons with cleft palate, cleft lip, and other craniofacial anomalies.

B. Honorary Member - Honorary Membership may be conferred upon such persons who have distinguished themselves by their scientific contribution or by benefactions to the advancement of cleft palate, cleft lip, and craniofacial rehabilitation.

C. Student Member - To be qualified as a Student Member of the Corporation, the applicant must be a full time student in an academic institution working toward professional accreditation, display an interest in the rehabilitation of persons with cleft palate, cleft lip, and other craniofacial anomalies and be recommended in writing by a member of the faculty of such academic institution.

D. Associate Members - Persons, including parents, with an interest in cleft palate, cleft lip, and other craniofacial anomalies.

E. Life Member - May be conferred by unanimous vote of the Board of Directors upon Active Members of the Corporation at the time of their professional retirement.

F. Guests - Other persons who may attend meeting sessions upon the approval of the Board of Directors

## Section 2. RIGHTS AND PRIVILEGES OF MEMBERSHIP

All classes of membership shall be entitled to attend the scientific meetings of the Corporation. Only Active Members in good standing shall be eligible to vote, hold office, or be members of committees. All dues-paying members shall receive the publications of the Corporation.

## Section 3. ADMISSION TO MEMBERSHIP

The names of persons seeking membership shall be sent on an application form to the Secretary. The Secretary shall, after careful study of the candidate's qualifications, make his or her recommendation to the board of directors. Following action by the board of directors, the applicant will be informed of the decision.

## Section 4. ADMISSION FOR HONORARY MEMBERSHIP

Honorary Membership is conferred by unanimous vote of the board of directors. Honorary Membership, signifying the respect and esteem of the Corporation shall be conferred by the board of directors upon distinguished persons within the area of interest of the Corporation.

## Section 5. TERMINATION OF MEMBERSHIP

Termination of membership may be by voluntary resignation, as a result of non-payment of dues, or by action of the board of directors. The membership of any Active or Associate Member of the Corporation shall be terminated for non-payment of dues if dues are more than six (6) months in arrears. Such termination of membership shall occur after failure of response to notification sent to the member's last address of record with the Corporation at least thirty (30) days prior to termination.

### **ARTICLE III DUES**

#### **Section 1. AMOUNT OF DUES**

Dues shall be determined by the board of directors with the approval of the majority of the directors present at a regular meeting. Only Active and Associate Members shall be liable for dues. Honorary, Life, and Student Members shall not pay dues.

#### **Section 2. PAYMENT OF DUES**

All dues are payable upon proper notification by the Treasurer. All Active and newly elected members shall be billed for their dues prior to the Annual Meeting. Dues must be paid to the Treasurer by April 1.

#### **Section 3. DELINQUENCY IN PAYMENT OF DUES**

Members who have not paid their dues by April 1 shall be notified in writing of the amount due. Members who have not paid their dues by May 1 shall be contacted by the board of directors or an officer of the Corporation to encourage continued affiliation and payment of dues. Members who fail to pay their dues by July 1 shall be dropped from membership after notification from the Treasurer.

An individual who has been dropped for non-payment of dues may be reinstated to membership by payment of dues, submission of a new application and approval of the board of directors. The board of directors may extend the time for payment of dues or may exempt members from dues under extenuating circumstances.

### **ARTICLE IV MEETINGS**

#### **Section 1. NUMBER OF MEETINGS**

The Corporation shall hold as many scientific and business meetings as may be determined by the board of directors to be in the best interest of the Corporation.

#### **Section 2. ANNUAL MEETING**

An annual meeting (“Annual Meeting”) of the Corporation and its members shall be held each year at a time and in a place to be determined by the board of directors. In periods of emergency, the board of directors may, by two-thirds ( ) vote, cancel the Annual Meeting. In that case, the board of directors shall be empowered to transact all business that would ordinarily be brought before that meeting.

There shall be at least one formal business meeting of the Corporation and its members at each Annual Meeting. The Active Members that are present at the Annual Meeting shall constitute a quorum for purposes of the transaction of Corporation business at the Annual Meeting. Only Active Members shall be allowed to vote.

**Section 3. REGISTRATION FEES FOR MEMBERS**

The board of directors shall determine Corporation meeting fees. Students may attend scientific sessions without fee. Non-members shall pay a registration fee as determined by the board of directors.

**ARTICLE V  
PUBLICATIONS**

**Section 1. CLEFT PALATE BULLETIN**

A Bulletin and/or Newsletter shall be published by the Corporation under the direction of the Editor. It shall be distributed free to all dues-paying members of the Corporation as one of their rights of membership. Non-members who wish to receive the Bulletin shall be charged a nominal fee, payable to the Treasurer. Charges may be waived by action of the board of directors.

**Section 2. MEMBERSHIP DIRECTORY**

An Annual Directory of members of the Corporation will be published each year, under the direction of the Secretary. The Directory will be distributed free to all dues-paying members of the Corporation and to recipients of the Bulletin.

**Section 3. OTHER PUBLICATIONS**

Special publications of a professional or educational nature in the area of the Corporation's interest may be issued after recommendation by the Editor, with the approval of the board of directors.

**ARTICLE VI  
BOARD OF DIRECTORS**

**Section 1. GENERAL POWERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of directors.

## Section 2. NUMBER, TENURE, AND QUALIFICATION

The number of directors of the Corporation shall be twelve (12). The number of directors may be increased or decreased from time to time by amendment of these bylaws, provided the Corporation shall always have at least three (3) directors. The directors shall include the six (6) officers of the Corporation and six (6) Counselors-at-Large. Each director who is also an officer shall hold office until the next annual meeting of members or until their term of office has expired, whichever occurs later, and until his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death. Each director who is a Counselor-at-Large shall hold office for two (2) years until the second annual meeting of members following his appointment and until his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death.

## Section 3. COUNSELORS-AT-LARGE

The six (6) Counselors-at-Large on the board of directors shall be selected such that each of the following specialties is represented: Dentistry, Medicine, Speech Pathology-Audiology, Nursing, Social Work or Psychology, and Patients and Families.

The duties of each Counselor shall be to:

- A. Act as liaison to the counselor's professional group for continuing education units and other activities of interest to the members of the Corporation.
- B. Assist the Program Chair in distribution of Symposium information to members within their respective professions and areas of interest and participate at the registration table for the Annual Meeting and Symposium.
- C. Provide updated information regarding the regulation of their respective continuing education activities prior to the first board of directors meeting after the Annual Meeting. Coordinate efforts and take all responsibility to obtain continuing education units within their respective professions for the Corporation.
- D. Assist the Secretary in recruiting new members for the Corporation from the groups they represent.

## Section 4. ANNUAL AND REGULAR MEETINGS

The annual meeting of the board of directors shall be held without other notice than this bylaw immediately after and at the same place as the annual meeting of members. The board of directors shall regular meetings at least once each calendar quarter for the conduct of regular business of the Corporation. The board of directors may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution.

## Section 5. SPECIAL MEETINGS

Special meetings of the board of directors may be called by the President or by any two directors. The person or persons who call a special meeting of the board of directors may fix the place for holding such special meeting.

## Section 6. NOTICE

Notice of any special meeting shall be given at least five (5) days before the meeting by written notice delivered personally, by mail, or by electronic mail to each director at his business address, unless in case of emergency, the chairman of the board of directors or the President of the Corporation shall prescribe a shorter notice to be given personally or by electronic mail to each director at his residence or business address. If a notice of meeting is mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting, before or after the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

## Section 7. QUORUM

One-third of the number of directors fixed pursuant to Section 2 of this article shall constitute a quorum for the transaction of business at any meeting of the board of directors. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

## Section 8. MANNER OF ACTING

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

## Section 9. VACANCIES

Any vacancy occurring in the board of directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall hold office only until the next annual meeting of members and until his successor shall be elected and qualified or until his earlier resignation, removal from office, or death.

#### Section 10. PRESUMPTION OF ASSENT

A director of the Corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

#### Section 11. CONSTRUCTIVE PRESENCE AT A MEETING

A member of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

#### Section 12. ACTION WITHOUT A MEETING

Any action required by law to be taken at any meeting of the directors of the Corporation or any action which may be taken at a meeting of the directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the directors or all of the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board or of the committee, and such consent shall have the same effect as a unanimous vote.

### **ARTICLE VII OFFICERS**

#### Section 1. NUMBER

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, Editor, Immediate Past President, each of whom shall be members of the board of directors and elected by the board of directors. Additional vice presidents and such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors.

#### Section 2. ELECTION AND TERM OF OFFICE

The officers of the Corporation to be elected by the board of directors shall be elected annually by the board of directors at the regular meeting of the board of directors held after each annual meeting of the members; provided, however, that the Editor shall serve a three (3) year term. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death.

### Section 3. REMOVAL

Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

### Section 4. VACANCIES

A vacancy, however occurring, in any office may be filled by the board of directors for the unexpired portion of the term.

### Section 5. PRESIDENT

The President shall be the principal executive officer of the Corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business affairs of the Corporation. He shall, when present, preside at all meetings of the members and of the board of directors, unless the board of directors has elected a chairman of the board and the chairman of the board is present at such meeting. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall in general perform all duties as from time to time may be assigned to him by the board of directors. The duties of the President shall also include supervision of the Corporation's scientific and clinical programs, appointment of all committees, and serving as an ex-officio member of all committees of the Corporation.

### Section 6. VICE PRESIDENT

In the absence of the President or in the event of his death or his inability or refusal to act, the Vice President shall have the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or the board of directors. The Vice President shall serve as Chair of the Program Committee and shall be responsible for the program of the Annual Meeting.

### Section 7. SECRETARY

The Secretary shall: (a) keep the minutes of all the meetings of the members and the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of 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; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) have general charge of the membership book of the Corporation; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the board of directors. The Secretary shall also be responsible for processing and evaluating any membership applications received by the Corporation for decision by the board of directors.

#### Section 8. TREASURER

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the board of directors. If required by the board of directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. A report of the financial state of the Corporation shall be presented by the Treasurer at each Annual Meeting.

The Treasurer is authorized to approve non-budgeted expenditures if it is not possible to obtain approval of the board of directors, provided that the expenditure is in the best interest of the Corporation and does not exceed Five Hundred Dollars (\$500). If the expenditure is more than Five Hundred Dollars (\$500) or if the Treasurer does not approve the payment, the matter may be taken to the Emergency Expenditures Committee, consisting of the President, Vice President, and Secretary, and the decision of that Committee will be final.

#### Section 9. EDITOR

The Editor shall (1) be responsible for the development of a program of publications for the Corporation, (2) edit all publications of the Corporation, and (3) advise and assist the membership of the Corporation in publication matters.

#### Section 10. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve as a voting member of the board of directors and shall be responsible for making director and officer candidate nominations to the members and board of directors.

## **ARTICLE VIII RESIGNATIONS**

Any director or officer of the Corporation may resign at any time by giving written notice to the board of directors, to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the board of directors.

## **ARTICLE IX CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

### Section 1.     **CONTRACTS**

The board of directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, unless otherwise restricted by law. Such authority may be general or confined to specific instances.

### Section 2.     **LOANS**

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

### Section 3.     **CHECKS, DRAFTS, ETC.**

All checks, drafts, or other orders for the payment of money, notes, or other evidences 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.

### Section 4.     **DEPOSITS**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors may select.

## **ARTICLE X COMMITTEES**

### **Section 1. FINANCE COMMITTEE**

The board of directors shall have a finance committee that shall consist of the President, Treasurer, and Editor. The Treasurer shall act as Chairperson. The Finance Committee shall be responsible for the preparation and presentation of the annual Corporation budget to the board of directors and for the preparation and presentation of the budget for the Annual Meeting, which shall be provided to the board of directors at or before the regular meeting of the board of directors during the second calendar quarter of the year immediately preceding such Annual Meeting.

### **Section 2. PROGRAM COMMITTEE**

The board of directors shall have a program committee that shall be chaired by the Vice President and shall consist of persons appointed by the Vice President. The Committee shall have the responsibility for all aspects of the Annual Meeting program and shall maintain communication with the Local Arrangements Committee and the board of directors.

### **Section 3. LOCAL ARRANGEMENTS COMMITTEE**

The board of directors shall have a local arrangements committee that shall consist of those Counselors-at-Large that are in the second year of their term as Counselors-at-Large. The Committee shall have the responsibility for all aspects of the local planning for the Annual Meeting and shall maintain communication with the Program Committee and the board of directors.

### **Section 4. SCHOLARSHIPS AND GRANTS COMMITTEE**

The board of directors shall have a scholarships and grants committee that shall consist of the President, Secretary, Immediate Past President, and such other persons as appointed by the President. The President shall act as Chairperson. The Scholarships and Grants Committee shall have the responsibility for all aspects of the receipt, evaluation, and forwarding of the scholarship and grant applications to the board of directors for its decision, as well as for the notification of award to the recipients.

### **Section 5. AD HOC COMMITTEES**

The President shall appoint such committees as may be necessary to conduct the scientific, clinical, educational, and other affairs of the Corporation.

## **ARTICLE XI HONORS OF THE CORPORATION**

Honors of the Corporation shall represent the highest expression of respect and gratitude of the Corporation and shall be granted to individuals whose service and accomplishments have advanced or appear destined to advance the ideals of the Corporation. This award may be granted only by unanimous approval of the board of directors.

## **ARTICLE XII NOMINATIONS AND ELECTIONS**

A nomination for each director to be elected by the members shall be presented by the Immediate Past President to the board of directors at least ninety (90) days prior to the Annual Meeting. Upon approval of the board of directors, this slate of nominees shall be presented to all voting members of the Corporation.

All elections shall take place at the Annual Meeting of the Corporation. Nominations will be accepted from the floor at the Annual Meeting, provided that all nominees are Active or Associate members in good standing and have accepted the nomination in person.

## **ARTICLE XIII INDEMNIFICATION**

No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Not For Profit Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VIII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not For Profit Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the members or directors of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE XIV**  
**AMENDMENTS OF THE BYLAWS**

Amendments to these Bylaws shall be made by consent of more than fifty percent (50%) of the Active Members of the Corporation present at any duly convened business meeting of the Corporation.