

# Board of Directors Manual

Florida Sheriffs Association



FSA has developed this manual to ensure you have the information needed to effectively serve as a Board Member. If at any time you would like more information, please don't hesitate to reach out to FSA staff.

## How to Use this Manual

There are four sections of the manual: Governance, Administrative Directives, Minutes and Finance. Below are details about what materials are in each section and why they are there.

### Governance

This section provides information on what it means to serve in a leadership capacity for the organization. It begins with an overview, followed by responsibilities for each role on the Board. The Charter and Bylaws, the Strategic Plan, and the Annual Report are all included, as well as the Board Training slide deck (which is a high level of the manual), the Code of Ethics and FSA's organizational structure.

### Administrative Directives

The Administrative Directives were substantially revised in 2020. Administrative Directives are adopted by the Board and provide guidance to sheriffs and the Executive Director as to how the Association should be administered. Administrative Directives are divided into two groups: Governance and Sheriffs' Programs.

### Minutes

The Minutes Section contains minutes from the last calendar year of board meetings. This historical information is to equip you with the most recent topics and decisions made by the Board of Directors.

### Finance

Finally, as fiduciaries your responsibility is to know the FSA budget and to ensure proper oversight. FSA's budgets (proposed and adopted) are included in this section along with the most recent 990's. The audit is the final document that states FSA received the highest rating from the external auditors.



## Florida Sheriffs Association 2021-2022 Officers and Directors

### Officers:

President, Sheriff Bobby McCallum, Levy County  
Vice-President, Sheriff Al Nienhuis, Hernando County  
Secretary, Sheriff Bill Leeper, Nassau County  
Treasurer, Sheriff Bill Prummell, Charlotte County  
Immediate Past President, Sheriff Bobby Schultz, Gilchrist County

### Ex Officio Officers: (non-voting positions):

Chaplain, Sheriff Bill Farmer, Sumter County  
Sergeant-At-Arms, Sheriff Brian Lamb, Lafayette County

### Directors:

#### District 1:

Sheriff Mac MacNeill, Jefferson County  
Sheriff Tommy Ford, Bay County  
Sheriff Jared Miller, Wakulla County

#### District 2:

Sheriff Rick Staly, Flagler County  
Sheriff Gator DeLoach, Putnam County  
Sheriff Scotty Rhoden, Baker County

#### District 3:

Sheriff Mike Prendergast, Citrus County  
Sheriff Billy Woods, Marion County – Vice Chair of the Board  
Sheriff Dennis Lemma, Seminole County – Chair of the Board

#### District 4:

VACANT  
Sheriff Kevin Rambosk, Collier County  
Sheriff Will Snyder, Martin County

# Florida Sheriffs Association

## Governance Overview



Founded in 1893, the Florida Sheriffs Association has grown to be one of the largest and most successful state law-enforcement associations in the nation. FSA is made up of the 67 sheriffs of Florida and more than 102,000 honorary and business members throughout the state.

Officers and directors serve as the governing body of the FSA and are responsible for oversight of the Association's activities. As fiduciaries, they focus on ensuring the mission and values of the Association are upheld, as outlined in the current FSA strategic plan. To assist the officers and directors with meeting this very important responsibility, FSA strives to provide open communication of the activities through a management report each month.

FSA has three major revenue programs: Membership, Cooperative Purchasing Program (CPP) and Conferences. Through these revenue generating programs, FSA is able to provide a full-service suite of programs for sheriffs and even around the clock assistance during times of emergencies. Such services, like the legislative program, the Legal Hotline, trainings that include the Commander's Academy, are just a few of the services FSA provides to the sheriffs. When sheriffs use these revenue generating programs, FSA can dedicate more revenue to the programs sheriffs and their offices use on a daily basis.

In 1983, FSA received approval from the IRS as a 501(c)(3) charitable organization, through its educational and charitable endeavors, which include the services we provide for the Sheriffs of Florida. In addition to being exempt from federal income taxes, one of the most distinct provisions of this status is the ability for donors to make tax deductible donations. FSA also enjoys special nonprofit, bulk rate postage discounts from the U.S. Postal Service, which is significant given the high volume mailed for our membership program. And based on Florida law, FSA is exempt from state sales tax and local property taxes, which also provide a significant savings.

As a 501(c)(3), FSA is prohibited from making political endorsements and contributions to campaigns for political candidates, and is limited in amount funds that can be spent for lobbying purposes. Like other tax-exempt entities, FSA is required to file a Form 990 with the Internal Revenue Service each year. Items of note that are reported on the Form 990 include total funds expended for lobbying, compensation for officers, directors, and key employees, and allocation of expenses as program services, fundraising, and management and general.

FSA looks forward to working with you this year and encourages you to contact us with any questions you may have regarding your responsibilities as an officer or director, or the operations of the Florida Sheriffs Association.

# FLORIDA SHERIFFS ASSOCIATION STAFF

## LEADERSHIP

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**Trish Eldridge**

ACCOUNTING SPECIALIST

**Linda McNeil**

1122 AND MAINTENANCE COORDINATOR

**Jan Raymond**

HUMAN RESOURCES MANAGER

**Tanesha Williams**

SUPPORT SPECIALIST

**Charmain Partner**

SYSTEMS COORDINATOR

**Eric Owens**

ADMINISTRATIVE ASSISTANT

**Caroline Unglaub**

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LAW ENFORCEMENT COORDINATOR

**David Brand**

PUBLIC SAFETY COORDINATOR

**Stephen Cole**

JAIL SERVICES COORDINATOR

**Isaiah Dennard**

YOUTH SERVICES COORDINATOR

**Stephanie Ghazvini**

CONFERENCE ASSISTANT

**Kaliente' Dixon**

CONFERENCE ASSISTANT

**Mary Jo Phillips**

COOPERATIVE PURCHASING PROGRAM MANAGER

**Craig Chown**

COOPERATIVE PURCHASING PROGRAM COORDINATOR

**Vacant**

COOPERATIVE PURCHASING PROGRAM COORDINATOR

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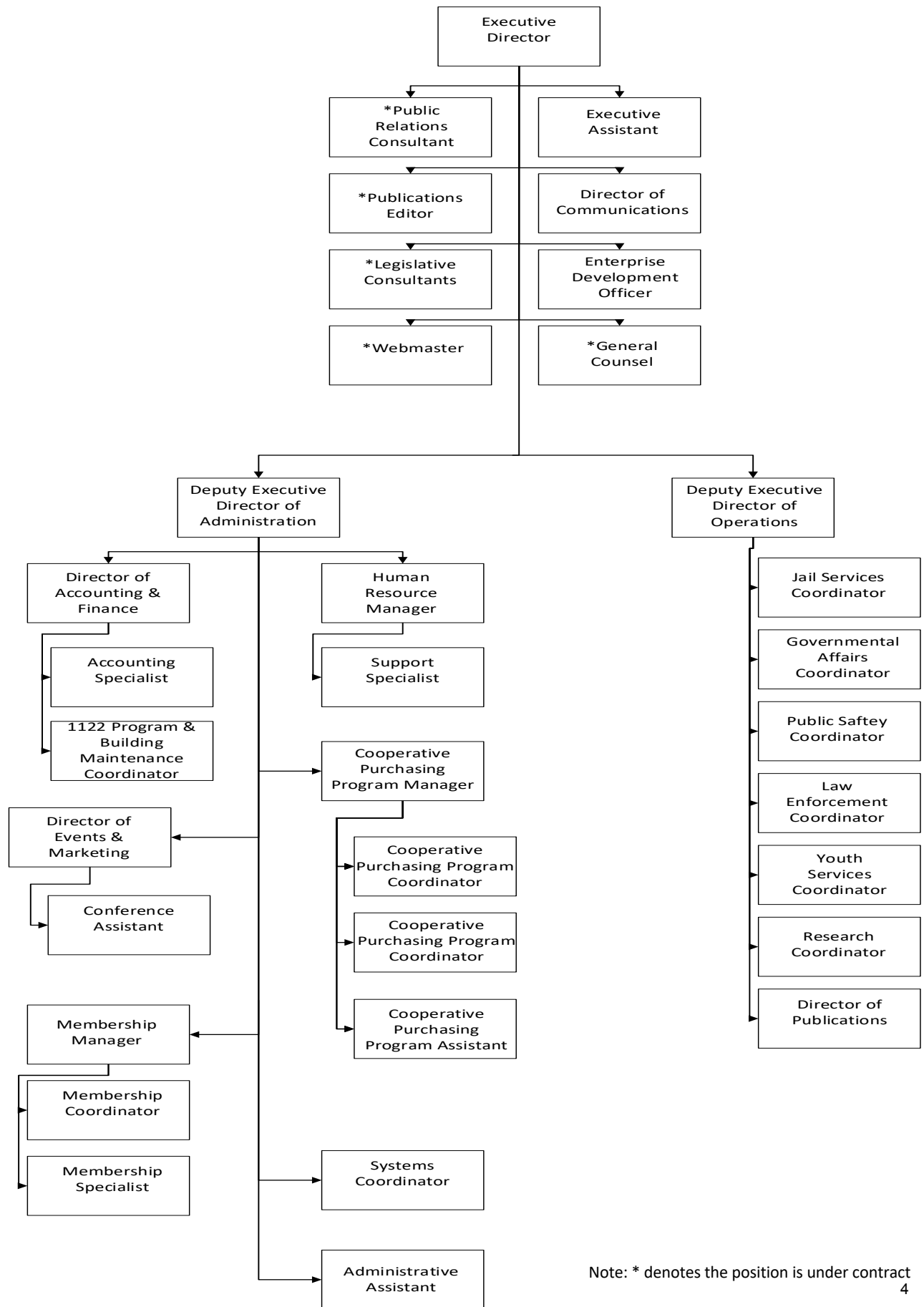
**Allie McNair**

DIRECTOR OF PUBLICATIONS AND GRAPHIC DESIGNER

**Frank Jones**

# Florida Sheriffs Association

## Organizational Chart



Note: \* denotes the position is under contract

# Board Member

## FSA Board of Directors



### Overview

As a member of the Board of Directors, it is important to understand your responsibilities for setting the direction, overseeing the affairs, and ensuring adequate resources for the Association, as outlined below. In carrying out these responsibilities, board members must be committed to making prudent and independent decisions, placing the Association above his or her personal preferences, and remaining faithful to FSA's mission and values.

### Authority

- The Board of Directors derives its authority from Article V of the Bylaws, which is to administer the affairs of FSA, to approve and amend the budget, and to authorize and direct the Executive Director to carry out the routine matters of the corporation.
- The Board uses Administrative Directives to establish policies and procedures for FSA. The Board is the only entity responsible for making changes to the Administrative Directives. Annually, staff will present any needed modifications to the Board.
- The Board is the only entity authorized to grant corporate endorsements.

### Responsibilities

#### 1. Determine the Mission, Values, and Major Goals

The board of directors is responsible for supporting the mission, values, and major goals of the Association, and to conduct a periodic review for accuracy and validity.

#### 2. Select the Executive Director

The board must reach consensus on the Executive Director's job description responsibilities and conduct an adequate search to find the most qualified individual for the position.

#### 3. Support the Executive Director and Assess Performance

The board should provide the moral and professional support needed to assist the Executive Director in achieving FSA's goals and agree upon a process for his or her periodic evaluation.

**4. Ensure Effective Strategic and Organizational Planning**

The board should actively participate in the strategic planning process and assist in implementing the plan's goals, as needed.

**5. Ensure Adequate Resources**

The board should work in partnership with the Executive Director to monitor the effectiveness of the FSA Honorary, Business and Law Enforcement Membership programs, and assist in the acquisition of new members. In addition, the board should encourage and participate in the creation of new revenue programs to ensure that adequate resources are available to ensure the fulfillment of FSA's mission.

**6. Manage Resources Effectively**

The board, in order to remain accountable to its member donors, the public, and to safeguard its tax-exempt status, must assist in developing the annual budget and ensuring that proper financial controls are in place.

**7. Determine, Monitor and Strengthen Programs and Services**

The board should be familiar with FSA's programs and monitor them to ensure their effectiveness and alignment with the Association's mission.

**8. Enhance FSA's Public Image**

Ensure that FSA has an effective and comprehensive strategy for communicating its mission, goals, and accomplishments to its members, the public and the media.

**9. Ensure Legal and Ethical Integrity and Maintain Accountability**

The board is ultimately responsible for ensuring adherence to state and federal law, as well as ethical standards. Appropriate personnel policies, grievance procedures, and a clear delegation to the Executive Director of hiring and managing employees should help ensure compliance in this area. The board must establish relevant directives and adhere to provisions of FSA's charter and bylaws.

**10. Orient New Board Members**

The board should orient new board members to their responsibilities and the Association's history, needs and challenges.

Sheriffs that have the desire to serve in officer positions may begin this journey by running for Vice Chair or Chair of the Board. While there is no written rule, a year as Chair establishes a great foundation for future leadership positions in FSA.

# Chair of the Board

## FSA Board of Directors



This document is intended to brief the newly elected Chair of the Board of Directors on the authority and responsibilities of the position, as well as provide a global understanding of the authority of the FSA Board of Directors.

The Florida Sheriffs Association is governed by the Charter and Bylaws; currently Administrative Directives serve as the policies and give additional direction for FSA staff. Items from the Strategic Plan that apply to the Chair and any related role of the Chair are also included in this brief.

## The Board of Directors

- The Board of Directors derives its authority from Article V of the Bylaws. It is to administer the affairs of FSA, approve and amend the budget, and to authorize and direct the Executive Director to carry out the routine matters and daily administrative tasks of the corporation.
- The Board shall use Administrative Directives to establish policies and procedures. Only the Board is responsible for making changes to the Administrative Directives and shall review the directives with the Executive Director on an annual basis, per Administrative Directive 1.1.
- The General Membership has the authority to rescind or alter any action by the Board of Directors by a 2/3 vote of the quorum of active members per Article XI of the Charter.
- Corporate endorsements are not given unless by approved by the Board of Directors.
- In order to ensure compliance with suggested IRS guidelines, on an annual basis each member of the Board of Directors must read the Conflict of Interest Policy, Administrative Directive 1.9, and sign the form acknowledging compliance with the policy.
- The Strategic Plan encourages the Board of Directors to enhance relationships with state law enforcement agencies.

## Authority of the Chair of the Board

- The Chairperson is responsible for interpreting corporation policy, implementing policy through administrative directives, and ensuring that the directives are carried out.
- The Chair shall report on the state of the Association at all General Meetings. FSA staff will assist the Chair in preparing this report.
- The Chair may call an Executive Meeting of the Board, which includes the active membership, the general counsel, the Executive Director, and any other person the Chair determines.
- In the event of the Chair's absence, the Vice Chair will assume the role of the Chair for the Board Meeting.
- While the President is the chief spokesperson for the Association, the Chair may be asked to make public appearances on behalf of the Association. In the event the FSA is asked to provide comments, staff can assist in developing remarks for the Chair.
- Administrative Directive 2.3 provides that during legislative session, if there is not ample time to poll the sheriffs, that the President, the Chair of the Board, the Legislative Chair, and a majority of the Legislative Committee will be called on to make critical decisions on behalf of the FSA.
- The FSA Strategic Plan requires the Chair and the President to review the FSA's bylaws every two years.
- If the President and Vice President are unavailable for the FSA Business Meeting, the Chair will run the meeting.

## Board of Director Meetings

- The Chair serves as the presiding officer for all Board of Director meetings and is responsible for calling the meetings and setting the agenda for each meeting. Staff will assist in gathering necessary information. Administrative Directive 1.5 provides guidance on establishing Board of Directors meetings and notices.
- Meetings are generally held at the sheriffs' summer and winter conferences and one to approve the FSA budget in late summer.
- A 30-day notice is required, unless there is urgent business in which 30-day notice cannot be given.

- The Chair should become familiar with the Robert’s Rules of Order Newly Revised, which govern the FSA when not inconsistent with the Charter and Bylaws. FSA staff will provide additional guidance on these procedures when needed.

### Administrative Committee

- The Administrative Committee is comprised of the Chair of the Board, President, Immediate Past President, the Vice Chair of the Board, Vice President, Secretary, Treasurer, and the Executive Director. The Executive Director is not permitted to cast a vote.
- The Administrative Committee is one of only two standing committee in the Bylaws, and has two duties:
  - First, it shall receive the proposed annual budget and shall present a recommendation to the Board of Directors;
  - Second, the Administrative Committee can receive a briefing from the Executive Director and make any reports or recommendations to the Board of Directors.
- Endorsements and new revenue programs will be presented to this committee in advance of any presentations to the Board of Directors.

### Nominating Committee

- The Nominating Committee’s role is to make recommendations to the general membership for the officers and directors of the Florida Sheriffs Association. The Chair will nominate two active members to serve on the Nominating Committee, the President will nominate two active members, and the Chair and the President will nominate one member jointly, for a total of five members. (Section 2, Article VI)

### Appointed Committees

- The Chair can appoint a special committee consisting of at least three active members. One member must be appointed as Chair of the committee, and will be responsible for reporting recommendations to the appropriate body. The appointed committee only stands as long as the appointing officer is in office.
- The Chair of the Board can be appointed to a committee, but must serve as an ex-officio, nonvoting member.

# Administrative Committee

## Standing Committee



This document is intended to outline the authority and responsibilities of the Administrative Committee, which are derived from Article VII, Section 1 of the FSA Bylaws. It also includes the Strategic Plan's objectives for the Committee.

The Administrative Committee is comprised of the Chair and the Vice Chair of the Board of Directors, President, Vice President, Secretary, Treasurer, and Immediate Past President, as well as the Executive Director. The Executive Director does not cast a vote.

The Administrative Committee is one of only two standing committees in the Bylaws, and has two duties:

- To receive the proposed annual budget and present a recommendation to the Board of Directors.
- To receive briefings from the Executive Director on the overall status of FSA and make any reports or recommendations to the Board of Directors.

Each time the Committee meets, they must elect a chair. The Chair cannot immediately succeed him/herself. Five of the seven voting members constitutes a quorum.

Additionally, the Strategic Plan encourages the Administrative Committee to consider new revenue streams for the Association. To achieve this objective, the Executive Director will present ideas for consideration, to include opportunities for endorsement and revenue share that if approved will move to the full Board.

The Strategic Plan also requires staff to present the Administrative Committee with updates for the Florida Sheriffs Manual on an annual basis.

# President

## Florida Sheriffs Association



This document is intended to brief the newly elected President of the Florida Sheriffs Association on the responsibilities of the position.

FSA's Charter and Bylaws state that the President shall be the principal executive officer and will supervise and control all of the business and affairs of the Association. This includes presiding over all meetings of its members, assist in developing FSA policy and exercise any authority granted by the administrative directives created by the Board of Directors.

The President shall appoint committee chairs and members of committees, but the President cannot vote on decisions before the committees. It is the responsibility of committee chairs to then brief the President on the committee's decision and the President can then determine next steps.

### Checklist of FSA President Duties

#### First 15 Days

- Present Presidential Address @ Summer Conference Banquet
- Appoint FSA Chairs and Committee Members
  - Appoint Legislative Chairman and Committee
  - Appoint Training Committee Chair and Committee
  - Appoint Sheriff Task Force Committee Chair and Committee
  - Appoint Cold Case Advisory Committee Chair and Committee
  - Appoint Criminal Apprehension Assistance Chair and Committee
  - Appoint Research Committee Chair and Committee
- Review FSA Charter and By Laws
- Create Address to FSA Members for FSA Website

#### Presidential Work During the Year

- Serve as Chief Spokesman throughout the year
- Host FSA Press Conferences (as needed)
- Write FSA Op-ed Articles on Key Issues
- Meet with Governor and Cabinet Members

- Meet with Florida Legislative Leaders (Speaker and President)
- Meet with Public Safety Agency Heads (FDLE, DOC, DJJ, HSMV, DEM)
- Attend Sheriffs Day at the Capitol (January 28, 2020)
- Serve as Master of Ceremony at FSA Memorial Service (April 27, 2020)
  - A script with details and talking points will be emailed to you and your assistant at least 60 days prior to the event
- Opening address at FSA Commanders Academy (April 27, 2020)
  - Will be conducted immediately after FSA Memorial Service
- Serve as Master of Ceremony at Sheriff Summer and Winter Conference
  - Approve Agenda for General Business Meeting (Summer and Winter Conferences)
  - Provide a Welcome Letter for FSA's Summer and Winter Conference Programs
- Serve on the FSA Administrative Committee
- Make appointments to fill the Nominating Committee who is responsible for selecting sheriffs to fill open seats for the Board of Directors
- Nominate Sheriffs for State Appointments
- Sign Recommendation Letters for Appointments
- Sign FSA Resolutions (as needed)
  - This action only occurs when sheriffs approve Resolutions during Executive Session or when immediate action is required to pass a Resolution
- Call Executive Sessions (as needed)
- Present the President's Award @ Summer Conference

#### **Travel and Outside Work for FSA**

- Attend NSA Summer and Winter Conferences
  - Attend NSA Committee of State Sheriffs Association (CSSA) Meetings
- Numerous conference invitations throughout the year (accept invitations as needed)
  - Florida Association of School Resource Officer Conference
  - Florida Chapter of the FBINAA Conference
  - Florida Association of Counties
  - Florida Association of School District Superintendents
  - Other Constitutional Officer Associations (tax collectors, court clerks, etc.)
  - Preventing Crime in the Black Community Conference (AG Hosts)
  - Attorney General's Human Trafficking Summit
  - Florida Gang Investigators Association Conference



**FLORIDA SHERIFFS ASSOCIATION**  
**CHARTER AND BYLAWS**  
*Amended – July 2020*

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# Florida Sheriffs Association Charter

(As amended July 27, 2020)

## ARTICLE I

The name of the corporation shall be **FLORIDA SHERIFFS ASSOCIATION**, and the place where it is to be located is Tallahassee, Leon County, Florida.

## ARTICLE II

The corporation is organized exclusively for educational and charitable purposes. These purposes include, making distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law; fostering effective law enforcement; the prevention of crime, apprehension of criminals, the protection of life and property of the citizens of Florida; conducting training seminars and providing for the exchange of information concerning law enforcement and the performance of the official duties of the members of the corporation; informing the public about developments in law enforcement, crime prevention, and public safety; and promoting public support of homes for and the education of needy and worthy children.

## ARTICLE III

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, officers, directors, 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 Article 2 hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

## ARTICLE IV

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing such assets either in a pro rata share of general membership dues to the offices of the Florida Sheriffs representing the Florida Sheriffs Association's active members to be used for a public purpose; or, if the organization is unable to distribute any portion of its assets to the offices of the Florida Sheriffs, (2) for one or more exempt purposes to an organization described in Internal Revenue Code section 501(c)(3) whose income is excludable from gross income under section 115(1).

## ARTICLE V

There shall be four (4) classes of members of this corporation, active, honorary, business and law enforcement. To be qualified to be an active member, one must be a duly qualified and acting Sheriff of a county in the State of Florida. Any person of good moral character shall be qualified for honorary membership. Reputable business entities which are properly licensed and/or registered to conduct business transactions in the State of Florida shall be qualified for business membership. Any sworn or non-sworn criminal justice system personnel shall be qualified for law enforcement membership. Only active members of the corporation shall be eligible to hold a corporation office or vote on any corporation matters.

## ARTICLE VI

The corporation shall exist perpetually.

## ARTICLE VII

The names and residences of the re-incorporators are as follows:

Name:

Address:

Former Sheriff Joe Sheppard

In care of:  
Highlands County Sheriff's Office  
434 Fernleaf Avenue  
Sebring, FL 33870-3720

Former Sheriff David Harvey

In care of:  
Wakulla County Sheriff's Office  
15 Oak Street  
Crawfordville, FL 32327-2090

ARTICLE VIII

Section 1

The affairs of the corporation shall be managed by a Board of Directors consisting of three (3) directors nominated by the active members from each of four (4) districts of the State; and, five (5) elected officers, a President, a Vice-President, an Immediate Past President, a Secretary and a Treasurer. These officers shall be elected by the active members from any district, except for the Immediate Past President, who shall be the most immediate corporation Past President who is serving as a Florida Sheriff.

Section 2

The districts from which the directors shall be nominated are as follows:

*District 1* shall consist of the counties of Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington, Bay, Jackson, Calhoun, Gulf, Liberty, Franklin, Gadsden, Wakulla, Leon, and Jefferson.

*District 2* shall consist of the counties of Madison, Taylor, Hamilton, Suwannee, Lafayette, Dixie, Gilchrist, Columbia, Alachua, Flagler, Union, Bradford, Baker, Nassau, Duval, Clay, Putnam, and St. Johns.

*District 3* shall consist of the counties of Levy, Marion, Volusia, Citrus, Sumter, Lake, Seminole, Orange, Hernando, Pasco, Hillsborough, Polk, Osceola, Brevard, Indian River, and Pinellas.

*District 4* shall consist of the counties of Manatee, Hardee, Highlands, Okeechobee, St. Lucie, Lee, Sarasota, DeSoto, Martin, Charlotte, Glades, Palm Beach, Hendry, Collier, Broward, Monroe, and Miami-Dade.

In each even year, one (1) director shall be nominated from District 1, two (2) from District 2, two (2) from District 3, and one (1) from District 4; in each odd year, two (2) directors shall be nominated from District 1, one (1) from District 2, one (1) from District 3, and two (2) from District 4. The nominations for Directors shall be submitted to the active membership at the summer general meeting as provided in the corporation bylaws.

Section 3

There shall be a Chairperson and a Vice-Chairperson of the corporation Board of Directors who shall be elected from among the twelve (12) directors by a simple majority vote of the twelve (12) directors. The election shall occur immediately following the election of directors at the

annual summer general meeting. An elected corporation officer may not serve as Chairperson or Vice-Chairperson while serving as an elected officer and shall not be permitted to vote in the election of the Chairperson or the Vice-Chairperson.

Section 4

A Sergeant-at-Arms and a Chaplain may be elected annually at the same time as the officers and directors. They must meet the qualifications required for election as a director or officer of the corporation. Each may serve terms of one (1) year and may succeed themselves and shall be ex officio, non-voting members of the Board of Directors. In the absence of these elected officials, the presiding corporation officer or director may appoint an active member(s) to temporarily serve as such.

Section 5

Each corporation officer and director must have been an active member of the corporation for an uninterrupted period of two (2) years before being elected as a corporation officer or director. The President, the Chairperson and the Vice-Chairperson of the Board of Directors shall serve one (1) year terms and shall not immediately succeed themselves in the same office. The Directors shall hold office for a two year term following their respective elections. Directors filling an unexpired term, shall serve for the remaining period of that unexpired term which shall count as a full two year term, except as provided for in the bylaws. No Director shall serve on the Board of Directors for more than two (2) consecutive two year terms; however, any active member may be reelected as President, Chairperson or Vice-Chairperson of the Board of Directors, or a Director of the Board of Directors after a break in service of one (1) full term for that particular office.

Section 6

The corporation Vice President, Secretary and Treasurer shall hold office for one (1) year following their respective elections, and either may succeed himself but for no more than two (2) consecutive one-year terms.

Section 7

A vacancy in office, of either an officer or director shall be filled as provided for in the bylaws.

Section 8

Newly elected officers and directors shall assume office in the following manner:

- a. Each officer and director shall assume the office to which elected immediately following the banquet at the annual summer conference.

- b. In the event that the active membership is unable to meet at the summer general meeting due to force majeure, including but not limited to, acts of God (i.e., weather, fire or any other natural disaster), the declaration of a state of emergency (any civil commotion/unrest or disobedience, riot, war, terrorist act, or governmental acts), health emergency (pandemic, epidemic or quarantine), the active membership may meet via video or teleconference or by electronic communication to nominate and/or elect directors and officers in lieu of attending the summer general meeting. The processes set forth Articles II (Meetings) and III (Voting) and VI (Officers and Directors) of the corporation's bylaws shall remain in effect, except as modified herein. If the elections are conducted pursuant to this paragraph, the elected officers and directors shall assume office immediately following the active membership's vote.

## ARTICLE IX

The corporation Board of Directors, by a two-thirds vote of its seventeen (17) members, shall select and recommend for employment to the corporation active members at a general meeting, an Executive Director to administer and direct the daily affairs of the corporation. The Board shall also have the authority to recommend, for just cause, the termination of the services of the corporation Executive Director, subject only to the conditions of any existing contract or agreement. Any action taken on such recommendations by the active membership shall require a two-thirds (2/3) vote of a quorum of the active members who are present and voting at a general meeting. The corporation Board of Directors shall set the duties and authority of the corporation Executive Director by the enactment of administrative directives, provided the directives are not in conflict with the corporation Charter and Bylaws.

## ARTICLE X

The Charter or the Bylaws of the corporation shall be amended by a two-thirds (2/3) vote of a quorum of the active members of the corporation at any general meeting of the corporation; provided, however, that notice of the proposed amendment, together with a copy of the text of the change proposed, shall be delivered to each active member of the corporation at least fifteen (15) days before the meeting at which the amendment is to be acted on. It shall be the duty of the Secretary or the Executive Director of the corporation to deliver such notice. Any proposal to amend the Charter or Bylaws of the corporation shall be delivered to the Secretary or Executive Director of the corporation at least thirty (30) days before the meeting at which the amendment is to be acted on.

## ARTICLE XI

The Board of Directors shall have, and may exercise, all of the powers and functions which the corporation possesses; except that the active members by a two thirds (2/3) vote of a quorum of

active members in a general meeting may alter or rescind any action of the Board of Directors, and the active members also may exercise, by a two-thirds (2/3) vote of a quorum of such active members in a general meeting, all of the powers and functions which the corporation possesses and any such actions by the active members shall not be changed or modified by the Board of Directors.

ARTICLE XII

The bylaws may prescribe the corporate duties of the officers, directors, active members, and the executive director.

# Florida Sheriffs Association Bylaws

(As amended July 27, 2020)

## ARTICLE I - Membership and Dues

### Section 1. Active Membership

- a. A duly constituted Florida Sheriff, who is then serving as an elected or appointed Sheriff of a Florida County will be eligible to become an active member of the corporation upon payment of the dues assessed for such members by the corporation.
- b. The annual dues to be paid by active members shall be fixed by a two-thirds (2/3) vote of a quorum of the active members in a general meeting.
- c. The annual dues of all active members shall be due and payable on October 1 of each year for the forthcoming twelve (12) months; the membership of any active member, who has not paid the current annual dues on or before December 31, shall be automatically canceled and all membership entitlements shall terminate. The Executive Director shall immediately notify any active member who is sixty (60) days delinquent in the payment of his dues that his active membership will be terminated if the payment of said dues has not been received by the corporation by December 31.
- d. The active members of the corporation by a two-thirds (2/3) vote of a quorum present at a general meeting of such members may deny an application for active membership or terminate an active membership for just cause.
- e. The privilege of active membership shall terminate when an active member ceases to serve as a Florida Sheriff for any reason.

### Section 2. Honorary Membership

- a. Persons of good moral character shall be qualified for honorary membership in the corporation upon the invitation of the Sheriff of the county where the person resides; and upon their payment of honorary membership dues.
- b. The dues to be paid by honorary members may be fixed and adjusted as necessary by a simple majority vote of a quorum of the members of the Board of Directors at a duly noticed meeting.
- c. The Board of Directors may authorize, by a simple majority vote of a quorum of the members of the Board, at a duly noticed meeting, the corporation Executive Director to

award annual honorary memberships to persons of good moral character; such awards of membership may be complimentary or may require the usual payment of dues.

- d. The Board of Directors, by a two-thirds (2/3) majority vote of a quorum of its membership, at a duly noticed meeting may terminate the honorary membership of any such member for just cause.

### Section 3. Lifetime Honorary Membership

The corporation's active members or the Board of Directors, by a majority vote of a quorum of the members of either body present at a duly noticed meeting, may issue a lifetime honorary membership of the corporation to any person of good moral character who is recommended for that honor by an active member or by the Executive Director; the Executive Director is authorized to issue lifetime honorary memberships to any persons of good moral character who have supported the corporation's child care programs which are operated by the Florida Sheriffs Youth Ranches, Inc.; the Board of Directors shall establish detailed guidelines to govern the issuance of such awards.

### Section 4. Business Membership

- a. Reputable business entities which are properly licensed and/or registered to conduct business transactions in the State of Florida or its political subdivisions shall be qualified for business membership in the corporation upon the invitation and approval of the Sheriff of the county where the business resides and upon their payment of business membership dues. The Florida Sheriffs Association reserves the right to deny membership to any business based upon the appropriate interests of law enforcement and the Florida Sheriffs Association.
- b. The dues to be paid by business members may be fixed and adjusted as necessary by a simple majority vote of a quorum of the members of the Board of Directors present at a duly noticed meeting.
- c. The Board of Directors may authorize the corporation's Executive Director, by a simple majority vote of a quorum of the members of the Board present at a duly noticed meeting, to award annual business memberships to businesses which have demonstrated a strong support for local law enforcement; such awards of membership may be complimentary or may require the usual payment of dues.
- d. The Board of Directors, by a two-thirds (2/3) majority vote of a quorum of its membership, may terminate the business membership of any such member for just cause.

Section 5. Law Enforcement Membership

- a. Any sworn or non-sworn criminal justice system personnel who are either appointed or employed full-time, part-time, with or without compensation, whether active or retired shall be qualified for law enforcement membership in the corporation upon the invitation of the Sheriff of the county where the person resides; and upon their payment of law enforcement membership dues.
- b. The dues to be paid by law enforcement members may be fixed and adjusted as necessary by a simple majority vote of a quorum of the members of the Board of Directors present at a duly noticed meeting.
- c. The Board of Directors may authorize, by a simple majority vote of a quorum of the members of the Board present at a duly noticed meeting, the corporation Executive Director to award annual law enforcement memberships to criminal justice personnel; such awards of membership may be complimentary or may require the usual payment of dues.
- d. The Board of Directors, by a two-thirds (2/3) majority vote of a quorum of its membership present at a duly noticed meeting, may terminate the law enforcement membership of any such member for just cause.

ARTICLE II - Meetings

Section 1. General Meetings

*a. Winter and Summer Meetings*

The Corporation shall hold two general meetings annually: a winter meeting and a summer meeting, subject only to Article VIII, Section 8(b) of the corporation’s Charter. The sites for the general meetings shall be selected by the Executive Director. The Secretary or the Executive Director shall notify all active members of the date of the meeting not less than 60 days from the scheduled date of the meeting. Notice for general meetings shall include the time, date, place and business to be considered.

*b. Quorum*

Thirty (30) active members of the corporation present at a duly noticed general meeting shall constitute a quorum.

*c. Presiding Officer*

The President of the corporation shall preside over all general meetings of the corporation. However, in the absence of the President, the following person present at a general meeting shall be the acting President and preside in the following order: Vice-President, Chairperson of the Board of Directors, Immediate Past President, Vice-Chairperson of the Board of Directors, Secretary, or Treasurer.

*d. Other General Meetings*

The President shall have the authority to call other general meetings and shall fix the time, date and place and state the business to be considered. The Secretary or the Executive Director shall notify all active members as reasonably in advance as possible. The President may call a general meeting whereby the active membership may meet by video or teleconference or by electronic means when it is reasonably necessary for the general meeting to be conducted in this manner.

Fifteen (15) active members may make a written request to the President to call a general meeting. If the President refuses to call the general meeting, those fifteen (15) members may then call a general meeting and give written notice at least 30 days prior to such meeting including the matters to be discussed.

*e. Executive Meetings*

The presiding officer of a general meeting may declare any general meeting or any part of any such meeting of the corporation to be an executive meeting. An executive meeting shall consist of active members, the corporation's attorney(s) and the Executive Director. The presiding officer has the discretion to allow other persons to remain present during an executive meeting. One active member, eligible to vote may request a vote on allowing others to remain in an executive meeting. The vote shall be a simple majority vote of a quorum of active members present and eligible to vote.

Section 2. Board of Directors Meetings

*a. Presiding Officer*

The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors. If the Chairperson is not present, the Vice-Chairperson shall preside. If both are not present a temporary presiding officer may be selected by a simple majority vote of a quorum of members present and eligible to vote. Members of the Board of Directors eligible to vote are the twelve (12) directors and five (5) officers of the corporation. Non-voting members of the Board of Directors shall be the Sergeant-at-Arms, Chaplain, and Executive Director.

*b. Notice of Meetings*

The Chairperson of the Board shall call meetings of the Board. The Secretary or Executive Director shall notify all active members of the meetings and notice shall include the time, date, place, and matters to be considered as fixed by the Chairperson. Notice shall be sent to each Director thirty (30) days before such meeting. Notwithstanding the foregoing provisions of this Section 2.b., if the Chairperson determines that due to the urgency of a matter, a meeting must be held without (thirty) 30 days notice, such a meeting may be called if actual notice is given each Director, or written or oral notice is left for the Director and received at the address, telephone, electronic mail address or facsimile numbers supplied for such purposes by the Director to the Executive Director. An agenda of the business to be transacted at any meeting of the Board of Directors shall be included with the notice.

*c. Other Meetings*

A meeting of the Board may be called by a request to the Chairperson by three (3) members of the Board eligible to vote. The meeting shall be held no sooner than ten (10) days and no later than thirty (30) days following the request. All active members shall be notified of the time, date, and place of such meetings and provided with a list of all items to be discussed. If the Chairperson of the Board refuses to call the meeting, the three (3) members may call the meeting and give thirty (30) days written notice to all members of the Board and all active members of the corporation.

*d. Quorum*

Nine (9) members of the Board of Directors eligible to vote on business coming before the Board of Directors shall constitute a quorum, and a simple majority vote of such quorum shall prevail.

*e. Executive Meeting*

The presiding officer of the Board of Directors of the corporation may declare the meeting, or any part of the meeting, to be an executive meeting. An executive meeting shall consist of active members, the corporation attorney(s), and the Executive Director. The presiding officer has the discretion to allow other persons to remain during a executive meeting. One active member of the corporation may request a vote on allowing others to remain present at an executive meeting.

ARTICLE III - Voting

Section 1. General Meetings

Whenever a vote shall be taken by the presiding officer at any general meeting of the active members of the corporation on any question, motion, resolution, or otherwise, the voting shall be by voice or a show of hands of active members eligible to vote. A secret written ballot shall be

held upon demand of three (3) or more active members who are eligible to vote in a general meeting. All active members are eligible to vote on matters coming before the membership.

Section 2. Board of Directors Meetings

*a. Voting - Generally*

Members of the Board of Directors must be present to vote on matters coming before the Board of Directors. Voting shall be by voice or show of hands unless otherwise provided for in these bylaws.

*b. Telephone Vote*

Members of the Board of Directors may participate in a meeting by conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting. A written record shall be made of all actions taken at the meeting conducted by such means.

Section 3. Committee Meetings

Only committee members shall be permitted to vote and must be present to vote. The method of voting shall be left to the discretion of the Chairperson of the committee.

ARTICLE IV - Order of Business

Section 1. General Meetings

- a. The order of business of the general meetings of the corporation shall be fixed by an agenda prepared by the corporation President.
- b. The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules or order the corporation may adopt.

Section 2. Board of Directors Meetings

- a. The order of business of the corporation Board of Directors shall be fixed by an agenda prepared by the Chairperson of the Board of Directors.
- b. The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules or order the corporation may adopt.

## ARTICLE V - Administrative Authority

### Section 1. General Meetings

- a. The primary purpose of corporation general meetings shall be to establish the operating policy of the corporation, set the immediate and long range goals of the corporation, and to set broad administrative guidelines for the corporation Board of Directors.
- b. The policies established by the active members in general meetings shall be referred to as corporation policy and shall not be in conflict with the corporation Charter and Bylaws.

### Section 2. Board of Directors

The Board of Directors shall use administrative directives to establish policies and procedures for the administration of the corporation which are consistent with corporation policy, Charter and Bylaws.

The Board of Directors shall have the authority to administer the affairs of the corporation; approve and amend the corporation annual operating budget; and, authorize and direct the Executive Director to carry out the routine matters and daily administrative tasks of the corporation.

## ARTICLE VI - Officers and Directors

### Section 1. Officers

The Officers of the Association shall consist of the President, Vice-President, Secretary, Treasurer, and the Immediate Past President. All officers must be, and remain, active Florida Sheriffs during the term of their office.

### Section 2. Election of Officers

Election of officers and directors shall be held annually at the summer general meeting, except as provided by Article VIII, Section 8(b) of the corporation's Charter. A nominating committee shall be appointed by the President and the Chairperson of the Board of Directors. The nominating committee shall consist of five (5) active members: two (2) appointed by the President, two (2) appointed by the Chairperson of the Board, and one (1) appointed jointly by the President and the Chairperson of the Board. The nominating committee shall nominate one (1) active member for each position of the corporation to be filled and shall report their nominations, in writing, to the President and the Chairperson of the Board prior to the summer general meeting of each year. Election of officers and directors shall be held at the summer

general meeting. The presiding officer shall submit the nominating committee's nominations to the active membership at the summer general meeting, however, an active member present at the meeting may also offer a nomination from the floor. Officers and directors shall be elected by a simple majority vote of a quorum of active members present at the meeting and shall assume office after the banquet at summer conference.

### Section 3. Chairperson of the Board of Directors

The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson is responsible for interpreting corporation policy, implementing such policy through written administrative directives to the Executive Director and determining that such directives are properly carried out. The Chairperson shall report on the state of the corporation to the active members at the general meetings of the corporation and, in general, shall perform all duties incident to the Office of the Chairperson of the Board authorized by corporation policy, Charter and Bylaws.

### Section 4. Vice-Chairperson of the Board of Directors

In the absence of the Chairperson of the Board, the Vice-Chairperson shall perform the duties of the Chairperson. If the Office of Chairperson is vacated during the term of office, the Vice-Chairperson shall become acting Chairperson for the remainder of the term. Serving as acting Chairperson shall not prevent that person from being elected Chairperson at the next election of a Chairperson.

### Section 5. President

The President shall be the principal executive officer of the Association and shall in general, supervise and control all of the business and affairs of the Association. The President shall act as the official spokesperson for the corporation and represent the corporation at public events. The President shall preside at all meetings of the members, assist active membership in developing corporation policy and setting the goals and objectives of the corporation and, in general, shall perform all duties incident to the Office of President authorized by corporation policy, Charter and Bylaws and exercise any authority granted by the administrative directives created by the Board of Directors.

### Section 6. Vice-President

In the absence of the President, the Vice-President shall perform the duties of the President. If the Office of President is vacated during the term of office, the Vice-President shall become acting President for the remainder of the term.

Serving as acting President shall not prevent that person from being elected President at the next election of a President.

#### Section 7. Secretary

The Secretary, or designee, shall keep the minutes of the general meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or required by law; be the custodian of the corporation records; and perform all duties incident to the Office of Secretary as authorized by corporation policy, Charter, Bylaws or administrative directives. The Executive Director may perform all the duties of the Office of Secretary, however, any designee appointed by the Secretary shall be an active member of the corporation.

#### Section 8. Treasurer

The Treasurer, or designee shall oversee and be responsible for all funds, property, and sureties of the Association, ensure proper financial policies and procedures are in place and provide, or cause to be provided, information to the Board on the financial condition of the Association at each regularly scheduled meeting of the Board of Directors, or more frequently as the Board may request. The Executive Director may perform all the duties of the Office of Treasurer; however, any designee appointed shall be an active member of the Association. The Treasurer shall ensure that all finances are processed in accordance with the following:

- a. All checks and drafts or other orders of payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall contain such signatures as required by the administrative directives.
- b. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Executive Director and/or officers of the corporation may elect.

#### Section 9. Sergeant-at-Arms

The Sergeant-at-Arms shall perform the duties usual in such positions and such duties as may be assigned by the President or Chairperson of the Board of Directors to maintain order during meetings of the corporation.

#### Section 10. Chaplain

The Chaplain shall perform the duties usual in such positions.

#### Section 11. Vacancy in an Elected Office

- a. If one of the elected offices of Vice-President, Vice-Chairperson, Secretary, Treasurer, Director, Sergeant-at-Arms, or Chaplain of the corporation shall become vacant for any

reason, the vacancy shall be filled as soon as possible by the appointment of an active member to such vacant office for the remainder of the term of that office by a simple majority vote of a quorum of the corporation's Board of Directors.

- b. If a vacancy should occur in either of the elected offices of Secretary or Treasurer, the Executive Director shall serve in that capacity until an active member can be appointed.

#### Section 12. Executive Director

The corporation Executive Director may exercise the authority granted by corporation policy, Charter, By-laws, and administrative directives. The primary duties of the Executive Director shall be to implement corporation policy and administrative directives and to direct and manage the daily affairs of the corporation as authorized by the corporation. The Executive Director may employ such staff as necessary with the approval of the Board of Directors. The Executive Director shall have the authority to designate a person employed by the corporation to temporarily perform the duties of the Executive Director during the absence of the Executive Director.

#### Section 13. Holding More Than One Office of the Corporation

An active member of the corporation shall not hold more than one (1) elected office at the same time, unless provided otherwise in these bylaws. This provision does not apply to non-voting officers such as Chaplain and Sergeant-at-Arms. No active member shall be entitled to cast more than one (1) vote on any matter on which he is eligible to vote.

### ARTICLE VII - Committees

#### Section 1. Administrative Committee

- a. There shall be an administrative committee, which shall exist perpetually and shall consist of the Chairperson of the Board of Directors, President, Immediate Past President, Vice-Chairperson of the Board of Directors, Vice-President, Treasurer, Secretary, and the Executive Director. Each member of the committee, except the Executive Director, shall be eligible to cast one (1) vote on any matter before the committee. The administrative committee shall, at the beginning of each meeting of the committee, elect one (1) of the active members of the committee to serve as the Chairperson of the Committee for the duration of that meeting; a new Chairperson shall be selected at each subsequent meeting; and no person shall immediately succeed himself as the administrative committee chairperson. Five (5) members of the committee, who are eligible to vote on matters before the committee shall constitute a quorum and any business transacted by the committee shall be by a simple majority vote of a quorum of the committee.
- b. The duties of the administrative committee shall be limited to the following:

1. To receive the Executive Director’s proposed annual operating budget and adopt an administrative committee recommendation. The committee shall submit the committee recommendation to the Board of Directors. The Board of Directors shall have the authority to adopt or amend the committee’s budget recommendation.
2. To receive a briefing from the Executive Director on the overall activities of the corporation and to make any reports or recommendations the committee may deem appropriate to the Board of Directors.

## Section 2. Appointed Committees

- a. Special committees may be appointed by either the Chairperson of the Board of Directors or the President. A special committee must consist of at least three (3) active members.
- b. One member of each committee shall be appointed Chairperson of the committee. The Chairperson of the committee shall be responsible for reporting committee recommendations to the appropriate body of the corporation as directed by the appointing officer.
- c. The Chairperson of the Board of Directors or the President of the corporation shall not serve as Chairperson or as a voting member of any appointed committee; however, they both may be ex officio, non-voting members of such committees. The Executive Director shall be an ex officio, non-voting member of all appointed committees.
- d. Each member of a committee shall continue as such until their successor is appointed, unless the member is removed from the committee by the appointing officer; or, the business of the committee is concluded. No appointed committee shall continue longer than the term of the officer who made the appointment.

## ARTICLE VIII - Corporation Endorsements

No member of this corporation shall give corporation endorsements of any kind. Corporation endorsements shall be approved and authorized by either the active members in a general meeting, or by the corporation Board of Directors.

## ARTICLE IX - Amendments to Charter or Bylaws

The Charter or Bylaws of the corporation may be amended as provided for in Article X of the corporation Charter.

## AMENDED

February 7, 1961	July 10, 1991
July 17, 1964	July 24, 1995
February 7, 1979	January 23, 2001
September 4, 1979	July 20, 2004
March 22, 1983	July 31, 2012
June 11, 1984	September 7, 2016
July 10, 1989	January 13, 2020
January 22, 1990	July 27, 2020

## Code of Ethics of the Office of Sheriff

As a constitutionally/statutorily elected sheriff, I recognize and accept that I am given a special trust and confidence by the citizens and employees whom I have been elected to serve, represent, and manage. This trust and confidence is my bond to ensure that I shall behave and act according to the highest personal and professional standards. In furtherance of this pledge, I will abide by the following Code of Ethics.

**I shall ensure** that I and my employees, in the performance of our duties, will enforce and administer the law according to the standards of the U.S. Constitution, the Florida Constitution and statutes so that equal protection of the law is guaranteed to everyone. To that end, I shall not permit personal opinion, bias, or party affiliations to alter or lessen this standard of treatment of others.

**I shall establish, promulgate, and enforce** a set of standards of behavior of my employees which will govern all operations of my agency.

**I shall prohibit** brutal, cruel, inhumane, unfair or unprofessional treatment of others by my employees and shall not permit or condone inhumane or brutal treatment of anyone in my care and custody.

**I strictly adhere** to standards of fairness and integrity in the conduct of campaigns for election and I shall conform to all applicable statutory standards of election financing and reporting so that the Office of Sheriff is not harmed by the actions of myself or others.

**I shall routinely conduct** or have conducted an internal and external audit of the public funds entrusted to my care and publish this information so that citizens can be informed about my stewardship of these funds.

**I shall follow** the accepted principles of efficient and effective administration and management as the principle criteria for my judgments and decisions in the allocation of resources and services in all functions of my office.

**I shall hire and promote** only those employees or others who are qualified candidates for a position according to accepted standards of objectivity and merit. I shall not permit other factors to influence hiring or promotion practice.

**Within fiscal constraints, I shall ensure** that all employees are granted and receive relevant training supervision in the performance of their duties so that competent and excellent service is provided by the Office of Sheriff.

**I shall ensure** that during my tenure as sheriff, I shall not use the Office of Sheriff for private gain.

**I accept and adhere to this code of ethics.** In so doing, I also accept responsibility for encouraging others in my profession to abide by this Code.

*Adopted by the Standards, Ethics, Education and Training Committee at the 46<sup>th</sup> Annual Conference of the National Sheriffs' Association, June 4, 1986. Updated and adopted by the Florida Sheriffs Association Board of Directors at the 2017 Winter Conference, January 29, 2017.*