



F.R.I.E.N.D.S BYLAWS & CONFLICT OF INTEREST POLICY 2021-2022

ARTICLE 1 INTRODUCTION

- 1.1 The name of the private operating foundation shall be F.R.I.E.N.D.S. DOWN SYNDROME SPECIAL NEEDS.
- 1.2 Acronym is Families, Respect, Inspire, Educate, & Networking for Down syndrome and Special needs
- 1.3 Motto – I CAN AND I WILL

ARTICLE 2 OFFICES

- 2.1 The Principal office for F.R.I.E.N.D.S. Down Syndrome West Florida will be in Hillsborough County.
- 2.2 F.R.I.E.N.D.S. Down Syndrome Special needs address is 11612 Miss Chloe Court, Riverview, FL 33579.

ARTICLE 3 PURPOSES

3.1 Adoption of bylaws – These bylaws were adopted by F.R.I.E.N.D.S. Board of Directors on March 22, 2006 for the regulation and management of its affairs. The Bylaws will be amended yearly as needed.

3.2 Purpose - F.R.I.E.N.D.S. Down Syndrome Special needs was formed to operate as a 501C3, nonprofit private operating foundation, exclusively for charitable purposes.

3.3 F.R.I.E.N.D.S. Mission - A 501C3, Non-profit organization, staffed by dedicated Volunteers, who are committed to supporting the special needs community.

- Families - To provide compassionate emotional support, vital year-round programming, and engaging family activities for our special need's community.
- Respect – To demand that everyone treat people with disabilities with respect and understanding. We have taken the pledge to help end the use of the R Word.
- Inspire – To Inspire our special needs individuals to believe in themselves and to become a productive member of society.
- Educate – To educate our community, its leaders, and professionals to know our worth and to see our value.
- Network – To continually look for special need's resources and opportunities to help our community.
- Down syndrome – A productive support group; established in 2007.
- Special needs – We are an all-inclusive organization that serves the entire special needs community.

3.4 F.R.I.E.N.D.S. Goals provide a foundation on which to meet the demands of the future.

- To provide accurate and up-to-date information to new and expectant parents.
- To change people's attitudes about Down syndrome/Special Needs and promote respect and esteem.
- To enable people with Special Needs to speak up and be heard.
- To help special needs individuals to become a productive part of society.
- To provide financial and social service support to our members.

- To train volunteers to represent and promote “best practices” in meeting the needs of all individuals with special needs.
- To create a community that embraces, supports, and inspires individuals with Special Needs to live happy, healthy, full-filling lives.

3.5 F.R.I.E.N.D.S. Values

- We are TRUSTWORTHY in our daily responsibilities.
- We use EMPATHY in our interactions and RESPECT toward others in all that we do.
- We COLLABORATE and create PARTNERSHIPS within our community.
- We are DEVOTED, investing our time, effort, and energy to our mission.

ARTICLE 4 COMPENSATIONS AND RESTRICTIONS

4.1 Board of Directors shall serve without compensation, except for reimbursement of expenses incurred in the performance of their duties.

4.2 F.R.I.E.N.D.S. Down Syndrome Special needs disclaims any profit motive and shall have and exercise all rights and powers conferred on a nonprofit organization under the laws of the State of Florida.

4.3 Upon the dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all assets of the organization to an exempt organization or charity under Section 501(c)(3) of the Internal Revenue Code, and as they deem fit. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which principal office of the foundation is then located.

ARTICLE 5 BOARD OF DIRECTORS

5.1 Member Qualifications - Membership in F.R.I.E.N.D.S. Down Syndrome Special needs shall be open to any persons who subscribes to its purposes and policies.

5.2 Board of Directors must be members of F.F.R.I.E.N.D.S. Down Syndrome Special needs and will be invited to serve on the Board of Directors by existing Executive Board members.

5.3 No Vested Rights - No Board of Director Officer will have any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the foundation.

5.4 Number of Board of Directors - The authorized number of Board of Directors shall not be less than 3, or more than 10, unless changed by amendment to the Bylaws.

5.5 Board of Directors Positions - The Officers of F.R.I.E.N.D.S. Down Syndrome Special needs shall be a President, a Vice-President, Secretary, Treasurer, and Executive Director.

5.6 Resignation - Any Board of Director officer may resign at any given time by giving written notice to the Board of Directors.

5.7 Vacancies - A vacancy in any office shall be filled by the Executive Board of Directors F.R.I.E.N.D.S. Down Syndrome Special needs as soon as it is deemed appropriate.

ARTICLE 6 DUTIES OF BOARD OF DIRECTORS

6.1 Duties of the President

- The President shall be the principal officer of F.R.I.E.N.D.S. Down Syndrome Special needs shall have overall responsibility for leadership, coordination, and supervision of the activities.
- He or She shall preside at all meetings of the Board of Directors.
- He or She shall be responsible for preparing of agendas for monthly meetings if needed.
- He or she shall find a source of funding for F.R.I.E.N.D.S. Down Syndrome Special needs.
- He or She will recruit new Board, Staff, and Advisory Board Members.
- He or she will be listed as a responsible party for the FRIENDS bank account.

6.2 Duties of the Vice-President

- In absence of the President, or in the event of his or her inability to serve, the Vice-President shall perform all duties of the President, and where so acting shall have all the powers the President.
- He or She shall preside at all meetings of the Board of Directors.
- He or she shall find a source of funding for F.R.I.E.N.D.S. Down Syndrome Special needs.
- He or She will recruit new Board, Staff, and Advisory Board Members.

6.3 Duties of the Secretary

- The secretary should be knowledgeable of the organization's records and related materials.
- He or She shall record the minutes of meetings.
- He or She shall preside at all meetings of the Board of Directors.
- He or she shall find a source of funding for F.R.I.E.N.D.S. Down Syndrome Special needs.
- He or She will recruit new Board, Staff, and Advisory Board Members.

6.4 Duties of the Treasurer

- The Treasurer shall be responsible for oversight of the accounting activities to include processing of cash receipts and cash disbursements.
- Review disbursement checks signed by the Executive Director to ensure the expense has been properly supported and are in accordance with the parameters of the annual operating budget.
- Shall oversee the latest Profit & Loss balance sheet, Annual Budget, and yearly IRS 990.
- He or She shall preside at all meetings of the Board of Directors.
- He or she shall find a source of funding for F.R.I.E.N.D.S. Down Syndrome Special needs.
- He or She will recruit new Board, Staff, and Advisory Board Members.

6.5 Duties of Executive Director

- He or she will be responsible for overseeing the administration, programs, and strategic plan of the organization.
- He or She shall be in charge of fundraising, marketing, and community outreach.
- He or she will act as the FRIENDS Public Relations/Media contact.
- He or She shall maintain data bases, mailing and email list, and social media platforms.
- He or She shall be helpful to the Board of Directors with any duties.
- He or She shall review and enter monthly expenses into the Quick Books.
- He or She shall provide the financial statements to the independent accountant for annual audit.
- He or She shall be responsible for the Profit & Loss balance sheet, Annual Budget, and yearly IRS 990.
- He or She shall be responsible for the Bylaws and Conflict of Interest availability.
- He or She shall maintain management of the FRIENDS Website, Facebook page, Instagram, and Twitter accounts.
- He or She shall continue with distribution of FRIENDS Parent Packets.
- He or She shall continue with distribution of Scholarships or Hardship fund.
- He or she will help organized all fundraisers, Zoom Events, Picnics, Parties, and the Buddy Walk.

ARTICLE 7 ADVISORY BOARD - The purpose of the Advisory Board is to keep key stakeholders engaged with FRIENDS and to be available to advise the Board and participate on the Buddy Walk Committee with regards to fundraising initiatives, public relations, and programming issues. The ADVISORY BOARD does not have any authority to govern FRIENDS as such authority resides with the full board.

Duties of the Advisory Board are:

- Attend board meetings, F.R.I.E.N.D.S. events, and functions.
- Contribute their expertise and thinking to the current and future work of FRIENDS.
- Allow FRIENDS to publish your name as a member of the Advisory Council.
- Accept our deepest appreciation of their time and commitment vow not to abuse their time or generosity.

ARTICLE 8 F.R.I.E.N.D.S. SCHOLARSHIPS

- FRIENDS Scholarships will be on a case-to-case basis.
- Recipients will be required to apply for the Scholarship via our website.
- Scholarships will be awarded in amounts shall be up to and not to exceed \$500 with special consideration given to those who have not previously received funds from FRIENDS.
- Scholarship money will be paid directly to the approved provider. Funds will not be distributed in cash and will not be given to the recipient.
- A Hardship donation shall be up to and to not exceed \$500 and shall be a onetime donation or subject to the Board of Directors decision.
- All Scholarships will be approved at the discretion of the FRIENDS Board of Directors.
- Applications will be accepted and considered without regard to sex, religion, ethnic background, race, or national origin.
- One Scholarship per individual or family per year, not to exceed \$500 persons applying for scholarships must be active members of FRIENDS and have attended at least one FRIENDS function within the last year to be considered.

ARTICLE 9 OPERATIONS

9.1 Fiscal Year - The fiscal year will be from January to December.

9.2 Books and Records F.R.I.E.N.D.S. Down Syndrome Special needs will keep correct and complete books and records of all accounts and will also keep minutes of the proceedings of its Board of Directors. Upon request of a member, records will be available with-in thirty (30) days.

9.3 Inspection of Records - All records of F.R.I.E.N.D.S. Down Syndrome Special needs may be inspected by any officer, member, agent, or attorney for any proper purpose when given a 30-day request.

9.4 FRIENDS will make available for public inspection the last three years of its tax documents, including Internal Revenue Service Forms 990. Copies will be provided within 30 days of the request. The requestor may be charged a reasonable fee for the cost of copying and postage.

9.5 FRIENDS members may request a copy of the latest Profit & Loss balance sheet, Annual Budget, and yearly IRS 990. All are to be posted on our website.

9.6 Budget - An annual budget will be created in preparation for review by March and approved by April.

CONFLICT OF INTEREST POLICY

F.R.I.E.N.D.S. DOWN SYNDROME SPECIAL NEEDS – WEST FLORIDA

Article I

Purpose. The purpose of this conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest.**
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board-delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board- delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

BOARD OF DIRECTORS

- President - Ken Brownlee ken@kenbrownlee.com
- Vice President - Joe Wright Joe@kenbrownlee.com (813)413-4229
- Secretary - Tish Knotek Anglerair@msn.com (813)436-6872
- Treasurer - Mike Girdwood Markgirdwood@gmail.com (813)654-5454

EXECUTIVE DIRECTOR - Ann Foyt, R.N. info@friendssupport.org (813)245-2782

I have read and agree with the F.R.I.E.N.D.S. – Down Syndrome Special Needs Bylaws and Conflict of Interest Policy 2021-2022.

President _____

Vice President _____

Secretary _____

Treasurer _____

Executive Director _____