

AAAPP Bylaw Article	Section	AAAPP BY LAW	DOEA Governance Contract
IV: Membership	4	No person who is a member of a governing board, advisory committee or council, or staff, of a service provider, under contract with the Agency or family member thereof (defined as ascendants, descendants, spouse, siblings, uncles, aunts), will be elected to board membership. An elected director who attains one of the prohibited statuses shall be deemed to have resigned from the Board effective upon the Board becoming aware of such prohibited status. Each director shall immediately inform the Executive Director of the Agency of any changes which may result in his/her prohibited position status.	Section 7.4: No Board Member shall serve concomitantly as an elected state or federal official.
IV: Membership	6	Prohibitions set forth in Sections 4 and 5 of this Article IV shall not apply to elected officials acting in their official capacity only.	Section 7.4: No Board Member shall serve concomitantly as an elected state or federal official.
IV: Membership	7	Board members may be removed for cause by an affirmative vote of a majority of the entire membership of the Board at a regular meeting. Cause includes but is not limited to: (1) unexcused absences from three consecutive regular board meetings within one fiscal year; (2) disruption of order during meetings; (3) actions that are in contravention of the overall mission and intent of the Agency; (4) actions that are in contravention of the instructions, policies and procedures and mandates of the Board; (5) an undeclared conflict of interest or failure to abide by the conflict of interest policy; (6) failure to perform assigned tasks or fulfill the duties of the position and (7) failure to comply with Florida's Government in the Sunshine Act.	Section 5.1: Any Board member may be removed by a majority vote of the Board with or without cause prior to the expiration of their term, pursuant to section 617.0808, Florida Statutes. And Section 6.1 Any member who fails to attend three (3) consecutive meetings of the Board, unless excused by the Board, shall be removed by a majority of the directors in office voting for the removal. Any member absent from four (4) meetings in any twelve (12) month period, whether excused or unexcused, shall be removed by a majority of the directors in office voting for the removal.
IV: Membership	8	<p>Each Board Member shall be elected for a Term of three (3) years. Board Members may only serve four (4) consecutive terms. After serving four consecutive terms a Board Member is ineligible for Board membership for a minimum of one year from the date of the end of the fourth term.</p> <p>If at the time of adoption of the 4 consecutive term limit set forth above, a Board Member is serving in their fifth consecutive term or more, the Board Member may complete the fifth or more term and is ineligible for a minimum of one year from the date of the end of the fifth or more term.</p> <p>Any current Board Member who has served a collective 15 years as a Board Member as of April 17, 2023 (regardless of the number of consecutive terms), may complete their current term and is ineligible for Board membership after the end of their current term for a minimum of one year from the date of the end of their current term.</p>	Section 5.3: A standard Board term is three (3) years, and no member shall serve more than three (3) consecutive terms or nine (9) consecutive years. However, Board members who have exceeded the term limit, shall continue to serve until such time as a new member has been nominated and voted on by the Board, but may not serve more than three (3) months after the expiration of their term. A Board member may remain on the Board as a non-voting member for a period of six (6) months if they are nominated and elected by the Board as a non-voting member. and Section 5.4: If a Board member has served for three (3) terms consecutively or nine (9) consecutive years, the Board member must sit out two (2) years before the Board member can be renominated for Board membership.
VI: Officers	1a	The officers of the Board shall be a President, Vice-President, Secretary and Treasurer. All officers shall be elected by majority vote of all Board members present at any meeting at which a quorum is present and shall hold office until the earlier of (a) the next annual meeting of the Board of Directors, at which time an election of officers is held.	Section 8.3: Officers shall be elected to serve a term of two (2) years. No officer shall serve more than two (2) successive terms in the same office. and Section 8.4: An officer, except for the treasurer, shall serve until their successor is installed in office but may not serve more than three (3) months after the expiration of their second term. A treasurer may serve up to nine (9) months after the expiration of their second term. and There shall be no grandfathering clause for officers who have exceeded the term limits described in paragraph 8.3 and have served four (4) or more years at the time of the execution of this contract, whether or not the Board previously had term limits in place. Any current officer, other than a treasurer, who has already served four (4) consecutive years in the same office must be replaced within three (3) months from the date this contract is executed. A current treasurer who has already served four (4) consecutive years in that office must be replaced within nine (9) months from the date this contract is executed.
VI: Officers	5	Officers shall be elected for a one year term and may be re-elected for a second consecutive term after which time they are ineligible to serve in such elected position for a minimum of one year.	
VII: Board Meetings	5	Quorum. A quorum shall consist of 50% of the then filled membership seats of the Board of Directors. When a quorum is physically present, a majority of those present in person and electronically as set forth in Section 6 below may take action on matters properly presented at the meeting. Business shall be transacted only at regular or specially called meetings and shall be duly recorded in the minutes thereof.	Section 6.2: The presence of not less than fifty percent plus one of the members, in person, shall constitute a quorum, which shall be necessary to conduct the business of the organization. If the meetings allow for attendance other than in person, the presence of not less than sixty percent of the members shall constitute a quorum. and 6.3. A quorum is required for the rescheduled meeting.
			Section 5.1: The Contractor shall agree to amend their respective bylaws no later than December 31, 2023, to incorporate conforming language of the provisions 5.3 through 9 as set forth in this Agreement into their bylaws, if the bylaws do not already contain such language. If this contract is signed by September 30, 2023, the deadline to amend the contractor's bylaws accordingly, is no later than June 30, 2024.
			Section 5.13: The Board, in consultation with the executive director/chief executive officer, shall establish an orientation process for new Board members to commence after a satisfactory level 2 background check has been completed pursuant to section 430.0402, Florida Statutes, and Chapter 435, Florida Statutes.
			Section 6.1: The Board shall establish a process to assess their performance as individuals and as a Board. The assessment shall be completed annually and can be one page in length. This performance measure and the assessment shall also be submitted annually to the Secretary of DOEA.