

BYLAWS OF THE
GRANT PROFESSIONALS NETWORK OF CENTRAL FLORIDA, INC. (GPN)
Original Bylaws: July 1, 1994
Updated: January 28, 2009

ARTICLE I – NAME

Section A Name. The name of this organization shall be the Grant Professionals Network of Central Florida, Inc., hereinafter called “GPN.”

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

Section A Principal Place of Business. The principal place of business is located at 445 W. Amelia St, Orlando, FL 32801. Periodic changes to the principal place of business will be approved by the Board of Directors and reported to the Florida Department of State. Any approved change in location of the principal place of business shall be noted by the Secretary on these bylaws.

ARTICLE III - AFFILIATION

Section A Affiliation. GPN is an entity unto itself. Members have the freedom to affiliate with their respective local, state and national organizations.

ARTICLE IV – PURPOSE

Section A Purpose. The purpose of the Grant Professionals Network of Central Florida, Inc. (GPN) is to provide a collegial forum to facilitate training, resource development, leadership and networking opportunities for grant professionals in Central Florida. GPN goals are to:

1. Promote and sustain active, representative members who have an awareness and interest in addressing the social, economic, cultural, educational, health and material needs of Central Florida citizens.
2. Develop a positive rapport among governmental agencies, community-based nonprofit organizations, grant makers and other entities who serve Central Florida communities.
3. Enter into, make, and perform contracts and agreements to purchase or otherwise acquire, hold, lease, encumber, sell, assign, transfer, mortgage, pledge, exchange or otherwise, personal, or intangible personal property in the same manner and to the same extent as a natural person might do.
4. Strengthen ties with grant makers.
5. Share expertise in the art of grantsmanship through offering professional development and networking opportunities.
6. Facilitate collaborative resource development.
7. Receive bequests and devises by will, absolutely or in trust, to the same extent as a natural person.
8. Engage in any activities which support the stated GPN purposes.

9. Use assets and earnings of GPN exclusively for the purposes identified above, including the payment of expenses, and to use no part of the net earnings to the benefit of any private member, individual or organization. No substantial part of its activities or assets shall be for carrying on propaganda or otherwise attempting to influence legislation. GPN shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE V - MEMBERSHIP

Section A Individual Members. Any person involved or interested in resource and grant development in Central Florida is eligible to become an individual member upon payment of annual dues. Individual members shall be entitled to all privileges of GPN membership, including voting, holding office, and member discount rates for professional development.

Section B Organizational Members. Any organization involved or interested in resource and grant development in Central Florida is eligible to become an organizational member upon payment of annual dues. Each member organization is entitled to one vote. Organizations may have up to 10 employees receiving GPN member benefits, including member discount rates for professional development, and any of these representatives may cast the organization's one vote or hold office.

Section C Student Members. Any full time student enrolled in an institution of higher education, including community colleges and four-year colleges and universities, is eligible for a reduced membership fee approved by the GPN Board of Directors. Student members will have all the rights of an individual member.

Section D Honorary Members. Any person who has performed some distinguished public or educational service in support of the nonprofit grant community in Central Florida may be elected as an honorary member and shall be entitled to all the privileges of individual members. Honorary members shall not be required to pay membership dues.

Section E Admission to Membership. Individuals, organizations, and students shall become members after filing an application and payment of dues. Proposals for honorary membership shall be submitted to the Membership Committee for recommendation to the Board of Directors. Honorary members shall be approved by a majority vote of the Board of Directors.

Section F Dues of Members. Dues for each said classification of member will be set by a majority vote of the Board of Directors.

Section G Annual Membership. Membership in GPN shall be for a period of one year from July 1 through June 30.

ARTICLE VI - ADMINISTRATION

Section A Board of Directors. The business of this organization shall be managed by a Board of Directors consisting of six elected directors together with the elected officers, including the President, President-elect, Treasurer and Secretary, and the immediate past president. The immediate past president shall serve on the board in an ex-officio capacity for one year.

The directors and officers will be elected by a majority of voting members for the ensuing year at the annual meeting of GPN. The Board of Directors shall have the control and management of the affairs and business of the organization. The Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such a meeting. A majority of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly. Each Director shall have one vote and such voting may not be done by proxy. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

The President of the organization, by virtue of the office, shall be chairperson of the Board of Directors. The officers and directors shall be members of GPN and will be the voting members of the Board of Directors. No GPN officer or director will receive compensation from GPN.

Section B Vacancies. Persons elected to hold any office may not directly succeed themselves in those offices. In case of a vacancy in the position of President, the President-elect shall become President. In case of a vacancy in the position of President-elect, a special election by the general membership will be held. In case of a vacancy in the position of Secretary, Treasurer or Director, the President will appoint and the Board of Directors will confirm a replacement for the balance of the year. Appointed positions will serve until the next regular election. At that time, a person will be elected to fill the unexpired term.

Section C Terms of Office. The terms of office shall be as follows:

1. President, one-year term
2. President-elect, one-year term
3. Secretary, two-year term
4. Treasurer, two-year term
5. Six directors, two year term (Three directors will be elected each year.)

Section D President-elect. The President-elect shall accede to the office of President.

Section E Elections. Officers and directors shall be elected as follows:

1. At a general membership meeting prior to Feb. 1 of each year, the President shall ask for volunteers to serve on a Nominating Committee. The Nominating Committee shall prepare a slate of candidates for positions to be filled. The permission of all candidates must be secured before their names are submitted. The chairperson of the Nominating Committee shall be chosen by the Nominating Committee.

2. The chairperson of the Nominating Committee shall submit the slate of candidates to the Board of Directors in March.
3. Ballots shall be presented to the regular members of GPN at a general meeting to be held prior to June 1 each year. Provisions shall be made on the ballot for nominations from the floor. The candidates for each office receiving the highest number of votes shall be declared elected.
4. Officers and directors shall assume office on July 1 of the year elected and shall serve for the term provided for that office.

Section F **Removal from Office.** The Board of Directors may, by a three-fourths vote of its membership, remove any officer for misconduct or neglect of duty. The Board of Directors shall request the resignation of such officer from the respective office. If such resignation is not received by the Board of Directors within 10 days after such resignation has been requested, the Board of Directors is empowered to and shall thereupon declare such office vacant. Such office shall be filled in accordance with the provisions of Section B of this article.

ARTICLE VII - DUTIES OF OFFICERS AND DIRECTORS

Section A **President.** It shall be the duty of the President to call meetings of the Board of Directors and to preside at all meetings of the Board of Directors and GPN general membership meetings.

1. The President shall carry out the directives of GPN and of the Board of Directors.
2. The President shall, at the close of his or her term of office, transmit to his or her successor a written report of his or her official actions. It shall include:
 - a. A list of the directives of the Board of Directors and their disposition or status.
 - b. An outline of his or her activities, planning and execution in conducting the affairs of GPN in his or her official capacity.
 - c. Ensure that the Board of Directors is bonded in an amount set by the Board of Directors, the premium to be paid from GPN funds.

Section B **President-elect.** It shall be the duty of the President-elect to preside in the absence of the President and to assume such duties as may be assigned by the President. The President-elect shall accede to the office of President.

Section C **Secretary.** It shall be the duty of the Secretary to keep all records of meetings, to attend to correspondence, and to perform such other duties as pertain to that office. The Secretary will submit the Not-For-Profit Corporate Annual Report to the Florida Secretary of State by the required deadline.

Section D **Treasurer.** It shall be the duty of the Treasurer to collect dues, to maintain a record of membership, to pay all bills within the budget and to serve as custodian for all funds belonging to GPN. The Treasurer will prepare any required Florida or Internal Revenue Service annual fiscal reports or returns by their specified deadline. The Treasurer will make payment to ensure that the Board of Directors is bonded.

Section E Directors. It shall be the duty of the directors to attend all Board of Director meetings and represent the interests of the general membership.

ARTICLE VIII - STANDING COMMITTEES

Section A Standing Committees. There shall be five standing GPN committees as listed in Section B. The chair of each committee, except the Nominating Committee, shall be appointed by the President with the approval of the Board of Directors. The President shall be an ex-officio member of all standing committees, except the Nominating Committee.

Section B Description of Standing Committees

1. The **Nominating Committee** shall serve within the fiscal year of the applicable election. The committee shall submit a slate of candidates for positions to be filled which shall constitute the annual ballot. If members of the nominating committee are chosen as candidates for any office, they shall resign from the committee.
2. The **Finance Committee** shall serve for one year. The duties shall be to prepare the budget for review, modification, and adoption by the Board of Directors and the general membership to provide for an annual accounting. The Treasurer shall serve on the Finance Committee in an ex-officio capacity without a vote.
3. The **Membership Committee** shall serve for a period of one year. The committee shall actively solicit membership from all eligible persons and ensure that a roster of current members be maintained and distributed.
4. The **Communications Committee** shall serve for a period of one year. The committee shall be responsible for communication with members, potential members, grant makers and other entities regarding training and activities GPN.
5. The **Professional Development Committee** shall serve for a period of one year. The committee shall be responsible for organizing and scheduling GPN training and activities.
6. Any standing committee chairperson may be reappointed.

Section C Special Committees. Special committees and task forces of GPN may be appointed at the discretion of the President with the approval of the Board of Directors.

ARTICLE IX - MEETINGS

Section A Board of Director Meetings. The GPN Board of Directors shall meet at least four times a year and these meetings may occur in person, online or through a conference call. All requirements of in-person meetings must be met in online or conference call venues, including verifying a quorum for voting.

Section B General Membership Meetings. GPN shall hold no fewer than three general membership meetings each year at a time and place to be determined by the Board of Directors. Members shall be notified at least one week in advance.

Section C Special Meetings. The Board of Directors may call special meetings.

ARTICLE X - CHANGES IN BYLAWS

Section A Changes in Bylaws. Bylaws or changes in the bylaws may be proposed by any member of the organization in a regular meeting and may be adopted by a majority of those present at the next regular or called meeting, provided that at least 15 members are in attendance.

ARTICLE XI - DISSOLUTION

Section A Dissolution. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(6) of the 1986 Internal Revenue Code or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose.

ARTICLE XII - FISCAL YEAR

Section A Fiscal Year. The fiscal year shall be from July 1 through June 30 of the succeeding year.

ARTICLE XIII - VOTING RIGHTS

Section A Voting Rights. Members may be required at any meeting to be certified by the presiding officer of GPN in order to cast a valid ballot or participate in the business discussion.

ARTICLE XIV - QUORUM

Section A Quorum. A majority of the members of the Board of Directors shall constitute a quorum of that body. At a general membership meeting, at least 15 members in attendance will constitute a quorum.

ARTICLE XV - EXPENDITURES

Section A Expenditures. The funds of GPN shall be disbursed in accordance with the annual budget adopted by GPN. Funds and assets will not be used to the benefit of any private member, individual or organization. The Board of Directors shall have power to transfer unused balances from one item to another. The Treasurer shall receive and disburse GPN funds with the signatory approval of the President.

ARTICLE XVI - PARLIAMENTARY LAW

Section A Parliamentary Law. On all questions of parliamentary law, Roberts' Rules of Order shall be the authority.

Date Approved: 3/25/9

William Campbell
Secretary