## By-Laws

**CDS Family & Behavioral Health Services, Inc.**

**1218 N.W. 6th Street**

**Gainesville, Florida 32601**

Revisions Effective January 11, 2007

### CDS Board Approved February 13, 2007

CDS Board Amended May 10, 2007

CDS Board Amended September 12, 2013

## Article I

**Name**

This corporation shall be known as CDS Family & Behavioral Health Services, Inc. a non-profit Florida corporation.

**Article II**

**Objectives**

The objective of this corporation shall be (1) to operate, maintain and continually strive to improve general crisis intervention for youth, , drug education and drug abuse prevention services for Alachua County and surrounding North Central Florida, (2) to participate in applied research and demonstration programs, whenever possible, provided that such participation not interfere with the delivery of service (3) to provide services for runaway, domestic violence and homeless youths and other troubled members of the youth community including youth in and aging out of foster care (4) to strive for good behavioral health care especially for the youth community providing that care ourselves whenever possible, (5) to provide alternative counseling services with a primary focus on the youth community, (6) to foster prevention services that assist individuals in leading personally satisfying life’s without drug abuse and, (7) to seek and provide for the advice and counsel of the professional caregivers of all helping agencies and professionals in the area.

**Article III**

**Membership**

There shall be two classifications of membership in the corporation; namely, Board of Directors and Advisory Board members.

1. Board of Directors: The Board of Directors are those persons who comprise the decision making body of the corporation.

2. Advisory Board: The Board may from time to time appoint people with special talents for advisory purposes. They shall have no vote.

**Article IV**

**Meetings of Members**

Section I. Annual Meeting

The annual meeting of the membership of this corporation shall be held during the month of January. The purpose of this meeting shall be:

1. announcement of new Directors and new officers of the Board;

2. recognition for outstanding service;

3. such other matters as may be stated in the Notice of the Meeting.

Section II. Regular Meetings

The annual meeting shall be the only regular meeting of the membership.

## Article V

## Board of Directors

Section I. Election

Individuals interested in the corporation's purposes, as outlined in Article II, and in serving as a Director may make application to the Board of Directors. A simple majority vote of Directors present is required for election to the Board.

Section II. Number and Term of Directors

The business, property and affairs of this corporation shall be managed by a Board of Directors. The number of Directors may vary from time to time, but shall never be more than twenty-five (25) nor less than three (3). All Directors shall be elected for a term of three years provided that nothing herein shall be construed to prevent the election of Directors to succeed themselves.

Section III. Classification of Initial Directors

At the first Board meeting following approval of these by-laws, the members of the Board of Directors shall be divided into three classes**.**

Section IV. Duties of the Board

The Board of Directors shall transact all business of CDS Family & Behavioral Health Services, Inc. It shall determine the policies, fiscal matters and in general assume responsibilities for the guidance of the affairs of the corporation. Nothing herein shall be construed as limiting the autonomy of the Board of Directors or the management of

CDS Family & Behavioral Health Services, Inc.

Section V. Quorum

The presence of not less than a simple majority of voting Directors shall constitute a quorum and shall be necessary to conduct the business of the corporation; but a lesser number may adjourn any meeting duly called**.**Newly elected Directors shall not be counted when calculating the quorum until attending a regularly scheduled meeting.

Directors unable to attend three consecutive meetings will automatically be placed on inactive status to be in effect at the third meeting unattended for the purpose of calculating the quorum. A Director will automatically be reinstated to active status by attending a regularly scheduled meeting.

Section VI. Executive Committee

The Executive committee shall be composed of all officers and any additional members appointed by the Board of Directors. The Executive committee will have the authority to transact all the business of the corporation if necessary. Actions taken by the Executive committee shall be reported to the Board of Directors at the following meeting.

Section VII. Power to Elect Officers

The Board of Directors at the board meeting, held during the month of December, shall elect a President, a Vice-President, a Secretary and a Treasurer. The Board of Directors shall have the power to fill any vacancy in any office occurring for any reason whatsoever.

Section VIII. Removal of Directors, Officers, and/ or Executive Director

Any Director, officer, and/ or Executive Director may be removed by the Board of Directors whenever, in the judgment of the Board, the best interest of the corporation will be served thereby, by a majority vote of the Board of Directors. Failure to attend three consecutive meetings without a valid excuse shall constitute cause for the removal of a Director.

Section IX. Delegation of Powers

For any reason deemed sufficient by the Board of Directors, the Board may delegate any power to duty of any officer or Director to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section I. Administrators

Administrator(s) of the agency shall be appointed and their compensation, if any, fixed by the Board of Directors.

Section XI. Annual Reports

The President and the Treasurer or their designee shall present their respective reports of the operation of the corporation for the preceding year at the December meeting of the Board of Directors.

# Article VI

**Officers**

Section I. Officers

The officers of this corporation shall be elected from the membership of the Board of Directors of the Corporation. They shall consist of a President, Vice-President, Secretary and Treasurer. Each officer shall be elected to hold office for a period of one year.

Section II. President

No person shall be elected to the office of President who has served less than one year as a member of the Board of Directors.

**Article VII**

Section I. By-laws and Amendments

By-laws may be amended by a two-thirds vote of the members at any regular or special meeting of the Board of Directors provided that the proposed amendment has been distributed to each voting member at least one week prior to the date of the election meeting.

Section II. Policies

Policies may be formulated or amended by a majority vote of the members present at any regular or special meeting of the Board of Directors.

Section III. Parliamentary Authority

Robert's Rules of Order (revised) shall be the parliamentary authority for the procedure not specifically covered by the by-laws.