2001 UNIFORM BUSINESS REPORT (UBR)

FILED
Jul 24, 2001 8:00 am
Secretary of State
07-24-2001 90026 039 ****61.25

DOCUMENT # 744935

1. Entity Name

BREHON INSTITUTE FOR FAMILY SERVICES, INC.

Principal Place of Business	Mailing Address
1315 LINDA ANN DRIVE TALLAHASSEE FL 32301 US	P O BOX 7643 TALLAHASSEE FL 32314-7643 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	3. Mailing Address
2222 Old St. Augustine	
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State: Tallahassee Florida	City & State
Zip: 32303 Country: US	Zip Country

4. FEI Number 59-1865406 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☐ **$8.75** Additional Fee Required

6. Name and Address of Current Registered Agent	7. Name and Address of New Registered Agent
ROBBINS, CHERYL 1315 LINDA ANN DRIVE TALLAHASSEE FL 32301	Name: Jackie Malone Street Address (P.O. Box Number is Not Acceptable): 2222 Old St. Augustine Rd. City: Tallahassee FL Zip Code 32303

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the state of Florida.

SIGNATURE Jackie Malone [signature] 7/12/01
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

FILE NOW: FEE IS $61.25
After September 12, 2001, min. will be $236.25

9. Election Campaign Financing Trust Fund Contribution. ☐ **$5.00** May Be Added to Fees

Make Check Payable to Department of State

10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 10	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	DP ROGERS, LAURA 1741 MARSTON PLACE TALLAHASSEE FL 32312	☐ Delete	DP Bryant, Mary 1310 Cross Creek Ste A Tallahassee FL. 32301	☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	DV BRYANT, MARY 1310 CROSS CREEK STE A TALLAHASSEE FL 32301	☐ Delete	DV Schilling, Max 2222 Old St. Augustine Rd Tallahassee FL 32303	☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	CEO ROBBINS, CHERYL L 1315 LINDA ANN DRIVE TALLAHASSEE FL 32301	☐ Delete	CEO Malone, Jackie 2222 Old St. Augustine Rd Tallahassee, Fl. 32303	☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	S REDFEARN, STEPHANIE RR 5 BOX 5362 MONTICELLO FL	☐ Delete	ST Rogers, Laura 1741 Marston Place Tallahassee Fl. 32312	☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	T SCHILLING, MAX 1315 LINDA ANN DRIVE TALLAHASSEE FL 32301	☐ Delete		☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ Delete		☐ Change ☐ Addition

CR2E037 (5/01)

12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: [signature] SIGNATURE REQUIRED 7-12-01 850 656-7110

attachment

Approved: February 23, 2001

A# 744935

Brehon Institute for Family Services, Inc. D0059362

By-Laws

ARTICLE I NAME

The name of the corporation shall be the Brehon Institute for Family Services, Inc. hereinafter referred to as "Brehon", a not-for-profit corporation under the laws of the State of Florida.

ARTICLE II PURPOSE

The purpose for which the corporation is organized shall be to:

A. provide human services, products and technical assistance to individuals and agencies in the areas of infant wellness and family support services aimed at eliminating child abuse and neglect;

B. advocate for families and children by informing state and local governmental bodies, corporations, parents, and the general public of issues, the need for additional resources and quality programming to enhance the lives of pregnant women, children and families;

C. facilitate, provide and coordinate case management regarding client services, the development of new programs/products, special services and the expansion of child abuse and neglect prevention services;

D. serve as a resource for quality education, prevention, protection and residential services not otherwise available.

ARTICLE III BOARD OF DIRECTORS

The business affairs of this organization shall be managed by a Board of Directors, hereinafter call the "Board".

A. Composition

The Board shall be comprised of not less than five (5) nor more than fifteen (15) community members dedicated to the purposes and goals of Brehon. Board members shall be chosen from the public at large.

B. Length of Service

A board member is elected for a term of three years and may be elected to additional terms without limit.

Attachment #744935
Approved: February 23, 2001
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C. Election of Board Members

Elections to the Board shall occur by majority vote of the Board at any scheduled meeting. A retiring member may be elected to Member Emeritus for a term and status as determined by a majority vote.

D. Duties

The Board of Directors shall discharge their duties in good faith, and with that diligence and care which ordinarily prudent people in a like position would exercise under similar circumstances. The Board shall have the power and authority to do all things necessary to implement and achieve the purposes and goals of the corporation; these duties include, but are not limited to:

1. establish policies and procedures and program directions of Brehon;
2. appoint committees, establish divisions, authorize studies, employ staff/consultants, approve all grants and agreements, and approve the signing of any contract entered into by Brehon;
3. supervise and approve the development of the annual budget and all major budget revisions including recommendations as to sources and procedures for raising necessary funds;
4. vote upon issues and policies that affect the operation of Brehon;
5. perform all duties allotted to it expressly or by implication in other provisions of these By-Laws;
6. perform all functions permitted by law.

E. Removal of Directors or Officers

Any member of the Board who has not met the conditions as presented in the By-Laws may be suspended or terminated by a majority vote of the Board of Directors.

F. Resignation by Absence

Three (3) unexcused absences or five (5) excused absences, or any combination thereof totaling five (5) absences, within a twelve (12) month period may result in removal from the Board. The Board shall consult with the absent member prior to removal. It shall take a majority vote of the Board for removal of a Board Member. Any such removal shall be considered resignation by absence.

G. Annual Meeting

The Board of Directors and member of the public shall meet annually during the 2nd quarter of the calendar year to present officers, provide a report on the state of the organization, and consider other business of the organization.

Approved: February 23, 2001

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H. Regular Meetings

The Board of Directors and the Executive Director or his/her designee shall meet at least six (6) times each year at a time and place established by the Board of Directors to discuss and act upon the business of the organization. In the absence of a member to the meetings, s/he may designate another Board member as his/her proxy to vote on items brought before the Board for action.

I. Special Meetings

Special Meetings of the Board of Directors may be called at any time by the President or by a quorum of the Directors of the Board.

J. Notice of Meetings

At least seven (7) days written notice and an agenda of each meeting, whether annual, regular, or special shall be mailed or transmitted in writing by facsimile transmission or electronic mailto each member of the Board of Directors at his/her place of business or home. Emergency meetings may be called by the Executive Director or President without the required notice.

K. Quorum

At any meeting of the Board of Directors, one third (1/3) plus one of the directors shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of the majority of the directors in attendance shall be the acts of the Board.

L. Voting Rights

1. Members of the Board of Directors shall participate in the election of officers and vote on all policies and procedures affecting the governance of Brehon.
2. Each Board Member has one vote.
3. Proxy votes may be made by a Board Member in attendance at the meeting as designated by the absent Board Member.

M. Rules of Order

The order of business at all meetings of the Board of Directors shall be under the control of the presiding officer and generally conform to Robert's Rules of Order, Revised. The Parliamentarian, appointed by the President, shall make parliamentary recommendations at the request of the Board of Directors.

Approved: February 23, 2001

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N. The Executive Committee

The Executive Committee shall consist of the President, Vice President, and Secretary/Treasurer. The Executive Committee may be empowered to act in lieu of the Board of Directors between meetings of the Board or in emergencies. All business transactions conducted by the Executive Committee shall be subject to approval by the Board of Directors at its next meeting unless previously approved.

ARTICLE IV OFFICERS

A. All officers of the corporation shall be those chosen by the Board of Directors and shall consist of a President, Vice-President, and Secretary/Treasurer

B. Each Officer shall be elected to serve for a term of one year and may be elected for one additional one-year term. No person shall hold more than one office at a time.

C. Election of Officers

The election of officers shall be conducted at the March meeting of the Board of Directors. The election shall be conducted by the Nominating Committee in accordance with timelines established in Article V, Section 2 of these By-Laws.

D. Vacancies

In the event of a vacancy in an office, the Executive Committee will submit a written nomination to the Board of Directors within ten (10) days of vacancy.

E. President—Duties

1. Chair meetings of the Board of Directors and act as an ex-officio member of all committees;
2. supervise the Executive Director;
3. preside over the annual meeting, other regular meetings and call emergency meetings as necessary;
4. appoint Standing and/or Ad-hoc committees as needed;
5. enforce the By-Laws;
6. appoint a parliamentarian;
7. serve as Chair of the Strategic Planning Committee

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8. perform all such ceremonies of Brehon as may be necessary.

9. represent and/or delegate members or staff to represent Brehon on statewide and local councils and committees and at legislative hearings relating to child abuse and neglect, prevention, child wellness and family support;

10. implement and uphold policies and purposes of Brehon;

11. exercise all powers and duties generally pertaining to the Office of Chairperson.

F. Vice President—Duties

1. perform all duties of the Office of the President in the absence, incapacitation and/or at the request of the President.

2. assist in the development and implementation of the policies and procedures of Brehon. Review the By-Laws annually and make recommendations of revisions to the Board.

3. serve as Chair of the Nominating Committee;

4. exercise all powers and duties generally pertaining to the Office of Vice President.

G. Secretary/Treasurer—Duties

1. record, sign and distribute the minutes of all meetings;

2. maintain attendance records of Board members and determine the official quorum for each meeting;

3. work with the Executive Director to present timely financial statements to the Board;

4. serve as the Chair of the Finance Committee;

5. exercise all powers and duties generally pertaining to the Office of Secretary/Treasurer;

Approved: February 23, 2001

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#744935
D0059302

ARTICLE V COMMITTEES

A. Finance Committee: The Secretary/Treasurer shall serve as Chair and appoint a committee to:

a. review and present, in cooperation with the Executive Director, the annual budget to the Board of Directors;

b. meet quarterly to develop and review a detailed financial statement for presentation to the board at the last meeting of each quarter.

c. review annual audit and report to the Board;

d. review annually the job classifications scale, salary schedule and make recommendations to the Executive Committee.

B. Nominating Committee: The Vice President shall serve as Chair and appoint a committee to:

a. nominate board members to fill the offices of President, Vice President and Secretary/Treasurer. Agreement to serve should be secured from the nominee prior to submission of their name as a candidate for an office.

b. present the nominations for officers to the Board of Directors at the February meeting of the Board of Directors. Additional nominations will be solicited from Board members at this time.

c. mail the slate of nominees to each Board member prior to the March board meeting for voting at the March meeting.

d. conduct the election of the officers at the March meeting of the Board of Directors and announce the election results to the Board of Directors at that meeting.

e. report the results of the election of officers at the annual meeting in April.

C. Strategic Planning Committee: The President shall chair and appoint the committee to:

a. develop long term and short-term goals for Brehon;

b. develop, amend, and revise policy and procedures when necessary;

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Approved: February 23, 2001

c. assess the community and develop a plan to address the community's needs regarding family support services and how Brehon can best respond.

ARTICLE VI AMENDMENTS

A. By-Laws may be amended and/or rescinded by a one third vote of the Board of Directors.

B. Proposed amendments and/or deletions shall be distributed in writing to all Board Members at least one month prior to the regular meeting at which the Board of Directors will vote upon the revisions.

ARTICLE VII MISCELLANEOUS

A. Fiscal Year

The Fiscal Year of the corporation shall begin on July 1 and end on June 30, or as such may be otherwise determined by the Board of Directors.

B. Limitations

The purposes listed in Article II shall not exceed the limits stated in section 501 (c) (3) of the Internal Revenue Code.

C. Restrictions

No part of the assets, income or net earnings of the corporation shall be distributed to or inure to the benefit of the Board of Directors or Officers.

ARTICLE VIII DISSOLUTION

Upon dissolution of the corporation for any reason, all assets of the corporation shall be dedicated to purposes exempt from taxation under the Internal Revenue Code and regulations there under.

We the members of the Board of Directors of the Brehon Institute for Human Services, Inc. certify that the foregoing By-Laws were duly adopted by the Board at the meeting held on February 23, 2001.

Laura K Rogers
President

2/23/01
Date