

*St. Francis Manor*

*By-Laws*



*St. Francis Manor*  
of Vero Beach

**By-Laws**  
**St. Francis Manor of Vero Beach, Florida, Inc.**

*Revised*  
March 18<sup>th</sup>,  
2010

**ARTICLE I**  
Name

The name of the Corporation shall be St. Francis Manor of  
Vero Beach, Florida, Inc.

**ARTICLE II**  
Purpose

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501c (3) of the Internal Revenue Code. The objective and purposes of this organization shall be as follows:

**Section 1** To provide affordable housing for individuals on a limited income based on standards as established by the Board of Directors. Minimum age of residents approved for residents shall be 62 years, unless disabled, when such age shall be set at 55 years. The board may, by a majority decision, under special circumstances, make exceptions to the 55 year age restriction. All residents must be self sufficient and able to live independently.

**Section 2.** To develop and promote a healthy, active, and safe living environment for residents.

---

**ARTICLE III**

*Membership, Board of Directors & Meetings*

**Section 1.** MEMBERSHIP: No general membership exists. No need for general membership is anticipated. No general membership is required.

**Section 2.** BOARD OF DIRECTORS: The Board of Directors of said corporation shall consist of not less than nine (9) nor more than thirteen (13) who shall serve for terms of three years. Elections shall take place as such terms expire at the annual meeting of the corporation.

Directors of the Board will serve 3 year terms and would be eligible for reappointment no more than 2 additional terms. At that time a Board director would roll off the Board after 9 years of service. Board directors unable to complete 3 continuous terms may be eligible for reappointment.

Should a Board director resign prior to completion of the 3 year term or be discharged from the Board in accordance with the by-laws, the Board as a group (majority of Board directors) may nominate and ratify a new director from the community to complete the term of the former Board director. For directors interested in continuing to serve the Manor, the Board may consider changing their status to that of an honorary director with no voting privileges upon approval of a majority of the remaining Board directors.

Officers will be elected every three years at the Annual meeting, taking place the third Saturday in January. Board officers will be nominated by the directors at the prior December meeting. Officers will be elected by a majority of the currently seated Board of Directors. Voting will be conducted by written ballot and Board members not in attendance may submit their vote by proxy preceding the Annual meeting.

Board directors may serve for three years as Officers in any of the existing positions: President, Vice-President, Treasurer or Secretary. In no case will a Board director serve more than 2 terms as an Officer in one particular capacity.

Should an Officer resign or be discharged in accordance with the by-laws, the Executive Committee consisting of the remaining Board Officers and 1 at large director from the Board, may appoint a current Board director to complete the term of office until the next election of Officers take place.

**Section 3.** MEETINGS: Meetings will be conducted on the third Thursday of each odd numbered month. Committee meetings will be held in the even-numbered months at a time and place of the committee's choosing. The annual board meeting of the corporation shall be held on the third Saturday of January of each year (unless changed by a 2/3 vote of the voting membership of the Board of Directors). Special board meetings may be held any time upon the call of the President, provided written notice thereof shall be given each member of the Board at his last known address at least five (5) days prior to the meeting.

**Section 4.** TERMINATION: The Board of Directors may terminate a director-without cause, by a two-thirds (2/3) (66%) vote of the Board. Three (3) consecutive absences from monthly Board meetings can result in termination of membership on the Board of Directors.

*Notice of intent to terminate a director must be given at least 10 days prior to the meeting. Notice of the meeting shall state the specific director(s) sought to be removed.*

**Section 5.** LIABILITY: No member of the Board of Directors may be held personally or individually liable for the acts or obligations of the Board of Directors or of the Corporation.

**Section 6.** QUORUM: Two-thirds (2/3) of the Board of Directors eligible to vote shall constitute a quorum. (9 directors, 6 quorum; 10 directors, 7 quorum; 11 directors, 8 quorum; 12 directors, 8 quorum; 13 directors, 9 quorum) For the purposes of satisfying a quorum, or to vote, electronic attendance is satisfactory.

**Section 7.** HONORARY DIRECTORS: Directors who have given service to the Board of Directors and to the Corporation, service being defined by Board of Directors, upon retirement from the Board may be given honorary director status, with all the rights and privileges given to a sitting member of the Board of Directors, except that of voting.

The title Emeritus may be bestowed on a founder or director with distinguished service to the Manor, such service being defined by the Board of Directors. This title is strictly honorary, and at the discretion of the Board may contain all the rights and privileges given to a sitting member of the Board of Directors, except that of voting.

#### **ARTICLE IV** Board of Directors

**Section 1.** The Board of Directors shall be the governing body and shall have all the powers and responsibilities customarily vested in a Board of Directors. Without limiting the foregoing, the Board of Directors shall specifically determine the policies; approve the program of work and budget, authorize any additional financial changes which it needs; fill vacancies on the Board of Directors; and appoint the Executive Director or Administrator. In addition, the Board of Directors shall maintain, operate, and manage the property of the corporation and enter into contracts pertaining to the affairs of the corporation the purposes for which the corporation was created.

**Section 2.** All contracts and agreements authorized by the Board of Directors shall be executed in the name of the corporation by the President or Vice President thereof, attested by the Secretary, and the corporate seal affixed thereto.

**Section 3.** The business affairs of the corporation shall be conducted solely on a non-profit basis and no member, officer, or director thereof shall be paid any salary or receive any other benefits for services performed for or on behalf of the corporation.

#### **ARTICLE V** Officers

**Section 1.** The **President** shall preside at all meetings and shall have general supervision over the affairs for the Board of Directors and over the other officers. The President shall appoint the committees as may be deemed expedient for the carrying out of the purposes of the Board, with the approval of the Board. The President will act upon the recommendations of such committees and is responsible for organizing and calling together two Town Hall Meetings a year. The President must meet with the

Executive Director prior to the board meeting to review agenda and on-going issues and concerns and perform all other duties as are appropriate to the office.

Each director on the Board of Directors will be charged with serving on one of three standing committees:

- Governance
- Development
- Finance

The current Treasurer will serve as chair of the Finance committee.

**Section 2.** The **Vice President** shall perform the duties of the president in the absence or incapacity of the president. The Vice President must oversee every committee by communicating/meeting with the chair of each designated committee. The V.P. will be responsible for organizing a board retreat/workshop once a year with a goal-oriented agenda.

**Section 3.** The **Secretary** shall keep the record, or minutes, of all proceedings, making them available to the general membership. The Secretary must e-mail (or mail) minutes to all board members one week prior to the Board meeting. The Secretary is responsible to back up any or all correspondence for the executive committee. The Secretary shall conduct general correspondence of the Board that is not the proper function of the other officers or committees or of the Administrator and perform all other duties appropriate to this office.

**Section 4.** The **Treasurer** shall keep account of the assets of St. Francis Manor. The Treasurer will chair the finance committee and will be a member of the compensation committee. The Treasurer must be involved in the planning of the annual budget and perform all other duties appropriate to this office.

**Section 5.** The **Executive Director** shall oversee the day-to-day operations of St. Francis Manor. He/She shall be non-voting member of the Board and shall receive compensation. As administrator he/she shall serve *ex officio* on all committees that may be established by the Board of Directors. The Executive Director shall appoint, with consent of the Board, and supervise an Activities Director and Maintenance Supervisor, who shall report to the Executive Director.

## **ARTICLE VI** Amendments

The By-Laws hereby adopted may be altered or changed by a two-thirds (2/3) (66%) vote of the Board of Directors eligible to vote at any regular meeting or special board meeting, provided notices of such proposed change is given in writing to each member of the Board at least ten (10) days prior to the meeting at which action hereon is taken and where a quorum is present.

**ARTICLE VII**  
Effective Date of These By-Laws

These By-Laws shall become effective upon their adoption at a meeting of the Board of Directors.

The undersigned President and Secretary, respectively, of the Board of Directors of St. Francis Manor of Vero Beach, Florida, Inc., hereby certify that the foregoing By-Laws were fully amended and adopted at a meeting of its members duly called and held on May 21<sup>st</sup>, 2009.

Dated this   18th   day of   March  , 2010.

*Linda Colontrelle*  
President, Linda Colontrelle

*Karolyne Lucero*  
Secretary, Karolyne Luceo

Approved this   18th   day of   March  , 2010

St. Francis Manor of  
Vero Beach Florida, Inc.