

BYLAWS

ARTICLE I

Name and Location

- Section 1. The name of this corporation shall be, FLORIDA SURETY AGENTS ASSOCIATION.
- Section 2. Offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

ARTICLE II

Membership and Meetings

Section 1. **MEMBERSHIP**

A. **MEMBERS** of this Association shall be restricted to those persons who are actively licensed and appointed by the Florida Department of Financial Services as Limited Surety Agents, Temporary Licensed Bail Agents, and Insurance Companies in the State of Florida, and who are approved by a majority of the Board of Directors and a majority of the members present at the general meeting when the prospective member is presented for acceptance.

B. **ASSOCIATE MEMBERS** of this Association shall be any of the above-referenced individuals as well as any unlicensed person desirous of being involved in the Florida Surety Agents Association and who are approved by a majority of the Board of Directors and a majority of the Members present at the general meeting when the prospective member is presented for acceptance.

C. **MEMBERS OR ASSOCIATE MEMBERS** of this Association must be current in their dues within 365 days of the date of such dues. Failure to maintain current dues for over 365 days will result in an automatic lapse in membership. Reapplication for membership will be necessary when dues lapse.

Section 2. **PROCESS FOR ADMITTANCE AND REMOVAL OF MEMBERSHIP**

A. **APPLICATION**. An applicant for membership or associate membership must submit an application, with the appropriate dues attached thereto, to the Executive Director or any Officer or Director or other person designated by the Board for approval by the Association.

B. **DENIAL OF MEMBERSHIP**. A person may be denied membership if the majority of the Board feels that it is in the best interest of the Association to deny such membership.

The Florida Surety Agents Association does not discriminate against anyone because of age, race, national origin, sexual orientation, gender, handicap or religion.

C. TERMINATION OF MEMBERSHIP. The membership of any member who, in the judgment of the Board, engages in activities or conduct which is detrimental to the purposes of the Association or the bail profession in the State of Florida, or which is unethical or inimical to the best interest of the Association or the bail profession in the State of Florida, or which violates the Code of Ethics, may be terminated by a majority vote of the Board.

Within ten (10) days, following the date on which the member was notified that his/her membership was terminated, a member may, in writing, formally request a reconsideration of the decision. This request shall include evidence and reasons to support reinstatement. The Board must hold a meeting, with a majority of the board present, within thirty (30) days of receipt of the written request. The decision of the Board, after considering the reconsideration reasons and evidence, shall be final.

Section 3. ANNUAL MEETING. The annual meeting of the Association shall be held at the principal office of the Association, or such other place as may be designated by the Directors, in January of each year, unless changed by the Bylaws of the Association. Election of Directors, as prescribed by these Bylaws, shall occur at Annual Meetings. Notice of such meetings, location, dates, and times shall be posted on the Association's website or by special mailing or email to the membership thirty (30) days prior to said meeting.

Section 4. SPECIAL MEETINGS. Special meetings of the Association may be called by resolution of the Board of Directors, or by call signed by a majority of the members of the Association, or by call of the President of the Association, for a specific purpose, and notice therefore shall be given at least ten (10) days before the time for holding such a special meeting.

Section 5. QUORUM. The presence of twenty (20) members or ten percent (10%) of the membership, whichever is less, shall be necessary to constitute a quorum of the members at any meeting. In case there be no quorum present on the day fixed for a meeting, the members present may adjourn the meeting from time to time until quorum is obtained, or may adjourn such meeting "sine die". At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

Section 6. VOTING.

A. ONLY MEMBER persons whose agent membership dues are paid in full and is actively licensed and appointed with the Florida Department of Financial Services or the designated person of a member insurance company whose membership dues are paid in full shall be eligible to vote.

B. AN APPLICANT for membership must submit an application with appropriate dues at least thirty (30) days prior to any Annual, or Special Meeting for approval and voting privileges at the next Annual or Special Meeting.

C. EACH MEMBER or designee of a Member Insurance Company shall have only one (1) vote and that person or person designated to vote shall be noted on the membership application. Said designated voter shall be currently on file with the Board prior to any voting privileges. An individual, regardless of any affiliation, can cast only one (1) vote.

D. ALL MEMBERS, in order to exercise their voting privileges, must be present to vote.

E. ASSOCIATE MEMBERS may not vote.

Section 7. OFFICERS OF MEETING. The President, if present, shall preside at all meetings of the membership. In the absence of the President, the next officer in due order who may be present shall preside. For the purpose of these Bylaws, the due order of the Officers shall be as follows: President, Executive Vice-President, Vice President, Secretary, and Treasurer. The Secretary of the Association shall act as Secretary of the meetings and shall keep a faithful record of all proceedings of the meetings.

Section 8. DUES. Dues shall be due on the member's annual renewal date.

ARTICLE III

Directors

Section 1. NUMBER AND AUTHORITY. A Board of thirteen (13) Directors, five of whom shall be Officers, shall be elected who shall have entire charge of the property, interests, business, and transactions of the Association with full power and authority to manage and conduct the same. Business of the Association shall be conducted with the approval of a majority of the Board, unless otherwise specified herein.

Section 2. SPECIAL MEETINGS. Special Meetings of the Board of Directors shall be held at the time and place upon the call of the President either oral or written, and notice thereof shall be given at least seventy-two (72) hours before the time for holding such special meeting.

Section 3. EMERGENCY MEETINGS. An Emergency Meeting may be held via telephone conferencing, during regular business hours at the time and place upon the call of the President either oral or written, with four (4) hours notice.

Section 4. OFFICERS. The Board of Directors shall be governed by the Officers as provided elsewhere in the Bylaws.

Section 5. CHAIRMAN AND SECRETARY. The Chairman of the Board of Directors shall be the elected President of the Association, and the elected Secretary shall be the Secretary of the Association.

Section 6. SALARY. Directors or Officers of the Association will receive no salary or compensation except for reimbursement of Association related expenses approved by the President, Executive Vice President, Vice President or Treasurer.

Section 7. QUORUM. At any meeting of the Board of Directors, a majority of the members of the Board shall be necessary to constitute a quorum.

Section 8. EXECUTIVE DIRECTOR.

A. EMPLOYMENT. The Executive Director is employed upon recommendation by the President, subject to approval of the Board of Directors.

B. SUPERVISION. The Executive Director is directly responsible to the President and shall report to the President. The President shall in turn report to the Board of Directors.

C. SELECTION, COMPENSATION, AND TERMINATION. The Board of Directors, by two-thirds (2/3) vote, shall recruit, select, hire, determine the tenure and compensation, and have general authority to terminate the employment of the Executive Director in accordance with the terms of the employment contract.

D. DUTIES AND AUTHORITY. The duties and authority of the Executive Director are under the direction of the President and in accordance with the terms set forth in the employment contract.

Section 9. ELECTION OF DIRECTORS. Beginning at the Annual Meeting in 2013, the Board of Directors shall be elected in staggered years, as prescribed below. Those Directors elected in 2011, shall serve for a term of two and one-half (2½) years. Each Director shall hold office until their term expires and a successor has been elected. A Director may serve for more than one term if reelected. No cumulative voting for more than one Director at a time shall be allowed. One Director shall be the most recent past President of the Association who is qualified to serve in the capacity of Director. The Board shall be elected as follows:

Beginning at the Annual Meeting in 2014, nine (9) At-Large Directors shall be elected for a term of two (2) years by the membership-at-large.

Beginning at the Annual Meeting in 2014, Officers shall be elected for a term of two (2) years by the Board of Directors.

Beginning at the Annual Meeting in 2013, one Regional Director shall be elected for each of the following three districts for a term of two (2) years by the membership-at-large:

NORTHERN DISTRICT

Alachua	Franklin	Liberty
Baker	Gadsden	Madison
Bay	Gilchrist	Nassau
Bradford	Gulf	Okaloosa
Calhoun	Hamilton	Putnam
Clay	Holmes	Santa Rosa
Columbia	Jackson	St. Johns
Dixie	Jefferson	Suwanee
Duval	Lafayette	Taylor
Escambia	Leon	Union
Flagler	Levy	Walton
		Wakulla
		Washington

CENTRAL DISTRICT

Brevard	Marion	Polk
Citrus	Orange	Seminole
Hernando	Osceola	Sumter
Indian River	Pasco	Volusia
Lake		

SOUTHERN DISTRICT

Broward	Glades	Martin
Charlotte	Hendry	Monroe
Collier	Highlands	Okeechobee
Dade	Hillsborough	Palm Beach
DeSoto	Lee	Pinellas
Glades	Manatee	Sarasota
		St. Lucie

Section 11. **QUALIFICATIONS AND NOMINATIONS.**

A. **NOMINATIONS** for the position of Directors shall be made by a current member of the Association and such person being nominated **MUST** be a current member of the Association who is a bail bond agent actively licensed and appointed with the Florida Department of Financial Services.

B. **QUALIFICATIONS**. Once elected, a board member shall serve for his or her term unless such Director has an unexcused absence from any Board meeting, in which case the Director will be automatically removed by operation of these Bylaws and a vacancy in office shall exist. A Board member may not be an owner, officer, director or employee of an insurance company. Any sitting Board member, as of the date of the ratification of these Bylaws, who is an owner, officer, director or employee of an insurance company shall remain a Board member until such time as that member resigns or is defeated in a regularly scheduled election of Board members.

C. **NOMINATIONS**. Nominations for the Board of Directors are to be submitted to the Executive Director thirty (30) days prior to the Annual meeting. Nominations may also be accepted from the floor and made only by a member of the Association in accordance with Article II, § 1.

D. **NOMINATIONS** for the position of Officers shall be made by a current member of the Board of Directors and such person being nominated **MUST** have served at least one (1) term as an FSAA Board member prior to such nomination. The Officers shall be President, Executive Vice-President, Vice-President, Secretary, and Treasurer.

- Section 12. VACANCY IN OFFICE. In the event of a death, disability, resignation, or removal of one or more of the Officers or Directors, the President, with the approval of the Board, shall make appointments from the members to fill the unexpired term.
- Section 13. ABSENCES. Any Officer or Board member who fails to attend any of the Board Meetings, in any calendar year, without a written valid excuse that has been approved by the President, shall be subject to mandatory removal from the Board.
- Section 14. LACK OF QUALIFIED CANDIDATE. If there is no member qualified to hold office in any one of the individual districts, the President, with the approval of the Board, may appoint a current member of the Association to fill the Regional Director vacancy for the remainder of the term.

ARTICLE IV

- Section 1. QUALIFICATIONS. Beginning at the Annual Meeting in 2013, a Board member must have served on the Board for at least one (1) term, prior to being nominated and elected as an Officer. Once elected, an Officer shall serve for a term of two (2) years unless such Officer has an unexcused absence from any Board meeting, in which case, the Officer will be automatically removed by operation of these Bylaws and a vacancy in office shall exist.
- Section 2. REMOVAL FROM OFFICE. Any Officer may be removed from office, either with or without cause, at any time, by two-thirds (2/3) of the Board of Directors then in office.
- Section 3. DUTIES OF THE PRESIDENT. The President shall preside at all meetings of the membership and shall have general charge of and control over the affairs of the Association, subject to the approval of the Board of Directors. The President may purchase for the Association any tangible asset or service having a cost not exceeding One Thousand Dollars (\$1,000.00) per year. The President's term shall continue until a new President is elected by the Board and, therefore, it is hereby provided that the President shall convene and preside over all meetings until such election of a successor is complete. The President shall appoint a Sergeant-At-Arms.
- Section 4. DUTIES OF THE EXECUTIVE VICE-PRESIDENT. The Executive Vice-President shall perform the duties of the President in the event of the President's absence or temporary disability for any cause whatsoever. He or she shall perform such additional duties as may be prescribed by the Board. He or she shall monitor national and state legislative activities that may affect the bail bond profession.
- Section 5. DUTIES OF THE VICE-PRESIDENT. The Vice-President shall promote the Association and assist the President.
- Section 6. DUTIES OF THE BOARD SECRETARY. The Board Secretary and Executive Director shall keep a record of the minutes of the proceedings of meetings of members and of Directors, and shall give notice as required in these Bylaws of all meetings. The Secretary and Executive Director shall provide a copy of the meeting minutes to each Board member within thirty (30) days of the meeting. The Secretary and Executive Director shall have custody and charge of all

books, papers, and records of the Association except such as by resolution shall be given to the President of the Association.

Section 7. DUTIES OF THE TREASURER. The Treasurer shall keep accounts of all monies, credits, and property of the Association that come into the Association and keep an accurate account of all monies received and discharged. The Treasurer and the Executive Director shall keep appropriate books of accounts and other books showing at all times the amount of the funds and other property belonging to the Association, all of which shall be open at all times to the inspection of the Board.

The Treasurer and/or Executive Director shall submit a detailed written line-item financial report of the accounts and financial condition of the Association at each meeting of the Board and at such other times as directed by the Board of Directors. The Treasurer and/or Executive Director shall, under the direction of the Board President, disburse all monies and sign all checks and other instruments drawn on or payable out of the funds of the Association. Checks may be countersigned by the President, Treasurer, Executive Director or such other member of the Board as the Board of Directors shall designate in writing.

The Treasurer and/or Executive Director shall make such transfers and alterations in the securities of the Association as ordered by the Board. In general, the Treasurer and/or Executive Director shall perform all the duties that are incident to the Office of Treasurer, subject to directions of the Board, and perform such additional duties as prescribed from time to time by the Board.

The Treasurer and/or Executive Director shall, together, submit a proposed budget on or before the Annual Meeting of each year for approval by the Board of Directors.

The Association may purchase Dishonesty Bonds covering all individuals who are signatories on all accounts. The Treasurer and Executive Director may present to the Board an accountant's review from an outside accountant to be approved by the Board, which shall include a review of all accounts payable, receivable, and all Association accounts.

ARTICLE V

Miscellaneous

Section 1. FUNDS OF THE ASSOCIATION. All monies of this Association, or under its charge, deposited in any bank or other place of deposit shall be deposited to the credit of the Association in its corporate name. Checks withdrawing funds of the Association from the bank deposits shall be made by such signature as may be provided by resolution of the Board of Directors. All bonds, notes, and other evidence of indebtedness, mortgages, deeds, and contracts of this Association shall be signed in its name by the President or Executive Vice-President and attested by the Secretary, and no such instrument shall be valid without being so signed unless otherwise stated by the Board of Directors.

Section 2. ANNUAL DUES. The amount of annual dues shall be determined by the Board of Directors for Members, Associate Members, and insurance company members.

Section 3. AMENDMENT TO THE BYLAWS. Any Member in good standing may propose an amendment to the Bylaws. These Bylaws may be changed, amended, or revised by the Board of Directors at any meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) majority, provided that they are then ratified by a majority vote of the voting members present at the annual meeting. Prior written notice of intent to change these Bylaws shall be posted on the Association's website at least thirty (30) days prior to such meeting or published in the Association's newsletter. This Section does not apply to amendments to the Code of Ethics.

Section 4. COMMITTEES. The following shall comprise the Standing Committees of the Board of Directors:

Advertising	Education	Legislation
Awards	FASPAC	Media Relations
Bylaws	Finance	Membership
Conference	Law Enforcement Liaison	

The President shall appoint the Chairman of each Standing Committee and the Chairman shall appoint the committee members. Each Standing Committee shall report their activities to the Board from time to time and when directed by the Board of Directors.

The Treasurer shall serve as Chairman of the FASPAC and Finance Committees and all records associated with such Committees shall be maintained at the office of the Association.

Section 5. PARLIAMENTARY AUTHORITY. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Section 6. FISCAL YEAR. The fiscal year of the Association begins on the first day of January in each calendar year and ends on the 31st day of December of the same calendar year.

Section 7. WAIVER OF NOTICE. Whenever any notice is required to be given to any member of the Board of Directors of the Association, he or she may waive written notice. The waiver shall be in writing and signed by the person or persons waiving such notice, whether before or after the time stated in the notice. Upon electing to do this, it shall be deemed that the Director received proper notice.

Section 8. CODE OF ETHICS. The Board of Directors shall adopt a code of ethics and a procedure for handling grievances. These are binding on all members and may provide for expulsion from membership in this Association. Notice of the intent to change the code of ethics shall be mailed to the Association members at least thirty (30) days prior to the Annual Meeting of the Board of Directors. The Code of Ethics is attached hereto and incorporated by reference herein.

Section 9. MISCONDUCT AT MEETINGS. Any display of misconduct, inappropriate speech or behavior by a guest or member, or a member who is in violation of The Code of Ethics, shall not be condoned or tolerated by the Florida Surety Agents Association within the purview of its operations. Complaints of misconduct may be filed with any Board Member, Officer or

Committee Chairman, who will note and document the nature of the misconduct and bring it to either the Association President or the full Board for action. The member or guest will be issued a warning to immediately desist the conduct in question. If the behavior is so severe and/or continues to disrupt the good order, the guest or member shall be asked to be removed. Failure to comply may result in forcible expulsion by authorities. Any case of criminal wrong doing shall be immediately reported to the proper authorities.

To assure the maintenance of good order, expulsion from any meeting for disruptive behavior or misconduct, may be enacted upon recommendation of any member present in good standing and with the majority vote of those present at the Board, Committee, or general meeting.

If the misconduct warrants termination of membership, the procedure shall follow that in Article II, Section 2(C) of the Bylaws entitled, Termination of Membership.

Any member who, in the consideration of the Board, is disruptive in a meeting, their behavior shall be considered misconduct, and falls under Section 9 of the amendments to the Bylaws, entitled Misconduct. A member who is constantly disruptive at meetings may have his membership revoked if the Board deems appropriate. See Article II, Section 2 of the Bylaws entitled, Process for Admittance and Removal of Membership.

CODE OF ETHICS

Section 1

Relations with the Client

Article 1. In justice to those who place their faith, confidence, interests in the Bail Agent should endeavor constantly to be informed of current laws, proposed legislation, Governmental orders or regulations, and other significant information and public policies which may affect the interests of the client.

Article 2. The Bail Agent should make a constant practice of full and complete disclosure to all parties, be they principal or indemnitor, of any and all possible liabilities, penalties, or detriments which may arise from their involvement in that particular undertaking which secures the release from custody of a person who is charged with a criminal offense.

Article 3. The Bail Agent should not, prior to forfeiture or breach, arrest or surrender any principal and thereby terminate his release from Governmental custody unless the Agent can materially show good cause for such action. Such good cause should reasonably take the form of judicial action, information concealed, or misrepresented or the renunciation of an indemnitor or the principal any of which may be considered material to the risk assumed by the Bail Agent.

Article 4. The Bail Agent, upon receipt of notice of forfeiture or breach where notice is required or personal knowledge of forfeiture or breach, should promptly and formally notify any and all indemnitors and real parties of interest of the forfeiture or breach by the principal. The Bail Agent should concisely state the liability thereby incurred or pending at that time.

Article 5. The Bail Agent should supply all indemnitors to an undertaking with a true copy of any document representing a binding legal contract to which he or she is to be or is being committed.

Article 6. When an examination of the material factors of a potential undertaking reasonably convinces a Bail Agent that he or she will be unable to undertake that particular bail relationship, the Bail Agent should immediately inform all involved parties that he or she will not be able to secure the release of the defendant so that the defendant or his or her affiliates may promptly seek his or her release by another means.

Article 7. Every Bail Agent should comply in full with the laws and regulations governing the transaction of bail in his or her state. Such compliance must necessarily include those matters dealing with the trust and fiduciary relationship as it relates to monies and properties which may secure an undertaking. The highest moral and ethical practice should be maintained when entering into a trust or fiduciary relationship.

Section 2

Relations with the General Public

Article 8. The Bail Agent should keep themselves informed as to movements affecting the criminal justice system in his or her community, state, and the nation so that he or she may be able to constructively contribute to public thinking in matters of legislation, expenditures, public safety, and other questions dealing with the welfare of the general public. The Bail Agent shall strive to find more effective means of fighting crime.

Article 9. It is the paramount duty of the Bail Agent to protect the general public against misrepresentations or unethical business practices in the bail industry. He or she should endeavor to eliminate in their community any practices which could be damaging to the public or to the dignity and integrity of the bail industry. The Bail Agent should assist any regulatory agency or business practices review board charged with regulating the practices of the members of the bail industry.

Article 10. The Bail Agent should not, except as provided by law, engage in activities that constitute the practice of law and should refrain from making comments and representations which may lead the public to believe that the Bail Agent is practicing law.

Section 3

Relations with the Government Sector

Article 11. The Bail Agent, with due regard for the special position of responsibility and trust that this profession places an Agent in, should assist and cooperate with the judiciary, law enforcement agencies, and public prosecutors in the orderly administration of justice, so long as such assistance or cooperation does not compromise the honesty and integrity of the Bail Agent or of the public officer.

Article 12. Unless compelled to do so by law or by court order, the Bail Agent should not divulge or disclose to any person or agency personal information regarding the principal or indemnitor of any undertaking which has not been forfeited or breached. The inherent right to privacy of the individual and the position of trust of the Bail Agent demand compliance with this concept.

Article 13. The Bail Agent should make great efforts to verify and confirm any information which he or she may give to a court, law enforcement agency, or any other public agency. Failure to do so, or an intentional misrepresentation of a fact to any one of the entities, must be construed as a breach of the fundamental relationship of trust between the Bail Agent and the Governmental sector.

Section 4

Relations with Fellow Bail Agents

Article 14. The Bail Agent shall not conspire with other Bail Agents to regulate rates or restrict trade within the Bonding Profession.

Article 15. The Bail Agent should so conduct his or her business as to avoid controversies and conflicts with his or her fellow Bail Agents and should not voluntarily disparage the business practice of a competitor or volunteer an opinion of a competitor's transaction. If his or her opinion is sought, it should be rendered with strict professional integrity and courtesy.

Article 16. The Bail Agent should seek no unfair advantage over his or her fellow Bail Agents, and should willingly share with them the lessons of his or her experience and study. The Bail Agent should also inform his or her fellow Bail Agents of established hazards involving a prospective client if such hazards exist.

Article 17. If a Bail Agent is charged with unethical business practices by a Government regulatory agency or by a grievance committee comprised of his or her peers, the Agent should place all pertinent facts and rebuttal before the accusatory body promptly and voluntarily for investigation and judgment.

Article 18. The Bail Agent should constantly strive for the highest degree of attainable professionalism. This

should be expected and demanded from all Bail Agents and by all those persons involved in the bonding industry, regardless of position.

Article 19. The Bail Agent should make extensive effort to support, contribute to, and participate in local, statewide, and national Bail Agent associations whose goals are to preserve and enhance the integrity, quality, and honor of the bonding industry.

CONCLUDING SANCTION

The Articles of the Code of Ethics are combined to guarantee high integrity and dignified professionalism from those who adhere to the principles of business and moral conduct outlined within. No inducement of profit and no instructions from clients or outside parties can ever justify departure from these principles or from the injunction of this Code of Ethics.