

**GOVERNANCE CHARTER
MID FLORIDA HOMELESS COALITION, INC.
FL-520 CITRUS, HERNANDO, LAKE, SUMTER COUNTIES**

ARTICLE I – NAME & NUMBER

Section 1.01. Name. The Continuum of Care (CoC) Name and Number are FL-520 Citrus, Hernando, Lake, Sumter Counties CoC.

ARTICLE II - PURPOSE AND SCOPE

Section 2.01. Purpose and Scope.

- A. The Continuum of Care (CoC) is defined as the group organized to carry out the responsibilities required under the HEARTH Act, composed of representatives of organizations including nonprofit homeless providers, victim service providers, faith-based organizations, government, business, advocates, public housing agencies, school districts, social service providers mental health agencies, hospitals, universities, affordable housing developers, law enforcement, organizations that serve homeless, formerly homeless veterans, and homeless and formerly homeless persons.
- B. The Governing Board is the lead decision-making body of this CoC, and will provide ongoing leadership and administrative oversight to fulfill the purpose of the CoC. The Governing Board will provide this CoC the guidance and advocacy needed to effectively implement policies, strategies and activities toward ending homelessness. The Governing Board of this CoC approves the local process for applying, reviewing and prioritizing project applications for funding from the Homeless CoC program within the United States Department of Housing and Urban Development (HUD) as well as other federal and state funding.
- C. Mid Florida Homeless Coalition (hereafter referred to as the CoC Lead Agency & Collaborative Applicant) has been designated by the Continuum of Care as the collaborative applicant and allowed to apply for a grant for Continuum of Care planning funds. Mid Florida Homeless Coalition has also been designated as the organization to coordinate the policies, strategies and activities of the community toward ending homelessness for a four county area comprised of: Citrus, Hernando, Lake and Sumter Counties. Its work includes gathering and analyzing information in order to determine the local needs of people experiencing homelessness, implementing strategic responses, educating the community on homeless issues, providing advice and input on the operations of homeless services, and measuring performance of this CoC.

ARTICLE III - MEMBERSHIP

Section 3.01. Members.

Section 3.01.01. Membership Composition.

- A. At least one (1) Member shall be a person who has experienced homelessness directly or who is currently experiencing homelessness.
- B. The Board shall make an active effort to seek diversity among its members, and shall not discriminate on race, ethnicity, gender, age, religion, gender identity or sexual orientation.

Section 3.02. Application for Membership. Applications for membership will be distributed and

collected at least annually.

- A. This CoC Lead Agency will publish an open invitation at least annually for persons within its geographic area to join as new members of this CoC.
- B. This CoC Lead Agency will identify and address membership gaps in essential sectors, such as key providers or other vital stakeholders. This CoC Lead Agency will recruit members to ensure that it meets all membership requirements set forth in its Governance Charter, including representation of specific populations and organizations. Specifically, outreach will be conducted to attempt to obtain membership from the following groups as they exist within the geographic area of this CoC and are available to participate in this CoC:

Nonprofit homeless assistance providers	Faith-based organizations
Homeless and formerly homeless persons	School districts
Advocates for the homeless and at risk	Public housing agencies
Social services providers	Affordable housing developers
Mental health agencies	Hospitals and health clinics
Substance abuse service providers	Law enforcement
Victim service providers	Public libraries
Child welfare	Institutions of higher learning
Foster care	Businesses
Veteran organizations and agencies	Local job councils
Governments	Other relevant organizations and agencies

Section 3.03. Regular Meetings of the Members. Regular meetings of the Membership shall be held at least six (6) times a year.

Section 3.04. Special Meetings of the Members. Special meetings of the Members may be called by order of the President or by written petition to the President signed by at least fifteen (15) percent of the Members.

Section 3.05. Annual Meeting of the Members. An Annual Meeting of the Members shall be held in October each year at such place as the Board may designate. Candidates for the Board shall be voted on by the Membership of the CoC at the Annual Meeting.

Section 3.06. Place, Time and Virtual Meetings of the Members. Each meeting of the Members shall be held at the place and time and via virtual platform specified in the notice thereof. All meetings of the Members shall also allow Members to participate in such meeting by means of conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other.

Section 3.07. Notice of Meetings. Written notice of each meeting of the Members shall be given not less than seven (7) business days nor more than 60 days before the day on which such meeting is to be held, by email or such additional means as the Directors deem effective. The notice shall state the place, day, hour of the meeting, and virtual meeting platform, and in the case of a special meeting, shall also state the general nature of the business to be transacted.

ARTICLE IV – GOVERNING BOARD

The Governing Board is the lead decision-making body of this Continuum of Care (CoC).

Section 4.01. Number of Board Members. The authorized number of Board Members shall not be fewer

than nine (9).

Section 4.02. Election and Term of Office.

- A. The Board of Directors of the Corporation shall be elected by the Members with particular attention to the need for geographical diversity among the Board.
- B. The Terms of Office beginning 1 January each year for each year are:
 - 1. President — one (1) year
 - 2. President— Elect – one (1) year beginning 1 January one year before serving as President
 - 3. Immediate Past President— one (1) year
 - 4. Treasurer — flexible (preferably not less than 3 years nor more than 5 years)
 - 5. Secretary — flexible (preferably not less than 3 years nor more than 5 years)
 - 6. Director — two consecutive three-year terms, staggered with one-third expiring at a time
- C. Board Development Committee
 - 1. A Board Development Committee appointed by the Board shall solicit nominations for Directors at least sixty (60) days prior to the Annual Meeting.
 - 2. The Board Development Committee must be comprised of at least three members selected from the membership and/or Board of Directors.
 - 3. Nominations for Directors may be submitted by any Member of the Coalition.
 - 4. An application must be provided to the Board Development Committee at least thirty (30) days prior to the annual meeting.
 - 5. The Board Development Committee shall submit to the membership two (2) week prior to the Annual Meeting the full slate of nominees to consist of all qualified applicants.
- D. This slate will presented at the annual meeting to be voted on by attending Members. Board vacancies may be filled by the vote of a majority of the Board present at any duly-constituted Board meeting, except for vacancies in seats reserved for CoC Planning Committee members.
- E. A majority of Directors shall be members of the CoC Planning Committee defined in Article VII of this Governance Charter except that any failure to maintain such a majority resulting from the resignation or removal of a Director shall be permitted until such time as the CoC Planning Committee selects a sufficient number of Directors. The Directors shall be elected by the Members with particular attention to the need for geographical diversity among the Board.

Section 4.03. Powers. Except as otherwise provided for in the Articles of Incorporation, or by Law, the affairs of the Corporation shall be conducted by the Board, which may, however, delegate the performance of any duties or the exercise of any powers to such Officers and Agents as the Board may from time to time, by resolution designate.

Section 4.04. Removal or Replacement of Directors.

- A. Resignation.
 - 1. Any member of the Board may resign by notifying the President in written form.
 - 2. Board Members whose employer applies for or obtains a HUD CoC Grant must immediately resign.
- B. Removal.
 - 1. The Board shall automatically remove any member of the Board from their position after missing four Board Meetings in a given calendar year. Directors may also be removed whenever, in the judgment of the Board, the best interest of the Corporation would be served by said removal. The President of the Board shall give any member removed notice of said removal.

2. A member who is not fulfilling his/her responsibilities as a member of the Governing Board may be counseled by the Chairperson and warned of being replaced. If there is little or no improvement, then a decision to have that member replaced will be made by a majority vote of the Governing Board. The replacement may be nominated and elected at a subsequent meeting of this CoC in accordance to the criteria in Article IV. Part A. Sections 2 and 3.

3. Directors elected to the CoC Planning Committee who resign or are removed from the CoC Planning Committee shall simultaneously resign or be removed from the Board.

4. The Board shall automatically remove any member of the Board whose employer applies for or obtains a HUD CoC Grant and does not resign as required.

C. Replacement.

1. Whenever a vacancy exists on the Board, whether by death, resignation or otherwise, the vacancy shall be filled through election by majority vote of the members.

2. They shall hold office for the un-expired term of his or her predecessor in office.

~~Section 4.05. Compensation.~~ No member of the Board shall receive any compensation from the CoC.

~~Section 4.06. Liability of Board Members.~~ The Board shall not be personally liable for the debts, liabilities or other obligations of the CoC.

~~Section 4.07. Board Member Responsibilities.~~

A. Each member of the Board is expected to:

1. Attend regularly scheduled meetings and contribute to informed dialogue on actions that the Board undertakes;
2. Serve on at least one (1) committee;
3. Contribute to the overall direction and leadership of the CoC;
4. Provide input for strategic planning, goal-setting and formal decision making on behalf of the CoC;
5. Participate in establishing, monitoring and evaluating system and program outcomes;
6. Participate in establishing priorities for and making decisions about the allocation of CoC resources;
7. Receive and review all reports and evaluate recommendations from committees;
8. Assist in establishing committees as needed to perform CoC functions; and
9. Assist in providing official communications from this CoC, including advocacy and public education efforts.
10. Develop policies and procedures as needed to ensure that the Governing Board operates efficiently, affectively, as well as assuring the processes are open and available to the public.
11. Develop policies and procedures as needed to ensure that the CoC is operating in a manner that will make homelessness Rare, Brief and Non-recurring.

ARTICLE V - OFFICERS

~~Section 5.01. Designation of Officers.~~ The officers of the Board shall be a President, **President— Elect** President, Secretary, Treasurer, Immediate Past President, and such other officers as may be elected in accordance with the provisions of this Article.

~~Section 5.02. Election and Term of Office.~~ Following the election of the Board Members at each Annual Meeting, the Officers shall be elected by the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected. New officers elected in October will assume their position on January 1st of the following year.

Section 5.03. Removal. Any Officer may be removed by the Board whenever, in its judgment, the interests of the CoC would be best served. A majority vote must be obtained

Section 5.04. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the un-expired portion of the term.

Section 5.05. President. The President shall exercise general supervision and control over all activities of the CoC. The President:

- A. Shall preside at all meetings of the Board,
- B. Shall perform all other duties generally incident to the office of President and such other duties as may be prescribed by the Board of Directors, and

Section 5.06. President-Elect. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President shall perform such additional duties as may from time to time be assigned to him/her by the President or by the Board.

Section 5.07. Treasurer. **The Treasurer shall perform all duties incident to the office of Treasurer and other duties as may be assigned by the President or by the Board.**

Section 5.08. Secretary. **The Secretary shall perform all duties incident to the office of Secretary and other duties assigned by the President or by the Board.**

Section 5.09. Immediate Past President. The Immediate Past President shall:

- A. Remain on the Executive Committee and as a Board member for at least one year following his/her Presidency.
- B. Provide support and guidance to the Board (essentially act as a consultant to the Board).

ARTICLE VI - MEETING

Section 6.01. Annual Meeting. An annual meeting of Directors shall be held in October of each year at such place and with such Virtual software as the Board of Directors may designate. Appropriate for consideration at such meeting shall be the election of Officers and such other corporate business as may come before the meeting.

Section 6.02. Special Meetings. Special meetings may be called by the President of the Board. At such Special Meeting only the item(s) for which the meeting was called may be discussed and voted upon. However, if all voting members consent to the holding of a meeting regardless of time or place, such meeting shall be Noticed same as regular meetings, and at such meeting any action may be taken.

Section 6.03. Notice of Meetings. Written notice stating the place, Virtual software, day and hour of all meetings shall be delivered personally, by mail or by electronic mail to each member entitled to vote at such meeting, not less than five (5) days before the date of such meeting. Notices of special meetings shall be delivered within a reasonable time prior to the date of the meeting. All meeting notices shall include the agenda and other relevant informational material. If sent by ground mail, a meeting notice shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's mailing address as it appears on the records of the Coalition at the time of mailing. Electronic mail meeting notices shall be deemed delivered at the time and date of sending.

Section 6.04. Informal Action by Directors. Any action required or permitted to be taken at any

meeting may be taken without such meeting if a consent in writing, setting forth the action to be taken, shall be acknowledged by all Directors entitled to vote.

Section 6.05. Proxies. At any meeting, a Board member entitled to vote may vote on the Consent Agenda items by proxy executed in writing by the Board member. Proxies shall only be valid for the meeting specified.

Section 6.06. Voting by Mail or Electronic Mail. Where Directors or Officers are to be elected, such election may be conducted by mail, electronic mail, or via other such technology as the Board of Directors shall determine.

Section 6.07. Meetings of the Board

- A. Regular meetings of the Board shall be held at least bi-monthly at such place and with such Virtual software as the Board may designate. Meeting dates will be set the beginning of the year. Notice of such meetings shall be delivered personally, by mail or electronic mail to each Director at the address last recorded on the books of the Coalition, not less than five (5) days before the date of the meeting.
- ~~B. The Board will establish, review and/or update the written standards for administering assistance, based on the HUD Requirements and Continuum of Care preferences. purpose of the Corporation that is defined in Article III of the Articles of Incorporation.~~

Section 6.08. Board Action Without Meeting.

- a) A meeting does not need to be held by the Board to take any action required or permitted to be taken by law, provided the majority of the Board shall individually or collectively consent in writing, including electronically, to such action. Such written consent or consents is/are to be filed with the minutes of the proceedings of the Board.
- b) Action by written consent, including electronically, shall have the same force and effect as action by unanimous vote of the Board. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Articles of Incorporation and Bylaws authorize the Board to so act. Such statement shall be prima facie evidence of such authority. Consents and other action may be submitted by electronic mail.

ARTICLE VII – COMMITTEES

Section 7.01. Committees.

- A. By majority vote of the Board in office, the Board may establish or dissolve any standing or ad hoc committee as determined appropriate and necessary for purposes of managing internal affairs and addressing external affairs. Each standing or ad hoc committee shall include at least one member of the Board. The committees shall act in an advisory capacity to the Membership and the Board.
- B. Committee Chairs shall be appointed by the Board by the President with the consent of the Officers.
- C. The terms of the Committee Chairs shall be one (1) year.
- D. Committee assignments should be made by the Committee Chair, the Officers, and the individual membership, based on a joint evaluation of each member's experience, skills, interests, and availability.
- E. Each committee should attempt to have at least one (1) currently or recently homeless

individual as a member.

- F. Committee members may be Members of this CoC or interested stakeholders in the geographic area of this CoC who are not members.
- G. All committees shall have clearly stated purpose, goals, and an overall timeline for addressing issues or problems within the committee's purview.
- H. All committees shall maintain written records of meetings, after each of its meetings each committee shall present its progress to the Governing Board and the Membership at said meetings.
- I. Ad hoc committees may be appointed to develop and recommend solutions to a specific issue or to complete a specific project. Each ad hoc committee shall serve until the completion of its specific purpose and/or the presentation of its final report.
- J. Any standing committee may be placed on inactive status by the President with the consent of the Officers. During any such period, the committee need not meet or file reports.

Section 7.02. CoC Planning Committee.

Section 7.02.1. Definitions.

- "Local Homeless Coalition" or "Coalition" is as defined in Section 420.623, Florida Statutes.
- "Continuum of Care" or "Continuum" means a Local Homeless Assistance Continuum of Care, as defined in Section 402.624, Florida Statutes.
- "Continuum of Care Lead Agency" or "Lead Agency" is as defined as in Section 420.622, Florida Statutes.

Section 7.02.2. Purpose.

Mid Florida Homeless Coalition, Inc. shall establish and maintain a CoC Planning Committee for the purpose of advising the Board on matters of policies and priorities; of its CoC responsibilities as a duly constituted Continuum of Care including but not limited to its external and governmental affairs; of its finalized needs assessment, gaps analysis and priority setting process and of its other directives which are necessary to govern the successful operation of the Continuum of Care for the jurisdiction.

- A. Coordinating the implementation of a housing and service system with the CoC including Outreach, Engagement and Assessment, Shelter, Housing and Supportive Services, and Prevention and Diversion Strategies.
- B. Developing a strategic plan to end homelessness in throughout the CoC geographic area using data collected, best practices, local needs and gaps identified, available resources, and input from those committed to ending homelessness.
- C. Providing oversight in the development the plan for and conducting an annual point-in-time count of persons experiencing homelessness within the CoC geographic area that meets HUD requirements, including a housing inventory of shelters, transitional housing and permanent housing reserved for persons experiencing homelessness in general, chronically homeless, and veterans.
- D. Providing oversight in the conducting an annual gaps analysis of the needs of people experiencing homelessness, as compared to available housing and services within the CoC geographic area.
- E. Providing oversight in the evaluation of the performance of Emergency Solutions Grant, HUD Continuum of Care Grants, and other Federal and State fund recipients and subrecipients throughout the CoC geographic area.
- F. Providing oversight in the gathering and providing of information required to complete the Consolidated Plan(s) within the CoC catchment area.

Section 7.02.3. Composition.

- A. Representatives from each Local Government, Primary Service Providers, and the Homeless Coalition/Lead Agency who are recognized by the Board and in good standing with the Continuum of Care shall may or will be invited to appoint one (1) representative to the CoC Planning Committee. The Board shall determine which appointees and their respective agencies or programs are in good standing.
- B. Representatives of member organizations and agencies of this CoC will be selected to form a robust group to include the following:
 - a) Mainstream service providers whose agencies impact and are impacted by homelessness;
 - b) Those with access to critical resources; and
 - c) Those who bring homeless and housing expertise.
- C. There will be an invitation to up to thirteen (13) members of public & private sectors vested in homelessness issues throughout the four (4) county area.
- D. At least one (1) currently or formerly homeless person (in accordance to the current definition of homeless by HUD) will be on this Committee.
- E. The exact number of seats on the CoC Planning Committee and the set of number which are reserved shall be determined by the Board and published annually at least thirty (30) days prior to the Mid Florida Homeless Coalition, Inc.'s Annual Meeting in accordance with this section. The revised composition shall be effective as of the date of the Annual Meeting and remain in effect until the following Annual Meeting.
- F. CoC Planning Committee members may be appointed or re-appointed, whichever is appropriate, at each Annual Meeting to serve for a term of one year.
- G. Vacancies on the CoC Planning Committee may be filled at any time by informing Mid Florida Homeless Coalition, Inc. in writing or at a called meeting of the CoC Planning Committee.
- H. Absent communication from the Coalition/Lead Agency, any individual representing such an organization on the CoC Planning Committee as of the date of the Annual Meeting shall automatically be appointed to a subsequent term.
- I. All disputes or questions regarding representation on the CoC Planning Committee shall be resolved by the Board.

Section 7.02.4. Meetings.

- A. The CoC Planning Committee shall meet at least four (4) times a year at times and places to be determined by the Chair with the consent of the members.
- B. Special meetings of the CoC Planning Committee may be called by the Chair or by written petition to the Chair signed by at least fifteen (15) percent of the CoC Planning Committee membership.
- C. Notice of all meetings shall be sent to the CoC Planning Committee members at least fourteen (14) days in advance of the meeting date.
- D. Any CoC Planning Committee member may place a proposed action item for consideration on a CoC Planning Committee meeting agenda. The member must simultaneously provide to the Chair or his or her designee a written statement of the proposal and any accompanying rationale.
- E. A tentative agenda including proposed action items for consideration for each CoC Planning Committee meeting shall be provided to CoC Planning Committee members at least seven (7) days prior to the scheduled meeting.
- F. A proposed action item that was not submitted at least seven (7) days prior to the scheduled

meeting may be placed on the meeting agenda upon 2/3 vote of the members present at a duly constituted CoC Planning Committee meeting.

ARTICLE VIII – OPERATING THE CONTINUUM OF CARE (CoC)

Section 8.01. Operating the Continuum of Care

- A. Develop, follow and update annually procedures and policies for this CoC to comply with HUD requirements and with HMIS requirements, and a code of conduct and recusal process for the Governing Board and any person acting on behalf of the Governing Board.
- B. In consultation with recipients of Emergency Solutions Grant (ESG) and other Federal/State funds within this CoC, if applicable, oversee a centralized or coordinated assessment system that provides an initial, comprehensive assessment of the needs of individuals and families for housing and services.
- C. In consultation with recipients of ESG other Federal/State funds within this CoC, establish and consistently follow written standards for providing CoC assistance.
- D. Consult with recipients and sub-recipients to establish performance targets appropriate for population and program type.
- E. Monitor performance of this CoC and of recipients and sub-recipients of ESG and other Federal/State funds as outlined by existing policies, taking corrective action whenever standards are not met.
- F. Evaluate the outcomes of projects and programs of this CoC funded under the Homeless Assistance Grants program of HUD as outlined by existing policies.
- G. Report the outcomes of projects of this CoC to HUD annually.

Section 8.02. Homeless Management Information System.

The FL-520 Citrus, Hernando, Lake, Sumter Counties CoC, with the approval of the Governing Board, has designated Mid Florida Homeless Coalition, Inc. (MFHC) as the Homeless Management Information System (HMIS) a/k/a Mid Florida Information Network (MFIN)) lead agency and the only entity eligible to apply for HMIS HUD funding for this CoC. As the HMIS lead agency, MFHC has the following responsibilities:

- A. Annually update, submit to MFIN Representatives for input, provide to Governing Board for approval, and implement HMIS policies and procedures.
- B. Review, revise and submit to MFIN Representatives for input, and provide to Governing Board for approval an annual HMIS data privacy plan, data security plan and data quality plan for this CoC.
- C. Ensure that the HMIS is administered in compliance with HUD requirements with the oversight of the Governing Board.
- D. Provide support and make all efforts to ensure consistent and accurate HMIS participation by all recipients and subrecipients of funds in this CoC including HUD CoC, ESG, as well as other funds requiring entry into HMIS.

Section 8.03. Collaborative Applicant for Funding.

This CoC has designated Mid Florida Homeless Coalition, Inc. as the Collaborative Applicant to collect, combine and submit the required application information from all applicants for funding. As the Collaborative Applicant, Mid Florida Homeless Coalition, Inc. has the following responsibilities:

1. Staff committees
2. Produce planning materials

3. Coordinate assessments of needs/gaps
4. Collect and report performance data
5. Monitor program performance
6. Coordinate resources, integrate activities and facilitate collaboration
7. Prepare collaborative applications for funds requiring such
8. Recruit and educate stakeholders
9. Recommend projects for funding in this CoC

ARTICLE IX - AMENDMENTS

Section 9.01. Power of Members to Amend Governance Charter.

1. The Governing Board will review, update if needed, and approve the Governance Charter during the second quarter of each calendar year.
2. Amendment of the Governance Charter requires a majority vote of more than two-thirds of the Members. fifty percent (50%) of the members present, including those participating via telephone and/or the internet at a regularly scheduled Membership meeting. Notice of the scheduled vote to amend the charter must be provided at least one (1) month in advance of the vote.

ARTICLE X – CONFLICT OF INTEREST

Any individual participating in or influencing decisions must identify actual or perceived conflicts of interest as they arise, and comply with the letter and spirit of this policy. A financial conflict of interest is broadly defined to include a conflict by any Board Member with any other Board Member, professional employment, an organization, an agency for which the Board Member serves as trustee, funding sources, vendors, or with their immediate family or significant others. Disclosure should occur at the earliest possible time and, if possible, prior to the discussion of any such issues. Individuals with a conflict of interest should abstain from both discussion and voting on any issues in which they may have conflict. An individual with a conflict who is the Board Chair shall yield that position during discussion and abstain from voting on the item. Decisions by the Board must be justifiable as being in the interest of the Mid Florida Homeless Coalition, Inc. and the Continuum of Care. Minutes of meetings involving possible conflicts of interest shall record such disclosure, abstention, and rationale for approval.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Section 11.01. Parliamentary Authority.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the meetings of Mid Florida Homeless Coalition, Inc. and this CoC in all cases to which they are applicable and in which they are not inconsistent with this Governance Charter or any special rules of order that Mid Florida Homeless Coalition, Inc. and this CoC may adopt.

- a) The presence at any meeting of at least (50% or 1/3) of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business, regardless of the number of Directors present.
- b) Each Board Member shall be entitled to one vote. Another Board Member of the organization may vote on the consent agenda in the absence of the designee providing a proxy is provided.

Should a conflict of interest arise, the Procedures established in the outlined Policy will be followed.

- c) The Board, in transacting business, shall act by vote of a majority of the Board Members present at any duly constituted meeting except where noted otherwise.
- d) Unless otherwise precluded by prior action of the Board, the Board and its committees may conduct official business via teleconference or any other means permitted under Florida Statutes.

ARTICLE XII – SEVERABILITY

Should any provision of the Bylaws or the application thereof to any person, entity or circumstances is deemed illegal, invalid, or unenforceable, such determination shall not affect other provisions or applications of these Bylaws, which can be given effect without the invalid provision or application. In lieu thereof, there shall be added a provision as similar in terms to such illegal, invalid, and unenforceable provision as may be possible and be legal, valid, and enforceable.