

**BYLAWS**

**of the**

**KARDECIAN SPIRITIST FEDERATION OF FLORIDA, INC.**

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**KARDECIAN SPIRITIST FEDERATION OF FLORIDA, INC.**

<b><u>ARTICLE</u></b>	<b><u>TITLE</u></b>
I.	<b>Name and Purpose</b>
II.	<b>Policies/Core Values</b>
III.	<b>Offices</b>
IV.	<b>Constitution</b>
V.	<b>Membership</b>
VI.	<b>General Assembly</b>
VII.	<b>Administration</b>
VIII.	<b>Board of Directors</b>
IX.	<b>Officers</b>
X.	<b>Audit Committee</b>
XI.	<b>Elections</b>
XII.	<b>Economic Resources and Assets</b>
XIII.	<b>General Provisions</b>
XIV.	<b>Books and Records</b>
XV.	<b>Fiscal Year</b>
XVI.	<b>Conflict of Interest</b>
XVII.	<b>Adoption of Amendments</b>
XVIII.	<b>Adoption of Bylaws</b>
XIX.	<b>List and Date of Amendments</b>

## **BYLAWS**

### **KARDECIAN SPIRITIST FEDERATION OF FLORIDA, INC.**

#### **ARTICLE I**

##### **Name and Purposes**

**Section 1.1 Name.** The Kardecian Spiritist Federation of Florida, Inc. (KSFF), founded on April 18, 1987, is a non-profit organization duly incorporated and registered according to U.S. state and federal law.

**Section 1.2 Purposes.** KSFF was founded for the purpose of representing the Spiritist movement in the State of Florida. The purposes and objectives of the KSFF are based on the Spiritist Doctrine, as codified by Allan Kardec. It is specifically organized and empowered to:

- a) Study without exception all Scientific, Philosophical and Moral aspects of Spiritism, as described in Allan Kardec's Spiritist Codification.
- b) Divulge amply the historic, scientific, philosophical and moral principles of the Spiritist Doctrine through Seminars, Symposiums, and Congresses, in addition to other available communication means and the media.
- c) Offer its Affiliated Organizations orientation and administrative support.
- d) Foster the interface with other similar national and international institutions, seeking the exchange of pertinent information.

#### **ARTICLE II**

##### **Policies/Core Values**

**Section 2.1 General Policy.** As a matter of general policy the KSFF:

- a) Respects all religions, philosophies, and creeds.
- b) Does not discriminate on the basis of race, color, gender, disabilities, familial status, sexual orientation, nationality, religion, or any other factor of human circumstance.
- c) Does not adopt in its practices any type of external forms of worship or initiation rituals, sacraments, alcoholic or hallucinogenic beverages, incense, tobacco, talismans, amulets, horoscopes, cartomancy, pyramids, crystals, apometry, chromotherapy, etc., basing its

Scientific, Philosophical and Moral teachings on the Spiritist Doctrine as codified by Kardec.

- d) Does not adopt or administer any sacraments, such as baptisms, weddings, funeral ceremonies or special gatherings designed for individualized prayers requested for either the incarnate or the discarnate.
- e) Does not permit the charging and/or collecting, in any shape, type or form, rewards for any type of services offered to individuals in particular and the community as a whole.
- f) Does not permit the exercise of mediumship for lucrative purposes and the sale of these types of services to individuals and the community as a whole.
- g) Does not carry on any activities attempting to influence legislation, does not participate or intervene, including the publication and/or distribution of printed materials, in any political campaign for, or in opposition to, any candidate for public office.

### **ARTICLE III**

#### **Offices**

**Section 3.1 Location.** The KSFF's main office is located in the city of Miami, County of Miami-Dade, but it can operate in different sites or change its domicile by resolution of its Board of Directors.

### **ARTICLE IV**

#### **Constitution**

**Section 4.1 Constitution.** The KSFF will be constituted of Spiritist organizations located in the state of Florida, duly incorporated and in good standing with local, state, and federal law.

### **ARTICLE V**

#### **Membership**

**Section 5.1 Membership.** Any Spiritist Organization located in the state of Florida may apply for KSFF membership.

**Section 5.2 Affiliated Organizations.** Spiritist organizations approved by the KSFF's Board of Directors pursuant to requirements defined in these Bylaws.

**Special Non-Member Category. Adherent Organizations.** Spiritist Organizations that follow the Scientific, Philosophical and Moral aspects of Spiritism, as codified by Allan Kardec, and which at the time of their interest in joining to KSFF do not yet fulfill the requisites to be considered an affiliated organization. They have no voting rights or rights of deliberation on issues coming before the General Assembly.

**Special Provision.** Honorary Membership formerly bestowed upon individuals shall be honored but this class of membership will no longer remain in practice.

**Section 5.3 Qualifications.** Any Spiritist Organization located in the state of Florida that:

- (a) Studies, practices, and promotes the Scientific, Philosophical and Moral aspects of Spiritism, as codified by Allan Kardec, in a serious and methodical manner.
- (b) Has at least 10 (ten) participating members and conducts weekly activities in a public location, allowing the participation of any interested individuals.
- (c) Is duly incorporated in the State of Florida as a non-profit corporation in good standing.
- (d) Abides to Article II, Section 2.1, Policy/Core Values in its practice of Spiritism.

**Section 5.4 Members' Rights.**

1. To participate in all meetings and activities carried out by the KSFF.
2. To submit suggestions regarding general activities and items for discussion at meetings.
3. To vote in all matters brought under deliberation.

**Section 5.5 Members' Duties.**

1. To participate in meetings relevant to the KSFF.
2. To comply with and enforce compliance of these Bylaws.
3. To contribute financially toward the maintenance of the KSFF, as voted and established by the General Assembly.
4. To make a significant effort to publicize and distribute information, in as many languages as appropriate, in writing and verbally, of those activities and events deemed relevant by the KSFF.

**Section 5.6 Admission to Membership.** Membership request must be submitted to the Board of Directors, including:

- A letter requesting such membership
- State of Florida Department of Corporation's proof of active status for at least a year as a non-profit corporation along with a certificate of good standing within the last six months
- Copy of Applicant's Bylaws
- Summary of meetings and activities

**Section 5.7 Review and Approval.** The Board of Directors by affirmative vote of two-thirds of its members can approve a request for membership.

**Section 5.8 Termination of Membership.** Membership can be terminated under the scope of the following provisions, presented by the Board and ratified by the General Assembly:

- Engagement in activities and conduct incompatible with the purposes and objectives of these Bylaws, clauses and policies.

- Dissemination of ideas and activities contrary to the Spiritist Doctrine as codified by Allan Kardec.
- Failure to attend three (3) consecutive General Assemblies without justifiable cause or without providing proxies if absent in elections procedures.
- Non-payment of annual membership dues within one year and a half of due date
- Voluntary membership cancellation in writing addressed to the Secretary.

**Section 5.9 Approval of Termination.** The Board of Directors, by affirmative vote of two-thirds of its members, can approve a petition for membership termination for cause, to be ratified by the General Assembly.

**Section 5.10 Re-admission.** Affiliated Organizations that have voluntarily terminated their membership, or were terminated for cause, can seek re-admission after the cause(s) for their termination has (have) been settled. Any outstanding balances will have to be resolved before re-admission is approved.

**Section 5.11 Transfer of Membership.** Membership is neither transferable nor assignable.

**Section 5.12 Membership Fees.** Membership fees changes must be discussed and approved by the General Assembly and recorded in the KSFF's Minutes.

## **ARTICLE VI** General Assembly

**Section 6.1 Composition.** The General Assembly will be composed of delegates from Affiliated Organizations as defined in Section 5.2(a). Adherent Organizations will be able to participate through special invitations, but have no voting rights, are not allowed to add items to the agenda, and should not deliberate on the issues discussed at the General Assembly.

**Section 6.2 Responsibilities.** The following are the responsibilities of the General Assembly:

- a) To deliberate on any changes to these Bylaws.
- b) To approve the Board of Directors' Reports.
- c) To deliberate and vote on special fee assessments requested by the Board of Directors
- d) To present requests to the Board of Directors regarding membership termination of Affiliated Organizations disregarding the articles of these Bylaws, including but not limited to, conduct or misconduct directly or indirectly opposed to KSFF's purposes and policies, and for noncompliance with KSFF's membership dues.
- e) To review and approve the annual financial and accounting reports presented by the Board of Directors after examination and approval by the Audit Committee.
- f) To review and ratify membership terminations presented by the Board of Directors.

**Section 6.3 Timing.** The General Assembly will take place twice every year during the months of June and November. Extraordinary General Assembly meetings may be held when necessary and according to Section 6.4 below.

**Section 6.4 Extraordinary General Assembly.** It may be convened to address a specific matter the President, the Board of Directors, one third of the Affiliated Organizations with a right to vote, or by unanimous decision of the Audit Committee to address relevant discrepancies in KSFF's finances.

**Section 6.5 Attendance.** Each Affiliated Organization has the right to participate with a maximum of five (5) members designated by the Affiliated Organization. Adherent Organizations will also be invited to the General Assemblies with a maximum of three (3) members.

**Section 6.6 Quorum.** A quorum of two-thirds of the Affiliated Organizations must be present, in person or by proxy, for the General Assembly to take place.

**Section 6.7 Voting.** The determinations of the General Assembly will be based on the majority (half plus one) of voting system. The act of a majority of the Affiliated Organizations present either in person, or by proxy, at which a quorum is present will be the act of the General Assembly. Members of the Board of Directors or of the Audit Committee do not have the right to participate in the vote of a General Assembly to approve or disapprove the accounts or any other act of the Board of Directors. Each Affiliated Organization's vote will be counted as one (1) vote.

**Section 6.8 Individuals Authorized to Cast a Vote.** At General Assemblies only Delegates of Affiliated Organizations can cast votes for any matters coming before the Assembly. If an Affiliated Organization is unable to send its Delegate(s), it shall designate Another Affiliated Organization to represent its interests by a signed proxy delivered to the Board of Directors.

**Section 6.9 Affiliated Organization Delegates.**

- (a) Individuals who have belonged to the Affiliated Organization for at least the last six months before appointment
- (b) Must be above 18 years of age
- (c) Must be in compliance with U.S. federal, state and local laws

**Section 6.10 Types of Proxies.**

- (a) General proxy, when proxy does not specify wishes allowing proxy holders to vote according to their own conscience.
- (b) Special proxy where proxy holders convey the wishes of the Affiliated Organization he/she is voting on behalf of on specific matters.

**Section 6.11 Right to Cast a Vote.** Newly Affiliated Organizations have the right to cast a vote after six months of membership.

**Section 6.12 Secret Ballot.** KSFF's General Assembly voting will be conducted by secret written ballot, with the number of votes matching the number of Affiliated Organizations participating in person or by proxy.

**Section 6.13 Agenda and Minutes.** Time and place of General Assemblies and regular meetings will be posted one (1) month prior to the events. New items can be added to the Agendas and discussed at the time of the General Assemblies. Minutes of the meetings will be taken by the Secretary or designated person and approved by the Board.

**Section 6.14 Official Language.** The official language of the General Assembly, as well as its written and oral communications, will be English.

**Section 6.15 Format for Meetings.** The General Assembly and Board of Directors meetings will be conducted according to recommendations from *Robert's Rules of Order*.<sup>1</sup>

**Special Provision. Visitor(s) Attendance.** From time to time, a member of the General Assembly and/or of the Board of Directors may invite visitor(s). Said member must communicate the identity of the invitee(s) and his/her reason for said invitation. Approval of the invitation by the majority (half plus one) of the applicable directive component must be obtained prior to the attendance by the invitee(s).

**ARTICLE VII**  
**Administration**

**Section 7.1 Composition.** The KSFF's will be administered by a Board of Directors.

**ARTICLE VIII**  
**Board of Directors**

**Section 8.1 Composition.** The Board of Directors is comprised of a President, a Vice President, a First Secretary, a Second Secretary, a Treasurer, a Vice Treasurer, a Director of Events, a Director of Communications, and an Outreach Director. All positions of the Board of Directors will be exercised voluntarily, without monetary or any other material compensation.

**Section 8.2 Election and Term Limits.** The Board of Directors will be elected by the General Assembly for a term of three (3) years.

**Section 8.3 Quorum and Voting.** Two-thirds of the members of the Board must be present at a meeting to constitute a quorum for deliberations that become an act of the Board.

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<sup>1</sup> Available in paperback or online at <https://robertsrules.org/robertsrules.pdf>.

**Section 8.4 Responsibilities.** The Board's responsibilities are as follows:

- a) To formulate the KSFF's policies
- b) To exercise general oversight
- c) To draft and update Internal Regulations as needed
- d) To review and approve applications for membership
- e) To assist applicants and members with their governance structure
- f) To conduct fiduciary compliance
- g) To execute operational activities as set forth by the General Assembly

**Section 8.5 Meetings and Attendance.**

**Regular Meetings.** The Board will hold regular monthly meetings, time and location to be decided by a majority of the Board.

**Special Provision.** *Executive or Board Members' Only* sessions are permissible due to the need of confidentiality regarding certain issues; the Board therefore is allowed to request that delegates or Board members present and under discussion leave the room while that discussion will be taking place.

**Special Meetings.** Special meetings may be called by a written request of three Board members.

**Attendance.** Attendance may be either in person, or by teleconference or videoconference permitting all members to hear, speak and be heard by all others. Any Board member unable to attend a meeting must justify his/her reasons in writing, and if accepted, will be excused by the Board. If a member has three consecutive unexcused absences, his or her resignation will be deemed to have been tendered and accepted.

**Section 8.6 Special Committees.** The Board of Directors may appoint special committees through a Board's Resolution, consisting of two or more directors and, if desired, persons who are not directors, as the Board may deem desirable to assist the KSFF in certain activities. Such committees will act under the supervision of the Board, and have such powers and duties as the Board may from time to time determine, including the Committees' duties, manner of execution and responsibilities. Meetings of such committees may be called and held in whatever manner the persons on the committee, or the directors, may determine. Persons appointed to committees may be removed at any time by the Board, and any committee may be terminated at any time by the Board, by a two-thirds Board vote.

**Section 8.7 Resignation of Directors.** Any Board member may resign any time by tendering a resignation in writing to the Board's President.

**Section 8.8 Appointment to Fill a Vacancy.** In case of resignation or temporary absence, the second in command will take over the duties of the resigning or absent Director/Officer. If the resigning or absent officer/director holds a position that has no second in command or if the first and second in command have resigned, the General Assembly will elect new Director(s)/Officer(s) for the vacant positions. If President's post becomes vacant, Vice President will occupy this position until the end of incumbent Board's term and a new Vice President will be nominated. If both President and Vice President's posts become vacant at the same time, until new individuals are nominated for such posts, Treasurer will act as President.

**Section 8.9 Removal of Board Members.** Any Board member(s) may be removed from their posts if their explanation for the alleged misconduct is not unanimously accepted by the Board. If no unanimous decision is reached, matter will be taken to the General Assembly. These grounds for removal are:

- a. If in proven violation of any U.S. federal, state, or local laws, these Bylaws, or the doctrinal and ethical foundation of the Spiritist Doctrine.
- b. After three consecutive unexcused absences to mandatory Board of Directors meetings.

## **ARTICLE IX** **Officers/Directors**

**Section 9.1 Composition.** Members of the Board of Directors will act as the Officers of the KSFF, with individual responsibilities associated with their offices. No Board Member/Officer in his/her individual capacity is authorized to designate policy or undertake any other action, excluding day-to-day administrative procedures related to his/her office. All Officers/Directors positions will be exercised voluntarily, without monetary or any other material compensation.

**Section 9.2 President.** The president has the following responsibilities:

- a) To fulfill and oversee the fulfillments of these Bylaws
- b) To preside the meetings of the Board of Directors and the General Assembly, except at the rendering of accounts and review of the acts of the Board of Directors
- c) To report to the General Assembly the acts of the Board
- d) To submit KSFF's annual report for its proper auditing
- e) To represent KSFF in domestic and/or international events in which KSFF is a participant
- f) To represent KSFF in all business and legal matters, pursuant to the powers set forth in these Bylaws, and to be its sole spokesperson, personally or through an authorized representative, in all matters concerning KSFF

**Section 9.3 Vice-President.** The Vice President has the following responsibilities:

- a) To substitute the President in his/her temporary or definitive absence
- b) To offer administrative advice and guidance to KSFF Affiliated Organizations
- c) To supervise KSFF's administrative activities

- d) To assist KSFF members in the development and expansion of their activities

**Section 9.4 Treasurer.** The Treasurer has the following responsibilities:

- a) To provide guidance on treasury work, financial planning, revenue and expenditures control, bookkeeping and accounting documents
- b) To prepare KSFF's annual budget and present it to the Board of Directors and the General Assembly for their consideration
- c) To organize and manage KSFF's accounting and other financial matters, collecting the Affiliated Organization's monthly contributions and other donations
- d) To submit monthly finance reports to the Board of Directors and Affiliated Organizations
- e) To prepare a bi-annual financial report for presentation at both annual general assemblies
- f) To prepare an Annual Report covering the Fiscal year for the examination and approval of the Audit Committee and subsequent presentation at the June General Assembly
- g) To establish and manage a bank account on behalf of KSFF, submitting his or her signature
- h) To oversee compliance of fiscal responsibilities at local, state, and federal levels
- i) To renew the annual KSFF's registration with the Florida Department of State

**Section 9.5 Vice Treasurer.** In the absence of the Treasurer or due to his/her inability to fulfill his/her responsibilities, the Vice Treasurer will take over the responsibilities of the Treasurer.

**Section 9.6 First Secretary.** The Secretary has the following responsibilities:

- a) Provide support for the Board's administrative work
- b) Prepare the Minutes of the meetings of the Board and the General Assembly
- c) To maintain records of proceedings of the Board of Directors and the General Assembly
- d) To maintain current files on all KSFF membership
- e) To expedite KSFF's general correspondence and to email the Minutes of every Board of Directors and General Assembly meetings to all KSFF Affiliated Organizations
- f) To inform the Board of Directors of all contacts made to KSFF through email, regular mail or any other means of communications
- g) To advise all members of the Board of Directors fifteen (15) days in advance about Board of Directors meetings, and all Affiliated Organizations forty-five (45) days in advance about General Assembly meetings

**Section 9.7 Second Secretary.** In the absence of the Secretary, or in case he/she is unable to perform his/her duties, the Alternate Secretary will perform the functions of the Secretary.

**Section 9.8. Outreach Director.** The Outreach Director has the following responsibilities:

- a) To be in charge of KSFF's Spiritist materials and to distribute them to members and general public at their request

- b) To be informed of the latest publications and keep and inventory of available materials

**Section 9.10 Communications Director.** The Communications Director has the following responsibilities:

- a) To promote KSFF's image.
- b) To work on the advertising of KSFF's events.
- c) To disseminate KSFF's name in newspapers, brochures, posters, and any other means of communication approved by the Board of Directors.
- d) To keep records of all of KSFF's communications and advertising documents.
- g) To carry out and/or supervise projects in the area of communication approved by the Board of Directors or the General Assembly.

**Section 9.11 Events Director.** The Events Director has the following responsibilities:

- a) To coordinate all KSFF's events.
- b) To be the point of contact for all speakers, organizations, and all others involved in KSFF events.
- c) To coordinate, as needed, the transportation and accommodation for KSFF events' participants.
- d) To jointly work with the Communications Director for the success of all KSFF's events.
- e) To carry out and/or supervise projects in the area of events that the Board of Directors or the General Assembly has approved.

## **ARTICLE X**

### **Audit Committee**

**Section 10.1 Composition and Election.** The Audit Committee will be composed of three individuals elected at the time of the general elections of the Board, with a term of office of three (3) years, and they may be re-elected.

**Section 10.2 Meetings and Responsibilities.** The Audit Committee will convene twice a year before the General Assemblies to examine the rendering of accounts to be presented at said events, or whenever necessary, to examine the monthly balance sheets of revenue and expenditures.

## **ARTICLE XI**

### **Elections**

**Section 11.1 General.** The Board of Directors will be elected from among the pool of candidates presented by Affiliated Organizations. Once a candidate is elected, he/she will remain in his/her post at the KSFF Board until the end of his/her term even if he/she no longer belongs to the Affiliated Organization that has recommended his/her initial nomination.

**Section 11.2 Timing.** Elections will take place in the month of November.

**Section 11.3 General Procedures.** Election for the Board of Directors' positions will be (1) carried out by the Affiliated Organizations' delegates in person, or (2) the absent Affiliated Organization will be represented (by another Affiliated Organization) via a written a proxy. In case of a tie for any position, there will be a second election. If after the second election the tie remains, the position will go to the candidate of the oldest Affiliated Organization. No more than two (2) members per Affiliated Organization can be elected to the Board. Whenever the roster of Affiliated Organizations reaches twenty (20) or higher, only one candidate per Affiliated Organization will be allowed to be elected to the Board of Directors. Further procedures will be defined in KSFF's Internal Regulations.

**Section 11.4 Candidates Qualifications.** Candidates must have the following qualifications:

- a) Be over 18 year of age
- b) Be in compliance with U.S. federal, state and local laws
- c) Needs to be appointed a delegate from an Affiliated Organization

**Section 11.5 Terms.** The three-year term will start in the month of January following the elections. Each Board member can be re-elected once for a consecutive term.

**Section 11.6 Additional Provisions.**

- (a) All Board members are eligible for only two (2) consecutive terms.
- (b) All Board members can run for different Board posts after termination of their two consecutive terms.
- (c) After an interval of three years former Presidents and Vice Presidents can again run for their former positions.

## **ARTICLE XII**

### **Economic Resources and Assets**

**Section 12.1 Economic Resources.** In general, the following are KSFF's economic sources:

- (1) Membership fees
- (2) Donations from individuals and bona fide corporations
- (3) Income from investments
- (4) Fundraisers and bequests that do not conflict with the principles of the Spiritist Doctrine
- (5) Grants from foundations and other non-profit organizations
- (6) Liquid assets and real estate property that may be acquired and any dividends or additional income these may produce

**Section 12.2 Assets.** The KSFF fixed or movable assets will not be pledged or mortgaged and will be inalienable, without the specific authorization of the General Assembly. The Board of

Directors may authorize the alienation of movable goods of relatively small value, if they are unserviceable or useless.

**Section 12.3** KSFF maintains its own assets, distinct and independent from its Affiliated Organizations. The KSFF's assets are legally bound to KSFF's rights and obligations.

**Section 12.4** KSFF can acquire all necessary assets needed to achieve its objectives. All KSFF financial operations must be approved by its Board of Directors.

### **ARTICLE XIII** **General Provisions**

**Section 13.1 Limitation of Liability.** KSFF's Affiliated Organizations will not be held jointly and severally liable for the obligations that have been entered into expressly or intentionally in the name of the KSFF.

**Section 13.2 Additional Regulations.** Internal regulations to execute the guidelines established in these Bylaws may be drafted by the Board of Directors, including but not limited to elections procedures, resolutions to regulate ceilings for check signatures, amount of established membership fees, authorizations for all non-administrative related expenses, etc.

**Section 13.3 Dissolution.** In case of KSFF's dissolution, and after adequately resolving its debts and obligations, the totality of its remaining assets will be distributed to the national Spiritist entity then representing the Spiritist Movement of the United States of America, as long as said organization has been organized and operates exclusively for charitable, educational, religious, and/or scientific purposes established under its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. All Internal Revenue Service regulations must be followed during this transition.

**Section 13.4 Reasons for Dissolution.** The following are the reasons for the dissolution and liquidation of the KSFF:

- a) Absence of Affiliated Organizations
- b) Acting against the moral principles of the Spiritist Doctrine
- c) Legal decree
- d) Involvement in illegal activities
- e) Being influenced by other doctrines, religions or philosophies that conflict with the Scientific, Philosophical and Moral aspects of Spiritism, as codified by Allan Kardec
- f) By unanimous resolution of all its Affiliated Organizations

**Section 13.5 Dissemination, Distribution, and Publication of Materials.**

- a) No materials will be published, disseminated or distributed, no initiatives undertaken on behalf of, or in the name of, or using the logo of, the KSFF without previous approval of its Board of Directors. Secretary must keep a copy of approved materials in KSFF's files.
- b) The KSFF does not authorize individuals or Affiliated Organizations to speak on its behalf or in its name in any events without the Board's express written authorization.

**ARTICLE XIV**  
**Books and Records**

**Sole Paragraph.** The KSFF will keep correct and complete books and records of account and all Minutes of its Board of Directors meetings and the General Assembly. The KSFF will keep its books and records at such place or places as may be designated from time to time by the Board of Directors, and will be made available to its Affiliated Organizations upon request with advanced notice if no less than five (5) days.

**ARTICLE XV**  
**Fiscal Year**

**Sole Paragraph.** KSFF' Fiscal Year will run from January 1 to December 31.

**ARTICLE XVI**  
**Conflict of Interest Policy**

**Sole Paragraph.** The Conflict of Interest Policy attached hereto as Attachment 1 is hereby made a part of these Bylaws.

**ARTICLE XVII**  
**Adoption of Amendments**

**Section 17.1 Amendments to these Bylaws.** Amendments can be adopted at any General Assembly by affirmative vote of two thirds of the Affiliated Organizations participating in person or by proxy. Suggestions or recommendation for amendments to these Bylaws must be in writing and addressed to the Board of Directors for further presentation and discussion at future General Assemblies.

**Section 17.2 Amendments to Articles of Incorporation.** Articles of Incorporation can be amended by affirmative vote of at least two thirds of the Affiliated Organizations participating, in person or by proxy, at a General Assembly or a special meeting called for that purpose.

**ARTICLE XVIII**  
**Adoption of Bylaws**

These Bylaws will come into effect as of the date of their approval and ratification by the General Assembly.

Note: April 18, 1987, is the official foundation date of the Kardecian Spiritist Federation of Florida, Inc. On this date the first meeting was held and the first KSFF Board of Directors was chosen.

**ARTICLE IX**  
**List and Date of Amendments**

The undersigned members of the Board of Directors of Kardecian Spiritist Federation of Florida Inc. (KSFF), reviewed and approved this draft of the proposed new Bylaws.

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XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX  
President  
Member of:  
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—  
XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX  
Vice President  
Member of:  
XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX

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—  
XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX  
First Secretary  
Member of:  
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Second Secretary  
Member of:  
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Treasurer  
Member of:  
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Vice Treasurer  
Member of:  
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—  
XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX  
Director / Auditor  
Member of:  
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XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX  
Director / Director of Events  
Member of:  
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—  
XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX  
Director / Director of Communications  
Member of:  
XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX

Note: April 18, 1987, is the official foundation date of the Kardecian Spiritist Federation of Florida, Inc. On this date the first meeting was held and the first KSFF Board of Directors was selected.

Note: The **first revision to these Bylaws**, an initiative of Ciencia Espirita Kardeciana, were discussed in General Assembly by all delegates of Affiliated Organizations and **approved on February 18, 1989.**

- The following members of the KSFF Board of Directors
- President, Delegate of Casa Espirita Kardeciana Bezerra de Menezes
  - Vice-President, Delegate of Centro de Estudios Espiritistas Fuerzas Amigas de Miami
  - Secretary, Delegate of Ciencia Espirista Kardeciana
  - Treasurer, Delegate of Centro Amor a la Moral

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Note: The **second revision to these Bylaws** took place throughout the second half of the year 2007. They were finalized and unanimously **approved on December 8, 2007** by all delegates of KSFF's Affiliated Organizations, as listed below:

- Allan Kardec Christian Spiritist Center of Orlando (Orlando)
- Bezerra de Menezes Kardecian Spiritist Association (West Miami)
- Christian Charity Spiritist Center (Pompano Beach)
- Christian Spiritist Study Center (Pompano Beach)
- Circulo Fuerzas Amigas (Miami)

Conscious Living Spiritist Group (North Miami)  
Kardecian Study Society of Florida (Deerfield Beach)  
Love and Charity Spiritist Center of Orlando (Orlando)  
Spiritist Center "Fraternidade e Amor" (North Bay Village)  
Tampa Bay Spiritist Center "Andre Luiz" (Tampa)

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Note: The **third revision to these Bylaws** took place throughout the first half of the year of 2011. They were finalized and unanimously **approved on June 11, 2011** by all delegates of KSFF's Affiliated Organizations, as listed below:

Allan Kardec Spiritist Group of Jacksonville (Jacksonville)  
Peace and Knowledge Spiritist Center (Orlando)  
Bezerra de Menezes Kardecian Spiritist Association (West Miami)  
Christian Charity Spiritist Center (Pompano Beach)  
Spiritist Society of Palm Beach (Boca Raton)  
Circulo Fuerzas Amigas (Miami)  
Conscious Living Spiritist Group (North Miami)  
Kardecian Study Society of Florida (Deerfield Beach)  
Love and Charity Spiritist Center of Orlando (Orlando)  
Spiritist Center "Fraternidade e Amor" (North Bay Village)  
Tampa Bay Spiritist Center "Andre Luiz" (Tampa)  
Port St Lucie Spiritist Center (Port St Lucie)

Note: The **fourth revision to these Bylaws** took place throughout the second half of the year of 2014. They were finalized and unanimously approved on **November 15, 2014** by all delegates of KSFF's Affiliated Organizations, as listed below:

Xxx  
Xxx

Note: The **fifth revision to these Bylaws** were finalized and unanimously approved and ratified on \_\_\_\_\_ by all delegates of KSFF's Affiliated Organizations, as listed below:

**[LIST OF DELEGATES PRESENT AND THEIR CENTERS TO VERIFY QUORUM AND RATIFICATION]**

**Attachment 1**  
**to Bylaws of Kardecian Spiritist Federation of Florida Inc. (KSFF)**

**CONFLICT OF INTEREST POLICY**

**Article I**  
**Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II**  
**Definitions**

**1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- b. A compensation arrangement with the Organization or with any entity of individual with which the Organization has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article III** **Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she will leave the governing board of committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members will decide if a conflict of interest exists.

#### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she will leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board of committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee will determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee will determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it will make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it will inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it will take appropriate disciplinary and corrective action.

#### **Article IV** **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers will contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V** **Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI**  
**Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers will annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII**  
**Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews will be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII**  
**Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use will not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.