



**COMMISSIONERS:**  
**EUGENE LAMB, JR.**

District 1

**DOUGLAS M.**

**CROLEY**

District 2

**GENE MORGAN**

District 3

**BRENDA A. HOLT**

District 4

**SHERRIE TAYLOR**

District 5

**GADSDEN COUNTY**  
**Board of County Commissioners**  
**EDWARD J. BUTLER**  
**GADSDEN COUNTY GOVERNMENTAL COMPLEX**

**BUD PALMER**  
 Interim County  
 Administrator

**THORNTON  
 WILLIAMS**  
 County Attorney

**MEMORANDUM**

**TO:** Honorable Chairman and Members of the Board

**FROM:** Thornton J. Williams, County Attorney

**RE:** Organizational Issues Associated with Gadsden Senior Services, Incorporated, and Approval of Process for Appointment of Members

**DATE:** February 10, 2009

Gadsden Senior Services, Incorporated (GSSI), is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It has articles of incorporation filed with the Department of State establishing it as a Florida not-for-profit corporation. It also has Bylaws providing for a twelve-member Board of Directors that votes to appoint new members to vacant positions on its Board. Mr. Scott is the only member of the GSSI Board of Directors at this time, and lacks the authority to amend the GSSI Bylaws to provide that the Gadsden County Board of County Commissioners make appointments to the GSSI Board of Directors.

It is recommended that the Board of County Commissioners direct each Commissioner to make an informal recommendation to Mr. Scott of one person from his or her District that he appoint to fill a vacancy on the GSSI Board of Directors and also authorize the Chairman to make an at-large recommendation to Mr. Scott, so that he can appoint a total of six members to consider an amendment to the GSSI Bylaws as to the number of members of the Board of Directors and the method of their appointment. Section 617.0809(1), Florida Statutes, provides that the remaining board member or members of a not-for-profit corporation may fill any vacancy in the board, regardless of quorum requirements.

The County Attorney will provide a recommendation at the Board of County Commissioners February 17, 2009, meeting as to changes to the GSSI Bylaws to accomplish the above.



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**QUESTIONS AND ANSWERS**  
**REGARDING GADSDEN SENIOR SERVICES, INCORPORATED (GSSI)**

1. What is Gadsden Senior Services, Incorporated (GSSI)?
  - GSSI has articles of incorporation filed with the Department of State, establishing it as a Florida not-for-profit corporation under Chapter 617, Florida Statutes.
2. How are Members of the GSSI Board of Directors Appointed?
  - Per GSSI's Bylaws, members of the GSSI Board of Directors are elected by a 2/3 vote of the GSSI Board of Directors. (Art. III., §§A.4. & B.1.)
3. Can the Gadsden County Board of County Commissioners Appoint Members of the GSSI Board of Directors?
  - Not at this time. GSSI is a private not-for-profit corporation under Chapter 617, Florida Statutes, and the appointment/election of the members of its Board of Directors is controlled by its Bylaws (or in the absence of bylaws, by statute).
  - The Gadsden County Board of County Commissioners can appoint members of the GSSI Board of Directors if the GSSI Board of Directors amends the GSSI bylaws to provide for selection of members of the GSSI Board of Directors by the Gadsden County Board of County Commissioners.
  - Section 617.0809(1), Florida Statutes, provides that the remaining board member or members of a not-for-profit corporation may fill any vacancy in the Board, regardless of quorum requirements.

4. Who Signs Checks?

- The President, Vice-President, Secretary or Treasurer can all sign checks (Art. III., §§D.1.h., D.2.b., D.3.i. & D.4.g.)
- However, all checks must be countersigned by two of these officers (Art VII., §B.5)
- The President, Vice-President, Secretary or Treasurer are elected by the GSSI Board of Directors from among Members of the GSSI Board of Directors (Art. III, §B.)

5. What Limits Are There to Expenditures?

- Disbursements are to be in accordance with the budget approved by the GSSI Board (Art VII., §B.1.)
- The Executive Director is authorized to approve expenditures outside budgeted amounts not to exceed \$1,000. (Art VII., §B.2.)
- Expenditures exceeding \$1,000 over budget shall require Board approval. (Art VII., §B.3.)