

**Bylaws of
Central Florida Women's League Foundation
Revision date (03/18/2020)**

Article 1: General

Section 1: Name: The name of this organization is the Central Florida Women's League Foundation Inc. ("Foundation") organized under the laws of the state of Florida.

Section 2: Purpose: The purpose of the Foundation is to promote the health, education, and welfare of the Central Florida community through the administrative and financial oversight of fundraising and grant making activities of the Central Florida Women's League.

Article 2: Membership

Section 1: Sole Member: The sole member of the Foundation shall be the Central Florida Women's League ("League"). In the event the League should ever be dissolved, the board of directors of the League at the time of such dissolution shall select another member.

Section 2: Powers of Sole Member: The League expressly retains the power to select or replace Foundation Directors.

Section 3: Property Rights: The Foundation's assets, including income from investments, may not become the property of any member of the League.

Section 4: Liability: The League shall not be liable for the Foundation's debts, liabilities or other obligations.

Article 3: Governance

Section 1: General Duties: The business of the Foundation shall be governed by its board of directors (Foundation Board).

Section 2: Membership Criteria: From time to time, the Foundation Board may establish criteria for membership on the Board.

Section 3: Action by the Board: The Foundation Board may take any action at any regular or duly called special meeting of the Foundation Board at which a quorum is present; and any such meeting may be held by conference telephone call to the extent permitted by law. A vote may also be initiated via email.

Article 4: Board of Directors

Section 1: Membership: The Foundation Board shall be comprised of not less than 3 or more than 20 individual members. The number of Foundation Directors who serve, not exceeding the maximum capacity, shall be determined (fixed) from time to time by the Foundation Board. The Foundation Board shall include a President, Vice President, Treasurer and Secretary. The Vice President, Secretary, and Treasurer shall be those individuals holding those same positions on the League Board. Other Foundation Board members shall include the immediate past President of the League, the current President of the League, the League's Fundraising Chair, Scholarship Committee Chair, Service Committee Chair and Charitable Granting Chair. The Foundation's Board shall also include at least two League Member Representatives and three individuals who may or may not be members of the League.

Section 2: Terms of Office: Unless otherwise provided in these bylaws or unless this provision is waived by the Foundation Board, the term of office of a Foundation Director who is on the Foundation Board in her League office capacity, shall be commensurate with her term of service on the League Board. Other Foundation Directors' terms shall be no more than 3 years and no Foundation Director shall serve for more than 3 consecutive full terms. The term of office for the Foundation President will be 3 years and the President may serve for no more than 2 consecutive terms.

Section 3: Elections: Directors shall be elected by the League Membership at the League's Annual Meeting.

Section 4: Nominations: The Foundation's Board shall recommend nominees for Board positions to the League's Nominating Committee for presentation and approval at the Foundation's Annual Meeting.

Section 5: Removal: A Foundation Director may be removed by majority vote of the Foundation's Board of Directors and/or by a majority of the League's Board of Directors.

Section 6: Vacancies: Any vacancy occurring on the Foundation Board may be filled by the affirmative vote of a majority of the remaining directors. A director chosen to fill a vacancy shall hold office only until the next election of officers at the Annual Meeting of the Foundation.

Article 5: Meetings of the Board

Section 1: Annual and Regular Meetings: The annual meeting of the Foundations Board of Directors shall occur at such time and place as the Foundation Board shall determine. This meeting may or may not be held in conjunction with the annual meeting of the League.

Section 2: Special Meetings: Special meetings of the Foundation Board may be called by or at the direction of the Foundation Board President or at the request of not less than 5 Directors. Notice of this meeting shall be sent by email or other electronic means, to all Directors and to the League President and League Directors identifying the time and place and purpose of such meeting and shall be deemed sufficient if the notice is provided at least 48 hours prior to the meeting. Such notice shall be given by email or by telephone delivery. If sent by regular US mail, the notice must be sent at least 5 days prior to the meeting. The notice requirement will be considered waived by any Director attending the meeting without protest. The notice requirement may also be waived in writing before, at or after the meeting.

Section 3: Quorum: The presence of 5 members of the Foundation's Board shall constitute a quorum for the transaction of business at any regular, special or annual meeting. Any matter properly before the Board shall be decided by a majority of the votes cast thereon. There may be voting by, email, texting, conference call or similar communications by means of which all persons participating in the meeting can hear or see each other or each other's responses at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 4: Committees: Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provide in such resolution, shall have and may exercise all the authority of the Board of Directors, except that no such committee shall have the authority to:

- (a) approve or recommend to members action or proposals required by law to be approved by the members
- (b) fill vacancies on the Board of Directors or any committee thereof
- (c) adopt, amend or repeal the Bylaws

The provisions of these Bylaws governing meetings, notice, waiver of notice and quorum and voting requirements for the Board of Directors shall also apply to executive and other committees and their members.

Each committee established pursuant to the Section must have two (2) or more committee members who shall serve at the pleasure of the Board of Directors. The Board of Directors by resolution adopted by a majority of the full Board of Directors, may designate one (1) or more directors as alternate committee members of any such committee who may act in the place and stead of any absent committee member or members at any meeting of such committee.

Neither the designation of any executive or other committee pursuant to this Section, the delegation thereto of authority, nor action by such committee pursuant to such authority, nor action by such committee pursuant to such authority, shall alone constitute compliance by any member of the Board of Directors who is not a member of such committee with such director's responsibility to act in good faith, in a manner such director reasonably believes is to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Article 6: Duties and Powers of Officers

Section 1: Officers: The officers of the Foundation shall consist of a president, secretary, and treasurer, and may also consist of one or more vice presidents, or more assistant secretaries or treasurers and such other officers as the Foundation Board of Directors may from time to time consider necessary for the proper conduct of the business of the Foundation. The same person may simultaneously hold more than one office, except that the same person may not simultaneously hold the offices of president and secretary.

Section 2: Duties:

- (a) **President.** The President shall be the chief executive officer of the Foundation, shall have authority over the general and active management of the business and affairs of the Foundation subject to the direction of the Board of Directors, and shall preside at all meetings. The President may sign, with the Secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors, by the Bylaws, or by law to some other officer or agent of the Foundation.
- (b) **Vice President.** The Vice President, if one is elected, shall serve as assistant to the President and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President.
- (c) **Secretary.** The Secretary shall be responsible for the custody and maintenance of all corporate records except the financial records, shall record the minutes of all meetings of the member, Board of Directors, and executive and other committees, if any, shall send out all notices of meetings where required under these Bylaws or otherwise required by law, and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President..
- (d) **Treasurer.** The Treasurer, if any, shall have custody of all corporate funds and financial records, shall keep full and accurate records or receipts and disbursements and render accounts thereof whenever required by the Board of Directors or by the President, and shall perform such other duties

Section 2: Member's Inspection Rights. The League, or the League's agent or attorney, may inspect the books and records of the Foundation for any proper purpose at any reasonable time.

Article 9: Indemnification

Section 1: Indemnification: The Foundation shall indemnify any officer or director, or any former officer or director, to the full extent permitted under Section 617.0831 of the Florida Statutes.

Article 10: Miscellaneous

Section 1: Corporate Seal: A corporate seal shall not be required to be attached to any instrument executed by or on behalf of the Foundation unless required by law, but if so required, shall be of such shape and have such words thereon as may be described by law or by the Board of Directors. The seal may be used by impressing it or reproducing a facsimile thereof, or otherwise.

Section 2: Amendment of Bylaws: The Board of Directors may amend or repeal the Foundation's Bylaws unless:

- (a) the Articles of Incorporation or other provision of law reserves the power to amend the Bylaws generally, or a particular bylaw provision, exclusively to the member; or
- (b) the League, in amending or repealing the Bylaws generally, or a particular bylaw provision, provides expressly the Board of Directors may not amend or repeal the Bylaws or such bylaw provision.

Notwithstanding anything contained in these Bylaws to the contrary, the League may amend or repeal the Foundation's Bylaws.

Section 3: Relation to Articles of Incorporation: These Bylaws shall be subject to, and governed by, the Foundation's Articles of Incorporation.

and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President. If so required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of such Treasurer's duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate. If no Treasurer is elected by the Board of Directors, then the secretary shall perform the duties of the treasurer.

Section 3: Compensation: The Board of Directors may authorize payment of reasonable compensation to the officers of the Corporation for services rendered.

Article 7: Funds, Deposits and Checks

Section 1: Gift Acceptance: The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise of any property whatsoever for the general and special charitable purposes of the Foundation provide it is compliant with the gift acceptance policy.
(Gift Acceptance Policy approved 4/15/13) -

Section 2: Deposits: All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3: Checks, Drafts, Requests for Payment: All checks, drafts, or requests for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be assigned by such officer or officers, agent or agents of the Foundation and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the President or a Vice President of the Foundation.

Section 4: A 10% minimum will be added annually to the Reserve Account. Board will recommend the amount.

Article 8: Books and Records

Section 1: Foundation Corporate Records: The Foundation shall keep as permanent records, correct and complete books and records of account and shall keep minutes of the proceedings of its member, Board of Directors, and committees having any of the authority of the Board of Directors. The Foundation shall keep at its registered office in this state a copy of its articles of incorporation and its bylaws and any amendments thereto and a record of the name and address of the member. All books and records shall be kept in written form or in another form capable of conversion into written form within a reasonable time. Since the Foundation does not have a physical office, the records are maintained at the home of the Treasurer and on the League website.