Florida Board of Governors Foundation, Inc.
By-Laws

Location of Offices

The principal office of the Board of Governors Foundation, Inc. shall be maintained in Tallahassee, Florida.

Annual Meeting

The annual meeting of the active members of this Corporation shall be held on the call of the Chairperson.

This meeting shall be presided over by the Chairperson of the Directors, and in case of the absence of the Chairperson by the Vice-chairperson of the Board of Directors.

The principal item of business at this meeting shall be the election of the Chairperson and Vice-chairperson of the Corporation and the adoption of the annual budget.

Following the election of the Chairperson and Vice-chairperson and the adoption of the budget, other business as may come before the body may be transacted.

At the meeting, a majority of the active members shall constitute a quorum and a majority of those present may transact any business before the body.

Qualifications for Membership

The members of the Florida Board of Governors shall be members of the Foundation Board.

Board of Directors

The duties of the Board of Directors shall be as follows:

1. To discharge faithfully all the duties imposed upon it by the Charter of this Corporation and to see that all other provision of said charter are properly executed.
2. To meet upon the call of (1) the Chairperson of the Board, or (2) any three members of the Board.
3. To select a bank or banks or other depositories for the deposit of the funds and securities in the banks or other depositories designated, and to cause said bank or

banks or other depositories to pay out said funds and deliver said securities only upon checks, vouchers, or other orders signed either by the Chairperson, the Treasurer, Vice-Chair or the Secretary of this Corporation.
4. If specifically approved by the Board, require the Treasurer and such other persons to receive, collect, or otherwise handle funds of this Corporation a good and sufficient bond for the faithful performance of their duties in connection therewith.
5. To cause an audit of the books of the Treasurer to be made as soon as practicable after the close of the fiscal year of the Corporation and to have it reported to the Chairperson of this Corporation at once and to the Board of Directors at their next meeting thereafter; provided that in case of vacancy in the office of the Treasurer, such audit shall be made and reported immediately.
6. To appoint and employ such individuals as may be necessary to carry on the activities of this Foundation.

Duties of Officers

Chairperson – The duties of the Chairperson shall be as follows:
1. To preside at all meetings of the Board of Directors.
2. To join with the Secretary in signing the name of this Corporation to all papers, documents and writings requiring the signature of this Corporation, except as herein otherwise provided.
3. To see that the orders of the Board of Directors are carried out promptly or to advise said Board if its orders are not carried out.
4. To appoint a Secretary and Treasurer in consultation with the Vice-Chairperson.
5. To hold office until a successor is appointed and enters upon the discharge of the duties of the office.

Vice-Chairperson – The duties of the Vice-Chair shall be as follows:
1. To perform the duties of the Chair during the absence or incapacity of that officer.
2. To hold office until a successor is appointed and enters upon the discharge of the duties of the office.

Duties of the Secretary and Treasurer

Secretary – The duties of the Secretary shall be as follows:
1. To attend meetings of the Corporation and all meetings of the Board of Directors.
2. To keep accurate minutes of the proceedings of all afore-said meetings and preserve same in a book of such nature as to serve as a permanent record.
3. To keep on record a copy of the Charter of this Corporation and a copy of the By-Laws.
4. To join with the Chair in signing the name of this Corporation to all papers, documents and writing requiring the signature of this Corporation, except as herein otherwise provided.
5. To keep the seal of this Corporation and affix same to such official documents, records and papers as may be required.
6. To carry on such of the general correspondence of this Corporation as may be assigned by the Chairman of the Board of Directors.

7. To keep an accurate list of all active, associate, sustaining and honorary members of this Corporation.
8. To hold this position until a successor is appointed and enters upon the discharge of the duties of the office.
9. To present written reports as necessary.

Treasurer – The duties of the Treasurer shall be as follows:

1. To receive and have the care and custody of all the funds and securities of this Corporation and to deposit same in the name of this Corporation in such bank, or banks, or other depositories as may be selected by the Board of Directors.
2. All disbursements must have written/email approval from the Chairperson, or the Vice-Chairperson, if the Chairperson is unavailable.
3. To sign all checks, vouchers, or other orders drawn upon the bank or banks or other depositories in which the funds and securities of this Corporation are deposited. All checks shall require two signatures as authorized and on file with the bank., If specifically required by the Board, give such bond for the faithful performance of the duties of the office may require.
4. To account to the successor in office for all funds and securities which were listed on the books at the time of the last audit and all funds and securities which have come to the Treasurer since the last audit of the books of the office and deliver over to the successor such funds and securities which remain on hand upon the appointment and qualification of said successor.

Compensation of Officials

The directors and officers of this Corporation shall not receive any compensation from this Corporation for their services as director or officer when performing Foundation business; provided, however, that they may, upon order by the Board of Directors, be reimbursed from the funds of the Corporation for any traveling expenses or other expenditures incurred by them in the proper performance of their duties.

Filling Vacancies

Whenever a vacancy occurs in the Secretary or Treasurer position or on the Board of Directors of this Corporation, it shall be filled by appointment made by the Chairperson of the Board of Directors immediately upon notice of such vacancy.

The newly appointed member or officer shall act during the remainder of the unexpired term of the predecessor.

Seal

The seal of this Corporation shall be in the form of a circle and shall bear, among other things, the name of the Corporation and the date of its incorporation.

Amending By-Laws

These By-Laws may be amended only at a regular or special meeting for this purpose, written notice shall be given to each active member of this Corporation at least

five days before the date set for the meeting, and such notice shall indicate the provision sought to be amended and the nature of the amendment proposed to be adopted.

Amended November 9, 2023