

**BYLAWS OF THE
VOLUNTEER FLORIDA FOUNDATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

ARTICLE I.

NAME & SEAL

SECTION 1. Name

- 1.1 The name of the Corporation is Volunteer Florida Foundation, Inc., hereinafter referred to in this document as the "Foundation".

SECTION 2. CORPORATE SEAL

- 2.1 The Foundation shall maintain a corporate seal, which shall be in accepted, usual form, containing the exact name of the Foundation, the state of incorporation, and the date of incorporation.

ARTICLE II.

PURPOSE AND AUTHORITY

SECTION 1. Purpose

- 1.1 The Foundation shall operate as a direct support organization of the Florida Commission on Community Service (Commission) as defined in 14.29(10), Florida Statutes (F.S.). The Foundation is organized and operated exclusively to support or benefit the Commission. The Foundation shall operate under a written services contract with the Commission as outlined in 14.29(10), F. S.; the contract period shall not exceed three years.

SECTION 2. Authority

- 2.1 The affairs of the Foundation shall be managed by a governing body to be known collectively as the Board of Directors, which shall have authority for the conduct of the Foundation, under the oversight of the Commission. The Board of Directors shall exercise the powers and perform the duties specified in the Articles of Incorporation and by these Bylaws.

SECTION 3. Equal Opportunity

- 3.1 The Board of Directors shall enact and implement a policy of equal opportunity, insuring nondiscrimination in corporate activities, policies, programs, services to the public, and so forth. Such policy shall be consistent with generally accepted standards among public entities.

SECTION 4. Annual Certification

4.1 Annually, the Foundation will be certified by the Commission to ensure that the Foundation is operating in a manner consistent with the goals and purposes of the Commission and in the best interest of the state. The Chair shall submit the following documents as part of the annual certification to the Commission, which will serve as the annual review and approval of all programs administered by the Foundation:

- A. Annual Budget
- B. List of all programs and grants with mission statement, program objectives, source of funds, and a brief status report by program
- C. Organizational chart including names and titles of personnel
- D. Summary of unrestricted net assets indicating the original source of such assets
- E. Resolution from the Board of Directors requesting annual certification

The Commission shall evaluate and approve all new programs prior to any informal commitment, formal contract, or other legal commitment is made by the Foundation.

SECTION 5. Reporting Requirements

5.1 The Foundation shall prepare and submit to the Commission the following documents, in accordance with Florida Administrative Code 27O-1:

- A. An annual audit in accordance with 215.981 F.S., which shall be submitted to the Commission within 30 days of completion for review and approval.
- B. Compliance and/or operational audits when directed by the Commission; the scope of the audit shall be approved by the Commission or designee.
- C. Quarterly expenses reports.
- D. Quarterly expenditure plans that delineate planned actions which represent a significant commitment of resources, including major fund raising events, grants, campaigns and their purpose, and other major commitments of resources.

ARTICLE III.

MEMBERSHIP

SECTION 1 Membership Values

1.1 The Volunteer Florida Foundation seeks a bipartisan Foundation Board comprised of public and private sector executives and thought leaders from across the State of Florida.

SECTION 2. Composition

- 2.1 The Board of Directors shall consist of no less than 9 and no more than 15 members to be appointed by the Commission.
- 2.2 Members of the Board of Directors shall be appointed by the Commission.
- 2.3 A minimum of two members of the Commission, appointed by the Commission Chairman, shall serve on the Board of Directors as voting members.
- 2.4 Board members have a fiduciary responsibility to the organization and members' actions should be limited to that which falls within that role. Actions by a member outside of the fiduciary responsibility to the organization may result in the members' removal from the Board of Directors.
- 2.5 A Matrix of Characteristics shall be used to ensure diversity among Board members. The matrix shall include: professional background, gender, age, race, and location.

SECTION 3. Term

- 3.1 A term for a Foundation member shall be three years. The anniversary of these terms shall be arranged, if possible, in staggered form so as to prevent abrupt changes of Board representation.
- 3.2 Members may be appointed to consecutive terms.
- 3.3 Members of the Foundation shall serve without compensation, but expenses may be reimbursed in accordance with Section 112.061, F. S..
- 3.4 A Foundation member is expected to attend a minimum of 75 percent of the regularly scheduled meetings annually. Failure to comply will be reviewed by the Executive Committee and may result in the member being asked to resign from the Foundation.
- 3.5 A Foundation member may send a representative in his/her place if unable to attend a meeting; however, the representative may not vote. The participation of the representative in the meeting shall be at the discretion of the Chair.

SECTION 4. Resignation

- 4.1 A Board member may resign at any time by giving written notice to the Executive Director of the Board of Directors.

SECTION 5. Vacancy

- 5.1 A vacancy may be filled for the remainder of the unexpired term in the same manner as the original appointment.

SECTION 6. D and O

- 6.1 The Foundation shall maintain Directors and Officers insurance for board members.

ARTICLE IV.

OFFICERS

SECTION 1. Composition

- 1.1 The officers of the Foundation shall be: Chair, Vice Chair, and Treasurer. Persons serving as officers must be members of the Board of Directors.

SECTION 2. Selection

- 2.1 Officers shall be elected annually by the members of the Board of Directors at their annual meeting, and approved by a majority vote present at such meeting. Officers may hold an office for no more than two consecutive years. Following at least one year out of office, persons who have served as officers are eligible for re-election to an office formerly held on the Commission.
- 2.2 The Board of Directors may elect or appoint other such officers, including one or more assistant secretaries, one or more assistant treasurers, and others, as may be deemed necessary to carry out the purposes of the Foundation, each with the authority to perform duties as prescribed by the Board of Directors.
- 2.3 The Chair will appoint a Nominating Committee, which will present a slate of new officers for consideration by the Board. Candidates for the Chair, Vice-Chair, and Treasurer who garner a majority of votes cast shall be declared the duly elected officers of the Board of Directors. In the event that no clear majority of votes are cast in favor of a single candidate, the two candidates who have received the most votes shall run against each other. Balloting shall continue until one of the finalists receives a majority of votes cast.

SECTION 3. Resignation

- 3.1 Any officer may resign his/her office at any time by giving written notice to the Executive Director of the Board of Directors.

SECTION 4. Removal

- 4.1 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors by a majority vote of the Board of Directors present at a meeting whenever, in its judgment, the best interests of the Foundation may be served thereby, but such removal shall be without prejudice to contract or other rights of any of the officers so removed.

SECTION 5. Vacancy

- 5.1 A vacancy in any office because of death, resignation, removal,

disqualification, or otherwise shall be filled for the remainder of the term by nomination of the Board of Directors and a majority vote of approval thereof. Nominations shall be submitted to the Executive Director of the Board of Directors or may be taken from the floor during the next meeting after a vacancy has been created.

- 5.2 In the event the vacancy is the Chair, the Vice-Chair shall serve as pro tem Chair until the next regular annual meeting of the Board.

SECTION 6. Duties of the Office

- 6.1 The Chair shall be the principal officer of the Foundation. The Chair shall preside at all meetings of the Board of Directors and Executive Committee. The Chair may sign with other appropriate officers of the Foundation authorized by the Board of Directors, any deed, mortgages, bonds, contracts, checks, or other instruments that the Board of Directors have authorized to be executed, and except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statutes to some other officer or agent of the Foundation. In general the Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.
- 6.2 In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting shall have all the powers of, and be subject to, all restrictions upon the Chair. The Vice Chair shall perform such other duties as may from time to time be assigned by the Chair or by the Board of Directors. In order to assume continuity, the Vice-Chair shall have the same powers and duties as the Chair in the event of the latter's absence.
- 6.3 The Treasurer shall be responsible for all funds and securities of the Foundation. The Treasurer shall coordinate the development of and implementation of fiscal and management policies. The Treasurer shall chair the Finance and Audit Committee and perform all duties incidental to the office of Treasurer and such other duties as may from time to time be assigned by the Chair, or by the Board of Directors.

ARTICLE V.

MEETINGS

SECTION 1. Regular Meetings

- 1.1 The Board of Directors shall meet quarterly. Meetings may be conducted by telephone conference calls. Meetings and notice of meetings shall be made in compliance with 286.011, F.S. A quorum is required to conduct regular business.
- 1.2 One regular meeting shall be known as the annual meeting. The annual meeting shall generally be held during the months of June or July. At this meeting election of officers will take place in addition to regular Board business.

SECTION 2. Quorum

- 2.1 A quorum shall be established when a simple majority of the serving Directors are present, and the affirmative vote of a majority of a quorum is necessary to take official action. Every act on or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

SECTION 3. Special Meetings

- 3.1 Special meetings may be called between regularly scheduled meetings by the Chair or at the request of three members. Notice of the meeting must be sent to all members of the Foundation at least one week in advance of the meeting.

SECTION 3. Books and Records

- 3.1 Correct and complete records of all meetings of the Board of Directors and copies of all correspondence, resolutions, audits, reports, plans, printed materials, grants, income and expenditures, and any and all other documents pertaining to Foundation business, shall be maintained by the at the principal place of business of the Foundation, in a manner safe from theft, fire, water, or other damage, for a period of seven years, or as otherwise advised by legal counsel and approved by the Executive Committee.

ARTICLE VI.

THE EXECUTIVE COMMITTEE

SECTION 1. Composition

- 1.1 The Executive Committee shall consist of the officers of the Foundation and two (2) members of the Foundation. A minimum of one Commission member shall serve on the Executive Committee.

SECTION 2. Powers

- 2.1 The Executive Committee shall be vested with the powers permitted by the Foundation.

SECTION 3. Meetings

- 3.1 The Executive Committee shall meet as needed, at the call of the Chair. Meetings and notice of meetings shall be made in compliance with Chapter 286.011, F.S.

SECTION 4. Terms

- 4.1 Members of the Executive Committee shall serve for a term of one (1) year, consistent with the service as officers of the Foundation.. Executive Committee members may hold an office for no more than two consecutive years. Following at least one year out of office, persons who have served as Executive Committee members are

eligible for re-election to an office formerly held on the Commission.

ARTICLE VII.

COMMITTEES

SECTION 1. Committees

- 1.1 The Chair and members of all established committees shall be appointed by the Chair of the Foundation. All committees will be chaired by a member of the Foundation.

SECTION 2. Finance and Audit Committee

- 2.1 A Finance and Audit Committee may be established to provide the Foundation with fiscal oversight, an annual audit, and review of financial statements. This committee is chaired by the Treasurer.

SECTION 3. Nominating Committee

- 3.1 The Nominating Committee shall consist of one Chair and two additional members. The members of the committee shall be appointed by the Chair of the Board of Directors.

ARTICLE VIII.

EMPLOYMENT OF STAFF & OFFICES

SECTION 1. Employment of Staff

- 1.1 The Board of Directors may hire an Executive Director or similar position of responsibility. This position shall be selected by the Board of Directors subject to approval of the Commission; this position shall be a direct report to the Foundation. The Foundation shall provide equal employment opportunities for all persons regardless of race, color, religion, gender, age, or national origin. The Foundation shall follow the Commission personnel policies. The Foundation and the Commission may share personnel. Personnel sharing costs shall be in compliance with funding sources and a written agreement.

SECTION 2. Principal Office

- 2.1 The principal office of the Foundation in the State of Florida shall be located at Volunteer Florida's office in Tallahassee, Florida, County of Leon.

SECTION 3. Other Offices

- 3.1 The Foundation may have other such offices, either within or without the County of Leon, State of Florida, as the Board of Directors may determine, or as the affairs of the Foundation may require, from time to

time.

ARTICLE IX.

PARLIAMENTARY AUTHORITY

SECTION 1. Compliance

- 1.1 The Foundation shall conduct its business in full compliance with Florida Statutes and regulations including the Florida Sunshine Law, Public Records Law, and applicable Florida Administrative Code (FAC) Administrative Rules.

SECTION 1. Rules of Order

- 1.1 Robert's Rules of Order shall be the procedural format used for conducting and considering business in all meetings of the Foundation.

ARTICLE X.

FISCAL YEAR

SECTION 1. Authority

- 1.1 The Fiscal Year of the Commission shall be from July 1 to June 30.

ARTICLE XI.

AMENDMENT OF BYLAWS

SECTION 1. Review

- 1.1 The Executive Committee may review the Bylaws any time and make recommendations for appropriate changes to the Board of Directors.

SECTION 2. Amendments

- 2.1 The Bylaws of this Foundation may be amended by a vote of a majority of the members of the Board of Directors. A minimum notice of fourteen (14) days is required to be sent to all Board members prior to the vote. The amended Bylaws must be submitted to the Commission for approval.2.2 Proposed amendments to the bylaws must receive a two-thirds majority vote of the Directors in attendance in order to be adopted.

ARTICLE XII.

DISSOLUTION

SECTION 1. Dissolution

1.1 Upon dissolution, any assets of the Foundation will be transferred to the Commission for disposition.

Adopted: _____

Date

Chair