

**BYLAWS  
OF  
FLORIDA COMMISSION  
ON  
THE STATUS OF WOMEN FOUNDATION, INC.  
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE 1. INTRODUCTION AND PURPOSE**

Section 1.1 Name and Adoption of Bylaws. The name of this corporation is Florida Commission on the Status of Women Foundation, Inc. ("Foundation"). These Bylaws were officially adopted by the Board of Directors on this 19<sup>th</sup> day of August, 2004.

Section 1.2 Principal Office. The principal office of this corporation will be located at Office of the Attorney General, The Capital, PL 01, Tallahassee, Florida 32399-1050.

Section 1.3 Purpose of the Foundation. The Foundation was formed to further the Mission of the Florida Commission on the Status of Women ("FCSW") which was established by Section 14.24 of the Florida Statutes on October 1, 1991. The Mission of the FCSW is to empower women in achieving their fullest potential, to eliminating barriers to that achievement, and to recognizing women's accomplishments. The purpose of the Foundation shall be to encourage gifts, grants, bequests and devises (hereinafter collectively referred to as "gifts"), the principal of which will be invested and not invaded except by vote of the Board of Directors and the income of which will be used for the general charitable purposes of the Foundation, if the gift is unrestricted, or, if restricted, for the specific charitable purpose specified by the donor, subject to the following:

1.3.1 The power to accept gifts rests with the Board of Directors or any Committee thereof to which that power may be delegated. Gifts may be declined or disclaimed (1) when the gift is for a specific purchase or transaction but is for less than the amount required to finance the cost involved; (2) when there is a question as to whether the specific purpose of the gift is compatible with the general charitable purposes of the Foundation; or (3) when any conditions or limitations governing the gift are deemed to be unacceptable, by a majority of the Board of Directors.

1.3.2. Each donor by making a gift to the Foundation is deemed to accept and agree to all terms of the Foundation's Articles of Incorporation

and these ByLaws as each is from time to time amended. A copy of this Article1, printed in suitable form, may be sent to each donor together with a suitable expression of gratitude.

1.3.3. All gifts shall be deemed to be unrestricted as to the use of their respective income unless expressly restricted by the donor. The naming of a gift as a memorial or as an honorarium shall not, however, be deemed to create a restricted gift. Such gifts may be satisfied by keeping under such names a record of such donations as set forth herein.

1.3.4 Whenever any restricted gift, because of changed circumstances, conditions or experience, proves impractical or unreasonable, or impedes the effective fulfillment of the Foundation's charitable purposes, the Board may direct a deviation from such restriction upon notice to and permission of the donor, if at all possible.

1.3.5. All gifts received and accepted by the Board shall become a part of the Foundation's property and may be commingled with other assets of the Foundation for investment purposes unless the contrary is expressly required by a donor. For accounting purposes, all unrestricted gifts shall become a part of the Foundation's Unrestricted Endowment Fund (the "Unrestricted Fund"), the donations to which shall be itemized by footnote as to donor in the Foundation's records and financial statements, without the necessity, however, of allocating among such gifts annual accretions of income or investment gains or losses, all of which shall be maintained for each restricted gift, which shall disclose annual accretions of income and investment gains or losses.

1.3.6. Subject to restrictions as to any gift, the Florida Non-Profit Corporation Law, the Articles of Incorporation and these ByLaws, the Board shall have the following powers with respect to the Unrestricted Fund and each Restricted Fund:

A. To invest and reinvest principal and income in such securities and such property, real or personal, wherever situated as is deemed advisable and, in making such investments, the Board shall not be restricted to securities or other property of the character authorized or required by applicable law for investments of fiduciaries;

B. To purchase or subscribe for any securities or other property and to retain the same;

C. To sell, exchange, convey, transfer or otherwise dispose of any securities or other property;

D. To vote any stocks, bonds or other securities; to give general or special proxies or powers of attorney with or without power of substitution; to exercise any conversion privileges, subscription rights or other options and to make any payment incidental thereto; to oppose or consent to or to otherwise participate in corporate reorganizations or other changes affecting corporate securities, and to delegate discretionary powers; to pay any assessments or charges in connection therewith; and in general to exercise any of the powers of an owner with respect to stocks, bonds, securities or other property held;

E. To cause any securities or other property to be registered in the name of the Foundation or, to the extent permitted by law, in the name of a nominee with or without the addition of words indicating that such securities are held in a fiduciary capacity, and to hold any securities in unregistered or in bearer form;

F. To keep such portion of the fund balances in cash as the Board may from time to time deem to be in the best interests of the Foundation without liability for interest thereon;

G. To accept and retain for such time as the Board may deem advisable any securities or other property received as gifts, whether or not such securities or other property would normally be purchased as investments for a fund.

## **ARTICLE II. NOT FOR PROFIT**

Section 2.1 No Members. The Foundation shall not have members and shall not issue membership certificates.

Section 2.2 No Stock. The Foundation shall not issue shares of stock.

Section 2.3 Nonprofit Operations. The Foundation is a Florida not-for-profit corporation. No dividends will be paid, and no part of the income or assets of this Foundation will be distributed, to its Directors or Officers. However, the Foundation may contract in due course of business with its Officers or Directors for services rendered to the extent permissible under the Articles of Incorporation, under Florida and Federal law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (hereinafter "Code").

Section 2.4 No Loans to Directors or Officers. This Foundation will loan no money to any of its Directors or Officers.

Section 2.5 No Vested Rights. No director or Officer of this Foundation has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the Foundation.

### **ARTICLE III. BOARD OF DIRECTORS**

Section 3.1 General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Foundation shall be controlled by the Board of Directors.

Section 3.2 Members. The Members of the Board of Directors shall consist of the current Members of the Executive Committee of the FCSW and two additional Members elected by the FCSW at a regular meeting of the FCSW.

Section 3.3 Term. The term of each Director who is a Member of the Executive Committee of the FCSW shall be commensurate with that Director's term as a Member of the FCSW. The term of the two Directors elected by the FCSW shall be for one year.

Section 3.4 Removal. A Director may be removed at any time by the affirmative vote of at least two-thirds (2/3) of all Directors, including that Director, whenever in the judgment of the Board of Directors the best interests of the Foundation will be served.

Section 3.5 Resignation; Vacancies. Resignation of a Director will become effective immediately or on the date specified therein and a vacancy will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors, whether by resignation, removal, incapacity, death or otherwise of a Member who is a Member of the Executive Committee of the FCSW, shall be filled by that Director's replacement on the Executive Committee of the FCSW. Any vacancy occurring in the Board of Directors, whether by resignation, removal, incapacity, death or otherwise of a Member who was elected by the FCSW shall not be replaced until the next duly called meeting of the FCSW.

Section 3.6 Place of Meetings of Directors. Meetings of the Board of Directors will be held at such place or places within or without the State of Florida as the President determines from time to time. Meetings may be held via conference call. Florida's Government in the Sunshine Law, commonly referred to as the Sunshine Law, provides a right of access to governmental proceedings at both the state and local levels. The law is equally applicable to elected and appointed boards and has been applied to any gathering of two or more members of the same board to discuss some matter which will foreseeably come before that board for action. The Florida Commission on

the Status of Women Foundation, Inc. will abide by the provisions and requirements of the Sunshine Law, s. 286.011, F.S.

Section 3.7 Regular Meetings of Directors. Regular meetings of the Board of Directors shall be held at such times and places as are specified by the Board of Directors or the President from time to time.

Section 3.8 Annual Meetings of Directors. Subject to the provisions of Section 3.6 above, one meeting each year shall be designated the annual meeting of the Board of Directors. Written notice stating the date, time and place of each annual meeting will be delivered to each Director not less than fifteen (15) days before the date of the meeting, either personally or by first class mail, by Federal Express, by Express Mail, by facsimile or by telegram, by or at the direction of the President or the Secretary. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of this Foundation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

Section 3.9 Call of Special Meetings of Directors. A special meeting of the Board of Directors may be called by any one of the following: the President or a majority of the Directors.

Section 3.10 Notice of Special Meetings of Directors. Subject to the provisions of Section 3.6 above, written notice stating the date, time and place of any special meeting of the Board of Directors shall be delivered to each Director not less than fifteen (15) days before the date of the meeting, either personally or by first class mail, by Federal Express, by Express Mail, by facsimile or by telegram, by or at the direction of the President, or the Secretary, or the persons calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of this Foundation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting unless otherwise required by the Articles of Incorporation or these Bylaws.

Section 3.11 Waiver of Notice of Meeting of Directors. Subject to the provisions of Section 3.6 above, notice of the date, time, place and purposes of any meeting of Directors may be waived in writing, either before or after the holding of such meeting, by any Director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting.

Section 3.12 Quorum of Directors. A majority of the Board of Directors then serving shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required by law, by the provisions of the Articles of Incorporation or by these Bylaws.

Section 3.13 Directors' Meetings By Communications Equipment. Subject to the provisions of Section 3.6 above, meetings of the Directors may be held through any means of communications by which all Directors participating simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.14 Action by Directors Without a Meeting. Subject to the provisions of Section 3.6 above, action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all of the Directors. The action must be evidenced by one or more written consents describing the action taken and signed by each Director. Any such written consent shall be filed with or entered upon the records of the Foundation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last Director signed the consent, unless the consent specifies a different effective date.

Section 3.15 Ratification. Any Director not present at a meeting may ratify the validity and actions that took place in such meeting by signing a written document so indicating ratification. Such ratification shall be deemed to be an affirmative vote for every action taken in the meeting, unless otherwise specified in the writing. Such ratification shall also be deemed to constitute personal presence at such meeting.

#### **ARTICLE IV. OFFICERS**

Section 4.1 Officers. The Officers of this Foundation shall be a President, Vice-President, Secretary and Treasurer, The President shall be the sitting Past-Chairman of the FCSW. The Vice-President shall be the sitting Chairman of the FCSW. The Secretary and Treasurer of the Foundation shall be the sitting Secretary and Treasurer, respectively, of the FCSW.

Section 4.2 Term of Office. Each Officer shall hold office until his successor shall have been duly elected as an Officer of the FCSW, or until her death, or until she shall resign or shall have been removed in the manner hereinafter provided.

Section 4.3 Removal. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Foundation will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not of itself create contract rights.

Section 4.4 Vacancies. Vacancies in offices, however occasioned, shall be filled by his successor on the Board of Directors of the FCSW.

Section 4.5 Duties. The President shall preside at all meetings of the Board of Directors. The President shall be the Chief Executive Officer of the Foundation. Subject to the foregoing, the Officers of the Foundation shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

Section 4.6 Delegation of Duties. In the absence or disability of any Officer of the Foundation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate such Officer's powers or duties to any other Officer or to any other Director.

## **ARTICLE V. EXECUTIVE AND OTHER COMMITTEES**

Section 5.1 Creation of Committees. There shall be an Executive Committee comprised of the Officers of the Foundation. The Board of Directors may, by resolution passed by a majority of the whole Board, designate other committees.

Section 5.2 Executive Committee. The Executive Committee shall manage the day to day operation of the Foundation and shall exercise such powers of the Board of Directors as can be lawfully delegated by the Board.

Section 5.3 Other Committees. Such other committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

Section 5.4 Meetings. Subject to the provisions of Section 3.6 above, regular meetings of the Executive Committee and other committees may be held at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon fifteen (15) days notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these Bylaws pertaining to notice for Directors' meetings.

Section 5.5 Vacancies. Vacancies on the Executive Committee or on other committees shall be filled by the Board of Directors then in office at any regular or special meeting of the Board of Directors.

Section 5.6 Quorum. At all meetings of the Executive Committee or other committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

Section 5.7 Manner of Acting. The acts of a majority of the members of the Executive Committee or other committees present at any meeting at which there is a quorum shall be the act of such committee.

Section 5.8 Minutes. The Executive Committee and the other committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

#### **ARTICLE VI. INDEMNIFICATION**

Section 6.1 Officers and Directors. The Foundation shall indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that he, or his estate, is or was a Director or Officer of the Foundation in the manner and to the maximum extent permitted by the Florida Business Corporation Act, as amended from time to time.

Section 6.2 Other Personnel. In the discretion of the Board of Directors, the Foundation may indemnify all other corporate personnel to the extent permitted by law.

#### **ARTICLE VII. BOOKS AND RECORDS, FUNDS AND CORPORATE PROPERTY**

Section 7.1 Books and Records. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and all committees having and exercising any of the authority of the Board of Directors. All such materials may be inspected by any Board Member for any proper purpose upon appointment or during regular business hours, upon reasonable notice.

Section 7.2 Funds. 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 may be selected by the Board of Directors. Funds may be withdrawn by those Officers designated and authorized by the Board.

Section 7.3 Corporate Property. All property owned by the Foundation shall be held in the corporate name.

#### **ARTICLE VIII. DISSOLUTION**

Section 8.1 Dissolution. Upon dissolution, all of the remaining assets and property of the Foundation shall after necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to another organization to be used in such manner as in the judgment of a Judge of the Circuit Court of the County in which the principal office of the Foundation is located or pursuant to any other method authorized by Statute or substantive law of the State of Florida which will best accomplish the general purposes for which this Foundation was formed.

#### **ARTICLE IX. AMENDMENTS**

Section 9.1 Amendments. The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Foundation by a majority vote of the entire Board of Directors at any meeting.

#### **ARTICLE X. CONFLICT OF INTEREST POLICY**

Section 10.1 Purpose. The purpose of the conflict of interest policy is to protect the Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Foundation 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.

#### Section 10.2 Definition.

A. **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.

B. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the Foundation has a transaction or arrangement,
- ii. A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.

#### Section 10.3 Procedures.

A. **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.

B. **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 shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. **Procedures for Addressing the Conflict of Interest.**

- i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the

meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee shall determine whether the Foundation 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.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**D. Violations of the Conflicts of Interest Policy.**

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. 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 shall take appropriate disciplinary and corrective action.