

# BYLAWS OF THE FLORIDA DKG EDUCATIONAL FOUNDATION

## ARTICLE 1 NAME

**1.01** The name of the Corporation is Florida DKG Educational Foundation, Inc. hereafter known as the Foundation.

**1.02** The Foundation is a Florida Nonprofit Corporation. The Certificate of Status document number is N15000005476, filed electronically on June 01, 2015.

## ARTICLE 2 PURPOSES AND POWERS

**2.01 Purpose** The purposes of are charitable and/or educational as set forth in the Articles of Incorporation.

**2.02 Specific Purpose** The purpose of the Foundation is to provide funding for activities to support professional and personal growth of educators in Florida and promote educational excellence for Florida students as set forth in its Articles of Incorporation.

**2.03 Power** The Foundation shall have all of the powers of a nonprofit corporation organized under the laws of the State of Florida.

**2.04 Non-discrimination** The Foundation shall not discriminate in any of its activities or programs on the basis of age, race, gender, religious affiliation, disability, national origin or organization membership.

## ARTICLE 3 OFFICES

**3.01 Registered Office and Registered Agent** The Foundation shall have and continuously maintain in the State of Florida a registered office and a registered agent whose office is identical with such registered office, as required by the Florida Department of State.

**3.02 Registered Office** The registered office of the Foundation shall be that set forth in the Articles of Incorporation, or in a Change of a Registered Agent/Registered Office with the Florida Department of State, Division of Corporations, changing the registered office/agent.

## **ARTICLE 4 MEMBERSHIP**

**4.01 Member Qualification** The members of the Florida State Organization of The Delta Kappa Gamma Society International shall be members of the Florida DKG Educational Foundation, Inc. No membership fee is required.

**4.02 Special Member Designation** The Board may designate special member categories.

**4.03 Annual Meetings** The annual meeting of the members of the Foundation shall occur during the Fall Executive Board Meeting of the Florida State Organization of The Delta Kappa Gamma Society International. Members of the Florida State Organization Executive Board shall vote on any action as requested by the Florida DKG Educational Foundation, Inc.

**4.04 Notice** Written notice stating the place, date and time of the annual meeting of the members shall be given at least TEN (10) days by or at the direction of the Board Chair or the Secretary of the Foundation

**4.05 Quorum** The members present at any properly announced meeting shall constitute a quorum. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

**4.06 Voting** Each member shall be entitled to one vote on each matter submitted for action to the members, except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws.

**4.07 Proxy** Proxies or proxy voting shall not be allowed.

## **ARTICLE 5 BOARD OF DIRECTORS**

**5.01 General Powers** The affairs of the Foundation shall be managed by its Board of Directors, hereafter the Board, in accordance with these Bylaws.

**5.02 Number** The initial Board shall consist of the SEVEN (7) Directors set forth in the Articles of Incorporation. Thereafter, the Board shall be composed of no fewer than EIGHT (8) nor more than TWELVE (12) Directors. The current President and Immediate Past President of the Florida (Mu) State Organization of The Delta Kappa Gamma Society International shall serve as Directors ex-officio, with vote, of the Board and on its Executive Committee.

**5.03 Election and Tenure** The initial Board of Directors identified in the Articles of Incorporation shall serve staggered terms, which shall be assigned randomly, as follows: one shall serve for a one year term, two shall serve for a two year term, two shall serve for a four year term, and two shall serve for a six year term. Directors shall be elected by the Florida State Organization Executive Board from a slate presented by the Foundation Nominations Committee at the annual meeting in even number years to fill any director positions with terms expiring in that year and any new director positions, as may be allowed by these bylaws.

Directors shall be elected for four-year terms.

Directors shall not be elected to more than one consecutive term except for Directors elected to fill partial or unexpired terms, who may serve for one full term beyond the one initial term. Directors who have served the maximum number of consecutive terms permitted by these Bylaws shall be eligible for election to the Board following at least one term hiatus from Board service.

**5.04 Vacancies** Any vacancy occurring on the Board of Directors shall be filled by the Board to complete the unexpired term.

**5.05 Annual Meeting** The annual meeting of the Board of Directors shall occur at the Fall Executive Board Meeting of the Florida State Organization of The Delta Kappa Gamma Society International.

**5.06 Regular Meetings** Regular meetings of the Board shall be held as determined by the Board.

**5.07 Special Meetings** Special meetings of the Board shall be called by the chair or by ONE-THIRD (1/3) of the Board at any time. The person or persons authorized to call a special meeting may select any place within or without the State of Florida to hold the meeting. Upon approval of the Executive Committee, any Director may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another. The purpose(s) for such meetings shall be announced at the time of notice.

**5.08 Notice** Written notice stating the place, date and time of any meeting of the Board shall be given at least TEN (10) days in advance by or at the direction of the Board Chair or the Secretary of the Foundation. Notices shall be sent to each Director at the electronic address of each member of the Board of Directors. Whenever written notice is required, it may be given either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission or electronic mail. Notice shall be deemed given to the person entitled when deposited in the United States mail or with a courier service, or dispatched electronically.

**5.09 Quorum** At all meetings of the Board, a majority of the voting Directors shall constitute a quorum for the transaction of business. The act of a majority of the voting Directors present at any meeting at which there is a quorum shall be the act of the Board.

**5.10 Unanimous Consent of Directors in Lieu of a Meeting** In the interim between meetings, essential business may be transacted by the Board without a meeting if unanimous consent of the Directors is filed with the Secretary in writing or through electronic communication and includes the date of each Director's signed consent. Such consent shall have the same force and effect as a unanimous vote at a meeting.

**5.11 Removal** Any Director may be removed from office with or without cause by an affirmative vote of a majority of the Board present at any duly called regular or special meeting of the Board at which a quorum is present. Specifically, and among other grounds, three (3) consecutive absences from Board or committee meetings shall constitute cause. Unless notice of that meeting is duly waived in writing by each person entitled to such notice, the notice shall state the removal of that specific Director is the purpose of the meeting, and that Director shall not vote or be counted for quorum or voting purposes. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure needs to be followed.

**5.12 Compensation** Directors, as such, shall not receive any stated compensation for services. This section, however, shall not be construed to preclude any Director from serving the Foundation in any other capacity and receiving compensation in a reasonable

amount; therefore, it shall not preclude reimbursement for reasonable budgeted Board expenses.

**5.13 Limit on Liability of Directors** No Director of the Foundation shall be liable to it or its Board, or for monetary damages, for an act or omission in the Director's capacity as a Director, except as otherwise expressly provided by statute or the Articles of Incorporation, provided, however, that unless permitted under the applicable statutes and the Articles of Incorporation, this paragraph shall not eliminate or limit the liability of any former or current Director for

- (a) A breach of a Director's duty of loyalty to the Foundation
- (b) An act or omission not in good faith that constitutes a breach of duty of the Director of the Foundation
- (c) An act or omission that involves intentional misconduct or knowing violation of the law
- (d) A transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office
- (e) An act or omission for which the liability of a Director is expressly provided by statute.

## **ARTICLE 6 OFFICERS**

**6.01 Officers** The officers of the Foundation shall include a Board Chair, Vice-Chair, Secretary, Treasurer and other officers as may be elected or appointed in accordance with the provisions of this Article. Officers of the Foundation shall be Directors.

**6.02 Election and Term of Office** The officers of the Foundation shall be elected bi-annually by the Directors at the annual meeting of the Directors. Each officer shall serve a term of two years, and may be elected to the same office for successive terms. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until a successor has been duly elected.

**6.03 Removal and Resignation** Any officer may be removed by the Board whenever the best interest of the Foundation would be served, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any officer may resign at any time by filing a written resignation with either the Board Chair or the Secretary of the Foundation.

**6.04 Vacancies** A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term.

**6.05 Duties** The officers shall have such authority and shall perform such duties as are hereafter specified for a particular office. In the discharge of any such duty, however, the officer may, in good faith and applying ordinary care, delegate the performance of specific tasks. The duties of the officers shall include the following

- (a) The Board Chair shall
  - (1) serve as the principal executive officer of the Foundation
  - (2) supervise the business of the Foundation
  - (3) appoint standing and special committee members

- (4) appoint committee chairs
- (5) preside at all meetings of the Board
- (6) serve as a member ex-officio of all committees, execute documents on behalf of the Foundation as authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, or by statute to some other officer or agent of the Foundation
- (7) approve all expenditures and sign all checks
- (8) perform duties incident to the office of the Board Chair and duties as may be prescribed by the Board.

(b) The Vice-Chair shall

- (1) perform duties in the absence of the Board Chair or in the event of the Board Chair's inability or refusal to act, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the Board Chair
- (2) perform duties assigned by Board Chair or Board.

(c) Secretary shall

- (1) record, manage, and supervise the keeping of the minutes of meetings of the Board
- (2) assure that corporate and non-fiscal records of the Foundation are maintained at the business address
- (3) affix the corporate seal to official documents
- (4) keep a register of the contact information of the Directors and members, which shall be furnished to the Secretary by the Directors and members
- (5) give all notices in accordance with the provisions of these Bylaws or as required by law
- (6) perform duties assigned by the Board Chair or Board

(d) Treasurer shall

- (1) receive and pay out all monies belonging to the Foundation
- (2) keep an accurate account of receipts and expenditures
- (3) keep a file of receipts, bills and bank statements
- (4) present a financial report at the close of each fiscal year
- (5) file tax reports
- (6) submit the accounts of the Foundation for an annual audit/financial review
- (7) serve as trustee for any trusts established and/or administered by the Foundation
- (8) provide information necessary for a fidelity bond in the amount of one-hundred thousand dollars (\$100,000.00), the cost to be paid by the Foundation
- (9) sign all checks
- (10) perform duties assigned by President or Board

## **ARTICLE 7 COMMITTEES**

**7.01 Composition and Authority** The Board may establish one or more Committees and determine the duties and authority of any such committee. Each committee shall be composed of one or more Directors of the Board. The designation and appointment of any such committee shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law,

and any action taken by a committee shall be in the nature of a recommendation to the Board and will require Board approval.

## **7.02 Standing Committees of Florida DKG Educational Foundation, Inc.**

**(a) Executive** This committee shall be composed of the officers of the Board of Directors of the Foundation and the President and Immediate Past President of the Florida (Mu) State Organization of The Delta Kappa Gamma Society International. The Board Chair of the Foundation shall serve as chair. The Executive Committee may meet at any time deemed necessary by the Board Chair. The committee shall have the power to develop and review personnel policies and recommend hiring and releasing of paid staff. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

**(b) Nominations** This committee shall be composed of members elected by the Executive Committee. The committee shall evaluate the composition of the Board in terms of skills, experience, and diversity to prepare a slate of nominees and make its nominations in a written report for Board consideration at a regular or special Board meeting preceding the annual membership meeting. The Board shall present the final slate of nominees to the Florida (Mu) State Organization Executive Board for election.

**(c) Finance/Investments Committee** will be composed of two or more directors appointed by the chair. The committee shall;

1. create and present for approval to the Board of Directors a biennial budget;
2. present a proposed, adjusted budget annually at the fall meeting of the Board of Directors
3. share financial information with the Board of Directors on a quarterly basis
4. present the audited/reviewed financial statement to the Board of Directors for approval on an annual basis
5. receive a quarterly investments report
6. study reports and provide oversight for investments to make certain investment policy is followed and timelines are observed
7. study and approve any corporate investments made with Foundation funds
8. review the Foundation Investment Policy on a biennial basis and make recommendations for change when necessary and
9. take the lead, with the Foundation chair, in developing, implementing and involving all directors in fundraising campaigns and strategies for the Foundation.

**(d) Public Relations Committee** will be composed of two or more directors appointed by the chair. The committee shall;

1. provide for continuity by setting long range and short range public relations goals with implementation and evaluation plans
2. create or update Foundation publications
3. participate in activities at State Organization meetings and conventions that provide a way for prospective donors to see the work of the Foundation

4. provide information items for each issue of the *Florida Rays*
5. establish and maintain an Educational Foundation website with a link on the Florida Organization website
6. seek support for the Foundation through writing, speaking and “word-of-mouth” communications
7. work with the Finance/Investments Committee and all Directors to prepare media and implement strategies for fundraising campaigns for the Foundation
8. oversee and work with the web administrator to keep the Foundation’s website current, informative and Society certified
9. prepare and print a biennial report for distribution and publication on the Foundation’s website
10. identify and communicate with chapter liaisons.

(e) **Grants/Awards Committee** will be composed of two or more Directors appointed by the chair. The committee shall;

1. develop and maintain up-to-date submission guidelines, applications and scoring rubrics for grants/awards and present them to the Board of Directors for approval,
2. publish approved applications with submission guidelines and scoring rubrics available on the Florida State Organization website and the Foundation website,
3. access and review, with assistance from all directors, applications submitted to the Foundation,
4. recommend for funding proposals that are consistent with and show a clear connection to the Mission Statement and Purposes and that adhere to the guidelines established by the Foundation,
5. manage the process for notifying applicants, receiving grants/awards and follow-up reporting and
6. provide information for appropriate publicity for all funded proposals to the Public Relations Committee.

**7.03 Member Terms** Each member of a committee shall serve a term of two years, until earlier dissolution of the committee, removal of the member by the Board Chair or resignation of the member.

**7.04 Chair** The chair of each committee shall be a Director appointed by the Board Chair.

**7.05 Notice** Written notice stating the place, date, and time of any meeting of a committee shall be given at least TEN (10) days in advance by or at the direction of the Board Chair or the committee chair.

**7.06 Vacancies** Vacancies in the membership of any committee shall be filled by appointments made by the Board Chair.

**7.07 Quorum** Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **ARTICLE 8 FINANCIAL**

**8.01 Financial Restriction** No part of the net earnings of the Foundation shall inure to the benefit of its directors, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and

distributions in furtherance of the purposes set forth in Article 2 hereof. The Foundation may not take any action prohibited by the Florida Nonprofit Corporation Law.

**8.02 Contracts** The Board may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general or confined to specific instances.

**8.03 Checks and Drafts** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by two officers of the Board of Directors of the Foundation.

**8.04 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 may select.

**8.05 Gifts** The Board may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Foundation. The Board reserves the final option for acceptance or rejection of a prospective charitable gift.

**8.06 Assets and Earnings** All assets and earnings of the Foundation are exclusively for educational purposes, including the payment of expenses necessarily incident thereto; and no part of such assets and earnings shall inure to the benefit of any employee, officer, or member of the Foundation or of any other individual, except in payment of reasonable compensation for services actually rendered or expenses necessarily incurred. No dividend shall be paid, and no part of the income of the Foundation shall be distributed, to any of its Directors or officers.

**8.07 Distributions** When funds are available, the Foundation shall make distributions for educational purposes for which it was organized, including administrative expenses. In any such distribution of funds, no discrimination shall be made on account of the age, race, gender, religious affiliation, disability, national origin or organization membership of the individuals or programs to benefit thereby.

**8.08 Audit** An independent professional audit/review of the Foundation financial records shall be performed annually.

**8.09 Fiscal Year** The fiscal year for the Foundation shall be July 1 through June 30.

## **ARTICLE 9 RECORDS AND POLICIES**

**9.01 Records** The Foundation shall keep correct and complete records of accounts and shall also keep minutes of the proceedings of its Board, and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the Directors and members entitled to vote, records, books, and annual reports of the corporation financial activity. All records, books, and annual reports of the Foundation's financial activity shall be available for inspection and copying by a member, Director, or representing agent or attorney and the public at any reasonable time.

**9.02 Document Retention** A Document Retention Policy shall be developed and placed in the Policy Manual.

**9.03 Conflict of Interest Policy** The Foundation shall not make any loan to a Director or officer of the Corporation. A Director, officer, or committee member of the Foundation may lend money to and otherwise transact business with the Foundation except as otherwise provided by the bylaws, articles of incorporation, and all applicable laws. Such a person transacting business with the Foundation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Foundation shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Foundation shall not borrow money from or otherwise transact business with a Director, officer or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors not including the vote of any person having a personal interest in the transaction.

## **ARTICLE 10 INDEMNIFICATION**

**10.01** To the maximum extent permitted or required of the Florida Nonprofit Corporation Law, as it now exists or as it may be amended in the future, the Foundation shall indemnify and advance expenses to persons who are officers, directors, employees or agents for amounts such persons pay or will pay directly. Where such other provision provides broader rights of indemnification than these Bylaws, said other provision shall control. The Foundation shall not indemnify or advance expenses to such persons for any amount paid by a third party pursuant to a plan or contract of insurance.

## **ARTICLE 11 DURATION AND DISSOLUTION OF THE FOUNDATION**

**11.01 Duration** The duration of the Foundation is perpetual.

**11.02 Dissolution** In the event of dissolution of the Foundation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, literary, or educational organizations within Florida State Organization of The Delta Kappa Gamma Society International that then qualify for exemption under the provisions of Section 501(c)(3) of the Code, as determined by the Board of Directors in a plan of dissolution or distribution.

## **ARTICLE 12 AMENDMENT TO ARTICLES AND BYLAWS**

**12.01** The Board reserves the right to alter, amend, restate, or repeal the Articles of Incorporation

or Bylaws and to adopt new Bylaws at any time.

**12.02** The Board may initiate a proposal for the alteration, amendment, repeal, restatement of the Articles of Incorporation or Bylaws and adoption of new Bylaws by vote of the Directors present at any regular meeting, or at any special meeting of the Board, at which a quorum is present.

**12.03** At least THIRTY (30) days written notice shall be given of an intention to propose the alteration, amendment, repeal or restatement of the Articles of Incorporation or Bylaws, or the adoption of new Bylaws at such meeting. The content of the proposed changes shall be included in the written notice.

## **ARTICLE 13 FOUNDATION SEAL**

The seal of the Foundation shall be set by the Board.

## **ARTICLE 14 PARLIAMENTARY AUTHORITY**

Any procedure not specified or limited by these Bylaws shall be governed by *Robert's Rules of Order, Newly Revised* (current edition).

**ADOPTED this 17<sup>th</sup> of July, 2015**

**And as amended on:**

September 22, 2017

September 21, 2018

*Nancy Bentz*

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**Nancy Bentz , Secretary**

### **FOUNDING DIRECTORS**

- 1) **Elsie Gross**, 13310 Bellamy Brothers Blvd., Dade City, FL 33525
- 2) **Nancy Bentz**, 715 SW Rustic Circle, Stuart, FL 34997
- 3) **Carrie Frye**, 212 Hammock Oak Circle, DeBary, FL 32713
- 4) **Beverly Helms**, P.O. Box 728, Bonifay, FL 32425
- 5) **Evelyn Kelly**, 4621 NW 47<sup>th</sup> Avenue, Ocala, FL 34482
- 6) **Connie Kostyra**, 4195 Sparrow Hawk Road, Melbourne, FL 32934
- 7) **Ann Tikka**, 2811 SE 19<sup>th</sup> Avenue, Cape Coral, FL 33904
- 8) **Merle Jones**, 1973 Cane Mill Road, Chipley, FL 32428