

## **BYLAWS OF**

### **NORTHWEST FLORIDA GUARDIAN AD LITEM FOUNDATION, INC.**

19 Iowa Drive NE, Fort Walton Beach, FL 32548, nwfgal.org

A Nonprofit Corporation Formed Under the Laws of the State of Florida

#### **ARTICLE ONE ORGANIZATION**

**Section 1.1. Name.** The name of this corporation is the Northwest Florida Guardian ad Litem Foundation Inc, hereinafter referred to as the “Foundation”.

**Section 1.2. Purpose.** The Foundation is organized to support the Guardian ad Litem program of the Florida First Judicial Circuit in Escambia, Santa Rosa, Okaloosa and Walton counties.

**Section 1.3. Foundation seal.** The seal of the Foundation shall be of such design as shall be approved and adopted from time to time by the board of directors, and the seal or a facsimile thereof may be affixed by any person authorized by the board of directors or these Bylaws by impression, by printing, by rubber stamp, or otherwise. The foregoing notwithstanding, however, unless otherwise required by the laws of the State of Florida, the board of directors may opt not to utilize a Foundation seal.

#### **ARTICLE TWO MEMBERS**

**Section 2.1. Membership.** The board of directors shall establish guidelines for membership and enact procedures for the admission of members. Guidelines may from time to time be amended by the board of directors. Amendments require adequate notice to the current members before enactment.

#### **ARTICLE THREE BOARD OF DIRECTORS**

**Section 3.1. Directors.** The board of directors shall consist of 12 persons. The initial directors shall serve until the next annual meeting; however, in all cases, directors shall serve until their successors shall have been elected and qualified. A non-voting advisory position will be reserved for the Circuit Director, Florida First Judicial Circuit, Florida Guardian ad Litem program, or duly appointed representative of said position. A non-

voting legal advisory position will be reserved for a pro-bono attorney. In addition a non-voting advisory former director position will be available on the board.

**Section 3.2. Number, election and term.** The number of directors to serve on the board of directors may be amended by a duly adopted resolution of the board of directors; however, this number shall not be less than the minimum number required by Florida law which currently is three. The president and vice presidents shall be elected for 2-year terms. The treasurer, recording secretary, and directors shall be elected for 3-year terms. The president and vice presidents shall be elected for no more than two consecutive terms. After a break in office they may be reelected. The treasurer and recording secretary may be elected after their initial 3-year term. There is no limit to the number of times the treasurer and recording secretary may be reelected for an additional 3-year term. The date of election for each officer shall be recorded on the roster of officers. All officers and directors shall be elected at the annual meeting when due by majority vote; however, in all cases, current directors shall serve until their successors shall have been elected and qualified. Vacancies occurring on the board prior to the end of a director's elected term shall be filled as soon as possible.

**Section 3.3. Powers.** The activities and assets of the Foundation shall be managed and controlled by the board of directors which shall exercise all the powers of the Foundation and do all acts and things in accordance with the law, the Articles of Incorporation and these Bylaws.

**Section 3.4. Meetings; Quorum.** Regular meetings of the board of directors shall be held as determined by the board. A quorum of the board consists of one-third of the prescribed number of directors determined under the articles of incorporation or the bylaws. Rules of procedure for the meetings shall be Robert's Rules of Order Newly Revised 11th Edition unless otherwise adopted by the board. The president or secretary may call a special board meeting by delivering notice to each director at least three (3) days before the meeting via mail, hand-delivery, or email. A director may waive notice of any meeting.

**Section 3.5. Director meeting via telephone conference.** Directors may appear at a meeting of the board by means of telephone conference or similar communication system whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Furthermore, a director appearing at board meeting via telephone conference shall also be allowed to vote by this medium.

**Section 3.6. Action by consent.** Any action which is required to be or may be taken at a meeting of the directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by a majority of the directors. The written consent may be executed in several identical counterparts by the directors, including by e-mail, with the effect as if the directors had executed a single document.

**Section 3.7. Resignation and filling of vacancies of directors.** Any director of the Foundation may resign at any time by giving written notice of such resignation to the president or the board of directors, of the Foundation. Any such resignation shall take

effect at the time specified therein or, if no time be specified, upon receipt thereof by the president or the board of directors. Vacancies on the board whether by resignation or resulting from an increase in the number of directors, may be filled by a duly approved resolution of a majority of the directors then in office. The director shall serve until the next election of directors. The death of any director shall be treated as a voluntary resignation by the Foundation.

**Section 3.8. Compensation of directors.** Directors, as such, may not receive compensation but may be reimbursed for out of pocket expenses as shall be determined by resolution of the board of directors.

**Section 3.9. Committees.** The board of directors, by resolution adopted by a majority of the board, may establish a committee and designate one or more directors to chair said committee. Committees may include other volunteers, who are not board members. Each such committee, to the extent provided in such resolution, shall have and may exercise the authority of the board of directors, as so delegated in the resolution, in the management of the Foundation; but the designation of such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed upon it or such member by law.

**Section 3.10. Power and duties of the board of directors.** The property and business of the Foundation shall be controlled and managed by a board of directors; however, the board may delegate duties to the officers of the Foundation to the full extent allowed by law.

**Section 3.11. Removal of directors.** The board of directors may, by resolution adopted by the affirmative vote of 66% or more of the directors, remove a fellow board member. Sixty-six percent of all directors, not 66% of those directors in attendance at the meeting, must vote in favor of removal for the resolution to pass.

## **ARTICLE FOUR OFFICERS**

**Section 4.1. Number, election and term.** The officers of the Foundation shall be a president, two vice presidents, treasurer, and secretary who shall be chosen by the board of directors. The board of directors may elect such other officers with such titles and duties as it may determine are appropriate. Any two or more offices may be held by the same person. All officers, unless sooner removed, shall hold their respective offices until the first meeting of the board of directors after the election. No salaries will be paid to the officers of the Foundation.

**Section 4.2. Removal.** Any officer or agent elected or appointed by the board of directors may be removed by 66% majority of the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall not affect the contract rights, if any, of the officer or agent so removed.

**Section 4.3. President.** The president shall preside at all meetings of the members or directors at which he or she is present. The president shall perform such duties as the board of directors may prescribe and shall see that all orders and resolutions of the board are carried into effect. The president shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Foundation, except where permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the Foundation.

**Section 4.4. Vice President-Escambia/Santa Rosa. (VP ESR)** The vice president, if any, in the order of their seniority shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors or the president may prescribe. The VP ESR will be responsible for the activities and duties relating to projects and fundraisers that are applicable to Escambia and Santa Rosa counties.

**Section 4.5. Vice President-Okaloosa/Walton. (VP OW)** The vice president, if any, in the order of their seniority shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors or the president may prescribe. The VP OW will be responsible for the activities and duties relating to projects and fundraisers that are applicable to Okaloosa and Walton counties.

**Section 4.6. Secretary.** The secretary shall keep or cause to be kept a record of all meetings. The secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the board of directors. The secretary shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision the secretary shall perform. The secretary shall keep in safe custody the seal of the Foundation and shall affix the same to any instrument requiring the seal.

**Section 4.7. Treasurer.** The treasurer shall have the custody of the Foundation funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation, shall deposit all moneys and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the board of directors and shall perform such other duties as the board of directors may prescribe. The treasurer shall disburse the funds of the Foundation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his or her transactions as treasurer and of the financial condition of the Foundation. If required by the board of directors, the treasurer shall give the Foundation a bond in such sum and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of said office and for the restoration to the Foundation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Foundation. The assistant treasurers, if any, in the order of their seniority shall, in the

absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties as the board of directors may prescribe.

**ARTICLE FIVE  
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND  
AGENTS**

**Section 5.1. Indemnification of directors and officers.** To the fullest extent permitted by the laws of State of Florida, including future amendments of those laws, the Foundation shall indemnify and hold harmless each director and officer of the Foundation against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to: any breach of such person's duty of loyalty to the Foundation or its members; any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful; or any transaction from which such person derived any improper personal benefit.

**Section 5.2. Determination of entitlement of directors and officers to indemnification.** The decision concerning whether a director or officer seeking indemnification has satisfied the provisions of Section 5.1 shall be made by (i) the board of directors by a majority vote of a quorum consisting of directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum; (ii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion; or (iii) a vote of the members.

**Section 5.3. Indemnification of employees and agents.** The board of directors may, in such cases as, in its complete discretion, it deems appropriate, indemnify and hold harmless employees and agents of the Foundation, and persons who formerly held such positions against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position.

**ARTICLE SIX  
MISCELLANEOUS**

**Section 6.1. Amendment of Bylaws.** The Bylaws may be amended by a majority vote of the board of directors present in person or by proxy at the annual meeting, at a special meeting called for that purpose, or by written consent. In those instances where the Bylaws explicitly grant the board of directors the authority to alter such designations as

the registered office of the Foundation, the Foundation seal, or the total number of directors, action taken by the board within such grants of authority shall not be considered an "amendment" of these Bylaws.

**Section 6.2. Fiscal year of the Foundation.** Unless the board of directors shall select another date through a duly adopted resolution, the fiscal year of the Foundation shall begin on the first day of July of each year and end on the 30th day of June.

**Section 6.3. Political activity.** The Foundation and its members, the board of directors, and officers as such shall not, in the name of the Foundation, contribute to or otherwise support or assist any political party or candidate for office. Notwithstanding any other provision of this document, the Foundation shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (ii) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 6.4. Dissolution.** Said Foundation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof. Upon the dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**These amended Bylaws of the Northwest Florida Guardian ad Litem Foundation, Inc. were approved by the board of directors on 10/11/2017.**

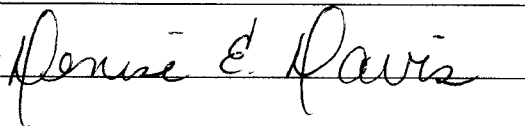
Signed;

President



Charles E. Schuster

Secretary



Denise Davis