

**BYLAWS OF
CLAY COUNTY EDUCATION FOUNDATION, INC.**

dba Clay Education Foundation

ARTICLE I

NAME

The name of the Corporation shall be Clay County Education Foundation, Inc., dba Clay Education Foundation. Hereinafter called the "Foundation". The Foundation is a corporation not-for-profit under the laws of the State of Florida.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Foundation shall be located in the County of Clay, State of Florida.

ARTICLE III

PURPOSES

The purposes for which this Foundation is formed are as follows:

1. For the advancement of educational and any other related or corresponding charitable purposes by the distribution of its funds for such purposes;
2. To operate exclusively in any other manner for educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provision of any subsequent federal tax laws covering the distributions to organization qualified as tax exempt;
3. The specific and exclusive purpose of this Foundation is to operate as a direct-support organization created by the authority of Florida Statutes Section 237.40 to receive, hold, invest, and administer property and to make expenditures to or for the benefit of public pre-kindergarten

through twelfth grade education, adult education, and community education programs in Clay County, Florida.

ARTICLE IV

PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

The Foundation letterhead and stationary shall only be used by the Foundation officers and Executive Director for legitimate Foundation business.

No member of the Board of Directors, the Foundation officers, or any person associated in any way with the Foundation shall use their membership in or association with the Foundation for any self-serving or political purpose. Violation of this provision shall subject the violating member to expulsion from membership by appropriate motion and vote of the Board of Directors.

ARTICLE V

MEMBERSHIP

The membership of this organization shall be composed of active membership of the Board of Directors as they are approved and accepted by the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Governance.

The business and affairs of the Foundation shall be governed by the Board of Directors, or by the Executive Committee thereof, as hereinafter provided.

Section 2. Number and Terms

1. There shall be a total of not less than eight (8) and no more than thirty (30) Directors, selected in the manner prescribed in Section 3 of these By-laws. The members of the Board of Directors shall constitute the voting members of the Foundation.

2. Four Directors shall serve as Officers (Executive Committee) of the Foundation. A Chair, Vice-Chair, Secretary and Treasurer.
3. The remaining Directors initially shall have no term limits, but each year are required to participate in an annual self-review and recommitment.
4. Ex-Officio members of the Board of Directors shall include:
 - The Superintendent of the Clay County Schools, or the Superintendent's designee, and shall not have voting rights.
 - A member of the Clay County School Board shall be designated annually by the Foundation's Board of Directors. This shall be a one-year term, and subject to reappointment each November, as the School Board changes officers, and shall not have voting rights.
 - The Clay County Teacher of the Year, to serve in role the year following their nomination, and shall not have voting rights.
 - The Clay County Support-Related Employee of the Year, to serve in role the year following their nomination, and shall not have voting rights.
 - Any designated representatives as deemed mutually beneficial by majority vote of the Board of Directors.

The majority of the Foundation's Board of Directors must be comprised of at least 70% of community and business stakeholders. Employees of the Clay County School District cannot account for more than 30%.

Section 3. Manner of Election of Directors

1. The names of the nominees to the Board of Directors at the monthly meeting prior to the annual meeting. At that time, members of the Board may propose additional nominees. At the annual meeting of the Board of Directors, the Board shall elect Directors as provided in these By-laws and shall transact such other business as may be brought before the meeting. In the event that Directors or officers, or both, are not selected at the meeting, either or both may be elected at a meeting of the Board of Directors.
2. At the annual meeting, an election shall be held by the Directors. Fifty percent (50%) of Directors must be present to constitute a quorum.
3. Upon the death, resignation, disability, or removal of the member of the board of Directors, a successor may be elected by the Board of Directors to fill the then place of the Director that died, resigned, became disabled or was removed, as the case may be.
4. A member of the Board of Directors may be removed as a member of the board if it is determined that it is in the best interest of the Foundation to do so and upon the affirmative vote of fifty-one percent (51%) or more of the total members of the Board of Directors.

Section 6. Resignation/Disqualification.

A Director may resign his or her seat by written resignation or may be disqualified from serving by missing three (3) consecutive Board meetings. A notice shall be given to the Secretary, at the direction of the Chair, to the Director after missing two (2) consecutive Board meetings.

Section 7. Quorum.

Thirty percent (30%) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors or Executive Committee, herein.

Section 8. Compensation.

No Director shall receive any compensation for his or her service as Director.

Section 9. Reimbursement of Expenses.

The Board of Directors may authorize reimbursement of expenses incurred by Directors and employees in connection with Foundation business such as travel, purchase, or any other activity directly related to the Foundation, in accordance with policy adopted by the Directors.

ARTICLE VII

OFFICERS

Section 1. Executive Officers.

The officers of the Foundation shall be the Chair, Vice-Chair, Secretary, Treasurer and such other officers with such powers and duties not inconsistent with these bylaws as may be elected or determined by the Board of Directors.

Section 2. Terms of Office.

Each officer shall hold office for a term as described:

1. The office of Chair shall be for the term of two (2) years.
2. The offices of Vice-Chair and Treasurer shall be for a two (2) year term
3. The office of Secretary shall be for a one (1) year term.

Section 3. Succession and Election.

The Board of Directors will present a slate of officers believed to be best qualified for each vacant or expiring officer position up for election one month prior to the annual meeting. Nominations from the Board of Directors may also be offered at the annual meeting.

Officer nominees must be a current Director, in good standing, having served the board for at least one year.

Vacant or expiring elected officer positions shall be elected by the Board of Directors from within the membership of the Board of Directors at its annual meeting by ballot and in the following manner:

1. CHAIR: This office shall be filled via succession of the Vice President upon successful completion of their prior term in office. If necessary, this Officer may be re-elected to this office for one (1) additional two (2) year term, consecutively.
2. VICE CHAIR: This position shall be elected by ballot. The Vice President shall succeed to the office of President Elect upon successful completion of their term in office. If necessary, this Officer may be re-elected to this office for one (1) additional two (2) year term, consecutively.
3. SECRETARY: This position shall be elected by ballot. This Officer may be re-elected to this office for one (1) additional one (1) year term, consecutively.
4. TREASURER: This position shall be elected by ballot. This Officer may be re-elected to this office for one (1) additional two (2) year term, consecutively.

Section 4. Multiple Offices.

No person shall be on the ballot for more than one office.

Section 5. Vacancies in Office.

If the Chair position becomes vacant by reason of termination or resignation during the term of office, the Vice Chair shall succeed to the office for the unexpired term plus their two (2) year term. If there is no Vice Chair then the Secretary shall succeed to the office for the remaining unexpired term. In this case the new Vice Chair will serve a one (1) year term prior to succeeding to the office of Chair. Vacancies in all other elected officers shall be filled by the appointment of the remaining Executive Officers for the unexpired term by the Board of Directors.

ARTICLE VIII

POWERS and DUTIES

1. **Chair.**It shall be the duty of the Chair to preside at all meetings of the members, Board of Directors, and any Executive committees. He or she shall have the power to appoint the Chairperson of all committees. He or she shall call all regular and special meetings when deemed necessary and when called for. He or she shall have the power to sign all contracts, approve expenditures less than \$500.00, and any other obligations on behalf of the Foundation approved by the Board of Directors. He or she shall be an ex-officio of all committees. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the Board of Directors.
2. **Vice Chair.**It shall be the duty of the Vice Chair to assist the Chair as needed. It shall be the duty of the Vice Chair to learn and master the duties required to assume the office of Chair. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall perform such other duties as may be assigned by the Chair or Directors.

3. **Secretary.** The elected Secretary shall be custodian of all records and papers of the organization except those that pertain to a special committee. He or she shall receive and file all written reports. He or she shall handle promptly all necessary correspondence of the Foundation as directed by the Chair or Directors. The Board may designate a backup Secretary to perform secretarial duties in the absence of the Secretary. The Secretary shall perform such other duties as may be assigned by the Chair or Directors.
4. **Treasurer.** The elected Treasurer shall keep current financial records and be responsible for submitting reports on the financial status of the Foundation at all meetings of the Board of Directors with copies to be provided for the Chair's file. The Treasurer shall make reports of the finances of the Foundation to the Board of Directors at regularly scheduled meetings of the Board and, as Chairman of the Finance Committee, shall oversee the investments of the Foundation in accordance with policy adopted by the Directors. All financial records of the Foundation shall be delivered to his/her successor immediately following the termination of the office. The Treasurer shall perform such other duties as may be assigned by the Chair or Directors. The Treasurer shall act as liaison to the Foundation's CPA/bookkeeper and review any annual tax reporting.
 - a. Checks for the disbursement of funds over \$500 shall require two signatures.
 - b. Authorized signatories shall be the Chair, Vice Chair, Secretary and Executive Director.
5. **The Executive Director.**
 - a. Shall be the chief administrative, financial and program officer of the Foundation and is subject to the governance of the Board of Directors. The Executive Director shall give notice of any meeting of the Board of Directors of which notice is required, shall keep a record of all meetings minutes of the Board of Directors, shall have authority to certify any records, or copies of any records, as the official records or true copies of the records of this Foundation. In addition, he or she shall perform such other duties as are required of him or her by the Board.
 - b. Shall collect and keep an account of all monies received and expended for the use of the Foundation, shall deposit sums received by the Foundation in the name of the Foundation in such depositories as shall be approved by the Board of Directors. The funds, books, and other records in the possession of the Executive Director shall at all times be subject to inspection, supervision and control of the Board of Directors. Deposits of the Foundation shall be subject to withdrawal by the stipulations set forth in separate banking resolutions. All financial records of the Foundation shall be delivered to his/her successor immediately following the termination of the contract.
 - c. The Executive Director shall evaluate all applications and conduct interviews for staff nominations. The Executive Director shall make staff recommendations for consideration by the Board of Directors for appointment.
 - d. He or she shall have the power to approve expenditures less than \$500.00, and any other obligations on behalf of the Foundation approved by the Board of Directors.
 - e. The Executive Director shall *not* be a voting member of the Foundation.

6. **The Board of Directors.**

The Board of Directors shall have the authority to:

1. Hold meetings at times and places as may be deemed proper and necessary
2. Devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the organization and protect the interests and welfare of the members
3. Remove any or all of the officers or directors of the organization prior to the termination date of such office or term. A removal action requires a majority vote of the Board except director(s) in question
4. Elect substitute directors or officers in the event any director resigns or is removed from office prior to the termination date of such office
5. Terminate the contract of any firm, individual, or other entity employed by the organization to perform any and all nature of services to the organization. This action would require a majority vote of the Board of Directors
6. Employ, retain, or terminate any paid employee of the Corporation. This action would require a majority vote of the Board of Directors.
7. Review and approve:
 1. Contracts in excess of the sum of \$500.00.
 2. Checks in excess of \$500.00
 3. Obligations in excess of \$500.00 Notwithstanding anything to the contrary herein provided, any contract, check, or obligation in excess of the sum of \$500.00 shall be submitted to a meeting of the Board of Directors of the Foundation and the affirmative action of a majority of such Board of Directors present at such meeting, at which a quorum is present, shall be deemed the action of the entire Board. At no time shall any officer or member of the Board obligate the Foundation for funds it does not possess.
 4. If there is a change of allocation of an approved project budget that a special meeting be held or electronic communication be sent requesting Board of Director approval before any such changes are made.

ARTICLE VIII

EXECUTIVE COMMITTEE

Section 1. Number and Appointment.

The Executive Committee of the Board of Directors shall consist of the duly elected Officers of the Board of Directors of the Foundation, the immediate Past Chair*, the immediate Past Treasurer*, Executive Director, and such other At-Large Directors appointed by the Chair, with majority approval of the Executive Committee. Executive Committee appointees shall serve a one-year term and may be re-appointed by a majority vote of the Board of Directors. *The immediate Past Chair and the immediate Past Treasurer are asked to serve on the Executive Committee for the first 3 months of the newly elected Executive Committee.

Section 2. Quorum.

Fifty-One percent (51%) or more of the total members of the Executive Committee shall constitute a quorum thereof. At all meetings of the Executive Committee, all matters shall be decided by the vote of a majority of the members entitled to vote thereon who are present at such meeting.

Section 3. Powers and Authority.

The Executive Committee shall have and may exercise all powers and authority of the Board of Directors when the Board is not in session, subject only to such restrictions as the board may from time to time specify. The Executive Committee shall prepare and submit a budget to the Board for the fiscal year. The committee shall approve routine bills within the limits of the budget. However, the Executive Committee shall not have the authority to alter, amend, or repeal the Articles of Incorporation or the Bylaws of the Foundation or to appoint Directors. The Executive Committee shall not change, amend, or delete policies or procedures established by the Board. All actions of the Executive Committee shall be reported to the Directors individually within thirty

(30) days after such action is taken or at a meeting of the Board of Directors, if the meeting is held within that period of time. All actions of the Executive committee shall be included in the minutes of the board of Directors.

Section 4. Meetings of the Executive Committee.

Meetings of the Executive Committee shall be called by the President or a majority of members of the Executive Committee. Notice of any such meeting may be given in any of the manners permitted under the Florida Not for Profit Corporation Act, including without limitation, communication by facsimile, other electronic transmission such as email, or mail. Notice of such meeting may be waived in writing by any member of the executive committee before or after the meeting. In addition, the presence of any member of the Executive Committee at any such meeting shall be held to be a waiver of the required notice unless the member makes timely objection. The Executive Committee shall meet at least once quarterly, and/or at the discretion of the Chair, to transact the lawful business of the Foundation, between Regular meetings of the Board. All meetings of the Executive Committee shall be chaired by the Chair and in the absence of the Chair, the Vice Chair and in the absence of both the Treasurer.

ARTICLE VIX

MEETING OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting.

The annual meeting of the board of Directors shall be held in June each year, at the time, date and place set by the Executive Committee. At the annual meeting of the Board of Directors, the Board shall elect officers as needed and as provided in these Bylaws and shall transact such other business as may be brought before the meeting. In the event that officers are not elected at the annual meeting, they may be elected at a special meeting of the Board of Directors called for that purpose.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by the Chair, or by a majority of the members of the Executive Committee for any specific purpose. Notice shall be given stating the purpose of such meeting and given to all the Directors a minimum of forty-eight hours prior to the meeting is notice is delivered personally, by telephone or by email, with request for notification of receipt.

Section 3. Regular Meetings.

The Board of Directors shall hold regular meetings once a month. The date, time, and place shall be set by the Chair. An agenda of the activities to be conducted at such meetings, along with minutes of the previous meeting, shall be included with and attached to such notice. The dates of regular meetings shall be scheduled and calendared out for the year.

Section 4. Notice of Meeting and Waiver Thereof.

Notice of the annual meeting and each special meeting shall be given to each Director at least seven (7) days but not more than sixty (60) days before the meeting. Notice may be given in any of the manners permitted under the Florida Not for Profit Corporation Act, including without limitation, communication by facsimile, other electronic transmission such as e-mail, or mail. Notice of any meeting of the Board of Directors may be waived in writing by any members thereof before or after such meeting.

Section 5. Quorum Voting.

A majority of the members (51%) of the Board of Directors, excluding the ex-officio members, shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the directors physically present or present via phone shall be considered the act of the Board of Directors at any annual, special, or regular meeting. Actions concerning the election of officers & directors or the termination or removal of officers & directors require majority votes excluding the officer or director in question. Ex-officio members shall have no voting rights.

Section 6. Manner of Acting.

The Chair shall act as Chair of all meetings of the Board of Directors. In the Chair's absence, the Vice Chair shall serve as temporary Chair. In the Chair's and Vice Chair's absence, the Treasurer shall serve as temporary Chair. The Executive Director or Chair shall record minutes of meetings of the Board of Directors.

Section 7. Attendance at Board Meetings.

In the event a Board member misses three (3) or more consecutive meetings in one fiscal year, upon proper action by the Board (excluding such member), such member may be removed from the board. In considering any such prospective removal, the board (excluding such member) shall consider such mitigating factors as shall be presented to the Board by the Board member whose removal is proposed.

Section 8. Resignation.

Any director in good standing may resign at any time by giving written notice of such resignation to the Board of Directors via the Secretary and being accepted by the Board of Directors.

Section 9. Delegation of Authority.

The Board of Directors shall delegate authority to the Executive, Standing or Ad Hoc Committee to conduct the business of the organization in accordance with the policies prescribed by the Board of Directors.

Section 10. Voting of Directors.

Each member of the Board of Directors shall be entitled to one vote only at any meeting thereof on any issue or matter or business before such meeting. No member of the Board of Directors shall be entitled to vote at any meeting unless he or she is physically present at such meeting or is available to be present via phone. Exceptions for use of absentee balloting are: removal of director or officer, contract or agreement termination, annual election of officers, and bylaw changes. Absentee balloting will be forwarded by the Membership and Nominating Committee to all directors. The Director will complete the absentee ballot and return with signature to the Membership and Nominating Committee or the Director may vote while present at the meeting. If a Director has forwarded an absentee ballot and then is present, their presence shall supersede their absentee ballot.

Section 11. Compensation of Directors.

Directors shall receive no compensation for their services as a member of the Board of Directors.

Section 12. Liability.

The directors of the Foundation shall not be personally liable for its debts, liabilities, or other obligations. The Foundation shall provide liability coverage.

ARTICLE X

OTHER COMMITTEES

The Foundation shall have such committees as shall be necessary for the conduct of the organization's business and to carry out its objectives and purposes. All committees shall serve for one year and evaluate commitment each fiscal year. The committees shall be as follows:

Section 1. Finance Committee.

The Finance Committee shall be chaired by the Treasurer of the Foundation. It shall be the responsibility of the Finance Committee to oversee accurate reports of all financial transactions involving the Foundation as reported by the Executive Director. The committee shall report, through the Treasurer, to the Board of the Foundation at each meeting of the Board, the committee shall make recommendations to the Board regarding internal and external audits. The committee shall meet once a quarter to review the Foundation financial reports. The committee shall submit a quarterly report to the Board of Directors which sets forth the committee's findings and discrepancies, if any, for comment, analysis and approval.

Section 2. Ad Hoc Committees

Ad hoc committees will be created by approval of the Board of Directors on an as needed basis for special projects, events, and other needs as identified. Ad hoc committees shall have a Committee Chair that is a voting member of the Board of Directors to be decided by the Board of Directors following creation of the committee and its remaining members are not required to be members of the current Board of Directors..

Section 4. Creation, Functions and Powers.

The Board of Directors or the Executive Committee may, by resolution passed by a majority of their regular members, create one or more other committees, each to consist of one (1) or more of the Directors of the Foundation and such other persons as the Board of Directors or the Executive Committee may elect to include on such committee. If any such committee is going to be serving one or more functions of the Board of Directors, such committee will consist of two or more members of the Board of Directors and will not include persons not serving on the then current Board of Directors. Such other committees shall have such functions and powers delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

Section 5. Meetings.

Regular meetings of committees may be held with notice 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 committees as may be called by the designated committee chairman upon three (3) days' notice to each of the other members of such committee, or such shorter notice as agreed to in writing by each of the other

members of such committee, given either personally or by telephone. Notice of such meeting may be waived by writing by any member of the committee before or after the meeting.

Section 7. Minutes

Such other committees shall keep regular minutes of their proceedings and report same to the Board of Directors when required.

ARTICLE XI
BYLAW OR CHARTER

Any proposed change or amendment to the Bylaws or the Articles of Incorporation shall be ratified and approved by the Board of Directors by a two-thirds majority vote of the directors. Upon approval and ratification of such amendment to the Bylaws or Charter of the Foundation by the Board of Directors as above set forth, the Executive Committee shall thereupon proceed with the filing of any document with the proper governmental authority. Copies of such revised and amended Bylaws or Charter shall be given to any member upon request. Notice of the proposed change shall be delivered to each member of the Board of Directors or mailed to each member of the Board at his or her last known address at least ten (10) days prior to the time and date of the meeting in which it is to consider and vote on such change or amendment.

ARTICLE XII
FISCAL YEAR

The Fiscal Year of the Foundation shall commence on the first day of July, and terminate on the thirtieth day of June.

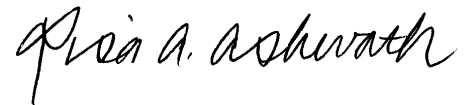
ARTICLE XIII
PARLIAMENTARY AUTHORITY

Robert's Rules of Order (in its most recent edition at date of its use) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Directors of the Foundation.

ARTICLE XIV
DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation in such manner, and to such organizations organized and operated exclusively for educational or scientific purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the country in which the principal office of the Foundation is then located exclusively for such purposes, or to such organization or organizations as such Court shall determine.

The foregoing Amended and Restated Bylaws were adopted by the Board of Directors on the 10 day of February 2021.



Lisa A. Ashworth, Chair