



# BYLAWS

of

THE SEASIDE SCHOOL FOUNDATION, INC.

*Adopted April 29, 2021*

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The Bylaws of THESEASIDE SCHOOL FOUNDATION, INC. are adopted for the purpose of governing the corporation by reference to the terms and conditions of the Articles of Incorporation referred to herein.

#### ARTICLE I: NAME AND RELATIONSHIP

**Section 1. Name:** The name of the corporation is THE SEASIDE SCHOOL FOUNDATION, INC., hereinafter referred to as the "Foundation".

**Section 2. Relationship:** THE SEASIDE SCHOOL FOUNDATION, INC. is a separate independent, not for profit corporation; and is not affiliated with any state or national organization.

#### ARTICLE II: MISSION

The Foundation's primary mission, is to take a long-term approach to raise, invest and spend funds in support of The Seaside School, Inc. ("School") and to steward those funds so they provide support in perpetuity. The Foundation raises money and grants funds to the School to help the School fulfill its mission and educate children.

#### ARTICLE III: PURPOSE

The general purpose of the Foundation shall be without profit to:

- A. Act as a direct support organization to receive, hold, invest and administer funds and property and to make expenditures to or for the benefit of the School.
- B. To accept charitable donations from individuals or other organizations to further the purposes of the School.
- C. To benefit the School, a non-profit corporation, and such other qualified 501(c)(3) entities directly related to the School, as may be designated by the Board of Directors from time to time.

#### ARTICLE IV: TERRITORY

The territory of the Foundation is principally the United States of America, and its territories and possessions ("Territory"). The primary activities of the organization shall:

- A. Take place principally in Walton County, Florida, but the operation of the Foundation shall not be limited to such area.
- B. Serve the School, a Florida not for profit corporation, a qualified education institution, and such other qualified 501(c)(3) entities as may be designated by the Board of Directors from time to time, but not limited to such territory.
- C. Solicit contributions from residents and organizations of the Territory and

neighboring areas not currently served by another Foundation, but not limited to the Territory.

## ARTICLE V: DONATIONS

Monetary donations will be accepted to defray operational and capital expenditures and to provide funds to support the School.

## ARTICLE VI: BOARD OF DIRECTORS

**Section 1. Powers:** Subject to the provision of its Articles or Bylaws, business shall be managed by its Board of Directors, which may exercise all such powers of the Foundation and do all such acts and things as set forth in the Articles or in accordance with these Bylaws and permitted by the laws of the State of Florida.

**Section 2. Number and Term:** The Board of Directors is composed of Directors. The number of Directors for the Foundation shall be at least five (5) and no more than fifteen (15) which shall be set by the Board of Directors. Except for the Director seat reserved for a former School board member (described below), the term of each Director shall be four years commencing on July 1 after being elected at the Annual Election Meeting and ending on June 30 at the end of the term. A Director may not serve more than two consecutive four year terms.

One Director seat shall be filled annually with a former board member of the School immediately following the expiration of the former board member's term on the School's board of directors. The term for this Director seat shall be one year commencing on July 1 after being elected at the Annual Election Meeting and ending on June 30 of the following year. A person who serves this one-year term shall not be prohibited from being elected to and serving as a Director for two consecutive four year terms in addition to the special one year term.

**Section 3. Election:** Elections for open seats on the Board of Directors shall be held each year during the Annual Election Meeting. Any Director present at the meeting may nominate persons to serve as Directors. Directors shall be elected upon a majority vote of the Directors present at the meeting provided a quorum is present.

**Section 4. Duties:** The role of the Directors is to assist in raising private funds and other resources for the School, to continue their personal financial support for the School, to identify others to engage with the School, to assist in stewardship-related activities, and to govern the Foundation and advocate on behalf of the School.

**Section 5. Chairman Emeritus.** A Chairman Emeritus is appointed by the Board of Directors. The Chairman Emeritus shall be selected from those board members who have served on the Foundation Board of Directors with distinction and excellence. The Chairman Emeritus shall serve a four-year term for as long as they remain active in the work of the Foundation. The

Chairman Emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve and encouraged to attend all other events conducted by the Foundation. The Chairman Emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

In order to be considered for designation as a Chairman Emeritus, a person must be a former member of the Foundation Board of Directors who:

- A. Has served as President of the Board of Directors with distinction;
- B. Held an important leadership role, and made or continues to make significant contributions;
- C. Engaged in major volunteer or advocacy activities in his or her service on the board;
- D. Completed the term(s) for which he or she was appointed; and
- E. Participates in one or more Foundation activities (e.g., events, volunteerism, fund-raising, government relations, networking, etc.).

**Section 6. Resignation:** A Director or Chairman Emeritus may resign at any time by submitting a written resignation to the President.

**Section 7. Removal:** Any Director or Chairman Emeritus may be removed by the Board of Directors with or without cause upon the majority vote of the Directors present at a duly called meeting at which a quorum is present.

**Section 8. Vacancies:** Vacancies occurring during a term may be filled for the unexpired portion of the specific Director's seat. Vacancies in the Board of Directors shall be filled in the same manner as the original election. Vacancies that are filled with less than one year of the term remaining will not be counted as a term for purposes of eligibility to serve two terms consecutively.

## ARTICLE VII: OFFICERS

**Section 1. Officers, Terms, and Election:** The Foundation shall have the officers of President, Vice President, Secretary, and Treasurer with the powers and responsibilities set forth below. The term of each officer shall be one year commencing on July 1 after being elected at the Annual Election Meeting and ending on June 30 the following year. There are no term limits for officers. Officers shall be Directors. Any Director present at the meeting may nominate himself, herself, or another Director to serve as an officer. Officers shall be elected upon a majority vote of the Directors present at the meeting provided a quorum is present. Officers shall have the authority to establish committees for the Foundation, from time to time on an as-needed basis.

**Section 2. Resignation:** An officer may resign at any time by submitting a written resignation to

the President.

**Section 3. Removal:** Any officer may be removed by the Board of Directors with or without cause upon the majority vote of the Directors present at a duly called meeting at which a quorum is present.

**Section 4. Vacancies:** Vacancies occurring during a term may be filled for the unexpired portion of the officer's term. Vacancies shall be filled in the same manner as the original election.

**Section 5. President:** The President shall be the principal executive officer and shall supervise and control all business and affairs of the organization in accordance with the Articles and Bylaws. Duties include, but are not limited to:

- A. Convene and preside at all meetings.
- B. Spokesperson for the Foundation, however, the President may delegate authority to other Board members or staff.
- C. Appoints committees as necessary or desired; and, in the event an office is vacated due to resignation, incapacitation, abandonment or for any reason, the President shall appoint a person to that office temporarily until such time as an election for that office can be held.
- D. Maintains public relations and communications with the School and Foundation.

**Section 6. Vice President:** In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of the President and shall be subject to all restrictions upon the President in accordance with the Articles and Bylaws. Duties include, but are not limited to:

- A. Acts as assistant to the President in every capacity as regulated by the President.
- B. Assumes the duties of the President should the President become temporarily incapacitated.
- C. Assumes Presidency should the President become permanently incapacitated, resign, or vacate the office for any reason and appoint a Vice President temporarily until such time as an election for that office can be held.

**Section 7. Treasurer:** The Treasurer is responsible for the financial management of the Foundation working in collaboration of the outside financial firm. Duties include, but are not limited to:

- A. Establish and maintain bank accounts in a federal/state chartered commercial bank in Walton County, Florida.
- B. Accounts Receivable: Deposit any monies received by the Foundation in the established bank accounts in a timely manner.
- C. Accounts Payable: Disburse funds from established bank accounts to pay

- Foundation bills and expenses.
- D. If deemed necessary, maintain a petty cash fund not to exceed \$100 for day-to-day operating expenses.
- E. Preparation of financial reports:
  - i. Submit at least quarterly reports of credit and debits to Board of Directors at regular meetings.
  - ii. Submit annual report of operational expenses/disbursements and contributions/credits for calendar year to Board of Directors.
- F. Preparation of federal, state and local tax returns as required.

**Section 8. Secretary:** The Secretary is responsible for reviewing the administration of the Foundation in partnership with staff. Duties include, but are not limited to:

- A. Procurement of incoming mail and distribution of correspondence to officers responsible for action.
- B. Maintain files as required:
  - i. General File: Correspondence to include current mailing list of current and former Directors and associates including all reports submitted by Board members. This file will be reviewed annually, and material of historical note (i.e., membership, organizational participation at public events, and any subject matter that may be grounds for litigation) will be transferred to the historical file for reference. Correspondence of no further value or interest shall be purged.
  - ii. Historical File: Contains items mentioned above including names and dates of appointed or elected Board members. In addition, title and duties of officers, and Bylaws will remain on file.
- C. Maintains meeting minutes and ensures availability of files at general and special meetings.

**Section 9. Salary:** No stated salary shall be paid to Directors, as such, for their services.

## **ARTICLE VIII: MEETINGS**

**Section 1. Regular Meetings:** Regular meetings shall be held a minimum of three (3) times a year.

**Section 2. Special Meetings:** Special meetings may be called by the President, or by a majority of the Board of Directors.

**Section 3. Annual Election Meeting:** Elections of Directors and officers shall be held every year in May or June.

**Section 4. Place and Manner of Meetings:** Meetings shall be held at such time and place designated in the notice for such meeting. Meetings may be held telephonically or by other



electronic means provided that all meeting participants can hear and speak to one another contemporaneously.

**Section 5. Notice of Meetings:** Written notice of meetings will be provided to officers, Directors, and appropriate staff members at least two days prior to such meeting.

**Section 6. Content of Notice:** Notice of regular and special meetings shall state the time, place, and agenda to be considered at the meeting. No items not set forth on the agenda contained in the notice shall be considered at the meeting without the affirmative majority vote of the Directors present.

**Section 7. Minutes:** Minutes of any Board meeting will be presented for approval by the next meeting of the Board.

**Section 8. Proxies:** Proxies, general or special, will not be accepted for any purpose in the meetings of the Board.

**Section 9. Roll Call:** At the beginning of any meeting, the Secretary will determine the presence or absence of a quorum. The roll will thereafter only be called upon the request of the President or any Director, and after each roll call the presence or absence of a quorum will be announced.

**Section 10. Quorum:** A majority of the currently serving Directors shall be a quorum for attendance at each meeting of the Board of Directors. Those Directors appearing at a meeting via telephonic or other electronic means shall be counted towards a quorum.

**Section 11. Action of the Board of Directors:** Unless otherwise provided for herein or in the Articles, the Board of Directors may act only by a majority vote of the Directors present at a duly called meeting at which a quorum is present.

## ARTICLE IX: MISCELLANEOUS PROVISIONS

**Section 1. Nondiscrimination:** The Foundation will not discriminate based on race, creed, color, religion, gender, age, national origin, sexual orientation, marital status, disability, political opinions or affiliations, or veteran status.

**Section 2. Donor Privacy and Confidentiality:** A policy regulating donor privacy and confidentiality of philanthropic records shall be adopted by the Board, disclosed to donors, and managed by the Executive Director of the Foundation.

**Section 3. Indemnification:**

**A. Indemnification:** Every Director and officer of the Foundation, as well as special appointees, shall be indemnified by the Foundation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the Director, officer, or

special appointee in connection with any proceeding, including any appeal, or any settlement of any proceeding, or a threat thereof, to which the individual may be a party or in which he or she becomes involved as a result of or in the course of serving as a Director, officer, or special appointee. The indemnified party does not have to be a Director, officer, or special appointee at the time the expenses or liabilities are incurred or imposed. In the event, however, of a settlement before entry of judgment, or in the case of settlement of a threat of a proceeding, the indemnification shall apply only upon approval by the Board (or the President as the authorized Foundation executive for this purpose) as being in the best interests of the Foundation. This indemnification is in addition to and not exclusive of all other rights to which the person may be entitled.

**B. Exceptions and Limitations:** The indemnification set forth above does not apply in the case of an action by, or in the right of, the Foundation, if prohibited by law, or if a two-thirds vote of the members of the Board of Directors then serving determines the otherwise indemnified person acted in bad faith or with willful misconduct. A current or former Director, officer, or special appointee is entitled to indemnification only if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation and (where applicable) had no reasonable cause to believe his or her conduct was unlawful. This indemnification shall be made in accordance with Section 607.0850, Florida Statutes, as amended from time to time. The Board may arrange and pay for appropriate insurance to cover all such losses and expenses. Nothing in these Bylaws shall waive or derogate from the application or protection of sovereign or other immunity under law or constitution. Any available insurance and immunity shall provide primary protection; however, the indemnification provided for herein shall be provided to the indemnified person when he or she is not promptly or adequately protected by insurance or immunity on the following condition. The indemnified person shall first agree in writing to use best reasonable efforts to provide, to the extent possible, for the Foundation to obtain the benefit of the indemnified person's right to insurance coverage or other protection, whether by assignment, cooperation, subrogation, or other means.

**Section 4. Written Policies:** The Foundation shall have written policies on ethics, conflicts of interest, personnel, discrimination, and sexual harassment, and a code of business conduct, which shall be approved by the Board of Directors.

**Section 5. Review of Mission:** The Board shall periodically review the mission of the Foundation to ensure that it is in furtherance of the interests of the School.

**Section 6. Conflicts of Interest:** No contract or other transaction between the Foundation and one or more of its Directors, officers, or any other corporation, firm, association, or entity in which one or more of its Directors or officers are directors or officers or are financially interested will be either void or voidable because of such relationship or interest, because such Director or officer is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because the votes of such Director or officer is counted for such purpose, if:

- A. the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or officer, all in the manner provided by law; and
- B. the contract or transaction is fair and reasonable as to the Foundation at the time it is authorized by the Board or a committee.

#### **ARTICLE X: AMENDMENTS**

These Bylaws may be amended by a majority vote of the Board of Directors at a duly noticed meeting at which a quorum is present. Proposed amendments shall be submitted in writing to all Directors not less than two weeks prior to the vote.

Adopted: April 29, 2021