



Bylaws of Charlotte Community Foundation, Inc.

ARTICLE I Corporation/Foundation

Section 1.1 Corporate/Foundation Name. The name of the Foundation shall be Charlotte Community Foundation, Inc., a Florida not-for-profit corporation (“Foundation”).

Section 1.2 Foundation Offices. The Foundation shall have and continuously maintain a registered office and a registered agent whose office address is identical with such registered office in Charlotte County, Florida and may have other offices within or without the State of Florida as the Board of Directors may from time to time determine.

ARTICLE II Mission

Section 2.1 Mission. The purpose for which the Foundation exists is to stimulate private and public philanthropy dedicated to enhancing the quality of life in Charlotte County, strengthen the community's nonprofit organizations, and support projects that offer unique solutions to community needs. The mission of the Foundation shall be: *Foster philanthropy across Charlotte County to enhance our community for generations.*

ARTICLE III Membership

Section 3.1 Membership. The Foundation shall have no members.

ARTICLE IV Board of Directors

Section 4.1 Nomination and Approval. The Board of Directors (“Board”) will, from time to time as necessary, identify and vet potential candidates to serve as future Board Directors (“Director”). The Executive Committee in consultation with the CEO will identify and vet potential candidates who shall then submit qualified candidates for consideration for Board approval.

Section 4.2 Number and Term. The Board shall consist of not less than five and not more than 15 persons per the Articles of Incorporation. The number of Directors may be increased or decreased from time to time by vote of a majority of the Directors. Each Director, shall be elected to serve a three (3)-year term and is eligible to serve up to two (2) additional three (3) - year terms, with Board approval. A former Director is eligible for re-election to serve one (1) additional three (3) year consecutive term after serving one full year off of the Board.

Section 4.3 Duties. The Board has oversight and authority over the affairs of the Foundation subject to any limitation(s) set forth in the Articles of Incorporation.

Section 4.4 Vacancies. Director vacancies, if filled, shall be filled by a majority vote of the remaining Directors. Directors so selected shall serve for a three (3)-year term and are eligible to serve up to two (2) additional three (3)-year terms, with Board approval..

Section 4.5 Removal of Directors. In the event of removal of a Director, the Board shall proceed with such removal in the manner provided in Florida Statute 671.0808, as amended. A Director may be removed with or without cause by a majority vote of the remaining Directors. In addition, if a Director misses three (3) Board meetings in a year, he or she will be considered for removal from the Board.

Section 4.6. Remuneration of Directors. No Director shall receive any compensation for serving the Foundation as a Director; except for approved expenses actually incurred in the service of this Foundation.

ARTICLE V Leadership of the Foundation

Section 5.1 Officers. The officer positions of the Foundation shall consist of the Chair, Vice-Chair, Secretary and Treasurer. The Executive Committee in consultation with the CEO shall identify a proposed slate of officers from existing Directors at or before March of any year. After considering the proposed slate officers must be elected by a majority vote of the Directors. The officers shall hold office for one (1) year beginning in April of that same year and may be re-elected for up to three (3) additional one-year terms.

Section 5.2 Chair. The Chair shall have all the duties, which that position would customarily require, including chairing all meetings of the Board, and all other duties assigned to the Chair under these bylaws or by Board resolution. The Chair may act an ex officio, non-voting member of all committee, councils and task forces of the Foundation.

Section 5.3 Vice-Chair. The Vice Chair shall act in the absence or inability of the Chair to perform the duties of the Chair, exercise the powers of the Chair and shall perform such other duties that may be required by the Board or the Chair.

Section 5.4 Secretary. The Secretary shall be responsible for seeing to the custody of all Foundation records, giving notice of and recording minutes of Board meetings and shall perform such other duties as may be proscribed by the Board or the Chair. The Secretary may appoint employees of the Foundation to accomplish the ministerial functions of the office, subject to the discretion of the Board. The Secretary will act as the Board Point of Contact for the Scholarship and Community Investment Committee. The Secretary may serve as the Chair of these committees, but such a role is not necessary beyond being the board liaison.

Section 5.5 Treasurer. The Treasurer shall ensure that adequate and correct accounts of the properties and business transactions of the Foundation, including accounts of the Foundation's assets, liabilities, receipts, disbursements, gains, losses, capital and surplus, are kept and maintained. The Treasurer will act as the Board Point of Contact for the Finance and Audit Committee. The Treasurer may serve as the Chair of the committee, but such a role is not necessary beyond being the board liaison.

Section 5.6 Chief Executive Officer (CEO). The CEO shall be appointed from time to time as the Board shall determine and shall have direct responsibility for managing the affairs of the Foundation and

whose compensation shall be fixed by the Board. The CEO shall be primarily responsible for the implementation of policies of the Board. The CEO's authority over management and direction of the day-to-day business and operation of the Foundation is subject to the ultimate authority of the Board. The CEO may serve as ex-officio, non-voting members of the Board and all committees, councils and task forces of the Foundation. The CEO shall perform all duties as from time to time may be assigned by the Board of Directors.

ARTICLE VI Meetings of the Board

Section 6.1 Place of Meetings. The meetings of the Board may be held at the principal office of the Foundation or at any place within or out of the state of Florida that a majority of the Directors may from time to time by resolution designate. Directors may participate in a meeting of the Board by means of a video conference, telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6.2 Annual Meeting of the Board. The annual meeting of the Board shall be held during the spring at the principal office of the Foundation, or such other place as may be designated from time to time by the Board of Directors for the purpose of electing the officers and transacting such other business as the Board desires.

Section 6.3 Regular Meetings of the Board. In addition to the annual meeting described in Section 6.2, the Board shall hold regular meetings at least once each calendar quarter at the principal office of the Foundation or such other location as may be designated by the Board Chair. The Board, by majority vote, may hold regular meetings more frequently. Written notice of each regular meeting, setting forth the date, time and place of the meeting shall be given to each director at least five days before the meeting.

Section 6.4 Special Meetings. Special meetings of the Board may be called at any time by the CEO or by any three members of the Board. Written notice of each special meeting, setting forth the date, time and place of the meeting shall be given to each director at least two days before the meeting.

Section 6.5 Waiver of Notice. A Director may waive, in writing, notice of any meeting of the Board either before or after the meeting; his or her waiver shall be the equivalent of giving notice. Attendance of a Director at a meeting shall constitute waiver of notice of that meeting and a waiver of any and all objections relating to that meeting, unless the Director attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting has not been lawfully called or convened.

Section 6.6 Quorum. At meetings of the Board of Directors, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business.

Section 6.7 Act of Board of Directors. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the Articles of Incorporation or these Bylaws require the vote of a greater number. Wherever a majority of the Directors are required to vote in these bylaws, it shall mean the majority at a quorum meeting.

Section 6.8 Informal Action. In accordance with Florida Statute 617.0821, if all the Directors consent in writing to any action taken or to be taken by the Foundation and the writing or writings evidencing their consent are filed in the minutes of the Board, the action shall be as valid as though it had been authorized at a meeting of the Board.

ARTICLE VII

Committees, Councils, and Task Forces

Section 7.1 Standing Committees. There shall be four (4) Standing Committees as follows:

a. Executive Committee

- i. The Board Chair shall be the Executive Committee Chair.
- ii. The Officers and immediate Past Chair shall be the Executive Committee Members.
- iii. The Executive Committee shall serve as counsel to the Board Chair in addressing policies of the Foundation.
- iv. The Executive Committee in consultation with the CEO shall identify and vet potential new Board members that are then submitted to the full Board for consideration and approval.

b. Finance and Audit Committee

- i. The Board Chair shall name a Finance and Audit Committee Chair, who does not need to also serve as a Board Member, for Board approval.
- ii. The Finance and Audit Committee Chair shall appoint at least four (4) additional Finance and Audit Committee Members.
- iii. The Finance and Audit Committee shall be responsible for overseeing the Foundation's budget, financial policies and investment policies.
- iv. The Treasurer shall be the Board Point of Contact for the Finance and Audit Committee and responsible to report on this committee at meetings of the Board of Directors if the Chair is not a member of the Board.

c. Scholarship Committee

- i. The Board Chair shall name a Scholarship Committee Chair, who does not need to also serve as a Board Member, for Board approval.
- ii. The Executive Committee in consultation with the CEO shall appoint at least four (4) additional Scholarship Committee Members.
- iii. The Scholarship Committee shall review and determine which applications will be awarded a Foundation scholarship.
- iv. The Secretary shall be the Board Point of Contact for the Scholarship Committee and responsible to report on this committee at meetings of the Board of Directors if the Chair is not a member of the Board.

d. Community Investment Committee

- i. The Executive Committee in consultation with the CEO shall name a Community Investment Committee Chair, who does not need to also serve as a Board Member, for Board approval.
- ii. The Community Investment Committee Chair shall appoint at least four (4) additional Community Investment Committee members.
- iii. The Community Investment Committee is responsible for the Foundation's grant process.
- iv. The Secretary shall be the Board Point of Contact for the Community Investment Committee and responsible to report on this committee at meetings of the Board of Directors if the Chair is not a member of the Board.

Section 7.2 Special Committees, Councils and Task Forces

- a. The Board Chair shall recommend the creation of additional Committees, Councils and Task Forces, as needed, for Board Approval.

- b. If approved, the Board Chair shall name the Special Committee, Council or Task Force Chair for Board approval.
- c. The Special Committee, Council, or Task Force Chair shall appoint at least two (2) additional Special Committee, Council, or Task Force Committee Members.

Article VIII Conflicts or Duality of Interest

Section 8.1 Conflicts of Interest. The Foundation shall maintain an affirmative policy that requires real and apparent conflicts of interest and dualities of interest be disclosed at least annually or promptly and fully when a conflict arises to all necessary parties. Further, the policy shall prohibit specified involvement in the affairs of the Foundation by persons having such conflicts.

ARTICLE IX Indemnification and Insurance

Section 9.1 Indemnification. The Foundation shall provide indemnification for every Director, Officer, Committee Chair, Committee Member, employee, agent, independent contractor, volunteer, and intern of the Foundation as stated in Florida Statute §607.0850, or as amended, against liability incurred in connection with services or duties performed for or on behalf of the Foundation, provided 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 corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 9.2 Insurance. The Foundation shall purchase and maintain insurance to cover any person who is or was a Director, Officer, Committee Chair, Committee Member, employee, agent, independent contractor, volunteer, or intern of the Foundation or who is or was serving at the request of the Foundation against any liability or claim asserted against said person incurred while acting for and on behalf of the Foundation.

Article X Nondiscrimination

Section 10.1 Nondiscrimination. The Foundation recognizes the right of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any person with whom it deals because of race, religion, color, gender, age, disability, sexual orientation, or national origin.

ARTICLE XI Amendments

Section 11.1 Amendment Procedures. These Bylaws may be amended by an affirmative vote of a majority of the members of the Board then serving at the annual meeting or any regular or special meeting of the Board, provided that the full text of such proposed amendment shall have been published in or with the notice of the meeting. These Bylaws will be reviewed periodically for the purpose of keeping the same current and in consonance with the aims and objectives of the Foundation.


ARTICLE XII Distribution of Assets

Section 12.1 Dissolution. Upon dissolution and liquidation of the Foundation, the 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 purpose of the Foundation in such manner, and to such organization or organizations organized and operated exclusively as a community foundation located within a 200 mile radius of the Foundation that is an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, as the Board may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in Charlotte County exclusively for such purposes or to such organization or organizations as such court shall determine.

ARTICLE XIII Variance Power

Section 13.1 Variance Power of the Board. The Board is responsible for accepting or rejecting all gifts of money or property to the Foundation and, with respect to accepted gifts, to approve any restrictions or conditions imposed on the distribution of such gifts by the donors thereof which are not inconsistent with the charitable purposes of the Foundation. Notwithstanding the fact that a gift may be accepted subject to particular restrictions or conditions, the Board shall in all events have the power to modify any restriction or condition of the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board (without the necessity of approval by the donor or any participating trustee, custodian or agent) such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment or inconsistent with the charitable needs of the communities served by the Foundation. The above-described power of the Foundation to vary restrictions or conditions of a gift shall be set forth in all agreements or other documents whereby gifts of money or property are accepted by the Foundation, but the failure to include a statement or reservation of such power in any particular instrument of transfer shall not constitute a waiver by the Foundation of such power.

Adopted by the Board of Directors on September 12, 2024.



Jill McCrory, Chair



JeAnn Tompkins, Secretary