

Florida Keys Educational Foundation

Bylaws

Revised October 13, 2010

Article 1

Name

The name of this not-for-profit corporation shall be the Florida Keys Educational Foundation, Inc., d. b. a. FKCC Foundation, hereinafter called the "Foundation". The Foundation operates as a community college direct-support organization as defined by Section 1004.70, Florida Statutes. The Foundation's principal office is located at Florida Keys Community College, Key West, Florida.

Article II

Purpose

The purpose of the Foundation is to assist in the achievement of the College's mission by soliciting, administering, and optimizing through matching programs, private gifts, grants, bequests, and donations in order to support the College's students and to enhance teaching and learning at the College.

Article III

Board of Directors

Section 1. – Meetings

- a) There shall be a minimum of four regular meetings of the Board of Directors each year, including an annual meeting. Other meetings of the Board of Directors may be held at any time and place designated by the Chair as necessary.
- b) The annual meeting of the Board of Directors shall be held in July of each year; the day, the hour and place to be determined by the Chair. At said annual meeting, names of the Directors shall be certified into the Corporate Minutes.
- c) A majority of the members shall constitute a quorum at any meeting of the Board of Directors. All questions, other than amendments to the Bylaws and Articles of Incorporation, shall be determined by a majority vote.
- d) For the purposes of establishing a quorum, a meeting may include participation of members in discussion and voting via telephone conference call or other electronic means.
- e) Notice of each regular meeting shall be given by the Administrative Assistant to each of the Directors not less than five (5) days preceding any such meeting. In the event the notice is of a special meeting, such notice shall be given at least 48 hours in advance and shall indicate briefly the purpose thereof.

Section 2.. Organization

- a) The Chair of the Foundation Board of Directors shall act as Chair of the meetings.
- b) In the Chair's absence, the Vice Chair of the Foundation shall act as Chair.
- c) In the absence of both the last mentioned officers from any such meeting, the Board may appoint any member to act as Chair.
- d) The Secretary of the Foundation shall act as Secretary of all meetings of the Board of Directors and Executive Committee, but in the event of the Secretary's absence at any such meetings, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 3. Board Composition

- a) There shall be a total of not less than nine (9) and not more than thirty (30) Directors.
- b) Incoming Directors shall be elected to 3-year terms. Directors may be re-elected to additional 3-year terms. Terms shall be staggered so that approximately one third of the Directors are elected at each Annual meeting.
- c) The Nominating Committee of the Board shall recommend individuals to serve on the Board of Directors. Voting for these Directors will take place at the Foundation's Annual Meeting or special meeting called for that purpose. Vacancies in the Board of Directors shall be filled by a vote of the remaining members of the Board for the balance of the unexpired term of said retiring Director.
- d) The FKCC District Board of Trustees President, or his or her appointee, shall be a voting member of the Foundation Board.
- e) The President of FKCC shall serve as a voting member of the Foundation Board.
- f) The President of FKCC shall annually appoint a representative of Florida Keys Community College Administration or Faculty to serve on the Board.
- g) Directors of the Foundation will serve as advocates for Florida Keys Community College and its activities; assume active leadership roles in the business of the Foundation; serve on committees as assigned; and encourage current and planned gifts.
- h) Any Director of the Foundation who is absent from two regular meetings during a fiscal year may be removed at the board's discretion.

Section 4. Honorary Board Members

- a) Honorary Board members may be selected based on their interest in and service to the Foundation and/or College. Nominations shall be made by the Executive Committee with election at a meeting of the full board.
- b) Honorary Board members shall be entitled to attend all meetings of the Board but shall not vote and shall not be counted regarding quorum or majority.
- c) There shall be no limitation on the number of Honorary Board Members.

Section 5. Executive Committee

- a) The Executive Committee of the Board of Directors shall consist of the following Directors:
 - 1) The Chair of the Foundation Board of Directors; who shall be Chair of the Executive Committee
 - 2) The Vice Chair of the Foundation Board of Directors
 - 3) The Secretary of the Foundation Board of Directors
 - 4) The Treasurer of the Foundation Board of Directors
 - 5) The President of Florida Keys Community College
 - 6) The Chairperson of the Florida Keys Community College District Board of Trustees or his or her designee.
- b) The presence of a majority of members shall constitute a quorum of the committee and the affirmative vote of a majority of the members present shall be necessary for approval of action.
- c) The Executive Committee shall meet at the call of the Chair and minutes shall be kept by the Secretary.
- d) All action taken at meetings shall be presented for ratification at the subsequent meeting of the Board of Directors.
- e) The Executive Committee shall have and may exercise all powers and authority of the Board of Directors when said Board is not in session; subject only to such restrictions or limitations as the Board of Directors may from time to time specify. However, the Executive Committee shall have no authority to alter, amend or repeal the Foundation Articles of Incorporation or Bylaws or appoint Directors.

Section 6. Committees of the Board

- a) All Board members shall be expected to serve on at least one Committee
- b) Standing committees of the Florida Keys Educational Foundation shall be:
 - 1) Executive Committee
 - 2) Investment/Finance Committee
 - 3) Nominating Committee.
- c) Standing committees shall be responsible for oversight of the Foundation business. Chairs shall convene the committees as needed and shall report to the Executive Committee and the Board at appropriate meetings.
- d) The Chair and members of each standing committee shall be appointed by the Chair of the Foundation.
- e) Ad hoc and special committees of the Board may be named by the Chair as necessary and appropriate for specific projects or activities.
- f) The Chair, at the Chair's discretion, may serve as an ex-officio member of all committees.

Article IV**Powers and Duties of Officers****Section I. Chair**

The Chair shall preside at all meetings of the Board of Directors and Executive Committee and shall act as the chief executive officer of the Foundation. The Chair shall do and perform other such duties from time to time as may be assigned to the Chair from the Board of Directors.

Section II. Vice Chair

- a) The Vice Chair shall preside at all meetings of the Board of Directors and Executive Committee in the absence of the Chair. The Vice Chair shall do and perform other such duties from time to time as may be assigned to the Vice Chair by the Chair.
- b) In the event of death, resignation, or removal of the Chair, the Vice Chair shall assume the duties for the remainder of the Chair's term or until a new election.

Section III. Secretary

- a) The Secretary shall assure that minutes of all meetings of the Board of Directors are kept in a book provided for that purpose.
- b) The Secretary shall attend to the giving and serving of all notices required by the Bylaws of the Foundation.
- c) The Secretary may sign with the Chair in the name of the Foundation all contracts authorized by the Board of Directors; the Secretary shall affix the seal of the Foundation thereto.
- d) The Secretary shall in general perform all the duties incident to the Office of Secretary, subject to the control of the Board of Directors.

Section IV. Treasurer

The Treasurer shall oversee and take responsibility for the financial operations of the Foundation. The Treasurer shall in general perform all the duties incident to the Office of Treasurer, subject to the control of the Board of Directors

Section V. Executive Director

- a) The Executive Director shall prepare and present a budget for the Foundation to the Board of Directors and shall administer the day-to-day business of the Foundation in accordance with the policies, programs, and budget approved by the Board of Directors.
- b) The Executive Director shall assume such duties as may be delegated by the Board of Directors, Executive Committee, or other competent authority.
- c) The Executive Director shall be responsible for filing all reports or tax returns that may be required by governmental bodies and shall arrange for an annual audit.
- d) The Office of the Executive Director of the Foundation is designated as the repository of all Foundation records.
- e) The Executive Director shall be the administrative head responsible for all staff.
- f) The Executive Director shall be responsible for the efficient operation of the Foundation.
- g) The Executive Director shall represent the Foundation at conferences and conventions .

Section VI. Annual Election

All officers shall be subject to annual election

Section VII. Absences

In the event of absence, inability, or failure to act of any of the Officers of this Foundation, the Board of Directors may appoint another officer or Director to perform such Officer’s respective duties.

Article V

Audit

The Executive Director shall arrange for an annual audit of the books of the Foundation by an independent Certified Public Accountant following the close of the fiscal year which is April 1 through March 31, inclusive.

Article VI

Amendments

Section 1 – Bylaws

- a) These Bylaws may be altered, amended, rescinded or repealed after written notice of the proposed change at any annual or other meeting of the Board of Directors by the affirmative vote of two-thirds of the members of said Board.

Section 2 – Articles of Incorporation

The Articles of Incorporation of the Foundation may be altered, amended, rescinded, or repealed after five days written notice of the proposed change at any annual or other meeting of the Board of Directors by resolution approved by the affirmative vote of two-thirds of the members of said Board.

Article VII

Dissolution

On dissolution of the Foundation and the satisfaction of its debts and obligations, any remaining funds and assets shall be distributed, as directed by the Board of Directors, to Florida Keys Community College, if same is permitted by law and, if not, then to one or more lawfully organized and qualified charitable, educational, scientific or philanthropic organizations, provided that any such distribution shall be as provided for pursuant to the laws of Florida under Section 501(c)(3) of the Internal Revenue Code as amended.

Article VIII

Parliamentary Authority

Except as otherwise provided in these Bylaws, Robert's Rules of Order shall be the parliamentary authority of the Foundation.

Article IX

Use of Restricted and Unrestricted Funds

All restricted funds may be used only for the purposes designated by the donor. All unrestricted funds may be used only for purposes authorized by the Board of Directors of the Foundation

Article X

Compensation

- a) Directors and Officers of the Foundation shall not receive compensation of any kind from the Foundation unless such shall be in fair amount for services rendered or goods sold the Foundation in an arm's length business transaction or unless such compensation be in the nature of reimbursement upon authorization of the Board of Directors for the reasonable expenses incurred in carrying out of proper corporate business.
- b) The Board of Directors shall require full and complete documentation of any request for corporate funds payable to any member of the Foundation. Reimbursement of expenses will be at the prevailing rate paid to employees of the Foundation and College.

