

**BYLAWS
OF
FLORIDA VETERANS FOUNDATION, INC.
A Florida Not-For-Profit Corporation Established As A
Direct Support Organization of the Florida Department of Veterans' Affairs**

ARTICLE I: FLORIDA DEPARTMENT OF VETERANS AFFAIRS

The name of the Corporation shall be FLORIDA VETERANS FOUNDATION, INC.

ARTICLE II: PRINCIPLE OFFICE AND REGISTERED AGENT

Section 1. *Principal Office.* The principal office of the Corporation shall be at 2601 South Blairstone Road, C-300, Tallahassee, Florida 32399.

Section 2. *Other Offices.* The Corporation may have such other office(s) at such suitable place(s) within the state of Florida as may be designated from time to time by the Board of Directors.

Section 3. *Registered Agent.* The Registered agent for Corporation shall be Andrew Bernard, Esq., Florida Department of Veterans Affairs, 2601 South Blairstone Road, C-300, Tallahassee, Florida 32399.

ARTICLE III: PURPOSE

Section 1. *The Corporation.* The Corporation is established to operate as a Direct Support Organization of the Florida Department of Veterans' Affairs as provided by section 292.055, Florida Statutes, and shall operate exclusively for the direct or indirect benefit of the Florida Department of Veterans' Affairs, the veterans of the state, and congressionally chartered veteran service organizations, and must at all times operate in a manner consistent with the goals of Florida Department of Veterans' Affairs and the best interests of the State.

The purpose for which the Corporation is organized is to operate exclusively for charitable and educational purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) to educate the public about the needs of veterans and to assist the livelihood and general welfare of Florida resident veterans of the military services of the United States of America; and within such limits, to promote and facilitate charitable activities in the United States, primarily by soliciting and receiving contributions, grants, devises and bequests, and other funds, and holding, investing and otherwise applying the whole, or any part thereof, for the support of the livelihood and general welfare of Florida-resident veterans of the military services of the United States of America, including educational and charitable organizations which may contribute to that goal; and, consistent with the above, to exercise all powers available to not-for-profit corporations under section 617.0302 of the Florida Not-For-Profit Corporation Act.

The Foundation is organized and operated exclusively for charitable and educational purposes within the meaning of sections 170(c)(2)(B), 501 (c)(3), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code, as amended. No part of the net earnings of the Foundation shall inure to the benefit of or be distributed to its directors, officers, other private individuals or organizations organized and operated for profit (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 as herein stated).

No substantial part of the activities of the Foundation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless Section 501 (h) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), shall apply to the Foundation, in which case the Foundation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. The Foundation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

Notwithstanding any other provisions herein, the Foundation shall not carry on any activities not permitted to be carried on (a) by any organization exempt from federal income taxation under section 501 (a) of the Internal Revenue Code, as amended, as an organization described in section 501 (c)(3) or (b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code, as amended.

ARTICLE IV: OPERATING AGREEMENT & ANNUAL DEPARTMENT CERTIFICATION

Section 1: *The Foundation*. The Foundation shall enter into an operating agreement with the Florida Department of Veterans' Affairs which at a minimum shall require that the Foundation receive annual certification from the Department of Veterans' Affairs that it is complying with the terms of the Operating Agreement and is doing so consistent with the goals and purposes of the Department and in the best interests of the State. This certification must be made annually and reported in the official minutes of a meeting of the Foundation. The Operating Agreement shall provide for the reversion of moneys and property held by the Foundation: (1) to the Department if the direct-support organization is no longer approved to operate for the department; (2) to the Department if the direct-support organization ceases to exist; or (3) to the State if the Department ceases to exist. The Operating Agreement shall also provide for the disclosure of its material provisions, and the distinction between the department and the Foundation, to donors of gifts, contributions, or bequests, including such disclosure on all promotional and fundraising publications through the following statement:

Florida Veterans Foundation is a direct support organization of the Florida Department of Veterans ' Affairs, certified annually to operate in a manner consistent with the interests of the Department and the State of Florida. If the Foundation ever ceases to serve in such capacity or discontinues its

operations its assets will revert to the ownership of the Florida Department of Veterans' Affairs or to the State of Florida.

ARTICLE V: BOARD OF DIRECTORS

Section 1. *Certification.* There shall be a Board of Directors of the Foundation which, subject to the Operating Agreement between the Foundation and the Florida Department of Veterans' Affairs and subject to annual certification by the Florida Department of Veterans' Affairs, shall supervise and control the property and affairs of the Foundation.

Section 2. *Manner of Appointment and Terms.* The Foundation Board of Directors shall consist of no fewer than five members who shall be appointed by the Executive Director, Florida Department of Veterans' Affairs. The Executive Director of the Florida Department of Veterans' Affairs or his or her designee shall be an ex-officio member of the Board. Congressionally chartered veteran service organizations in Florida may recommend nominees to the Board to the Executive Director. The term of office of Board members shall be 3 years, except that the terms of the initial appointees shall be for 1 year, 2 years, or 3 years in order to achieve staggering of terms. In making appointments, the Executive Director shall designate the term of the appointee. A Board member may be reappointed when his or her term expires.

Section 3. *Qualifications.* Board members must be current residents of the State of Florida. A majority of the Board members must be veterans, as defined in section 1.01 (14), Florida Statutes, and highly knowledgeable about the United States military, its service personnel, its veterans, and its missions. The Directors shall receive no compensation; except for reasonable reimbursement of authorized travel expenses not exceeding the reimbursement authorized the State of Florida employees.

Section 4. *Powers.* The Corporation shall have all powers authorized under sections 617.0302 and 617.0303, Florida Statutes, and shall exercise that power through the Board of Directors, or persons designated in the Articles of Incorporation, these Bylaws, or Board resolution.

Section 5. *Vacancies.* Vacancies as they occur on the Board of Directors by removal, resignation, death, incapacity, or the like of one or more of the members thereof, shall be filled by the Executive Director, Florida Department of Veterans' Affairs.

Section 6. *Resignation.* Any Director may resign at any time by giving written notice to the Chairperson of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof, as determined by the Chairperson of the Board of Directors.

ARTICLE VI: BOARD MEETINGS

Section 1. *Annual Meeting.* The Board of Directors of the Foundation shall meet annually to review the actions of the Foundation Executive Committee, to receive the report of the

Chairperson of the Board on the status of the Foundation, and for such other purposes as may be placed on the agenda by the Executive Director of the Florida Department of Veterans' Affairs or the Chairperson of the Foundation.

Section 2. *Special Meetings.* Special meetings of the Board of Directors may be called at the direction of the Executive Director or the Chairperson of the Board, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 3. *Quorum.* A simple majority of all sitting Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Directors may attend meetings of the Board by telephone, and a member's telephonic attendance may be counted towards a quorum. However, the Chairperson of the Board may require personal attendance and bar telephonic attendance at his or her discretion for particular meetings.

Section 4. *Manner of Acting.* The vote of the majority of Directors at a meeting of the Board of Directors shall be the act of the Board of Directors. In the absence of a quorum, any action taken shall be a recommendation only, but may be valid if subsequently confirmed by a majority vote, in conformance with quorum requirements, of the Board of Directors.

Section 5. *Action without meeting.* Any action of the Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken, shall be signed by a majority of the Directors entitled to vote, prior to the taking of such action. Any such consent signed by all the Directors shall have the same effect as a vote taken at a regularly scheduled meeting.

Section 6. *Presumption of Assent.* A Director of the Foundation who is present at a meeting of the Board at which action on any Foundation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered into the minutes of the meeting.

Section 7. *Waiver of Notice.* Notice of Board meetings shall be given by the Chief Operating Officer of the Foundation at the request of any person authorized under these Bylaws. Whenever any notice of a meeting of the Board of Directors is required to be given under provisions of the Articles of Incorporation or these Bylaws, such notice shall be given either personally, by telephone, facsimile, e-mail, mail or telegram, addressed to the Director at his or her address as it appears on the records of the Foundation and, unless otherwise provided in these Bylaws, at least ten days before the date designated for such meeting. A waiver of notice, in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notice shall be deemed given at the time when the same is personally delivered, deposited in the United States mail, with postage thereon prepaid, transmitted by facsimile, sent by e-mail, or delivered to a telegraph company. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Presence at any meeting without objection shall constitute waiver of any required notice.

Section 8. *Sunshine Law Compliance.* Meetings of the Board of Directors are subject to Florida's Government in the Sunshine Law, and must comply with all applicable requirements of Chapter 286, Florida Statutes, including but not limited to:

- Meetings of the Board of Directors must be open to the public;
- Reasonable notice of such meetings must be given; and
- Minutes of the meetings must be taken

ARTICLE VII: BOARD OFFICERS; EXECUTIVE COMMITTEE

Section 1. *Chairperson and Vice Chairperson.* The Executive Director, Florida Department of Veterans' Affairs, or his or her designee, shall designate the Chairperson of the Board of Directors who shall have authority to direct all Board activities and who shall conduct all meetings of the Board and of the Executive Committee. The Chairperson shall appoint the members of the Executive Committee and all Board committees, temporary or permanent. There shall also be a Vice Chairperson who shall direct the Board and the Executive Committee and Chair meetings in the absence of the Chairperson.

Section 2. *Secretary.* There shall be a Board Secretary who shall oversee the Board's record keeping and oversee the recording of meeting minutes when required and report thereon. Membership and other certificates shall issue under the signature of the Secretary, which may be executed by others with the authorization of the Secretary.

Section 3. *Treasurer.* There shall be a Board Treasurer who shall oversee the keeping of the Foundation's financial records and who, when approval is required, may approve Foundation expenditures and payments. Together these Board officers shall be known as the "Executive Committee." Board Officers and members of the Executive Committee shall serve in those capacities at the pleasure of the Chairperson and may be removed or replaced at any time with or without cause. Except where its actions would be prohibited by law, or in conflict with the Operating Agreement, the Articles of Incorporation, these Bylaws or a resolution of the full Board of Directors, the Executive Committee shall have complete authority to conduct Foundation business between meetings of the Board, without additional Board authorization. The Executive Committee shall meet at the call of the Chairperson or the Vice Chairperson of the Foundation. Members may appear telephonically with the approval of the Chairperson. A majority vote of the Executive Committee shall be the will and the act of the Committee.

ARTICLE VIII: FOUNDATION OFFICERS

Section 1. *Chairperson of the Board.* The Chairperson of the Board of Directors shall be responsible for presiding over all board meetings ensuring the effective governance of the Foundation. The Chairperson shall not hold the title of Chief Executive Officer or President and shall not have any operational authority over the Foundation's day-to-day activities.

Section 2. *Chief Operating Officer.* The Chief Operating Officer shall be a non-voting member of the Board of Directors and shall be appointed by the Board. The Chief Operating Officer shall be responsible for managing the day-to-day operations of the Foundation,

implementing Board policies, and overseeing the staff. The Chief Operating Officer shall serve under a Memorandum of Understanding or a written contract, which shall outline the duties, responsibilities, and performance expectations. The Chief Operating Officer shall have the authority to negotiate and enter contracts, conduct fundraising campaigns, and manage the Foundation's finances, subject to the following conditions:

Section 3. *Finance Development.* The Chief Operating Officer can make purchases under \$1,000 without approval. The Chief Operating Officer shall not issue any payment whether by check or otherwise more than \$1,000 without prior approval in writing of the Board Treasurer and Chairperson (or Vice Chairperson if the Chairperson is unavailable). The Chief Operating Officer shall not issue any payment whether by check or otherwise more than \$10,000 without prior approval from the Board. The existence of a contract, agreement, debt obligation, instrument for obtaining credit, Board Resolution, affirmative vote of the Board of Directors as reflected in the Board minutes, or other instrument authorizing a course of conduct requiring expenditures or demonstrating a financial obligation approved by the Board of Directors shall constitute sufficient authorization for the Chief Operating Officer to make all payments he or she deems necessary thereunder.

Subject to Board oversight, the Chief Operating Officer, or persons acting under his supervision, shall maintain the Foundation's records and books, and shall be the custodian of the minutes of meetings when required. The Chairperson shall give notice of meetings whenever required under these Bylaws at the request of any person authorized under these Bylaws. Prior to the commencement of each fiscal year, the Chief Operating Officer shall prepare a proposed budget for the upcoming year which shall include the Chairpersons fundraising projections and projections of operating expenses. The Chief Operating Officer shall periodically advise the Executive Committee of the Foundation's budgetary progress. The Chief Operating Officer shall supervise all Foundation employees and contracts and shall regularly report to the Executive Committee and Board of Directors regarding the Foundation's operations. The Chief Operating Officer shall advise the Board or shall take steps to assure that the Board has adequate advice, regarding legal and accounting requirements, and continuing compliance with the requirements of the Internal Revenue Service regarding maintenance of tax-exempt status. The Chief Operating Officer shall advise the Board or assure that the Board has adequate advice regarding the development and review fiscal policies for the Foundation, shall ensure that all monies of the Foundation are deposited in a bank approved by the Board of Directors, and that authorized disbursements are made therefrom.

ARTICLE IX: MEMBERS; PARTNERS; SPONSORS; AFFILIATIONS

The Foundation may have one or more categories of members, partners and sponsors as may be approved by resolution of the Board of Directors from time to time. All memberships of any type shall be non-voting. In addition, Foundation may affiliate with other organizations at the state national or local level and may form additional related organizations where it would further the purposes of the Foundation to do so.

ARTICLE X: REGIONAL AND LOCAL BOARDS

The Board of Directors with the approval of the Executive Director of the Department of Veterans' Affairs may authorize the creation and recognition of one or more regional Boards which shall support the programs of the Foundation and which shall operate under the authority and only to the extent authorized by the Foundation Board of Directors, subject to the day to day supervision of the Foundation Chief Operating Officer as evidenced in a written agreement approved by the Foundation Board of Directors and executed by the Chief Operating Officer for the Board. Regional and local Boards shall exist primarily for the purpose of fundraising and may be created to raise funds for a particular local or regional project or to support the Foundation's general fundraising purposes on an ongoing basis. Regional and local Boards shall have the number of Members designated in their agreements with the Foundation and their members shall be appointed and may be removed at any time with or without cause by the Executive Director of the Department of Veterans' Affairs. Local Boards may, at the specific request of the Chairperson, the Executive Director, or the Chief Operating Officer, act as spokespersons on behalf of the Foundation and may offer advice regarding local or regional issues to the Foundation. As other Board members, Regional Board members shall receive no compensation, except for reasonable reimbursement of pre-authorized travel expenses. A Regional Board member of the Foundation shall hold office until his or her successor shall have been duly appointed and shall be qualified until disabled or removed.

ARTICLE XI: THE FISCAL YEAR

The fiscal year of the Foundation shall commence July 1 of each calendar year and terminate on June 30 of the following calendar year.

ARTICLE XII: SEAL

The Board of Directors of the Foundation may authorize the creation of its own seal, may request permission of the Department of Veterans' Affairs to use the Department seal and may upon appropriate authorization use the Great Seal of the State of Florida.

ARTICLE XIII: INDEMNIFICATION AND LIMITS ON LIABILITY

Section 1. *Indemnification.* Unless expressly prohibited by law, the Foundation shall fully indemnify any Officer, Employee, Contract Service provider or Board Member who is made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such Officer, Employee, Contractor or Board Member or such person's testator or intestate estate, is or was a director, officer, employee or agent of the Foundation or serves or served any other enterprise at the request of the Foundation, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding. Unless expressly prohibited by law, the Foundation shall have the option of providing a defense or reimbursing for the expenses of a defense.

Section 2. *Limitation of Liability.* It is the belief of the Board of Directors, that the Foundation is a corporation primarily acting as instrumentality of the State within the meaning of section 768.28(2) Florida Statutes, and is to be treated as a state agency for purposes of tort liability, and that accordingly, no officer, employee, or agent of the Foundation shall be held personally liable in tort or named as a party defendant in any action for any injury or damage suffered as a result of any act, event, or omission of action in the scope of her or his employment or function, unless such officer, employee, or agent acted in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

Furthermore, in any proceeding against an officer, employee, contract service provider or director who receives compensation for his or her services as such, the damages assessed arising out of a single transaction, occurrence or course of conduct shall not exceed the amount of compensation received by the officer or director from the Foundation during the twelve months immediately preceding the act or omission for which liability was imposed. An officer or director who serves the Foundation without compensation for his or her services shall not be liable for damages in any such proceeding. Notwithstanding the foregoing, the liability of an officer or director shall not be limited as provided in this section if the officer or director engaged in willful misconduct or a knowing violation of the criminal law.

ARTICLE XIV: BOOKS AND RECORDS

The Foundation shall keep complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, the Executive Committee and each other committee of the Board of Directors. The books and records of accounts will be subject to an annual audit as required by Section 215.98, Florida Statutes. Audit findings will be made available to the Board of Directors and the Executive Director, Florida Department of Veterans' Affairs.

ARTICLE XV: AMENDMENTS TO BYLAWS

These Bylaws may be amended by a majority vote at any meeting of the Board of Directors.

ARTICLE XVI: PUBLIC RECORDS

The Foundation shall make its records available in accordance with Chapter 119, Florida Statutes, and the exemptions thereto, and the Florida laws governing the maintenance of corporate records under Chapter 617, Florida Statutes.

ARTICLE XVII: GOVERNING LAWS

The Foundation shall be governed by the corporate and general laws of the State of Florida and shall be headquartered in Leon County Florida.

THESE BYLAWS are hereby accepted and approved by majority vote of the Board of Directors of the Florida Veterans Foundation at its organizational meeting held this 14th day of November 2024.

Signature of:



Dennis O. Baker, CDR, USN, Ph.D.
Chairperson, Florida Veterans Foundation

Date: December 16, 2024

Circulated to Board of Directors on November 7, 2024
Amendments to bylaws approved on November 14, 2024

