

*Revised and Approved by the Foundation Board of Directors  
at the Board Meeting held on February 18, 2009  
(Previous Revision: November 15, 2005)*

## **By-laws of the College of Central Florida Foundation, Inc.**

### **Foundation Mission**

The College of Central Florida Foundation's mission is to identify, solicit and acquire restricted and unrestricted resources to support the college in providing educational services to Citrus, Levy and Marion Counties.

### **Major Directions**

- To create public awareness of the college and foundation
- To provide funds for restricted scholarships/chairs
- To provide unrestricted funds for the college
- To prudently manage the assets of the foundation for the college
- To secure foundation operational funds to ultimately support the college

## **ARTICLE I OFFICES**

The registered office of the corporation in the State of Florida shall be located in the City of Ocala, County of Marion.

## **ARTICLE II BOARD OF DIRECTORS**

### **Section A. Directors**

1. **Voting Directors**: There shall be a total of not less than fifteen (15) and not more than thirty (30) directors selected in the manner provided by the Charter of the corporation. The directors shall be representative of the three counties served by the college.
2. **Duration of Term**: The term for each voting director shall be three (3) years. Each director's term shall begin on January 1 or July 1, following the board of directors' approval. Each director's term shall expire December 31 or June 30 of their third year of service. Upon serving two consecutive terms, a director shall be required to wait one year before becoming eligible to be reappointed to the board. *(Terms of service for current board members will be reaffirmed as of January 1, 2009. Board members who joined the board prior to 2007 will be considered to be beginning their second term. Those members who joined the board during or after 2007 will be considered as beginning their first three-year term.)*

### 3. **Non-voting Representatives:**

- a. The Chair of the CF District Board of Trustees shall appoint one representative to serve on the CF Foundation Board of Directors.
- b. The College President shall appoint one college representative to serve on the CF Foundation Board of Directors.
- c. The President of the CF Alumni Association, or designated representative, shall serve on the CF Foundation Board of Directors.

4. **Recommitment:** Each elected voting director shall recommit in writing on an annual basis to the goals and objectives of the Foundation as well as to his or her personal commitment to the Foundation.

**Section B. Membership:** Any member of the Board of Directors may propose membership for any prospective member who expresses an interest in the purposes and objectives of the corporation and the advancement of the college. Membership shall be open to all persons expressing such interest regardless of sex, race, creed, national origin or religious affiliation. Membership proposals may be presented throughout the year; however, the Executive Committee shall take action on membership proposals twice per year normally at its October and May meetings and shall make membership recommendations to the Board of Directors for approval at the next meeting of the Board of Directors following such action.

**Section C. Director Approval:** The affirmative vote of the majority of those present at the regular October and May meetings of the Board of Directors shall be sufficient to admit a director to the Board.

**Section D. Attendance:** Directors are expected to be regular in attendance at meetings of the board. The Executive Committee may ask a member to resign from the Board if that director has more than three (3) consecutive absences or more than three (3) absences within a period of one (1) year. Attendance shall include being present via videoconferencing, teleconferencing or other conferencing devices as available to the Board and College.

**Section E. Leave of Absence:** Upon written request, the Board may grant an official leave of absence for a period to be determined. Members on leave of absence shall be considered non-voting members.

### **Section F. Meetings**

1. **Frequency of Meetings:** Meetings of the Board of Directors shall be held at least quarterly at the College of Central Florida, Ocala, Florida, or such other place as may be designated by the Chair, the day and hour to be determined by the Chair.

2. **Special Meetings:** Special meetings of the Board of Directors may be held at any time and place designated by the Chair.

3. **Quorum**: At least 50% of the voting members shall constitute a quorum at any meeting of the Board of Directors or Executive Committee. When a vote is taken it shall be decided by a majority of those voting members present. A quorum may also be established if at least one-third of the voting members are present and unanimously approve a motion to declare a quorum. However, a majority of all voting members of the Board of Directors must concur in the following:

- a. Election of members of the Board of Directors;
- b. Election of officers of the Board of Directors;
- c. Amending these By-laws; and
- d. Amending the Articles of Incorporation.

4. **Minutes**: Minutes shall be kept by the corporate secretary in the corporate minute book.

5. **Notice**: Notice of each meeting, regular or special, shall be mailed or e-mailed as designated by each member by the Secretary to each of the directors not less than five days preceding any such meeting. In the event the notice is of a special meeting, such notice shall indicate briefly the objects thereof. Public notice of each meeting shall comply with the Board's current policy statement on Florida government in the sunshine.

6. **Rules of Procedure**: Where applicable, the Chair shall follow Robert's Rules of Order in conduct of meetings.

**Section G. Organization**: The Chair shall act as presiding officer of the Board of Directors, and in the Chair's absence the Vice Chair of the corporation shall act as such Chair. In the absence of both the last mentioned officers from any such meeting, the Board may elect any member to act as presiding officer of any meeting of the Board of Directors.

#### **Section H. Executive Committee**

1. The Executive Committee of the Board of Directors shall consist of:

- a. the following voting members:

Chair,  
Vice Chair,  
Secretary,  
Treasurer,  
Two (2) Vice Presidents,  
Immediate Past Chair, and  
One (1) Member-at-Large.

- b. the following non-voting representatives:

One College Trustee Representative (designated by Chair of District Board of Trustees)  
One College Representative (designated by College President)  
One Alumni Association Representative (designated by the CF Alumni Association)

2. At least 50% of voting members shall constitute a quorum of the committee, and the approval

or adoption of any matter shall be made by the affirmative vote of a majority of members present. A quorum may also be established if at least one-third of the voting members are present and unanimously approve a motion to declare a quorum.

3. The Executive Committee shall meet at the call of the Chair, and minutes shall be kept by the Secretary in the corporate minute book. All action taken shall be reported at the next meeting of the Board of Directors.

4. 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; provided, however, the Executive Committee shall have no authority to alter, amend or repeal the corporation charter or By-laws, or to appoint directors.

5. The Executive Committee shall serve as the Foundation's nominating committee, to be chaired by a designee of the Board Chair.

6. Public notice of each meeting shall comply with the Board's current policy statement on Florida government in the sunshine.

7. Where applicable, the Chair shall follow Robert's Rules of Order in conduct of meetings.

### **ARTICLE III OFFICERS**

**Section A. Officers:** The officers of the corporation shall consist of a Chair, Vice-Chair, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by one individual. The term of officers will be one year. Officers can be re-nominated for an additional one year term. Nominations will be taken once per year at the October meeting of the Executive Committee and presented for action at following meeting of the Board of Directors. Officers' terms of service begin in January.

**Section B. Chair:** The Chair shall preside at all meetings of the Board of Directors and shall do and perform such other duties as from time to time may be assigned to him/her by the Board of Directors. In those instances when a second signature may be required on a check, the Chair is authorized to sign.

**Section C. Vice Chair:** The Vice Chair shall preside at all meetings of the Board of Directors in the absence of the Chair. The Vice Chair shall do and perform such duties as from time to time may be assigned to the Vice Chair by the Board of Directors and shall also do and perform all duties which might or should be performed by the Chair when the Chair is ill, absent or otherwise unavailable. The Vice Chair shall act as Parliamentarian at all Executive Committee meetings and Board meetings. In those instances when a second signature may be required on a check, the Vice Chair is authorized to sign.

**Section D. Secretary:** The Secretary shall review the minutes of all Executive Committee and

Board meetings and shall sign as having reviewed the minutes for their accuracy and completeness. The Secretary will serve as a corporate officer and member of the Executive Committee. As a corporate officer, and once approved by the Executive Committee or Board, the Secretary is authorized to sign official corporate documents on behalf of the Foundation. In those instances when a second signature may be required on a check, the Secretary is authorized to sign.

**Section E. Treasurer:** The Treasurer shall serve as a member of the Executive Committee. The Treasurer will provide advice and assistance to the Chief Development Officer on budgeting, investments, financial management and general financial planning. The Treasurer will make periodic reports to the Executive Committee and to the Board. As a corporate officer, and once approved by the Executive Committee or Board, the Treasurer is authorized to sign official corporate documents on behalf of the Foundation. In those instances when a second signature may be required on a check, the Treasurer is authorized to sign.

**Section F. Immediate Past Chair:** The Immediate Past Chair shall serve as a member of the Executive Committee. In those instances when a second signature may be required on a check, the Immediate Past Chair is authorized to sign.

#### **ARTICLE IV CHIEF DEVELOPMENT OFFICER'S ROLE**

The Chief Development Officer, who is appointed by the College President, shall be the Chief Executive Officer of the Foundation and will prepare all agendas and maintain the official records for the organization.

#### **ARTICLE V STANDING COMMITTEES**

The Chair shall appoint standing and ad hoc committees as may be required.

#### **ARTICLE VI AMENDMENTS**

**Section A:** These By-laws may be altered, amended, rescinded or repealed at any regular or special meeting of the Board of Directors by the affirmative vote of a two-thirds (2/3) majority of said Board.

**Section B:** The Articles of Incorporation of the corporation may be altered or amended at any regular or special meeting of the Board of Directors by resolution approved by the affirmative vote of a two-thirds (2/3) majority of the Board, consistent with Florida law.