

*Bylaws of The*

**The Education Foundation of Collier County, Inc.**

AS RESTATED ON ~~NOVEMBER 18, 2025~~ SEPTEMBER 24, 2024

ARTICLE I GENERAL

Section 1. Name. The name of this incorporated organization is The Education Foundation of Collier County, Inc. (the "Foundation"). The Foundation is registered with the Secretary of State of Florida doing business as "Champions For Learning."

Section 2. Purpose. The Foundation shall be a nonprofit organization formed for the purpose of improving the quality of education by increasing community involvement with, and support for, Collier County schools.

Section 3. Applicable Laws. The Foundation shall adhere to all applicable local, state, and federal laws which apply to a nonprofit organization, including those in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II MISSION

Section 1. Mission. To serve as a catalyst for educational success by investing in Collier's students and educators.

ARTICLE III MEMBERSHIP

The general membership of the Foundation shall be the members of its Board of Directors (the "Board").

ARTICLE IV THE BOARD OF DIRECTORS

Section 1. Powers and Responsibilities. All corporate powers and fiscal responsibilities of the Foundation shall be exercised by or under the authority of the Board.

Section 2. Size and Composition. The ~~total number of Board members~~ shall consist of not more than twenty-five (25) members and not fewer than ten (10) members as determined by resolution of the Board, comprised as follows:

- A) Officers. The persons elected by the Board to serve as the following officers shall be elected from the members of the Board. Therefore, the Board shall include those persons holding the following offices:
  - 1. Chair. The Chair shall preside over the business of the Foundation and at all meetings of the Board. The Chair shall be an ex-officio member of all committees. The Chair shall chair the Board ~~and~~ the Executive Committee ~~and the Governance Committees~~ but shall not chair any other

**Commented [MR1]:** Denise questioned if Standing Board Members are included in 10-25 member size. Does this edit clarify?

**Commented [MR2]:** Currently we have 2 Governance Committees - Executive and Board Development. This revision allows for someone other than the Board Chair to chair the Board Development Committee. Martha

committee. The Chair shall also have such other responsibilities as may be designated from time to time by the Board.

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2. Vice Chair. There shall be no more than three (3) Vice Chairs. The Vice Chair shall have such responsibilities as designated from time to time by the Board. The Chair shall designate a Vice Chair or an Executive Committee member to preside at any meetings of the Board or Executive committee when the Chair is absent.
  3. Secretary. The Secretary shall review minutes of all meetings of the Board and the Executive Committee, shall execute and deliver any necessary documents in the name of and on behalf of the Foundation and shall also have such other responsibilities as may be designated from time to time by the Chair or the Board.
  4. Treasurer. The Treasurer shall be responsible for reviewing the accounting of the Foundation and depositing and/or investing Foundation funds in accordance with policies adopted by the Board, and shall chair the Finance Committee and other Finance chartered committees (or appoint someone to chair such chartered committees) and shall have such other responsibilities as may be designated from time to time by the Chair or the Board.
  5. Immediate Past Chair. The Immediate Past Chair shall counsel, advise and assist the Chair and the Board and have such other responsibilities as may be designated from time to time by the Chair or the Board. The Immediate Past Chair shall be filled by the Chair after serving the term as Chair or as designated by the Board.
  6. Other Officers. The Executive Committee of the Board may create such other Officers and assign such duties as it determines by resolution.
- B) Standing Positions. The persons holding certain positions shall, as a result of holding those positions, be members of the Board. Persons holding Standing Positions are not subject to terms or term limits.
1. A member of the District School Board of Collier County Public Schools ("School Board"), to be selected by the School Board. While the selection of which School Board member shall serve on the Board is to be made by the School Board, the Foundation encourages the appointment to coincide with the term of the members of the Board, presently beginning July 1 of each year.
  2. The Superintendent of Collier County Public Schools; and
  3. The President and CEO of the Foundation.

Section 3. Voting. Each member of the Board, other than the President and CEO of the Foundation, shall have an equal vote. The President and CEO of the Foundation shall be a nonvoting position.

Section 4. Terms. Each member of the Board shall be elected to a three-year term which shall expire on June 30 of the third year after the calendar year (July 1 – June 30) in which elected. At the end of each of their terms, members may be invited by the Board Development Committee to remain on the Board for an additional three-year term for a total not to exceed nine consecutive years. A prior member of the Board shall be eligible for re-election one year after the expiration of such member's most recent term, subject to the following exceptions:

- A) A person elected as a Chair shall continue as a member of the Board beyond the otherwise expiration of the term in order to fill the position as Immediate Past Chair. A Chair's initial term shall be one (1) year but a Chair may be reappointed for successive terms.
- B) At any time, the Board may act to temporarily expand the number of at-large members of the Board until the next election.
- C) By majority vote, the Board may waive any term limitations.

Section 5. Quorum. A quorum for the transaction of business at any meeting of the Board shall be a simple majority of the number of voting Board members then serving. Board members may participate in any meeting of the Board through the use of any means of communication, provided that all Board members participating may simultaneously hear each other during such meeting. A meeting at which a quorum is initially present may continue to transact business notwithstanding members leaving the meeting. Directors may vote and appear at meetings by proxy.

Section 6. Compensation. No Director (other than the President and CEO) shall receive, directly or indirectly, any compensation for his or her services as Director, nor shall a Director use the position with the Foundation for personal monetary gain. The Board may authorize reimbursement for reasonable expenses incurred by Directors in connection with Foundation business.

Section 7. Absences. In the event a member of the Board shall be absent for three consecutive regular meetings of the Board, the Chair may declare the position vacant, and shall so notify the member, and the Board Development Committee may proceed to fill the vacancy.

Section 8. Removal of Member of Board. A member of the Board may be removed, with or without cause, by the vote of two-thirds (2/3) of Directors present at a regular meeting.

Section 9. President and CEO. The Board shall employ a President and CEO and shall determine the salary and other considerations of employment. The President and CEO shall serve as the chief executive officer and, subject to the direction of the Board, shall have general supervision over the daily operations of the Foundation. The President and CEO shall prepare or cause to be prepared the annual financial budget (subject to approval of the Board) of the Foundation and shall have such other authority and perform such other duties as may be determined from time to

**Commented [MR3]:** Our Executive Committee determines salary and benefits of the CEO. During Eric's hiring, because of timing considerations, the Executive Committee gave the Search Team parameters to negotiate salary and benefits. We went to the board for approval of Eric, but I don't believe the discussion included salary and benefits.

Is it too complicated to have the board "determine" salary and other considerations of employment? Should the bylaws state approval of salary and benefits is responsibility of Executive Committee and board approves hire?

time by the Board. The President and ~~President-CEO~~ shall be a non-voting member of all committees of the Board, in addition to being a non-voting member of the Board.

Section 10. Emeritus Board Members. Persons who have served as Board members and are now past Board members may be considered for Emeritus status by the Board Development Committee. The election of a former Board member for Emeritus status shall be recommended by the Board Development Committee and approved by the Board.

#### ARTICLE V OFFICERS

Section 1. Number and Qualification. The officers of the Foundation shall be chosen from the members of the Board. In an emergency, the order of succession, when the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office, shall be as follows (unless otherwise provided by the Board): Chair, Vice Chair[s] Secretary, Treasurer, Immediate Past Chair.

Section 2. Term of Office. The officers of the Foundation shall be elected ~~annually~~,annually by the Board.

#### ARTICLE VI ELECTION OF DIRECTORS AND OFFICERS

##### Section 1. Annual Election Process.

- A) Slate. After receiving input from current Board members and the President and CEO, the Board Development ~~Committee~~Committee, shall present a slate of candidates for Directors and Officers to the Chair by May 1<sup>st</sup> of each year. The Chair will submit the slate to the Executive Committee for review of and recommendation to the Board, completing the recommendation by no later than ~~the date designated by the Board Chair, the Executive Committee meeting in May.~~
- B) Publicity of Nominations. The Chair shall provide a copy of the Board Development Committee ~~slate of Directors and Officers slate~~ and ~~the~~ Executive Committee's recommendation ~~of the slate of the slate of members and officers~~ to each member of the Board, with notification of their "Right of Petition for Additional Candidates" within three (3) business days of the Executive Committee's action.
- C) Nominations from Directors. Additional candidates for any position included on the slate may be nominated in writing by at least five (5) members of the Board, which shall be submitted to the Chair of the Board Development Committee and the Chair of the Foundation within ten (10) business days after mailing of the slate to the Board, and shall be designated Petition for Additional Candidates.
- D) Determination.

**Commented [MR4]:** There probably will not be required time of notice between the Exec Committee Meeting and the Board Meeting. Suggest the board chair determines when the final slate is required each year. Martha

1. If a Petition for Additional Candidates is not timely made, the slate submitted by the Board Development Committee shall be approved at the next meeting of the Board.
2. If a Petition for Additional Candidates is timely made, a sample ballot for an election shall be mailed to the Board at least ten (10) business days prior to the next meeting of the Board, and an election shall take place at the beginning of that next meeting. Immediately after the election, the meeting shall recess while the President and CEO, the Chair of the Foundation, the Immediate Past Chair of the Foundation, and at least one person who has signed each Petition for Additional Candidates shall convene as an Election Board to determine the results of the election. The meeting of the Board shall be reconvened, and the results immediately announced.

Section 2. Vacancies on the Board. Upon a position as a member of the Board becoming vacant prior to the expiration of the term, the Board Development Committee may recommend to the Board a person to be elected as a new member. The Board shall vote on the recommendation, and if approved, then the person recommended shall immediately become a member. The term of the new member shall be determined in accordance with these Bylaws (i.e. the term shall expire on June 30 of the third year after the calendar year in which elected with an option for two additional terms).

Section 3. Vacancies in an Office. The Chair may appoint a Board member to fill the position of an officer on an interim basis until the process outlined in this Section is completed. Upon any office becoming vacant prior to the expiration of the term, the Board Development Committee may recommend to the Board a person from the Board to assume the responsibilities of that position. The Board shall vote on the recommendation of the Board Development Committee, and, if approved, the person recommended shall immediately assume the responsibilities of that office. The term of the new officer shall expire on the following June 30.

Section 4. Removal of Officers. An officer may be removed, with or without cause, by the vote of two-thirds (2/3) of Directors present at a regular meeting.

## ARTICLE VII BOARD COMMITTEES

Section 1. Board Committees. ~~Except as otherwise provided in these Bylaws, the Board Chair, in collaboration with the Executive Committee and President and CEO, may designate as needed a Board member lead of each of the Board areas of responsibility, subject to the approval of the Board.~~ Each Board chartered Committee may include persons who are not members of the Board; however, each Board Committee shall be chaired by a member of the Board or have a Board member liaison as a committee member. Updated charters shall be submitted to the Board Chair by September 1 of each year. ~~The Chair will present charters for approval at the September Executive Committee meeting.~~ The ~~Chair-Executive Committee~~ will present and recommend charters for approval at the September Board meeting.

**Commented [MR5]:** We have not used this. It is an added layer of bureaucracy. Committee Chairs have worked.

**Commented [MR6]:** In the Governance Charter approved at the 09.23.25 board meeting, the Executive Committee updates the charters and bylaws and submits them to the board for approval. One less step.

Section 2. Executive Committee. There shall be an Executive Committee of the Foundation.

A) Composition. The Executive Committee shall be comprised of the persons holding the following positions:

1. Chair;
2. Vice Chair[s];
3. Secretary;
4. Treasurer;
5. Immediate Past Chair; and
6. The President and CEO of the Foundation, as a non-voting member.

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B) Meetings and Responsibility. The Executive Committee shall meet at the call of the Chair; any two (2) members of the Executive Committee; or any five (5) members of the Board. The Executive Committee shall conduct the business of the Foundation between meetings of the Board and its meetings shall be held prior to the regular meetings of the Board or whenever called by the Chair. The Executive Committee shall have all authority of the Board except to the extent otherwise provided herein or limited from time to time by the Board, but in no event may the Executive Committee act on recommendations of the Board Development Committee with respect to election of members of the Board or Officers of the Foundation. Any person dealing with the Foundation may rely upon any act or authority of any act by the Executive Committee to the same extent as an act or authority of the Board. All action taken by the Executive Committee shall be reported to the Board at or before its next regular meeting. A majority of voting members of the Executive Committee shall constitute a quorum at any meeting.

Section 3. Finance Committee. There shall be a Finance Committee, which shall be responsible for the management and investment of money and all other financial aspects of the Foundation. In addition, the Finance Committee shall assist the President and CEO in the preparation of the annual budget to be submitted to the Board for approval and shall oversee obtaining an annual audit complying with the Generally Accepted Accounting Principles (GAAP). The Finance Committee shall be chaired by the Treasurer and include at least two (2) other Board members as selected by the Treasurer. Employees or representatives of an entity that manages the investments of the Foundation or is a custodian of assets of the Foundation must declare any conflict of interest and refrain from voting on such matters. The Finance Committee may establish committees, such as Audit and Compliance, which shall report to the Finance Committee:

Section 4. Governance. There shall be a Governance ~~area~~-Charter of Board ~~r~~Responsibilities including the Board Development Committee, Bylaws and Charters, Human Resource and Compensation Committees and the Executive Committee. The responsibilities, tasks and membership of the Governance Committees are noted in the Governance charter.

Section 5. Other Board Committees. The Chair, the Executive Committee or the Board may create other ad hoc Board committees from time to time and provide a scope of their task. The

Executive Committee or the Board may create other standing committees with the responsibilities of the committee noted in a charter.

Section 6. Board Committee Chairs. Chairs of Board Committees are as noted in their respective charters or rosters

#### ARTICLE VIII MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the Board to present for approval an annual budget and slate of Board members and officers shall be held as determined by the Executive Committee.

Section 2. Regular Meetings. Regular meetings of the Board shall be held as called by the Chair.

Section 3. Special Meetings. Special meetings of the Board may be called by the Chair or by any five (5) directors.

Section 4. Notice of Meetings. Notice of the meetings shall be transmitted by mail or electronic means to the members of the Board at least ten (10) business days before the date of the meeting.

#### ARTICLE IX DISSOLUTION

The Foundation shall use its funds only to accomplish the vision and mission specified in these Bylaws and subject to a donor's gift agreement. No part of said funds shall inure, nor be distributed to, members of the Board. On dissolution of the Foundation, any funds remaining shall be distributed, in accordance with gift agreements and donor intentions, to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board as defined in Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE X AMENDMENTS

These Bylaws may be amended (including restated) by two-thirds of the members of the Board present and voting at any meeting. A copy of any proposed change to the Bylaws shall be provided to each member of the Board, along with a notice of the meeting, at least ten (10) business days prior to the meeting.

#### ARTICLE XI MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year shall begin July 1 and shall end June 30.

Section 2. Limitation of Authority. No action by any member, committee, division, employee, director, or officer shall be binding upon or constitute an expression of the policy of the Foundation without the approval (or ratification) of the Board or the Executive Committee.

Section 3. Rules. Robert's Rules of Order (in its most recent edition at the date of its use) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws nor by other specific rules of procedure adopted by the Foundation for Board meetings, Executive

Committee meetings and other Committee meetings to ensure fairness, impartiality and respect for minority views without unduly burdening majority rights. The ruling of the chair of the meetings, unless the chair or Board designates another person as Parliamentarian, shall be binding on all matters of procedure unless contrary to law or these bylaws.

**Section 4. Indemnification.** The Foundation shall provide for indemnification by the Foundation of any and all of its directors, or former directors, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties by reason of having been directors of the Foundation except in relation to matters as to which such directors shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

**Section 5. Electronic Correspondence.** Any consents, notices, or other matters set forth in these By-Laws as having to be done in writing may be done electronically as well.

#### **ARTICLE XII SARBANES-OXLEY PROVISIONS**

The Foundation intends to comply with the best practices as outlined by the Sarbanes-Oxley Act for a non-profit organization. The Board shall establish such policies as necessary to put such practices into effect. To the extent not in conflict with such directions, the following shall apply:

**Section 1. Record Keeping.** The Board, President and CEO and employees of the Foundation shall not knowingly alter, destroy, mutilate, conceal, cover-up, falsify or make false entry of any record, document or tangible object with intent to impede, obstruct or influence the investigation or property administration of any matter within the jurisdiction of any federal agency, department or court or of the Board.

**Section 2. Whistle Blower and Grievance Policies.** The Foundation maintains and reviews annually its Whistle Blower and Grievance policies which are made available to all Board members and employees. The Board, President and CEO and employees may not take any action harmful to a person with intent to retaliate against that person for providing a law enforcement officer, the Executive Committee, or the President and CEO with truthful information relating to the commission or probable commission of any action regarding fraud or noncompliance with any state or federal law or any organizational policy

**Section 3. Ethics.** The Board, President and CEO and employees shall conduct themselves to reflect a commitment to operating in the best interest of the Foundation and in compliance with applicable law, ethical fairness standards and the organization's governing documents. The Board shall annually disclose any actual or potential conflicts to the President and CEO. The Board, President and CEO and employees shall keep confidential all Foundation business including the decisions of matters at Board meetings.

**Section 4. Joint Venture.** The Board shall adopt a policy prior to investing in, constructing assets to, or participating in any joint venture or similar arrangement with a taxable entity. The Board shall evaluate the impact of such an arrangement under Federal tax law and take such steps as needed to protect the Foundation's exempt status.

Section 5. Tax Filings. Unless otherwise designated by the Board, the Finance Committee shall be provided with a copy of the Form 990 prior to its filing and given the opportunity to review and comment on the form. The Foundation shall make the Form 990 available to all Board members by actual delivery, by making the form available on its website or by such other access as the Chair may determine.

Section 6. Public Disclosure of Documents. The Foundation shall make available all documents required to be made available to the public by linking same on its website or by providing a copy upon reasonable request and the payment of reasonable costs and expenses.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the present elected and acting Secretary of the Education Foundation of Collier County, Inc., a Florida nonprofit corporation, and the foregoing have been duly adopted as the Bylaws of this corporation, at a meeting of the Board of Directors held on ~~September 24, 2024, November 18, 2025.~~

SECRETARY

By: \_\_\_\_\_

Secretary

Date: \_\_\_\_\_