



# BYLAWS

of

THE SEASIDE SCHOOL FOUNDATION, INC.

*Adopted June 13, 2019*

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The Bylaws of THE SEASIDE SCHOOL FOUNDATION, INC. are adopted for the purpose of governing the corporation by reference to the terms and conditions of the Articles of Incorporation referred to herein.

#### ARTICLE I: NAME AND RELATIONSHIP

**Section 1. Name:** The name of the corporation is THE SEASIDE SCHOOL FOUNDATION, INC., hereinafter referred to as the "Foundation".

**Section 2. Relationship:** THE SEASIDE SCHOOL FOUNDATION, INC. is a separate independent, not for profit corporation; and is not affiliated with any state or national organization.

#### ARTICLE II: MISSION

The Foundation's primary mission, is to take a long-term approach to raise, invest and spend funds in support of The Seaside School, Inc. ("School") and to steward those funds so they provide support in perpetuity. The Foundation raises money and grants funds to the School to help the School fulfill its mission and educate children.

#### ARTICLE III: PURPOSE

The general purpose of the Foundation shall be without profit to:

- A. Act as a direct support organization to receive, hold, invest and administer funds and property and to make expenditures to or for the benefit of the School.
- B. To accept charitable donations from individuals or other organizations to further the purposes of the School.
- C. To benefit the School, a non-profit corporation, and such other qualified 501(c)(3) entities directly related to the School, as may be designated by the Board of Directors from time to time.

#### ARTICLE IV: TERRITORY

The territory in which the Foundation is principally in the United States of America, and its territories and possessions, (The "Territory"). The primary activities of the organization shall:

- A. Take place principally in Walton County, Florida, but the operation of the Company shall not be limited to such territory.
- B. Serve the School, a Florida not for profit corporation, a qualified education institution, and such other qualified 501(c)(3) entities as may be designated by the Board of Directors from time to time, but not limited to such territory.

C. Solicit contributions from residents and organizations of The Territory and neighboring areas not currently served by another Foundation, but not limited to The Territory.

## ARTICLE V: DONATIONS

Monetary donations will be accepted to defray operational and capital expenditures and to provide funds to support the School

## ARTICLE VI: BOARD OF DIRECTORS

**Section 1. Powers:** Subject to the provision of its Articles or By-Laws, business shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such acts and things as set forth in the Articles or in accordance with these Bylaws and permitted by the laws of the State of Florida.

**Section 2. Number:** The Board of Directors is composed of Directors. The number of Board of Directors for the Foundation shall be at least five (5) and no more than nine (9).

**Section 3. Duties:** The role of the Directors is to assist in raising private funds and other resources for the School, to continue their personal financial support for the School, to identify others to engage with the School, to assist in stewardship-related activities, and to govern the Foundation and advocate on behalf of the School.

### Section 4. Terms of Office:

**A. Directors.** A Director will hold a four-year term commencing immediately following annual voting and continuing through the meeting closest to the end of four years, and is not eligible to serve more than two terms consecutively.

A Director who has served two terms consecutively may be re-elected to the Board after the expiration of one year following the end of his or her last term and will have the status of a new Director.

Vacancies occurring during a term will be filled for the unexpired portion in the manner provided for the appointment of Directors. Vacancies that are filled with less than one year of the term remaining will not be counted as a term for purposes of eligibility to serve two terms consecutively.

**1. Former Chairman of The Seaside School, Inc. Board of Directors.** The former Chairman of the School's Board of Directors will serve as a member of The Seaside School Foundation, Inc. Board of Directors for a one-year term immediately following the expiration of the former Chairman's term on the School's Board of Directors.

- a. This Director will be asked to attend four School Board meetings per year, as a Director for the Foundation.
- b. Should the former Chairman be unable or unwilling to serve on the Foundation Board, the former Chairman shall appoint another former Director of The Seaside School, Inc. Board of Directors, who just completed his or her term.

**C. Chairman Emeritus.** A Chairman Emeritus is appointed by the Board of Directors. Chairman Emeritus shall be selected from those board members who have served on the Foundation Board of Directors with distinction and excellence. Emeritus members shall serve a four-year term for as long as they remain active in the work of The Seaside School Foundation, and may end their term at any time.

Emeritus member candidates will have served the board with distinction and considered deserving of same for outstanding service.

The Chairman Emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve, and encouraged to attend all other events conducted by The Seaside School Foundation. The Chairman Emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

1. **Eligibility.** In order to be considered for designation as a Chairman Emeritus, a person must be a current or former member of The Seaside School Foundation Board of Directors who:
  - a. Has served as Chairman of the Board of Directors with distinction
  - b. Held an important leadership role, and made or continues to make significant contributions
  - c. Engaged in major volunteer or advocacy activities in his or her service on the board
  - d. Completed the term(s) for which he or she was appointed
  - e. Participates in one (1) or more activities (e.g., events, volunteerism, fund-raising, government relations, networking, etc.)

**D. Board Member Emeritus.** A Board Member Emeritus is appointed by the Board of Directors. Board Member Emeritus shall be selected from those board members who have served on the Foundation Board of Directors with distinction and excellence. Emeritus members shall serve a four-year renewable terms for as long as they remain active in the work of The Seaside School Foundation, and may end their term at any time. Emeritus member candidates will have served the board with distinction and considered deserving of same for outstanding service.

The Board Member Emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve, and encouraged to attend all other events conducted by The Seaside School Foundation. The Board Member Emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

2. **Eligibility.** In order to be considered for designation as a board member emeritus, a person must be a current or former member of The Seaside School Foundation Board of Directors who:
  - a. Has served on the Board of Directors with distinction
  - b. Held an important leadership role, and made or continues to make significant contributions
  - c. Engaged in major volunteer or advocacy activities in his or her service on the board
  - d. Completed the term(s) for which he or she was appointed
  - e. Participates in one (1) or more activities (e.g., events, volunteerism, fund-raising, government relations, networking, etc.)

**Section 5. Resignation:** A Director may resign at any time by submitting a written resignation to the Board President

**Section 6. Removal:** Any officer may be removed by the Board of Directors with or without cause upon the vote of majority of the Board.

**Section 7. Vacancies:** Vacancies in the Board of Directors shall be filled by appointee with majority vote of the currently serving Directors.

**Section 8. Conflicts of Interest:** No contract or other transaction between the Foundation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested will be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because the votes of such director or directors are counted for such purpose, if:

- (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors, all in the manner provided by law; or
- (b) the contract or transaction is fair and reasonable as to the Foundation at the time it is authorized by the Board or a committee.

## ARTICLE VII: ELECTIONS AND VOTING

Officers will serve a four-year term each commencing immediately following their election and continuing through the meeting closest to the end of four years. The offices of President, Vice President, Secretary, and Treasurer shall be filled and their terms of service shall be as set forth below.

If a vacancy occurs in an office, it shall be filled in the same manner as the original appointment or election, except that for elected offices an election may be held at any regular or special meeting, provided notice of the election is given in the notice of the meeting.

**Section 1. Board Members:** All Directors currently serving and in attendance may nominate and vote to appoint Board members at the annual fall meeting. The annual meeting shall occur September each year. All Directors currently serving and in attendance shall vote on agenda issues scheduled for discussion at Board of Directors or special meetings.

**Section 2. Officers:** All Directors in attendance may nominate and elect officers of the Board at the annual election meeting. All associates shall not vote on any issues scheduled for discussion of officers at Board of Directors or special meetings.

**Section 3. Chairman Emeritus:** The Officers of the board will appoint one (1) or more individuals for a Chairman Emeritus position.

**Section 4. Board Member Emeritus.** The Officers of the board will appoint one (1) or more individuals for a board emeritus position.

## ARTICLE VIII: POWERS AND DUTIES OF OFFICERS

**Section 1. President:** The President shall be the principal executive officer and shall supervise and control all business and affairs of the organization in accordance with the Bylaws of the Association. Duties include:

- A. Presides at all scheduled meetings and convenes special meetings as necessary.
- B. Spokesperson for the organization, however, the President may delegate authority to other Board members on a case by case basis.
- C. Appoints committees as required; and, in the event an office is vacated due to resignation, incapacitation, abandonment or for any reason, the President shall appoint a person to that office temporarily until such time as an election for that office can be held.
- D. Maintains public relations and communications with the School and association.

**Section 2. Vice President:** In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of the President and shall be subject to all restrictions upon the President in accordance with the Bylaws of the Corporation. Duties include, but are not limited to:

- A. Acts as assistant to the President in every capacity as regulated by the President.
- B. Assumes the duties of the President should the President become temporarily incapacitated.
- C. Assumes Presidency should the President become permanently incapacitated, resign, or vacate the office for any reason and appoint a Vice President temporarily until such time as an election for that office can be held.
- D. The office of Vice President can be filled by any other Board member as a collateral duty.

**Section 3. Treasurer:** The Treasurer is responsible for the financial management of the organization. Working in collaboration and under direction of the outside financial firm; duties include:

- A. Establish and maintain a checking account in a federal/state chartered commercial

bank in Walton County, Florida.

B. Accounts Receivable: Deposit any monies received by the organization in the established checking account in a timely manner.

C. Accounts Payable: Disburse funds from established checking account to pay organizational bills and expenses.

D. If deemed necessary, maintain a petty cash fund not to exceed \$100 for day to day operating expenses.

E. Preparation of financial reports:

i. Submits monthly report of credit and debits to Board of Directors at regular meetings.

ii. Submits annual report of operational expenses/disbursements and contributions/credits for calendar year to Board of Directors at January meeting.

F. Preparation of Federal, State and local tax reports as required.

**Section 4. Secretary:** The Secretary is responsible for the reviewing the administration of organization in partnership with the Executive Director. Duties include, but are not limited to:

A. Procurement of incoming mail and distribution of correspondence to officers responsible for action.

B. Maintain files as required:

i. General File: Correspondence to include current mailing list of current and former directors and associates including all reports submitted by Board members.

ii. This file will be reviewed annually, and material of historical note (i.e., membership, organizational participation at public events, and any subject matter that may be grounds for litigation) will be transferred to the historical file for reference. Correspondence of no further value or interest shall be purged.

iii. Historical File: Contains items mentioned in Subparagraph One including names and dates of appointed or elected Board members. In addition, title and duties of officers, and By-Laws will remain on file.

C. Submits secretarial report and ensures availability of files at general and special meetings for Board perusal.

**Section 5. Salary:** No stated salary shall be paid to directors, as such, for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

## ARTICLE IX: MEETINGS

**Section 1. Regular Meetings:** Shall be held a minimum of three (3) times a year, or upon request by any officer of the Board with consent of the Board of Directors.

**Section 2. Special Meetings:** May be called by the President, or requested by an officer of the Board with consent of the Board of Directors.

**Section 3. Annual Election Meeting:** Election of Officers shall be held every year during the 3<sup>rd</sup> Quarter Meeting. Should the election of officers not be held during the month specified, the election shall be conducted as soon thereafter as possible.

**Section 4. Place of Meetings:** Regular meeting shall be held at such time and place designated in the notice for such meeting. Special meetings shall be held at such time and place as determined by the Board of Directors.

**Section 5. Notice of Meetings:** Written notice of meetings will be provided to Officers of the Board, Board members, and appropriate staff members at least seven (7) days prior to such meeting.

**Section 6. Content of Notice:** Notice of regular and special meetings shall state the time, place and agenda to be considered at the meeting. No items not set forth on the agenda contained in the notice shall be considered at the meeting without the affirmative majority vote of the present members of the Board.

**Section 7. Minutes:** Minutes of any Board or Committee meeting will be presented for approval by the next regular meeting of the Board or Committee.

**Section 8. Action Without a Meeting; In Person or Telephone Meetings:** The members of the Board or a Committee may participate in, and be included in the quorum of, a meeting in person or by conference telephone, video telephone, or any other means that allow members and all others in attendance at the meeting to hear and speak to one another contemporaneously. To the extent permitted by law, action of the Board or its Committees may be taken by a majority vote of the members of the Board or its Committees at a meeting or individually or collectively consenting in writing to the actions. The written consent or consents will be filed with the minutes of the proceedings of the Board or Committee. To the extent permitted by law, action

by written consent will have the same force and effect as action by voice vote of the Board or its Committees. Any certificate or other document filed under any provision of law which relates to an action taken without a meeting will state the action was taken by written consent of a majority of the Board or its Committees without a meeting, and that the Bylaws of the Foundation authorize the Board and its Committees to act without a meeting as described in this section.

**Section 9. Proxies:** Proxies, general or special, will not be accepted for any purpose in the meetings of the Board or Committees.

**Section 10. Roll Call:** At the beginning of any meeting, the Secretary will determine the presence or absence of a quorum. The roll will thereafter only be called upon the request of the President or any Director, and after each roll call the presence or absence of a quorum will be announced.

**Section 11. Quorum:** A majority of the currently serving Directors and in attendance shall be a quorum for each meeting of the Board of Directors.

## ARTICLE X: MISCELLANEOUS PROVISIONS

**Section 1. Nondiscrimination:** The Foundation will not discriminate based on race, creed, color, religion, gender, age, national origin, sexual orientation, marital status, disability, political opinions or affiliations, or veteran status.

**Section 2. Donor Privacy and Confidentiality:** Policy regulating donor privacy and confidentiality of philanthropic records shall be determined, disclosed, and managed by a Donor Privacy Policy adopted by the Board.

**Section 3. Indemnification:**

**A. Indemnification:** Every Director and Officer of the Foundation, as well as Special Appointees, shall be indemnified by the Foundation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the Director, Officer, or Special Appointee in connection with any proceeding, including any appeal, or any settlement of any proceeding, or a threat thereof, to which the individual may be a party or in which he or she becomes involved as a result of or in the course of serving as a Director, Officer, or Special Appointee. The indemnified party does not have to be a Director, Officer, or Special Appointee at the time the expenses or liabilities are incurred or imposed. In the event, however, of a settlement before entry of judgment, or in the case of settlement of a threat of a proceeding, the indemnification shall apply only upon approval by the Board (or the President of the Board as the authorized Foundation executive for this purpose) as being in the best interests of the Foundation. This indemnification is in addition to and not exclusive of all other rights to which the person may be entitled.

**B. Exceptions and Limitations:** The indemnification set forth above does not apply in the case of an action by, or in the right of, the Foundation, if prohibited by law, or if a two-thirds vote of the members of the Board then serving determines the otherwise indemnified person acted in bad faith or with willful misconduct. A current or former Director, Officer, or Special Appointee is entitled to indemnification only 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 Foundation and (where applicable) had no reasonable cause to believe his or her conduct was unlawful. This indemnification shall be made in accordance with Section 607.0850, Florida Statutes, as amended from time to time. The Board may arrange and pay for appropriate insurance to cover all such losses and expenses. Nothing in these Bylaws shall waive or derogate from the application or protection of sovereign or other immunity under law or constitution. Any available insurance and immunity shall provide primary protection; however, the indemnification under this and the prior Section shall be provided to the indemnified person when he or she is not promptly or adequately protected by insurance or immunity on the following condition. The indemnified person shall first agree in writing to use best reasonable efforts to provide, to the extent possible, for the Foundation to obtain the benefit of the indemnified person's right to insurance coverage or other protection, whether by assignment, cooperation, subrogation, or other means.

**Section 4. Written Policies:** The Foundation shall have written policies on ethics, conflicts of interest, personnel, discrimination, and sexual harassment, and a code of business conduct, which shall be approved by the Board of Directors.

**Section 5. Review of Mission:** The Board shall periodically review the mission of the Foundation to ensure that it is in furtherance of the interests of the School.

#### ARTICLE IV: AMENDMENTS

These Bylaws may be amended by a majority vote of the Board of Directors at a duly constituted meeting. Proposed amendments shall be submitted in writing, to all Board Members not less than two (2) weeks prior to the vote.

Date this day 13<sup>th</sup> of June, 2019.

OFFICERS:

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**President**— Rick Helfand

**Vice President**—Dr. Rosemary Williams

**Treasurer**—Marieanne Khoury-Vogt

**Secretary**—Pete Barton

**Director**—Russ Gilbert

**Director**—Todd Reaves

**Director**—Alden Lagasse

**Director**—Michael Ray

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