

**Bylaws
of
Gulf Coast Community Foundation, Inc.**

**ARTICLE I
Corporation**

Section 1.1. Corporate Name. The name of the Corporation shall be Gulf Coast Community Foundation, a Florida not-for-profit corporation.

Section 1.2. Corporate Offices. The Corporation shall have and continuously maintain in this State a registered office and a registered agent whose office address is identical with such registered office, and may have other offices within or without the State of Florida as the Board of Directors may from time to time determine.

**ARTICLE II
Member**

Section 2.1. No Members. The Corporation shall not have members.

**ARTICLE III
Board of Directors**

Section 3.1. Number, Qualifications and Term Of Office. The Board of Directors shall consist of not less than nine and not more than 19 persons, including the President | CEO who shall serve as a non-voting *ex-officio* member. The number of directors may be increased or decreased from time to time by vote of a majority of the directors. Each director, except one appointed to fill a vacancy, shall be elected to serve a three-year term or until his or her successor shall be elected and shall qualify, or until his or her earlier resignation, removal from office, or death. No individual may serve more than nine years as a director of the Corporation.

Section 3.2. Duties. All corporate powers must be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

Section 3.3. Duties of the Board Chair. The Board Chair shall have all the duties which that position would customarily require, including chairing all meetings of the Board of Directors; establishing committees as needed and assigning committee members; and all other duties assigned to the Chair under these Bylaws or by Board resolution. The Chair shall also be a member of all committees, *ex officio* with vote.

Section 3.4. Duties of the Board Vice Chair. In the event of absence or disability of the Chair of the Board, the Vice Chair shall perform the duties of the Chair. In addition, the Vice Chair shall perform such other duties as may be delegated to the Vice Chair from time to time by the Board of Directors.

Section 3.5. Vacancies. Vacancies on the Board of Directors, if filled, shall be filled by a majority vote of the remaining directors. Directors so selected shall serve for the unexpired term of their predecessor, or until their successor is elected by the Board at the next annual meeting or at a special meeting earlier called for that purpose.

Section 3.6. Removal of Directors. In the event of removal of a director, the Board shall proceed with such removal in the manner provided in Florida Statute [617.0808](#) as amended from time to time.

Section 3.7. Remuneration of Directors. No director shall receive any compensation for serving the Corporation as a director; provided however, that nothing herein contained shall be construed to preclude any director or Board committee member from receiving compensation from the Corporation for expenses actually incurred for serving the Corporation as a director, or for services actually rendered and expenses actually incurred for serving the Corporation in a capacity other than as a director.

ARTICLE IV Meetings of the Board

Section 4.1. Place of Meetings. The meetings of the Board of Directors may be held at the principal office of the Corporation or at any place within or without the State of Florida that the Chair and President | CEO may from time to time designate. Members of the Board may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.2. Annual Meeting of Board. The annual meeting of the Board of Directors shall be held during the month of June for the purposes of electing the directors, Chair and Vice Chair, executive officers of the Corporation, the directors of all supporting organizations to the Foundation, and transacting such other business as shall be desirable.

Section 4.3. Regular Meeting of the Board. In addition to the annual meeting described in section 4.2, the Board of Directors shall hold regular meetings at least once each calendar quarter.

Section 4.4. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair of the Board, by the President | CEO or by any five members of the Board.

Section 4.5. Notice of Meetings. Written notice of each special meeting, setting forth the

date, time and place of the meeting shall be given to each director at least two days before the meeting. This notice may be given either personally, or by sending a copy of the notice through the United States mail, or by facsimile (fax), or e-mail, to the number or address of each director appearing on the books of the Corporation.

Section 4.6. Waiver of Notice. A director may waive, in writing, notice of any meeting of the Board either before or after the meeting; his or her waiver shall be the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting and a waiver of any and all objections relating to that meeting, unless he attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting has not been lawfully called or convened.

Section 4.7. Quorum. At meetings of the Board of Directors, one-half of the directors in office shall be necessary to constitute a quorum for the transaction of business. At a duly organized meeting, directors present can continue to do business until adjournment provided that at least one-third of the voting directors remain present.

Section 4.8. Act of Board of Directors. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the Articles of Incorporation or these Bylaws require the vote of a greater number.

Section 4.9. Informal Action. If all the directors consent in writing to any action taken or to be taken by the Corporation and the writing or writings evidencing their consent are filed in the minutes of the proceedings of the Board, the action shall be as valid as though it had been authorized at a meeting of the Board, and shall have the same effect as a unanimous vote.

ARTICLE V

Executive Officers Of The Corporation

Section 5.1. Executive Officers. The executive officers of the Corporation shall be elected by the Board of Directors and shall consist of a President | CEO, Secretary, and Treasurer, and if deemed by the Board of Directors to be necessary or appropriate to conduct the business of the Corporation, one or more Vice Presidents. The Board may elect other officers, assistant officers and agents that the Board of Directors from time to time may deem necessary. The same person may hold two or more offices.

Executive officers shall hold office for a term of one year or until their successors are chosen and have qualified, unless they are sooner removed from office.

Section 5.2. Duties of the President | CEO. The President | CEO shall be the general manager of the Corporation, shall be principally responsible for the implementation of policies of the Board of Directors, and shall have authority over the management and direction of the business and operations of the Corporation and its divisions, if any, subject only to the ultimate authority of the Board of Directors. The President | CEO shall be an *ex officio*, nonvoting member of each committee of the Board. The President | CEO should attend all meetings of the Board of Directors and its committees. In the absence of the Chair and the Vice Chair of the Board, the President | CEO shall preside at all corporate meetings. At the discretion of the Board, the President | CEO may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments unless the Board of Directors has expressly delegated the authority to execute any such instrument to another executive officer or agent of the Corporation or as otherwise required by law. The President | CEO shall perform all duties incident to the office of President | CEO and such other duties as from time to time may be assigned by the Board of Directors.

Section 5.3. Duties of the Vice President. If appointed by the Board, a Vice President shall have such duties and responsibilities as may be prescribed by the President | CEO and shall be considered a member of the President | CEO's staff.

Section 5.4. Duties of the Secretary. The Secretary shall act as Secretary of the Corporation and the Board of Directors; shall send appropriate notices or waivers of notice regarding Board meetings; shall prepare materials for meetings of the Board of Directors; shall act as official custodian of and authenticate all records, reports and minutes of the Corporation, the Board of Directors and committees; shall be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors; and shall perform such other duties as are customarily performed by or required of corporate secretaries.

Section 5.5. Duties of Treasurer. The Treasurer shall have custody and control of all funds of the Corporation and shall have such duties as are customarily performed by or required of corporate treasurers, including giving a bond when requested by the Board of Directors. The treasurer shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made periodically, that reports of such transactions are presented to the Board of Directors, and that all accounts payable are presented to such representatives as the Board may designate for authorization of payment.

ARTICLE VI Fiscal Matters

Section 6.1. Fiscal Year. The fiscal year of the Corporation shall commence on July 1 of each year and end on June 30 of each year.

Section 6.2. Loans. No loan shall be granted to an officer of the Corporation. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation or to the Corporation, shall be signed or endorsed by such executive officer or executive officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of any resolution, the President | CEO and his or her express designees shall be authorized to sign or endorse such instruments.

Section 6.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 6.5. Maintenance of Records. The Corporation shall keep correct and complete books and records of account and other records of the activities of the Corporation as may be appropriate. All such records shall be open to inspection upon the demand of any member of the Board of Directors.

ARTICLE VII Conflicts or Duality of Interest

Section 7.1. Statement of General Policy on Conflicts of Interest. These Bylaws recognize that both real and apparent conflicts of interest and dualities of interest (hereinafter referred to as "conflicts") naturally sometimes occur in the course of conducting the Corporation's daily affairs. A conflict as used in these Bylaws refers only to personal, proprietary interests of the persons covered by this policy and their immediate families and not to philosophical or professional differences in opinion. Conflicts occur because the many persons associated with the Corporation should be expected to have and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. Sometimes a person will owe identical duties to two or more organizations conducting similar activities.

Conflicts are undesirable because they potentially or apparently place the interests of others ahead of the Corporation's obligations to its corporate purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the persons involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of the Corporation do not

require the termination of all association with persons who may have real or apparent conflicts if a prescribed and effective method can render such conflicts harmless to all concerned.

Therefore, the Corporation's affirmative policy shall be to require that all actual or apparent conflicts be disclosed promptly and fully to all necessary parties and to prohibit specified involvement in the affairs of the Corporation by persons having such conflicts.

Section 7.2. Coverage of this Policy. This policy shall apply to the directors, executive officers, agents and employees of the Corporation, including independent contractor providers of services and materials. The Corporation's management shall have the affirmative obligation to publicize periodically this policy to all such parties.

Section 7.3 Disclosure of all Conflicts. Each person to whom this policy applies shall disclose all real and apparent conflicts, which he/she discovers or has brought to his/her attention in connection with the Corporation's activities. "Disclosure" as used in these Bylaws shall mean providing promptly to the appropriate persons a written description of the facts comprising the real or apparent conflict. All disclosure notices received hereunder shall be noted for the record in the minutes of the meeting of the Board of Directors.

Section 7.4 Proscribed Activity by Persons Having Conflicts. When a director, executive officer, agent or employee believes that he/she or a member of his/her immediate family might have or does have a real or apparent conflict, he shall, in addition to making the disclosure required under section 7.3, abstain from making motions, voting, executing agreements, or taking any other similar direct action on behalf of the Corporation where the conflict might pertain, but shall not be precluded from debate or other similar involvement on behalf of the Corporation. When any person requests in writing, or upon its own initiative, the Board at any time may establish further guidelines consistent with the interests of the Corporation for the resolution of any real or apparent conflicts.

ARTICLE VIII Confidentiality

Section 8.1. Confidentiality. Grant applicants, members of the Board of Directors, volunteers, and employees deserve to have all nonpublic affairs of the Corporation kept in the strictest confidence. By maintaining an unassailably high level of confidentiality regarding all affairs of the Corporation, it will be assured that the community views the Corporation and all organizations that interact with it in a positive light. In addition, maintaining the highest professional standards, including that of confidentiality, assures that the community as a whole holds the Corporation in high esteem.

All nonpublic matters concerning the internal and external conduct of the Corporation's business and its relationships shall be kept strictly confidential unless the determination is made by the Board to release the information. This includes all of its nonpublic functions including, but not limited to, the entire grant application process, the content of any grant, and the discussions and correspondence with any grant applicant. Further, it includes the discussions and deliberations of any committee concerning any nonpublic issue or matter.

This applies to any and all individuals including employees, volunteers and Board members. It covers all documentation, correspondence, memorandums and any and all communications whether written, oral or electronic.

For grant awardees, the only information that will be disclosed is the name of each awardee, the amount awarded and its purpose. The name, amount and purpose of individual grant applicants shall not be disclosed unless they are awarded the grant. The President | CEO and Chair of the Board of Directors shall be the only public spokespersons regarding matters of the Corporation unless others are designated as such for specific purposes or projects.

Violation of this provision could lead to termination of employment for any employee. For volunteers, committee and Board members, it could lead to removal.

ARTICLE IX Indemnification and Insurance

Section 9.1. Indemnification. The Corporation shall provide indemnification as stated in Florida Statute [617.0831](#) as amended from time to time.

Section 9.2. Insurance of Risk. The Corporation's management shall have the authority to purchase and maintain insurance on behalf of any person who is or was an agent against any liability or claim asserted against the agent and incurred while acting in his or her capacity as an agent or arising out of his or her status as an agent of the Corporation.

ARTICLE X Nondiscrimination

Section 10.1. Nondiscrimination. The Corporation recognizes the right of all person to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any person with whom it deals because of race, religion, color, gender, age, disability, or national origin.

ARTICLE XI
Variance Power

Section 11.1. Variance Power of the Board. The Board of Directors is responsible for accepting or rejecting all gifts of money or property to the Corporation and, with respect to accepted gifts, to approve any restrictions or conditions imposed on the distribution of such gifts by the donors thereof which are not inconsistent with the charitable purposes of the Corporation. Notwithstanding the fact that a gift may be accepted subject to particular restrictions or conditions, the Board of directors shall in all events have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the Board of Directors (without the necessity of approval by the donor or any participating Trustee, custodian or agent) such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment or inconsistent with the charitable needs of the communities served by the Corporation. The above-described power of the Corporation to vary restrictions or conditions of a gift shall be set forth in all agreements or other documents whereby gifts of money or property are accepted by the Corporation, but the failure to include a statement or reservation of such power in any particular instrument of transfer shall not constitute a waiver by the Corporation of such power.

ARTICLE XII
Amendments

Section 12.1. Amendment Procedures. These Bylaws may be amended by affirmative vote of a majority of the members of the Board of Directors then serving at the annual meeting or any regular or special meeting of the Board, provided that the full text of such proposed amendment shall have been published in or with the notice of the meeting. These Bylaws will be reviewed periodically for the purpose of keeping the same current and in consonance with the aims and objectives of the Corporation

Adopted by the Board on June 18, 2012

Gulf Coast Community Foundation, Inc.

By: _____


Wendy Deming
Chief of Staff | Corporate Secretary