

AMENDED AND RESTATED BYLAWS
OF THE
BROWARD EDUCATION FOUNDATION, INC.

A/K/A
The Broward Education Foundation

Article I. NAME

This Foundation's name is the Broward Education Foundation, Inc. (the "Foundation").

Article II. PURPOSE

The Foundation is the non-profit direct-support organization approved by the School Board of Broward County, Florida ("*School Board*") and created under Florida Statute § 1001.453 (or its predecessor). The Foundation's exclusive purpose is to receive, hold, invest, and administer property and to make expenditures to or for the benefit of public kindergarten through 12th grade education and adult career and community education programs in Broward County, Florida. The Foundation's purpose shall be construed broadly and liberally to achieve the purposes set forth herein.

Article III. MEMBERSHIP

The Foundation has no members. For clarification purposes, the term "Members" is used throughout these Bylaws to refer to Members of the Foundation's Board of Directors.

Article IV. BOARD OF DIRECTORS

Section 4.1 Powers and Duties. Except as otherwise provided by applicable law or the Foundation's Articles of Incorporation ("*Articles*"), the Foundation's powers shall be exercised by and under the authority of the Foundation's Board of Directors ("*Board of Directors*") or *Executive Committee*. Except as otherwise set forth in these bylaws ("*Bylaws*") or required by applicable law, the Board of Directors or Executive Committee shall be deemed to have approved any matter coming before it if it is approved by a majority of its members in attendance at a meeting where a quorum is attained. Notwithstanding the above, the Executive Committee's power is limited as stated in Article V. Committees, Section 5.1 Executive Committee.

Section 4.2 Number of Directors; Chair and Chair-Elect Duties. The Board of Directors shall consist of at least eleven (11) but no more than forty (40) members (collectively, "*Members*"). The Board of Directors shall, at all times, have a chairperson ("*Chair*") and a Chairperson-Elect ("*ChairElect*"). The Chair shall have the general responsibility for overseeing the management and direction of the Foundation, subject to the Board of Directors' control. The Chair shall attend and preside over all meetings of the Board of Directors and shall have such other duties as may be prescribed by the Board of Directors, including

serving as ex-officio member of all Committees (as hereinafter defined). The Chair may vote on all questions properly coming before the Board of Directors and the Executive Committee (as hereinafter defined) on which he or she would be entitled to vote if he or she were not the presiding officer of such bodies. The Chair and Chair-Elect shall also be Foundation officers. The Chair shall have such other powers and duties as are usually vested in a chair of a Foundation not for profit organized under Chapter 617, Florida Statutes, as amended. In the absence or on the death, inability or refusal to act of the Chair, the Chair-Elect shall perform the duties of the Chair. The Chair-Elect shall have such other powers and duties as may be prescribed by the Board of Directors. The Chair and the Chair-Elect shall be elected at every other Annual Meeting (as hereinafter defined) immediately following the election of Members. The Chair-Elect from the previous term shall automatically serve as Chair for the following term. Each of the Chair and Chair-Elect shall hold his or her office for a two (2) year term and shall remain in office until the first to occur of (a) his or her replacement takes such office, or (b) the occurrence of his or her removal, resignation, or death. If the office of Chair becomes vacant for any reason, the Chair-Elect shall automatically become the Chair for the remainder of the prior Chair's term and shall remain as Chair through his or her normal term (determined as if the prior Chair had not left office early). If the office of Chair-Elect becomes vacant for any reason, the Board of Directors shall name a new Chair-Elect as quickly as possible following such vacancy (even if such is not done at an Annual Meeting).

Section 4.3 Selection and Term.

- (a) One (1) Member shall be the School Board Chair ("School Board Chair") or his/her designee or alternate. If the School Board Chair serves, the School Board Chair's term will last as long as he or she serves as School Board Chair. If the School Board Chair's designee serves, such designee will serve at the School Board Chair's pleasure. The School Board Chair shall fill vacancies in this position. Two School Board members shall not serve on the Board of Directors simultaneously.
- (b) One (1) Member shall be the Broward County Superintendent of Schools ("*Superintendent*") or his/her designee. If the Superintendent serves, the Superintendent's term will last as long as he/she serves as Superintendent. If the Superintendent's designee serves, such designee will serve at the Superintendent's pleasure. The Superintendent shall fill vacancies in this position.
- (c) Five other members shall be as follows: one Broward Teacher's Union representative, one Broward Council of PTAs/PTSAs representative, one Greater Ft. Lauderdale Alliance representative, one Broward County Council of Chambers representative, and one Broward County Public Schools Student Government representative.
- (d) The remaining positions on the Board of Directors shall be filled with educational, business, industry, professional and civic leaders in Broward County that the Governance Committee (as hereinafter defined) recommends for selection and who are approved by a Majority of the then-current Members.
- (e) Except as exempted above (School Board Chair designee and Superintendent designee) and in Section 7.2, Members' service on the Board of Directors is limited to two three-year terms. However, Members whose terms have expired may continue to serve as voting members of Board committees and may continue to co-chair a committee together with a Member if

requested by the Board Chair. However, they will not retain the ability to vote at Board meetings. Members shall serve staggered terms of 3 years each with approximately 1/3 of the Business Members' terms expiring each year. The remaining Members may fill vacancies in these positions.

- (f) Notwithstanding, Members exceeding their terms as provided in Section IV.4.3(e) may continue their service as voting Members until June 30, 2023. At that time, their service as Members will end and this provision shall expire.
- (g) Members are not required to reside in Broward County but must be active in Broward County.
- (h) The Board of Directors may name former Members as Directors Emeriti if such former Members served with a distinguished service record. Directors Emeriti may serve on Board committees and vote in committee but not at Board meetings.
- (i) Any Member appointed to fill a vacancy shall hold that position for the remainder of such Member's predecessor's term and may be nominated for re-election at the Annual Meeting (as hereinafter defined) occurring when such term expires.
- (j) Members will fulfill their responsibilities as Board members, including a financial commitment that will be set from time to time by the Board.
- (k) Board members will serve minimally on one Board committee.

Section 4.4 Resignation and Removal.

- (a) Any Member may be removed with or without cause, at any time, by the affirmative vote of a majority of the other Members present at a meeting where quorum is met.
- (b) All Members and staff shall comply with the Foundation's Organizational Code of Ethics and refrain from conduct, action, and involvement that might prove embarrassing to the Foundation and to resign if such conduct, action, or involvement takes place or develops.
- (c) Any Business Member who has three (3) unexcused absences from regularly scheduled monthly Board of Directors meetings in any twelve (12) month period is automatically terminated as a member of the Board of Directors. Any Business Member who is terminated as a Member as set forth in the previous sentence may petition the Board of Directors for reinstatement within thirty (30) days following such termination. The Board of Directors shall from time to time pass resolutions setting standards for determining whether an absence from a regularly scheduled monthly Board of Director meeting is excused or unexcused. An excused absence occurs when, due to a valid reason, a member notifies Foundation staff prior to a meeting that he/she cannot attend a meeting.

Section 4.5 Compensation. Members serve in a volunteer capacity. No Member shall receive any direct financial compensation or financial gain as a result of their volunteer service on this non-profit board,

whether direct or indirect compensation by virtue of their in-kind service. The Board of Directors may authorize reimbursement of reasonable expenses incurred by Members in connection with Foundation business. This Subsection does not preclude the Foundation from (a) hiring Members as employees, or (b) contracting with a Member or a person affiliated with a Member. In the event of such hiring, the Member shall no longer serve on the Board of Directors as a Member. In very rare cases and under very unusual circumstances (such as an emergency), a Board member may have his/her in-kind contribution count against his/her financial obligation to the Foundation with Board approval.

Section 4.6 Quorum. One-third (1/3) of the Members in attendance physically at the beginning of any meeting or at any time during such meeting shall constitute a quorum for the transaction of business at any Board of Directors' meeting. If the number of Members is not evenly divisible in thirds, a quorum shall consist of the number which is one-third of the Members, rounded up to the nearest whole number. Regardless of the number of Members, at no time shall a quorum consist of fewer than five (5) Members. If a quorum is attained during any meeting, such quorum shall continue even if one or more Members leave the meeting and cause the number of Members in attendance to be less than one-third (1/3) of the Members. A quorum for purposes of a Board of Directors' meeting may be achieved by way of telephonic conference call as long as all members of the public attending such meeting can hear all discussions. If there is less than a quorum at any meeting of the Board of Directors, no official action of the Foundation may be taken at such meeting. Telephonic participation for regularly scheduled Board meetings shall be limited to no more than four instances in any given year. Additional instances of telephonic participation in any given year shall be considered unexcused absences.

Article V. COMMITTEES

Section 5.1 Executive Committee. The Board of Directors shall have an executive committee ("*Executive Committee*") consisting of the Board of Directors' Chair, Chair-elect, past Chair, the Foundation's Treasurer, Secretary, and chairpersons of those committees defined in Section 5.2. The Executive Committee's Chair shall be the Board of Directors' Chair. The Executive Committee shall conduct Board business when an emergency situation demands rapid reaction from the Board and it is impossible to convene the full Board.

The executive committee shall not have power to amend the Foundation's charter, bylaws, policies, or to fill vacancies on the Foundation Board. The executive committee shall perform such other duties as may from time to time be delegated to it by the Board. All action by the executive committee shall be reported to the Board as soon as possible and no later than at the next Board meeting. The Board may reconsider any action by the executive committee, and take action thereon, provided that no such reconsideration shall adversely affect the rights of third parties who have acted in reliance on action of the Executive Committee taken in accordance with the authority of this committee's description.

One half of the voting members of the executive committee shall constitute a quorum of that committee. A quorum for purposes of an Executive Committee meeting may be achieved by way of telephonic conference call, as long as all members of the public attending such meeting can hear all discussions. Meetings of the Executive Committee may be called by its Chair or by any two (2) other members of the Executive Committee for this purpose. Notice requirements for the Executive

Committee shall be the same as those for the Board of Directors. Vacancies on the Executive Committee shall be filled by the Board of Directors. Non-officer vacancies shall be filled by the Chair.

Section 5.2 Other Committees. The Chair of the Board of Directors shall appoint the chair of the other committees of the Board of Directors and may, at any time, appoint other committees for any purpose. The Board of Directors shall at a minimum appoint the following committees:

(a) Audit & Finance Committee. There shall be an Audit & Finance Committee whose responsibilities shall include fact-finding for the Board of Directors on matters relating to the financial administration of the Foundation, maintaining budget procedures, and preparing the Foundation's annual budget for presentation to the Board of Directors for Board approval. This Committee will carry out other general responsibilities regularly associated with audit and finance. The Chair-Elect shall serve on this committee during the second year of his/her term as Chair-Elect.

(b) Governance Committee. There shall be a Governance Committee ("*Governance Committee*") consisting of not fewer than three (3) Members and chaired by the immediate past Board Chair. The Governance Committee shall present to the Board of Directors nominations for Board Members and for the Executive Committee. This Committee will carry out other general responsibilities regularly associated with governance.

(c) Standing Committees. The Foundation's Standing Committees shall be: Community Advancement Committee, Marketing and Events Committee, Audit and Finance Committee, Scholarship Committee, Innovative Teaching Committee, and School Supplies Center Committee. These committees will carry out general responsibilities regularly associated with the titles of their committees.

Section 5.3 Other Activities. Subject to the other provisions of these Bylaws, the Articles and applicable law, the Board of Directors may empower the above committees with additional responsibilities, as it deems appropriate.

Section 5.4 Committee Members. Other than as specifically set forth herein or by the Board of Directors, with respect to any particular committee, committee membership is open to non-Members including, without limitation, Foundation and School Board employees. Persons who are members of a committee created hereunder or by the Board of Directors as permitted herein are referred to as "*Committee Members*".

Article VI. TRUSTEES

Section 6.1 Trustees Purposes. Trustees, individuals who have special standing in the community and can bring value to the Foundation but do not want to serve on the Board, will serve as valued advisors to the Board of Directors. Trustees shall receive personal notices of all meetings of the Board of Directors and its committees and invitations to all Foundation events. While Trustees may not vote at meetings of the Board of Directors, the Board of Directors and the committee members may seek from the Trustees and may from time to time rely upon the Trustees for input into matters that

come before the Board of Directors and its committees. Notwithstanding the foregoing, Trustees are not required to attend any such meetings or events.

Section 6.2 Criteria. The Board of Directors may establish financial commitment requirements for persons to qualify as Foundation trustees ("*Trustees*"). The Board of Directors may establish one or more levels of Trustee membership with each level having its own financial commitments and benefits arising from such commitment. Once established, the Board of Directors may change such levels or financial commitments for Trustee membership.

Article VII. OFFICERS

Section 7.1 Number and Qualifications. The Foundation's officers shall consist of the Chair, Chair-Elect, Secretary, Treasurer, Past Chair, and such other Board officers as the Board of Directors may from time to time appoint. All officers must be Foundation Members.

Section 7.2 Election and Term of Office. Foundation officers, other than the Chair and Chair-Elect, which are elected in the manner set forth in Section 4.2, shall be elected annually at the Annual Meeting (as hereinafter defined) immediately following the election of the Members. Each officer, other than the Chair and Chair-Elect whose term is set forth in Section 4.2, shall hold office until the next regular Annual Meeting or such officer's earlier removal, resignation, or death. A Member's time served as officer does not count toward the Member's board term limits.

Section 7.3 Chair/Chair-Elect. The Chair and Chair-Elect shall perform those duties prescribed for them in Section 4.2.

Section 7.4 Chief Executive The Foundation shall retain a President/CEO who will (a) carry-out the directions given to him/her by the Board of Directors, (b) supervise the Foundation's activities, and (c) perform such other duties as are required of him/her by the Board of Directors. The Board of Directors may require the Chief Executive to furnish bond, with a satisfactory corporate surety, for the performance of his or duties in such amount and at such times as the Board of Directors may require. The Foundation shall pay the premium for such bond.

Section 7.5 Secretary. The Secretary shall record the minutes of the proceedings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law (including Florida's Government in the Sunshine Laws ("*Sunshine Laws*")), be custodian of the corporate records and of the corporate seal of the Foundation, and shall perform such other duties as may be assigned by the Board of Directors. The Board of Directors may choose to assign any or all the duties of the secretary to an administrative employee of the Foundation who is not a Member.

Section 7.6 Treasurer. The Treasurer shall have oversight of the funds of the Foundation, keep a full and accurate account of the Foundation's receipts and expenditures, and perform such other duties as may be assigned by the Board of Directors. The Chief Executive along with the Chief Financial Officer and Treasurer shall arrange for an annual financial audit of the Foundation's accounts and records to be conducted and for the audit report generated from this audit to be delivered to the School Board, Florida's Auditor General, and any other person in all cases as required by applicable law. The Board of

Directors may choose to assign any or all the duties of the Treasurer to an administrative employee, who is not a Member. The Board of Directors may require the Treasurer and the Chief Financial Officer to furnish bond, with a satisfactory corporate surety, for the performance of his or duties in such amount and at such times as the Board of Directors may require. The Foundation shall pay the premium for such bond.

Section 7.7 Chief Financial Officer. The Board of Directors may designate a Foundation employee as the Chief Financial Officer of the Foundation. The Chief Financial Officer shall perform those duties designated by the Board of Directors and, with the approval of the Board of Directors, the Treasurer, and the Chief Executive.

Section 7.8 Agreements. Agreements that legally bind the Board of Directors will be signed by the Chair. Any agreements that operationalize Board action will be signed by the Chief Executive.

Article VIII. MEETINGS

Section 8.1 Annual Meeting. The Board of Directors' annual meeting ("Annual Meeting") shall be held in or about the month of June at such date, time and place as the Board of Directors shall determine.

Section 8.2 Regular Meetings. Regular meetings of the Board of Directors shall be held monthly at such date, time and place as the Board of Directors shall determine. The Board of Directors may determine from time to time not to hold a regular meeting in any month for any reason determined by the Board of Directors.

Section 8.3 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chair or any two (2) Members. No business may be transacted at a special meeting unless notice of such purpose is stated in the notice of such special meeting.

Section 8.4 Notice of Meetings.

- (a) **Public Meetings.** The Foundation shall provide notice to the public of all meetings where two (2) or more Members discuss any Foundation business in the manner and within the time frames required by the Sunshine Laws. All meetings between or among two (2) or more Members shall be deemed to be public meetings that are properly noticed and open to the public. The Foundation shall comply with all requirements of the Sunshine Laws.
- (b) **Annual Meetings.** Notices of Annual Meetings and regular meetings shall be given to the Board of Directors not less than ten (10) days before the meeting.
- (c) **Special Meetings.** Notice of special meetings shall be given to the Board of Directors not less than two (2) business days before the special meeting.

(d) **Scheduling of Meetings.** Every effort will be made to schedule annual and special meetings when most members are able to participate as determined through polling or other interactive means.

(e) **Contents of Notice.** Notice of any meeting given to any Member may be oral (in person or by telephone) or written (by first class mail, telecopy, or electronic mail). Such notices must state the time, date and place of the meeting, and, in the case of special meetings, must include an agenda listing the purpose(s) for which the meeting is called. If in writing, such notice is deemed to be delivered when deposited in the United States Mail or when telecopy or electronic mail transmission is complete.

(f) **Waiver of Notice.** Notice for a particular meeting to a Member may be waived in writing or by telephone by such Member. All such waivers shall be made part of the minutes of such meeting. Attendance at a meeting shall constitute a waiver of notice of such meeting except when the sole purpose of attendance at such meeting is to assert the illegality and invalidity of the convening of such meeting. Attendance at a meeting may take the form of telephone conference call provided that all persons at such meeting (whether in person or telephonically) can be heard by the public attending such meeting and compliance with Section 4.6 is met.

Section 8.5 Presiding Officer. The Chair shall preside over all Board of Director meetings. In the absence of the Chair, the Chair-Elect or, in their absence, the Treasurer or Secretary, in that order, shall preside over such meetings.

Section 8.6 Meeting Procedures. Each meeting of two (2) or more Members discussing Foundation business shall, at a minimum, (a) begin with an acknowledgement that the meeting is open to the public as required by the Sunshine Laws, (b) shall include a certification by the person presiding over such meeting that public notice of such meeting have been given in accordance with the Sunshine Laws, (c) include a roll call and a determination that a quorum exists before any action is taken in such meeting, and (d) include an official adjournment of such meeting.

Section 8.7 Minutes. Minutes of all meetings of two (2) or more Members discussing Foundation business shall be taken and made available to Board Members with the following Board meeting agenda and shall be kept in the manner and made available for inspection as in all cases required by the Florida Sunshine Laws.

Article IX. General Provisions

Section 9.1 Fiscal Year. The Foundation's fiscal year shall begin on July 1 and end on the last day of June of the following year. The annual meeting shall coincide with the end of the fiscal year.

Section 9.2 Execution of Instruments. Financial instruments including, without limitation, financial notes, deeds, checks and affidavits, shall be signed on behalf of the Foundation by any two (2) of the following: the Foundation's Chief Executive and members of the Executive Committee. Notwithstanding the foregoing, checks under US\$10,000.00 may be signed solely by the Chief Executive or any officer of the Executive Committee provided (i) such checks are used to pay a single expenditure

not exceeding US\$10,000.00 and (ii) the Treasurer has the ability to review a monthly report, including back up documentation, within ten (10) days of the end of the month, setting forth the amounts, the payees and the date of such checks and the purpose for which such checks were drawn. All checks over \$10,000 must be executed by the Chief Executive or his/her designee and a Board Officer. Expenditures for budgeted events and checks used to disburse agency dollars are exempted from this requirement and may be signed on behalf of the Foundation by the Foundation's Chief Executive, his/her designee, or Board Officers.

Any debt incurred by the Foundation out of the normal course of business must be approved by the Board of Directors.

Section 9.3 Depository. The depository of the Foundation shall be such bank, banks or other entities as shall be designated from time to time by the Board of Directors, in which the monies of the Foundation shall be deposited.

Section 9.4 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 dictated by these Bylaws or any other rules of procedure adopted by the Board of Directors.

Section 9.5 Disposition of Assets. If the Foundation is dissolved for any reason, the Board of Directors shall cause the Foundation's remaining assets upon such dissolution to be distributed to a 501(c)(3) organization that certifies to the Foundation that it shall use such assets for a purpose that is consistent with Foundation purposes.

Section 9.6 Compliance with F.S. §1001.453. So long as the Foundation is a direct-support organization of the School Board pursuant to F.S. §1001.453, it shall comply with the provisions of that statute and any other statute pertaining to its status as a direct-support organization. Additionally, the Foundation shall comply with any applicable requirements and rules for financial records promulgated by the State Board of Education including the delivery of audited financial statements to the School Board each year.

Section 9.7 Amendments. These Bylaws or any provisions hereof may be amended, altered or repealed at a properly noticed meeting by the vote of two-thirds (2/3) of the Members present. If such number is not evenly divisible in thirds, the vote required shall be two-thirds rounded up to the nearest whole number. All amendments shall be properly recommended by the members of an Ad Hoc Bylaws Committee made up by a minimum of three Board members and will be fully, openly, and orally explained to Board Members at duly noticed meetings, and discussion of such amendments by Board Members will be fully encouraged.

Section 9.8 Indemnification.

(a) Indemnity. To the fullest extent permitted by applicable law, the Foundation shall indemnify, defend with counsel reasonably acceptable to such person and hold harmless any person who was or is a party or is threatened to be made a party to any threatened,

pending or contemplated action, or suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Member, Trustee, officer, employee or agent of the Foundation (collectively, "*Indemnified Parties*"), against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such Indemnified Parties in connection with such action, suit or proceeding.

- (e) **Approval.** Any indemnification under Section 9.8(a) above (unless ordered by a court) shall be made by the Foundation only upon the Foundation's determination that such indemnification is permitted under the circumstances under applicable law. Such determination shall be made by (i) the Board of Directors, or (ii) if a quorum of the Board of Directors is not obtainable or, even if obtainable; a majority of disinterested Members so directs, by independent legal counsel in a written opinion.
- (f) **Miscellaneous.** The indemnification provided by this Section shall (i) not be deemed exclusive of any other rights to which the Indemnified Parties may be entitled, and (ii) inure to the benefit of the Indemnified Parties and their heirs, executors and administrators.
- (g) **Insurance.** The Foundation shall purchase and maintain insurance on behalf of any person who is or was a Member, Trustee, officer, employee or agent of the Foundation, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Foundation would have the power to indemnify such person against such liability under this Section.

Section 9.9 School Board Policies. Notwithstanding anything in these Bylaws to the contrary, the Foundation may not take any action that violates any School Board policy relating to employees that has been specifically delivered to the Foundation by the School Board for implementation.

Section 9.10 Gender. Whenever the masculine singular form of the pronoun is used in these Bylaws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, whenever the context so requires.

Section 9.11 Severability. Should any provisions of these Bylaws be or become unenforceable at law or in equity, such provision shall be deemed to be deleted from these Bylaws and the remaining provisions of these Bylaws shall nevertheless be and remain in full force and effect.

Section 9.12 Construction. In case of any conflict between the Articles and these Bylaws, the Articles shall control.

Section 9.13 Suspension of Selected Bylaws Provisions. If the preceding requirements contained within these Bylaws become either impossible or impractical because of an unforeseen set of circumstances, such as a formally declared global, national, or local emergency, the Board of Directors may temporarily suspend application of one or more provisions of the Bylaws (but not all) upon a one-half (1/2) of the affirmative vote of the membership of the Board at a meeting which may be held

telephonically or by video conference. These Bylaws will resume applicability commencing with the next regularly scheduled meeting of the Board of Directors or at such other time as is specified in the motion for the suspension of the Bylaws.

The undersigned officers certify that these Bylaws were amended and restated by the Board of Directors of the Foundation this 18th day of January, 2023.

Secretary

Chair