

LAWS OF THE
FLORIDALEARNS FOUNDATION, INC.
A FLORIDA NON-PROFIT CORPORATION

ARTICLE I
Name

The name of this Corporation as provided in the articles of Incorporation is FLORIDALEARNS FOUNDATION, INC. (the "Corporation").

ARTICLE II
Purpose

This is a non-profit corporation, organized solely for charitable, educational, and scientific purposes pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes, and within the meaning of Section 170(c) (2) (3), 2055(a) (2), and 2522(a) (2) of the Internal Revenue Code of 1986.

The specific and primary purposes for which this corporation are formed:

- A. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. The specific and exclusive purpose of this corporation is to operate as a charitable and benevolent organization created by the authority of Florida Statutes Title XXXVI Chapter 617 to receive, hold, invest, and administer property and to make expenditures to or for the benefit of promoting high student achievement and quality of life throughout member and participating districts of the Panhandle Area Educational Consortium, created by the authority of Florida Statute 1001.451 to provide professional development and state of art technology and programs serving low performing students, teacher recruitment and retention, technical career education and/or literacy initiatives.
- C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE III

Membership

Section 1. Qualifications. The members of this corporation are the board of directors.

ARTICLE IV

Annual Meeting of the Corporation

Section 1. Annual Meetings. The Annual Meeting of the Corporation shall be held within a period of three months before or after the end of the fiscal year of the Corporation at such date, time and place as may be fixed by the Board of Directors, or by an officer of the Corporation authorized by the Board to act for it in such matter and as stated in the notice of the meeting. Special meetings of the board may be called by the President, or, in case of the President's absence, death, or disability, by the Secretary, by the Directors by action at a meeting, or by a majority of the Directors acting without a meeting.

Section 2. Notices of Meetings. Written notice of each Annual Meeting of the Corporation or special meeting stating the date, time and place thereof shall be given by the Secretary or the person or persons calling the meeting by personal delivery or by mail, telegram or other written media to each Director entitled to notice of the meeting at least thirty (30) days prior to the meeting. If mailed, such notice shall be sent to the Director at the Director's address as the same appears upon the records of the Corporation. The giving of notice shall be deemed to be waived by any Director who shall attend and participate in such meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice which may be waived, in writing, by any Director either before or after such meeting.

ARTICLE V

Board of Directors

Section 1. Powers. The Board of Directors shall be the governing body of the FLORIDALEARNS FOUNDATION, INC. acting in accordance with the desires of the Corporation as expressed in its general meetings. The Board of Directors shall have general charge of the affairs, property and assets of the Corporation. It shall be the duty of the Directors to carry out the aims, vision, mission and purposes of the Corporation and, to this end, to manage and control all of its property and assets.

Section 2. Number. The officers of the FLORIDALEARNS FOUNDATION, INC. shall be a president, a president-elect, an immediate past president, a secretary and a treasurer and such other officers as these Bylaws are amended to provide. These officers shall constitute the Executive Committee of the FLORIDALEARNS FOUNDATION, INC.

The Board of Directors shall consist of the duly elected and appointed officers. The number of officers of the Corporation, shall be at least seven (7), which number may be increased or

decreased from time to time by amendments to these Bylaws as specified in the Articles of Incorporation, but shall never be less than the minimum required by law.

Section 3. Nominations. All nominees to the Board of Directors shall be recommended by a current Director. All nominees for Officers shall promote the needs of the Corporation with respect to the objectives and purposes of the Corporation as stated in the Articles of Incorporation and in these Bylaws.

Section 4. Election. Members and officers of the Board of Directors shall be elected at each Annual Meeting of the Corporation or, if such meeting is not held or Directors are not elected thereat or, if a vacancy occurs, at a special meeting of Members called for the purpose. Officers shall hold office from the election of officers at the Annual Meeting of the Corporation until the date fixed in accordance with these Bylaws for the Annual Meeting of the Corporation next following the election of such officers and until their successors are elected and qualified; provided, however, that any officer may be removed with cause by the Directors.

Section 5. Term. The term of each initial elected Director designated in Article VI of the Articles of Incorporation shall extend until the annual meeting of the Board of Directors following the close of the first fiscal year of the Corporation. The terms of each Director serving as an officer shall be for one (1) year. Terms for the other elected members of the Board of Directors shall be for three (3) years. Upon the expiration of the term of the Director, he shall continue to serve as a Director until his successor is duly elected and qualified or until his earlier resignation, removal from office or death.

Section 6. Vacancies. Any Director, by notice in writing to the Board of Directors, may resign at any time. Any Director shall be removed from office, with cause, at a meeting of the Directors by an affirmative vote of a majority of the Directors then attending, as long as a quorum is present.

- A. Replacement of President. In the event of the death, resignation or removal from office of the President, the Board of Directors shall appoint the President-Elect as the President of the Corporation for the remainder of the vacating President's term as well as the next following term.
- B. Replacement of President-Elect. Should the office of the President-Elect become vacant in the event of death, resignation, or removal from office, that position shall be filled by appointment by the Board of Directors. Upon appointment the person shall assume this office immediately for the remainder of the term.
- C. Replacement of Treasurer or Secretary. In the event of the death, removal from office or resignation of the Secretary or Treasurer, a successor to fill such vacancy shall promptly be appointed by the Board of Directors for the remainder of the

term. Upon appointment the person shall assume this office immediately for the remainder of the term.

- D. Vacancy of Immediate Past President. In the event of the death, removal from office or resignation of the Immediate Past President, the vacancy shall not be filled. In the event of such vacancy, the President shall appoint a qualified, active member to perform the duties enumerated in Section 1 of Article VI.
- E. Replacement of a Director. Should the office of a Director become vacant in the event of death, resignation, or removal from office, the Board of Directors shall appoint a replacement. Upon appointment the person shall assume this office immediately for the remainder of the term.

Section 7. Meetings of Board of Directors. The Annual Meeting of the Board of Directors shall be held congruently with the annual meeting of the corporation or as soon thereafter as is practicable. Special meetings, of the Board may be called by the President, or by any two Directors.

- A. Quorum and Voting. A majority of the whole number of Directors serving shall constitute a quorum for the transaction of business at any meeting of the Directors. For purposes of any vote of Directors, each Director shall have one vote, except as otherwise provided in these Bylaws.
- B. Notice of Meetings of Board of Directors. Written notice of the time and place of each meeting of the Directors shall be given by the Secretary or the person or persons calling the meeting not more than sixty days nor less than ten days before the date of such meeting to each Director. Except as provided in Article XI, such notice need not specify the purposes of the meeting and may be given by any reasonable means. Notice of any meeting shall be considered given if mailed or otherwise sent or delivered in writing to the Director at his or her address specified in the records of the Corporation. The giving of notice shall be deemed to be waived by any Director who shall attend and participate in such meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice which may be waived, in writing, by any Director either before, at, or after such meeting.
- C. Action Without a Meeting. Any action which might be taken at any meeting of the Directors or of any committee thereof (including without limitation any action provided for in Article XI) may be taken without such meeting by a writing or writings signed by all of the Directors or all of the members of such committee, as the case may be. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of the Corporation and inserted in the permanent records relating to meetings of the Directors.

- D. Meetings Held Through Communications Equipment. Meetings of the Board of Directors or any committee of the Board may be held through communications equipment (i.e. conference calls, video teleconference, list servers, Internet Web Page, postings, emails, etc.) If all persons participating can hear and/or see each other or be able to view each others' comments and respond through electronic means, such participation shall constitute presence at such a meeting.

Section 8. Duties. The Board of Directors shall prepare and authorize an annual budget. The Board of Directors shall formulate guidelines for approving expenditures. The Board of Directors is expected to attend to all business that shall occur between regular business meetings. Whenever members of the Board of Directors cannot attend a scheduled meeting, they are expected to notify the President prior to the meeting.

ARTICLE VI
Officers' and Committees' Duties

Section 1. Duties of Officers. The officers shall have such authority and shall perform such duties as are customarily incident to their respective offices and such other and further duties as prescribed in these Bylaws and as may from time to time be required of them by the Directors. By the last working day of October, each officer shall submit an action plan with timeline for the coming year to the incoming President and Secretary for distribution to the Board of Directors. The prescribed duties of officers include:

- A. The President shall:
1. Call, set the agenda, and conduct all Board and membership Business meetings.
 2. Be, by virtue of the office, Chairman of the Board of Directors.
 3. Present at each annual meeting of the organization an annual report of the work of the organization.
 4. Appoint Chairpersons for standing and ad hoc committees.
 5. Assume responsibility for all official communication, both oral and written, for the Corporation.
 6. Coordinate planning for Corporation conferences and meetings.
 7. Be one of the officers who may sign the checks or drafts of the organization.
 8. Have such powers as may be reasonably construed as belonging to the chief executive of any organization.
 9. Automatically become Immediate past President at the close of the term of office as President.
- B. The President-Elect shall:
1. Attend all Board and Business meetings.
 2. Chair the Audit Committee.

3. Assume responsibilities of the President when appropriate and/or necessary.
 4. Serve as advisor to Nominations Committee.
 5. Perform duties and responsibilities as assigned by the President.
 6. Automatically become President at the close of the term of office as President-Elect.
 7. Be one of the officers who may sign the checks or drafts of the organization.
- C. The Immediate Past President shall:
1. Attend all Board and Business meetings.
 2. Serve as an advisor, on request, to the president.
 3. Serve on the Nominations Committee.
 4. Assist in collecting, updating and keeping information, memorabilia, etc. to be added to the archives.
 5. Assist in transferring the archives to the incoming Immediate Past President by the close of the Annual Meeting of the Corporation.
 6. Serve as a delegate to any affiliates as requested by the Board of Directors.
- D. The Secretary shall:
1. Attend all Board and Business meetings.
 2. Record and disseminate minutes of all Corporation Board, Executive, and Business meetings.
 3. Maintain a record of names, addresses, and phone numbers of Officers and Directors; any meeting actions that set policy; and names of committee members.
 4. Maintain a log of announcements, publications brochures membership, and minutes including records of attendance.
 5. Submit to the treasurer an official transcript of the minutes of any meeting at which expenditures of Corporation funds were approved or disapproved by a majority vote. Convey all records to the incoming Secretary at the completion of term.
- E. The Treasurer shall:
1. Attend all Board and Business meetings.
 2. Assume responsibility for all financial transactions of the Corporation.
 3. Prepare and distribute a Treasurer's report of receipts, expenditures, and balances at all regularly scheduled Board and Business meetings.
 4. Maintain separate accounts for the general fund and for any special purpose fund.
 5. Provide all necessary documentation of the accounts and financial transactions of the Corporation to the Audit Committee on request.

6. Be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

At least two officers shall sign checks or drafts of the corporation.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

Section 2. Duties of Committees. The Board of Directors may, from time to time, create committees. The Board of Directors may delegate to any such committee any of the authority of the Board, other than to take certain actions described in Article XI. Each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board; provided, however, that no third party shall be adversely affected by relying upon any act by any such committee within the authority delegated to it. Each such committee shall act by not less than a majority of the authorized number of its members. Functions of committees and committee chairs stated below may be further defined by the Board of Directors establishing guidelines and job responsibilities.

Section 3. Audit Committee. The Audit Committee shall be chaired by the President-Elect. The Committee shall annually review the financial records of the Corporation and shall make a report to the membership during the annual meeting.

Section 4. Publications Committee. The Publications Committee shall coordinate the publishing of the corporation newsletter and other corporation publications. The committee shall assist in the development of public relations documents, such as flyers, announcements and position papers.

Section 5. Program Planning Committee. The Program Planning Committee shall plan and conduct meetings and events for educators. The Committee will elect a chairperson to serve for the program or event. The committee shall prepare a budget and collect registration and fees sufficient to pay expenses of the conference unless provided through donation or contribution. The Planning Committee shall develop the event action plan. The chairperson(s) shall select and utilize a steering committee, secure input from past Planning Committee Chairs, schedule and conduct steering and Planning Committee meetings, and assume all responsibilities for ensuring that the event or activity is successful.

Section 6. Legislative Committee. The Legislative Committee shall be responsible for monitoring legislation that promotes effective delivery of corporation initiatives. The Committee shall also provide information to the membership concerning proposed legislation affecting corporation initiatives.

Section 7. Nominations Committee. The Nominations Committee shall elect its own chair and shall be advised by the President Elect. The Committee shall consist of at least three (3) members including the Immediate Past President.

The Committee shall prepare and make available nominating forms to the membership for the purpose of suggesting nominees for the Corporation's Officers and Directors. The forms shall state requirements, provided in Article 5, Section 3 Nominations.

Before the ballot is printed, the Committee shall contact each nominee to be listed on the site to request an indication of his/her willingness and desire to be submitted to the membership as a candidate. Prior to being placed as a candidate on the Slate of Candidates, members of the Nominations Committee and members of the Election Committee shall have replacement members appointed by the President. The Nominations Committee shall present to the Board of Directors a slate for nominating candidates for each elective office and each vacancy on the Board of Directors at least sixty (60) days prior to the election. The Slate must be adopted by a majority vote of approval by the Board of Directors before it can be printed and distributed to the membership.

The nominating form and the elections ballot may be a part of the Corporation Publication provided the word "Ballot" shall appear prominently on the ballot's face. The slate or a mail ballot shall be mailed to all members at least thirty (30) days prior to the annual meeting of the Corporation.

Section 8. Election Committee. The Election Committee, consisting of at least three members including the chair, shall be appointed by the President at the first meeting of the Board of Directors following the election. The Committee shall serve as tellers and shall conduct all elections in a manner prescribed by the Board of Directors.

All ballots shall be returned to the Chair of the Election Committee prior to or during the Annual Meeting of the Corporation. The Elections Committee Chair shall hold the ballots fully sealed until they are to be tabulated by the Election Committee. Once tabulated, the Election Committee shall hand the official tabulation and the ballots to the Secretary. The President shall announce election results to the membership.

Candidates, to be elected, must receive a plurality of the votes cast. Ballots shall be kept by the Secretary for a period of thirty (30) days following the election and then destroyed.

Section 9. Other Committees. The president shall appoint such other committees as deemed necessary.

ARTICLE VII
Fiscal Year

The fiscal year and membership year of the Corporation shall end on September 30, or on such other date as may be fixed from time to time by the Board of Directors.

ARTICLE VIII
Salaries

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE IX
Amendments

Section 1. Proposing Amendments. Amendments to the Bylaws of the Corporation may be proposed as follows:

- A. The Board of Directors may present the proposed amendment in one general meeting of the Corporation with the request that it may be voted upon at the next scheduled general business meeting.

Section 2. Adoption. The Board of Directors shall adopt or reject the changes in the Bylaws by a favorable majority vote of the Officers and Directors present and voting at the next meeting of the Board. Adopted amendments shall take effect immediately after being filed in a timely manner with the Incorporator (Christi M. Odom, PA, PO Box 1129, Chipley, FL 32428). The Secretary of the Corporation shall record the filing date in the official Corporation minutes.

ARTICLE X
Affiliation

Section 1. Affiliation Process. The Corporation may affiliate with organizations with purposes similar to the objectives of the FLORIDALEARNS FOUNDATION, INC. upon recommendation of the Executive Committee and a majority vote of Directors present at a regular meeting so long as such affiliation does not cause the Corporation to lose any existing tax-exempt status.

Section 2. Delegates. The Board of Directors shall designate the official delegate or delegates to established activities of such affiliated organizations.

Section 3. Funding of Delegates. The Board of Directors may authorize payment of all or partial expenses of the delegate or delegates to established activities of such affiliated organizations.

ARTICLE XI
Indemnification

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, or employee of another corporation (whether non-profit or for profit), partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provision of the Articles of Incorporation or under the Florida Not for Profit Corporation Act.

ARTICLE XII
Dissolution of Corporation and Distribution of Assets

Section 1. Dissolution. No part of the net income, revenue, and grants of the Corporation shall insure to the benefit of any member, officer, or any private individual (except that the reasonable compensation may be paid for services rendered in connection with one or more of its purposes), and no member, officer or any private individual shall be entitled to share in the distribution of any part of the assets of the Corporation. In its dissolution or liquidation, the assets and the records for the Corporation, after payment of debts and obligations, shall be transferred to an organization with federal tax exemption for charitable and educational uses and purposes similar to those of the Corporation or to a state or local government, for public purposes. The Exempt organization shall be designated by the final Board of Directors of the Corporation.

Section 2. Distribution of Assets. The affirmative vote of two-thirds of the Directors at any annual meeting of Directors or special meeting of Directors shall be required to adopt or approve the distribution of the Corporation. The notice of the meeting, at which any such action is to be considered, shall set forth the subject of the action or actions to be approved.

ARTICLE XIII
Miscellaneous

Section 1. Record of Directors. The Secretary of the Corporation shall keep or cause to be kept a book, which may be included in and be a part of the book containing the minutes of meetings of the Directors, in which shall be written in ink or typed the names of all Directors, together with the last known address of each Director. There shall also be stated therein the date upon which each Director became such, and upon termination of any Directorship for any cause, the facts relating thereto shall be recorded in said book, together with the date of such termination. It shall be the duty of every Director, upon becoming such Director,

forthwith to furnish to the Secretary of the Corporation, for inclusion in such record, his or her then address and likewise promptly to report to the Secretary for inclusion in such record any change in any such address.

Section 2. Rules of Meetings. On all questions of parliamentary procedure, the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation meetings, except in such cases where the Articles of Incorporation or the Bylaws take precedence.