

# CASSELBERRY POLICE FOUNDATION

## BY-LAWS

### ARTICLE I – NAME

The name of this foundation shall be Casselberry Police Foundation (hereinafter referred as “Foundation”)

### ARTICLE II – PURPOSE AND MISSION

The mission of the Foundation is to seek, perpetuate and grow the Foundation principal fund whose earnings and principal shall be used for purposes of providing aid to police officers to enhance public safety and community engagement through training, education and purchase of equipment. In all instances, the income and/or principal of any gift, grant, devise, bequest, or donation shall be used and applied in accordance with the mission of the Foundation. Should a donor provide a specific use for his grant, that request shall be honored as long such request is in accordance with the mission of the Foundation as stated herein.

The Foundation shall not discriminate on the basis of race, color, gender, nationality and ethnic origin in the administration of the Foundation funds which it now has or may in the future have and administer. The Foundation shall not discriminate on the basis of race, gender, color, nationality and ethnic origin in the appointment of board members or election of officers.

### ARTICLE III – FOUNDATION BOARD

- A. Governance. The Foundation shall be managed by the “Foundation Board.”
- B. Duties. Each member of the Foundation Board (“Member”) shall perform his duties in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner such Member reasonably believes to be in the best interests of the Foundation and in accordance with the mission stated herein.

- C. Number of Board Members, Quorum and Voting. The Foundation Board shall be composed of not less than seven (7) but no more than fifteen (15) Members. Five (5) Members of the Board shall constitute a quorum for the meetings. A majority of the votes of the Board members attending a Board meeting shall be required to pass any measure.
- D. Appointment of Members. Incoming Members shall be proposed by the Nominating Committee and said proposal shall be ratified by the then Members of the Board. Members shall be appointed in such a manner as to guarantee an orderly rotation of the Board. Approximately one-third (1/3) of the Members shall be appointed annually. Should a total of three meetings be missed by a board member during a calendar year the Chairperson of the board shall initiate a conversation to evaluate the availability and commitment of the board member.
- E. Term of Office and Vacancies. The term of office of all Members shall be two (2) years and shall expire on September 30. If a vacancy shall occur due to the resignation of a Member for any reason, a new Member shall be nominated by the Nominating Committee to serve until the expiration of said term.
- F. Successive Terms. There shall be no limit to the number of terms a Board Member may serve.
- G. Appointment of Chairperson. The Foundation Board Chairperson and Vice Chairperson, Secretary and Treasurer shall be selected by the Board. These positions shall have a term of two (2) years. No person may serve in their elected position for more than two (2) successive terms.
- H. Committees.
1. The Chairman shall appoint a three (3) person committee of Board members to the Nominating Committee for the purpose of nominating new Board members, and nominating individuals to be the Chairperson, Vice Chairperson, Secretary and Treasurer. The Nominating Committee shall be selected by June 30 of each year.
  2. There shall be a Finance Committee that shall be made up of the Chairman, the Vice Chairman, Treasurer and a fourth person appointed by the Chairman.

3. In addition, the Chairman may appoint ad hoc committees on an as-needed basis.

I. Powers of Directors.

1. Administration. The Foundation Board shall elect Executive Officers and provide input for the hiring of staff to run the affairs of the Foundation.
2. Manage Funds. The Foundation Board shall manage and invest its assets in a manner to generate reasonable earnings.
3. Distribute Funds. The Foundation Board shall distribute funds pursuant to its By-Laws and as so determined by the Members of the Foundation Board.
4. Expense Management. The Foundation Board shall exercise sufficient management oversight to assure that the Foundation is self-sufficient in funding of its own operating expenses.

#### **ARTICLE IV – BEQUESTS**

The Foundation recognizes that memoriams, testamentary bequests and devises, either through Wills or Trusts may name as a beneficiary, the Foundation. It is the intent of the Foundation that such bequests and gifts should, effective immediately upon adoption of these By-Laws, be added to the Foundation funds and administered by the Foundation Board.

#### **ARTICLE V – LIABILITY OF MEMBERS**

The Members of this Foundation Board shall not be personally liable for money damages for any statement, vote, decision or failure to take an action, or for debts, liabilities, or other obligations for this Foundation unless:

- A. The Member’s breach of, or failure to perform constitutes:
  1. A violation of the criminal law, unless the Member had reasonable cause to believe such Member’s conduct was lawful;

2. A transaction from which the Member derived an improper personal benefit, either directly or indirectly; or
  3. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.
- B. The Board may vote to buy errors and omissions insurance to insure the Board members.

#### **ARTICLE VI – COMPENSATION**

The Members of the Foundation Board shall serve without compensation.

#### **ARTICLE VII – CONFLICT OF INTEREST**

Any Member who has a conflict of interest on any matter before the Board shall abstain from participating in that portion of the Board meeting. The Member's will sign an Agreed Conflict of Interest policy that shall outline each member's duties and considerations regarding potential conflicts of interest.

#### **ARTICLE VIII – AMENDMENTS**

Amendments to the Foundation By-Laws require a two-thirds affirmative vote of all the Foundation Board Members.

#### **AMENDMENT IX – MISCELLANEOUS**

- A. Definition. The masculine gender is used when the reference of a pronoun may include male or female persons, and the singular masculine pronoun is used when referring to any individual, regardless of sex or number.
- B. Section Headings. The section headings or designations used throughout these By-Laws have been inserted solely for convenience and shall in no way be taken to limit or extend the natural construction or meaning of the language employed within the section and paragraph.

## **XI – DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

These By-Laws were approved by a vote of the Board this \_\_\_\_\_ day of \_\_\_\_\_, 2021.