

BY LAWS OF
BAY HIGH SCHOOL FOUNDATION, INC.

Preamble

The Bay High School Foundation was chartered by the State of Florida as a corporation not for profit on January 13, 2004.

Vision Statement: Based on the principles of trust and integrity, the vision of the Bay High School Foundation is to advance the causes of Bay High School.

Mission Statement: The Bay High School Foundation's mission is to work with the administration of Bay High School to assist in providing a quality education for all of its students. Further, the mission of the Foundation is to enhance the educational programs and student services available at Bay High School. Through the active involvement and leadership of citizens united by these purposes, the Foundation is to serve as an effective liaison between Bay High School and the community.

ARTICLE I
NAME

The name of the Corporation shall be Bay High School Foundation, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal office of this Corporation shall be located in the County of Bay, State of Florida.

ARTICLE III
PURPOSES

The purposes for which this Corporation is formed are as follows:

- (a) for the advancement of educational, and other related or corresponding charitable purposes through the distribution of its funds for such purposes;

- (b) to operate for charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distributions of organizations qualified as tax exempt;
- (c) the specific and exclusive purpose of this Corporation is to operate as a direct support organization created by the authority of Florida Statutes Section 237.40 to receive, hold, invest and administer property and to make expenditures to or for the benefit of public education at Bay High School in Bay County, Florida.

ARTICLE IV PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Sections 501(c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

ARTICLE V MEMBERS

Section 1. The Foundation may have members. Qualification for membership shall be established by resolution of the Board and each member shall be bound by the Articles of Incorporation of the Foundation, these Bylaws and such rules, regulations and resolutions as the Board may from time to time adopt.

Section 2. No member shall have any right, title or interest in any property or assets, including any earnings or investment income of the Foundation, nor shall any such property or assets be distributed to any member on the dissolution or winding up of the Foundation.

Section 3. No member of this Foundation shall be personally liable for any of the Foundation's debts, liabilities, or obligations, nor shall any member be subject to any assessment.

Section 4. Membership in this Foundation is non-transferable. Membership shall terminate on the resignation or death of a member or upon failing to meet the qualifications for membership.

Section 5. Members in good standing may attend Board of Directors meetings or Committee meetings as non-voting guests.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. The general management of the affairs of the organization shall be vested in the Board of Directors. All members of the Board of Directors must be members in good standing of the Foundation.

Section 2. Number of Directors. The number of directors shall be not less than five (5) nor more than twenty-one (21), which may be changed from time to time by an amendment of these bylaws in the manner herein provided.

Section 3. Election of Directors.

- (a) The President shall appoint three (3) members of the Board, prior to the annual meeting of the Board, who shall serve as a Nominating Committee to select the Directors of the Corporation who shall be elected at said meeting.
- (b) At the annual meeting held after the adoption of the bylaws, an election by ballot shall be held by the members of no less than five (5) directors; one-third shall be elected for a term of one year, one-third for a term of two (2) years, and one-third for a term of three (3) years. If there should be a number that cannot divide by three, then the extra number of directors shall serve three-year terms.
- (c) At each subsequent annual meeting, an equal number of directors equal to those whose terms have expired shall be elected for the term of three (3) years. At the expiration of any term of three (3) years, any director may be re-elected, but may not serve more than three (3) consecutive full three-year terms.
- (d) The Bylaws regarding the manner herein provided for the appointment of, and the election of Directors is hereby suspended during the Charter Year of the Corporation. The President may select a Nominating Committee to select additional Directors of the Corporation, not to exceed a total of twenty-one, including the five (5) elected officer positions. Nominees shall be presented to the membership at the next regularly scheduled meeting, at which time they will be elected, subject to the approval of the School Board of Bay County, as required by the Florida Statutes.
- (e) Past President. The immediate Past President of the Corporation shall serve as a voting Director/Board Member during the year following his or her service as President.
- (f) Ex-Officio Members. In addition to the Board Members, the following will be non-voting, ex-officio members of the Board: the Principal of Bay High School and the Chair Person of the School Advisory Council.

The Principal of the School shall assist the Board in its deliberations by

supplying information and by serving as the liaison between the organization, the school and the District's School Board, as needed.

- (g) Honorary Board Members. Other non-voting Board Members may be elected as deemed appropriate by the Board.

Section 4. Duties and Powers of Directors. The Board of Directors shall have the authority to:

- (a) hold meetings at times and places as may be deemed proper and necessary;
- (b) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the organization and protect the interests and welfare of the members;
- (c) remove any or all of the officers or directors of the organization with due cause prior to the termination date of such office;
- (d) elect substitute directors in the event any director resigns or is removed from office prior to the termination date of such office, the election of such director being subject to the approval of the School Board of Bay County as required by Florida Statutes;
- (e) terminate the contract of any firm, individual or other entity employed by the organization to perform any and all nature of services to the organization; and
- (f) employ, retain, or terminate any paid employee of the Corporation.

ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting. There shall be an annual meeting of the Board of Directors and Membership each year at the principal office of the Corporation or at such other place or places as may be determined by the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the President, by any two members of the Board of Directors, or by a majority of the members of the Executive Committee that may be in existence at such time, for any specific purpose. Written notice shall be given stating the purpose of such meeting and shall be either delivered to each member of the Board of Directors, e-mailed to each member or mailed to the last known address of such director at least five (5) days prior to the meeting date.

Section 3. Regular Meetings. The Board of Directors shall hold regular meetings monthly during the months of September through May of each year. Unless notified otherwise, the meetings shall be held at Bay High School on the second Tuesday of each

month. The Board may elect to have more frequent meetings if it deems appropriate. Reasonable notice of such meetings shall be communicated to each member of the Board at his or her last known address or e-mail address. An agenda of activities to be conducted at such meetings may be included with and attached to such notice.

Section 4. Quorum voting. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the directors present shall be considered the act of the Board of Directors at any annual, special or regular meeting.

Section 5. Absence. Should any member of the Board of Directors absent himself unreasonably from three (3) consecutive meetings of the Board without notifying the President or Secretary of his or her reason for doing so and if his or her excuse should not be accepted by the members of the Board, his or her seat on the Board may be declared vacant and the Board may vote to select a substitute Director to serve the remainder of his or her term, the election of such director being subject to the approval of the School Board of Bay County as required by Florida Statutes.

Section 6. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. In the event of such resignation, his or her seat on the Board may be declared vacant and the Board may vote to select a substitute Director, being subject to the approval of the School Board of Bay County as required by Florida Statutes.

Section 7. Delegation of Authority. The Board of Directors shall delegate authority to the Executive Committee to conduct the business of the organization in accordance with the policies prescribed by the Board of Directors from time to time.

Section 8. Voting of Directors. Each member of the Board of Directors shall be entitled to one vote only at any meeting thereof on any issue or matter of business before such meeting.

Section 9. Compensation of Directors. Directors shall receive no compensation for their services as directors.

Section 10. Liability. The Directors of the Corporation shall not be personally liable for its debts, liabilities, or other obligations.

ARTICLE VIII OFFICERS

Section 1. Number. The officers of the Corporation shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, and other such officers with such powers and duties not inconsistent with these Bylaws as may be elected and determined by the Board of Directors from time to time. Officers are to be members of the Board of

Directors.

Section 2. Term of Office. Initial Officers shall serve for a two-year period. Thereafter, Officers shall serve one-year terms.

Section 3. Election. The officers of the corporation shall be elected annually by the Board of Directors in the following manner:

(a) The President shall appoint three (3) directors to serve as the Nominating Committee, to present a slate of officers of the Corporation to be elected at the annual meeting of the Board.

(b) The duty of the Nominating Committee shall be to present such officers from among the members of the Board of Directors believed to be best qualified for each office and to submit names to the Board at least one month prior to the annual meeting of the Board.

Section 4. Multiple Offices. No person shall be on the ballot for more than one office.

Section 5. Duties of Officers.

(a) President. It shall be the duty of the President as the chief executive officer to preside at all meetings of the members, Board of Directors, and the Executive Committee. He or she shall have the power to appoint the Chairman of all Committees except as designated below. He or she shall call all regular or special meetings when deemed necessary and when called for. He or she shall have the power to sign all contracts and any other obligations on behalf of the Corporation approved by the Board of Directors. He or she shall be ex-officio member of all committees, except the Nominating Committee. He or she shall select all inspectors of election. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the Board of Directors, including the election of the Nominating Committee.

(1) Contracts Requiring Approval of Board of Directors. Notwithstanding anything to the contrary herein provided, any contract, check, or obligation in excess of the sum of \$1,000 shall be submitted to a meeting of the Board of Directors of the Corporation and the affirmative action of a majority of such Board of Directors present at such meeting (at which a quorum shall be present) in good standing shall be deemed the action of the entire Board. At no time shall any officer or member of the Board obligate the Corporation for funds it does not possess.

(b) First Vice President. He or she shall, in the event of the absence or inability of the President to exercise his or her office, become the acting president of the organization with all the rights, privileges, and powers as if he or she had been the duly elected president.

(c) Second Vice President. He or she shall, in the event of its absence or inability of the President and First Vice President to exercise his or her office, become acting president of the organization with all the rights, privileges, and powers as if he or she had been the duly elected president.

(d) Secretary. The Secretary shall take and keep the minutes of all meetings of the membership, Board of Directors, and Executive Committee. He or she shall furnish a copy of the minutes to the President after each meeting and shall be custodian of all records and papers of the organization except those that pertain to a special committee. He or she shall receive and file all written reports. He or she shall handle promptly all necessary correspondence of the Corporation as directed by the President. He or she shall submit copies of official communications for the President's file. The Secretary shall order and maintain for the organization supplies, stationary, etc., as may be required from time to time. In the event no newsletter can be sent, he or she shall mail out cards or send e-mails containing notice of Board of Directors, general membership and other meetings. In the absence of the Secretary, the President may appoint a temporary Secretary.

(e) Treasurer. The Treasurer shall receive and deposit all funds in the name of the Corporation in a bank approved by the Board of Directors. Checks for the disbursement of funds shall be signed by the President or Treasurer. In the absence of the President or Treasurer, checks shall be counter-signed by one of the other officers. All checks in excess of \$100 shall bear the signature of either the President or the Treasurer. All officers shall be authorized signatories on the account. Current financial records shall be kept at all times and reports on the financial status of the Corporation shall be submitted at all meetings of the Board of Directors and membership, with copies to be provided for the President's file. The books of the Corporation shall be delivered to his or her successor immediately following the termination of the office and election of a new Treasurer.

(f) Compensation. The officers of the Corporation shall receive no compensation for services as officers.

ARTICLE IX COMMITTEES

The Corporation shall have such committees as shall be necessary for the conduct of the organization's business and to carry out its objects and purposes. All committees shall serve for one year. The committees shall be as follows:

A. Executive Committee

1. The Executive Committee shall be composed of the elected officers and the ex-officio members of the Corporation. It shall be the duty of the Executive Committee to discharge the business of the Corporation in accordance with the

policy decisions of the Board of Directors.

2. Meetings. The Executive Committee shall meet as often as shall be necessary to discharge its duties. The President shall have the power to call such meetings. Reasonable notice of these meetings shall be sent to the last known address of each officer. An agenda of the actions to be taken at such meeting shall be provided.

3. Quorum Voting. A majority of the elected officers on the Executive Committee shall constitute a quorum, which shall be sufficient to discharge its duties.

- B. Advocacy Committee. The advocacy Committee will promote the Bay High School Foundation and its programs to the public and to area clubs, groups, agencies and government entities. The Committee will arrange for Board members to speak to these organizations.
- C. Finance Committee. This Committee shall be chaired by the Treasurer and shall recommend actions and policies to the Board regarding the expending and investing of funds. The Committee may retain an advisor or consultant but recommendations and actions must be taken by the Committee and not by any one individual. The Finance Committee will review the monthly financial statements of the Foundation, investigate investment opportunities and submit information for approval, develop an annual budget for the Foundation, and recommend investment and spending policies for Foundation revenues. The Foundation Treasurer will act as Chair.
- D. Membership and Development Committee. This Committee shall recommend policies and procedures for membership and donor recognition. The Committee will develop, submit for approval, and implement major fund raising campaigns, planned giving activities, and donor recognition.
- E. Special Projects / Communications Committee. This Committee shall be chaired by the Secretary and shall have responsibility for coordinating the arrangements and planning the agenda for the organization's Annual Meeting and other activities or events to benefit the Foundation. This Committee also has the responsibility for all Foundation communication to members or others.

ARTICLE X AMENDMENT TO BYLAWS OR CHARTER

The proposed change or amendment to the Bylaws or the Articles of Incorporation shall be ratified and approved by the Board of Directors by a majority of the Directors present at such Board of Directors meeting (at which a quorum shall be present)

Upon approval and ratification of such amendment to the Bylaws or Charter of the Corporation by the Board of Directors as above set forth, the Executive Committee shall thereupon proceed to prepare such amendment and see to the filing of any document with the proper governmental authority. Copies of such revised and amended Bylaws or Charter shall be given to any member upon request.

Notice of the proposed change shall be mailed to each member of the Board at his or her last known address or e-mail address at least five (5) days prior to the time and date of the meeting in which it is to consider and vote on such change or amendment.

ARTICLE XI FISCAL YEAR

The Fiscal Year of the Corporation shall commence on the 1st day of January, and terminate on the 31st day of December.

ARTICLE XII SEAL

The Corporation shall have a seal of such design as may be approved by the Board of Directors.

ARTICLE XIII DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the Corporation, the Board of Directors shall, after paying or making the provision for the payment of all the liabilities of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located exclusively for such purposes, or to such organization or organizations as such court shall determine.

ARTICLE XIV GENERAL

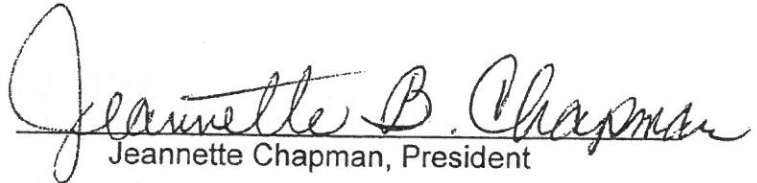
Section 1. Roberts Rules of Order, including such revisions as may from time to time be published, shall be the parliamentary authority for all matters of procedure except and so far as such rules are inconsistent with these Bylaws, the Articles of Incorporation, applicable

law, or other specific rules of procedure adopted by the Board.

Section 2. To the full extent authorized by law, and more specifically, to the full extent provided by Sections 617.028 and 607.014, Florida Statutes, or any other corresponding provision of any future Florida Statute, the Foundation may indemnify any person who was or is a director, officer, employee, or agent of the Foundation. This provision shall not obligate the Foundation to purchase directors' and officers' liability insurance, but it may do so if authorized and approved by the Board.

Section 3. The Foundation shall provide equal employment opportunities to all persons regardless of race, color, religion, sex, age or national origin.

The foregoing Bylaws were revised and amended this 9th day of October, 2007, by vote of the Board of Directors.


Jeannette Chapman, President