**AMENDED AND RESTATED**

**BYLAWS OF**

**FLORIDA GUARDIAN AD LITEM FOUNDATION, INC.**

(a Florida not for profit corporation)

Amended March 31, 2016

**ARTICLE I. NAME**

The name of this organization shall be: Florida Guardian ad Litem Foundation Inc. (the “Corporation.”)

**ARTICLE II.  MISSION**

The Corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, including the specific mission to operate and conduct programs and activities; raise funds; request and receive grants, gifts, and bequests of moneys; acquire, receive, hold, invest, and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the Statewide Guardian ad Litem Office created pursuant to § 39.8296, Fla. Stat. (the "***Statewide GAL Office***").

**ARTICLE III. MEMBERSHIP**

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**ARTICLE IV. DUES**

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**ARTICLE V. BOARD OF DIRECTORS**

Section 1. The executive director of the Statewide GAL Office (the "***Executive Director***") shall appoint the members of the board of directors (the "Board"). The Board shall serve at the pleasure of the Executive Director in carrying out the aims and purposes of the Corporation, promoting its programs, and managing and controlling all of its property and assets. Subject to the limitations of the Articles of Incorporation, these Bylaws and the Florida Not For Profit Corporation Act (the “***Act***”) concerning corporate action that must be authorized or approved by the members of the Corporation, all corporate powers shall be exercised by or under the authority of, and the management affairs of the Corporation shall be managed under the direction of, the Board.

Section 2. The Board shall be composed of a minimum of five (5) directors and a maximum of twenty-five (25) directors, as may be determined from time to time by the Executive Director. The Board may include employees of the Statewide GAL Office. No person shall be denied membership on the Board by virtue of national origin, gender, sexual orientation, religious affiliation, race, creed or color.

Section 3. The Executive Director shall appoint two (2) board liaisons, to serve in an advisory capacity to the Board (the "***Board Liaisons***"). The Board Liaisons shall be program directors of guardian ad litem programs, shall represent diverse demographic areas and may be employees of the Statewide GAL Office. The Board Liaisons shall serve two year terms in a non-voting advisory capacity. Board Liaisons shall not serve two consecutive terms.

Section 4. The Executive Director and the Board shall appoint a non-voting membership comprising an advisory board (the "***Advisory Board***"). The Advisory Board shall be reserved for individuals or corporate representatives who are of significant value to the Board’s mission but are unable to participate as voting Board members. These members are not limited by terms and may resign from the Advisory Board at any time. They can be removed from the Advisory Board, with or without cause, by the Executive Director or the Board.

Section 5. Meetings of the Board shall be held in accordance with Article IX, Meetings, of these Bylaws.

Section 6. Vacancies on the Board shall be filled by the Executive Director. Board members elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office and until such person's successor is duly elected and shall have qualified.

Section 7. A quorum for all Board meetings shall be a simple majority of Board members. Each Board member shall have one vote on any matter before the Board, and a simple majority of the Board members present and eligible to vote shall carry any measure.

Section 8. No compensation shall be paid to Board members or Officers of the Corporation, as such, for their services.

Section 9. Board member terms of office shall be two (2) years. Initially, as a term rotation is established, it may be necessary to assign other than two-year terms.

Section 10. Board members shall not serve more than three consecutive full terms.

Section 11. A Board member may be removed by the Executive Director, with or without cause. The Board, by majority vote of the directors then in office, may remove a Board member for failing to attend three (3) consecutive, regularly scheduled Board meetings.

Section 12. Any Board member may resign at any time by giving written notice to the chairman of the Board or the Secretary of the Corporation. Resignations shall be deemed effective upon receipt of notice unless the notice specifies a later effective date. The acceptance of such resignation shall not be necessary to make it effective.

Section 13. Any Board member who is present at a meeting of the Board at which action on any Corporation matter is taken shall be presumed to have assented to the action unless their dissent is entered in the minutes of the meeting or they file their written dissent to such action with the person acting as Secretary of the meeting prior to the adjournment of the meeting. Such right to dissent shall not apply to any Board member who voted in favor of the action.

Section 14. Unless otherwise restricted by these Bylaws or applicable law, any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, if all members of the Board consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board. Consent by electronic means is deemed to constitute consent in writing.

**ARTICLE VI. OFFICERS**

The Board shall elect a Chair, Vice Chair, Secretary and Treasurer. These individuals shall constitute the Officers. The Immediate Past Chair shall also serve as an Officer. The Officers shall have such duties as may be prescribed in the Bylaws of the Corporation and shall serve at the pleasure of the Board. A term as officer shall be for one year or until such person’s successor is duly elected and shall have qualified. Officers shall not serve more than two consecutive terms in the same office. One person may hold more than one office.

**ARTICLE VII. DUTIES OF OFFICERS**

Section 1. Chair. The Chair shall:

1. Preside at all meetings of the Board and The Executive Committee;
2. Appoint Chairpersons for Standing Committees in consultation with the Executive Committee and subject to Board approval, and
3. Perform other such duties as may be required by the Board.

Section 2. Vice Chair. The Vice Chair shall:

1. Perform the duties of the Chair in the absence of the Chair;
2. Perform any other duties which may be designated by the Board; and
3. Serve as successor to the Chair.

Section 3. Secretary. The Secretary shall:

1. Be responsible for keeping full and accurate minutes of all meetings, including but not limited to, all meetings of the Board; and
2. Be responsible for the records and archives of the Corporation.

Section 4. Treasurer. The Treasurer shall:

1. Oversee the dispersal of all Corporation funds according to the annual budget approved by the Board.
2. Oversee the preparation of a monthly report of expenditures and receipts and submit such reports at regular or special meetings of the Board;
3. Oversee the presentation of an audit at the annual meeting;
4. In consultation with the Corporation’s Chief Executive Officer and Chair, prepare an annual budget for the ensuing fiscal year to be presented to the Board for adoption;
5. Oversee and maintain back accounts or accounts as are needed to handle funds;
6. Oversee the preparation of submission of any and all reports required by the Secretary of State; and
7. Oversee the preparation and submission of any and all returns and reports required to be filed with the Internal Revenue Service.

Section 5. Immediate Past Chair. The Immediate Past Chair shall:

1. Advise the Chair and other officers; and
2. Ensure continuity in leadership.

**ARTICLE VIII. COMMITTEES**

Section 1. Executive Committee: The Executive Committee shall consist of all the present Officers. The Executive Committee shall meet prior to each regularly scheduled meeting of the Board, and it may meet more frequently as a majority of the members of the Executive Committee decide. Its purpose shall be to set the agenda for each regularly scheduled meeting and to make recommendations of the full Board when appropriate. The Board may delegate authority for specific purposes to the Executive Committee.

Section 2. Standing Committees: Standing Committees shall be as follows and meet as determined necessary by the Chairperson of each committee. The membership of each Standing Committee shall be appointed by the Committee Chairperson. Each Standing Committee shall establish the rules and guidelines under which it will operate and make recommendations for the operation of the Corporation to the Board for approval. Each Standing Committee shall meet a minimum of three times a year and submit a written report at each regularly schedule Board meeting. Committee membership is for one year beginning with the annual meeting.

1. Nominations/Membership Development Committee
2. Such other committees as may be designated from time to time by the Board.

Section 3. Function of the Stranding Committees: The Functions of the Stranding Committees shall be determined by the Board and may be amended from time to time as designated by the Board.

**ARTICLE IX. MEETINGS**

Section 1. Annual Meeting

A. The annual meeting of the Board shall be held in the first four months following the end of the Corporation's fiscal year. Written notice of the date, time and place of the meeting shall be given to the Board by the Executive Committee at least ten (10) days before the meeting. The remaining two mandated general meetings of the Board shall be scheduled at the annual meeting.

B. This meeting shall constitute one of the three mandated general meetings as required by Article VII, Section 4.

Section 2. Special Meetings. Special meetings of the Board may be called by:

A. The Chair, or in the case of his/her inability to act, the Vice Chair, the Secretary, and then the Treasurer;

B. The majority of the Board; or

C. The Executive Committee

Notice of special meetings shall be sent in writing at least ten (10) days in advance. Board members may waive their right to notice in writing. In the case of an emergency, a special meeting may be called without giving ten-days’ notice, and notice of the meeting may be given by telephone.

**ARTICLE X. NOMINATIONS/MEMBERSHIP**

**DEVELOPMENT COMMITTEE**

Section 1. The Nominations/Membership Development Committee shall be comprised of a minimum of three Board members. Ninety (90) days before the annual meeting, the Nominations/Membership Development Committee shall meet and/or communicate by mail or telephone for the purpose of preparing a slate of candidates for the Board and Officer positions. Considerations in nominating candidates shall take into account the nominee's special skills and ability to make a time commitment, amongst others.

Section 2. Consent of any candidate must be secured before the name may be placed in nomination.

Section 3. There shall be a place on the ballot for write-in votes for those not included on the slate.

Section 4. Elections will take place at the annual meeting. New Officers and Board members will begin their terms immediately upon election, if possible.

**ARTICLE XI. FLORIDA GUARDIAN AD LITEM**

**FOUNDATION CHIEF EXECUTIVE OFFICER**

The Board may employ a Chief Executive Officer who shall report to the Chair and:

A. Be responsible for the day-to-day operation of the Corporation.

B. In consultation with the Board, employ and supervise such other staff as is deemed necessary to carry on the business of the Corporation.

C. Assign staff members to committees as requested by the Chair.

D. Provide the Board with reports regarding current status of program and financial situations as requests.

**ARTICLE XII. CONTRACTS**

The Board may authorize any Officer, agent, or employee of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Unless so authorized by the Board or by these Bylaws, no Officer, agent or employee shall have the power to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable for any purpose or to any amount.

**ARTICLE XIII. RECORD KEEPING AND REPORTING**

Section 1. Records and Inspection: The Corporation shall keep minutes and adequate and correct records of accounts. Any Board member or member in good standing shall have the right to inspect all books, records and documents of the Corporation pursuant to §617.1602 of the Act.

Section 2. Annual Report: The Corporation shall make an annual report of its operations, assets, liabilities, revenues and disbursements not later than 120 days after the close of the Corporations' fiscal year. A copy of the annual report shall be mailed promptly to each Board member.

**ARTICLE XIV. AMENDMENTS TO THE BYLAWS**

Section 1. These Bylaws may be amended by the Board. Amendments must be approved by a majority of those present and voting. Written notice of the amendments shall be provided to the Board members thirty (30) days prior to the meeting in which they will be considered. These Bylaws shall be reviewed each year by the Bylaws Committee, and a report of the Committee shall be included at each annual meeting.

**ARTICLE XV. DISSOLUTION**

The Board, by a majority vote, may elect to dissolve the Corporation at any duly held meeting of the Board. Upon dissolution of the Corporation, the Board shall, after paying and making provisions for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation as follows:

1. all remaining moneys and property held in trust by the Corporation for the Statewide GAL Office will revert to the Statewide GAL Office (or to the State of Florida if the Statewide GAL Office is not in existence); and
2. following the disposition of moneys and property in accordance with item i above, the Corporation shall dispose of all of the remaining assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, as the Board shall determine.

**ARTICLE XVI. INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify every Board member, Officer, employee or agent against liability, judgments, costs or expenses incurred in any proceeding in which the Board member, Officer, employee or agent may be a party or become involved by reason of being or having been a Board member, Officer, employee or agent of the Corporation. Indemnification is not available if a Board member, Officer, employee or agent is adjudged guilty of willful malfeasance, misconduct or nonfeasance in the performance of duties or if the Board member, Officer, employee or agent is found to be liable to the Corporation. This right of indemnification is in addition to and not exclusive of all other rights to which the indemnified person may be entitled.

**ARTICLE XVII. NON-LIABILITY**

To the extent permitted by law, no Board member shall have personal liability to the Corporation or its members for monetary damages for breach of fiduciary duty as a Board member. This provision does not limit or eliminate a Board member’s personal liability to the Corporation or its members for monetary damages for: any breach of the Board member’s duty of loyalty to the Corporation or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or any transaction from which the Board member received improper personal benefit.

**ARTICLE XVIII. NONPROFIT CORPORATION**

No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to its members, Board members, Officers or other private individuals or organizations operated for a profit; provided however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation to the extent permitted by law.

**ARTICLE XIX: FISCAL YEAR**

 The fiscal year of the Corporation shall begin July 1 of each year and end June 30 of the following year.

**ARTICLE XX: IMPLIED AMENDMENTS**

Any action taken or authorized by the Board which would be inconsistent with the Bylaws then in effect, but is taken or authorized by the affirmative vote of not less than the number of Board members that would be required to amend these Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as if these Bylaws had been temporarily amended or suspended to the extent necessary to permit the specific action so taken or authorized.

**ARTICLE XXI: ADOPTION**

In accordance with Section 617.0206 of the Act, these Bylaws shall become effective upon ratification, approval and formal adoption by the Board at its organizational meeting or any subsequent meeting.