

**AMENDED AND RESTATED BYLAWS  
OF  
THE FLORIDA BAR FOUNDATION, INC.**

**ARTICLE I  
Name and Offices**

**1.1 NAME.** The name of this Foundation shall be "The Florida Bar Foundation, Inc." (the "Foundation"). It is organized under the Florida Not For Profit Corporation Act (the "Act").

**1.2 CORPORATE OFFICES.** The principal office of this Foundation shall be located within Orange County, Florida. The Foundation may establish other offices as the board of directors may designate or as the affairs of the Foundation may require from time to time.

**1.3 PURPOSE.** The purpose for which the Foundation was formed is as stated in Article III of the Amended and Restated Articles of Incorporation of the Foundation (the "Articles").

**1.4 TERMINOLOGY.** The term "Bylaws" shall mean and refer to these Amended and Restated Bylaws and any subsequent amendments to them. The term "administrative year" shall mean a year beginning on July 1<sup>st</sup> ending on June 30<sup>th</sup>.

**ARTICLE II  
Members**

**2.1 MEMBERS.** The following persons shall be members of The Foundation:

a. One who contributes money or property of a value of One Hundred Dollars (\$100.00) or more shall be a member of the Foundation for that fiscal year of the Foundation.

b. One who is a student at an accredited American law school who contributes or has contributed on his or her behalf Twenty-Five Dollars (\$25.00) shall be a member of the Foundation for that fiscal year of the Foundation.

c. One who contributes money or property of a value of at least One Thousand Dollars (\$1,000.00) for the Foundation, the Florida Bar Foundation Endowment Trust, or to a permanently restricted fund of the Foundation shall be designated a Fellow of the Foundation and shall be a member for life. Any increase in the contribution required to become a Fellow of the Foundation shall not affect the status of then current Fellows.

d. One who has made a pledge to be a Fellow of the Foundation and has made at least one (1) payment shall be designated a Fellow of the Foundation as long as the Fellow completes payment according to the terms of the pledge. Members of the Young Lawyers Division of The Florida Bar, government employees, and employees of organizations exempt from

taxation under Section 501(c) of the Internal Revenue Code, as amended, shall make a payment of at least One Hundred Dollars (\$100.00) per year for no more than ten (10) consecutive years. All others shall make a payment of at least Two Hundred Dollars (\$200.00) per year for no more than five (5) consecutive years.

e. One who participates in the Interest on Trust Accounts program either as an individual, as a member or associate of a law firm, as an employee of a professional association, or as counsel to a law firm or professional association, shall become a member of the Foundation during the period of participation by said member, firm, or professional association, unless a participant in the Interest on Trust Accounts program declines to accept membership in the Foundation by request in writing to the Foundation. Any participant who declines membership shall not be a member of the Foundation. Any participant having so declined to accept membership in the Foundation shall become a member of the Foundation upon written request for membership, mailed certified mail, return receipt requested to the Foundation. The effective date of such membership shall be the date such request is received by the Foundation.

f. Contributions made by participation in the Interest on Trust Accounts program shall not be deemed contributions toward membership qualifying under Subsections a., b., or c. above.

**2.2 MEETINGS.** Meetings of members may be called on approval of the board of directors, and may be held at any place in Florida.

**2.3 NOTICE OF MEETINGS.** Notice of meetings of members stating the time and place and the purposes for which the meeting is called shall be given by the president, president-elect, or secretary. The notice shall be published in The Florida Bar News or any other official publication of The Florida Bar. Notice of meetings shall be given not less than thirty (30) days prior to the date of the meeting. Proof of notice shall be made by the affidavit of the person giving the notice. Notice of meeting may be waived in writing before or after the meeting.

**2.4 QUORUM.** A quorum shall consist of the number of members which is the same as the number of directors required for a quorum at a meeting of the board of directors. The acts approved by a majority of the members present at a meeting at which a quorum is present shall constitute the acts of the members. If at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting from time to time and place to place until a quorum is present.

**2.5 VOTING.** Each member entitled to vote shall be entitled to one (1) vote on all matters properly submitted to the membership. All actions shall be decided by a majority vote of the members present in person. No action without a meeting by written consent of members may be taken.

**2.6 PROXIES.** No votes may be cast by proxy.

**2.7 PRESIDING OFFICER.** The presiding officer of members' meetings shall be the president, and if absent, the president-elect, first vice president, or second vice president, in the

foregoing order, as available, shall preside. In the absence of a presiding officer, the members shall designate one of their own to preside.

**2.8 TERMINATION, EXPULSION OR SUSPENSION OF MEMBERS.** No member may be expelled or suspended, and no membership or memberships in the organization may be terminated or suspended except pursuant to a procedure that is fair and reasonable and is carried out in good faith. The board of directors may, by resolution, establish a procedure to terminate, expel or suspend a member. In the event the board of directors does not adopt procedures, the following procedures shall apply.

**2.8.1 Written Notice.** An intent to terminate, expel or suspend a member shall be preceded by twenty (20) days' written notice of the date when a hearing will be held to determine whether the member shall be expelled, suspended, or terminated. Such notice shall set forth the reasons therefore. The notice must be given by first-class or certified mail sent to the last address of the member to be expelled, suspended or terminated, as shown on the organization's records.

**2.8.2 Hearing.** An opportunity shall be provided for the member to be heard, orally and in writing. The member shall be entitled to have counsel present at and to participate in the hearing at his or her expense, and to present and cross-examine any witnesses.

**2.8.3 Liability.** A member who has been expelled or suspended shall be liable to the Foundation for any obligations incurred or legally binding commitments made prior to the expulsion or suspension.

**2.8.4 Challenges.** Any proceeding challenging an expulsion, suspension or termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the expulsion, suspension or termination.

### **ARTICLE III**

#### **Board of Directors**

**3.1 AUTHORITY; NUMBER.** All corporate powers must be exercised by or under the authority of, and the affairs of the Foundation managed under the direction of, a board of directors as provided in Article VII of the Articles. The board shall consist of six (6) designated directors, at least two (2) but no more than four (4) public member directors, eighteen (18) selected directors, and five (5) directors constituting the non-executive officers and the immediate past president of the Foundation.

**3.2 SELECTION.** The selection of public member directors chosen pursuant to Article 7.3 of the Articles and selected directors chosen pursuant to Article 7.4 a) of the Articles shall be conducted in the following manner:

a. Public member directors to serve in accordance with Article 7.3 of the Articles shall be selected by a joint nominating committee of the Foundation and The Florida Bar. The president of the Foundation shall appoint its committee members subject to

ratification by the board.

b. Selected directors chosen by the Foundation pursuant to Article 7.4 a) of the Articles shall be selected by the current board of directors of the Foundation by the date of the final meeting of the board of directors in each administrative year.

(1) Nominations for such director positions shall be made by a nominating committee appointed by the president of the Foundation subject to ratification by the board.

(2) Additional nominations for such director positions may be submitted to the secretary of the Foundation not less than thirty (30) days prior to the meeting of the current board of directors at which such selection shall be made, each such nomination to be by a nominating petition signed by not less than twenty-five (25) members of the Foundation.

(3) Notice of vacancies of such director positions shall be published in The Florida Bar News or any other official publication of The Florida Bar at least thirty (30) days prior to the meeting of the nominating committee at which nominees for such director positions shall be chosen.

(4) Notice of the slate of nominees for such director positions as prepared by the nominating committee, and of any nominees submitted by nominating petition to the secretary, shall be given to directors in the notice of the meeting at which such selection shall be made.

c. Directors selected pursuant to Article 7.4 b) of the Articles shall be chosen in a manner determined by the Board of Governors of The Florida Bar, and shall be certified to the Foundation no later than May 1<sup>st</sup> of every year.

d. Directors selected by the Supreme Court of Florida pursuant to Article 7.4 c) of the Articles shall be certified to the Foundation no later than May 1<sup>st</sup> of every year.

**3.3 TERM.** The terms of office for directors shall be as follows:

a. The president of The Florida Bar, president-elect of The Florida Bar, and the immediate past president of The Florida Bar, or their designee(s) currently serving on and appointed by the Florida Bar Board of Governors to serve in his or her place, and president of Florida Legal Services, Inc., as provided in Article 7.2 (b), Article 7.2 (c) and Article 7.2 (d), respectively of the Articles shall be directors of the Foundation during their respective terms in office or appointment. The two (2) judicial officers designated by the Chief Justice as provided in Article 7.2 a) of the Articles shall serve for three-year terms of office and may be re-designated for additional three-year terms at the pleasure of the Chief Justice.

b. The public members (who shall not be lawyers) selected pursuant to Article 7.3, who shall be no fewer than two (2) or more than four (4) shall serve for not more than two (2) three (3)-year staggered terms.

c. Directors selected by the Foundation pursuant to Article 7.4 a) of the Articles shall serve for three-year staggered terms. Such directors may be re-selected for one (1), consecutive additional three-year term.

d. The term of office of a director selected pursuant to Article 7.2 a) (judicial officers) Article 7.3 (public member directors), and Article 7.4 (selected directors) of the Amended and Restated Articles of Incorporation shall begin with the start of the Foundation's administrative year immediately following the selection of such director.

**3.4 REMOVAL.** A director selected pursuant to Article 7.3 (public member directors) and Article 7.4 (selected directors) of the Articles may be removed for cause at any time by concurrence of two-thirds of all directors of the Foundation, provided, before a director is removed without such director's consent, such director shall be given an opportunity to be heard. Such "cause" shall include three (3) consecutive unexcused absences (as defined by written policy of the board) from board meetings during a three-year term of office.

**3.5 VACANCIES.** Vacancies on the board of directors occurring between annual meetings of the board of directors which are caused in any manner shall be filled by the selecting authority for such directors for the unexpired term. The term of a director selected to fill a vacancy shall expire at the time of the expiration of the office being filled, and unless the term of such vacancy exceeds two (2) years, such service shall not be counted toward a full term.

**3.6 RESIGNATION.** A director may resign by giving written notice to the president or the executive director.

**3.7 REGULAR MEETINGS.** A regular annual meeting of the board of directors shall be held during the week of the annual meeting of The Florida Bar at a time and place determined by the board for the transaction of such business as may come before the meeting. Regular meetings of the board of directors shall be held at regular specified intervals as determined by a majority of the board of directors but at least semi-annually. The time and place of such meetings shall be determined from time to time by a majority of the board of directors or the president.

**3.8 SPECIAL MEETINGS.** Special meetings of the board of directors may be called by the president and must be called by the secretary upon the written request of one-third of the board of directors or of a majority of the executive committee, the date of such meeting to be no later than thirty (30) days after the receipt of such request by the secretary. Special meetings shall be held in Florida or at a place approved by the board of directors.

**3.9 NOTICE.** Notice of meetings of the board of directors shall be given to each director personally by mail, facsimile, e-mail, telephone, telegraph or other form of electronic transmission at least five (5) days prior to the day named for such meeting. Notice of special meetings shall state the principal purpose of the meeting, but such notice shall not limit the nature of the business to be transacted. Any director may waive notice of a meeting (a) in writing, (b) by mail, facsimile, email, telephone, telegraph or other form of electronic transmission, (c) by presence at the meeting, or (d) by subsequently approving the minutes of such meeting. Waiver of notice may occur before or after the meeting and any such waiver shall be deemed equivalent to the giving of notice.

**3.10 QUORUM.** A quorum at directors' meetings shall consist of a majority of all of the directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the board of directors, except when the Act, the Articles, or these Bylaws require approval by a majority of all of the directors.

**3.11 ADJOURNED MEETINGS.** If at any meeting of the board of directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time and place to place until a quorum is present. At any adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

**3.12 JOINDER IN MEETING BY APPROVAL OF MINUTES.** The joinder of a director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such director for the purpose of determining a quorum.

**3.13 ACTION WITHOUT A MEETING.** Any action required or permitted to be taken at a board of directors' meeting, may be taken without a meeting if the action is taken by all members of the board. The action must be evidenced by one or more written consents describing the action taken and either signed or specifically approved by each director. Any director may consent to or approve such action: (a) in writing; (b) by mail, facsimile, email, telegraph or other form of electronic transmission; or (c) by participation at a later meeting whereby such consent or approval is orally conveyed by such director(s) and thereafter memorialized in the minutes of such meeting. Such written consent(s) shall be noted in and filed with the minutes of the proceedings of the board.

**3.14 PRESIDING OFFICER.** The presiding officer of directors' meetings shall be the president, and if absent, the president-elect shall preside. If the president-elect is absent, the first vice president shall preside. If the first vice president is absent, the second vice president shall preside.

**3.15 COMPENSATION AND EXPENSES.** Directors shall receive no compensation for their services as directors. Directors and duly appointed committee members may be reimbursed for travel and other reasonable expenses actually incurred as authorized by the board of directors.

**3.16. PARTICIPATION.** The Board may permit any or all directors to participate

in a special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

## **ARTICLE IV Non-Executive Officers**

**4.1 NON-EXECUTIVE OFFICERS.** The non-executive officers of the Foundation shall be a president, president-elect, first vice president, and second vice president. Each of whom shall have previously served on the board of directors. Non-executive officers may be removed by vote of the board of directors at any meeting. Termination of membership in the Foundation shall disqualify a non-executive officer from holding office.

**4.2 ELECTION.** The non-executive officers shall be elected annually by the board of directors at any duly held meeting of the board of directors at which notice of such election is given in the notice of the meeting.

**4.3 NOMINATION.** Non-Executive Officers shall be nominated by a nominating committee appointed by the president of the Foundation subject to ratification by the board.

**4.4 TERM.** The non-executive officers shall serve for a one-year term. The president may not serve successive terms. The term of office for non-executive officers shall begin with the start of the Foundation's administrative year immediately following their election and shall expire with the election of their successors.

**4.5 PRESIDENT.** The president shall preside at all meetings of the board of directors and shall have the powers and duties which are usually vested in the chair of the board of directors.

**4.6 PRESIDENT-ELECT.** The president-elect in the absence or disability of the president shall exercise the powers and perform the duties of the president. The president-elect shall also assist the president generally and exercise such other powers and perform such other duties as shall be prescribed by the board of directors. The president-elect shall succeed to the office of president upon the resignation, death, or disability of the president, or the expiration of the term of office of the president.

**4.7 FIRST VICE PRESIDENT.** The first vice president in the absence or disability of the president-elect shall exercise the powers and perform the duties of the president-elect. The first vice president shall also assist the president-elect generally and exercise such other powers and perform such other duties as shall be prescribed by the board of directors. The first vice president shall succeed to the office of president-elect upon the resignation, death, or disability of the president-elect.

**4.8 SECOND VICE PRESIDENT.** The second vice president in the absence or disability of the first vice president shall exercise the powers and perform the duties of the first vice president. The second vice president shall also assist the first vice president generally and exercise such other powers and perform such other duties as shall be prescribed by the board of directors. The second vice president shall succeed to the office of first vice president upon the resignation, death, or disability of the first vice president

## **ARTICLE V**

### **Executive Officers**

**5.1 EXECUTIVE OFFICERS.** Subject to the authority and direction of the board of directors, the affairs of the Foundation shall be managed and administered by an executive director, a secretary, a treasurer, and such other executive officers as the board of directors shall from time to time deem desirable.

**5.2 APPOINTMENT OF EXECUTIVE DIRECTOR.** The board of directors shall appoint an executive director who, as chief executive officer under its supervision and direction, shall carry on the general affairs of the Foundation. The executive director shall be a member of the staff of the Foundation and shall not be a member of the board of directors or a voting member of any committees. It shall be his or her duty to approve the expenditure of the monies appropriated by the board of directors in accordance with the budget approved by the board of directors. The executive director shall make an annual report and periodic reports to the board of directors concerning the programs and work of the Foundation. He or she shall comply with all orders from the board of directors. All executive officers and all agents and employees shall report, and be responsible, to the executive director. He or she shall perform such other duties as may be determined from time to time by the board of directors. The executive director may employ, discharge, and set the compensation for other executive officers and for other employees of the Foundation as the work of the Foundation may require, pursuant to an annual operating budget as approved, and as may be amended from time to time by the board of directors. The executive director shall serve at the pleasure of the board of directors, subject to any contract rights between the executive director and the Foundation.

**5.3 APPOINTMENT OF OTHER EXECUTIVE OFFICERS.** The secretary, treasurer, and such other executive officers as the board of directors shall from time to time determine to be desirable shall be appointed by the executive director.

**5.4 COMPENSATION.** The compensation of the executive director shall be fixed by the board of directors. Such compensation may be in accordance with a written employment agreement approved by the board of directors of the Foundation.

**5.5 SECRETARY.** The secretary who shall attend the meetings of the members and of the directors, shall record the proceedings of the Foundation and of the board of directors, the executive committee, and, if directed by the executive director or the board of directors, of any other committees of the board, at their respective meetings. He or she shall provide for notification of the members and directors of the Foundation of their respective meetings in



accordance with these Bylaws of the Foundation, shall be the custodian of the corporate records and seal, shall make certifications of board actions, Bylaws and all organizational documents, and shall perform such other duties as may be required by these Bylaws or as may be assigned by the board of directors or the executive director.

**5.6 ASSISTANT SECRETARY.** If one or more such positions are established by the board of directors, the assistant secretary(s), in the absence of the secretary, shall have all the authority and duties vested in the secretary. He or she shall perform such duties as may be assigned to him or her by the secretary or the executive director.

**5.7 TREASURER.** The treasurer shall be the chief financial officer of the Foundation and shall receive and deposit in a bank or banks or such other financial institutions as may from time to time be designated by the board of directors all the monies of the Foundation and keep an accurate account thereof. He or she shall make disbursements subject to such regulations as may be determined from time to time by the board of directors, and shall make reports of the finances of the Foundation annually and whenever requested by the board of directors or the executive director. He or she shall perform such other duties as may be required by these Bylaws or as may be assigned by the board of directors or the executive director. At the end of his or her term of office, the treasurer shall deliver to his or her successor all books, monies, and other property of the Foundation then in his or her possession. The board of directors may require the treasurer to give such security as it may direct for the faithful performance of his or her duties.

**5.8 ASSISTANT TREASURER.** If one or more such positions are established by the board of directors, the assistant treasurer, in the absence of the treasurer, shall have all the authority and duties vested in the treasurer. He or she shall perform such duties as may be assigned to him or her by the treasurer or the executive director.

## **ARTICLE VI**

### **Committees of the Board**

#### **6.1 EXECUTIVE COMMITTEE.**

a. Membership. The executive committee shall consist of the president, president-elect, first vice president, second vice president, the chairs of the Foundation's legal assistance for the poor/law student assistance and improvements in the administration of justice grant committees, and three (3) directors appointed by the president and ratified by the board of directors at its annual meeting. In the event an individual holds an office and committee chair position described above, the president shall, subject to ratification by the board of directors, appoint such additional directors of the Foundation as may be necessary so that the number of members serving on the executive committee is nine (9). Members ratified by the board of directors may be removed by the board of directors at any time with or without cause. Vacancies of members of the executive committee appointed by the president and ratified by the board of directors shall be filled by the president subject to ratification by the board of directors at its next meeting.

b. Powers. The executive committee shall exercise all corporate powers, and shall manage the affairs of the Foundation, unless prohibited by law, these Bylaws, or by resolution of the board of directors. However, the executive committee shall not have the authority to: (i) elect non-executive officers; (ii) adopt a budget; (iii) fill vacancies on the board of directors or any committee thereof; or (iv) adopt, amend, or repeal the Bylaws.

c. Meetings.

(1) Regular Meetings. Regular meetings of the executive committee may be held at such time and place as shall be determined from time to time by (a) the president, or (b) a majority of the members of the committee.

(2) Special Meetings. Special meetings of the executive committee may be called by the president, and must be called by the secretary upon the written request of a majority of the executive committee, the date of such meeting to be no later than ten (10) days after the receipt of such request unless a later date is stated in the request. Special meetings shall be held in Florida or at a place approved by a majority of the committee.

(3) Notice of Meetings. Notice of meetings of the executive committee shall be given to each member of the committee personally or by mail, facsimile, e-mail, telephone, telegraph or other form of electronic transmission at least three (3) days prior to the day named for such meeting. Notice of special meetings shall state the principal purpose of the meeting, but such notice shall not limit the nature of the business to be transacted. Any member of the executive committee may waive notice of a meeting (a) in writing, (b) by mail, facsimile, email, telephone, telegraph or other form of electronic transmission, (c) by presence at the meeting, or (d) by subsequently approving the minutes of such meeting. Waiver of notice may occur before or after the meeting and any such waiver shall be deemed equivalent to the giving of notice.

(4) Manner of Action. Action of the executive committee shall require concurrence of not less than five (5) members of the committee. Evidence of action shall be preserved by minutes of meetings or by certificates of the secretary and shall be reported to the board of directors.

d. Reports. All action taken by the executive committee shall be reported to the board of directors at the next meeting of the board.

**6.2 DESIGNATION OF COMMITTEES.** The board of directors may designate one or more standing committees to assist in the conduct of the affairs of the Foundation. Each standing committee may exercise the authority granted to it by the board's enabling resolution or these Bylaws, as applicable. All appointments to standing committees shall be made by the president subject to ratification by the board of directors. The president may designate one or more special committees to assist in the conduct of the affairs of the Foundation and may appoint the members.

**6.3 COMMITTEE CHAIR.** The president, with the approval of the board of directors, shall appoint all committee chairs for standing committees for the ensuing year at or within a reasonable time after the annual meeting of the board of directors. Committee chairs shall be members of the Foundation's board of directors. If the board of directors establishes a new standing committee by resolution at a meeting other than the annual meeting of the board of directors, the president, with the approval of the board of directors, shall similarly appoint its chair at the time the committee is designated or within a reasonable time thereafter. The president shall appoint the chair of any special committees without approval by the board of directors.

**6.4 COMMITTEE MEETINGS.** Meetings of the committees of the board of directors may be called by the respective chairs thereof or by any two (2) members of the committee. At all meetings of any committee, a majority of the members of the committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the committee present at any meeting thereof at which there is a quorum, shall be the act of the committee, except as may be otherwise specifically provided for by these Bylaws.

**6.5 PARTICIPATION.** The executive committee or any other committee may permit any or all members to participate in a committee meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

## **ARTICLE VII**

### **Gifts, Donations, and Bequests**

**7.1 ACCEPTANCE.** Gifts, donations, and bequests may be given directly to the Foundation, or the principal of a gift, donation or bequest may be given to some other person, Foundation, or trustee with instructions that the principal or income therefrom shall either be paid to the Foundation or disbursed in accordance with the instructions of the board of directors of the Foundation; provided, however, that the uses and purposes of all such gifts, donations and bequests either of income or principal, shall be in accord with the purposes of the Foundation. All restricted gifts, donations and bequests shall be subject to acceptance by the board of directors of the Foundation or by the executive director subject to written policies adopted by the board of directors.

**7.2 USE.** Unless gifts, donations, or bequests are given subject to a stated special purpose, they shall be unrestricted funds of the Foundation. All membership contributions shall be unrestricted funds of the Foundation. In the discretion of the board of directors, unrestricted funds may be used for any purposes or expenses of the Foundation, or may be invested and the income therefrom used for any purposes or expenses of the Foundation, and invested funds may be withdrawn from investment and used for any purposes or expenses of the Foundation.

## **ARTICLE VIII**

## **Fiscal Agents**

The board of directors may employ one or more fiscal agents, and/or may contract for professional investment advisory services to carry out the Foundation's investment program, and to maintain custody of such investments, and the Foundation's investment accounts and records, under the supervision of the board of directors.

## **ARTICLE IX Fiscal Management**

**9.1 FISCAL YEAR.** The fiscal year of the Foundation shall be determined from time to time by the board of directors.

**9.2 DEPOSITORY.** The moneys of the Foundation shall be deposited in such financial institutions and/or with such professional investment advisory services as shall be designated from time to time by the board of directors. Withdrawal of moneys shall be only by checks, drafts or by such electronic means which are signed or approved by such persons as are authorized by the board of directors.

**9.3 SAFEKEEPING.** The monies and investments of the Foundation, including, but not limited to, certificates of deposit, stocks, bonds, and evidences of indebtedness, shall be kept in safekeeping only in such places and under such security as shall be approved by the board of directors or executive committee.

**9.4 AUDIT.** An audit of the accounts and funds of the Foundation shall be made annually by a certified public accountant selected at the discretion of the board of directors. A copy of each audit report shall be furnished to each director.

**9.5 FIDELITY COVERAGE.** Fidelity insurance coverage shall be required by the board of directors from all persons handling or responsible for Foundation moneys or investments, except that the board of directors may waive the requirement for such coverage in the case of a financial institution and/or professional investment advisory service with which the board of directors has contracted to carry out the Foundation's investment program. The amount and form of such coverage and the companies issuing such insurance shall be approved by the board of directors, and the premiums shall be an expense of the Foundation.

**9.6 BUDGETARY CONTROL.** The expenditure of the funds of the Foundation shall be in accordance with a budget or an appropriation approved annually, and which may from time to time be amended, by the board of directors.

**9.7 GRANTS.** The board of directors may from time to time make grants to other persons, firms or Foundations in furtherance of the purposes of the Foundation upon an affirmative vote of the majority of the board of directors. Grants shall be made in accordance with standing policies adopted by the board of directors. The board of directors may contract with other persons, firms or Foundations to provide information or assistance to the board or the staff of the Foundation in the grants process.

**9.8 BOOKS OF ACCOUNT.** The Foundation shall keep accurate books and records of account and financial statements.

## **ARTICLE X Indemnification**

The Foundation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Foundation), by reason of the fact that he or she is or was a director or officer of the Foundation or is or was serving at the request of the Foundation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding to the full extent permitted by law. The Foundation may indemnify any employee or agent if permitted by law.

## **ARTICLE XI Miscellaneous**

**11.1 MINUTES.** The Foundation shall keep minutes of the proceedings of its board of directors and the executive committee.

**11.2 CONVEYANCES AND ENCUMBRANCES.** Property of the Foundation may be assigned, conveyed or encumbered by such officers of the Foundation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance.

**11.3 LOANS TO DIRECTORS AND OFFICERS PROHIBITED.** No loans or advances, other than customary travel and expense advances, shall be made by the Foundation to any of its directors or non-executive officers.

**11.4 AMENDMENTS.** These Bylaws may be amended by the board of directors in the following manner:

**11.4.1 Notice to Directors.** Notice of the subject matter of a proposed amendment shall be included in the notice of the meeting at which a proposed amendment is considered.

**11.4.2 Approval.** A resolution adopting a proposed amendment shall be approved by two-thirds of all directors.

**11.4.3 Notice to Members.** Notice of Bylaw amendments shall be given to Foundation members by publication in The Florida Bar News or any other official publication of The Florida Bar.

**11.5 SEVERABILITY.** The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

### **BYLAWS CERTIFICATE**

The undersigned certifies that he or she is the Secretary of the Foundation, a Florida corporation not for profit, and that as such, she is authorized to execute this certificate on behalf of the Foundation. He or she further certifies that the foregoing Bylaws, consisting of fourteen (14) pages, including this page, constitute the Bylaws of the Foundation as of this date, duly adopted by the board of directors of the Foundation on September 19, 2014.

Dated: April 8, 2016



Jennifer Wimberly, Secretary

As approved by the Board of Directors on September 19, 2014

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