

F-503 BYLAWS -- AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF FLORIDA

Article I: General provisions

1. The name of this organization shall be the American Civil Liberties Union Foundation of Florida, Inc. (hereinafter "ACLU-FL Foundation"). It shall be a non-partisan, not for profit corporation.

2. The purpose of the ACLU-FL Foundation is to protect and advance civil liberties and civil rights in Florida by taking any appropriate and legitimate action which is authorized by the Articles of Incorporation of the ACLU-FL Foundation.

Article II: Foundation Board of Directors

1. The affairs and administration of the ACLU-FL Foundation shall be directed by its Board of Directors.

2. The Board of Directors of the ACLU-FL Foundation (hereinafter "the Foundation Board") shall consist of the directors of the American Civil Liberties Union of Florida (hereinafter "ACLU-FL"), an affiliate of the American Civil Liberties Union, Inc. (hereinafter "ACLU").

Article III: Foundation Officers

1. The officers of the ACLU-FL Foundation shall consist of a president, immediate past president (if currently a director), vice president, secretary, treasurer, legal panel chair, development chair and affirmative action officer.

2. Each officer shall exercise the duties ordinarily associated with his or her office, or as established by the Foundation Board.

3. The term of office for all officers shall be for two years.

4. The officers shall be elected by the Foundation Board from among its directors.

Article IV: Foundation Board Meetings

1. The Foundation Board shall hold no fewer than four regular meetings a year, no more than six months apart. Special meetings may be set by the Foundation Board or called by the president upon written request of ten directors and set within thirty days of such request, or in the event of an emergency situation as determined by the president and/or the Executive Committee (*see* Article V, paragraph 3 below), with notice to the directors given as soon as practicable. At least five days prior to any regular meeting of the Foundation Board, all directors shall be sent written notice, by mail, facsimile or electronic communication, of the date, time, place, and proposed agenda for the meeting.

2. A quorum of the Foundation Board shall consist of a majority of its directors. There shall be no votes cast by proxy.

3. All meetings of the Board shall be open to members of the ACLU-FL and persons invited by the Foundation Board, except during an executive session. The Foundation Board reserves the right to enter executive session including only directors, alternates or persons invited by the Foundation Board, to deal with matters determined to be of great sensitivity or proprietary in nature as indicated by majority vote of the Foundation Board. Such executive session shall last only so long as the matters discussed are of such a nature.

#### Article V: Committees

1. The Foundation Board may create and delegate authority to committees to facilitate the work of the ACLU-FL Foundation, including such committees as Budget and Audit Committee, Investment Committee, Development Committee, Legal Panel and Public Education Committee, provided that no committee of the ACLU-FL Foundation may engage in legislative lobbying activities of any sort. The president shall designate the members and appoint chairpersons of all committees; provided that the Treasurer shall be a member of the Budget and Audit Committee, at least one officer shall be a member of the Investment Committee, and the Chairs of those two committees shall be different.

#### 2. Nominating Committee:

A Nominating Committee consisting of the affirmative action officer and four directors, representing geographical diversity, shall be designated by the president and approved by the Foundation Board at a regular meeting of the Foundation Board.

At least thirty days prior to the meeting at which elections are scheduled, the Nominating Committee shall present to the Foundation Board the names and credentials of all candidates for all offices and board positions to be voted upon at such meeting.

The Nominating Committee shall, whenever possible, recruit, identify and recommend more than one candidate for each office and board position to be voted upon.

#### 3. Executive Committee:

The Executive Committee shall be comprised of all elected officers of the Foundation Board and the ACLU-FL's representative to the national board of the ACLU. In the event that the Foundation Board elects more than one person to any office, only one such person shall serve as a voting member of the Executive Committee. Each person on the Executive Committee shall have one vote.

b. The Executive Committee shall have responsibility for the management of the internal affairs of the ACLU-FL Foundation.

c. The Executive Committee shall have the authority, between meetings of the Foundation Board, to meet in person, by telephone or electronically and at such meetings to take any and all actions on behalf of the Foundation Board.

d. All actions of the Executive Committee are subject to ratification by the Foundation Board at the Foundation Board's next meeting.

e. Minutes shall be taken of all Executive Committee meetings and written reports of all Executive Committee actions shall be presented to the Foundation Board at its next meeting.

f. A quorum of the Executive Committee shall be a majority of its members.

#### Article VI. Rules of Order

All meetings of the Foundation Board and committees of the Foundation Board shall be conducted in accordance with the latest revision of Robert's Rules of Order, except as the rules are modified by the Articles of Incorporation of the ACLU-FL Foundation or these Bylaws.

#### Article VII: Executive Director

1. The Foundation Board may employ an executive director, on terms agreed between the Foundation Board and the executive director.

2. The executive director shall direct the management of the office of the ACLU-FL Foundation and shall hire and supervise such other employees as the Foundation Board may authorize to assist in the performance of the executive director's duties.

3. The executive director shall receive direction from the Foundation Board through the president and be responsible to the Foundation Board, which has the power to remove the executive director, in accordance with the policies of the ACLU-FL Foundation and the ACLU.

#### Article VIII: Finances

1. All funds received by the ACLU-FL Foundation shall be considered assets of the ACLU-FL Foundation.

2. The Foundation Board, through the executive director, shall keep full and accurate records of the financial transactions of the ACLU-FL Foundation.

3. The Budget Committee and Audit Committee, with the approval of the Executive Committee, will provide the Foundation Board a proposed budget of income and expenses for the upcoming fiscal year at least two weeks before the Foundation Board meeting at which the proposed budget will be considered for adoption.

4. An annual independent audit of financial records shall be performed by a Certified Public Accountant, retained by the Foundation Board, who shall report the findings and results of the audit to the Budget and Audit Committee, which in turn shall report the findings and results to the Foundation Board.

5. The Investment Committee shall be authorized to maintain and manage the investments of the ACLU-FL Foundation, as authorized by and in accordance with the policies of the Foundation Board and the Articles of Incorporation of the ACLU-FL Foundation.

6. There shall be no compensation for serving as an officer or director, but officers and directors may be reimbursed for expenses incurred on behalf of the ACLU-FL Foundation.

7. The ACLU-FL Foundation shall maintain an endowment fund separate and apart from all other ACLU-FL Foundation accounts, into which all bequest income and contributions restricted to the ACLU-FL Foundation endowment fund shall be placed. Monies from the ACLU-FL Foundation endowment fund may not be withdrawn or utilized except as authorized by the policies of the Foundation Board and in accordance with the Articles of Incorporation of the ACLU-FL Foundation.

#### Article IX: Amendment of Articles of Incorporation or By-Laws

1. Any director may propose a written amendment to the Articles of Incorporation of the ACLU-FL Foundation or to these Bylaws at any meeting of the Board. If approved by a majority vote of the directors present at that meeting, the text of the proposed amendment shall be transmitted in writing to the entire Foundation Board, not less than thirty days prior to the next regular meeting of the Foundation Board, for final approval and ratification.

2. In order for the proposed amendment to be finally approved and ratified, it must receive at that next regular meeting of the Foundation Board an affirmative vote of two-thirds (2/3) of all directors.

Board of Directors, December 6, 2003