

**THE HOPE FLORIDA FOUNDATION, INC.
BYLAWS**

**ARTICLE I
NAME**

The name of the corporation shall be The Hope Florida Foundation, Inc. (hereafter, “the FOUNDATION”).

**ARTICLE II
PURPOSE
AND
ACTIVITIES**

The FOUNDATION is organized as a not-for-profit corporation and a direct-support organization to support the Florida Department of Children and Families (“the DEPARTMENT”), in carrying out its purposes and responsibilities. In accordance with section 402.57(1)(a), Florida Statutes, the FOUNDATION shall 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 DEPARTMENT and the individuals it serves. The FOUNDATION may collect, expend, and provide funds for addressing gaps in services for the children and adults served by the DEPARTMENT; develop, implement, and operate targeted prevention efforts; undertake services and activities that serve the goals of the DEPARTMENT; and otherwise support functions of the FOUNDATION’s board of directors as necessary.

In carrying out the foregoing responsibilities, the FOUNDATION shall operate in a manner consistent with the goals and purposes of the DEPARTMENT, the best interest of the State of Florida, and the needs of children and adults served by the DEPARTMENT.

**ARTICLE III
PROHIBITED ACTIVITIES**

Notwithstanding any other provisions of these bylaws or the articles of incorporation, the FOUNDATION shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulation, now existing or hereafter amended. The FOUNDATION may not use funds for the purpose of lobbying, as defined in section 11.054, Florida Statutes.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. Power and Duties: All corporate powers of the FOUNDATION shall be exercised by or under the authority of the Board of Directors. The Board shall approve the annual budget and establish policy and procedure for the FOUNDATION in a manner consistent with the bylaws and the articles of incorporation.

Section 2. Composition and Term of Office: The Board of Directors of the FOUNDATION shall be appointed by the Secretary of the DEPARTMENT and shall be comprised of not more than seven (7) persons. Directors shall be appointed for a term of two (2) years and may be appointed to successive terms without limit. Notwithstanding their terms of office, Directors shall serve at the pleasure of the Secretary of the DEPARTMENT and may be removed by the Secretary of the DEPARTMENT, for or without cause, upon the Secretary's provision of written notice to the Board of Directors.

Section 3. Quorum: Unless otherwise provided in these bylaws, a majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. An affirmative vote of a majority of Directors constituting such quorum shall be necessary to take any official action, unless otherwise stated in these bylaws.

Section 4. Compensation: Directors shall not receive any compensation for service as Directors. The Board of Directors may authorize reimbursement of expenses incurred by Directors in connection with Board business or other activities directly related to the FOUNDATION, including travel, at rates comparable to those authorized for state officers and employees.

ARTICLE V OFFICERS

Section 1. Number: The Officers of the FOUNDATION shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time appoint.

Section 2. President: The President of the FOUNDATION shall be appointed by the Secretary of the DEPARTMENT for a two (2) year term. The President may be re-appointed for successive terms. The President shall preside at all meetings of the Board and shall have such other duties as may be prescribed by the Board. The President shall (a) serve as an ex-officio member of all committees; (b) appoint the chair of all committees; (c) call all regular and special meetings; and (d) have authority to sign all contracts, select grants, and undertake other obligations on behalf of the FOUNDATION unless the Board decides otherwise for any specific contract, grant, or obligation. When the President has not yet been appointed, and the office of President remains vacant, the Chairman of the Board shall undertake the functions of the President.

Section 3. Selection of Other Officers: The Vice President, the Secretary, and the Treasurer and any other Officers of the FOUNDATION shall be elected by the Board for terms of two years and shall be eligible for re-election.

Section 4. Vice President: The Vice President shall preside at meetings in the absence of the President and shall perform such additional duties as prescribed by the Board.

Section 5. The Secretary: The Secretary shall be responsible for preparing minutes of the Directors' meetings and may delegate that responsibility to another officer or to FOUNDATION employees or staff. The Secretary shall authenticate the FOUNDATION's corporate records and shall maintain such records at a location approved by the Board.

Section 6. The Treasurer: The Treasurer shall be responsible for the accounting of all moneys of the FOUNDATION, including depositing and/or investing them in accordance with policy adopted by the Board, and shall have such additional powers and duties as may be assigned by the Board.

Section 7. Executive Director: The Board, in coordination with the DEPARTMENT, may employ or designate a person to serve as Executive Director to promote the FOUNDATION, secure funding for the FOUNDATION, and perform such other tasks as the Board may assign.

Section 8. Program Staff: The Board, in coordination with the DEPARTMENT, may employ or designate staff as needed to implement and assist with the FOUNDATION's operations.

Section 9. Officer Vacancy: The Board shall elect an Officer to fill the remaining term for any vacancy occurring for any reason, with the exception of the President.

Section 10. Indemnification: All Officers and Directors shall be indemnified by the FOUNDATION against all expenses and liabilities, including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceedings or settlement in which they may become involved by reason of holding such office. The Board may authorize expenditure of FOUNDATION funds to satisfy judgements, pay fines, or settle claims against any current or former Director, Officer, or employee of the FOUNDATION if such expenditure results from a claim made or action brought by a third party against such person for an act alleged to have been committed by such person while a Director, Officer, or employee of the FOUNDATION. Prior to authorizing such expenditure, the Board must determine that such person was acting within the scope of his or her employment or authority, and that such act was in the best interests of the FOUNDATION, and that the act giving rise to the claim was not an act described in Sections 617.0834(1)(b) and (2)(a), Florida Statutes. Nothing herein shall be construed to constitute a waiver of any limitation of liability. The FOUNDATION shall not indemnify any Officer or Director when the act alleged to have been committed was not in the best interests of the Foundation.

ARTICLE VI COMMITTEES

The FOUNDATION shall have an Executive Committee and may create such other committees as the Board deems appropriate to conduct the FOUNDATION's business and carry out its purposes.

Section 1. Executive Committee: The Executive Committee shall be composed of the current Directors and Officers of the FOUNDATION. The Executive Committee shall have, and may exercise, the powers of the Board of Directors in the interim between Board meetings. Any action taken by the Executive Committee requiring ratification by the Board shall be reported to the Board at its next meeting. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of any business in any meeting. The President shall have the power to call a meeting of the Executive Committee and it shall meet as often as shall be necessary to discharge its duties.

Section 2. Other Committees: Except as otherwise stated in these bylaws, the President shall appoint the members and designate the chair of standing and other committees. Committees shall serve at the pleasure of the Board under such rules as the Board may approve.

ARTICLE VII MEETINGS

Section 1. Meetings: Meetings of the Board shall be held at such date, time, and place as may be called by the President of the FOUNDATION or the Secretary of the DEPARTMENT. Such meetings may be virtual.

Section 2. Special Meetings: Special meetings of the Board shall be held as needed and shall be called by the President of the FOUNDATION or the Secretary of the DEPARTMENT.

Section 3. Notice, Participation and Voting: Reasonable notice of all meetings shall be provided to each Director by mail, email or facsimile. Each Director shall be entitled to one (1) vote in a matter coming before the Board. Directors may participate in a meeting by means of a conference telephone call or similar communication equipment whereby all persons participating can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Notice shall additionally be provided in such a manner as to comply with the public meeting requirements under chapter 286, Florida Statutes.

ARTICLE VIII FISCAL PROCEDURE

Section 1. Annual Budget: The Executive Committee shall develop and submit a proposed annual budget for consideration and approval by the DEPARTMENT and the Board. The Board shall vote on the proposed annual budget, and on any proposed amended budget, only after the DEPARTMENT has approved of the same.

Section 2. Depository: The Executive Committee shall designate a depository or depositories in which funds of the FOUNDATION shall be maintained. The Executive Committee shall make determinations as to how funds not immediately needed shall be invested in a manner that will maximize earnings of the FOUNDATION while at the same time retaining sufficient liquidity for carrying out the objectives of the FOUNDATION.

Section 3. Disbursements: Disbursements from FOUNDATION funds shall require a written request identifying the payee and the nature of the disbursement. All disbursements by check shall require signatures by two authorized signers.

Section 4. Records: The Treasurer shall maintain at the office of the FOUNDATION, or a location approved by the Board, the records of all receipts and disbursements of the FOUNDATION in sufficient detail to permit a complete accounting for the reconciliation of all receipts and expenditures. The Treasurer shall make a report of financial activities of the FOUNDATION at each meeting of the Executive Committee and the Board of Directors.

Section 5. Annual Audit: The FOUNDATION shall make provision for an annual financial audit in accordance with section 215.981, F.S. The annual audit report shall include a management letter and shall be submitted to the DEPARTMENT and the Auditor General for review. The DEPARTMENT and the Auditor General may require and receive from the FOUNDATION or from its independent auditor any detail or supplemental data relative to the operation of the

organization.

**ARTICLE IX
SUBMISSION OF
INFORMATION
TO
DEPARTMENT**

By August 1 of each year, the Foundation shall submit to the DEPARTMENT all information required by section 20.058(1), Florida Statutes.

**ARTICLE X
MISCELLANEOUS**

Section 1. Fiscal Year: The fiscal year shall begin July 1 of each year and shall end June 30 of the following year.

Section 2. Amendments: These bylaws may be amended by the Secretary of the DEPARTMENT or by the affirmative vote of two thirds (2/3) of the Directors present and voting at any meeting at which a quorum is present. If these bylaws are amended by a vote of the Directors, written notice of the action to be approved must be given at least three (3) days prior to the meeting, and such amendments will not take effect without the approval of the Secretary of the DEPARTMENT.

**ARTICLE XI
DISTRIBUTION OF ASSETS**

Upon dissolution, liquidation, and winding up of the FOUNDATION, the Board shall, after paying or making provisions for the payment of all of the liabilities of the FOUNDATION, revert all assets of the FOUNDATION as directed by the DEPARTMENT or its successor, as required by section 402.57, Florida Statutes.

THESE BYLAWS ARE HEREBY APPROVED nunc pro tunc to August 25, 2023:

By:

President, The Hope Florida Foundation, Inc.

Secretary, Florida Department of Children and Families

04/17/2025