



**THE FISH & WILDLIFE FOUNDATION OF FLORIDA, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

**AMENDED AND RESTATED BYLAWS  
April 24, 2023**

**ARTICLE I  
NAME, INCORPORATION & LOCATION**

**Section 1.1 Name.** The Name of this Corporation is the FISH & WILDLIFE FOUNDATION OF FLORIDA, INC., hereinafter referred to as “The Foundation.”

**Section 1.2 Nature.** The Foundation shall be a nonprofit corporation incorporated under the laws of the State of Florida, with no capital stock and from which no private, pecuniary profit shall ever be derived by any Officer or other person, except such compensation as may be allowed for employee services actually rendered.

**Section 1.3 Location.** The principal office of the Foundation shall be located at 620 South Meridian Street, Tallahassee, Florida 32399. The Foundation may establish other offices as needed.

## **ARTICLE II PURPOSES**

**Section 2.1 Purposes of the Corporation.** As set forth in the Articles of Incorporation, the Foundation is a not-for-profit corporation and is organized and operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future internal revenue code, as well as for the purposes set forth in Florida Statutes, Section 379.223. The Foundation is dedicated to conserving Florida's outstanding natural landscapes and habitats and the fish and wildlife they harbor, including, but not limited to, working closely with and in support of the Florida Fish and Wildlife Conservation Commission (hereinafter referred to as "FWC") and its public and private partners.

## **ARTICLE III MEMBERSHIP & VOTING**

**Section 3.1 Membership.** The Foundation shall be directed by a self-perpetuating Board of Directors, serving without compensation and acting with charitable purpose for the benefit of the Foundation. Except as hereafter provided, membership in the Foundation shall be limited to members of the Board of Directors of the Foundation. Persons eligible for Board membership shall have an interest and concern for the welfare and development of the Foundation and further its mission, goals and programs.

**Section 3.2 Voting.** Voting rights of the Foundation shall be vested solely in the Foundation's Board of Directors. There shall be no other voting members of the Foundation. The Board of Directors shall have all power and legal and fiduciary responsibility to govern the organization.

**Section 3.3 No Shares of Stock.** The Foundation shall have no stockholders. It shall not issue shares of stock or other instruments or documents entitling any person to receive dividends arising from the activities of the Foundation.

## **ARTICLE IV BOARD OF DIRECTORS**

**Section 4.1 General Powers.** All corporate powers and the business and affairs of the Foundation shall be exercised by or under the authority of the Board of Directors, hereinafter referred to as “the Board.” This authority is subject to such obligations and requirements as may be imposed by the applicable provisions of state or Federal law. Directors may be residents of Florida or other U. S. states. This authority is subject to such obligations and requirements as may be imposed by the applicable provisions of state or Federal law. The Board is responsible for overall policy and direction of the Foundation, delegating responsibility of day-to-day operations and other decisions, to the extent permitted by law, to the President and Chief Executive Officer.

**Section 4.2 Composition.** The number of members of the Board shall be no fewer than five (5) nor more than twenty-four (24). The Executive Director of FWC is a member of the Board with full voting powers. The number of Directors may be increased or decreased from time to time by amendment of these Bylaws. No decrease shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to fewer than five (5) Directors.

**Section 4.3 Election of Directors.** New members of the Board of Directors shall be approved by a simple majority of the Board, attending in person or by audio or video telecommunication, to the extent permitted by law, at any regular or special meeting of the Board, provided that written notice of the name of the proposed Board Member together with his or her qualifications be given to all the current Board Members at least seven (7) days prior to the meeting, unless notice is required on an emergency basis, for which notice will be provided at least 24 hours prior to the meeting. -Formal election of Board members may occur at any time throughout the year.

The Executive Committee shall serve as, or annually appoint, an *ad hoc* Nominating Committee to collect, evaluate and recommend to the Executive Committee and full Board the individuals who should be considered for Board membership at that time.

**Section 4.4 Honorary Members and Advisors.** The Board of Directors may, by resolution, establish categories of non-voting honorary or advisory members with such qualifications, rights and responsibilities as may be provided in such resolution. Such Advisors or Honorary Members may be appointed to any Committee and may vote on Committee business, but do not attend (unless invited to specific meetings) or have voting rights at meetings of the full Board. Advisor terms will be set at appointment, and

may be re-appointed by the Chair of the Board, in consultation with the relevant Committee Chair, as appropriate.

**Section 4.5 Qualifications.** Members of the Board of Directors will be chosen for their depth of interest, commitment, and ability to advance the mission of the Foundation. A prospective Board member's education; work experience; spheres of influence; and experience in governance, fund raising, marketing and other strategic competencies, as well as his or her ability to commit sufficient time to serving as a Board Member, are among the factors the Board will consider in choosing Director candidates.

No person shall be eligible to serve as a Director unless eighteen (18) years of age or older. The Board shall not discriminate on any applicable legal basis during the recruiting and selection of other Board members.

**Section 4.6 Terms.** Each Board member shall serve a maximum of three (3), three-year terms; i.e., a maximum of nine (9) consecutive years, each term beginning on the January 1<sup>st</sup> nearest to the Board member's election. The terms of Directors will be staggered, with approximately one-third of the Board coming up for renewal or retirement every year. Board members who have reached maximum tenure must roll off the Board and become eligible for re-election after having been off the Board for a minimum of twelve (12) months.

**Section 4.7 Resignation of Board Members.** Except as otherwise required by law, a Director may resign from the Board at any time by giving notice to the Chair of the Board or President and CEO. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

**Section 4.8 Removal.** A Director may be removed by a simple majority vote of the Board of Directors, with or without assigning any cause, by a majority vote of the Board at any meeting of the Board.

**Section 4.9 Voting and Quorum.** Each Director shall have one vote. All voting at meetings shall be done personally, and no proxy shall be allowed. Unless a greater proportion is required by law, a simple majority of the Directors then in office (or, if authorized by the Articles of Incorporation, no fewer than one-third of the prescribed number of Directors then in office) shall constitute a quorum for the transaction of business. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is

present shall be the act of the Board. If a quorum is not present at any meeting of the Board, the Board Members present thereat may adjourn the meeting.

**Section 4.10 Voting and Conflict of Interest.** On any question in which a Director is personally or financially interested or in other cases of potential conflict of interest, the Director's interest or conflict shall be noted, and he or she shall abstain from voting.

**Section 4.11 Compensation and Expenses.** Board members shall serve without compensation. The Board may, however, reimburse Board members for expenses incurred by them in the performance of their duties as Board members of the Foundation in reasonable amounts based on policies approved by the Board.

## **ARTICLE V MEETINGS**

**Section 5.1 Scheduling Meetings.** Meetings of the Board of Directors, regular or special, may be held at such places and times and in such manner as the majority of Board Members or the Executive Committee shall determine, or as designated in the Notice calling the meeting.

**Section 5.2 Meetings.** The Foundation conducts four regular meetings per calendar year; generally two (2) in-person meetings and two (2) via ~~audio or~~ video communication, to the extent permitted by law. The Chair of the Board, on seven (7) days' notice to each Board member, but no less than twenty-four (24) hours' notice under extenuating circumstances, may call special meetings of the Board. The Chair or President and CEO, on notice of written (including emailed) request of 25 percent of the Board members, shall call special meetings.

**Section 5.3 Notice of Meetings.** At the beginning of each calendar year, the Board shall be furnished with the dates and locations of that year's four regular meetings of the Board. The Board shall be notified of any changes to this schedule at least thirty (30) days in advance of said meeting. Every meeting of the Board and its Committees, whether regularly scheduled or specially called, shall be publicly noticed at least seven (7) days in advance of such meetings, but no less than twenty-four (24) hours' notice under extenuating circumstances.

Notice of each regular or special meeting of the Board shall specify the date, time, and place of the meeting and shall state the general subject matter to be considered at such meeting.

**Section 5.4 Use of Communications Technology in Conducting Business.** To the extent permitted by law, the Board may conduct any of its meetings through the use of any means of communication by which all Board Members participating may simultaneously hear each other during the meeting. Where required by law, this virtual participation may depend on the physical presence of a quorum of the Board, and to the extent permissible by law, a Board member participating in a meeting by this means is deemed to be present at the meeting.

To the extent permitted by law, and unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the Directors consent in writing through fax, email, or U. S. mail to adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of proceedings of the Board.

**Section 5.5 Emergencies.** The Board may adopt Bylaws to be effective in and during an emergency. Quorum requirements for any Board meeting during an emergency shall be reduced to the lowest quorum requirement permitted by law and where not inconsistent with the Articles of Incorporation. Board meetings during such emergencies may be called on seventy-two (72) hours' notice, or as little as twenty-four (24) hours' notice for extenuating circumstances.

**Section 5.6 Attendance.** As part of each Director's legal "duty of care," he or she is expected to attend all regular and special Board meetings and teleconferences. Each Board member shall communicate with the Board Chair or the staff liaison to the Board in advance of all Board meetings, stating whether she or he is able to attend in person or participate by teleconference or other agreed-upon means of communication. Any Director who fails to attend at least fifty (50) percent of all regular and special Board meetings and teleconferences in the course of the Foundation's fiscal year may be removed from office by a majority vote of the Board.

**Section 5.7 Recording of All Proceedings.** The Board and each Committee shall keep a written record of its proceedings, herein called "minutes." Minutes shall be approved by majority vote of Board members present for the meeting.

## **ARTICLE VI OFFICERS, AGENTS AND EMPLOYEES**

**Section 6.1 Officers.** There shall be five (5) Officers of the Board of Directors: Chair, 1<sup>st</sup> Vice Chair, 2<sup>nd</sup> Vice Chair, Treasurer, and Secretary, each of whom shall be elected by the Board of Directors. No one person may hold two offices. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, or by the President and CEO, where delegated by the Board of Directors.

**Section 6.2 Election and Term of Office.** The Officers of the Board of Directors shall be elected annually by a simple majority of the Board of Directors attending the meeting, generally at the last meeting of the calendar year, with the new appointments taking effect on the following January 1st. Each Officer shall hold office until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office, incapacitation or death. An Officer shall serve for a term of one year and may be re-elected to that office for additional terms as long as s/he is eligible to be a member of the Board. No individual may be elected for more than three (3) consecutive one-year terms to any single office. Election of an Officer shall not of itself create contract rights.

**Section 6.3 Compensation.** Officers of the Board of Directors shall serve without compensation, but may be reimbursed by the Foundation for expenses incurred by them in the performance of their duties, in reasonable amounts based on policies approved by the Board.

**Section 6.4 Resignation and Removal of Officers.** An Officer of the Board of Directors may resign at any time by giving written notice to the Chair or President & CEO of the Foundation. The resignation shall be effective upon receipt by the Chair or President & CEO or at such subsequent time specified in the notice. The Board of Directors may, by a simple majority of Board members present at the meeting, remove any Officer elected by the Board without cause, whenever in its judgment the best interests of the Foundation would be served.

**Section 6.5 Officer Vacancies.** In the event of a vacancy in any office, the Chair may immediately appoint a Board member to fill such vacancy, unless the office of the Chair is itself vacated. In such a case, the 1<sup>st</sup> Vice Chair – or 2<sup>nd</sup> Vice Chair if the 1<sup>st</sup> Vice Chair is unable -- will serve as acting Chair until the next meeting of the Board, at which time the Board will vote to appoint a new Chair to fill the remainder of the Chair's term.

**Section 6.6 Powers and Duties.** The powers and duties of the Officers of the Board of Directors shall be as follows:

- (a) **Chair of the Board:** The Chair shall serve as chair of the Board of Directors, chair of the Executive Committee and as an *ex-officio* member of all Foundation committees, although attendance at all committee meetings, other than the Executive Committee, is optional. The Chair shall have general charge of the administration of the affairs of the Foundation, subject to the oversight and direction of the Board, in accordance with the Bylaws, Board-established policies of the Foundation and applicable state and federal laws. Particularly, the Chair shall
- i. Preside at all meetings of the Board and Executive Committee. In the absence of the Chair, the 1<sup>st</sup> Vice Chair, 2<sup>nd</sup> Vice Chair or next highest Officer shall preside at such meetings.
  - ii. See that the orders and directions of the Board and Executive Committee are carried out promptly.
  - iii. Have the authority to sign all papers, documents, and other writings requiring the signature of the Foundation. The Chair may also choose another Board Officer to sign or delegate signing to the President & CEO of the Foundation for the President & CEO's execution or further delegation in accordance with these Bylaws and Foundation policies.
  - iv. Appoint the Chairs and members of each standing and Board-authorized *ad hoc* Committee or task forces for any special or incidental need of the Foundation.
  - v. The Chair shall play a major role in resource development and in representing the Foundation to special audiences and the general public.
  - vi. Provide day-to-day guidance and oversight of the President & CEO and lead or appoint another Board member(s) to lead the annual performance evaluation of and compensation recommendations for the President & CEO.
- (b) **1<sup>st</sup> and 2<sup>nd</sup> Vice Chairs:** The Vice Chairs shall work with and assist the Chair, and in the event of the absence or incapacity of the Chair, the 1<sup>st</sup> Vice Chair shall have and may exercise all of the powers and duties of the Chair. In the event the 1<sup>st</sup> Vice Chair cannot fulfill this obligation, the 2<sup>nd</sup> Vice Chair shall have and may exercise such powers and duties. Both Vice Chairs shall perform such other duties as may be delegated by the Chair or Executive Committee. Both Vice Chairs shall sit on the Executive Committee and each shall have equal voting power. Like the President, the Vice Chairs shall play a major role in resource



development and in representing the organization to special audiences and the general public.

(c) **Treasurer:** The Treasurer shall chair the Finance and Audit Committee of the Foundation. As Chair of that Committee, the Treasurer oversees the financial affairs of the Foundation and renders a regular statement of the Foundation's current finances to the Board. The Treasurer shall perform such other duties as may be assigned by the Board or Board Chair, or as required by law. The Treasurer in particular shall

- I. Attend all meetings of the Board and Executive Committee.
- II. Work closely with the Chief Operating Officer and Director of Finance on the preparation and presentation of annual budgets and regular financial statements to the Board.
- III. Set the agendas and chair meetings of the Finance and Audit Committee.
- IV. Recommend for Board approval an independent firm to conduct the Foundation's annual audit and prepare its IRS 990 tax return, ensuring the audit takes place as soon as practical after the close of the Foundation's fiscal year.
- V. Lead the periodic process to select, subject to Board approval, an independent investment manager(s) of the Foundation's funds.
- VI. Be notified in advance of any operating expenditure by the staff greater than \$50,000.
- VII. Bring to the Board's attention any notable fiscal changes or other fiscal issues important for the Board to know.

(d) **Secretary:** The Secretary shall ensure the Foundation maintains a true record of all Board and Committee meetings and shall perform such other duties as may be delegated by the Chair or Board. Particularly, the Secretary shall

- i. Attend all meetings of the Board and Executive Committee.
- ii. Ensure the proper and accurate recording of minutes of the proceedings of all meetings of the Board and Executive Committee and attest to them as required.
- iii. Attest with signature on behalf of the Foundation when necessary and advisable.
- iv. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- v. Ensure all Board members are furnished annually with the organization's Code of Ethics, Conflict-of-Interest Policy, and Whistleblower Protection Policy and complete and sign yearly a conflict-of-interest attestation.

**Section 6.7 Agents and Employees.** The Board of Directors shall appoint a President and Chief Executive Officer who is charged with the day-to-day management of the Foundation, and other responsibilities to the extent permitted by law, and according to any policies and procedures that may be established by the Board of Directors. He or she shall play the lead staff role in resource development and representing the organization to special audiences and the general public. The President & CEO may appoint other officers of the Foundation. The President & CEO shall also be the principal staff liaison to the FWC. The President & CEO is employed by and can be terminated by the Board of Directors.

**Section 6.8 Compensation.** The Board shall annually determine the level of compensation (salary and benefits) for the President & CEO, based on annual performance and equity with similar positions and organizations in the nonprofit sector.

## **Article VII COMMITTEES**

Every member of the Board of Directors shall serve on at least one standing committee of the Foundation, in addition to serving periodically on *ad hoc* committees and task forces formed to address specific issues or needs. The Chair of the Board selects the members of each Committee and appoints each Committee Chair.

The Board of Directors of the Foundation will maintain the following standing committees: Executive, Finance and Audit, Government Affairs, and Governance, as well as an *ad hoc* Communications Committee whose membership changes according to the task at hand. The Board may reorganize or dissolve these committees or create other standing and *ad hoc* committees as it sees fit. *Ad hoc* committees for example may include an annually selected nominating committee, a gala committee, or be formed to investigate and pursue a specific issue of importance to the Foundation.

The Chair of each committee shall be a member of the Board; outside Advisors with special expertise may be appointed to a committee by the Board Chair in consultation with the relevant Committee Chair.

Each committee shall have the authority and responsibilities as directed by the Board or these Bylaws, and shall report to the Board. No committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Foundation. These are the responsibilities of the full Board.

**Section 7.1 Executive Committee.** The Executive Committee shall consist of the Chair, 1<sup>st</sup> and 2<sup>nd</sup> Vice Chairs, Treasurer, and Secretary. Between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all of the powers of the Board in the governance of the Foundation, except those powers that may only be lawfully exercised by the full Board. All action taken by the Executive Committee shall be reported to the Board at the next Board meeting and shall be subject to revision or rescission by the Board.

The Executive Committee shall also

- I. Present issues and recommendations to the Board of Directors for decision.
- II. Serve as a search committee for a new President & CEO, unless a separate *ad hoc* Search Committee is created by the Chair.
- III. Recommend to the Board the overall compensation strategy of the Foundation based on compensation best practices and data in the nonprofit sector in order to maintain the Foundation's ability to compete for and retain high-performing staff.
- IV. Conduct the annual performance evaluation of the President & CEO and set his or her annual compensation.
- V. Serve as the Nominating Committee of the Board in collaboration with the Governance Committee unless a separate, *ad hoc* Nominating Committee is appointed by the Chair of the Board.
- VI. Approve expenditures by the Foundation over \$200,000 per contract, without further action by the Board.

Meetings of the Executive Committee may be called by the Chair or at the request of any two Executive Committee members. Notice of any meeting of the Executive Committee shall be given at least seven (7) days prior to the meeting, except where a shorter period is authorized in these Bylaws.

**Section 7.2 Finance and Audit Committee.** The Finance and Audit Committee provides financial oversight for the Foundation and shall consist of no fewer than three (3) Board members and be chaired by the Treasurer of the Foundation. It oversees the Foundation's management and investment of funds. The Committee also oversees the Foundation's legal affairs as part of its role to assess potential institutional risks and ensure compliance with all applicable laws.

The Finance and Committee shall also

- I. Oversee staff development of the annual operating and program budgets, and presenting the Committee-approved budgets to the Board for final approval.

- II. Work with staff to create accurate, timely and understandable financial reports and monitoring adherence to budgets.
- III. Work with staff to define longer-range financial goals and funding strategies to achieve them.
- IV. Alert the Board and staff to any emerging issues, opportunities or problems with the potential to affect the short- or long-term financial health of the Foundation.
- V. Create, approve and update as necessary policies that help ensure the Foundation's assets are protected.
- VI. Ensure policies and procedures for handling funds and financial transactions, including division of duties to minimize the risk of error or financial abuse, are documented in a manual and followed by staff and Board members.
- VII. Work with staff and Foundation legal advisors to create other financial policies as needed. These may include guidelines on loans or lines of credit, capital purchases, insurance requirements, record retention, gift acceptance and contracts.
- VIII. Annually select the auditor.
- IX. Review and approve the draft audit and IRS 990 tax return.
- X. Review the auditor's management recommendation letter and ensure follow up on any identified issues.
- XI. Hire and evaluate the investment manager(s).
- XII. Work with staff and the investment manager(s) to draft an investment policy detailing the objectives of the investment portfolio based on a predetermined level of risk tolerance.
- XIII. Identify, assess and make recommendations on issues that represent a potential institutional risk, be they financial, legal, reputational, or related to hurricanes and other natural disasters.

**Section 7.3 Governance Committee.** The Governance Committee shall have not fewer than three (3) Board members and shall focus on core governance issues, Board composition and effectiveness, and legal and ethical conduct by Board members. Specifically, the Committee shall

- I. Ensure the Bylaws and other governing documents of the organization are in place and kept up to date.
- II. Ensure the Foundation has up-to-date conflict-of-interest and whistleblower protection policies and a code of ethics.
- III. Provide first review of any conflict of interest, whistleblower or ethical issues that arise, and report its findings to the Executive Committee.
- IV. Periodically assess functioning and effectiveness of the Board.

- V. Keep abreast of best practices in nonprofit governance and review governance trends for their applicability to the Foundation.
- VI. Create and frequently update a standing pool of potential candidates for the Board of Directors. Collaborate with the Executive Committee and/or an *ad hoc* Nominating Committee in its selection of Director nominees for consideration by the full Board.
- VII. Other duties as assigned by the Chair or Executive Committee

**Section 7.5 Government Affairs Committee.** The Government Affairs Committee helps guide the Foundation’s external relations with governmental bodies and works closely with staff on issues that arise. It shall have no fewer than three (3) members, at least two of whom are members of the Board. Specifically, the Committee shall

- I. Help monitor federal, state, and local legislation and regulations that would materially affect the mission and work of the Foundation.
- II. Assist in articulating the Foundation’s stance, if any, on proposed legislation and regulations.
- III. Help arrange and coordinate Foundation interactions with elected officials and their staffs.
- IV. Advise the Board and staff on governmental issues that may require action by the Foundation.

**Section 7.6 Term of Office.** Each member of a committee shall serve for one year and may be reappointed by the Chair to the same committee. There is no limit to how many terms a Director may serve on a given committee.

**Section 7.7 Vacancies.** Vacancies in the membership of committees may be filled by the Chair of the Board at any time.

**Section 7.8 Rules.** Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

**Section 7.9 Advisory Bodies.** The Chair or the President & CEO, acting on behalf of the Board, may from time to time appoint persons to act singly or as a committee or committees to provide expert advice to the Foundation or assist it in other ways. Groups of advisors may include an Honorary Board, an Advisory Board or individual Advisors, a “Friends of...” Committee, an event committee or other advisory group. Each such advisor shall serve at the pleasure of the Board for a period designated by the Board and shall have only such authority or obligations as the Board of Directors may determine. No advisor shall receive compensation for services rendered, except for payment of reasonable expense in accordance with policies established by the

Board of Directors, unless such compensation is authorized by a majority of the Board members then in office.

## **Article VIII FOUNDATION FUNDS**

**Section 8.1 General.** All property and monies received and accepted by the Board shall constitute the funds of the Foundation. No part of the same and the income and capital appreciation therefrom shall be expended except for the purposes set forth in the Articles of Incorporation, these Bylaws and the Board-approved goals and policies of the Foundation, which purposes shall be deemed to include the necessary administrative, marketing, and promotional expenses of the Foundation.

**Section 8.2 Gifts.** The Board of Directors or those it authorizes, including the President and CEO, shall have the power to receive, or in its discretion to reject, any contribution, gift, property, bequest or devise made to the Foundation for the purposes of the Foundation.

**Section 8.3 Restricted Funds.** Any charitable gift or other funds received by the Foundation that are designated by the donor for a specific purpose are to be considered “restricted” for accounting purposes and shall be spent in accordance with the donor’s intent. The Board of Directors or those it authorizes, including the President and CEO, has the right and obligation to refuse any restricted gift or other monies if the expenditure of such funds violates Foundation policies or federal or state law, or is outside the mission and scope of the Foundation.

**Section 8.4 Use and Designation of Funds.** The Board shall have the authority and power to direct the creation of reserve accounts, permanent endowments, revolving funds, and other types of funds for uses consistent with the purposes of the Foundation. The Board may at its discretion restrict or otherwise designate how unrestricted funds received by the Foundation are to be used.

**Section 8.5 Deposit of Funds.** The funds of the Foundation shall be deposited to the credit of the Fish & Wildlife Foundation of Florida, Inc., in financial institutions, trust companies, or other depositories as designated by the Board and shall be disbursed in accordance with the Board-approved budgets, with the oversight of the Finance and Audit Committee.

**Section 8.6 Annual Audit & IRS Form 990.** There shall be an annual independent audit of the books, funds and securities of the Foundation conducted under the

auspices of the Finance and Audit Committee. The Audit, once reviewed and approved by the Board, shall be submitted to the FWC and filed with the Auditor General's Office of Florida, and any other agency required by law. The Auditor will prepare the Foundation's annual IRS 990 tax return based on the approved audit. Any material findings by the auditor will be investigated by the Finance and Audit Committee.

**Section 8.7 Checks, Drafts, Loans.** No loans shall be contracted on behalf of the Foundation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. All checks, drafts, loans or other orders for payment of money or other evidence of indebtedness authorized by the Board shall be signed by such Board-authorized officer(s), staff person(s), or other agents of the Foundation and in such manner as shall be from time to time determined by the Board. No loans shall be made by the Foundation to its Directors, Officers, or staff.

## **Article IX MISCELLANEOUS**

**Section 9.1 Fiscal Year.** The fiscal year of the Foundation shall begin July 1st and end June 30th.

**Section 9.2 Amendment of Articles and Bylaws.** The Articles and these Bylaws may be amended by a two-thirds (2/3) vote of the Directors present and voting at any meeting at which a quorum is present. No action may be taken to amend these Bylaws unless ten (10) day's written notice of the action or actions to be approved has been given prior to the meeting. However, the Board may waive this notice requirement.

**Section 9.3 Annual Report.** The Chair of the Board, or his or her designee, shall report at least annually to the FWC on the FWC-related activities and programs of the Foundation.

**Section 9.4 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, unless otherwise restricted by law. Such authority may be general or confined to specific instances or dollar limits.

**Section 9.5 Books and Records to be Kept.** The Foundation shall keep at its registered office in Tallahassee, Florida: 1) correct and complete books and records of account; 2) minutes of the proceedings of the Board of Directors and the Executive Committee; and 3) a record of the names and addresses of the Board members entitled

to vote. All books and records may be inspected by any Board member having voting rights or his/her agent or attorney, for any proper purpose at any reasonable time.

**Section 9.6 Conflict-of-Interest Policy.** All Foundation employees, Board members, Advisors and volunteers shall annually receive a copy of the Foundation's conflict-of-interest policy and be expected to complete and sign an annual Conflict-of-Interest Attestation.

**Section 9.7 Whistleblower Policy.** All Foundation employees, Board members, Advisors, and volunteers shall annually review a copy of the Foundation's whistleblower protection policy, which defines the procedure for reporting suspected lapses in ethics and protecting the rights of those who report suspected violations.

**Section 9.8 Code of Ethics.** All Foundation employees, Board members, Advisors, and volunteers shall annually review the Foundation's Code of Ethics.

**Section 9.9 Indemnification and Insurance.** To the extent permitted by law, and subject to the limitations made applicable by virtue of Florida Statutes, Section 617.0831, the Foundation shall indemnify any person who was or is a party to any proceeding (including any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal) by reason of the fact that the person is or was a director, officer, advisor, employee, or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, advisor, employee, or agent of another enterprise, against liability and expenses actually and reasonably incurred in connection with such proceeding, including any appeal thereof, if the person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation. The indemnification provided hereunder shall continue as to a person who has ceased to be a director, officer, advisor, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder.

- (a) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, including those for appeals; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer, advisor, employee, or agent. The Foundation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of any director, officer, advisor, employee, and agent; provided, however, that such director, officer, advisor, employee, or agent



shall first undertake to repay or to reimburse such expense if it should ultimately be determined that she or he is not entitled to indemnification under this Section.

- (b) The provisions of this Section shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.
- (c) The indemnification provided by this Section shall not be deemed exclusive to any other rights to which such director, officer, advisor, employee, or agent may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors or otherwise and shall not restrict the power of the Foundation to make any indemnification permitted by law.
- (d) The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, advisor, employee or other agent against any liability asserted against or incurred by him or her which arises out of such person's status as a director, officer, advisor, employee or agent, or out of acts taken in such capacity, whether or not the Foundation would have the power to indemnify the person against that liability under law.
- (e) In no case, however, shall the Foundation indemnify, reimburse or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further if at any time the Foundation is deemed to be a private foundation within the meaning of section 509 of the Code, then during such time, no payment shall be made under this Section if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in section 4941(d) or 4945(d), respectively, of the Code.
- (f) If any part of this Section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

**Section 9.10 Dissolution.** In the event of dissolution, the Board of Directors shall adopt a plan providing for the distribution of assets in accordance with applicable law, and providing that certain residual assets of the Foundation be turned over to FWC or other state or federal agency, as applicable and in accordance with governing law, and other residual assets of the Foundation be turned over to one or more other organizations, selected by the Board of Directors, aligned and reflective of the Fish & Wildlife Foundation of Florida mission, which themselves are exempt as organizations

described in Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

The Foregoing Revised Bylaws of the Fish & Wildlife Foundation of Florida, Inc. were adopted on the 24th day of April 2023 by resolution of The Board of Directors.

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Carlos Alfonso, Chair

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Robert A. Spottswood, Jr., Secretary

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Andrew Walker, President & CEO