

## **BYLAWS OF SANTA ROSA COUNTY SHERIFF'S STAR FOUNDATION**

The Bylaws of Santa Rosa County Sheriff's Star Foundation, are made and entered into by and between the Board of Directors of said corporation effective as of December 22, 2023.

### **PREAMBLE**

In pursuit of community welfare and staff wellbeing the foundation supports initiatives that uplift communities, promote the agency, and enhance the overall well-being of individuals. Be it resolved that we solemnly pledge to hold ourselves bound in honor to conform to and abide by, in every respect, the following Constitution and Bylaws.

### **ARTICLE I – NAME AND PURPOSE**

Section 1. Name. The name of this not-for-profit corporation is SANTA ROSA COUNTY SHERIFF'S STAR FOUNDATION, hereinafter to be referred to as Organization.

Section 2. Purpose. The purpose and objectives of this organization shall be to receive and maintain a fund or funds of real or personal property, subject to restrictions outlined hereafter set forth in the bylaws. The intent is to provide support to employees of Santa Rosa County Sheriff's office and to foster engagement between the Santa Rosa County Sheriff's Office and the citizens of Santa Rosa County. In addition, the foundation will support charitable organizations within Santa Rosa County and charitable organizations whose purpose is to support first responders and their families. Upon dissolution of this Organization, the remaining assets must be used exclusively for charitable causes, such as religious, educational, scientific or to another 501 (c) (3) organization.

### **ARTICLE II – BOARD OF DIRECTORS**

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of the Organization, and shall have full power, by majority vote of the board, to adopt rules and regulations governing the action of the Board of Directors.

Section 2. Number of Directors. The governing body of this corporation shall be its Board of Directors. The Board of Directors will be comprised of a minimum of five (5) members and a maximum of twelve (12) members.

Section 3. Election and Term. Directors shall serve for a term of three (3) years, an extension of (2) years may be added with the approval of the Board, ending on the second succeeding Annual Meeting of the Board of Directors after his or her election. No member of the Board of Directors shall serve more than five (5) consecutive years unless subsequent terms are unanimously approved by the Executive Committee or by a majority vote of the Board of Directors.

Section 4. Vacancies. If a position on the Board becomes vacant during a Director's term, the Board of Directors shall make reasonable efforts to fill that position with a replacement nominee for the duration of the unexpired term originally associated with the vacated seat.

Section 5. Quorum. The exercise of any powers or actions of the Board shall require the approval thereof by majority vote of the Board present at a meeting at which a quorum of no less than 50% plus 1 Directors are present.

Section 6. Votes By Email or Telephone. The Board of Directors acknowledges that various business matters may arise between scheduled Board meetings that require expeditious action, as determined by the Chairman. In these cases, it shall be permissible to poll the Executive Committee or entire Board, as warranted, via email or telephone. Matters discussed will require a quorum and a vote via email or by phone and documented appropriately by the Secretary. The matter discussed shall be maintained by the Secretary and incorporated into the minutes of the next scheduled Board meeting.

Section 7. Board Member Removal. Any member not currently serving as an Officer of the corporation that misses three (3) consecutive regularly scheduled meetings or commits malfeasance may be removed from the Board of Directors by the unanimous consent of the Executive Committee, as defined herein under Article VI, Section 1, or a majority vote of the Board of Directors. The termination of an Officer or Board Member for any reason other than three consecutive meeting absences shall require a majority vote of the Board of Directors.

Section 8. Compensation. All board members shall serve in a volunteer capacity and will not be entitled to compensation or other consideration for their service to the corporation.

### **ARTICLE III – MEETINGS OF THE DIRECTORS**

Section 1. Annual Meeting. The annual meeting of the Directors of this corporation shall be conducted in January of each year. The agenda for this meeting shall include, but not be limited to, the approval of the subsequent year's budget, review of the prior year's financials and programs, election of officers, and any other items necessary to guide the future activity of the corporation.

Section 2. Notice of the Annual Meeting. The Chair of the Board of Directors shall provide each Director with notice of the annual meeting of this corporation at least one month prior to the meeting date. The notice of the annual meeting will be sent to each member by electronic mail to the last-known electronic mail address on record with the corporation.

Section 3. Regular & Special Board Meetings. Regular meetings of the Board of Directors shall be held quarterly at a minimum. Additional meetings required will be determined by the Chair.

Section 4. Location of Meetings. Meetings of the Directors may be held in any location deemed appropriate by the Executive Board. If no location is specified, the place of the meeting shall be the registered office of the corporation.

### **ARTICLE IV – CORPORATION OFFICERS**

Section 1. Officers. The officers of this corporation shall be President, Chair, Vice-Chair, Secretary, and Treasurer. All officers shall be elected from the people serving on the Board of Directors.

Section 2. Election and Term. Officers shall be elected at the annual meeting of the Board of Directors. The Chair and Vice-Chair shall serve (1) year terms with an extension of (1) year as determined by the Board.

- Absentee ballots are not permitted on election of Officers. Members will be permitted to vote via phone with the Board present if needed for a Quorum.

- Only persons that are currently Full members of the Organization can be nominated. Nominations shall be made in advance.

### Section 3. Duties

(a) The President shall be responsible for the overall operation of the foundation. The President shall brief the Board of Directors at each meeting regarding actions taken and ensure the board is updated on all activities for the foundation. The President will serve as the face of the foundation and approving authority of donations received from outside entities in accordance with the by-laws. The president will act on behalf of the board for events sanctioned by the board and authorized to sign agreements and financial obligations as directed by the board and the by-laws. The President will initiate and approve all internet and social media posts on behalf of the foundation.

(b) The Chair of the Board shall preside over all meetings of the corporation, the Board of Directors, and the Executive Committee. The Chair will conduct an annual review of Board members' performance. The Chair shall also appoint all committee chairpersons or leaders, be an ex-officio member of all committees, and transact such other business that would usually and customarily pertain to the office by right.

(c) The Vice-Chair shall perform the duties of the Chair in the Chair's absence. The Vice-Chair is responsible for the solicitation and vetting of potential Board members with service on the Governance Committee. In the event the Chair cannot serve, the Vice-Chair shall assume the role of Chair, and the Board of Directors shall be responsible for filling the vacancy created in the Vice-Chair's office.

(d) The Secretary shall keep the minutes and other official reports of the corporation. The Secretary shall also conduct the official correspondence of the corporation and perform such other duties as may be assigned by the Board of Directors. It shall also be the duty of the Secretary to:

- Maintain files for all minutes and other financial actions of the Organization.
- Supply the minutes from the previous meeting at each business meeting, make necessary corrections, and file corrected copies in the appropriate files for safekeeping.
- Prepare for the transmittal of official correspondences of the Organization.

- Prepare and post a current list of all active members of the Organization, including Officers and committee members.
- Ensure that all special gifts and awards are purchased and delivered as specified in the Organization Bylaws.
- Prepare for transmittal proper correspondence for donation received by the Organization.
- Provide all other lawful services for the Organization as requested by the President.
- Provide each member of the Organization with a copy of the Constitution and Bylaws.
- Prepare and distribute the previous minutes.
- Post a notice no less than 5 days prior to each meeting in the form of an email to each member.

(d) The Treasurer shall oversee all corporation monies, including expenditures and disbursements duly authorized by the Board of Directors. The Treasurer shall submit an annual budget for Board approval at the January meeting. The Treasurer shall submit his or her books and records to the Board of Directors upon request or as otherwise required pursuant to operating procedures established by the Board of Directors. The Treasurer shall chair the Finance Committee. Duties also include:

- Collect all money due to the Organization, giving proper receipts; and keep accurate up to date accounting of all money and assets received.
- Present at the monthly meeting a financial report to include all money received and expended since the last meeting, and the balance of all funds and accounts.
- Maintain a stated value inventory of all equipment owned by the Organization.
- Perform any other lawful duties assigned by the President.
- Apply for and maintain tax-exempt status for non-profit Organization.
- Maintain Form 990 in good standing.

## **ARTICLE V – STANDING COMMITTEES**

Section 1. There shall be the following Standing Committees: Executive Committee, Governance Committee, Finance Committee and Marketing Committee.

Section 2. The chair of each committee must be a member of the Board of Directors. Independent of the committee chairperson, membership of a particular committee is

not limited or restricted to members of the Board. This provision shall enable the committees to solicit the participation of highly qualified individuals that might otherwise be unable to serve as an active member of the Board. The Board President shall appoint each committee member in cooperation with the respective committee chairperson.

Section 3. All actions of the committees shall be authorized by and reported to the Board of Directors.

Section 4. Minutes of all committee meetings shall be shared with the Secretary.

Section 5. The Board of Directors may appoint additional committees as needed from time to time.

## **ARTICLE VI – DUTIES OF THE COMMITTEES**

Section 1. The Executive Committee. The Executive Committee shall consist of all current officers. Between meetings of the Directors, whether they are regular or special, the Executive Committee shall have and exercise all the powers of the Board of Directors with the following exceptions:

(a) Matters involving amendments to or modifications of the By-Laws.

(b) Election of officers.

(c) Removal of members of the Board for reasons other than three (3) consecutive absences. This provision shall not limit the collective power of the officers to terminate a Director that does not serve in an officer's capacity for chronic absences pursuant to Article II, Section 7 of this document.

Section 2. The Executive Committee shall set objectives consistent with the SRSO Star Foundation's strategic plan, set the agendas for board meetings, and monitor the activities and progress of the other committees.

Section 3. Governance Committee. The Governance Committee shall ensure that the Board consists of a diverse group of committed individuals that provide the Foundation with multiple talents, community influence and financial resources to accomplish the objectives of the corporation. This committee shall periodically analyze and define the

types of representation desired to fill vacancies on the Board of Directors and provide choices of candidates for election to the foundation.

The committee is responsible for ensuring that the foundation has effective governance practices, that individual board members are engaged, and that the board as a whole is effectively fulfilling its obligations as a steward of the foundation's assets, reputation, financial and human resources, and mission.

Section 4. Finance/Development Committee. The Finance/Development Committee oversees all financial and development activities of the corporation. The Committee will ensure that such activities are executed in a reasonable and prudent manner consistent with the corporation's business objectives, and in accordance with generally accepted accounting principles and any government-imposed standards. This Committee will be responsible for reviewing the annual budget of the corporation, recommending the proposed annual budget to the Board of Directors for the Board's approval, and maintaining ongoing oversight of the financial performance of the organization. In addition, the Committee will provide oversight of development efforts. All objectives of this committee shall be consistent with the organization's strategic plan. This committee shall be responsible for the review and monitoring of monthly financial statements and the procurement of an outside audit as directed by the board. This Committee performs such other related activities as may be assigned by the Board of Directors. This committee will approve the acceptance of any real property over \$1,000.00.

Section 5. Marketing Committee. The Marketing Committee oversees all marketing and promotional efforts for the organization. This includes, but is not limited to, press releases, management of social media, and promotion of campaigns events. The Committee will ensure that such activities are executed in a reasonable and prudent manner consistent with the organization's business objectives.

## **ARTICLE VIII – DEPOSITORY ACCOUNTS**

Section 1. Receipts. All monies secured by the corporation shall be turned over to the President, Chair, Secretary or Treasurer for making deposits. The Treasurer will be responsible for establishing adequate internal control policies for the handling of receipts that deter theft and ensure accountability of the organization's financial statements.

Section 2. Disbursements. All checks drawn upon the depository accounts of this organization can be signed by any of the following: President, Treasurer or Chair. All receipts and invoices will be forwarded to the Treasurer as soon as possible.

## **ARTICLE IX – EXECUTION OF PROMISSORY NOTES, CONTRACTS, AND OTHER LEGAL DOCUMENTS**

Section 1. The President may execute routine lease agreements, contracts, etc. in the absence of a formal resolution of the Board of Directors provided that such actions were contemplated in a previously ratified budget or were otherwise previously approved by a majority vote of the Board of Directors. For the President to effectuate certain transactions, the consent of the Board of Directors must be evidenced by a corresponding resolution executed by the President or Chair and attested by the Treasurer or Secretary. Transactions specifically requiring a formal resolution of the Board of Directors are as follows:

- (a) The purchase or sale of any real or personal property in excess of \$5,000 in the event the transactions were not previously contemplated via the approval of the annual budget by the Board of Directors.
- (b) The mortgaging, pledging, or other encumbrance of corporation real or personal property.
- (c) Any transaction that obligates the corporation under a promissory note or other instrument in excess of \$5,000; and
- (d) Recurring lease obligations contemplated in a Board ratified budget are specifically excluded from this requirement.

## **ARTICLE X – INDEMNIFICATION**

Section 1. The corporation shall indemnify all of its past, present, and future officers, directors, members, and employees to the fullest extent permitted by law from any claim or liability arising from an individual's service to the corporation in one of the aforementioned capacities.



## **ARTICLE XI – FISCAL YEAR**

Section 1. The fiscal year of the corporation shall be from January 1 to December 30 of each year.

## **ARTICLE XII DISTRIBUTION OF ASSETS**

Section 1 Upon dissolution of the Corporation, any distribution of the Corporation's assets shall be in accordance with the Articles of Incorporation, as amended from time to time.

## **ARTICLE XIII – AMENDMENTS TO BYLAWS**

Section 1. These Bylaws may be repealed or amended in whole or in part by a majority vote of the Board of Directors.

### **Executive Board:**

Randy P. Tifft, President

Ed Carson, Chair of the Board

Claude Duval, Vice Chair

Joanna Johannes, Treasurer

Shelby Richardson, Secretary

### **Board of Directors:**

Will Goulet

Angela Campbell

Nancy Way

Kevin Lacz