

**BYLAWS  
CORRECTIONS FOUNDATION  
(Revised November 9th, 2012)**

**ARTICLE I  
NAME**

The name of the corporation shall be Corrections Foundation, Inc., referred to herein as the FOUNDATION.

**ARTICLE II  
PURPOSE**

The FOUNDATION is organized in the public interest pursuant to Chapter 944.802, Florida Statutes, as a direct support organization to the Florida Department of Corrections to support the programs and benefit the state correctional system; to serve as a catalyst to identify and address critical corrections issues through public/private partnerships; to acquire and utilize resources available from memberships, grants, gifts, donations, and other sources; and to further the mission of the department in protecting the safety of the public.

**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 shall be exempt from taxation under Section 501©(3) of the Internal Revenue Code and its Regulation, now existing or hereafter amended.

**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: The Board of Directors of the FOUNDATION shall be appointed by the Secretary of the Florida Department of Corrections and shall be comprised of not less than five (5) persons with experience in education, criminal justice, business or other relevant areas. The Secretary shall determine annually the number 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.

Section 4. Compensation: Directors shall not receive any compensation for service as Director. The Board of Directors may authorize reimbursement 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.

Section 5. Term of Office: The term of office for Directors shall be staggered, with no term exceeding four (4) years. However, Directors may be appointed to successive terms without limit.

## **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 Florida Department of Corrections for a one 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 and other obligations on behalf of the FOUNDATION when same are approved by the Board.

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 and shall serve a two (2) year term with the option of 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 preparation of minutes, or may designate a person to prepare minutes, of meetings and shall maintain corporate records of the FOUNDATION, at a location approved by the Board. The Administrative Director shall serve as Secretary. Such service shall be as a non-voting ex-officio member of the Board.

Section 6. The Treasurer: The Treasurer shall be responsible for the accounting of all moneys of the FOUNDATION, including deposition 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 may employ or designate a person to serve as Executive Director to promote the FOUNDATION and secure funding for the FOUNDATION. This person will not be a full-time Department of Corrections employee and will be employed and compensated by the FOUNDATION for responsible duties as Executive Director

Section 8. Administrative Director and Program Staff: The Board may employ or designate a person(s) to serve as Administrative Director to oversee the daily operation of the FOUNDATION and program implementation. Program staff may also be hired to coordinate FOUNDATION programs such as Employee Assistance, Membership, and other programs as set forth by the Board.

These staff will not be full-time Department of Corrections employees and they will be compensated by the FOUNDATION for duties set forth by the Board.

Section 9. Department Liaison: The Department of Corrections shall designate a professional level position to assist and support the FOUNDATION in the FOUNDATION'S efforts to further the mission of the Department in protecting the safety of the public.

Section 10. 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 11. 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 present 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 make a determination that such person was acting within the scope of his or her employment or authority, for a purpose which she/he reasonably believed to be in the best interests of the FOUNDATION or its members, and that the act giving rise to the claim did not constitute actions as prescribed in Sections 617.0834(1)(b) and (2)(a) of the Florida Statutes. For purposes of this section, the applicability of Chapter 617.0834 F.S. is not limited to breach or failure to perform the duties of an officer or director. Nothing herein shall be construed to constitute a waiver of any limitation of liability.

## **ARTICLE VI COMMITTEES**

The FOUNDATION shall have an Executive Committee and such other committees as shall be deemed appropriate for the conduct of business and carrying out of the purposes of the FOUNDATION.

Section 1. Executive Committee: The Executive Committee shall be composed of the current Officers of the FOUNDATION and additional Directors appointed by the President. 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 MEMBERS**

Section 1. Members shall consist of any person as defined in Section 1.01(3), Florida Statutes.

Section 2. Records: The FOUNDATION shall keep an accurate and current membership record of names and addresses of all members at its principal office.

Section 3.

(a) The Board of Directors shall provide qualification for persons to become members of the FOUNDATION. The Board is authorized to establish separate classification of membership, to set dues and assessments for each class of membership and to describe the powers and duties of each class of membership.

(b) Term and category: The categories of membership are: Founding Life Member, Annual Member and Payroll Deduction Member through payroll deduction. Corporate and Organizational Sponsorships are available at Platinum, Gold, Silver and Bronze levels. The Board may establish additional categories for membership and adopt policies and procedures to build a strong membership in furtherance of the purposes of the FOUNDATION.

Section 4. Termination:

(a) Membership may be terminated by (1) death or voluntary written resignation of the member; (2) resolution of the Board for cause, as provided in Board policy; or (3) dissolution of a member corporation or partnership.

(b) Rights and obligations: Upon termination, all rights and interests which a member may have acquired in the FOUNDATION shall immediately cease, including voting and participation rights. However, termination for any reason shall not relieve a member of any existing financial obligations to the FOUNDATION.

## **ARTICLE VIII MEETINGS**

Section 1. Annual Meeting: The annual meeting of the Board shall be held at such date, time, and place as may be called by the President.

Section 2. Regular Meetings: In addition to the annual meeting, regular meetings of the Board shall be held as needed and shall be called by the President.

Section 3. Meeting Action: Any action required to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be taken, signed by all the Directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board or of the committee. Such consent will have the same effect as a unanimous vote.

Section 4. 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 vote by proxy. 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.

## **ARTICLE IX FISCAL PROCEDURE**

Section 1. Annual Budget: The Executive Committee shall develop and submit a proposed annual budget for consideration and approval by the Board. The Board or the Executive Committee may amend the approved annual budget as necessary.

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, which 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 only be made pursuant to the approved budget and shall require a written request identifying the payee, the nature of the disbursement and the program to which the disbursement is to be charged. 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. These records will be audited annually by an independent firm of certified public accountants. 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 postaudit of its financial accounts to be conducted by an independent certified public accountant in accordance with the rules of the department. 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 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 affirmative vote of two thirds (2/3) of the Directors present and voting at any meeting at which a quorum is present. No action shall be taken to amend these bylaws unless written notice of the action to be approved shall have been given at least thirty (30) days prior to the meeting.

**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, dispose of all of the assets of the FOUNDATION exclusively for the purposes of the FOUNDATION in such manner, and to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization under Section 501©(3) of the Internal Revenue Code of 1954, as amended, as the Board may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the FOUNDATION is located, exclusively for such purposes, or to such organizations as such court shall determine.

DATED AND APPROVED: 11/9/12

CORRECTIONS FOUNDATION, INC.

By:

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Louie L. Wainwright, President

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Chris Akins, Executive Director