BYLAWS

OF

THE GULF COAST STATE COLLEGE FOUNDATION, INC.

The Gulf Coast State College Foundation was chartered by the State of Florida as a corporation not for profit on October 16, 1967. Since that time, the Foundation has grown considerably in membership and assets while remaining faithful to its original philosophy and purpose.

VISION AND MISSION STATEMENT

Mission Statement: The Gulf Coast State College Foundation fuels student success and regional prosperity through strategic philanthropy, building partnerships, and championing access to higher education. (REV 01/26)

Vision Statement: To be a leading force in transforming lives and communities by ensuring that every student has the opportunity to achieve their academic goals and contribute to a thriving, educated, and economically vibrant regions. (REV 01/26)

ORGANIZATON

The name of this organization shall be The Gulf Coast State College Foundation, Inc. The organization shall
have a seal which shall be in the following form: The corporate seal shall have the name of the Foundation and the word "seal" inscribed thereon, and may be facsimile, engraved, printed, typed, or an impression seal. The organization may at its pleasure, by a majority vote of the membership body, change its name.

PURPOSE

The following are the purposes for which this organization has been organized:

- To receive and hold, either absolutely or in trust, by gift, bequest, devise, grant purchase, or otherwise acquire or deal in, any real or personal property and funds, subject only to any limitations or conditions imposed by law or the instrument under which received; to sell, lease, convey, and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expand the principal and income for any purposes herein authorized; to act as trustee; and in general, to exercise any, all, and every power, including

trust powers, which a corporation not for profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise.

- To act as and perform the duties of a trustee or to act in any other capacity under any deed, trust, will, codicil, patent, agreement whether oral or written, or other donations, gift, or transfer, in order to carry out the purposes of the foregoing objectives or matters and things kindred thereto; and to obligate itself to perform and execute any and all such conditions or trusts.
- To do and perform all things and have all power necessary, desirable or convenient, to encourage, promote, obtain, and provide funds or property of any nature for the advantage of Gulf Coast State College; with full power, however, in the Board of Directors to establish and modify the conditions and regulations under which any funds or property shall be spent or applied, so as to secure the application of such

  funds or other property in the manner best adapted to the condition of the time and to the needs of Gulf Coast State College.
- To administer a scholarship program utilizing no more than fifty percent (50%)

  of the interest and/or dividend income from the previous year's investments. Scholarship recipients are to be recommended by Gulf Coast State College's Standing Scholarship Committee and approved by the Board of Directors or the Executive Committee.
- Upon specific approval of the Board of Directors or Executive Committee, to borrow such sums,

  on such terms and with such security, if any, as may be prescribed in such approval, but no trust assets may be pledged or committed in a manner that would violate the trust upon which held.
- To expend funds for the purpose of carrying on the functions of the Foundation; specifically, by granting of scholarships and loans and by making grants to the College for any other purposes the Board of Directors may see fit.

MEMBERSHIP

Membership in this organization shall be open to all those persons, firms, and organizations or corporations interested in the purposes and objectives of the Foundation and the advancement of the

College. A member may not transfer a membership or any right arising from membership except as provided by law.

All memberships begin on the date of the gift and expire one year later. Membership shall include voting privileges with all rights and privileges beginning on the gift date.

The following categories of membership have been established by the Board:

Lifetime Membership. *Lifetime members are those persons who have made a contribution at the minimum amount established by the Board of Directors. Lifetime memberships are permanent and run with the life of the donor. Lifetime members shall retain their membership category and status, regardless of changes in membership requirements.*

Annual Membership. *Annual members are those individuals, families or businesses that have contributed, at the minimum amount established by the Board of Directors.*

Faculty/Staff Memberships. *Faculty/Staff members are those individuals employed by the College who contribute at the minimum-amount established by the Board of Directors.*

Board of Directors may, from time to time, adopt or amend policies regarding the classes rights, roles and responsibilities of membership in the Foundation.

MEETINGS

(A) Annual Meeting. The annual meeting of the members of this organization shall be held each and every year. The Board of Directors shall fix the day and time for such annual meeting. The secretary shall cause to be delivered to every member at his/hers/its address as it appears on the membership roster of this organization a notice telling the time and place of such annual meeting.

The presence of not less than ten percent (10%) of the membership shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than 52 weeks from the date of the last annual meeting and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

(B) Special Meetings. Special meetings of this organization may be called by the president when he/she deems it for the best interest of the organization. Notices of such meetings shall be mailed to all members at their addresses as they appear on the membership roster at least five but not more than thirty days before

the scheduled date set for such special meetings. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meetings, and by whom called. At the request of five members of the Board of Directors or 40% of the members of the organization, the President shall cause a special meeting of the organization to be called but such request must be made in writing at least five days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

(C) Notice and Waiver of Notice. Notice required by these bylaws may be communicated in person, by telephone, by electronic transmission or mail, in accordance with contact information provided by the member to receive notices from the Foundation. Notice of a meeting need not be given to any member who submits a signed waiver of notice or who attends the meeting without protesting the lack of notice to him or her.

VOTING

At all meetings, except as ordered by the chair, all votes shall be by voice unless paper balloting is requested. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers.

At all votes by ballot, the chair of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the chair the results who shall announce the results prior to conclusion of the meeting. A certified copy of the results shall be physically affixed to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be financially interested in the question voted upon.

Every member of the Foundation shall have one vote. Where a firm, organization, or corporation shall become a member, it shall be entitled to one membership and shall select a representative person to cast its vote and so notify the secretary of the Foundation.

Each member must be present or in the case of corporate entities have a representative in order to vote.

ORDER OF BUSINESS

The rules contained in the most recent edition of Robert's Rules of Order will be used as the guide for meetings and protocol in which such rules are applicable and whenever they are not inconsistent with these bylaws or with the operational policies and procedures adopted by the Foundation; these standards may be referred to as needed. The agenda for regular meetings shall be in the following order:

1. Welcome
2. Review and Approval of Minutes
3. Reports of Officers
4. Reports of Committees
5. Old and Unfinished Business
6. New Business
7. Good of the Order – GCSC President
8. Adjournment

(Policy Revised in 2016)

BOARD OF DIRECTORS

(A) Composition.

1. The business of this organization shall be managed by a Board of Directors consisting of no fewer than five (5) members and no more than thirty-five (35) members. Approximately one-third of the Board of Directors shall be elected each year, and in no case shall exceed 15 new members in any given year. The Nomination and Board Development Committee will submit a slate of new directors to the Board each year. It will be the responsibility of the current Board of Directors to recommend new directors to the Board. The new directors will be presented to the membership at the Foundation's annual meeting. Incoming directors shall be elected to three-year terms and shall be members of the organization. Beginning in Fiscal Year 2022-2023, all incoming directors shall serve up to two (2) consecutive three- year terms for a maximum of six years; however, should a director be elected as an officer, then such

director may extend their term only to complete their one-year term as officer. All directors as of Fiscal Year 2022-2023 will begin the first of the two (2) consecutive three-year terms in 2022, ending 2028. Directors who join the Board to fulfill partial terms are eligible to serve two (2) consecutive full three- year terms. After a director serves up to two (2) consecutive three-year terms, the director is eligible to serve as a director after a one-year period where they do not serve as a director for the Foundation. Every director shall be a foundation member, or the representative of an entity which is, at a minimum of the annual level, and be at least 21 years of age.

2. The Trustee Liaison shall assist the Board in its deliberations by supplying information and by serving as the liaison between the Foundation and the College's District Board of Trustees. The Trustee Liaison and the College President or their designee shall be voting members of the Board of Directors and shall be voting members of the Executive Committee.

(B) Duties. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its President after due notice to all directors of such meeting.

(C) Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at all regular and special meetings of the Board of Directors. Each

director shall have one vote and such voting may not be done by proxy.

(D) Meetings. The Board of Directors shall hold meetings as may be necessary to transact the business of the League. Meetings shall be held at such time and place as the Board of Directors may determine. The Board of Directors may make such rules and regulations covering its meetings as it may, in its discretion, and as determined necessary.

1. Regular Meetings. The Board of Directors shall meet no less than quarterly to transact the business of the Foundation.

2. Special Meetings. Special meetings of the Board of Directors may be called by the President, or upon written request, by three or more members of the Board of Directors. No business shall be conducted at a special meeting other than the stated in the notice calling such meeting. Notice of special meetings of the Board of Directors to discuss matters requiring prompt action must be delivered at least twenty-four

hours prior to the time in which such meeting is to be held. In such cases, notice may be written or oral and shall be deemed effective if delivered in person or left on a voice mail system.

(E) Resignations and Vacancies. A director may resign at any time. Such resignation shall be made by notice to the Executive Director or President and shall take effect at the time specified, or if not time is specified, at the time of delivery of such notice to the President or Executive

Director. The acceptance of a resignation by the Board of Directors shall not be necessary to make if effective and no resignation shall discharge any accrued obligation or duty of a director as a member of the Board or as a member of the Foundation. Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the unexpired term of said retiring director.

(F) Removal. A director may be removed when good and sufficient cause exists for such removal as determined by a majority vote of the Board of Directors. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may, in its discretion, consider necessary for the best interests of the organization.

(G) Officers. The Board of Directors shall elect or re-elect the officers at the first meeting following the Annual Meeting. The President of the organization shall, by virtue of this office, serve also as chair of the Board of Directors. Any office becoming vacant during the year shall be filled by a majority vote of the Board of Directors for the balance of the term.

(H) Board Term & Calendar. Beginning Fiscal Year 2025-2026, the term for all current and future members of the Board of Directors will commence on July 1 of the new fiscal year. *(REV August 18, 2025)*

(Above Revised October 17, 2022, August 18, 2025)

(I) "Give or Get" Fundraising Requirement. In recognition of the Board of Directors' role as a primary fundraising arm of the Foundation, each Director shall make an annual "give or get" fundraising commitment as a condition of board service.

Each member of the Board of Directors shall annually give or raise a minimum of One Thousand Dollars ($1,000) per board term year, defined as July 1 through June 30.

This requirement may be satisfied through:

A personal financial contribution; Financial contributions raised or secured from individuals, businesses, or organizations; or a combination of personal giving and funds raised, in accordance with Foundation policies and gift acceptance guidelines.

All contributions credited toward this requirement must be received by the Foundation within the applicable board term year.

Contributions made by a Director's employer, including event sponsorships or corporate gifts, shall not be credited toward a Director's individual "give or get" requirement unless the contribution is personally given by the Director or directly solicited and secured by the Director in fulfillment of this obligation.

This "give or get" requirement is a reaffirmation and formal implementation of the Board's previously approved fundraising expectation and shall apply to all current and future Directors beginning with the board term year commencing July 1, 2026. The requirement shall be clearly communicated as part of Director orientation, annual Board expectations, and Board development processes.

Failure to meet the annual "give or get" requirement within the applicable board term year shall be considered a failure to fulfill the fundraising responsibilities of board service.

In such cases, the Nominating and Board Development Committee shall review the Director's compliance and may recommend that the Director not be reappointed or that the Director's term be discontinued for the following board year, subject to approval by the Board of Directors. (REV 01/26)

OFFICERS

(A) Offices. The officers of the organization shall be as follows: President, Vice President, Secretary, Treasurer, and the Immediate Past President. The term of each Office shall be on year, provided however, that the term for a particular office may be extended or an Officer may be reappointed by the Board of Directors when necessary or appropriate. Officers shall serve until their term ends or their successors are appointed, whichever occurs last.

The **President** shall preside at all membership meetings; serve as Chair of the Board of Directors; present at each annual meeting of the organization an annual report of the work of the organization; appoint all committees, temporary or permanent; see that all books, reports, and certificates as required by law are properly kept or filed. The Foundation President shall serve as an ex-officio member on all committees. The President shall have no administrative duties except those required to carry out the provisions of these Bylaws, whenever an Executive Director has been duly appointed and is acting.

The **Vice President** shall, in the event of the absence or inability of the President to exercise his or her office, become acting president of the organization with all the rights, privileges, and powers as if he or she had been the duly elected president; also, shall serve as Chair of the Membership and Development Steering Committee.

The **Secretary** shall keep the minutes and records of the organization in appropriate books and coordinate the events of the Foundation in cooperation with the Foundation staff. The Secretary serves as Chair of the Bylaws and the Special Projects Committees.

The **Treasurer** shall coordinate the financial management of the organization in cooperation with the staff of the Foundation. The Treasurer shall exercise all duties incident to this office and serve as Chair of the Finance Committee. Officers shall, by virtue of their respective offices, be members of the Board of Directors. The Board of Directors, by resolution, shall designate two (2) or more persons who shall be authorized to sign checks or drafts on behalf of the organization.

The **Immediate Past President** of the Board shall act as chair of the meeting convened for the purposes of electing officers and shall serve as chair or the Nominating Committee. In addition, the Immediate Past President may attend organization and service as an *ex-officio* member of all committees to further the continuity of the organization and to provide information about the organization to the community-at-large.

Officers shall, by virtue of their respective offices, be members of the Board of Directors. The Board of Directors, by resolution, shall designate two (2) or more persons who shall be authorized to sign checks or drafts on behalf of the organization.

(A) Compensation. No officer shall, for reason of his or her office, be entitled to receive any salary or

compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

(B) Ex-officio members. *Ex-officio* members of the Board of Directors shall include all Director Emeriti. Director Emeriti shall be appointed by the Board of Directors to serve in such capacities and for such a term as the Board directs by Resolution.

(Policy Revised November 14, 2016)

SALARIES

The Board of Directors shall hire and fix the compensation of the Executive Director, Board Attorney, and any and all professionals which they, in their discretion, may determine to be necessary in the conduct of the business of the organization. The Board of Directors shall fix the compensation for any employee positions deemed necessary to conduct the business of the organization. The Board of Directors shall require full and complete documentation of any request for corporate funds payable to any members or staff of the Foundation.

The Executive Director, Board Attorney and any other professional shall be appointed by the Board of Directors to serve in such capacities and for such a term as the Board directs.

1. The Executive Director shall hire employees of the Foundation in accordance with the compensation fixed by the Board of Directors, and as necessary supervise, discipline and suspend such employees; file any certificates required by any statute, federal or state; serve all notice to members of this organization; act as office custodian of the records and seal of this organization; present to the members at any meeting any communications addressed to the organization; attend to all correspondence of the organization; and shall exercise all duties incident to these responsibilities.
2. The Board Attorney shall offer advice and counsel to the Board as necessary.

(Policy Revised November 14, 2016)

COMMITTEES

Committee members shall consist of Board members as well as non-Board members, as appropriate. Staff are responsible for providing support to all committees.

The Executive Committee – This Committee shall consist of the Foundation Officers, the Trustee Liaison and the College President (or their designees), the *ex officio* members of the Board of Directors (Director Emeritus) and up to two advisory members. Advisory members shall be appointed for annual terms at the pleasure of the Foundation Officers. Each advisory member shall enjoy voting privileges. This committee shall provide leadership, coordination, and administrative guidance for the Foundation. The Foundation Officers and advisory members of the Executive Committee will conduct the Executive Director's yearly evaluation. The Executive Committee shall conduct necessary Foundation business on behalf of the Board of Directors and Foundation arising between regular meetings of the Board of Directors. A majority of the Executive Committee shall constitute a quorum for the transaction of business by the committee. The Executive Committee shall report any action it has taken at each subsequent regular meeting of the Board of Directors. The Foundation President shall chair this committee.

Finance Committee – This Committee shall be chaired by the Treasurer and shall recommend actions and policies to the Board regarding the expending and investing of funds. Action of any three members of the Finance Committee would be binding during an emergency between regularly scheduled meetings, provided one of these three members must be the Treasurer or the President of the Foundation. The Committee may retain an advisor or consultant but recommendations and actions must be taken by a quorum of the Committee and not by any one individual. The Finance Committee will review the monthly financial statements of the Foundation, investigate investment opportunities and submit information for approval, develop an annual budget for the Foundation, and recommend investment and spending policies for Foundation revenues.

Membership and Development Steering Committee – This Committee shall recommend policies and procedures for membership and donor recognition. The committee will develop, submit for approval, and

implement major fund-raising campaigns, planned giving activities, and donor recognition. This committee is chaired by the Foundation Vice President.

Nominating and Board Development Committee – This Committee shall be chaired by the Immediate Past President and shall have the responsibility of nominating persons to serve on the Board of Directors and Executive Committee. The Committee may solicit current members and directors for nominations to become an officer of the Board and for nominations of additional Board members. The Committee will set the beginning and ending date for nominations. The Committee should consider the Vice President to succeed the President, and the Secretary to succeed the Vice President. The Committee will select a slate of new directors and officers and present them to the full Board for approval at the first meeting following the Annual Meeting. The Committee will be responsible for board development, including orientation from new and existing Directors and members, training, evaluation, and the cultivation of board members. A majority of the Committee shall constitute a quorum for the transaction of business by the committee.

Special Projects Committee – The Committee shall be chaired by the Secretary and shall have responsibility for coordinating the arrangements and planning the agenda for the organization's Annual Meeting. The Special Projects Committee will plan, submit for approval, and implement activities to benefit the Foundation such as the Annual Meeting, support community sponsored events benefiting the Foundation, and other events. A majority of the Committee shall constitute a quorum of for the transaction of business by the committee.

Bylaws and Administrative Policy Committee – This Committee shall be chaired by the Secretary and shall recommend action on matters of a legal nature that may require action by the Board and reviews periodically all Foundation's administrative policies and bylaws.

Alumni Committee – The Chair of the Alumni Committee shall be appointed by the Foundation President. The Alumni Committee may include members of the Board of Directors and non-Director members. No more than five (5) members of the committee may be members of the Board of Directors. Additional composition of the committee shall be comprised of at least two (2) alumni of Gulf Coast State College. Additional committee members will be community representatives in good standing who support the mission of the Foundation and the work of the committee. (REV 01-26)

The initial composition of the Alumni Committee for its first year of existence shall be determined by the Vice President with the consent of the Board of Directors, and thereafter the committee membership shall be determined by the Nominating and Board Development Committee. Alumni Committee membership may include Directors and non-Director members and may also include alumni and community representatives. (REV 01/26)

The purpose of the Alumni Committee is to engage, connect, and inspire current and future alumni in support of the mission of the Gulf Coast State College Foundation and Gulf Coast State College. For the purposes of this committee, *"alumni"* shall be defined as any individual who has attended Gulf Coast State College, regardless of whether a degree, credential, or certificate was earned or completed. The mission of the Alumni Committee is to foster a lifelong relationship between alumni, the College, the Foundation and the broader community by promoting:

- ***Outreach****: Developing and sustaining meaningful engagement with alumni of all ages and backgrounds;*
- ***Fundraising****: Supporting and promoting philanthropic efforts that benefit the Foundation and College programs, scholarships, and initiatives;*
- ***Networking****: Creating opportunities for alumni to connect with each other, current students, and the College community through events, mentorship, and shared experiences;*
- ***Presence and Pride****: Encouraging active participation in college life, enhancing the visibility of the Foundation, and cultivating GCSC pride in the local and regional community; and*
- ***Volunteerism****: In collaboration with the College, providing opportunities for alumni to contribute time and expertise in support of student success and College advancement.*

A majority of the Committee shall constitute a quorum for the transaction of business by the committee. *(August 18, 2025)*

Ad Hoc Committee – Ad Hoc Committees may be established by the President with the consent of the Board of Directors or by approval of the Board upon recommendation of a Director to address specific short-term tasks, projects, or needs not covered by existing Standing Committees. These committees are formed for a defined purpose and disbanded by the President with notification to the Board upon the completion of their mission. The President shall determine the composition, scope, and Chair of each Ad Hoc Committee, in consultation with the Executive Director and the Executive Committee, unless

otherwise directed by the Board. Membership may include both Directors and non-Director members or individuals appointed specifically to support the specialized goals of the committee. All actions or recommendations of Ad Hoc Committees are subject to review and approval by the Board of Directors. A majority of the Committee shall constitute a quorum for the transaction of business by the committee. *(August 18, 2025)*

(Policy Revised November 14, 2016, August 18, 2025)

AMENDMENTS

These Bylaws may be altered, amended, rescinded or repealed at any special meeting of the Board of Directors by the affirmative vote of the majority of the said Board presented at such meeting.

FISCAL OPERATING AND MANAGEMENT

The Fiscal Year of the Foundation shall be July 1 through June 30. The Board of Directors shall annually engage a certified public accountant to perform a financial audit of the Foundation. Books and financial transactions shall be kept by an accountant employed by the Foundation. The Foundation operates independently from the College.

(Policy Revised November 14, 2016)