

Florida Grant Developers Network, K-12 By-Laws

ARTICLE I: NAME

The name of this organization shall be the Florida Grant Developers Network, K-12, hereafter referred to as “the Network.”

ARTICLE II: PRINCIPAL OFFICE

The principal office of the Network will be within the state of Florida. The principal office shall be the repository of all records, files, papers and documents pertaining to the business of the Network. The Network may have such other and additional offices in the state of Florida as may from time to time be designated by its Board of Directors.

The Florida Grant Developers Network, K-12 shall have a registered agent whose address is located in the state of Florida in accordance with the requirements of the Florida Nonprofit Corporation Code.

The office of the registered agent may be, but need not be, identical with the principal office of the Network and the address of the registered agent may change from time to time as designated by the Board of Directors.

ARTICLE III: PURPOSE AND POWERS

Section 1: The Network is a nonprofit public benefit entity and is not organized for the private gain of any person. It is organized in accordance with the Florida Not-for-Profit Corporation Act exclusively for charitable and educational purposes within the meaning of Section 501(c) (6) of the Internal Revenue Code.

Section 2: The specific purpose of the Network is to organize Florida public school district grant developers in order to share expertise, knowledge and best practices; to provide opportunity for networking; and to solve common problems in order to better meet the needs of the public school systems they serve.

(a) opportunities for professional development, to include training specific to grant writing and to special funding offered by the Florida Department of Education, the U.S. Education Department, and any suitable foundations or other funding sources for educational projects;

(b) speakers with topics pertaining to professional grant development, grants office management, education initiatives eligible for special funding, and related topics;

(c) member forums to share excellent practices, successful initiatives and new trends related to education funding and competitive grants;

(d) opportunities to meet and share ideas with grant developers from other school districts throughout Florida, to become acquainted, share contact information, and expand personal resources for the purpose of education grant development;

(e) member contributions, oral or written, to various group meetings and electronic forums arranged specifically for the members to share information that benefits education grant development throughout Florida;

(f) publicizing or otherwise promoting positions on public policy, specific management practices, and other issues to benefit education grant development in Florida when such positions represent the professional will of the membership; and

(g) other activities that support the purpose of the organization.

Section 3: In furtherance of the purposes describe herein, but not in limitation thereof, the Network shall have the power to accept gifts, grants and donations; to collect and disseminate statistics and other information; to conduct research; to engage in fund raising activities; and to conduct promotional activities including advertising and publicity in or by any suitable manner or media as set forth in the article of incorporation, these Bylaws and by virtue of the provisions of the Florida Nonprofit Corporation Code.

ARTICLE IV: MEMBERSHIP, DUES AND MEETINGS

Section 1: The Network shall have two types of members: charter members and regular members.

(a) Charter members are those individuals who joined the Network before the end of the first annual meeting.

(b) Regular members shall be anyone who joined the Network after the first annual meeting.

(c) Charter members who resign or become inactive shall be readmitted as regular members.

- (d) No person shall hold more than one membership in the Network.
- (e) Except as provided by this section, all members shall have the same rights, privileges, restrictions and conditions.

Section 2: Membership of the Network shall:

- (a) consist of all persons who have paid their current dues and agree to abide by the these Bylaws;
- (b) be available only to individuals;
- (c) not be transferable;
- (d) be limited to individuals having a direct interest, currently, previously, or impending, in grants development and implementation activities from within K-12 public school systems in the state of Florida; and
- (e) provide for each applicant to be admitted to membership upon submitting an application with his or her first-year membership fee.

Section 3: The annual dues payable to the Network for membership shall be set by the Board of Directors at the first annual meeting.

Section 4: Meetings of the Network membership shall be held no less than biannually each school year, with one meeting designated as the annual meeting of the Network, at which meeting election of directors will take place.

Section 5: Nothing in these Bylaws shall prevent more frequent meetings of the Network membership being held at the request of the membership or of the Board of Directors.

Section 6: Meetings shall be held around the state of Florida at locations that are accessible and conducive to meeting the needs of the Network for networking and sharing best practices.

ARTICLE V: DIRECTORS AND ELECTIONS

Section 1: The Network shall have 10 directors and, in some years, an Immediate Past President. These collectively shall be known as the Board of Directors. The number may be changed by the amendment of this bylaw, or by the repeal of this bylaw and the adoption of a new bylaw, or by a two-thirds majority vote, as provided by these bylaws.

- (a) Duly elected officers will be members of the Board of Directors.

(b) The Immediate Past President will serve ex officio on the Board of Directors for one year, without election by the membership and still with voting privileges. When a new President is elected, the individual who previously served as President will assume the office of Immediate Past President. Only one individual at a time can serve as Immediate Past President.

(c) The remainder of the directors will serve at large.

Section 2: Directors shall be of the age of majority in the state of Florida and shall be currently employed, at the time of their election or appointment, as grant developers at K-12 public education systems within the state of Florida.

Section 3: Subject to the provisions of the Florida Not-for-Profit Corporation Act and any limitations in these bylaws or in the Articles of Incorporation, if the Network becomes incorporated, relating to action required or permitted to be taken or approved by the members of the Network, the activities and affairs of the Florida K-12 Grant Developers Network shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4: It shall be the duties of the directors to:

(a) perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, if the Network becomes incorporated, or by the Bylaws;

(b) appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Network;

(c) act to advance the interests of the Florida Grant Developers Network, K-12; and

(d) establish the Network's budget and oversee its finances.

Section 5: Each director shall serve a three-year term of office.

Section 6: The terms of the directors shall be staggered so that one third of the directors' positions are available to be filled by a vote of the membership at each annual meeting.

Section 7: Election of Directors shall be carried out in the following manner:

(a) At a general membership meeting prior to the Annual Meeting of the Network each year, the President shall ask for volunteers to serve on a

Nominating Committee. The Nominating Committee will select one of its members to serve as chairperson. The Nominating Committee shall prepare a slate of candidates for positions to be filled. The permission of all candidates must be secured before the names of candidates are placed on the slate for consideration by the membership. The slate of candidates and ballots will be presented to the members of the Network prior to the Annual Meeting of the membership and provisions shall be made on the ballot for nominations from the floor. The candidates for each office receiving the highest number of votes shall be declared elected. Officers and directors shall assume office on July 1 of the year elected and shall serve for the term provided for that office.

(b) At each annual meeting, Network members shall vote by ballot to fill all vacant directors' positions.

(c) The Board of Directors shall insure that nominees reflect the diversity of the Network's membership.

(d) The elections shall be conducted by mail, including by electronic means, and by ballots cast in person at the annual meeting.

(e) The election of directors shall be concluded at the annual meeting by a count of the ballots returned by mail, including by electronic means, and ballots cast at the annual meeting. Nominees who receive the greatest number of votes will fill the vacant directors' positions.

Section 8: Vacancies in directors' positions shall be filled in the following manner.

(a) Vacancies on the Board of Directors shall exist upon the death, resignation or removal of a director, and whenever the number of directors authorized by the this Article IV, Section 1 is amended to increase the number of directors.

(b) The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final court, or convicted of a felony, or been found by the final order or judgment of any court to have breached any duty under the Florida Not-for-Profit Corporation Act.

(c) Any director may be removed without cause by a majority of the votes represented at a meeting of the Network membership at which a quorum is present, or by a $\frac{3}{4}$ vote of the Board of Directors.

(d) Any director may resign effective upon giving written notice to the President, Secretary or the Board of Directors.

(e) Vacancies on the Board of Directors may be filled only by the approval of the members. Vacant seats shall be filled at the next regular meeting of the Network membership. Vacancies created by the expiration of a Director's term of office may only be filled by election at the annual meeting. If a vacancy occurs subsequent to a regular meeting, the President has the power to temporarily fill the vacancy by selecting a member to serve until the next meeting where the membership present may select a suitable replacement from the active membership. The replacement chosen by the membership will serve for the balance of the term for the vacated position.

Section 9: Directors shall not be personally liable for the debts, liabilities, or other obligations of the Florida Grant Developers Network, K-12, or its members, for monetary damages for a breach of the directors' or officers' fiduciary duties. This provision does not eliminate or limit the liability of a director for:

- (a) acts of omissions not in good faith that involve intentional misconduct or a knowing violation of law;
- (b) a violation of the provisions of the Florida Nonprofit Corporation Code;
- (c) a transaction from with the director derives an improper personal benefit;
or
- (d) an act or omission that is grossly negligent.

Section 10: Meetings of the Board of Directors may take place prior to or immediately following the meetings of the Network membership or at any time and place agreed to by a majority of the Board. Meetings of the Board of Directors shall be open to attendance by any member of the Network.

ARTICLE VI: OFFICERS

Section 1: The officers of the Network shall be a President, a President Elect, a Secretary, a Treasurer and the Immediate Past President.

Section 2: Officers shall be elected by the membership of the Network for two-year terms.

- (a) Election of officers shall be conducted in accordance with Article V, Section 7 (a) of these bylaws.

(b) Officers shall be of the age of majority in the state of Florida and shall be currently employed, at the time of their election, as grant developers at K-12 public education systems within the state of Florida.

(c) Each officer shall hold office until he or she resigns, or is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected.

(d) No officer may hold the same officer position longer than two years in succession.

(e) Any officer may be removed from his or her office at any time, with or without cause, by a $\frac{3}{4}$ vote of the Board of Directors, but such individual will continue to be a member of the Board of Directors until such time as his or her term expires, or the individual is removed from the Board of Directors through the process outlined in Article V, Section 8 of these Bylaws.

Section 4: The President Elect shall accede to the office of President unless the sitting president is re-elected, as prescribed in Article VI, Section 2 (d) of these Bylaws.

Section 5: The President shall be the principal executive officer and shall be responsible to the Board of Directors for the general supervision of business of the Network. The President shall preside at all meetings of the Board of Directors and all meetings of the Network membership. The President shall prepare the Board agenda with the assistance of the President Elect, appoint executive committees as needed with the approval of the President Elect, oversee the actions of such committees, and provide general leadership and supervision of the Board and its activities. The President shall perform other duties and have other authority as the Board of Directors may, from time to time, delegate.

Section 6: The President Elect shall, in the absence, resignation, or incapacity of the President, perform the duties and have the authority to exercise the powers of the President. The President Elect shall perform other duties and have other authority as the President or the Board of Directors may, from time to time, delegate.

Section 7: The Secretary is the recording officer of the Florida Grant Developers Network, K-12 and the custodian of its records. Duties shall include: recording minutes of Board of Directors meetings and membership meetings; keeping a file of all reports; maintaining up-to-date membership lists; and conducting correspondence. The Secretary shall perform other

duties and have other authority at the President or the Board of Directors may, from time to time, delegate.

Section 8: The Treasurer is the financial officer of the Florida Grant Developers Network, K-12 and shall have duties that include the following: collect dues and receive funds directed to the Network; deposit funds; pay all bills as directed by the President and the Board of Directors; and prepare budget and financial reports. The Treasurer shall perform other duties and have other authority as the President or the Board of Directors may, from time to time, delegate. For purposes of good order and security, the treasurer will be allowed to sign checks for amounts up to \$1,000. Checks for amounts beyond \$1,000 will require the signature of the Treasurer and either the President or the President-elect.

Section 9: No officer or director of the Network shall receive, directly or indirectly, any salary or compensation for his or her services.

Section 10: A simple majority of the number of officers and directors present at a duly gathered official meeting shall constitute a quorum. A simple majority of the number of officers and directors responding to an electronic vote constitutes a quorum.

Section 11: Any action required or permitted to be taken at a meeting of the Board of Directors shall be taken by a majority vote of the attending quorum.

Section 12: Any action required to be taken in electronic format shall be by a majority vote of the entire Board of Directors.

Section 13: Any vote of the Board shall be considered as an act of the Board and shall be duly noted by the Secretary.

ARTICLE VII: COMMITTEES

There shall be a Nominating Committee for the purpose of nominating members for election as officers and directors as set out in Article V, Section 7 (a) of these bylaws. Additionally, the President shall appoint such standing and special committees, as set out in Article VI, Section 5 of these Bylaws, as the President deems necessary and useful to carry out the purposes of the Network.

ARTICLE VIII: CONTRACTS, CHECKS AND DEPOSITS

Section 1: The Board of Directors of the Florida Grant Developers Network, K-12 may authorize any officer or officers, agent or agents, of the Network to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Network, and such authority may be general or confined to specific instances.

Section 2: All checks, drafts, and other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Florida Grant Developers Network, K-12 shall be signed by such officer or officers, agent or agents of the Network and in such manner as shall be determined by a resolution of the Board of Directors.

Section 3: All funds of the Florida Grant Developers Network, K-12 shall be deposited to the credit of the Network in banks, trust companies and other depositories as the Board of Directors selects and approves.

ARTICLE IX: DISSOLUTION

Section 1: Dissolution of the Florida Grant Developers Network, K-12 may only be made by a unanimous vote of the Board or Directors, in attendance, including any officers at any duly published meeting.

Upon dissolution of the Network, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Network, dispose of all the assets of the Network equally among the members. If the designated amount is less than \$5.00 per member, the total sum of all funds shall be distributed to such organization or organizations organized and operated exclusively for charitable or educational purpose under Section 501(3) (c) of the Internal Revenue Code to support public schools in the state of Florida.

ARTICLE X: BYLAWS

Section 1: These Bylaws may be amended, altered or repealed only by a 2/3 vote of the members responding as polled by mail or a two-thirds vote of the members attending the annual meeting.