



**LEAGUE OF WOMEN VOTERS OF FLORIDA
EDUCATION FUND BYLAWS**

Last Amended: *September 2023*

ARTICLE I. Name and Purpose

Sec.1. Name. The name of this corporation shall be League of Women Voters of Florida Education Fund, Inc., hereinafter referred to in these bylaws as the Education Fund.

Sec.2. Purpose. This nonprofit corporation is incorporated as a public foundation dedicated to strengthening knowledge of and involvement in representative government.

ARTICLE II. Membership

The Education Fund shall be composed of members of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWVUS, who are enrolled in local Leagues within Florida recognized by the League of Women Voters of Florida, Inc., hereinafter referred to in these bylaws as the LWVFL, and members-at-large of the LWVUS residing within Florida. The membership is the same as that of the LWVFL.

ARTICLE III. Officers

Sec.1. Enumeration and Election of Officers. The Education Fund shall have the same officers as LWVFL and they shall be duly elected in the same manner as LWVFL . They shall hold office until their successors have been elected and qualified as stated in LWVFL bylaws.

Sec.2. Nominations and Elections. The officers and directors shall be nominated and elected as provided in the Bylaws of the LWVFL.

Sec.3. Duties of the Officers. The duties shall be the same as the duties of officers of the LWVFL except as may be required, or prohibited, by the powers and purposes of the Education Fund.

ARTICLE IV. Board of Directors

Sec.1. Enumeration and Election of Directors. The Education Fund shall have the same number of directors as the LWVFL but no fewer than six directors at any time. The directors shall be the same as the duly elected and appointed directors of the LWVFL.

Sec.2. Powers. The board of directors shall have full power over the property and business of the corporation with full power and authority to manage and conduct the same, subject to the instructions of the membership through their convention. The board shall plan and direct the work necessary to carry out the Education Fund program. The board shall create and designate such special committees as may be necessary.

Sec.3. Regular Meetings. There shall be at least four regular meetings of the board of directors annually. The president shall notify each member of the Board of Directors of the time and place of all regular meetings in writing, delivered personally or by mail, facsimile, or other electronic means, sent at least two weeks before any such meeting. No action taken at any regular Board meeting attended by three fourths of the members of the Board shall be invalidated because of the failure of any member or members of the Board to receive any notice properly sent or because of any irregularity in any notice actually received.

Sec.4. Special Meetings. The president may call special meetings of the board of directors and shall call a special meeting upon the written request of five members of the board. Members of the board shall be notified of the time, place and subject of special meetings, in writing, delivered personally or by mail, facsimile, or other electronic means, sent at least three days prior to such meetings, provided, however, that during a Convention the president may, or upon the request of five members of the board, shall call a special meeting of the board by handing the members of the board a written notice of the time and place of said meeting.

Sec.5. Manner of Meetings. Meetings may be held in person or by electronic means including but not limited to telephonic conferencing, video conferencing and e-mail. Telephonic and video conferencing meetings shall be called, noticed and conducted in the same manner as in person meetings. Meetings via email may extend over a period of time (e.g. 1 week) with procedural requirements to include the following:

- (a) The President shall formally call a meeting by notifying each member of the Board of Directors, providing the agenda, and meeting start and end time.
- (b) A quorum is established based on the number of board member responses to the President's call. A majority of members of the board shall constitute a quorum.
- (c) All motions, debates and votes are sent by reply all.
- (d) The time allowed for discussion and voting on a motion shall be specified by the President, who shall send out a reminder alert as the vote closing time nears.
- (e) The meeting shall end at the specified time unless formally extended.
- (f) The President shall ensure that the Secretary has a record of the vote.

Sec.6. Quorum. A majority of the members of the board of directors shall constitute a quorum.

ARTICLE VII Financial Administration

Sec.1. Fiscal Year. The fiscal year of the LWVFL shall commence on the first of July of each year.

Sec.2. Care of Moneys. (a) Moneys, except that Reserved Funds, as designated by the Board, may be invested according to the investment policy approved by the Board, shall be deposited in federally insured financial institutions. The treasurer and/or president shall be qualified signatories on all accounts.

(b) The financial books of the treasurer shall be reviewed by a committee annually.

(c) The Board has a fiduciary duty in administration of the finances of the LWVFL Education Fund.

Sec.3. Receipt and Disposition of Gifts. The Board of Directors is authorized to accept or reject gifts. Gifts other than monetary (such as stock, real estate, art, or other items of value) shall be appraised within 60 days of receipt. The Board has the final authority to make disposition of assets/gifts, but may designate a committee to make recommendations.

Sec.4. Budget. The Board of Directors shall submit to the Convention or Council for adoption a budget for the ensuing year. A copy of the budget shall be sent via electronic means to the president of each local League and the chair of each Member-at-Large unit at least four weeks in advance of the Convention or Council.

Sec.5. Budget Committee. The budget shall be prepared by a committee that shall be appointed for the purpose at least four months in advance of the Convention or Council. The treasurer shall be, ex-officio, a member of the budget committee, but shall not be eligible to serve as chair. The budget committee shall consist of the same members as the budget committee for the LWVFL.

Sec.6. Liquidation or Dissolution. In the event of the liquidation or dissolution of the Education Fund, whether voluntary or involuntary, no member, officer or trustee shall be entitled to any distribution or division of its remaining property or its proceeds and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed to such nonprofit charitable, scientific, literary, or educational organizations as are described in Section 501(c)(3) of the Internal Revenue Code, and as shall be best able to effectuate the purpose of the Education Fund herein above described. The distribution shall be designated by the then board of directors of the Education Fund.

ARTICLE VI

Convention

Date, place, call, composition, qualifications of delegates and voting as well as representation, powers and quorum shall be the same as those of the LWVFL regarding Convention. The Convention shall be jointly held with the LWVFL Convention and delegates shall be the same to both Conventions.

ARTICLE VII

Council

Place, date, call, composition, powers and quorum shall be the same as those of the LWVFL regarding Council. The Council shall be jointly held with the LWVFL Council and delegates shall be the same to both Councils.

ARTICLE VIII

Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall govern the Education Fund in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE IX

Amendments to Bylaws

Sec.1. These bylaws may be amended at any regular board meeting provided however that notice of the intention to amend the bylaws, together with the substance of such amendment must be given to each board member at least 30 days prior to the date of such regular meeting of the board of directors.

Sec.2. These bylaws may be amended at any special board meeting provided however that notice of the intention to amend the bylaws and the substance of such amendment must be given at the time and in the same manner of giving notice of such special meeting. Such notice may be waived by unanimous vote of all of the members of the board.

ARTICLE X

Powers

No powers enumerated herein shall exceed the powers permitted nonprofit corporations under Chapter 617 of the Florida Statutes as the same now exists or as they may be hereafter amended; and, in exercising any one or more of such powers it must be in furtherance of the exemption purpose for which this corporation has been organized as described in Section 501(c)(3) of the Internal Revenue Code.