

**BYLAWS  
OF  
FRIENDS OF DINSMORE ELEMENTARY, INC.  
(a Florida not-for-profit Corporation)**

**ARTICLE I  
NAME, OFFICES**

A. The name of the corporation is:

Friends of Dinsmore Elementary, Inc. (the "Corporation")

B. The principal office of the Corporation shall be located in Jacksonville, Duval County, Florida.

**ARTICLE II  
PURPOSES**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable and educational purposes, consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, without limiting the generality of the preceding sentence, the Corporation is primarily organized to improve and enrich the learning experiences of Dinsmore Elementary School (a Duval County public school) students by:

- (a) soliciting and receiving funds, gifts, endowments, donations, and bequests to fund student needs; and
- (b) promoting and providing volunteer services to benefit the students.

The specific objectives and purpose of this organization shall be to:

- (a) Enable the best education and environment for Dinsmore Elementary School students. We strive to close the gap between public funding and the cost of a high quality education.
- (b) Provide teachers and staff with the support needed to give exceptional instruction to all of Dinsmore Elementary's students.
- (c) Assist the school staff and PTA with special activities and events.

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**ARTICLE III**  
**BOARD OF DIRECTORS**

1. Number of Directors.

The number of directors shall be fixed from time-to-time by the directors but shall consist of no less than three (3) nor more than nine (9) including the following officers: the President, the Secretary, and the Treasurer.

2. Qualifications of Directors.

Directors shall be of the age of majority in Florida. Other qualifications for directors of this Corporation shall be as follows:

- (a) One Board position shall be reserved for the Dinsmore Elementary School Principal (or the Principal's designee).
- (b) One Board position shall be reserved for the Dinsmore Elementary School PTA President (or the PTA President's designee).
- (c) One Board position shall be reserved for the Dinsmore Elementary School SAC Chair (or the SAC Chair's designee).
- (d) One Board position shall be reserved for a Dinsmore Elementary School teacher (or former teacher).
- (e) One Board position shall be reserved for a former student.
- (f) One Board position shall be reserved for a member of the local community, preferably the local business community.

The reserved positions are to ensure diversity of thought and leadership but there is no requirement each is continually in office (i.e., occupied).

3. Election of Directors.

Each director shall be elected by a majority vote of the Board that is present and voting. All directors are the same class of voting members.

4. Term of office.

- (d) The directors shall, upon election, shall hold office for the term to which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death. Newly elected directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, the director may qualify for election to serve three year terms. There is no limit on the number of terms a director may serve.

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5. Compensation and Expenses.

The directors serve without compensation. It is not expected directors shall incur any out-of-pocket expense for serving on the Board and any such incidental expenses (including mileage expense) are not eligible for reimbursement.

6. Resignation.

Any director may resign at any time by giving written notice of such resignation to the Board.

7. Removal.

Any director may be removed with or without cause, at any time, by a majority vote of the Board if in their judgment the best interest of the Corporation would be served thereby. "With cause" requires a majority vote of the directors; whereas "without cause" requires a vote of two-thirds of the directors. Each director must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board shall automatically be removed from office.

8. Liability.

The directors shall not be personally liable for debts, liabilities, or other obligations incurred in good faith on behalf of the Corporation.

9. Restriction.

No member of the Board, or other person exercising supervisory power in the Corporation, or any of their close relatives can personally benefit from the receipt of donations or grant funds. A close relative and student of Dinsmore Elementary does not constitute a violation of this restriction should the student receive the same benefits as others attending Dinsmore Elementary.

All Board members are required to sign the conflict-of-interest disclosure and update it as necessary.

10. Executive Committee.

(a) The Executive Committee shall consist of the elected officers of the Board.

(b) The duties of the Executive Committee shall be to transact emergency business in the interval between general meetings.

(c) The majority of the Executive Committee shall constitute a quorum.

(d) Meetings of the Executive Committee shall be held as needed.

(e) Regular and timely reports of Executive Committee actions should be presented to the full Board.

11. Powers.

All the corporate powers shall be and are hereby vested in and shall be exercised by the Board. The Board may by general resolution delegate to committees of their own number, or to officers of the Corporation, such powers, in accordance with law, as they may see fit.

**ARTICLE IV**

**MEETINGS OF THE BOARD OF DIRECTORS**

1. Annual Meetings.

The annual meeting of the Board shall be held at 4:30 p.m. on the third Tuesday of May at Dinsmore Elementary School, 7126 Civic Club Drive, Jacksonville, FL 32219 for the purpose of the transaction of such business as may properly come before the meeting. If a quorum of the directors be then present, no prior notice of such meeting shall be required to be given. The place and time of any annual meeting may, however, be changed by written consent of a majority of the directors.

2. Special Meetings.

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or by a majority of the directors and must be called on the written request of any two officers of the Board.

3. Notice.

Notice and the time and place of special meetings shall be given to each director by one of the following methods:

(a) Delivered in-person.

(b) By postage prepaid first-class mail and e-mail transmission. The director's address and e-mail address as shown on the records of the corporation shall be used.

Delivery shall be made not less than four (4) nor more than sixty (60) days before the date set for the meeting. If mailed, the notice shall be deemed to be delivered to a director three (3) days after it is deposited (and postmarked) in the United States mail. At any meeting at which every director shall be present, even though without any notice or waiver thereof, any business may be transacted.

The notice need not specify the purpose of the special meeting. Any business may be transacted at any Board meeting.

4. Meetings by Telephone or Videoconference.

Any meeting, whether a regular or a special meeting, may be held by conference telephone, videoconference, or similar communication equipment, as long as all

directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such meetings.

5. Action by Unanimous Consent.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing, to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of such directors.

6. Quorum.

At all meetings of the Board, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statutes, by the Articles of Incorporation of the Corporation, or by these Bylaws.

## **ARTICLE V**

### **OFFICERS**

1. Officers.

The officers of the Corporation shall be a President, a Treasurer, and a Secretary. All officers must have the status of active members of the Board. The resignation of a director from an Officer position does not prevent that person from continuing to serve as director for the balance of the term.

2. Election.

The officers shall be elected annually by the Board as the Board may see fit, at the annual meeting of the Board.

3. Term of Office.

There is no limit on the number of terms an Officer may serve.

4. Vacancy.

(e) In case any office of the Corporation becomes vacant by death, resignation, disqualification, or any other cause, the President then in office, may fill such vacancy on an interim basis, and the Officer so elected shall hold office and serve until the next annual meeting of the Board and until the election and qualification of his or her successor.

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5. President.

The President shall:

- (a) have and exercise general charge and supervision of the affairs of the Corporation and shall perform such other duties as may be assigned by the Board;
- (b) serve as ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President;
- (c) call special meetings as necessary;
- (d) ensure the organization maintains its tax-exempt status and meets its ongoing compliance responsibilities;
- (e) serve on the Executive Committee; and
- (f) personally pay all management, general and administrative, and fundraising expenses of the Corporation guaranteeing all donations and grants go toward program services.

6. Secretary.

The Secretary shall:

- (a) have custody of, and maintain, all of the corporate records except the financial records;
- (b) ensure minutes of all meetings of the Board are distributed to members shortly after each meeting;
- (c) provide notice of meetings of the board and/or of a committee when such notice is required;
- (d) serve on the Executive Committee; and
- (e) perform such other duties as may be requested by the Board or President.

7. Treasurer.

The Treasurer shall:

- (a) manage finances of the organization;
- (b) keep a full and accurate account of receipts and expenditures;
- (c) ensure the signatures of the current elected Officers are on file at the bank, with the signature of an officer required on all checks;
- (d) present a monthly financial statement to the school;
- (e) present a financial statement at the Annual Board Meeting and at other times when requested by the Board; and
- (f) serve on the Executive Committee.

8. Assistant Officers.

The Board may appoint one or more assistants to any officer other than the President, which assistant officer shall have all power and authority of the officer for whom such individual is an assistant, in the absence of such officer.

9. Removal.

Any officer may be removed from office by the President for any reason deemed appropriate, and later confirmed by affirmation vote of a majority of all the directors at any regular or special meeting.

**ARTICLE VI**

**SPECIAL COMMITTEES**

1. Committee Formation.

The Executive Committee may create special committees as needed, such as fundraising, social media, or for a special event. Each special committee shall have a chair appointed by the Executive Committee. Special committees shall at all times be subject to the control of a majority vote of the Board of Directors.

2. Project Plan.

The Chair shall present a project plan to the Executive Committee for review including any proposed contracts and purchases. No work or debts shall be undertaken without the consent of the Executive Committee.

3. Committee Members.

The Chair may appoint committee members. The President, or the President's designee, shall be a member ex-officio of all committees.

4. Term of Office.

The Chair and each member of a special committee shall serve for life of the committee unless such person is removed, resigns, or otherwise ceases to qualify as a Chair or member, as the case may be, of the special committee.

**ARTICLE VII**

**FISCAL YEAR**

(f) The fiscal year of the Corporation shall begin on June 1 and end on the following May 31<sup>st</sup> each year.

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**ARTICLE VIII**  
**CONTRACTS**

The Board, except as otherwise provided in these Bylaws or the Articles of Incorporation of this Corporation, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance.

**ARTICLE IX**  
**PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS;  
DISSOLUTION**

No director, officer, employee of or member of a special committee of or persons connected with the Corporation, or any other private individual or for-profit corporation shall receive at any time any of the net earning or pecuniary profit from the operations of the Corporation, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

Upon dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a similar Friends organization of a public elementary school with similar student/family demographics which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction, distributions shall be made to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of the Corporation.

**ARTICLE X**  
**EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.



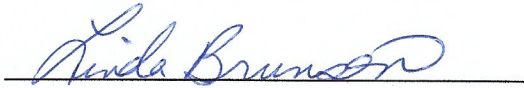
**ARTICLE XI**  
**AMENDMENTS**

These Bylaws may be amended as provided in the Articles of Incorporation of the Corporation.

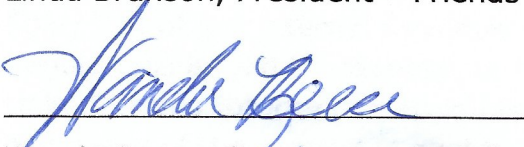
**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the eight (8) preceding pages, as the Bylaws of this Corporation.

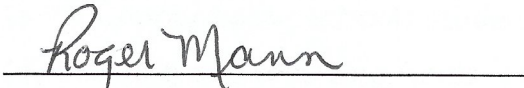
ADOPTED AND APPROVED by the Board of Directors on this 14th day of February, 2019.

  
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Linda Brunson, President – Friends of Dinsmore Elementary, Inc.

  
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Wanda Reese, Secretary – Friends of Dinsmore Elementary, Inc.

  
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Roger Mann, Treasurer – Friends of Dinsmore Elementary, Inc.