

**BYLAWS
OF
THE WHITE FAMILY FOUNDATION**

ARTICLE I

Name: **The White Family Foundation**

ARTICLE II

Statement of Purpose/Mission Statement:

The White Family Foundation is a perpetual charitable trust created to make a positive difference in the State of Florida by supporting qualified educational, health care and religious needs of families and individuals in the subject area. By providing funding to local educational, health care and religious organizations, the Foundation will make positive changes to people's lives and build and enhance the community in which they live. In carrying out this mission the Foundation will identify critical issues that resonate within the community and focus on supporting this mission.

ARTICLE III

General Powers: The affairs of the Foundation shall be managed by the Board of Trustees in accordance with the provisions of applicable law, the Articles of Incorporation and these Bylaws.

ARTICLE IV

Board of Trustees: The governing body of The Foundation shall consist of a Board of Trustees. The Board of Trustees will consist of a Chairperson, a Secretary and at least 6 other persons. At least 1/3 of the Board of Trustees must be non-White Family members. *[needs to be amended 2023]*

The governing body of The Foundation shall consist of a Board of Trustees. The Board of Trustees will consist of a Chairperson, a Secretary, a Treasurer, and at least 6 other persons. A White Family member is defined as persons qualified and willing to serve, who are descendants of Joe and JoAnn White or a descendant's spouse. The composition of the Board should reflect a majority of White Family members, with at least 1/3 non-White Family members. *[needs to be amended]*

Duties: The duties of the Board of Trustees shall be to act as an administrative and executive body of The Foundation and shall have the power to make proposals governing the policies of The Foundation.

Vacancies:	A vacancy on the Board of Trustees because of death, resignation, removal or otherwise shall be filled by a vote of the remaining Board of Trustees.
Term Limits:	Founding Trustees (including all existing board members) serve for life, except as the result of resignation, death or being removed by a vote of 2/3 of the board members (a quorum). New board members serve one, two, or three-year terms, determined at the time of their election and at the discretion of the founding board members. New members may serve two consecutive terms, after which they must be voted on to continue serving.
Removal:	White Family Trustees may be removed by 2/3rds of the full membership of the Board. All non-White Family Trustees may be removed by a majority vote of the full membership of the board.
Resignations:	<p>Any Trustee of the Foundation may resign at any time by giving notice to the Board of Trustees. Any such resignation should be effective at the specified time, or if not specified therein, upon its acceptance by the Board of Trustees.</p> <p>If a situation arises where a Board Member needs to resign, the member should give notice in writing. Any Trustee of the Foundation may resign at any time by giving written notice to the Board of Trustees. Any such resignation should be effective at the specified time, or if not specified therein, upon its acceptance by the Board of Trustees.</p>
Chairperson:	<p>White Family members shall nominate the Chairperson by majority vote of full membership of White Family Trustees.</p> <p>White Family members shall nominate the Chairperson by majority vote of full membership of the Board of Trustees.</p> <p>The role of the Chairperson shall be to govern all meetings, continually guide and execute the mission of the Foundation, and work with the Board of Trustees to develop programming, grant-making, and systems that align with the mission of the Foundation. He or She should help shape an annual agenda and vision for the Foundation to enhance its effectiveness. The Chairperson shall serve in all internal and external leadership functions.</p>

Secretary: The Secretary shall be responsible for the custody and maintenance of all Foundation Records, except financial records, shall prepare and record the minutes of all meetings, and any emergency or informal voting. The Trustees shall nominate the Secretary by majority vote of quorum.

Treasurer: The Treasurer shall be the chief financial officer of the Foundation and shall perform the following duties, any of which the Treasurer may delegate to subordinate officers or agents:

Books of Account: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements.

Deposit and Disbursement of Money and Valuables: The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Foundation with such depositories as may be designated by the Board of Trustees; shall disburse, or shall cause to be disbursed, funds of the Foundation as may be ordered by the Board of Trustees.

Reporting: The Treasurer shall, whenever requested by the Trustees, render an account of all financial transactions and of the financial condition of the Foundation and present and report accurate and timely historical financial information of the Foundation.

Other Duties: The Treasurer shall have other powers and perform such other duties as may be prescribed by the Board of Trustees or the Bylaws.

Committees: The Chairperson shall appoint such committees that may be necessary to perform function of the Foundation.

The chairperson shall appoint committees that may be necessary to perform functions of the Foundation. A finance committee member or Treasurer shall present a financial report at each meeting and shall communicate with investment firms and advisors on behalf of the Board, reporting and recommending any financial matters to board members.

Finance Committee: The Finance Committee is charged with the responsibility of overseeing the investment assets of the Foundation. Members of the FC shall discharge their duties solely in the interest of the Foundation and for the exclusive purpose of meeting the Foundation investment goals. These duties shall be discharged with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent man or woman acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims.

ARTICLE V

Meetings: The Foundation shall hold no fewer than three (3) meetings annually, preferably once per quarter. Additional meetings may be scheduled as required. The Secretary will notify all trustees of regular scheduled meetings and special meetings at least 2 weeks prior to such meeting. *(Amended 2/07/2016)*

Quorum: A quorum shall consist of at least **2/3** of the Board of Trustees. The act of the majority of the Board of Trustees present at a meeting, at which a quorum is present, shall be the act of the Board of trustees, unless a greater majority is required by law or otherwise indicated in these bylaws.

Voting: All voting power shall be vested in the Board of Trustees. There are occasions where members cannot be present in person at meetings; telephone or video conference calls during meetings shall count as being present for purposes of voting.

Action without a Meeting: When action is required outside of the usual board meeting structure, a written record must be preserved of the vote. The Chairperson will outline the proposed action and will call for a “yea” or “nay” vote by email. Any Trustee questions on the proposed action must be answered first and written discussion allowed before a final vote is counted. In these instances a majority vote will carry the action.

ARTICLE VI

Financial Management: The Trustees will determine the investment guidelines of the Foundation.

The Trustees will determine the investment guidelines of the Foundation. An Investment Policy will outline these guidelines in detail.

Fiscal Year: The fiscal year of the Foundation shall be determined by the Board of Trustees. The fiscal year of the Foundation shall be a calendar year, January through December.

Books and Minutes: The Secretary shall keep minutes of the meetings and distribute copies of the minutes to the Trustees.

Indemnification: Any person who at any time serves or has served on the Board of Trustees shall have a right to be indemnified by the White Family Foundation to the fullest extent permitted by law against (a) reasonable expenses, including attorney's fees, incurred by him or her in connection with any threatened, pending, or completed civil, criminal, administrative investigative or arbitrative action, suit, or proceeding (and any appeal therein) seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

ARTICLE VII

Amendments to Bylaws: Proposed amendments may originate from any member of the Board of Trustees. Proposed amendments must be approved by three fourths (3/4) vote of the full membership of the Board of Trustees. Proposed changes to the Bylaws must be submitted in writing or electronically to the Board of Trustees at least ten (10) days in advance of any meeting of the Board of Trustees.

ARTICLE VIII

Conflict of Interest: The Trustees and staff of the White Family Foundation are encouraged to play active roles in their communities by serving as board members or otherwise being involved with a wide spectrum of nonprofit organizations. This means that potential conflicts of interest or the appearance of such conflicts will inevitably arise. It is predictable that people with interest and expertise in the nonprofit sector often will have such associations; the Foundation will not discriminate against worthy grant recipients because its Board members or personnel serve those recipients in some role. It is the Foundation's policy to deal with such conflicts in an open and appropriate way. This Policy describes, among other things,

how decisions involving these and similar situations should be dealt with to ensure the integrity of the process.

Conflict of Interest Defined

Generally, a conflict of interest with respect to a proposed Foundation transaction or grant exists if a director, advisor, or staff member of the Foundation: (a) is in a position to make or influence the Foundation's decisions about whether and how to proceed with the proposed transaction or grant, and (b) has an affiliation, as described below, with any other party to a business transaction or with the potential beneficiary of a grant. An apparent conflict of interest is one that a skeptical viewer might reasonably believe might cause the director's, advisor's, or staff member's decision to be tainted by self-interest.

For purposes of this policy, an affiliation is the close involvement with a vendor, service provider, or grantee on the part of: (a) a director of the Foundation, (b) an advisor to the Foundation, (c) a staff member of the Foundation, or (d) the spouse, domestic partner, parent, other ancestor, lineal descendant through great-grandchildren, or spouse or partner of such descendants. Directors, advisors, and the staff of the Foundation shall communicate fully with the Foundation regarding such affiliations and any other relationship or commitment that could affect, or be seen to affect, the impartial fulfillment of their roles in the affairs of the Foundation. Doubts about whether a relationship warrants disclosure under this policy should be resolved in favor of disclosure.

Because Trustees and staff may be involved in other organizations that may have business dealings or affiliations with or seek grants from the Foundation, the following general principles have been established:

- (1) Each Trustee or staff member shall maintain the highest level of ethical conduct and shall exercise the highest standard of care, diligence and prudence when conducting any activity on behalf of the Foundation.
- (2) In the event any Trustee, staff, or a member of his or her immediate family has a personal or business interest in, or is involved in any way with, an organization with whom the Board is considering a grant request or business contract, such interest or involvement shall be disclosed to the Board. If such event is determined to be

a conflict of interest, the interested Trustee shall neither vote nor participate in the discussion of the matter. The interested Trustee shall then be excused from the actual discussion and presence at that portion of the meeting when the matter-giving rise to the apparent conflict is discussed and from final discussion and voting. However, any Trustee who is excluded from voting may answer pertinent questions of other Trustees and be present when the interested Trustee's knowledge regarding the matter will assist the Board. (Directors who do not vote under these circumstances are counted as present for purposes of a quorum.)

(3) While grants may be made to organizations that employ a director, advisor, or family member of a director, advisor, or staff member, or that contract for the provision of goods or services from any of those individuals, no grant to such an organization shall include funds designated to pay the compensation for such employment, goods, or services.

(4) The minutes of the meeting shall indicate that the interested Trustee disclosed the interest or involvement in the matter being considered by the Board, recused herself/himself from the final discussion, and abstained from voting on the matter.

Gifts

With the exception noted below, directors, advisors, and staff members, and members of their families, may not knowingly receive or accept any pecuniary gain or anything else of value (including gifts, honoraria, loans, and entertainment) from recent, current, or potential grantees, vendors, suppliers, consultants, or others who have existing or proposed business or grantor-grantee relationships with the Foundation.

It is permissible to accept gifts of nominal value, meals, and social invitations that are in keeping with good business ethics and do not obligate the recipient to take or refrain from taking any action or decision on behalf of the Foundation. Where it would be awkward to decline a proffered gift, it should be accepted on behalf of the Foundation, and the President should be consulted as to its disposition.

ARTICLE IX

Code of Ethics:

At the White Family Foundation, the Trustees and staff act with honesty, integrity and always stand for the highest ethical principles.

The Foundation has a clearly stated mission and purpose, approved by the Trustees in pursuit of the public good. Our code of conduct for the White Family Foundation shall exemplify ethical behavior and good stewardship.

Follow Foundation Policy

The Foundation establishes and follows clear processes for informing the public about grant opportunities and for receiving, reviewing and acting on grant applications that are consistent with its policies and purposes. We are committed to following the foundations policies and having disciplined stewardship of the foundation's assets. Trustees and staff are aware of their responsibilities of managing the Foundation's assets prudently and responsibly. Appropriate legal and financial management advice is procured and the Foundation spends an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management. All financial reports are factually accurate and complete in all material respects and any forms required by the government are completed accurately by independent accountants and filed in a timely manner.

Act Honestly and with Integrity

The foundation trustees and staff are a true reflection of the commitment to honesty and integrity. We are representatives of the White Family Foundation and will always act honestly and treat others with fairness, dignity and respect.

Report Ethical Violations

The trustees and staff shall report any internal violations of the code of Ethics or the Foundations policies to the Chairman of the Board or other Trustee. The Foundation shall protect those who report illegal or improper activity from retaliation.

Effective Date

The effective date of these By-laws shall be August 28, 2016

JO ANN M. WHITE, Secretary

