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# BYLAWS OF TAKE STOCK IN CHILDREN OF MANATEE COUNTY, INC.

EFFECTIVE MAY 22, 2020

## 1. ARTICLE I: CORPORATION

### 1.1. Corporate Name

The name of the Corporation shall be Take Stock in Children of Manatee County, Inc. (TSIC or the "Corporation"). These Bylaws of TSIC (the "Corporation") have been adopted pursuant to the Articles of Incorporation of this Corporation and in accordance with the Florida Statutes.

### 1.2. Corporate Offices

The principal office of this Corporation shall be located at 1400 1st Ave East Palmetto, FL 34221. The Corporation shall have and continuously maintain in the State of Florida a registered office and a registered agent whose office is identical with such registered office, as required by the Florida Not-For-Profit Corporation Act. The Corporation may relocate the principal office and have other offices as determined by the Board of Directors.

## 2. ARTICLE II: PURPOSE AND MISSION

The purposes of this Corporation are those stated in the Corporation's Articles of Incorporation. The mission of the Corporation is to provide unique college mentoring, scholarship opportunity and hope for a better future for low-income and at-risk students to help them end the cycle of poverty through education. The comprehensive services for Manatee County youth start in middle school, continue through high school, and provide support in attaining a post-secondary degree.

## 3. ARTICLE III: MEMBERSHIP

The Corporation shall not have members.

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## **4. ARTICLE IV: BOARD OF DIRECTORS**

### **4.1. Number, Qualifications and Term of Office**

The Board of Directors shall consist of up to twenty (20) members, but in no event shall there be fewer than five (5) Directors of the Corporation as stated in the Articles of Incorporation. Each director shall be elected to serve a 3-year term. An individual may serve three (3) consecutive terms as a director of the Corporation.

The Board of Directors shall create and appoint three (3) groups of Directors, to be known as Group A, Group B, and Group C, respectively with up to seven (7) Directors in each Group. The number of Directors in each Group shall be maintained to be as nearly equal as possible to the extent it is possible without violating the foregoing. The initial term of each Group shall be as follows: Group A, one (1) year; Group B, two (2) years; and Group C, three (3) years, Thereafter, the tenure of each Group shall be for a period of three (3) years.

### **4.2. Duties**

All corporate powers must be exercised by the authority and oversight of the Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

### **4.3. Board Member Compensation**

No compensation shall be paid to any Director for service upon the Board of Directors, nor may any Director be an employee of the Corporation.

### **4.4. Vacancies**

Vacancies on the Board of Directors, if filled, shall be filled by a majority vote of the remaining directors.

### **4.5. Removal of Directors**

The Board of Directors may declare a vacancy on the Board of Directors when a Director is absent from three (3) consecutive Board meetings or 25% of the duly called/scheduled Board meetings. The Board of Directors may remove a Director with or without cause by a 3/4 vote of members currently sitting on the Board of Directors. A Director may resign at any time by giving written notice of such resignation to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors, and the acceptance of the resignation shall not be necessary to make it effective.

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## **5. ARTICLE V: OFFICERS**

### **5.1. Officers**

Officers of this Corporation shall be the Chair, Vice Chair, Secretary, and Treasurer. All officers shall be members of the Board of Directors. The Corporation's officers shall be elected by a majority vote of the members of the Board of Directors present and voting at the annual meeting of the Board of Directors. Each officer shall be elected for a two-year term. The Chair and Vice Chair may each only serve one two-year term. Other officers may serve additional consecutive terms if approved by a majority of the Board.

### **5.2. Vacancies**

Vacancies among the officers shall be filled for the unexpired terms by election by the Board of Directors. Any officer may be removed by the affirmative vote of at least two-thirds (2/3) of the Directors present at any regular or special meeting of the Board called for such purpose.

### **5.3. Duties of the Board Chair**

The Board Chair shall be the Chair of the Board of Directors and shall preside at all meetings of the Board of Directors and shall have all other duties assigned to the Chair under these Bylaws or by Board resolution. The Board Chair shall also be an ex-officio member of all Board Committees.

### **5.4. Duties of the Vice Chair**

In the event of absence or disability of the Board Chair, the Vice Chair shall perform the duties of the Chair and perform all of the duties as from time to time may be assigned by the Chair or Board of Directors.

### **5.5. Duties of the Secretary**

The Secretary shall see that appropriate notices or waivers of notice regarding Board meetings are sent; that materials for meetings of the Board of Directors are prepared; and see that all records, reports and minutes of the Board of Directors and committees are kept. The Secretary is responsible for ensuring that adequate records of all meetings of the Board of Directors are kept and reported. The Secretary shall perform such other duties as are customarily performed by or required by the Secretary.

### **5.6. Duties of the Treasurer**

The Treasurer shall ensure that procedures are in place to oversee the fiscal accounting of the Corporation and shall provide a financial report to the Board of Directors at each meeting and shall provide an annual financial report at the Annual Meeting. The Treasurer shall ensure that a true and accurate accounting is made available to the Directors and perform all of the duties as from time to time may be assigned by the Board of Directors.

### **5.7. Duties of the CEO**

The CEO shall be the general manager of the Corporation and shall be principally responsible for the implementation of policies of the Board of Directors. The CEO shall have authority over the operations, subject to the ultimate authority of the Board of Directors. The CEO shall be an ex-officio member of each committee of the Board and shall perform all duties incident to the office of Chief Executive Officer and such other duties as from time to time may be assigned by the Board of Directors.

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## **6. ARTICLE VI: COMMITTEES**

Committees or Task Forces may be appointed by the Board Chair with approval of the Board of Directors from time to time as deemed appropriate.

## **7. ARTICLE VII: MEETINGS OF THE BOARD**

### **7.1. Place of Meetings**

The meetings of the Board of Directors may be held at the principal office of the Corporation or at any place within or without the State of Florida that a majority of the Board of Directors may from time to time by resolution designate. Members of the Board may participate in a meeting of the Board of Directors by means of a conference telephone, Skype, or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **7.2. Annual Meeting of the Board**

The Annual Meeting of the TSIC Board of Directors shall be held at a time and place designated by the Board Chair, usually at the same time each year for the purpose of and transacting such other business as shall be desirable.

### **7.3. Regular Meetings of the Board**

In addition to the annual meeting described in Section 7.2, the Board of Directors shall hold regular meetings at least once each calendar quarter at the principal office of the Corporation or at such other location as may be designated by the Board Chair.

### **7.4. Special Meetings**

Special meetings of the Board of Directors may be called at any time by the Chair of the Board, by the CEO or by any 3 members of the Board.

### **7.5. Quorum**

At meetings of the Board of Directors, a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business.

### **7.6. Act of Board of Directors**

The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the Articles of Incorporation or these Bylaws require the vote of a greater number. An affirmative vote by a director via the director's listed email address on file with TSIC can be allowed and read into the minutes to any duly called /scheduled meeting of the board where a quorum has been established. Any action of the Directors, or their committees, may be taken without a meeting if consent in writing or by email, setting forth the action so taken, shall be: (i) signed, as applicable, by all Directors or committee members who would be entitled to vote on such an action at a duly-called meeting, and (ii) filed with the Secretary of the Corporation as part of the proceedings of the Directors or their committees, as the case may be. Each resolution so adopted and the written consents thereto by the members of the Board of Directors or such committee shall be filed with the minutes of the proceedings of the Board of Directors for such committee.

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### **7.7. Written Notice of Meeting**

Written notice of a meeting of the Board of Directors, at which it is proposed to change the Bylaws of the Corporation, shall be mailed or emailed to each Director not less than ten (10) days prior to the meeting and such notice shall include a copy of the proposed amendment(s) to the Bylaws as recommended and approved by the Board of Directors.

### **7.8. Informal Action**

If the directors consent in writing to any action taken or to be taken by the Corporation and the writings evidencing their consent are filed in the minutes of the proceedings of the Board, the action shall be as valid as though it had been authorized at a meeting of the Board, and shall have the same effect as a unanimous vote.

## **8. ARTICLE VIII: INDEMNIFICATION**

The Board of Directors, and those serving as officers of the Corporation, shall not be personally liable for its debts, liabilities, or other obligations. To the fullest extent permitted by the Florida Not For Profit Corporations Act (the "Act"), as the same may be from time to time amended, but subject to all restrictions set forth therein, the Corporation shall indemnify, hold harmless, and advance expenses to, as derived in the Act, any person, his or her heirs, personal representative, executor, administrator or guardian, who was or is a party to any proceeding, as defined in the Act, by reason of the fact that he or she is or was a Director or officer of the Corporation, against liability as defined in the Act, expenses as defined in the Act, and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof.

## **9. ARTICLE IX: AMENDMENT OF BYLAWS**

These Bylaws may be amended, altered, supplemented, or repealed by an affirmative vote of three-fourths of the total number of Board of Directors present at any regular or specially called meeting of the Board of Directors, provided that written notice of the proposed amendment, alteration, supplementation, or repeal has been given to each Director.

## **10. ARTICLE X: PARLIAMENTARY AUTHORITY**

The Board of Directors shall select the appropriate parliamentary authority as needed.

## **11. ARTICLE XI: CONFLICT OF INTEREST**

Members of the Board of Directors and staff should avoid conflicts involving the Corporation; review the Corporation's Conflict of Interest Policy and sign, at least annually, the Conflict of Interest Disclosure Statement,

## **12. ARTICLE XII: DISCRIMINATION POLICY**

We shall not discriminate against any persons, regardless of race, religion, gender, abilities, age, or national origin.

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### **13. ARTICLE XIII: DISSOLUTION**

In the event the Corporation is dissolved by either voluntary or involuntary means (provided that the Corporation may cure an inadvertent administrative dissolution for failure to timely file its annual report within thirty (30) days of actual notice of same) all assets of the Corporation shall be distributed to one or more charitable organizations, provided that such organizations qualify for exemption under § 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the Federal Government, or to a state or local government for a public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes,

### **14. ARTICLE XIV: GOVERNANCE AUTHORITY**

Whenever a conflict arises between the language of these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall govern.

Adopted by the Board of Directors on: MAY 22, 2020

Take Stock in Children of Manatee County Inc.

**Board Chair:** Mark Barnebey

**Secretary:** Jennifer Caba