

## **The Able Trust**

### **Florida Endowment Foundation for Vocational Rehabilitation, Inc.**

#### **BY-LAWS**

**Amended September 21, 2017**

**Amended March 13, 2015**

**Amended June 15, 2012**

**Amended March 4, 2011**

**Amended June 11, 2010**

**Amended June 12, 2009**

**Amended June 28, 2008**

**Amended September 13, 2003**

**Amended October 2, 1999**

**Amended September 20, 1997**

**Amended September 29, 1996**

**Amended March 19, 1995**

**Adopted February 21, 1991**

#### **Article One-Organization**

**1. Name.** The name of the organization shall be the Florida Endowment Foundation for Vocational Rehabilitation, Inc. The organization shall also operate under the name of The Able Trust.

**2. Corporate Seal.** The organization shall have a corporate seal indicating the name of the organization and the date founded (1991).

**3. Fiscal Year.** The fiscal year of the corporation shall commence on the first day of July and end on the thirtieth day of June.

**4. Operations.** The Board of Directors shall approve an annual budget, formulate policies and procedures, select recipients for grants funding, design and approve special programs and projects, hire a chief executive officer to manage daily business operations and otherwise serve to fulfill the mission of the Foundation. The chief executive officer shall be one of the individuals authorized to sign checks, drafts and contracts on behalf of the organization, provided those checks, drafts, and contracts are within the established budget for the fiscal year. The CEO shall be a non-voting member of the Board of Directors and all Committees.

#### **Article Two - Mission**

**1. Mission Statement.** To be a key leader in providing Floridians with disabilities opportunities for successful employment.

### **Article Three – Purpose**

**1. Purpose.** The Board of Directors shall adhere to the purposes of enabling legislation 413.615 in setting forth policies and objectives pursuant to its mission. The Foundation operates within a contract signed by the Director, Division of Vocational Rehabilitation and the Foundation Chair, and within rules promulgated specifically for the Foundation, which are approved by both entities.

**2. Grant making Policies.** The Board of Directors shall set policies on grantmaking. To amend or change grantmaking policies, proposed amendments or changes in policies must be submitted to the Board of Directors at least thirty (30) days prior to a scheduled meeting at which time the proposed amendments or policies are to be approved. A majority vote of the Board of Directors is required to amend or change grantmaking policies.

### **Article Four - Board of Directors**

**1. Vacancies.** In any event of a vacancy of the Board caused by other than the expiration of a term the Chair may request that the Governor appoint a new member to fulfill the term.

**2. Performance of Duties.** Each Board member is accountable to the Governor for the proper performance of the duties of the office as set forth in Florida Statute 413.615.

**3. Removable for Cause.** The Governor may remove any Board member from office for malfeasance, misfeasance, neglect of duty, incompetence, or permanent inability to perform official duties or for pleading nolo contendere to, or being found guilty of, a crime.

**4. Statement of Ethics.** The Board of Directors shall adopt a statement of ethics to guide the Directors with regard to acceptance of charitable gifts, conflict of interest and other matters. Ethical issues are addressed in the organization's adopted Conflict of Interest Policy and its adopted Ethics Policy, which shall be maintained and reviewed by the Board on a regular basis, with any future changes accepted as a part of these Bylaws.

**5. Compensation.** No Director or Officer shall be compensated monetarily or in any form for serving on the Board of Directors except that reasonable expenses incurred on behalf of the organization shall be reimbursed upon submission of proper documentation.

### **Article Five – Officers and Executive Committee**

**1. Composition.** The Board of Directors shall consist of nine Directors appointed by the Governor of Florida as set forth in Statute 413.615. The preference of the Trust is that no State of Florida agency employee or appointee, nor any employee, contractor or consultant of The Able Trust nor any relative of The Able Trust staff or Board, may serve as a Director.

**2. Executive Officers and Committee.** The Officers of the organization shall be: Chair, Vice Chair, Secretary and Treasurer. The Executive Committee shall consist of the Chair, Vice Chair, Secretary and Treasurer. The Executive Committee shall act upon organizational business between regular or special Board meetings and shall elect a Director to fulfill the unexpired term of any officer.

## **Article Six - Duties of Officers**

### **1. Chair of the Board of Directors.** The Chair shall perform the following duties:

- A.** Chair and preside at all regular and special meetings and shall report on activities of the Foundation.
- B.** Appoint standing committee appointments, temporary or permanent and *ad hoc* committee appointments.
- C.** Serve as a member of all committees except the Nominating Committee.
- D.** Shall be one of the officers authorized to sign checks, drafts and contracts on behalf of the organization.

### **2. Vice Chair.** The Vice Chair shall perform the following duties:

- A.** Chair and preside at meetings in the event of the absence or inability of the Chair to be present for such meetings, with all the rights, privileges and powers as the duly elected Chair of the Board.
- B.** Becomes Acting Chair in the event of the resignation, demise or inability of the elected Chair to exercise the duties of his/her office until a new Chair is elected.
- C.** Shall be one of the officers authorized to sign checks, drafts and contracts on behalf of the organization.

### **3. Treasurer.** The Treasurer shall perform the following duties:

- A.** Has care and custody of all monies belonging to the organization and is responsible for such monies or securities of the organization.
- B.** Ensures that regular and timely deposits are made in operating accounts of the organization and that invoices and bills are paid in a timely manner.
- C.** Ensures that all Directors and staff are bonded.
- D.** Serves as the Chair of the Finance Committee.
- E.** Renders written reports of the finances of the organization to the Board of Directors at regularly scheduled Board meetings or as requested by the Chair, such report shall be physically affixed to the minutes of such meetings.
- F.** Recommends to the Board of Directors an auditor to perform an annual audit; the Board of Directors may utilize its discretion in the selection of an auditor.
- G.** Shall be one of the officers authorized to sign checks, drafts and contracts on behalf of the organization.
- H.** The Treasurer shall exercise all duties incident to the office of Treasurer.

**I.** No special fund may be set aside that shall make it unnecessary for the Treasurer to sign checks issued upon it.

**4. Secretary.** The Secretary shall perform the following duties.

**A.** Records the minutes of all meetings.

**B.** Ensures that all books, reports, documents and certificates as required by law are properly filed, maintained or secured, including the annual report submitted as required by statute.

**C.** Maintains the corporate seal and records of the organization, serving as official custodian.

**D.** Gives and serves all notices to Directors and members of the organization.

**E.** May be one of the officers authorized to sign checks, drafts and contracts of the organization.

**F.** Attends to correspondence of the organization and exercises all duties incident to the office as Secretary.

### **Article Seven – Elections**

**1. Election of Officers.** Officers shall be elected every two years in even-numbered years at the annual meeting of the Board of Directors.

**2. Terms of Office.** The term of office for each Officer shall be two (2) years and shall begin on the first day of the next fiscal year, beginning with the 2012 annual meeting. No Officer shall serve more than three (3) consecutive terms in the same office. Officers are eligible to serve for office again pursuant to other terms of office included herein.

### **Article Eight – Meetings**

**1. Board Meetings.** The Board of Directors shall meet at least twice each year. All decisions shall be by majority vote, except amendments to the by-laws, which require a two-thirds majority vote, as provided in Article 13.1.

**2. Executive Committee Meetings.** The Chair may schedule Executive Committee meetings or teleconference meetings at any time with a minimum of three (3) business days notice.

**3. Special Board Meetings.** Special meetings of the Board of Directors may be called by the Chair or upon request of a majority of the Board of Directors, providing a minimum of fifteen (15) days written notice prior to the meeting is given. The notice of the meeting must include the purpose for which the meeting is called and the meeting must be dedicated only to the special purpose for which the meeting is called, unless by unanimous vote, other issues are included on the agenda.

**4. Teleconference Meetings.** The Chair may elect to conduct or may conduct upon request of a majority of the Board of Directors, teleconference special or Executive Committee meetings for the purpose of voting upon or discussing emergency issues. Voting and communications may be facsimiled, verbal or written. Decisions are made by majority vote as provided in Articles 11.4, 14.1 and 15.1. Teleconference meetings do not supplant the requirement of Article 9.1 to have a minimum of two regular meetings each year.

**5. Quorum.** A quorum shall consist of a majority of Directors. That majority shall be present by phone or in person.

**6. Notice of Meetings.** The Chair shall ensure that all Directors are notified of regular Board meetings at least sixty (60) days in advance of the scheduled regular meeting and at least fifteen (15) days in advance of a special meeting and shall ensure that appropriate materials are distributed at least ten (10) days in advance of any meeting.

**7. Absences.** Each Director is expected to attend regular and special meetings. Directors should inform the President, Chair or Secretary if they will be unable to attend meetings.

#### **Article Nine - Indemnification of Directors, Officers and Employees**

**1.** The Foundation shall indemnify each person who is a Director or Officer against all liability and reasonable expense that may be incurred in connection with or resulting from any claim, action, suit or proceeding (whether actual or threatened, and whether civil, criminal, administrative, investigative, or in connection with an appeal relating thereof) in which such person may be involved by reason of having been a Director or Officer of the Foundation. Such persons may be indemnified for any past or future act or omission of such person in the person's capacity as a Director or Officer, if such person acted in good faith,

**A.** In the case of conduct in such person's official capacity, that his/her conduct was in the best interest of the Foundation, as the case may be.

**B.** In all other cases, that his/her conduct was at least not opposed to the Foundation's best interests; in any criminal action or proceeding, such person must have no reasonable cause to believe that his/her conduct was unlawful.

**2.** The Foundation indemnifies any person who is or was an employee or agent of the Foundation to the same extent as provided for Directors and Officers.

**3.** Outside legal counsel may be engaged by the Foundation (who may be regular counsel of the Foundation) to deliver a written opinion that the conduct of such person's met the Foundation's Policy (or Statement) of Ethics and otherwise meets the indemnification criteria.

**4.** The term "liability" shall mean an obligation to pay in settlement or in satisfaction of claims, judgments, fines or penalties and, with respect to employee benefit plans, excise taxes and the term "expenses" shall include, but is not limited to, attorney's fees and disbursements incurred in connection with the claim, action, suit or proceeding.

**5.** There shall be no indemnification when a person is adjudicated guilty of a crime or is determined to have acted intentionally and maliciously in actions involving the Trust.

## **Article Ten - Advisory Board**

**1. Composition.** The Able Trust may have one or more advisory boards, the number, composition and responsibilities of which may change from time to time.

**2. Duties of Advisory Board.** Members of any Advisory Board are appointed to contribute expertise, wisdom and knowledge to assist the Foundation in its mission or to serve in an honorary capacity. Advisory Board Members may have experience in vocational rehabilitation, finance, management, policymaking, public relations, business or other areas.

Advisory Board Members are invited to attend all regular meetings of the Board of Directors and may serve on standing or ad hoc committees as appointed by the Chair.

**3. Terms of Office.** Members of any Advisory Board shall serve for a one (1) year term and can be re-appointed.

**4. Appointments.** Members of the Advisory Board shall be approved by majority vote of the Board of Directors. Resumes for nominees recommended by the Executive Committee as potential Advisory Board Members shall be distributed to the Board of Directors not less than fifteen (15) days prior to the meeting scheduled to approve appointments.

## **Article Eleven – Committees**

**1. Standing Committees.** The Chair shall appoint the following standing committees and may appoint ad hoc committees as necessary. The Chair is a voting member of all committees except the Nominating Committee. Ambassadors who serve on a committee serve as non-voting members.

**A. Development and Marketing Committee.** Reviews and advises on fundraising, endowment, public relations and promotional activities and makes recommendations to the Board of Directors.

**B. Finance and Endowment Committee.** Regularly reviews organizational finances and endowment funds and makes recommendations to the Board of Directors. The Treasurer shall be the chair of this Committee.

**C. Grant Review Committees.** Review grant applications and make recommendations for grant awards based upon criteria developed by the Board of Directors.

**D. Legislative Committee.** Monitors state and federal legislation and policies and makes recommendations to the Board of Directors on potential and actual legislation that may affect the Foundation, its mission, policies or operating procedures.

**2. Elected Committees.** The following Committees are elected by majority vote.

**A. Nominating Committee.** During election years, The Board of Directors shall elect a Nominating Committee consisting of three Directors at the Board meeting held during the third quarter of its fiscal year. The Nominating Committee shall elect a Chair of the

Committee and shall present a slate of Officers to the Board of Directors at least thirty (30) days prior to a scheduled election meeting. At the meeting to elect officers, additional nominations may be made from the floor.

**B. Ethics, Bylaws and Policies Committee.** At each election the Board of Directors shall elect three Directors and one alternate to serve on the Ethics, Bylaws and Policies Committee, which shall address ethical, conflict of interest questions and issues, amendments to the Bylaws, and issues related to governance policies. The Committee shall make recommendations to the Board of Directors.

### **Article Twelve – Amendments**

**1.** These by-laws may be altered, amended, repealed or added to by an affirmative vote of not less than three-fourths (3/4) of the Board of Directors. The Ethics, By-laws and Policies Committee shall submit proposed amendments to the Board of Directors not less than thirty (30) days prior to a meeting scheduled for vote on amendments or changes to the by-laws. Notice of Amendments may be made electronically.

### **Article Thirteen – Dissolution**

**1.** Dissolution of the Florida Endowment Foundation for Vocational Rehabilitation shall be determined by a three-fourths vote of the Board of Directors.

**2.** Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the organization, dispose of the assets of the organization to a state or local government or to the federal government for a public purpose or to a similar organization(s) organized and operated exclusively for the advancement of persons with disabilities or education for persons with disabilities under Section 501(c)(3) of the Internal Revenue Service Code of 1954 (or the corresponding provision of any future United States Internal Revenue Service law) as the Board of Directors shall determine.

### **Article Fourteen - Governing Authority**

**1.** Robert's Rules of Order (Newly Revised) shall be the parliamentary authority of the Florida Endowment Foundation for Vocational Rehabilitation, subject to these by-laws and to such rules as may be adopted by the Board of Directors.