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Amended and Restated Bylaws of Community Foundation of Collier County, Inc.

These Bylaws amend and restate in their entirety the Bylaws of the Community Foundation of Collier County, Inc. (the "Foundation") and are effective as of April 28, 2015. Amended March 12, 2019.

Trustees

1. **Management.** The assets and affairs of the Foundation shall be managed by its Board of Trustees (the "Board").

2. **Modification and removal power.** The Board shall have the following powers of modification and removal:

   A. To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the Board (without the necessity of the approval of any participating trustee, custodian, or agent) such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community area served.

   B. To replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Florida.

   C. To replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board) return of net income (or appreciation where not inconsistent with the Foundation's need for current income) with due regard to safety of principal.

3. **Number of Trustees, Election and Term of Office.** The Board shall be composed of not fewer than twelve members, the authorized number of which shall be established from time to time by the Board at any meeting. Trustees shall be elected by the affirmative vote of a majority of the Trustees at the annual or any regularly scheduled meeting. The normal term for which a Trustee is elected by the Board shall be three years, but initial terms of one or two years may be assigned so as to attain an orderly and regular pattern for the expiration of Trustee terms. Terms shall start at the beginning of the fiscal year following the election, or at such earlier date as may be determined at the time of election. A Trustee shall not be eligible for immediate re-election after serving two consecutive three year terms, but a Trustee who is initially elected for a one or two year term would still be eligible to serve up to two consecutive three year terms immediately after their initial short term. However, the term of office of any Trustee who was elected Chair, Immediate Past Chair, or Chair-Elect may be extended by the Board to coincide with his or her term of office with no limitation on the number of such extensions. After a break in service of at least three years, any Trustee shall be eligible for re-election pursuant to the preceding terms of this paragraph. Board Chair will be elected for a one-year term and the Board may approve a second one-year term.

   In addition to the Trustees elected pursuant to the preceding paragraph, the Board may elect an Emeriti Trustee for a one year term, which Emeriti Trustee shall be a full voting member of the Board.

4. **Meetings.** The Board shall meet at least twice during each fiscal year of the Foundation on dates fixed by the Board. The annual meeting will be held during the fourth quarter of each fiscal year. Other meetings of the Board shall be held at such times as the Board or Chair shall direct. At any meeting of the Board a majority of the Trustees will constitute a quorum for the transaction of business. The act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board, except as may be specifically provided by statute or by the Articles of Incorporation or the Bylaws. At the request of the Chair, Chair-Elect or any three Trustees, the Secretary shall call a special meeting by giving each Trustee at least forty eight-hour notice. Meetings can take place in person, by telephone, by webcam or by video, or any combination thereof, as long as everyone attending the meeting can participate in the discussion.

   Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting if such action is approved by unanimous written consent. Written consent may be provided by any reasonable means, including by e-mail or by facsimile.

5. **Removal of Trustees.** A Trustee may be removed from office with or without cause by the affirmative vote of two thirds of the entire Board at an annual meeting or special meeting called for that purpose.

6. **Resignations and Vacancies.** A Trustee may resign at any time by delivering written notice to the Board or Chair. A resignation is effective upon notice to or acceptance by the Board. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Trustees. A Trustee elected to fill a vacancy shall fill the unexpired term of his or her predecessor in office.

Officers

7. **Enumeration of Officers.** The officers of the Foundation shall consist of a Chair, a Chair-Elect, an Immediate Past Chair, Secretary, Treasurer and such other positions as the Board may create. Except for the Chair and Chair-Elect, no officer need be a member of the Board.

8. **Election.** Officers shall be elected by the affirmative vote of a majority of the Trustees at the annual or special meeting called for that purpose. The term of office of each officer shall be for one year or until their successors are elected. Terms shall start at the beginning of the fiscal year following the election. Any vacancy occurring during the year shall be filled at a regular meeting of the Board or at a special meeting called for that purpose.

9. **Duties.** The duties of the officers are as follows:

   A. **Chair.** The Chair shall preside at all meetings of the Board and shall have such other powers and duties as may be prescribed by the Board.

   B. **Chair-Elect.** The Chair-Elect shall have such powers and duties as may be prescribed by the Board. In the event of the absence or disability of the Chair, the Chair-Elect

shall serve in the Chair's stead, and, while serving, shall succeed to his or her powers and duties.

C. **Immediate Past Chair.** The Immediate Past Chair shall have such powers and duties as may be prescribed by the Board.

D. **Secretary.** The Secretary shall record the proceedings of the meetings of the Board and the Executive Committee in the minutes of the Foundation; and shall have such other powers and duties as may be prescribed by the Board.

E. **Treasurer.** The Treasurer shall oversee all funds, property and assets of the Foundation and shall have such powers and duties as may be prescribed by the Board.

President and Chief Executive Officer

10. **President and Chief Executive Officer.** The President and Chief Executive Officer shall be appointed by the Board and serve at the pleasure of the Board. The President and Chief Executive Officer shall act as the chief executive of the Foundation and shall have such duties, responsibilities, and powers as may be necessary to carry out the strategies, directions, policies, and procedures of the Board.

Committees

11. **Executive Committee.** There shall be an Executive Committee appointed by the Chair with the approval of the Board, which shall consist of not fewer than five Trustees and which shall include the Chair, Chair-Elect, and the Immediate Past Chair. A majority of the Committee shall constitute a quorum. In the interval between Board meetings the Committee shall have and may exercise all the powers of the Board except that it cannot adopt, amend or repeal these Bylaws or fill vacancies on the Board or any Committee thereof. All action by the Executive Committee shall be reported to the Board within 45 days of such action or at any time prior to the Board's next meeting following such action, whichever comes first.

12. **Other Committees.** There shall be other such committees as may be appointed by the Chair with the approval of the Board and with such powers and duties as may be prescribed by the Board.

Miscellaneous

13. **Liability.** No person who is serving or has served as a Trustee shall have any personal liability to the Foundation for monetary damages for breach of duty of care or other duty as a Trustee; provided that this provision shall not eliminate or limit the liability of such persons for any appropriation, in violation of his or her duties, of any assets of the Foundation; for acts or omissions not in good faith or which involved intentional misconduct or knowing violation of the law; or for any transaction from which such person derived an improper personal benefit.

The limitation of liability conferred in this section shall be in addition and not in lieu of all other limitations, immunities, and indemnities conferred by law and these Bylaws of the Foundation.

14. **Indemnification.** Each Trustee, officer or committee member shall be indemnified by the Foundation for any damages, costs and expenses actually and necessarily incurred by such person in connection with the defense of, or resulting from, any action, suit or proceeding in which such person is made a party by reason of his or her being or having been a Trustee, officer or committee member representing this Foundation, whether or not such person continued to be at the time of incurring such damages, costs or expenses, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for willful acts of negligence or gross misconduct in the performance of his or her duties as Trustee, officer or committee member. The right of indemnification hereunder shall not be exclusive of other rights to which any Trustee, officer or committee member may be entitled as a matter of law.

    In the event that a Trustee, officer or committee member becomes subject to a claim by reason of serving or having served as a Trustee, officer or committee member or by reason of any action alleged to have been taken, omitted or neglected by him or her, the Trustee, officer or committee member may receive an advance of attorney's fees and other expenses incurred in the defense of the claim. Such advance shall be based on a written undertaking by the Trustee, officer or committee member to repay the advanced fees and expenses in the event the Trustee, officer or committee member ultimately is found by a court not to be entitled to indemnification.

15. **Modification of Bylaws.** These Bylaws may be amended by the affirmative vote of a majority of the entire Board at the annual meeting, a regular meeting or any special meeting called for that purpose provided that notice of the proposed amendment has been mailed or delivered to all Trustees at least ten days prior to such meeting.

Approved 11.19.19

Board Secretary

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