

Foundation Bylaws

Sawgrass Foundation, Inc. Bylaws

Article I: Name

The name of the corporation is “The Sawgrass Foundation, Inc.”

Article II: Purpose

- a.** The Sawgrass Foundation is organized exclusively for charitable and educational purposes. The Foundation is dedicated to the support of the Sawgrass Country Club (“SGCC”) staff and their families to include educational stipends, crisis relief assistance and other charitable opportunities to help our employees.
- b.** The Sawgrass Foundation will collect tax-deductible contributions from the members of SGCC and others who are interested in supporting SGCC employees in need.
- c.** The Sawgrass Foundation will make distributions to employees of SGCC and their families for purposes that qualify under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code including, but not limited to,
- Educational stipends for courses and degrees after high school from schools recognized by the U.S. Department of Labor as qualifying for the Federal Student Loan Program, see <https://ope.ed.gov/dapip/#/home>.
 - Assistance, cash or otherwise, during declared national crises where an SGCC employee or immediate family experiences marked disadvantage or economic hardship.

Article III: Membership

- a.** The Board of Directors (the “Board”) are the only members of the Sawgrass Foundation.
- b.** The Board may appoint an Advisory Committee that will support the Board but have no vote.
- c.** The President may appoint a Nominating Committee from among the Directors. The Nominating Committee will propose new members for the Board or Advisory Committee from among SGCC members who have expressed interest and dedication to the cause of the Sawgrass Foundation.

Article IV: Board of Directors

- a.** The Board shall manage the affairs and property of the Sawgrass Foundation.

b. The Board shall have no less than four (4) nor more than ten (10) Directors. New members of the Board and Advisory Committee must be approved by a majority of the current Directors.

c. Each Director shall be an SGCC member in good standing and shall serve a three-year term. A person may be elected to a second three-year term for a total of six years as a Director.

d. A person serving as Director for the first time shall serve an initial one-year term after which, only upon an affirmative majority vote of the other Directors, the person may serve the remaining two years of the term.

e. Each Director must attend six (6) Board meetings and contribute at least one-hundred dollars (\$100) each year to the Sawgrass Foundation.

f. The Board shall hold an Annual Meeting for donors and interested parties in April of each year at a time and place designated by the Board.

g. Each year, upon reasonable notice, the Board shall hold at least nine (9) monthly meetings at a time and place designated by the President. Online/electronic notice and attendance are permissible.

h. Special meetings may be called upon reasonable notice by the President or any two (2) Directors. Online/electronic notice and attendance are permissible.

i. A majority of the Directors is necessary to constitute a quorum at any meeting to transact business. An action approved by a majority of the quorum shall be considered an act of the Board, unless these Bylaws or the law requires a larger number. Directors may participate in a meeting by any means that enable the Directors to hear each other at all times (e.g. conference phone call, Zoom meeting or similar communications equipment).

j. Directors may resign at any time by delivering written notice to the Board. Vacancies on the Board shall be filled by a majority vote at a regular meeting.

k. Directors receive no compensation.

l. Any action that may be taken at a Board meeting may be taken without a meeting if two-thirds (2/3) of the Directors sign a written consent describing the action.

m. Directors and members of the Advisory Council shall use discretion, empathy and consideration for privacy concerns before disclosing information about a recipient or a recipient's needs. When in doubt, Directors and members of the Advisory Council shall err on the side of confidentiality.

n. A Director who fails to contribute one-hundred dollars (\$100) or more to the Sawgrass Foundation by April 1 each year shall automatically forfeit the seat on the Board. Any Director may be removed, with or without cause, by an affirmative vote of three-quarters (3/4) of the remaining Directors if they believe the best interests of the Sawgrass Foundation would be served by the removal. A Director will be given an opportunity on reasonable notice to appear before the Board and be heard before a removal vote is taken.

Article V: Officers

a. There are four officers who are elected from among the current Directors: President, Vice-President, Secretary and Treasurer. The officers are elected by the Board one week prior to the Annual Meeting for a one-year term that begins at the conclusion of the Annual Meeting. During a Director's three-year term, the Director may serve three times as an officer. Officers receive no compensation.

b. The President has the powers and duties usually vested in the office of President including, but not limited to, the following:

- Preside at all Board meetings
- Actively manage the business of the Advisory Council
- Ensure that Board resolutions are properly recorded
- Supervise and direct the other officers to ensure their duties are properly performed
- Submit an annual report of operations to the Board
- Be an ex-officio member of all committees
- Ensure the selection of recipients for Sawgrass Foundation disbursements is done in a fair, consistent and fiscally responsible manner.

c. The Vice-President has the President's powers and duties in the absence of the President. The Vice-President manages the receipt and any special arrangements relating to memorial gifts over five-thousand dollars (\$5,000).

d. The Secretary makes arrangements for Board meetings and the Annual Meeting. The Secretary records the votes and minutes of all Board meetings. The Secretary performs official correspondence from the Board. The Secretary shall ensure that the Board and the Sawgrass Foundation follow best practices in corporate governance procedures including, but not limited to,

- Proper parliamentary order at meetings
- Recordation of Board decisions through proper resolutions
- Documentation of corporate actions, including case histories of scholarship recipients
- Maintenance of the annual conflict of interest certifications in **Article VII e.**

e. The Treasurer shall

- Submit for Board approval all expenditures of funds
- Present a complete and accurate report of the Sawgrass Foundation finances

- Assist in audits according to funding source guidelines and generally accepted accounting principles
- Be responsible for financial affairs, including bank relationships and accounts
- Ensure that disbursements and expenditures are signed by two Directors.

Article VI. Committees

a. The Board may create committees as needed, e.g. fundraising, finance, etc. The President appoints the committee chairperson. Members of a committee (including the Advisory Committee) receive no compensation.

b. The four officers serve as the Executive Committee, which has the full powers of the Board (except the power to amend the Articles of Incorporation and Bylaws) but is subject to the direction and control of the Board.

Article VII. Conflict of Interest

a. The purpose of the conflict of interest policy is to protect the Sawgrass Foundation when it enters an arrangement that might benefit the private interest of a Director. The policy supplements but does not replace any state or federal law governing conflict of interest for nonprofit charitable organizations.

b. A Director must disclose to all the other Directors the full extent to which the Director's private interests might benefit from an arrangement being considered by the Sawgrass Foundation. After full disclosure, the decision whether the Sawgrass Foundation enters the arrangement shall be made solely by the other Directors.

c. A financial interest does not necessarily create a conflict of interest. The other Directors shall decide whether a conflict of interest exists.

d. If the Board believes a Director has failed to disclose a conflict of interest, the Board will give the Director an opportunity to be heard. If the Board determines there has been a failure to disclose to the detriment of the Sawgrass Foundation, the Board may take disciplinary action.

e. Each year the Directors shall sign a statement saying they understand and will comply with the conflict of interest policy.

Article VIII. Indemnification

a. The Sawgrass Foundation shall indemnify any Director against expenses actually and necessarily incurred in defending a claim or lawsuit based on the Director's performance of duties under these Bylaws, unless the Director is found liable for negligence or misconduct in the proceeding.

b. The Director's expenses (including reasonable attorney's fees) may be paid before the final disposition if authorized by the Board, provided the Director promises to repay the amount if it ultimately is determined the Director is not entitled to indemnification.

c. The Sawgrass Foundation may purchase insurance to cover its indemnification obligation under this Article VIII.

Article IX. Dissolution

Upon dissolution, the assets of the Sawgrass Foundation shall be distributed to another qualified 501(c)(3) organization of similar purpose.

Article X. Books and Records

The Sawgrass Foundation shall keep complete books, records of accounts and minutes of Board and committee proceedings.

Article XI. Amendments

The Articles of Incorporation and the Bylaws may be amended by a majority vote at any meeting of the Board provided the Directors shall have been given three (3) days-notice of the proposed amendment.

Certification

We, the undersigned, are the President and the Secretary of the Sawgrass Foundation, Inc. We certify that the preceding pages are the Bylaws of the Sawgrass Foundation, Inc. duly adopted by the Board of Directors as of April 27, 2020.

Thomas H. Petersen, President – Sawgrass Foundation, Inc.

ATTEST: Edmond A. Collins, Secretary – Sawgrass Foundation, Inc.