

LAWS OF THE
FLORIDA ASSOCIATION FOR STAFF DEVELOPMENT, INC.
(A Corporation not for Profit)
(revised 9-22-09)

ARTICLE I
Name

The name of this Corporation as provided in the articles of Incorporation is FLORIDA ASSOCIATION FOR STAFF DEVELOPMENT, INC. (the "Corporation").

ARTICLE II
Purpose

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 170(c) (2) (3), 2055(a) (2), and 2522(a) (2) of the Internal Revenue Code of 1986.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit, corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal for income there from or distribute the same for the above purposes.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

- a) By an organization except from federal income tax under Section 501(a) of the Internal Revenue code of 1986 as an organization described in Section 501 (c) (3) of such Code, and/or
- b) By an organization, contributions to which are deductible under Sections 170(c) (2), 2055(a) (2), or 2522(a) (2) of the Internal Revenue Code of 1986.

Florida Association for Staff Development, Inc. is committed to professional growth of school related personnel, the driving force for improving schools to effect significant improvement in student achievement and school experiences for all students in Florida.

ARTICLE III
Membership

Section 1. Qualifications. Membership shall be open to all individuals over 18 years of age who are interested in the vision, mission and purposes of this Corporation as stated in the Articles of Incorporation of the Corporation and in these By Laws. Membership shall be open, regardless of race, sex, or creed, to persons who work or have an interest in educational staff development.

Section 2. Admission. An individual shall be admitted to membership upon payment of the current annual dues. A member shall continue as a member as long as qualifications are met and prescribed dues are paid. A qualified individual who pays the prescribed dues ninety days or less prior to the end of the fiscal year will be admitted to membership to the end of the next following fiscal year.

Section 3. Removal for Cause. If continued membership of any person is believed to be contrary to the interests, vision, mission, purposes or accepted ethical standards of the educational profession, and hence of the Corporation, the Board of Directors shall appoint a special committee and delegate to it the conduct of investigations and hearings. Before final action is taken to terminate membership, the member shall be given opportunity to present a defense. An individual shall be removed as a member upon the affirmative vote of a majority of the members then admitted and attending any meeting of the Members, so long as a quorum is present or upon the affirmative vote of two-thirds of the officers and Directors then admitted and attending any meeting of the Board of Directors, so long as quorum is present.

Section 4. Reinstatement. The person may reapply for membership at any subsequent time.

ARTICLE IV
Meetings of Members

Section 1. Annual Meetings. The Annual Meeting of Members shall be held within a period of three months before or after the end of the fiscal year of the Corporation at such date, time and place as may be fixed by the Board of Directors, or by an officer of the Corporation authorized by the Board to act for it in such matter and as stated in the notice of the meeting. Special meetings of Members may be called by the President, or, in case of the President's absence, death, or disability, by the Secretary, by the Directors by action at a meeting, or by a majority of the Directors acting without a meeting.

Section 2. Notices of Meetings. Written notice of each Annual Meeting of Members or special meeting stating the date, time and place thereof shall be given by the Secretary or the person or persons calling the meeting by personal delivery or by mail, telegram or other written media to each Member entitled to notice of the meeting at least thirty (30) days prior to the meeting. If mailed, such notice shall be

sent to the Member at the Member's address as the same appears upon the records of the Corporation. The giving of notice shall be deemed to be waived by any Member who shall attend and participate in such meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice which may be waived, in a writing, by any Member either before or after such meeting.

Section 3. Voting. For purposes of any vote of Members, each Member in attendance shall have one (1) vote.

Section 4. Quorum. At any meeting of Members a majority of the Members in attendance shall constitute a quorum for the transaction of business to be considered at such meeting, provided that no action required by law or by the Articles of Incorporation or these Bylaws to be authorized or taken by a designated proportion or number of Members may be authorized or taken by a lesser proportion or number.

Section 5. Action Without A Meeting. Any action which might be taken at any meeting of the members may be taken without such meeting by a writing or writings signed by all of the Members. The writing or writings evidencing such action without a meeting shall be filed with the Secretary of the Corporation and inserted in the permanent records relating to meetings of the Members.

ARTICLE V Board of Directors

Section 1. Powers. The Board of Directors shall be the governing body of the FLORIDA ASSOCIATION FOR STAFF DEVELOPMENT, INC. acting in accordance with the desires of the Corporation as expressed in its general meetings. The Board of Directors shall have general charge of the affairs, property and assets of the Corporation. It shall be the duty of the Directors to carry out the aims, vision, mission and purposes of the Corporation and, to this end, to manage and control all of its property and assets.

Section 2. Number. The officers of the FLORIDA ASSOCIATION FOR STAFF DEVELOPMENT, INC. shall be a president, a president-elect, an immediate past president, a secretary and a treasurer and such other officers as these Bylaws are amended to provide. These officers shall constitute the Executive Committee of the FLORIDA ASSOCIATION FOR STAFF DEVELOPMENT, INC.

The Board of Directors shall consist of the duly elected and appointed officers, the Department of Education's staff development representative who shall be a Director by virtue of the office, five (5) Directors (each representing one of the five educational regions of the state) and at least seven (7) other Directors at large. If not already elected as Director, any person appointed as one of the chairpersons of the FASDLC planning committee shall become a Director by virtue of his/her FASDLC chairperson office for the duration of his/her appointment. The number of officers of the Corporation, shall be at least eighteen (18), which number may be increased or

decreased from time to time by amendments to these Bylaws as specified in the Articles of Incorporation, but shall never be less than the minimum required by law.

Section 3. Nominations. All nominees to the Board of Directors shall be active members in good standing. All nominees for Officers shall promote the needs of the Corporation with respect to the objectives and purposes of the Corporation as stated in the Articles of Incorporation and in these Bylaws.

In the nomination of the seven (7) elected Directors at large and the five (5) elected regional Directors, consideration should be given to board representation of post secondary institutions and of **PK-12 schools** from small, medium and large school districts. At least two (2) members of the Board of Directors shall be teachers. At least two (2) members of the Board of Directors shall be "staff development directors." **Approved 9/22/09**

Section 4. Election. Members of the Board of Directors shall be elected at each Annual Meeting of Members (usually the business meeting of the Fall Conference) or, if such meeting is not held or Directors are not elected thereat or, if a vacancy occurs, at a special meeting of Members called for the purpose. Officers shall hold office from the election of officers at the Annual Meeting of Members (usually following the Fall Conference) until the date fixed in accordance with these Bylaws for the Annual Meeting of the Directors next following the election of such officers and until their successors are elected and qualified. provided, however, that any officer may be removed with cause by the Director.

Section 5. Term. The term of each initial elected Director designated in Article VII of the Articles of Incorporation shall extend until the annual meeting of the Board of Directors following the close of the first fiscal year of the Corporation. The terms of each Director serving as an officer shall be for one (1) year. Terms for the other elected members of the Board of Directors shall be for three (3) years except at the first annual meeting, three (3) Board members shall be elected for one (1) year terms, and three Board members shall be elected for two (2) year terms. Tenure of the seven at large Board members shall be determined by drawing lots. At the time the five regional Directors are added to the Board of Directors, the Board members in office at that time shall coordinate the terms of the new members so that each year terms of four (4) Directors shall expire and so that terms of no more than two (2) regional Directors expire the same year. Upon the expiration of the term of the Director, he shall continue to serve as a Director until his successor is duly elected and qualified or until his earlier resignation, removal from office or death.

Section 6. Vacancies. Any Director, by notice in writing to the Board of Directors, may resign at any time. Any Director shall be removed from office, with cause, at a meeting of Members by an affirmative vote of a majority of the Members then admitted and attending, as long as a quorum is present.

A. Replacement of President. In the event of the death, resignation or removal from office of the President, the Board of Directors shall appoint the President-Elect as the President of the Corporation for the remainder of the vacating President's term as well as the next following term.

B. Replacement of President-Elect. Should the office of the President-Elect become vacant in the event of death, resignation, or removal from office, that position shall be filled by appointment by the Board of Directors. Upon appointment the person shall assume this office immediately for the remainder of the term.

C. Replacement of Treasurer or Secretary. In the event of the death, removal from office, or resignation of the Secretary or Treasurer, a successor to fill such vacancy shall promptly be appointed by the Board of Directors for the remainder of the term.

D. Vacancy of Immediate Past President. In the event the death, removal from office or resignation of the Office Immediate Past President, the vacancy shall not be filled. In the event of such vacancy, the President shall appoint a qualified, active member to perform the duties enumerated in Section 1 of Article VI.

E. Replacement of a Director. Should the office of a Director become vacant in the event of death, resignation, or removal from office, the Board of Directors shall appoint a replacement. Upon appointment the person shall assume this office immediately for the remainder of the term. **Approved 5/21/01**

Section 7. Meetings of Board of Directors. The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members or as soon thereafter as is practicable. Special meetings, of the Board may be called by the President, or by any two Directors. All meetings of the Board of Directors are open to attendance by any member of the Corporation.

A. Quorum and Voting. A majority of the whole number of Directors serving shall constitute a quorum for the transaction of business at any meeting of the Directors. For purposes of any vote of Directors, each Director shall have one vote, except as otherwise provided in these Bylaws.

B. Notice of Meetings of Board of Directors. Written notice of the time and place of each meeting of the Directors shall be given by the Secretary or the person or persons calling the meeting not more than sixty days nor less than ten days before the date of such meeting to each Director. Except as provided in Article XI, such notice need not specify the purposes of the meeting and may be given by any reasonable means. Notice of any meeting shall be considered given if mailed or otherwise sent or delivered in writing to the Director at his or her address specified in the records of the Corporation. The giving of notice shall be deemed to be waived by any Director who shall attend and participate in such meeting without protesting, prior

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to or at the commencement of such meeting, the lack of proper notice which may be waived, in a writing, by any Director either before, at or after such meeting.

C. Action Without a Meeting. Any action which might be taken at any meeting of the Directors or of any committee thereof (including without limitation any action provided for in Article XI) may be taken without such meeting by a writing or writings signed by all of the Directors or all of the members of such committee, as the case may be. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of the Corporation and inserted in the permanent records relating to meetings of the Directors.

D. Meetings Held Through Communications Equipment. Meetings of the Board of Directors or any committee of the Board may be held through communications equipment (i.e. conference calls, video teleconference, list servers, Internet Web Page, postings, emails, etc.) If all persons participating can hear and/or see each other or be able to view each others' comments and respond through electronic means, such participation shall constitute presence at such a meeting. **Approved 1/29/2000**

Section 8. Duties. The Board of Directors shall prepare and authorize an annual budget. The Board of Directors shall formulate guidelines for approving expenditures. The Board of Directors are expected to attend to all business that shall occur between regular business meetings. Whenever members of the Board of Directors cannot attend a scheduled meeting, they are expected to notify the President prior to the meeting. The Board of Directors shall meet prior to each duly called meeting of the Corporation to prepare the agenda for that meeting as well as to conduct such business as may be necessary. One member of the Board of Directors shall be appointed by the President as parliamentarian for meetings of the Board of Directors and the Corporation.

ARTICLE VI Officers' and Committees' Duties

Section 1. Duties of Officers. The officers shall have such authority and shall perform such duties as are customarily incident to their respective offices and such other and further duties as prescribed in these Bylaws and as may from time to time be required of them by the Directors. By the last working day of October, each officer shall submit an action plan with timeline for the coming year to the incoming President and Secretary for distribution to the Board of Directors. The prescribed duties of officers include:

- A. The President shall:
1. Call, set the agenda, and conduct all Board and membership Business meetings.
 2. Appoint Chairpersons for standing and ad hoc committees.

3. Report highlights for each conference in the Newsletter.
4. Assume responsibility for all official communication, both oral and written, for the Corporation.
5. Coordinate planning for Corporation conferences and meetings.
6. Automatically become Immediate past President at the close of the term of office as President.

B. The President-Elect shall:

1. Attend all Board and Business meetings.
2. Chair the Audit Committee.
3. Assume responsibilities of the President when appropriate and/or necessary.
4. Serve as advisor to Nominations Committee.
5. Perform duties and responsibilities as assigned by the President.
6. Automatically become President at the close of the term of office as President-Elect.

C. The Immediate Past President shall:

1. Attend all Board and Business meetings.
2. Serve as an advisor, on request, to the president.
3. Serve on the Nominations Committee.
4. Assist in collecting, updating and keeping information, memorabilia, etc. to be added to the archives.
5. Assist in transferring the archives to the incoming Immediate Past President by the close of the Annual Meeting of Members.
6. Serve as a delegate to any affiliates as requested by the Board of Directors.

D. The Secretary shall:

1. Attend all Board and Business meetings.
2. Record and disseminate minutes of all Corporation Board, Executive, and Business meetings.
3. Maintain a record of names, addresses, and phone numbers of Officers and Directors; any meeting actions that set policy; and names of committee members.
4. Maintain a log of announcements, publications brochures membership, and minutes including records of attendance.
5. Submit to the treasurer an official transcript of the minutes of any meeting at which expenditures of Corporation funds were approved or disapproved by a majority vote. Convey all records to the incoming Secretary at the completion of term.

E. The Treasurer shall:

1. Attend all Board and Business meetings.
2. Assume responsibility for all financial transactions of the Corporation.
3. Prepare and distribute a Treasurer's report of receipts, expenditures, and

- balances at all Board and Business meetings.
4. Maintain separate accounts for the general fund and for the Florida Leadership Conference Planning Committee fund.
 5. Provide all necessary documentation of the accounts and financial transactions of the Corporation to the Audit Committee on request.
 6. Be bonded during the term of office. Such bond shall be paid by the Corporation.

Section 2. Duties of Committees. The Board of Directors may, from time to time, create an executive committee of the Board and other committees. The Board of Directors may delegate to any such committee any of the authority of the Board, other than to take certain actions described in Article XI. Each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board; provided, however, that no third party shall be adversely affected by relying upon any act by any such committee within the authority delegated to it. Each such committee shall act by not less than a majority of the authorized number of its members. Functions of committees and committee chairs stated below may be further defined by the Board of Directors establishing guidelines and job responsibilities.

Section 3. Audit Committee. The Audit Committee shall be chaired by the President-Elect. The Committee shall annually review the financial records of the Corporation and shall make a report to the membership during the Spring Conference for the preceding fiscal year. **Approved 5/2/2006**

Section 4. Publications Committee. The Publications Committee shall coordinate the publishing of the corporation newsletter and other corporation publications. The committee shall assist in the development of public relations documents, such as flyers, announcements and position papers.

Section 5. Florida Association for Staff Development Leadership Conference Planning Committee. The Florida Leadership Conference Planning Committee shall plan and conduct an annual conference for the state of Florida. The Committee will nominate the chairperson(s) to serve for the succeeding year(s). The chairperson(s) shall have completed at least two (2) years of active participation as a member of the Planning Committee. If not already elected as Director any person appointed as one of the chairpersons of the FASDLC planning committee shall become a Director by virtue of their FASDLC chairperson office for the duration of their appointment. The chairperson shall appoint members representing the Department of Education, Staff Development/Teacher Education Center Directors, Council Chairpersons and postsecondary institution representatives for Planning Committee chairpersons. The Committee shall be representative of small, medium and large districts and all of the geographical areas of the state. The committee shall prepare a budget and collect registration and fees sufficient to pay expenses of the conference. The Planning Committee shall develop the conference action plan. The chairperson(s) shall select

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and utilize a steering committee, secure input from past Planning Committee Chairs, schedule and conduct steering and Planning Committee meetings, and assume all responsibilities for ensuring that the annual Leadership Conference is successful.

Approved 9/22/2009

Section 6. Legislative Committee. The Legislative Committee shall be responsible for monitoring and initiating legislation that promotes effective staff development programs. The Committee shall also provide information to the membership concerning proposed legislation affecting staff development.

Section 7. Nominations Committee. The Nominations Committee shall elect its own chair and shall be advised by the President Elect. The Committee shall consist of at least six (6) members including the Immediate Past President, one Teacher Education Center Director/Staff Development Director, one postsecondary institutional representative, one teacher currently serving on a professional development council and one Department of Education member. At least two members who shall not be on the Board of Directors shall be elected by the membership during the annual election. In addition at least four (4) members shall be appointed by the Board of Directors at its first meeting following the election.

Approved 5/2/2006; Approved 9/22/2009

The Committee shall prepare and make available nominating forms to the membership for the purpose of suggesting nominees for the Corporation's Officers and Directors, and other elected persons stipulated in the Bylaws. The forms shall state requirements, provided in Article 5, Section 3 Nominations. The Committee shall solicit nominations from all members by mail or newsletter at least ninety (90) days prior to the annual Corporation meeting.

Before the ballot is printed, the Committee shall contact each nominee to be listed on the site to request an indication of his/her willingness and desire to be submitted to the membership as a candidate. Prior to being placed as a candidate on the Slate of Candidates, members of the Nominations Committee and members of the Election Committee shall have replacement members appointed by the President. The Nominations Committee shall present to the Board of Directors a slate nominating candidates for each elective office and each vacancy on the Board of Directors at least sixty (60) days prior to the election. The Slate must be adopted by a majority vote of approval by the Board of Directors before it can be printed and distributed to the membership.

The nominating form and the elections ballot may be a part of the Corporation Publication provided the word "Ballot" shall appear prominently on the ballot's face. The slate or a mail ballot shall be **distributed or communicated to the membership in electronic form** at least thirty (30) days prior to the annual meeting of the Corporation. The Committee shall make provision on the slate of nominations for additional nominations to be received from the floor during the election process if conducted at the annual business meeting of the Corporation during the Fall

Leadership Conference or if a mail ballot is to be used, there shall be provision for write-in votes. **Approved 9/22/09**

Section 8. Election Committee. The Election Committee, consisting of at least three members including the chair, shall be appointed by the President at the first meeting of the Board of Directors following the election. The Committee shall serve as tellers and shall conduct all elections in a manner prescribed by the Board of Directors. If ballots are distributed at the annual business meeting of the Corporation, nominations shall be accepted from the floor. Each candidate must be a member in good standing.

All ballots shall be returned to the Chair of the Election Committee prior to or during the Annual Meeting of Members. The Elections Committee Chair shall hold the ballots fully sealed until they are to be tabulated by the Election Committee. Once tabulated, the Election Committee shall hand the official tabulation and the ballots to the Secretary. The President shall announce election results to the membership.

Candidates, to be elected, must receive a plurality of the votes cast. Ballots shall be kept by the Secretary for a period of thirty (30) days following the election and then destroyed.

Section 9. Membership Committee. The Membership Committee, consisting of at least five (5) members, with at least one from each region of the state, shall be appointed by the President at its first meeting following the election. The Committee, in cooperation with the Secretary, shall maintain a current list of active members. The Committee shall assist in the registration of new members and shall provide membership applications on request. The Committee shall notify membership of yearly membership dues and shall promote the welcome and orientation of new members.

Section 10. Other Committees. The president shall appoint such other committees as deemed necessary.

ARTICLE VII
Fiscal Year and Membership Year

The fiscal year and membership year of the Corporation shall end on September 30, or on such other date as may be fixed from time to time by the Board of Directors.

ARTICLE VIII
Amendments

Section 1. Proposing Amendments. Amendments to the Bylaws of the Corporation may be proposed in two ways, as follows:

A. The Board of Directors or any member of the Corporation may present the proposed amendment in one general meeting of the Corporation with the request that it may be voted upon at the next scheduled general business meeting.

B. Any member of the Corporation may present the proposed amendment in writing to a meeting of the Board of Directors. If the Board deems the need to be sufficiently pressing, it may present the proposed amendment for vote at the next general meeting of the Corporation provided this proposed amendment has been sent in writing to the membership at least 30 days prior to the meeting.

Section 2. Adoption. Upon proper notice the Bylaws may be recommended to be amended, altered, or rescinded by a favorable two-thirds vote of those members of the Corporation present and voting at any regular meeting or special meeting called for that purpose. The Board of Directors shall adopt or reject the changes in the Bylaws by a favorable majority vote of the Officers and Directors present and voting at the next meeting of the Board. Adopted amendments shall take effect immediately after being filed in a timely manner with the Incorporator (Joseph J. Kadow, 2300 Sun Bank Center, 200 5. Orange Avenue, Orlando, Florida 32801). The Secretary of the Corporation shall record the filing date in the official Corporation minutes.

ARTICLE IX
Affiliation

Section 1. Affiliation Process. The Corporation may affiliate with organizations with purposes similar to the objectives of the FLORIDA ASSOCIATION FOR STAFF DEVELOPMENT, INC. upon recommendation of the Executive Committee and a majority vote of members present at a regular meeting of the members so long as such affiliation does not cause the Corporation to lose any existing tax-exempt status.

Section 2. Delegates. The Board of Directors shall designate the official delegate or delegates to established activities of such affiliated organizations.

Section 3. Funding of Delegates. The Board of Directors may authorize payment of all or partial expenses of the delegate or delegates to established activities of such affiliated organizations.

ARTICLE X
Indemnification

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, or employee of another corporation (whether non-profit or for profit), partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provision of the Articles of Incorporation or under the Florida Not for Profit Corporation Act.

ARTICLE XI
Dissolution of Corporation and Distribution of Assets

Section 1. Dissolution. No part of the net income, revenue, and grants of the Corporation shall inure to the benefit of any member, officer, or any private individual (except that the reasonable compensation may be paid for services rendered in connection with one or more of its purposes), and no member, officer or any private individual shall be entitled to share in the distribution of any part of the assets of the Corporation. In its dissolution or liquidation, the assets and the records for the Corporation, after payment of debts and obligations, shall be transferred to an organization with federal tax exemption for charitable and educational uses and purposes similar to those of the Corporation or to a state or local government, for public purposes. The Exempt organization shall be designated by the final Board of Directors of the Corporation.

Section 2. Distribution of Assets. The affirmative vote of two-thirds of the Directors at any annual meeting of Directors or special meeting of Directors shall be required to adopt or approve the distribution of the Corporation. The notice of the meeting at

which any such action is to be considered shall set forth the subject of the action or actions to be approved.

ARTICLE XII
Miscellaneous

Section 1. Record of Directors. The Secretary of the Corporation shall keep or cause to be kept a book, which may be included in and be a part of the book containing the minutes of meetings of the Directors, in which shall be written in ink or typed the names of all Directors, together with the last known address of each Director. There shall also be stated therein the date upon which each Director became such, and upon termination of any Directorship for any cause, the facts relating thereto shall be recorded in said book, together with the date of such termination. It shall be the duty of every Director, upon becoming such Director, forthwith to furnish to the Secretary of the Corporation, for inclusion in such record, his or her then address and likewise promptly to report to the Secretary for inclusion in such record any change in any such address.

Section 2. Rules of Meetings. On all questions of parliamentary procedure, the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation meetings, except in such cases where the Articles of Incorporation or the Bylaws take precedence.

ARTICLES OF INCORPORATION
OF
FLORIDA ASSOCIATION FOR STAFF DEVELOPMENT, INC.
(A Corporation Not For Profit)

ARTICLE I
Name and Mailing Address

The name of this Corporation is FLORIDA ASSOCIATION FOR STAFF DEVELOPMENT, INC. (the "Corporation"). The mailing address of the Corporation is c/o A.G.C., Co., 2300 Sun Bank Center, 200 S. Orange Avenue, Orlando, Florida 32801.

ARTICLE II
Authority

The Corporation is organized pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes as a not for profit corporation.

ARTICLE III
Purpose

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal for income therefrom or distribute the same for the above purposes.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

- (a) By an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code, and/or
- (b) By an organization, contributions to which are deductible under Sections.170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

ARTICLE IV
Qualification of Members

Any natural person over 18 years of age, or any business or professional entity, interested in furthering the purposes of the Corporation, from time to time hereafter, may become members, upon payment of the membership fee established by the Board of Directors (or a committee thereof). Each member shall be entitled to one (1) vote on all matters submitted to a vote of the members. The members of the

Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed. any member in the dissolution of this corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation and shall not be subject to any assessments.

ARTICLE V
Incorporator

The name and address of the incorporator is:

Joseph J. Kadow	2300 Sun Bank Center 200 S. Orange Avenue Orlando, Florida 32801
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ARTICLE VI
Officers

Section 1. The officers of the Corporation shall be a President, a President-Elect, an immediate Past President, a Secretary, and a Treasurer. These officers shall constitute the Executive Committee of the corporation.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name</u>
President	John L. Still
Immediate Past President	Larry Ross
President-Elect	Faye Cake
Secretary	Susan Hamilton
Treasurer	Emily Roberts

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VII
Board of Directors

Section 1. The initial number of directors of the Corporation shall be twelve (12), which number may be increased or decreased from time to time, by the Bylaws, but shall never be less than the minimum number required by law, or more than the number of voting members of the corporation.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 3. The names and addresses of the persons who are to serve as directors until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Russell Alderman	Duval Co. School Board Professional Development 1450 Flagler Avenue Jacksonville, FL 32207
Van Crigger	Okaloosa Co. School Board 120 Lowery Place Ft. Walton Beach, FL 32548
Susan Hamilton	Meadow Park Elementary 3131 Lakeview Blvd. Port Charlotte, FL 33948
Joanne Kaspert	1080 LaBaron Drive Miami Springs, FL 33166
Dr. P.C. Wu	College of Education University of West Florida 11000 University Parkway Pensacola, FL 32514-5753
Susan Taranto	Department of Education Room 325 Florida Education Center Tallahassee, FL 32399-0400
Christine Vacha	Marion County School Board P.O. Box 670 Ocala, FL 32678

Larry Ross	Sumter County School Board 202 North Florida Street Bushnell, FL 33513
Emily Robarts	East Side Elementary P.O. Box 1148 Lake City, FL 32055
John L. Still	Pinellas County School Board Largo Curriculum and Instruction Center 205 4th Street, S.W. Largo, Florida 34640
Wilfred F. Still	445 W. Amelia Street Orlando, FL 32801
Faye Cake	Alachua County Public Schools 620 East University Avenue Gainesville, FL 32601
Ann Osborne	Lake County Public Schools 525 Georgia Avenue Howey, FL 34737

ARTICLE VIII
Bylaws

Section 1. At the initial meeting of the Board of Directors, the members of the Board of Directors may adopt such Bylaws for the conduct of the Corporation, business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX
Amendments

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X
Location

The street address of the initial registered office of this Corporation shall be at 100 South Orange Avenue, Suite 2300, in the City of Orlando, County of Orange, State of Florida, and the name of the original registered agent at that address shall be A.G.C., Co.

ARTICLE XI
Tax Exempt Status

No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member, other than a member which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions and furtherance of the purposes set forth in Article II hereof. The Corporation shall not have the power to declare dividends. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding anything herein to the contrary, the Corporation shall not take any action or omit to take any action or make any payment which would result in an avoidable tax liability under Internal Revenue Code 1986 Sections 4940 through 4945 (or the corresponding provision of any future United States Internal Revenue Law), or could result in termination of the Corporation's status as a private foundation under Internal Revenue Code of 1986, Section 507, (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII
Meetings

Section 1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

Section 2. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

ARTICLE XIII
Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

ARTICLE XIV
Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 13th day of November, 1990, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

(Signed: Joseph J. Kadow)