

BY-LAWS OF LEARNING FORWARD FLORIDA, INC.

(A Corporation Not-For-Profit)

Formerly the Florida Association for Staff Development

(Revised 4/25/23)

ARTICLE I

Name

The name of this Corporation as provided in the Articles of Incorporation is FLORIDA ASSOCIATION FOR STAFF DEVELOPMENT (FASD), INC. (the "Corporation"). This organization shall be known as Learning Forward Florida, Inc. (LFFL).

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 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.

Learning Forward Florida, 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 Bylaws. 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. The individual's membership year begins on the date when the individual's dues are paid, with renewal on the same date of the following 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 the 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 a 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 or electronic notice of each Annual Meeting of Members or special meeting stating the date, time and place thereof shall be given by the

President or designee. Each Member should receive notice of the meeting at least thirty (30) days in advance.

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 electronic poll. Any action taken requires at least a majority of the membership. The 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 Learning Forward Florida, 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 Learning Forward Florida, 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 Learning Forward Florida, Inc.. The Board of Directors shall consist of the duly elected and appointed officers, five (5) Directors (each representing one of the five educational regions of the state) and at least ten (10) other Directors-At-Large. A representative from the Florida Department of Education's professional learning office shall be invited to serve as an ex-officio (non-voting) member of the board. The number of officers of the Corporation, shall be at least twenty (20), 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. Due to our affiliation with the international organization, Learning Forward, all board members must maintain membership in Learning Forward during their term in office.

Section 3. Eligibility. All nominees to the Board of Directors shall be active members in good standing. A member in good standing is defined as a person who is a paying member and who has demonstrated active participation in the organization for at least two years. All nominees for office 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 ten (10) elected Directors-At-Large and the five (5) elected Regional Directors, consideration should be given to board representation of post-secondary institutions, PK-12 schools from small, medium and large school districts, teacher leaders and professional development leaders.

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, an election may be held via electronic means or at a special meeting of Members called for the purpose. Officers shall hold office from their election until the date fixed in accordance with these Bylaws.

Section 5. Term. Terms for the elected members of the Board of Directors to include Regional Directors, Directors-At-Large, Secretary, and Treasurer shall be for three (3) years. The terms for President, President-Elect, and Immediate Past President shall be for one (1) year.

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 of the death, removal from office or resignation of the office of the 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.

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 to or at the commencement of such meeting, the lack of proper notice which may be waived, in writing, by any Director 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 others' comments and respond through electronic means, such participation shall constitute presence at such meeting.

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. 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. Assume responsibility for all official communication, both oral and written, for the Corporation.
4. Coordinate planning for Corporation conferences and meetings.
5. Automatically become Immediate Past President at the close of the term of office as President.
6. Other duties as agreed upon by the Board of Directors and outlined in the Board of Directors' Handbook.

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 on the Nominations Committee.
5. Perform duties and responsibilities as assigned by the President, and

as agreed upon by the Board and outlined in the Board of Directors' Handbook.

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 as a delegate to any affiliates as requested by the Board of Directors.
4. Other duties as outlined in the Board of Directors' Handbook.

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/Directors and 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.
6. Other duties as outlined in the Board of Directors' Handbook.

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 detailed accounting records related to the expenses and income for general operating practices, conferences, and other events of the organization.
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.
7. Other duties as outlined in the Board of Directors' Handbook.

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. Essential functions of committees and committee chairs stated below may be further defined by the Board of Directors establishing guidelines and job responsibilities in the Board of Directors' Handbook, to be updated annually by the board.

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.

Section 4. Communications Committee. The Communications Committee shall manage and oversee the digital workspace and social media accounts utilized by the Board of Directors. The committee shall coordinate the publishing of content to the Corporation's website, provide periodic updates to the membership, and post to social media platforms. The committee shall assist in the development of public relations documents, such as flyers, announcements and position papers.

Section 5. Fall Conference Planning Committee.

The Fall 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.

The Chairpersons shall solicit members with strong consideration given to representation from the Department of Education, district professional development departments, and post-secondary institutions to serve on the Fall Conference Planning Committee. Representatives from small, medium, and large districts should be considered, in addition to all geographical areas of the state. The committee shall prepare a budget and collect registration and fees sufficient to pay expenses of the conference. The Fall Conference Planning Committee shall develop the conference action plan. The chairperson(s) shall select and utilize a steering committee, secure input from past Fall Conference Planning Committee Chairs, schedule and conduct steering and Fall Conference Planning Committee meetings, and assume all responsibilities for ensuring that the annual Leadership Conference is successful.

Section 6. Legislative Committee. The Legislative Committee shall be responsible for

monitoring legislation that promotes effective professional learning. The Committee shall also provide information to the membership concerning proposed legislation affecting professional learning.

Section 7. Nominations Committee. The Nominations Committee should consist of the President Elect and at least four (4) members including, when possible, one Professional Development Director, one postsecondary institutional representative, and one teacher leader currently serving on a professional development council or in another leadership position related to professional development. At least two members who shall not be on the Board of Directors shall be elected by the membership during the annual election. The other members shall be appointed by the Board of Directors at its first meeting following the election. The Nominations Committee shall elect its own chair.

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 eligibility requirements, as provided in Article 5, Section 3 Eligibility. The Committee shall solicit nominations from all members at least ninety (90) days prior to the Annual Meeting of Members. After the call for nominations, the ballot will be closed for further nominations in order to give the Nomination Committee time to review each candidate for eligibility (see Article V, Section 3 of bylaws). Only those who meet director eligibility criteria will be considered for placement on the ballot.

Before the ballot is printed, the Committee shall contact each eligible nominee to be listed on the Slate of Candidates 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, 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 distributed to the membership.

The slate shall be distributed or communicated to the membership in electronic form at least thirty (30) days prior to the Annual Meeting of Members.

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 oversee and conduct all elections in a manner prescribed by the Board of Directors.

All ballots shall be returned to the Chair of the Election Committee 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. Other Committees. The President shall appoint other committees as deemed necessary. Duties shall be outlined in the Board of Directors' Handbook, updated annually by the Board of Directors.

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. Adopted amendments shall take effect immediately after being filed in a timely manner with the registered agent. The Secretary of the Corporation shall record the filing date in the official Corporation minutes.

ARTICLE IX

Affiliation

Section 1. Affiliation. The Corporation is an affiliate of Learning Forward, an international organization with purposes similar to Learning Forward Florida and shall comply with all obligations associated with state affiliation.

Section 2. Delegates. The Board of Directors shall designate the official delegate or delegates to participate in established activities of Learning Forward.

Section 3. Funding of Delegates. The Board of Directors may authorize payment of all or partial expenses of the delegate or delegates to participate in Learning Forward affiliate events.

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 record of the minutes of meetings of the Directors, which shall include 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 record, 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.

Previous Revision Dates:

1/29/2000

5/21/2001

5/2/2006

9/22/2009

9/25/2018

9/24/2019