



BYLAWS OF THE VALENCIA COLLEGE FOUNDATION, INC.

ARTICLE I

Name

The name of this nonprofit corporation shall be VALENCIA COLLEGE FOUNDATION, INC., hereinafter referred to as the "Foundation."

ARTICLE II

Mission

The Foundation's mission is to advances and serves the Valencia College (the "College") community through partnerships and philanthropy. The Valencia College Foundation provides essential philanthropic support for the College, and its students beyond what state aid and tuition provides. The Foundation works ~~is to~~ enhance learning, workforce training and economic development in Central Florida through philanthropic support for the College ~~Valencia College (the "College")~~, including support for scholarships, faculty excellence teaching chairs, programs and buildings. The Foundation is certified by, serves as a direct support organization of, and is the official fundraising organization for the College. The Foundation and the College have executed and shall maintain a written agreement ~~Certification Agreement~~ relating to the Foundation's status as a direct support organization of the College and setting forth their respective obligations related to the certification.

ARTICLE III

Board of Directors

Section A Board Membership

1. The number, qualifications, terms of office, manner of selection, responsibility, and composition of the Board of Directors of the Foundation shall be as follows:
 - a. There shall be no fewer than ten (10) Directors and no more than thirty (30) Directors– The members of the Board of Directors ("Members" or "Directors") shall constitute the voting leaders of the Foundation.
 - b. Directors must be committed to the mission of the College and the Foundation and must



agree to refrain from any conflict between those missions and the Director's personal or professional interests.

- c. Directors must be donors to the Foundation.
- ~~e.d. At least one (1) Directors shall at all times be alumni of Valencia College.~~
- ~~d. One (1) Director shall at all times be a representative of the Foundation's official College alumni organization. This Director will be designated by the Foundation and the College jointly, shall serve the same term as other Directors as specified in Section 4, and shall be a voting member. This position should not be read as a limit on the number of College alumni serving on the Foundation Board.~~
- e. One (1) Director ~~At least one (1)~~ shall at all times be a representative of the College's Student Government Association for leadership. ~~student leadership, as defined by the College. These members~~ This Director must be currently enrolled in the college as a ~~students and serving in a leadership position~~, but need not be donors to the Foundation. ~~These This members Director~~ will be appointed by the College President or designee, shall serve a term of one (1) year, and shall be a voting members.
- f. ~~At least one (1) and up to (3) One (1) Directors~~ shall at all times be ~~tenured a~~ faculty member with a continuing contracts at the College. ~~These members will be recommended by the Faculty Association to the President and shall be voting members. This Director will be appointed by the College President or designee, shall serve a term of three (3) years, and shall be a voting member. These board seats exist in perpetuity, while appointment of the individual faculty members serving in these seats, if any, will be revisited every three (3) years.~~
- ~~g.~~ The President of the College, or designee, and a District Trustee of the College chosen by the District Board of Trustees, shall at all times be ex-officio voting members of the Board of Directors. These ex-officio board seats exist in perpetuity as reflected in Florida Statute Section 1004.70, while appointment of the individuals serving in those seats will be revisited annually.

2. Directors are fiduciaries who are responsible for governance and oversight of the Foundation's activities. A Director's responsibilities include:
- a. Serving as an ambassador for and advocate of the College;
 - b. Gathering and providing financial support for the Foundation; and
 - c. Providing leadership to the Chief Executive



d. Ensuring that Foundation resources are properly stewarded in the best interests of the College and its students.

~~3. The Board of Directors is committed to the values of diversity and inclusion in its work and believes that a wide array of perspectives will allow the organization to be more effective. Diverse, equitable, and inclusive practices can enrich the Foundation's operation and transform the way it serves and engages the Central Florida community. While quotas and tokenism will not be used, as a core tenet of board service members commit to seek, and to respect, ideas and experiences that are different from their own and to allow a diversity of perspectives to inform governance.~~

3. Except for the term limits stated in Section A(1), members of the Board of Directors shall serve an initial term of three (3) years. At the end of the initial term, members may be elected for up to two (2) additional terms of three (3) years each. Terms shall be staggered so that no more than one-third (1/3) of the total Board will be up for election in any given year. The Executive Committee has authority to modify the length of individual Director terms for good cause.

a. Former members may be re-nominated to the Board after the passing of at least one (1) calendar year from conclusion of initial service. Nothing prohibits former members from serving on Foundation committees at the invitation of the committee leadership. Former members removed from the Board are not eligible for re-nomination.

4. The Foundation, through insurance coverage maintained by the College, will, to the fullest extent permitted by law, indemnify a board member named in a legal action because of their position as a board member when they have acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Foundation. Indemnification will not be provided where a board member has been adjudicated to have engaged in (1) willful or intentional misconduct or a conscious disregard for the best interests of the Foundation, (2) a transaction in which the Director derived an improper personal benefit, or (3) a violation of the criminal law, unless the Director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful.

5. A Director may be removed by a majority vote of the Executive Committee in the following circumstances:

- a. The Director has become incapacitated;
- b. The Director has lost a qualification to serve;
- c. The Director has displayed a repeated absence, inability, or refusal to act in accordance with the expectations of board members or to meet board service requirements; or



- d. The Director's continued service is no longer in the best interests of the Foundation.

Section B Election

1. The Governance ~~Committee Nominating/Board Development Committee~~, after considering suggestions for Directors by members of the Board, shall recommend Directors for election by the Board of Directors by majority vote.
2. Directors elected by the Board of Directors shall assume office immediately upon election. The length of any term for a Director shall be as specified at the time of election.
3. Directors who do not seek an additional term or who have reached term limits may be eligible for emeritus status. Directors who have been removed are ineligible. Recommendations for emeritus status shall be made by the Governance ~~Committee Nominating/Board Development Committee~~ for approval by the Board of Directors in accordance with Article VI.

Section C Meetings

1. ~~The Board of Directors shall meet at least quarterly on the day, hour and place determined by the Board of Directors.~~ The Board of Directors shall meet at such dates, times, and locations as may be determined by the Chair of the Board, in consultation with the President and Executive Director. The schedule of meetings shall be communicated annually and may be amended as necessary. Special meetings of the Board of Directors may occur at any time or place designated by the Board Chairperson. Meetings will be noticed and conducted in compliance with applicable provisions of Florida's Public Records and Open Meetings laws. In the event of a special meeting, notice shall be provided at least twenty-four (24) hours prior to the meeting and shall indicate briefly the objectives of the meeting.
2. Meeting locations shall reflect the College's service area and should, whenever possible, permit Directors to experience the College's campuses and programs. The Board Chairperson may authorize meetings to occur by any communication method that allows



all participants to hear one another simultaneously. The Chairperson for meetings of the full board or Executive Committee, or committee chairs for meetings of their respective committees, may in their discretion authorize individual Directors to attend in-person meetings remotely provided they use a communication method that allows all participants to hear one another simultaneously.

3. ~~One fourth (1/4) of the (including authorized remote attendees) shall constitute a quorum at any meeting of the Board of Directors.~~ A quorum at any meeting of the Board of Directors shall consist of fifty percent (50%) plus one of the members (including authorized remote attendees). All matters before the Board of Directors shall be determined by a majority vote, defined as fifty percent (50%) plus one of the members present, except as provided in Article X.
4. Without limitation, the following decisions shall be brought before the Board of Directors: the annual budget; the initiation of a capital campaign; the purchase or sale of real property; spending above amounts designated in policy; the filing of the annual Form 990; adoption of a strategic plan; initiation of legal action; or any other matter affecting the strategic direction or governance of the Foundation.

ARTICLE IV

Officers

Section A Officers and Election

The officers of the Foundation shall be Chair, Vice Chair, Treasurer and Secretary. The Treasurer shall also serve as Chairperson of the Finance and Audit Committee. The Chair, Vice Chair, Secretary and Treasurer shall be elected biennially by the Board of Directors.

Section B Terms

The terms of office shall begin after election on a date designated by the Chair. Officers serve for two (2) years or until election of a successor. If an officer's ability to serve is affected by the length of their board term, the Chair may modify the board term to allow them to serve as an officer.



Section C Chief Executive

1. The Chief Executive (who may be called Executive Director, CEO, or similar title), who shall be an employee of the College, shall serve as the chief executive officer of the Foundation and be responsible for the general day-to-day management of the affairs and activities of the Foundation. The Chief Executive shall have authority to sign contracts, approve spending up to the amounts designated in policy, and shall exercise such authority to accept gifts, collect revenues, and make expenditures according to Board of Directors' approved policies. The Chief Executive is selected by the College President and confirmed by the Foundation Board. ~~The College President shall be the Chief Executive's direct supervisor and shall include the Foundation Chairperson in the hiring and annual review process as appropriate.~~ The Foundation Board Chairperson shall be included in the hiring and annual review processes as appropriate. The Board of Directors does not participate in the hiring or management of other employees assigned to the Foundation.
2. The Chief Executive is responsible for overseeing compliance with policies regarding ethics, conflicts of interest, and internal controls. The Chief Executive shall not be a spouse or family member of the College President, their direct supervisor, any employee assigned to the Foundation, or ~~of~~ any member of the Board of Directors.
3. The Chief Executive shall be compensated solely through a salary designated by the District Board of Trustees in its annual salary schedule. ~~The Chief Executive will receive the total rewards offered to Valencia College employees in accordance with the College's policies.~~ Any additional employment compensation, no matter the mechanism ~~including reimbursement,~~ must be approved by the Board of Directors and the College President.

Section D Absence or Incapacity of Officers

In the event of absence, inability or refusal to act on the part of any of the officers of this Foundation, the Board of Directors may remove the officer and appoint a qualified person to perform the respective duties of the office. Removal from an officer role does not affect removal



from the Board of Directors unless and until instigation of the process outlined in Section III(A)(6).

ARTICLE V

Committees

Section A Executive Committee

1. The Executive Committee of the Board of Directors shall consist of the Foundation's elected officers, the immediate past Board Chair, the Standing Committee Chairs and the voting members ex-officio (President of the College [or designee](#) and the College District Trustee). The Board Chair shall be the Chair of the Executive Committee.
2. The Executive Committee shall meet at the call of the Chair. The physical or electronic presence of a majority shall constitute a quorum of the committee and the affirmative vote of a majority of the members shall be necessary for the adoption of any action.
3. The Executive Committee shall have and may exercise all powers and authority of the Board of Directors when the Board is not in session; except that the Executive Committee shall in no case, however, have authority to alter, amend or repeal the Articles of Incorporation or the Bylaws of the Foundation. All actions of the Executive Committee shall be included in the minutes of the Board of Directors.

Section B Other Committees

1. Standing Committees
 - a. Governance Committee
 - b. Finance and Audit Committee

Standing Committees shall have their responsibilities, membership terms of office, procedures, and guidelines established by the Committee and approved by the Board of Directors.



2. The Chairperson may convene ad hoc or special committees to address needs of the College and/or Foundation. Such committees will dissolve when their work is completed. The Governance Committee will review bylaws ~~A special Bylaws Committee shall be convened~~ at least once every two (2) years to determine whether any modifications to these Bylaws are appropriate.
3. A committee member who is not a Director has the same responsibility and fiduciary duties with respect to activities of such committee, and the same liability protections, as a committee member who is a Director as provided by Florida law.

ARTICLE VI

Honorary Directors and Other Honorary Titles

Section A Honorary Directors

After a period of meritorious service, and upon the approval of the Board of Directors, former Directors may be elected as Directors Emeriti as a result of unique and significant contribution to the Board. Criteria for Director Emeritus status will be set forth in Foundation policy. Directors Emeriti shall have no fixed duties and no voting privileges. They may be consulted, individually or collectively, by the President of the College, the Chief Executive of the Foundation, or the Board of Directors upon important matters of policy related to the purposes of the Foundation or the objectives of the College.

Section B Other Honorary Titles

The Board of Directors shall have the authority to create other honorary titles to recognize members of the community for outstanding service to the Foundation.

ARTICLE VII

Fiscal Policy

The Finance and Audit Committee, with the oversight of the Board of Directors, shall arrange for an annual private audit of the books of the Foundation by a certified public accountant. The fiscal year of the Foundation shall run from April 1 through March 31. (Amended date Jan. 26, 2005.)



The Board of Directors shall also approve an annual Foundation budget as enumerated in Article III(C)(4).

ARTICLE VIII

Parliamentary Authority

Robert's Rules of Order, Revised, shall constitute the parliamentary authority for the conduct of all Foundation meetings in all cases where they are applicable and in which they are not inconsistent with these Bylaws and any special rules the Foundation may adopt. The Board Chair or applicable Committee Chair will be the final interpretative authority on parliamentary questions.

ARTICLE IX

No Loans to Directors or Officers

As provided under Florida law, the Foundation will loan no money to any Director or officer.

ARTICLE X

Amendments

These Bylaws and the Articles of Incorporation may be altered, amended, rescinded or repealed at any meeting or special meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the board members in attendance and the approval of the College. Unless otherwise stated, any amendments to these Bylaws or the Articles of Incorporation are intended to apply prospectively.

Amended May 10, 2005; Amended May 10, 2018; Amended August 31, 2022; Amended November 30, 2022; Amended June 12, 2025.