



June 10, 2026

TO: VALENCIA COLLEGE FOUNDATION BOARD OF DIRECTORS

FROM: DR. CARLA MCKNIGHT
Vice President, Institutional Advancement & Chief of Staff
Interim Executive Director, Valencia College Foundation

RE: BYLAWS AMENDMENTS

Consistent with the Valencia College Foundation's (Foundation) commitment to continuous governance improvement as outlined in the Strategic Plan Governance Pillar, the Foundation's governance structure, officer positions, and Executive Committee responsibilities were reviewed to ensure alignment with current practices and organizational needs.

The review determined that the responsibilities historically associated with the Secretary Officer role, including the maintenance of records and meeting minutes, are effectively supported through Foundation staff and existing Foundation Board of Director (Board) processes. Additionally, there is a need for greater flexibility in the ways the Immediate Past Chair supports the Board leadership.

Based on the findings of this review, the recommendation to Board governance is as follows:

- Remove the Secretary Officer position from the Valencia College Foundation Board of Directors
- Provide the Board Chair with discretion regarding the Immediate Past Chair's service on the Executive Committee

The proposed changes require amendments to the Bylaws. In accordance with Foundation Bylaws and Articles of Incorporation, all bylaw amendments require approval of the Board of Directors. The attached document outlines the proposed changes, including amendments to Article IV, Section A – Officers and Election and Article V, Section A – Executive Committee.

RECOMMENDED ACTION:

The Vice President, Institutional Advancement & Chief of Staff and Interim Executive Director recommends that the Board of Directors adopt the amended provisions of Article IV, Section A – Officers and Election and Article V, Section A – Executive Committee, as presented.