



By-Laws of
Booker Promise Foundation, Inc.

A Florida Not for Profit Corporation

TIN: 84-2585940

ARTICLE I
NAME & PURPOSE

- Section 1.** **Name:** The name of the corporation shall be Booker Promise Foundation, Inc. It shall be a not for profit corporation incorporated under the Florida Not for Profit Corporation Act (Chapter 617 F.S.) (hereinafter, the "Act").
- Section 2.** **Purpose:** Booker Promise Foundation, Inc. is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to corporations that qualify as exempt corporations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II
BOARD OF TRUSTEES

- Section 1.** **Board Role, Size and Compensation:** The Board of Trustees (hereinafter, the "Board") is responsible for all affairs of the corporation and shall have and may exercise all the powers of the corporation as permitted by federal law, state law to include the Act, its Articles of Incorporation and these By-Laws. The Board is responsible for the overall policy and direction of the corporation and may delegate responsibility for day-to-day operations to an executive committee, staff and other committees. Trustees of the corporation shall not be personally liable for its debts, liabilities or other obligations. The number of trustees shall be designated by resolution of the Board from time to time but shall in no event be less than three (3) not including the STAR Trustee and *ex officio* and *emeritus* Trustee(s) provided for hereinafter. The Board may choose to designate certain members as non-voting "*ex officio*" and "*emeritus*" with limited duties and responsibilities. The Board may also vote to include a single STAR student Trustee that will be entering the eleventh or twelfth grade at

Booker High School during his/her/their term. Every STAR Trustee shall, ideally, be a graduate of the Star Leadership Training Program; however, they need not be. The Star student shall be a full voting member. Trustees shall meet such other requirements for the office as the Board may determine to be appropriate from time to time.

- Section 2. Terms:** The term of a Trustee shall be one (1) year for the initial term and for three (3) years for any additional term thereafter. If a Trustee is not then replaced, the term shall extend thereafter until his or her successor is duly elected and qualified or until he or she resigns or is removed from office. Except for STAR trustees, there shall be no term limits. STAR trustees shall serve for a one-year term beginning on the 1st day of July each year and shall not be eligible for re-election except when he/she/they are serving a partial term having filled a vacancy or in unusual circumstances as determined by the Board.
- Section 3. Meetings and Notice:** The Board shall meet at least four times per calendar year at an agreed upon time and place. Except in an emergency as determined by the Chair, in his or her sole and absolute discretion, all notices pursuant to this Article shall be delivered no less than two (2) calendar days prior to the date and time of any meeting. Notice may be delivered in person, by mail, e-mail, facsimile or any other means reasonably calculated to insure delivery. Attendance at a meeting by any Trustee shall constitute a waiver of any notice requirements by said Trustee except where a Trustee participates in a meeting for the sole purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully convened or called.
- Section 4. Special Meetings:** Special meetings of the Board shall be called upon by the request of the Chair, Vice-Chair or one-third of the Board. Notices of special meetings shall be delivered by the Secretary in person, by mail, e-mail, facsimile or any other means reasonably calculated to insure delivery, at least twenty-four (24) hours prior to the date and time of the special meeting.
- Section 5. Waiver of Notice:** Whenever any notice is required hereunder, whatever is required to be given under the provisions of the law, the Articles of Incorporation of this corporation or these By-Laws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.
- Section 6. Conference by Telephone:** Meetings of the Board may be held by means of telephone conference or similar communication equipment by which all Trustees participating in the meeting can hear each other. Participating in a

meeting by telephone or similar communications equipment is deemed to be present in person at the meeting.

Section 7. Action by Consent: Any action required by law or under the Articles of Incorporation of this corporation or these By-Laws, or any action which otherwise may be taken at a meeting may be taken if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent and filed with the Secretary of the corporation.

Section 8. Board Elections: All Trustees, except for STAR Trustees, shall be elected or re-elected by the Board at the first meeting held each calendar year. Trustees will be elected by a simple majority of members present at the meeting. STAR Trustees shall be elected for a one-year term beginning on the 1st day of July each year.

Section 9. Election Procedures: Upon expiration of a Trustee's term, the Secretary shall receive nominations for new members from present Trustees no less than five (5) calendar days in advance of a Board meeting. Nominations shall be delivered to Trustees to be voted upon with the regular Board package. STAR Trustees shall be nominated by the Chair from a list of applicants assembled and submitted by the principal of Booker High School.

Section 10. Quorum, Proxies: A quorum must be attended by at least one-half (50%) of Trustees for business transactions to take place and motions to pass. Written proxies in a form approved by the Board shall be recognized.

Section 11. Officers - Election, Term and Duties: There shall be four (4) officers of the Board, consisting of a Chair, a Vice-Chair, a Secretary and a Treasurer. The position of Secretary and Treasurer may be filled by the same Trustee. Each officer shall be elected by the Board during the first Board meeting of each calendar year and shall hold office for one (1) year or until his or her successor shall have been elected and duly qualified or until he or she resigns or is removed. In addition to other duties enumerated herein, their duties are as follows:

- A. The Chair shall convene all Board meetings and preside over or arrange all other meetings.
- B. The Vice-Chair shall chair committees on special subjects as designated by the Chair. The Vice-Chair shall preside over all Board meetings in the absence of the Chair.
- C. The Secretary shall be responsible for keeping records of Board actions,

including overseeing the taking of minutes at all Board meetings, delivering notices, distributing copies of minutes and agenda to each Board member and generally assuring that all corporate records are maintained.

- D. The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Trustees and the public.

Section 12. Vacancies: When a vacancy on the Board exists mid-term, the Secretary shall receive nominations for new members from present Trustees at least two (2) calendar days in advance of a Board meeting. Nominations shall be delivered to Trustees with the regular Board meeting announcement, to be voted upon at the next Board meeting. Vacancies shall be filed only to the end of the vacating Trustee's term. The vacancy of a STAR Trustee shall be filled in the same process as would a normal yearly selection. A STAR Trustee elected mid-term to fill a vacancy shall complete the term being filled and shall be eligible for re-election to a full-term the following year provided he/she/they meets all other eligibility requirements for membership.

Section 13. Resignation, Termination, and Absences: Resignation from the Board must be in writing and received by the Secretary. A Board member may be terminated from the Board due to excessive absences which shall be defined as more than two (2) unexcused absences from Board meetings in a calendar year. Absences may be excused only by the Chair in his/her sole and absolute discretion. A Board member shall be removed for other reasons by a three-fourths vote of the remaining Trustees.

Section 14. Membership: The corporation may have members. Membership shall be determined by guidelines promulgated by the Board.

ARTICLE III COMMITTEES

Section 1. Committee Formation: The Board may create committees as needed for whatever purposes are determined to be needed. Except for the Executive and Finance Committees, the Board Chair appoints all committee chairs.

Section 2. Executive Committee: The four (4) officers of the Board shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and these By-Laws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board and is subject to the direction and control of the full Board.

Section 3. Finance Committee: The Treasurer is the chair of the Finance Committee, which shall include two (2) additional Trustees. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans and the annual budget. The Board must approve the annual budget. Any major changes in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be July 1 to June 30th of each year. Annual reports are required to be submitted to the Board showing income, expenditures, liabilities and pending income. The financial records of the corporation are public information and shall be made available to the Trustees and the public.

ARTICLE IV

INDEMNIFICATION OF TRUSTEES AND OFFICERS

Each Trustee and officer of the corporation now and hereafter serving as such shall be indemnified by the corporation against any and all claims and liabilities to which such person has or shall become subject by reason of serving or having served as such Trustee or officer, including but not limited to those matters set forth in Florida Statutes Sections 617.0831 and 617.0834 for which officers and Trustees are not liable. The corporation shall reimburse each such person for all legal expenses reasonably incurred in connection with any such claims and liabilities except that such person shall not be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of such person's own willful misconduct or gross negligence. The corporation may secure insurance to provide coverage for this purpose.

ARTICLE V

CONFLICT OF INTEREST POLICY

Trustees, employees and volunteers stand in a fiduciary relationship to the corporation, shall act in good faith with due regard to the interests of the corporation and shall comply with all fiduciary principles and laws. The Board shall adopt a written conflict of interest policy which shall be reviewed and executed annually by all Trustees.

ARTICLE VI

USE OF NET EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or otherwise intervene in (including the publishing or distribution of statements) any political

campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII

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, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such corporation or corporations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended when necessary by two-thirds majority of the Board. Proposed amendments must be submitted to the Secretary to be delivered with the regular Board announcements. Amendments shall become effective immediately upon adoption by the Board of Trustees.

ARTICLE IX

CONFLICT OF LAWS

Section 1. Conflict of By-Laws: Any legal conflict between these By-Laws and the Act shall be resolved in favor the laws of the State of Florida. The purpose of this section being to ensure the compliance of these By-Laws with the laws of the State of Florida and the Internal Revenue Code and is not intended to require a change to the By-Laws on issues which are not mandatory pursuant to law.

Section 2. Robert's Rules of Order: All meetings shall be conducted pursuant to Robert's Rules of Order, most recent edition.

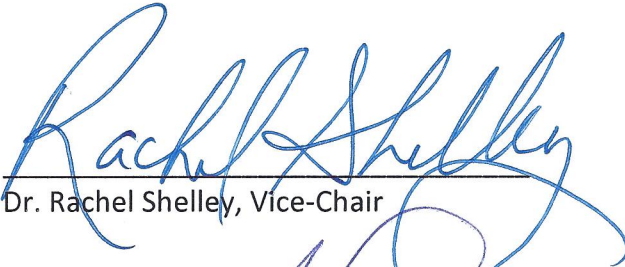
CERTIFICATION

THESE BY-LAWS WERE APPROVED AND UNANIMOUSLY ADOPTED by the undersigned initial Board of Trustees of Booker Promise Foundation, Inc. on the 5th day of August 2019 and that such resolution is now in full force and effect in accordance with the Articles of Incorporation of the Foundation.



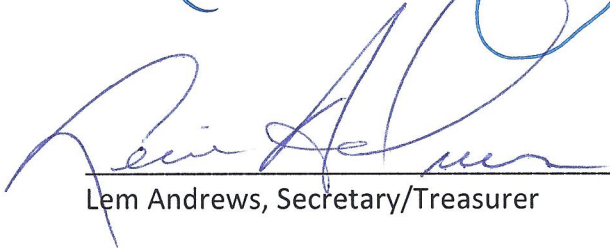
Michael J. Shelton, Chair

August 5, 2019



Dr. Rachel Shelley, Vice-Chair

August 5, 2019



Lem Andrews, Secretary/Treasurer

August 5, 2019