

## **BYLAWS**

### **WORTHINGTON COUNTRY CLUB CHARITABLE FOUNDATION, INC.**

#### **A Florida Corporation Not-for Profit**

## **ARTICLE I**

### **NAME OF ORGANIZATION**

The name of the corporation shall be Worthington Country Club Charitable Foundation, Inc., hereinafter referenced as Foundation or WCC Charitable Foundation, with address at 13550 Worthington Way, Bonita Springs, FL 34135-3476.

## **ARTICLE II**

### **CORPORATE PURPOSE**

**2.1** The corporation is established as a not-for-profit organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**2.2** The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, as the making of distributions to individuals or organizations that qualify as exempt organizations under section 501(c) 3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**2.3** The WCC Foundation will sponsor, promote, host and/or participate in events and activities that fund the WCC Charitable Foundation and disperse funds in accordance with these bylaws.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

#### **3.1 Powers**

The affairs of the Corporation shall be managed by its Board of Directors.

- A. The Board of Directors shall have control of, and be responsible for, the management of the affairs and property of the Corporation.
- B. The Board of Directors shall have all the rights, powers, privileges, and limitations of directors of not-for-profit corporations under the laws of the State of Florida.

#### **3.2 Number and Terms of Service**

- A. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) nor more than nine (9) including the following officers: Chair, Vice-Chair, Secretary, and Treasurer.

- B. The members of the Board of Directors shall, upon election by a majority vote of the Board, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected by a majority vote of the Board.
- C. Each Director of the Board may hold office for a three-year term. Directors may serve additional terms upon election by a majority vote of the Board; but for no longer than six (6) consecutive years. After a one-year hiatus, former Board members may re-apply.
- D. Terms shall be staggered so that, at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

### **3.3 Qualifications**

- A. The members of the corporation shall consist of the members of the Board of Directors who shall be record Owners of legal title to a Residential Lot or Living Unit in Worthington Country Club.
  - i. Each Director shall be in good standing if he or she is current in the payment of all assessments and other financial obligations to WCC, and his/her membership is not suspended.
  - ii. A Director is terminated when he/she is no longer a Unit owner of record in Worthington Country Club.
- B. No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.
- C. No person who has been convicted of any felony in the State of Florida or in a United States District or Territorial Court, or has been convicted of any offense in another jurisdiction which would be considered a felony if committed in Florida, may seek election to the board and is not eligible for board membership unless such felon's civil rights have been restored for at least 5 years as of the date on which such person seeks election to the board. The validity of an action by the Board of Directors is not affected if it is later determined that a member of the Board of Directors is ineligible for Board of Directors membership due to having been convicted of a felony.
- D. A director charged by information or indictment with a felony theft or embezzlement offense involving WCC Charitable Foundation funds or property must be removed from office and while such director has such criminal charge pending, he or she may not be appointed or elected to a position as a director. However, if the charges are resolved without a finding of guilt, the director shall be reinstated for the remainder of his or her term of office, if any.

### **3.4 Requirements**

Each member of the Board of Directors shall contribute at least one hundred cash dollars (\$100) to the Foundation annually. No contributions shall be given in-kind.

### **3.5 Removal of Directors**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 3.3 shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all requirements of Section 3.4 are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 3.5 (A) in these By-laws.

- A. Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by a majority vote of the members of the Board of Directors if, in their judgment, the best interest of the Foundation would be served. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.
- B. Any director whose conduct and presence is disruptive or inappropriate, or has 2 unexcused absences from a WCC Charitable Foundation Board of Directors meeting, may be removed by majority vote of the Board of Directors present at a regular or special meeting at which a quorum is present.
- C. In the event of death, disability, or resignation by a Director, the WCC Charitable Foundation Board shall declare a vacancy, and a successor shall be appointed by the Board to fill the vacancy until the next annual meeting.

### **3.6 Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular or special meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

### **3.7 Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors. They may, however, be reimbursed for reasonable expenses related to fulfilling the mission of the Foundation and approved in writing prior to such expenditures.

### **3.8 Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all Directors following notice of the intended action to all members of the Board of Directors.

### **3.9 Confidentiality**

Directors shall not discuss or disclose information about the Foundation or its activities to any person or entity unless such information is already a matter of public knowledge, such person

or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes or can reasonably be expected to benefit the Corporation. The Board of Directors will annually sign the Foundation Code of Ethics and a Conflict-of-Interest statements.

### **3.10 Board of Directors Meetings**

- A. An annual meeting of the Board of Directors shall be held at a time and day in the month of March of each calendar year and at a location in Lee County designated by the Chair of the Board of Directors.
- B. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board.
- C. Notice of these meetings shall be sent to all members of the Board of Directors no less than seven (7) days prior to the meeting date.
- D. Board members will be elected at the annual meeting.
- E. Special meetings of the Board of Directors may be called by or at the request of the Chair or a majority of the Board of Directors.
- F. Special meeting requests shall be in writing, shall state the purpose or purposes of the meeting, and shall be signed by all Board members making the request.
- G. The Chair of the Board of Directors may fix any location within Lee County as the place for holding any special meetings of the Board.
- H. The business at any special meeting shall be limited to the items specified in the notice of the meeting.

### **3.11 Notice**

- A. Notice of any special meeting shall be given to the Board of Directors at least two (2) days in advance of the meeting by telephone, facsimile, or electronic methods or by written notice.
- B. Any Director may waive notice of any meeting.
- C. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- D. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver.

### **3.12 Meeting via Communications Equipment**

Meetings may be held through any manner permitted by law, including communications equipment, if all persons participating can audibly hear the proceedings of the meeting and verbally speak or otherwise participate in the proceedings contemporaneously with those physically present at the meeting or on the conference call. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

### **3.13 Quorum**

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have

power to adjourn to a specified later date without notice. Regardless of the number of members of the Board of Directors present at a meeting, a majority of current members of the Board of Directors shall be necessary to act on the Foundation's business, unless the act of a greater number is required by Florida Statute or by these By-laws.

## **ARTICLE IV**

### **OFFICERS**

#### **4.1 Officers**

The officers of the Board of Directors shall be the Chair, Vice-Chair, Secretary and Treasurer. All officers must have the status of active members of the Board. All officers shall be elected annually by the Board of Directors.

- A. Any officer may be removed with or without cause by a majority of all Directors at any regular or special meeting of the Board.
- B. Any person except the Chair may hold two (2) or more offices as long as he/she qualifies for both offices
- C. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.
- D. Officers of the Board shall be eligible to succeed themselves in their respective offices for two (2) terms.
- E. All vacancies shall be filled within at the next regular or special meeting of the Board of Directors and shall fill the unexpired term until elections are held at the next annual meeting.
- F. Any Director or Officer may resign his office at any time, in writing, and such resignation shall take effect from the time of its receipt by the Chair of the WCC Charitable Foundation, unless some later time be fixed in the resignation, and then from that date.

#### **4.2 Chair**

The Chair shall preside at all membership meetings and shall:

- A. Preside at all meetings of the Board.
- B. Have general and active management of the business of the Board.
- C. See that all orders and resolutions of the Board are brought to the Board.
- D. Have general supervision and direction of all other officers of this -Foundation and see that their duties are properly performed.
- E. Submit a report of the operations of the program for the fiscal year to the Board of Directors at the Foundation's annual meeting, and from time to time, shall report to the Board all matters that may affect this foundation and its program(s).
- F. Be Ex-officio member of all committees and the Advisory Council and shall have the power and duties usually vested in the office of the Chair.

### **4.3 Vice-Chair**

The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence or disability of the Chair and such other duties as may, from time to time, be determined by the Board of Directors or the Chair.

### **4.4 Secretary**

The Secretary shall attend all regular and special meetings of the Board and will act as a clerk thereof. The Secretary shall also:

- A. Record all votes and minutes of all proceedings in a book to be kept for that purpose. In concert with the Chair, the Secretary shall coordinate with Worthington Country Club (WCC) staff members to arrange all regular and special meetings of the Board, including the annual meeting of the Foundation.
- B. Ensure, with the assistance of the WCC staff, the sending of notices of all regular, special and annual meetings to the members of the Board unit owners of record.
- C. Perform all official correspondence from the Board as may be prescribed by the Board or the Chair in accordance with the ByLaws.
- D. In the Secretary's absence at a regular or special meeting of the Board, the Chair shall appoint a member of the Board of Directors to perform those duties and responsibilities.

### **5.5 Treasurer**

The Treasurer shall perform the following duties:

- A. Submit to the Board of Directors for approval all expenditures of funds raised, received, or disbursed by the Board or by others.
- B. Present to the Board of Directors a complete and accurate report of the finances raised, received or disbursed in the Foundation by the Board, any Committee and the Advisory Council at each regular or special meeting of the Board of Directors, or at any other time upon request by the Board or the Board Chair.
- C. Develop and review such things as fiscal procedures, fundraising plans, and the annual budget with the Board. (The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board.)
- D. Have the right of inspection of the funds resting with the Foundation including budgets and any subsequent audit reports.
- E. Assist in direct audits of the funds of the Foundation according to funding source guidelines and generally accepted accounting principles.
- F. Write checks and disburse all approved payments.
- G. Perform such other duties as shall be prescribed by the Board of Directors or the Chair in accordance with these Bylaws.

**ARTICLE V**  
**COMMITTEES**

**5.1 Committee Formation**

The Board of Directors may create committees such as fundraising, public relations, finance, request review, etc.

- A. The Board Chair shall appoint all committee chairs.
- B. All committees shall have a written charter spelling out their composition, qualifications, and responsibilities.
- C. All committees engaging in fundraising shall present a proposed budget and date(s) for such events or contracts to the Board of Directors at a regular or special meeting for approval before committing or expending funds.
- D. No Committee member can enter into a contract or agreement or expend Foundation funds without the approval of the Board of Directors.

**ARTICLE VI**  
**ADVISORY COUNCIL**

**6.1 Advisory Council Formation**

The Board of Directors may create an Advisory Council to provide non-binding strategic advice to the Board.

- A. The Board of Directors annually may appoint an Advisory Council who shall have no duties, voting privileges, nor obligations for attendance at regular or special meetings of the Board.
- B. Members of the Advisory Council are generally individuals who possess the desire to serve the community, support the work of the Foundation, and or provide expertise and professional knowledge.
- C. Members of the Advisory Council shall comply with the confidentiality policy set forth herein.

**ARTICLE VII**  
**CORPORATE STAFF**

**7.1 Request for Support**

- A. The Board of Directors may request the support, advice, or counsel of members of the Worthington Country Club staff, through the General Manager.
- B. WCC's General Manager shall oversee any responsibilities carried out by WCC staff members under his/her supervision and may request on behalf of the WCC Master Association reimbursement or compensation for incurred expenses.

- C. The WCC General Manager (or his/her designee) shall make reports at Board of Directors meetings as requested by the Board Chair.
- D. Nothing herein shall confer any compensation or other rights on the WCC General Manager or WCC staff members.

## **ARTICLE VIII**

### **CONFLICT OF INTEREST AND COMPENSATION**

#### **8.1 Policy Purpose**

The purpose of the conflict-of-interest policy is to protect Worthington Country Club Foundation, Inc.'s interest when it contemplates entering into a transaction or arrangement that might benefit the private interest of an officer, director, employee, or agent of the Foundation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable State and Federal laws governing conflict of interest applicable to nonprofit, not-for-profit and charitable organizations.

#### **8.2 Definitions**

- A. Interested Person  
Any director, officer, member of a committee, employee or agent with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. Financial Interest  
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - i. An ownership or investment interest in any entity with which the Foundation has a transaction or arrangement,
  - ii. A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement, or
  - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.
- C. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- D. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors or committee decides that a conflict of interest exists.

#### **8.3 Procedures**

- A. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors.
- B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall



leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Board of Directors in accordance with Section 3.3 of the Bylaws shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest

- i. An interested person may make a presentation at the Board of Directors meeting but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The Chair of the Board of Directors shall, if appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Board of Directors shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy

- i. If the Board of Directors has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board of Directors determine the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate legal, disciplinary and/or corrective action.

#### **8.4 Records of Proceedings**

The minutes of the Board of Directors shall contain:

- A. The person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **8.5 Annual Statements**

Each director, principal officer and member of a committee and/or the Advisory Council shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has signed and agreed to comply with the policy, and
- D. Understands the Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its purposes.

### **8.6 Periodic Reviews**

To ensure the Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits, if any, are reasonable based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to the Foundation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **8.7 Use of Outside Advisors**

When conducting the periodic reviews, the Foundation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE IX INDEMNIFICATION**

### **9.1 General**

To the full extent authorized under the laws of the State of Florida, the Foundation shall indemnify any director, officer, employee, or agent, or former director, officer, employee, or agent of the corporation, or any person who may have served at the Foundation's request as a director or officer of another corporation (each of the foregoing directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an

indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **9.2 Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **9.3 Insurance**

The Foundation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE X MISCELLANEOUS**

### **10.1 Fiscal Year.**

The Foundation's fiscal year shall be the calendar year, January 1 through December 31.

### **10.2 CONFLICTS.**

If there are conflicts between the provisions of Florida law, the Articles of Incorporation, and these By-Laws, the provisions of Florida law, the Articles of Incorporation, and the By-Laws, (in that order) shall prevail.

### **10.3 BOOKS AND RECORDS.**

- A. The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.
- B. Annual reports are required to be submitted to the board showing income, expenditures, pending income, and all charitable activities undertaken during the fiscal year.
- C. The financial records of the organization are public information and shall be made available as required by Florida Statute.

### **10.4. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by reference to the most current edition of Robert's Rules of Order.

## **10.5 Amendments**

### **10.5.1 Amendments to the Articles**

Articles may be amended at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least ten days if delivered by mail.

Any amendment to the Articles shall require the affirmative vote of a majority of directors then in office.

### **10.5.2 Amendments to the Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each Director within the time and manner provided for the giving of notice of regular or special meetings of Directors as set forth in these By-Laws.

## **10.6 ADOPTION OF BYLAWS**

We, the undersigned, on behalf of the Board of this corporation, consent to and hereby adopt the foregoing Bylaws, consisting of the 12 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 27<sup>th</sup> day of October, 2022.

Gayle A. Landen

Gayle A. Landen, Board Chair, WCC Charitable Foundation, Inc.

Coral L. Rice

ATTEST: Coral L. Rice, Secretary, WCC Charitable Foundation, Inc.