

**THE FLORIDA EMERGENCY MANAGEMENT
ASSISTANCE FOUNDATION, INC.
BYLAWS**

ARTICLE I: OFFICES

The principal office of Florida Emergency Management Assistance Foundation, Inc., a Florida not-for profit corporation (“FEMAF” or “Corporation”) in the State of Florida is to be located in the City of Tallahassee, County of Leon. The Corporation may have such other offices within the State of Florida, as the Board of Directors may designate or as the mission of the Corporation may require from time to time.

ARTICLE II: PURPOSE

The Corporation is a nonprofit corporation organized under Chapter 617, Florida Statutes, shall operate exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and shall serve as a Direct Support Organization of the Florida Division of Emergency Management (“Division”) pursuant to Section 252.71, Florida Statutes. Within the limitations of the foregoing, the purpose of the Corporation is to provide assistance, funding, and support to the Division in its disaster response, recovery, and relief efforts for natural emergencies. The Corporation is organized and operated exclusively to obtain funds; request and receive grants, gifts, and bequests of moneys or other items; acquire, receive, hold, invest, and/or administer in its own name securities, funds, or property; and make expenditures to or for the direct or indirect benefit of the Division, political subdivisions within the State of Florida, and individuals adversely impacted by natural emergencies occurring within the State of Florida.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 above. 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 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 III: POWERS AND DUTIES

Except as otherwise provided in these Bylaws and the Articles of Incorporation of the Corporation, the Corporation has all the powers provided to a nonprofit corporation under Chapter 617, Florida Statutes. The Corporation may take any action authorized by Section 252.71, Florida Statutes, or any provision of applicable law. All corporate powers shall be exercised by or under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Directors.

ARTICLE IV: CONTRACT WITH THE DIVISION OF EMERGENCY MANAGEMENT

The Corporation shall operate under a written contract with the Division. The written contract must, at a minimum, provide for:

Section 1. Division Approval.

Approval of the Corporation's Articles of Incorporation and Bylaws by the Division Director.

Section 2. Annual Certification.

Annual certification by the Division, duly reported in the Corporation's minutes, stating that the Corporation is in compliance with the terms of the contract and is doing so consistent with the goals and purposes of the Division and in the best

interests of the State of Florida.

Section 3. Reversion of Moneys.

Reversion of moneys and property held by the Corporation to the:

- 1) Division if the Corporation is no longer approved to operate by the Division;
- 2) Division if the Corporation fails to maintain its tax-exempt status pursuant to section 501(c)(3) of the Internal Revenue Code;
- 3) Division if the Corporation ceases to exist; or
- 4) The State of Florida if the Division ceases to exist.

Section 4. Disclosures.

Prominent disclosure of the distinction between the Division and the Corporation to donors, including such disclosure in all promotional and fundraising publications or activities.

Section 5. Annual Budget.

Approval by the Board of Directors of an annual operating budget for the Corporation.

Section 6. Ethics Code.

Adoption of an Ethics Code as required by Section 112.3251, Florida Statutes.

Section 7. Use of Resources.

The Division may permit the use of its property, facilities, and Division personnel by the Corporation and shall set forth any requirements or conditions on such use in the contract between the Division and the Corporation, including provisions governing the use of such property, facilities, and personnel during a declared state of emergency.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Number. Appointment. Tenure, and Qualification.

The Corporation shall be governed by a Board of Directors. The Board of Directors shall consist of five members appointed by the Division Director. A majority of the

members of the Board of Directors must be knowledgeable about emergency management activities and programs. Geographic location shall be considered in appointing members of the Board of Directors. Members of the Board of Directors must be residents of this state at the time of appointment and throughout their term. If a member of the Board of Directors ceases to be a resident of the State of Florida during their term and is thereby disqualified from serving on the Board of Directors, the Division Director shall appoint a member of the Board of Directors to replace such member.

The term of office of the appointed members of the Board of Directors shall be 3 years, except that the initial terms of appointment shall be two members for 1 year, two members for 2 years, and one member for 3 years. A member of the Board of Directors may be reappointed when his or her term expires and may continue to serve in such capacity upon expiration of his or her term until an appointment is made to fill the vacancy. However, a member of the Board of Directors may not serve more than two consecutive terms.

Section 2. Annual Meetings.

The Board of Directors shall hold an annual meeting each calendar year for the purpose of electing officers and conducting other business as may be necessary or prescribed by law. The date, time and site of the meeting shall be selected by the Chair of the Corporation's Board of Directors ("Chair"). Notice shall be delivered to each Director not less than thirty (30) days before the annual meeting.

Section 3. Regular Meetings.

The Chair or the Board of Directors by resolution may also select the date, time, and place for the holding of regular meetings and notice shall be delivered to each Director not less than thirty (30) days before the regular meeting.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by the Chair, by the Vice Chair, or by written communication of any three Directors. If three or more Directors call for a special meeting, their written communication shall set forth the reason for the special meeting and the Chair shall call such meeting within fifteen (15) days. Notice of any special meeting shall be given in accordance with Florida law.

Section 5. Method of Notice.

Notice of any meeting shall be given personally, by mail at the Directors' address of record, or by electronic mail at the Directors' e-mail address of record. If a notice of meeting is mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting, before or after the meeting, and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when any Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting has not been lawfully called or convened.

Section 6. Quorum.

A majority of the Directors holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

Section 7. Meeting by Internet or Telephone Conference.

The Chair, under special circumstances, may authorize a Director to participate in a meeting of the Board of Directors by means of a telephone or internet conference telephone, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

Section 8. Manner of Acting.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Voting.

Each Director shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

Section 10. Presumption of Assent.

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless the Director votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 11. Director Compensation.

Directors shall serve without compensation but are entitled to receive reimbursement for per diem and travel expenses in accordance with Section 112.061, Florida Statutes, and shall be paid from funds managed by the Corporation.

Section 12. Absences.

Each Director is expected to communicate with the Chair in advance of all Board meetings stating whether or not he or she is able to attend or participate. Any Board member who is absent from three successive Board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his or her position shall be declared vacant, unless the Board affirmatively votes to retain that Director as a member of the Board.

Section 13. Vacancies.

Any vacancy that occurs shall be filled in the same manner as the original appointment for the unexpired term of that seat.

Section 14. Removal.

Upon a finding based on a majority vote of the Board of Directors, the Director of the Division may remove any member of the Board of Directors for cause.

Section 15. Authority.

The Board of Directors, with prior written approval of the Division Director, shall have the authority to hire personnel and to sign the name of the Corporation to all documents requiring the signature of the Corporation.

ARTICLE VI: DIVISION DIRECTOR'S FIDUCIARY ROLE

The Division Director and/or his/her designee shall have the following duties:

Section 1. Attendance.

To attend all meetings of the Board of Directors, as practicable.

Section 2. Oversight.

To monitor and control the use of the Corporation's resources, including the Corporation's name.

Section 3. Compliance.

To monitor and ensure compliance with State and Federal laws, and policies and regulations as may be applicable.

Section 4. Expenditures.

To review and approve expenditure plans. The expenditure plans shall separately delineate planned actions which may result in a commitment of Division and/or the Corporation's resources.

Section 5. Line-Item.

To possess line-item authority over the budget of the Corporation, including the establishment of additional line items and reduction or elimination of existing budgetary items.

Section 6. Agenda.

To prepare and/or approve the agenda for all meetings of the Board of Directors.

Section 7. Financial Audit.

To engage a firm of independent Certified Public Accountants for the performance of a financial audit, and the rendering of the associated management letter, for each fiscal year.

Section 8. Meeting Minutes.

Keep and maintain accurate minutes of the proceedings of the annual meeting of the Corporation and all meetings of the Board of Directors and preserve same in a book or electronic file of such nature as to serve as a permanent record.

Section 9. Records.

Keep and maintain record copies of the Corporation's Articles of Incorporation and Bylaws and lists of membership, including terms of service and appointments to the Board.

Section 10. Assets.

Assure that adequate provision is made for the care and custody of all Corporation assets.

ARTICLE VII: MEMBERS

The Corporation shall not have any members.

ARTICLE VIII: OFFICERS

Section 1. Number.

The officers of the Corporation shall be a Chair of the Corporation's Board of Directors, a Vice Chair, a Secretary, a Treasurer, and a President.

Section 2. Election and Term.

The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors. The Chair and Vice Chair shall be elected for one-year terms. The Board of Directors, by resolution, may provide for an extension of no more than one additional one-year term for a serving Chair and Vice Chair. All other officers who are members of the Corporation's Board of Directors shall be elected for one-year terms, with no term limits specified. If the election of officers shall not be held at such meeting, such elections shall be held as soon thereafter as is convenient. Each officer to be elected by the Board of Directors shall hold office until his/her successor shall have been elected and qualified or until his/her earlier resignation, removal from office, or death. Any officer that is also a member of the Corporation's Board of Directors appointed by the Division shall not

receive any salary.

Section 3. Removal.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

Section 4. Vacancies.

A vacancy, however occurring, in the office of the Chair, Vice Chair, Secretary, or Treasurer, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chair of Board of Directors.

The Chair must be elected from among the Corporation's Board of Directors and the Chair shall be the presiding officer for all meetings of the members of the Corporation.

Section 6. Vice Chair.

The Vice Chair must be elected from among the Corporation's Board of Directors. The Vice Chair shall be a nominee for the succeeding term of the office of Chair of the Board of Directors. In the absence of the Chair or in the event of his/her death or his/her inability or refusal to act, the Vice Chair shall have the duties of the Chair, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him/her by the Chair or the Board of Directors.

Section 7. President.

The Board of Directors shall appoint a chief executive who shall have the title of President and whose terms and conditions of initial employment shall be specified by the Board. The President shall be the chief executive officer of the Corporation and subject to the direction of the Board of Directors. He or she shall in general supervise and manage all of the business affairs of the Corporation. To the extent permitted by law, the President may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except

in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed. The President shall hire, direct, and discharge all other agents, subcontractors, and employees, who shall have such authority and perform such duties as may be required to carry out the operations of the Corporation. The President shall in general perform all duties as from time to time may be assigned to them by the Board of Directors.

Section 8. Secretary.

The Secretary must be elected by the Corporation's Board of Directors and shall oversee: (a) the keeping of the minutes of all meetings of the Board of Directors in one or more books provided for that purpose; (b) that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) the custody of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) the performance of all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors. The Corporation's principal office shall be the official depository for all official records for which the Secretary is responsible.

Section 9. Treasurer.

The Treasurer must be elected by the Corporation's Board of Directors and shall oversee the: (a) charge and custody of all funds and securities of the Corporation; (b) receipt and giving of receipts for monies due and payable to the Corporation from any source whatsoever; and (c) deposit of all such monies in the name of the Corporation from any source whatsoever in such banks, trust companies, or other depositories; additionally, the Treasurer shall (d) in general perform all of the duties assigned to them by the Chair or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The cost of such bond shall be paid by the Corporation. The Corporation's principal office shall be the official depository for all official records for which the

Treasurer is responsible.

Section 10. Compensation.

Unless otherwise provided herein, Officers shall not receive any compensation from the Corporation for their services as officer; provided, however, that they may be reimbursed from Corporation funds for any traveling expenses or other expenditures incurred by them in the proper performance of their duties in accordance with Section 112.061, Florida Statutes.

ARTICLE IX: RESIGNATIONS

Any officer of the Corporation may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Directors.

ARTICLE X: ANNUAL AUDIT

The Corporation shall make provisions for an annual post-audit of its financial accounts to be conducted by an independent certified public accountant in accordance with Section 215.981, Florida Statutes. The annual audit report shall be due prior to December 1 of each year, shall include a management letter, and shall be submitted to the Auditor General, the Office of Policy Analysis and Government Accountability, and the Division for review.

ARTICLE XI: CONTRACTS, LOANS, DEPOSITS, AND EXPENDITURES

Section 1. Contracts.

To the extent permitted by law: (a) the Board of Directors may authorize the Chair, the President, or any officer, agent, or their designee, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and (b) such authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by law and by a resolution of the Board of Directors. Such authority may be general, if permitted by law, or confined to specific instances.

Section 3. Checks and Orders or other Payments.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents by the Corporation and in such manner as shall from time to time be permitted by law and resolution of the Board of Directors. In the absence of such resolution, such instrument shall be signed by the President or Chief Financial Officer.

Section 4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as permitted by law.

Section 5. Money Accounts.

Moneys of the Corporation must be held in a separate depository account in the name of the Corporation, subject to the provisions of the contract with the Division, and shall be used in a manner consistent with the goals of the Corporation.

Section 6. Allowable Expenditures.

Upon approval by the Board of Directors, allocations from the Corporation may be used to support disaster response, recovery, and relief efforts for natural emergencies, including but not limited to short- and long-term recovery needs and expenditures aimed at supporting critical functions of ESF-15 partners on a limited, as-needed basis. Recovery needs include but are not limited to: home repair or rebuilding, replacement of household items, staffing, volunteer support, and office supplies. The intent of the Corporation is to maintain a particular emphasis on short- and long-term recovery needs that are not met by other local, state, federal and nonprofit funding sources.

Deadlines for application reviews, award determinations, and award notifications shall be established by the Corporation. Award notifications shall be in writing. Award determinations shall be based upon available funds.

Section 7. Awards and Eligibility. Eligibility and application requirements for the grant application and review process shall include responding to a need created by a qualifying disaster in the geography specified by the disaster declaration, proposing a project that meets needs not filled by state, federal or municipal agencies, and completing an application that includes the project budget form, the organization's annual budget, their most recent financial statements, most recent audit or attestation statement, and board of directors and officers list. The Board of Directors will determine eligibility for long-term recovery grants based on the applications and recommendations of the Division.

Section 8. Provision for Expedited Awards.

The response and recovery needs of communities impacted by a disaster often require financial assistance more immediately than what can be accomplished through the regular grant application and review process. To accommodate those situations in which expedited timing is paramount, particularly in the case of restoring safety and basic needs in the immediate aftermath of a disaster, the Corporation's President is authorized to approve requests for expedited awards up to \$2,500,000 per organization, with notification to the Chair prior to committing to the award. Requests must be made using the Division's portal and online application. Expedited awards shall be disclosed to the Board of Directors at their next called meeting, respectively. Entities applying for expedited awards under these expedited processing provisions may concurrently submit an application for a regular award pursuant to the regular grant process. Expedited award applications must be submitted separately from long-term recovery award applications.

Section 9. Budget, Expenses, and Contributions.

By September 30 of each year, the Corporation shall submit the budget and a report of contributions and expenditures to the Division in a manner prescribed by the Division.

ARTICLE XII: FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 of each year and end on June 30 of the following year.

ARTICLE XIII: PUBLIC RECORDS AND PUBLIC MEETINGS

The Corporation shall follow the provisions of Chapter 119, Florida Statutes, relating to public records, and those provisions of Chapter 286, Florida Statutes, relating to public meetings.

ARTICLE XIV: RULES OF ORDER

The most recent edition of Roberts' Rules of Order shall prescribe the rules of the conduct for all meetings of the Corporation so far as not inconsistent with the laws of Florida, with the Articles of Incorporation, or with these Bylaws.

ARTICLE XV: INDEMNIFICATION

The Corporation shall indemnify and hold harmless all directors, officers, and agents for any liability heretofore or hereafter incurred as a result of their actions in the performance of their duties on behalf of the Corporation and will be covered by the immunities provided in Section 768.28, Florida Statutes. The Corporation shall also have the authority to purchase insurance for this purpose.

ARTICLE XVI: MISCELLANEOUS PROVISIONS

Section 1. Political Contributions.

The Corporation shall not make, directly or indirectly, any gift to a political committee or other committee defined in Section 106.011, Florida Statutes.

Section 2. Compliance.

The Corporation shall, at all times, comply with all applicable provisions of Florida law, including Florida's Government in the Sunshine Law (Chapter 286, Florida Statutes) and Chapter 112, Florida Statutes.

Section 3. IRS Forms.

By August 1 of each year, the Corporation shall submit to the Division its federal Internal Revenue Service Application for Recognition of Exemption form (Form 1023) and Federal Internal Revenue Service Return of Organization Exempt from Income Tax form (Form 990).

Section 4. Non-Discrimination.

The Corporation shall remain committed to equal opportunity and non-discrimination on the basis of race, creed, color, sex, religion, national origin, age, disability, genetic information, veterans' status, marital status, sexual orientation, gender identity, gender expression, or any other legally protected group status.

Section 5. Conflicts of Interest.

All actual or potential conflicts of interest involving members of the Board of Directors shall be disclosed and addressed in accordance with the applicable Conflict of Interest Policy and Florida law.

ARTICLE XVII: DISSOLUTION

Upon a dissolution of the Corporation, the assets of the Corporation shall be distributed to the Division, or to the State of Florida if the Division ceases to exist.

ARTICLE XVIII: CORPORATE SEAL

The Corporation shall maintain a corporate seal, which shall be in accepted, usual form, containing the exact name of the Corporation, the state of incorporation, and the date of incorporation. The corporate seal shall be approved by the Director of the Division.

ARTICLE XIX: AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors, at any meeting of the Board of

Directors, provided notice of the proposed change is given in the notice of such meeting.

I HEREBY CERTIFY that the foregoing constitutes the Bylaws of **THE FLORIDA EMERGENCY MANAGEMENT ASSISTANCE FOUNDATION, INC.**, and were adopted by the Board of Directors on this 25th day of May, 2023.



Chair/President



Secretary