

The Heron Creek Community Foundation By Laws

NAME:

The name of the organization shall be The Heron Creek Community Foundation (herein referred to as Foundation).

MISSION:

To support qualified charitable organizations that serve the citizens of North Port and improve the quality of life within the local community.

ORGANIZATION:

As of May 18, 2023, HCCF became an independent 501(c)(3) “charitable organization”, which offers a myriad of benefits to the Foundation and the people we serve. For starters, 501(c)(3) organizations are exempt from paying federal income and unemployment taxes, and **patrons who donate to them are allowed to claim a tax deduction for their contributions.**

ARTICLE I – Membership

MEMBERSHIP:

Membership shall be by individual or household and is open to all residents of Heron Creek, all members of the Heron Creek Golf and Country Club and all non-resident former Foundation members who show their support of the purposes of the Foundation by contributing an annual sum, to be determined by the Board of Directors (herein referred to as Board). These contributors will be referred to as Members.

ARTICLE II – Members’ Meetings

A. ANNUAL MEMBERS’ MEETING:

The annual meeting of members will take place each year during the first calendar quarter at a date, time and place determined each year by the Board.

B. SPECIAL MEMBERS’ MEETINGS:

Special meetings of members may be called at any time by the President or by the membership upon giving written notice to the President with a signed petition of at least twenty percent of the members. All such meetings shall be held within four weeks of the submission of the petition.

C. COMMUNICATIONS:

All members should provide an e-mail address to facilitate communications and notifications and should be diligent in periodically checking such e-mail.

D. NOTICE OF MEMBERS’ MEETINGS:

Written notice of all member meetings shall be delivered to members not less than twenty days prior to the meeting, setting forth the place, date and time of the meeting. For this purpose, ~~a posting both the posting~~ on the Foundation web site ~~or direct correspondence to members and an e-mail notice to members sent at least~~ or direct correspondence to members and an e-mail notice to members sent at least twenty days in advance of the meeting ~~are the permitted means of providing shall be sufficient~~ notice.

E. QUORUM:

Thirty percent of the membership eligible to vote represented in person or by proxy, shall constitute a quorum at any members meeting. If a smaller number is present, the meeting

will be adjourned, after a reasonable time, to another date and time, and written notice of such adjourned meeting shall be delivered to all members as required above. The Board of Directors shall set a record date for the qualification of members to vote and participate in any membership meeting.

F. VOTING:

Each Member, individual or household, shall be entitled to one vote per membership, either in person or by proxy, at any annual or special meeting. The vote of a majority of members present in person or by proxy at the meeting at which a quorum is present shall be the act of the members. Unless otherwise specifically provided herein, the act of the membership is determined by a simple majority of votes (in person and by proxy).

ARTICLE III – Fiscal Year

FISCAL YEAR:

The fiscal year end for the Foundation shall be December 31.

ARTICLE IV – Board of Directors

A. BOARD OF DIRECTORS:

The governance and administration of the affairs of the Foundation shall be vested in its Board of Directors. Such Board of Directors will consist of 12 Directors elected from the Foundation membership, each with a staggered 3-year term (i.e., four seats filled each year per the provisions of Terms of Office below). The members in good standing (i.e., up to date with annual contributions) of the Foundation shall elect all Board members, by simple majority, to fill each of the 12 seats at an annual or special meeting. The Board shall also include, as ~~a non-voting members, the current Heron Creek Community Association Neighborhood Chairperson and~~ the General Manager of the Heron Creek Golf and Country Club.

B. QUALIFICATIONS:

All voting Directors must be members in good standing (i.e., up to date with annual contributions) of the Foundation.

C. NOMINATIONS:

A Nominating Committee made up of at least three members who shall be appointed by the Board of Directors will make nominations to fill all expiring Director seats. A minimum of one nomination will be presented for each vacancy. The names of the nominees will be posted on the Foundation web site at least thirty days prior to the scheduled date of the annual meeting. Nothing herein shall preclude the making of nominations by petition containing signatures of at least twenty percent of the members in good standing on the date submitted, provided it is submitted to the President not less than twenty-five days prior to the annual meeting. Voting for Directors shall be by secret ballot if there is more than one candidate for any seat, with a plurality of the votes cast being sufficient for election.

D. TERM OF OFFICE:

Elected Directors shall serve the term of the seat occupied, i.e., three years. Anything to the contrary notwithstanding, each Director shall serve until a successor has been elected or appointed. Each year, 4 seats will expire and are open for election. Initially, Seats 1, 2, 3 and 4 will expire on 12/31/11; seats 5, 6, 7 and 8 will expire on 12/31/12; seats 9, 10, 11 and

12 will expire on 12/31/13 and thereafter in accordance with ~~three-year~~three-year terms of each seat. There are no term limits.

E. VACANCIES:

Unexpected vacancies on the Board of Directors during a three-year term shall be filled by a majority vote of the Directors then remaining in office, and the appointee shall serve for the remainder of the term of the seat to which appointed. The seat will then be open for election at the appropriate annual meeting. The Secretary of the Foundation will maintain a schedule of terms and expiration dates of Director seats and make it readily available to the membership.

F. REMOVAL OF A DIRECTOR:

A Director may be removed for any reason by a two-thirds vote of the members at the annual meeting or at a special meeting of the membership called for that purpose or by a two-thirds vote of the Board of Directors (i.e., 8 or more of the 12 voting seats).

G. ROLE OF THE BOARD OF DIRECTORS:

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ROLE OF THE BOARD OF DIRECTORS:

The Board on behalf of the Foundation shall also exercise the following functions:

1. ~~a.)~~ Elect a President, Vice President, Secretary and Treasurer by a simple majority vote of those present at its annual Board meeting. The terms for these four executive offices shall be for one year or until a successor is elected, whichever last occurs, and shall commence at the conclusion of the meeting at which they were elected. All such officers must be ~~duly-elected~~duly elected Directors on the Board.
2. ~~b.)~~ Lead the Foundation in all its activities for the purposes of raising funds by means of conducting a variety of fund-raising events, establishing an annual contribution for Foundation membership status, and accepting donations/gifts.
3. ~~c.)~~ Establish and maintain an endowment fund to support the Grant process in perpetuity. The targeted minimum amount to be maintained in the Endowment Fund shall be determined by the Board of Directors each year during the budgetary process and disclosed at the annual membership meeting. (within the provisions of a donor advised fund with the Gulf Coast Community Foundation) created by contributions and that portion of endowment income not issued in grants. Such portion will be determined by the Board each year.
4. Make grants to North Port residents and/or organizations serving the citizens of North Port that have a demonstrated need for financial assistance.
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- ~~d.)~~ Make grants to organizations that have a current 501 (c) (3) tax determination letter and that serve the citizens of North Port.
5. Conduct business, as that term is generally accepted in the commercial world, including entering into contracts.

~~A.==~~

~~e.) Conduct business, as that term is generally accepted in the commercial world, including entering into contracts.~~

H. f.) Authorize any designee, agent or contractor to do the work of the foundation.

I. ~~g.)~~ Manage the administrative and operating expenses of the Foundation. h.)

J. Determine the needs of the community and organize activities to satisfy those needs. Said activities shall be documented in a Policies & Procedures Manual to ensure consistency with the stated mission of the Foundation and ensure continuity in the way each approved activity is performed.

~~h.) Determine the needs of the community and organize activities to satisfy those needs.~~

ARTICLE V – Director Meetings

QUORUM:

A simple majority of Directors shall constitute a quorum at any meeting of the Board. A Director is determined to be present if he/she is physically in attendance or participates via teleconferencing. The act of a majority of the Directors present at any meeting at which the quorum requirements are met is the act of the Board of Directors.

DIRECTOR MEETINGS:

The annual meeting of the Board of Directors shall take place not more than ten days after the annual meeting of the members.

Subsequent meetings shall take place at a time and place decided by the Board. There will be a meeting at least each calendar quarter. Notice of such meetings must be given to each Director at least 2 days prior to the scheduled date. All director meetings shall be open to all members, and notice thereof shall be accomplished by posting on the Foundation web site or e-mail to members. Members may be permitted to address the Board or participate in discussions only at the request of a Director.

ACTION WITHOUT A MEETING:

The Board of Directors may act without a meeting if a written consent to the action is signed by at least seven of the Directors. E-mail confirmations are permitted for this purpose. Any such written consent is to be filed with the minutes.

ARTICLE VI – Officer Duties

A. DUTIES OF OFFICERS:

1. President – The President shall be the chief executive officer of the Foundation and shall preside over all meetings of the Board and members. It is the responsibility of this office to uphold the provisions of the by-laws. The President shall be an ex-officio member of all committees. Meetings of the Board of Directors and members shall be called by the President. The President shall perform such other duties and shall execute such documents and instruments as may be authorized by the Board of Directors.

2. Vice President – The Vice President shall act for the President in the absence or disability of such ~~officer, and officer and~~ shall assist the President as prescribed by the Board of Directors. The Vice President is also responsible for the development and maintenance of all Policies & Procedures approved by the Board of Directors.

3. Secretary – The official duties of the Secretary shall include the following:

a. Create, maintain and publish for member access on the Foundation website all minutes of official proceedings.

- b. Maintain a schedule of terms and expiration dates of Director seats.
- c. Attend to all correspondence on behalf of the Board.
- d. Prepare and serve (via the Foundation website or direct correspondence) a formal notice of all meetings or official business as required by the Board of Directors.

~~Secretary – The Secretary shall create and maintain all minutes of official proceedings and Foundation records and maintain a schedule of terms and expiration dates of Director seats. The Secretary shall attend to all correspondence on behalf of the Board, prepare and serve notice of all meetings, and retain custody of the meeting book of the Board and membership meetings.~~

- 4. Treasurer – The Treasurer shall serve as the custodian of all financial records, keeping accurate accounts of all receipts and disbursements and rendering an account of them at each formal meeting or when requested by the President.

B. REMOVAL OF OFFICERS:

Any officer may be removed from office by a two-thirds vote of the Board of Directors (i.e., 8 or more of the 12 voting seats)

ARTICLE VII – Committees

COMMITTEES:

There shall be various permanent and ad hoc committees to advise and assist the Board of Directors in carrying out the mission of the Foundation. The Board shall appoint members in good standing to serve as Chairs or Co-Chairs of all committees, and each committee shall consist of at least three individuals. ~~– All committee members shall be members in good standing of the Foundation.~~

- A. **Resource and Development Committee:** This committee shall be responsible for planning all ~~fund raising~~ fund-raising activities. Those assigned to serve on this committee shall seek to obtain volunteers who would be responsible for each planned ~~event, and event~~ and shall arrange to provide the necessary resources required for the success of that event. It is anticipated that there will be subcommittees under this category to plan and carry out each specific event and the chair or co-chair for that given event shall serve as an ex-officio member of the Resource and Development Committee. ~~for the singular purpose of assuring the appropriate award of funds derived from the specific event.~~

- B. **Grants Committee:** This committee is responsible for making recommendations to the Board regarding the awarding of grants by the Foundation. The process for making grants shall include a review of all suitable applications in a manner prescribed throughout Section Four of the Policies and Procedures Manual. ~~; a determination of the need and impact; proactive and reactive blend of 501 (c) (3) charitable organizations, including exigency and such other matters as may be considered necessary or proper including the capacity of the Foundation itself; pre-grant site visits and post-grant follow-up visits to ensure the proper use of granted funds.~~ All grants are subject to approval by the Board of Directors.

- C. **Finance Committee:** This committee is responsible for recommending to the Board an annual budget of anticipated revenues ~~receipts~~ and expenses, subject to the approval of

the Board. This is to be done in coordination with other committee chairs or co-chairs. This committee shall review the use of all funds collected and dispersed to assure that they are in compliance with the approved policies and procedures appropriately handled.

D. Publicity Committee: ~~Committee:~~ This committee shall be responsible for maintaining an ongoing relationship with the appropriate local media and Heron Creek residents for the dissemination of information, including but not limited to email broadcasts, website updates, newsletters and press releases regarding the activities of the Foundation. This is to be done in coordination with other committee chairs or co-chairs.

E. Membership Committee: This committee will create and maintain the official Foundation membership list, maintain records of all member e-mail addresses, coordinate the membership renewal process, manage recruitment of new members and provide reports to the Board as needed.

F. Community Services Committee: This committee shall be responsible for determining the non-financial needs of the community and, if feasible, organize activities to satisfy those needs.

G. Executive Committee: The President, Vice President, Secretary and Treasurer of the Board of Directors constitute the Executive Committee that has and may exercise the powers of the Board of Directors to the extent provided herein in Section Two of the Policies & Procedures Manual. ~~Members of the Executive Committee may participate in formal and informal meetings and discussions by means of telephone, e-mail or similar communication equipment if all persons participating can communicate with each other.~~ All actions of this committee are subject to ratification by the Board of Directors.

H. By-Laws Committee: This committee shall be responsible for the review and maintenance dissemination of the by-laws and other rules of the of the Foundation By-Laws, and making recommended changes to the Board of Directors. ~~The By-Laws committee shall also make recommendations to the Board of Directors for changes to the by-laws and rules and~~ advise the Board of Directors concerning the interpretation of the by-laws, rules and related matters.

Nominating Committee: This committee shall be made up of at least three members who shall be appointed by the Board of Directors and will make nominations to fill all expiring Director seats. The committee should bring the names and qualifications of those nominated to the Board no later than the November Board meeting.

ARTICLE VIII – Contributions

A. ~~MEMBER CONTRIBUTIONS~~Member Contributions:

—The Board of Directors shall have the authority to determine the level of annual member contributions to the Foundation together with the time for the payment of such contributions. As determined by the Board, a portion of the Foundation’s annual proceeds may be used to pay for Foundation administrative or operating expenses. The budget for such expenses shall be determined annually by the Board.

B. ~~OUTSIDE ENTITY CONTRIBUTIONS~~Outside Entity Contributions:

There shall be no fund-raising activities advertised as “for the benefit of the HCCF”, without

prior ~~agreement approval~~ by the HCCF Board of Directors. Once ~~agreed approved~~, a member of the HCCF Board, appointed by the President, will serve as liaison between the HCCF board and the funding entity. As liaison, said person will provide periodic reports to the HCCF Board, that all funding activities of the donor organization or individual are consistent with the goals and objectives of the ~~HCCF Foundation~~ and the donor entity. The HCCF Board shall make every effort possible to agree with and support all entities desiring to donate proceeds of their activities to the ~~HCCF Foundation~~.

ARTICLE IX – Confidentiality, Security and Data Security

A. DOCUMENT AND DATA SECURITY:

The Board shall maintain a policy of protecting all information received from grant applications and other sources as confidential (~~see section 1.03 of the Policies & Procedures Manual~~). All information received by ~~HCCF the Foundation~~ will be treated with discretion and be regarded as the property of ~~HCCF the Foundation~~. Such information will be returned or destroyed by ~~HCCF Foundation~~ officials when they leave their respective offices. In addition, this policy shall require all officials to handle such information and all related discussions in meetings, whether about grant applicants or other sensitive business of the ~~HCCF Foundation~~ with full and appropriate discretion.

B. CONFLICT OF INTEREST IN GRANTS:

The Board shall maintain a policy whereby those officials considering grant applications will recuse themselves if there is any conflict of interest or appearance of conflict of interest with regard to a specific grant request.

ARTICLE X – Amendments

AMENDMENTS:

These by-laws may be amended or rescinded in whole or in part by a two-thirds vote of the membership present, in person or by proxy, at an annual meeting, provided that the proposed change to the by-laws is, at least 30 days in advance of the annual meeting, presented to the Secretary by the Board or any member if accompanied by the signatures of at least 20 percent of the members and provided that the proposed change is posted for members at least 20 days in advance of the meeting.

Article XI – Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the ~~HCCF Foundation~~ in all cases to which they are applicable and in which they are ~~consistent not inconsistent~~ with these bylaws and any special rules of order the ~~HCCF Foundation~~ may adopt.

History: Original By Laws approved: June 29, 2010

- Amendments approved: March 9, 2011
- Amendments approved: January 23, 2013
- Amendments approved: January 17, 2014
- Amendments approved: January 18, 2019

- Amendments approved: January 17, 2020
- Amendments approved: January 21, 2022
- Amendments approved: January 31, 2024

Signed this 29th day of June, 2010, by the

Founding Directors
Heron Creek Community Foundation

Patricia Beers

Ronald G. Bowersock

Robert W. Burkart

Steven L. Donofrio

Neil C. Ebersoldt

Evans Edinger

A. Glen Everhart

Katherine M. Isbell

Walter Melnik, Jr.

Martin I. Sachs

F. Rozier Sharp

Gilbert E. Swain, Sr.

Wayne R. Stemmer, Director, Heron Creek Community Association, Inc.

Jerry Moore, General Manager/COO Heron Creek Golf & Country Club