

BYLAWS  
OF  
JAGA CHARITABLE TRUST, INC.  
(a Florida Not-For-Profit Corporation)

ARTICLE I

Purpose of Corporation

The Corporation is organized and shall be operated consistent with an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, but without any limitation of the foregoing, the Corporation intends to focus its efforts to: (a) raise, hold, administer funds (property) to support a scholarship program; (b) the program is designed to provide awards for worthy graduating high school seniors, undergraduate college students, and for other educational certificate and degree programs; (c) student applicants need to have an affiliation with the Jacksonville Area Golf Association, Inc (JAGA) through its member clubs and organizations; (d) scholarship applicants are required to be recommended by a JAGA Director. The Corporation may also be referred to herein as the "Trust" though it operates as a Florida not-for-profit corporation.

ARTICLE II

Name and Offices

1. Name. The name of the Corporation is as set forth in the Articles of Incorporation dated January 21, 2014 and registered with the Florida Secretary of State.
2. Offices. The principal office of the Corporation shall be in Jacksonville, Florida. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the Corporation may require.

ARTICLE III

## Members

The Corporation shall not have members.

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## ARTICLE IV

### Director/Trustee Qualifications and Appointment Process

To qualify to serve as a member of the Corporation's Board of Directors (referred to herein as a "Director/Trustee"), the person must: (a) be an active director of the Jacksonville Area Golf Association, Inc. (JAGA); (b) have a definitive interest in becoming a Director/Trustee; (c) have an understanding and appreciation of the purpose and operating functions of the Trust; (d) have the experience and ability to take on responsible roles and operating positions serving the Trust.

The appointment process begins with the Chair of the Trust notifying the JAGA President and the JAGA Executive Committee that an open position has occurred.

- The Trust will include a written Position Description for the open position.
- JAGA directors will be notified of the open position and those interested will be encouraged to apply.
- The completed applications will be forwarded to the Trust to be reviewed by a select number of Directors/Trustees.
- The review will include an interview/talk to provide the applicant with an understanding of the role and responsibilities of the position.
- The applications will then be returned to the JAGA Executive Committee, along with the Trust's recommendation of the applicant(s) it favors for the open position.

- The JAGA Executive Committee will then review the applications and select and appoint the applicant(s) to fill the open position(s).

## ARTICLE V

### Directors/Trustees and Officers

The Trust shall have a minimum of five Directors/Trustees and may increase the number to a maximum of nine Directors/Trustees.

- Directors/Trustees shall review and sign their acceptance of the Trust's Conflict of Interest document.

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- Directors/Trustees shall be appointed to serve 4-year staggered terms, beginning in the third (3<sup>rd</sup>) quarter of the year they are appointed.
- At the end of a Director/Trustee 4-year staggered term, the reappointment of the Director/Trustee or the appointment of a successor Director/Trustee shall be processed in the same manner used for the appointment of a new Director/Trustee
- Similarly, in the event of a vacancy due to death, resignation or removal of a Director/Trustee, then a successor shall be appointed to complete the remainder of the term by the same appointment process by which such deceased, resigned or removed director was appointed.
- If at the expiration of any term of office of and director a successor thereto shall not have been appointed, then the Director/Trustee whose term of office shall have expired shall continue to hold office until a successor is appointed.
- The initial term limit for Directors/Trustees is 4-years on a staggered basis; however, based on need as determined by the Board of Directors, a Director/Trustee may be approved to serve

up to an additional 4-year term for a maximum 8-year service period.

## ARTICLE V I

### Removal of Directors/Trustees

Directors/Trustees are appointed to serve as members of the Trust's Board of Directors. A Director/Trustee may be removed therefrom with or without cause by the Jacksonville Area Golf Association, Inc. (JAGA) Executive Committee. Reference: Article VIII (Removal of Directors) of the Trust's January 21, 2014, Articles of Incorporation, and further in the manner provided by Florida Statutes.

## ARTICLE VII

### Board of Directors

Management. The powers of the Corporation shall be exercised by or under the authority of, and the business affairs and property (funds) of the Corporation shall be managed and controlled under the direction of the Board of Directors, which may exercise all such powers of the Corporation.

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Members. The members of the Board of Directors shall consist of the Directors/Trustees of the Corporation.

Officer Positions. The officer positions of the Corporation shall consist of: Chairman, Vice Chairman, Treasurer, Secretary, and Scholarship Chairman. Only current Directors/Trustees can be elected to an officer position.

### Nomination and Election of Officers.

- During the 3<sup>rd</sup> quarter meeting of the Board of Directors, with a quorum of all members present, the Chair will ask for nominations from members and following a subsequent discussion, a vote will be taken to approve the slate of Officers

for the coming year. A majority vote of the members is required to approve the slate of Officers.

1. The elected slate of Officers will be announced at the conclusion of the 3<sup>rd</sup> quarter Board of Directors meeting.
  2. Officers of the Corporation shall serve for a minimum 1-year term and may be reappointed annually to serve up to a maximum of 4 consecutive years.
- The Board of Directors may appoint or elect such other Officers as it deems desirable. Such Officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

## ARTICLE VIII

### Officer Duties and Responsibilities

The respective Officer duties and responsibilities listed herein is intended to cover the principal accountabilities of each position. A broader description of the duties and responsibilities of each Officer position is contained in the Position Descriptions adopted by the Board of Directors and referred to by reference herein.

Chairman. The Chairman is the Chief Executive Officer and President of the Corporation; calls and presides at all meetings of the Board of Directors.

- In the recess of the Board of Directors, the Chairman has general control and management of the Corporation.

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- The Chairman shall be responsible for executing the Corporation's business as directed by the Board of Directors and is an ex-officio member of all standing committees.

- The Chairman shall have the authority to serve as one of two required signatories for Corporation disbursements of \$2,000 or greater.
- The Chairman may recommend to the Board of Directors to establish and empower standing or special purpose committees, as deemed necessary, and for the Chairman to have the authority to appoint the Directors/Trustees to serve on the committees.
- The Chairman shall present an annual Financial and Operating Report on the Trust's activities during the past year to a scheduled meeting of JAGA Directors.

Vice Chairman. The Vice Chairman, in the event of the Chairman's absence or disability, the Vice Chairman shall perform the duties and possess and exercise the powers of the Chairman. The Vice Chairman may also be referred to as the Vice President of the Corporation.

- The Vice Chairman shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Chairman or Board of Directors.
- The Vice Chairman shall have the authority to sign as one of two (2) required for Corporation disbursements of \$2,000 or greater.
- The Vice Chairman may serve as Chairman of any Corporation standing or special purpose committee.

Treasurer. The Treasurer shall serve as the chief financial officer of the Corporation.

- The Treasurer shall be responsible for and have custody of all financial assets (funds), property, and such other assets of the Corporation as the Board of Directors may authorize.
- The Treasurer shall serve as the Corporation's principle contact officer with respect to maintaining relationships with banks and investment management organizations that are entrusted to maintain and invest the Corporation's financial assets.

- The Trust's relationship arrangements with banks and investment management organizations are presented to the Board of Directors for approval.
- The Treasurer shall maintain the Corporation's accounting and bookkeeping records in accordance with generally accepted accounting standards and serve as the principal contact officer with the Corporation's Certified Public Accounting firm.
- The Treasurer shall be responsible to ensure that all required Federal (IRS) and Florida Secretary of State financial filings and reports, along with reports to JAGA, are prepared and filed when due.
- The Treasurer is authorized to prepare and sign checks or use electronic payment methods for authorized disbursements under \$2,000.
- The Treasurer's signature is required for authorized disbursements of \$2,000 or greater along with a second signature of either the Chairman or Vice Chairman.
- The Treasurer shall have oversight responsibility to maintain the type and coverage limits of the Trust's D&O and Liability insurance policies as established and approved by the Board of Directors.

Secretary. The Secretary shall be responsible to record the minutes of all Board of Director meetings and to:

- Maintain the official governing and legal document records of the Corporation in electronic format in an online library.
- Conduct the official correspondence of the Corporation.
- To perform such other duties as the Board or Directors and Chairman may request.

Scholarship Chairman. The Chairman shall be responsible for managing the Trust's Scholarship Program.

- The responsibility includes maintaining communications with JAGA Member clubs and organizations on the administrative, operating, and the role of the Scholarship Selection Committee.
- Serve as a resource to JAGA directors who sponsor candidates applying for a scholarship.

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- Maintain ongoing contact with students on scholarship and their respective colleges, universities, and other educational institutions they are attending.
- This includes receiving student grade reports and to determine their adequacy to enable scholarship award recipients to continue to receive their scholarship award payments.
- Has the responsibility and authority to prepare checks and utilize electronic payment methods up to \$1,000 to educational institutions for credit to JAGA Scholarship recipient accounts.

## ARTICLE IX

### Investment of Funds

There is no standing committee responsible for the investment and placement of funds. Directors/Trustees have the opportunity to provide their input and comments on the placement and handling of investable funds and bank checking and savings accounts when the Treasurer presents plans and recommendations to the Board of Directors for approval.

The Treasurer and Chairman of the Scholarship Committee, shall jointly determine the amount and liquidity of funds to be set aside (as a reserve) to fund the present and committed future scholarship awards of current scholarship recipients. The reserve recommendation is presented to the Board of Directors for approval.



## ARTICLE X

### Board of Director Meetings

The Board of Director meetings shall be held annually on a quarterly basis during the months of February, May, August, and November. Additional meetings may be called by the Trust Chairman, as needed.

The quorum requirements for Board of Director meetings depend on the matters to be voted on:

- To change or amend the governing documents of the Trust, i.e., Articles of Incorporation, Bylaws, and to approve legally enforceable contracts will require a quorum where all Officer/Trustee members are present and a majority vote of the members is needed for approval.

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- For actions of a non-legal nature concerning administrative or operating activities of the Trust, a quorum of at least 3 of the 5 Board of Director members need to be present at the meeting in order to conduct the business of the Trust.

## ARTICLE XI

### Exempt Activities

Notwithstanding any other provision of these Bylaws, no Officer, Director/Trustee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501 (c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended.

## ARTICLE XI

### Amendments

These Bylaws may be amended or rescinded by the Board of Directors at a regularly scheduled or special meeting called where all Directors/Trustees are present and based on all members voting on the action to be taken.

BOARD OF DIRECTORS

Adoption of Bylaws

These Bylaws were adopted by the Board of Directors at a meeting held on April 11, 2022, where all Directors/Trustees participated (via email) and voted unanimously to adopt the Bylaws, as presented.

END OF THE DOCUMENT

