

Saint Anthony Friends for Education – S.A.F.E
an unincorporated association

BYLAWS

Article I - Name

The name of this Association shall be The Saint Anthony Friends for Education, hereinafter referred to as SAFE.

Article II - Mission

The mission of SAFE is to ensure the growth of our endowment and to initiate and oversee programs that fulfill the continuing long-term fundraising needs of Saint Anthony Catholic School. The Association is committed to creating, administering, and providing endowment for teacher salary enhancements, scholarships, educational purposes, other projects and other school needs as determined by the Board of Directors, and in conjunction with the Pastor of Saint Anthony Church (“Pastor”). The Association strives to create a balance with the long-term goals and immediate needs of Saint Anthony Catholic School.

Article III - Purpose

SAFE is a volunteer association of individuals, with an interest in maintaining and continuing to improve the long-standing tradition of a quality Catholic education at Saint Anthony School through a foundation. The foundation is designed to provide funds for longer-term needs and create the capital resources necessary for many future generations of students to come. The general purpose of the Association shall be achieved by the Association operating for religious and educational purposes which will be consistent with the Archdiocese of Miami’s qualification as an exempt organization under 26 U.S.C.A. § 501(c)(3) or corresponding provisions of any subsequent federal tax law.

SAFE shall raise funds through an annual giving and planned giving program, fundraising events, or any other fundraising or development program approved by the Board of Directors in conjunction with the Pastor, as well as receive gifts, grants, and bequests in order to pursue and accomplish the Association’s mission.

The Board of Directors shall monitor the distribution and allocation of funds and provide for funds to be invested in an endowment to be maintained and administered by the Archdiocese of Miami. All investment decisions regarding the endowment shall be the sole responsibility of the Archdiocese of Miami and neither the Association nor its Board of Directors has any fiduciary responsibility or obligation regarding the investment decisions made by the Archdiocese of Miami for funds deposited into the endowment account maintained and administered by the Archdiocese of Miami.

“Further, the Board of Directors shall be responsible for investment decisions concerning all funds not designated for the Archdiocesan endowment. These funds may include those allocated to banks and investment companies.” Additionally, the Board of Directors shall monitor the payment of SAFE expenses to ensure that such expenditures are consistent with the Mission and Purpose.

Article IV - Location

The principal office of this Association shall be located at 920 NE 3rd Street, Fort Lauderdale, FL 33301.

Article V - Fiscal Year

The fiscal year of the Association shall be the twelve-month period beginning July 1 and ending June 30 each calendar year.

Article VI - Membership

SAFE shall be a non-member Association.

Article VII – Annual Meeting

Section 1 - Annual Meeting

An annual meeting shall be held at a time and place determined by the Board of Directors.

Article VIII - Board of Directors

Section 1 - Size

The Board of Directors of the Association shall consist of not less than ten (10) nor more than twenty-five (25) Directors, who shall represent the interests of the parents of students of Saint Anthony School and the parishioners of Saint Anthony Church. The Pastor shall serve without election as a voting member of the Board of Directors.

Section 2 - Election and Term

Directors shall be elected at the Annual Meeting by a majority of the Board of Directors present when a quorum of the Board of Directors exists. Directors shall be elected for an initial two-year term. Directors may be elected for additional two-year terms. Directors may serve a maximum of ten years, after which at least one year must elapse before eligibility for re-election. The term of a Director shall begin at the annual meeting at which he/she is elected. Should a Director be elected to fill an unexpired term of another Director, such term of service on the Board of Directors shall not count toward such Director serving the maximum of ten years.

Section 3 – Duties of Directors

A Director shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board of Directors, upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the Association, and with such care as an ordinary prudent person in a like position would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of the Association whom the Director reasonably believes to be reliable and competent in the matters presented,
- (b) counsel, public accountants or other persons as to matters which the Directors reasonably believe to be within such person's professional or expert confidence, or

- (c) a committee of the Board of Directors upon which he or she does not serve, duly designated in accordance with these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A person who performs his or her duties in compliance with this Section shall have no liability by reason of being or having been a Director of the Association.

Section 4 – Powers

The Board of Directors shall be the governing and legal authority of the Association and shall have the power to take action for the purposes of pursuing and accomplishing the Mission and Purpose of the Association.

The powers of the Board of Directors shall include, but not be limited to, the following:

1. Establishment of organizational policies for governance and operation of the Association.
2. Election of officers of this Association according to these By-laws.
3. Approval of the distribution and allocation of funds for, including but not limited to, endowment for teacher salary enhancement, student scholarships, educational programs and any other project consistent with the Mission and Purpose.
4. Review and approval of the Association’s financial transactions.
5. Husband and wife member shall have 1 (one) vote jointly between them.

Section 5 – Removal

Any elected Director may be removed by the Board of Directors at any meeting of the Board by a majority vote of the Directors of the Board present providing the Director shall have had at least seven days written notice of such proposed action prior to the meeting.

Section 6 - Vacancies

The Executive Committee shall make nominations for vacancies on the Board of Directors at the Annual Meeting. Vacancies that occur at other times may be filled for the balance of the term by a majority vote of the Board of Directors, on recommendation of the Executive Committee, at any Board of Directors’ meeting.

Section 7 - Meetings

The Board of Directors shall hold at least five regular Board meetings during the year. Additional meetings may be held on the call of the President of the Board of Directors, Pastor, or by any five Directors. Notice of any meeting of the Directors, regular or special, stating the time when and place where the meeting is to be held shall be served personally or by mail, email or fax, upon each Director not less than seven days before the meeting. The notice of any special meeting shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to subjects stated in the call and matters germane thereto.

Section 8 – Attendance and Resignation

An unexcused absence from three (3) meetings per year of the Board of Directors shall be construed as a resignation by the Director. Notice of three (3) absences shall be sent to the Director. Exceptions to resignation by absence due to extenuating circumstances may be granted by the Board of Directors. A Director may resign from the Board of Directors, orally or in writing, at any time.

Section 9 - Quorum

A quorum of Directors shall consist of at least a majority of the current members of the Board of Directors. All voting matters shall be decided by a majority vote.

Section 10 – Proxy & Telephonic Attendance

There shall be no vote by proxy. Members of the Association’s Board of Directors shall be deemed present at a meeting of such Board if such Director participates in the meeting by any means of communication by which all Directors participating in the meeting may simultaneously hear each other during the meeting.

Section 11 - Director Conflicts of Interest

A contract or other transaction between the Association and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall not be either void or voidable because of such relationship or interest or a committee thereof which authorizes, approved or ratifies such contract or transaction or because his, her or their votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or
- (b) The Contract or transaction is fair and reasonable to the Association at the time it is authorized by the Board of Directors or a committee.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee there of which authorizes, approves or ratifies such contract or transaction.

No Director or employee shall use his or her official position or office to obtain financial gain or favorable status for himself or herself, any member of his or her household, or any business or concern with which he or she or a member of his or her household is associated.

Further, each Director or employee shall make every reasonable effort to avoid situations where it may appear that he or she is making such use of his or her position.

No Director will receive compensation for serving on the Board of Directors.

ARTICLE IX – Executive Director

The Development Director of Saint Anthony School shall be the Executive Director of the Association. The Executive Director shall work in conjunction with the Board of Directors in pursuing and accomplishing the Mission and Purpose of the Association, including but not limited to administering the annual giving and planned giving program, fundraising events and the receipt of gifts, grants and bequests. The Executive Director shall attend all Board of Directors meetings and shall serve as the liaison between the Association, the Pastor and Principal.

Article X - Officers

Section 1 - Officers of the Association

President
Vice President
Secretary
Treasurer

In addition, the Board of Directors may, at any time, create additional offices, and the Board of Directors may elect such additional officers, as it shall deem necessary.

The officers shall be elected by the Board of Directors at the last Board meeting before the Annual Meeting and installed at the Annual Meeting.

In the event that an elective office of the Association becomes vacant, a replacement will be recommended by the Executive Committee for approval by the Board of Directors.

Section 2 - Term

The term of all officers shall be for two years with no officer holding the same office for more than two consecutive terms, unless the Board of Directors waives this term limitation. The Immediate Past President of the Board is exempt from tenure limitations while serving as Immediate Past President. The Immediate Past President shall serve on the Executive Committee following their term as President.

Section 3 - Duties

A. President, Board of Directors

The President of the Board of Directors shall preside at all meetings of the Board of Directors, the Executive Committee and Annual Meeting. The President of the Board shall perform all such duties as may properly fall within the duties prescribed for that office, and such other duties as may be prescribed from time to time by the Board of Directors. The President of the Board of Directors shall appoint such committees as the Board of Directors may authorize and has the power to appoint any committees not otherwise provided herein. The President shall serve as a non-voting member of all committees.

B. Vice President

In the absence of the President of the Board of Directors, the Vice President shall have all the powers and perform all the duties of the President.

C. Secretary

The Corporate Secretary shall keep, or cause to be kept, true and accurate minutes of all acts and proceedings of the Association.

D. Treasurer

The Treasurer shall be responsible for overseeing matters related to the financial operations of the Association to ensure that all operations are conducted in a sound fiscal manner. The Treasurer shall render a report to the Board of Directors at regular meetings or as required and shall ensure that the annual external accounting of cash activity of financial statements is satisfactorily conducted.

Article XI - Standing Committees

Section 1 - Executive Committee

The Executive Committee shall consist of a minimum of five (5) Directors including the President, Vice President, Secretary, Treasurer, Immediate Past President, Pastor and at least one at-large member appointed by the President of the Board.

The Executive Committee shall have all power and authority to act for the Board of Directors between regular Board meetings and in emergencies. Nothing herein shall be construed to allow the Executive Committee to act contrary to the direction of the Board or to amend these By-laws.

It is intended that the Executive Committee shall not meet on a regular basis and that meetings of the Executive Committee shall be held from time to time as called by the President of the Board, or at least 5 Directors. At least four voting members shall constitute a quorum. All voting matters shall be decided by a majority vote of those present.

Members of the Executive Committee shall be deemed present at a meeting of such Executive Committee if such member participates in the meeting by any means of communication by which all members participating in the meeting may simultaneously hear each other during the meeting. For the purpose of conducting business, meetings of the Executive Committee may occur telephonically or in person.

Article XII – Special and Ad Hoc Committees

Section 1 - Additional Committees

The Board of Directors, Executive Committee, or President of the Board may from time to time appoint additional standing or special committees and designate their duties and powers.

Section 2 - Tenure

Appointment to all committees, Standing, Special and Ad Hoc expires upon the submission of the Committee's final report, so designated, or upon the pleasure of the President of the Board of Directors or upon the conclusion of the next Annual Meeting of the Board of Directors, whichever shall sooner occur. Unless otherwise prohibited, Committees may be renewed and their members reappointed without limitation. Chairs of Standing, Special and Ad Hoc Committees must be rotated from time to time with each Chair serving a maximum of two consecutive years for any one committee.

Article XIII – Books, Records and Reports

The Association shall keep as permanent records correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors and committees possessing the authority of the Board of Directors in a manner a reasonable and prudent business person would maintain such records. All books and records of the Association shall be kept in written form or in another form capable of conversion into written form within a reasonable time.

Article XIV - Duration

The period during which this Association is to continue is perpetual or until terminated by the Board of Directors or Pastor.

Article XV - Amendments

These By-laws may be amended or repealed by the Directors present at any annual, regular or special meeting at which a quorum is present provided the following conditions are met:

1. Proposed amendments shall be presented to the Board of Directors at least fifteen (15) calendar days previous to the vote at which approval of said amendment is being sought.
2. A two-thirds vote of the Board of Directors present and voting, at a meeting or via email, is required to approve proposed amendment(s).
3. Notice shall be given as set forth for meetings in Article VIII, Section 7.

Any amendments, alterations, changes, additions, or deletions from these By-laws, by the Board of Directors, shall be consistent with the laws of the State of Florida that define, limit, or regulate the powers of this Association or the Directors of this Association.