



**BYLAWS, NATIONAL FREEDOM OF INFORMATION COALITION**

**ARTICLE I  
OFFICES AND AGENT**

1.01. Principal Office. The principal office of the corporation in the State of Florida shall be located in the City of Gainesville, County of Alachua. The corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

1.02. Registered Office and Registered Agent. The corporation shall have and shall continuously maintain in the State of Florida a registered office and registered agent whose office is identical with such registered office, as required by the Florida Not for Profit Corporations Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Florida, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II  
BOARD OF DIRECTORS**

2.01. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

2.02. Number, Election, Tenure, and Qualifications, Directors shall be elected by the Members of the corporation. The minimum number of Directors shall be five. The Board of Directors may increase the number of Director positions by majority vote in accordance with this Article II. Each Director shall hold office for a term of three years or until a successor shall have been elected and qualified, but a Director may be reelected to successive three-year terms.

2.03. Chair. The President of the Board will also act as chairperson. In the absence of the President, the Directors shall select from among themselves, by a majority vote of the Directors present at a meeting where a quorum is present, a person to act as Chair, to preside

at meetings of the Board and of Members and to carry out such acts as may be required or permitted of the Chair by law or by these bylaws.

2.04 Regular Meetings. Regular meetings of the Board of Directors shall be held at least twice each year at such time and place as the Chair of the Board of Directors shall designate. The Board of Directors may provide by resolution the time and place, either within or without the State of Florida, for the holding of additional regular meetings of the Board without notice other than such resolution. One regular meeting each year shall be held in conjunction with the annual meeting of the Members.

2.05. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Florida, as the place for holding any special meetings of the Board called by them.

2.06. Notice. Notice of any special meeting of the Board of Directors shall be given at least two weeks previously thereto by written notice delivered personally or sent by postal or electronic mail to each Director at their address as shown by the records of the corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when 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. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

2.07. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

2.08. Manner of Action. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

2.09. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessors in office.

2.10. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors the Directors' expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

2.11. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action that 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 all of the Directors.

2.12. Meetings and Board Actions. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken by means of conference telephone, email or by other means of electronic or digital communications through which all persons participating in the meeting can engage in dialogue via voice, video or text protocols.

### **ARTICLE III OFFICERS**

3.01. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be selected in accordance with the provisions of this Article III. The Board of Directors may elect or appoint such other officers, including one or more additional Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

3.02. Election and Term of Office. Only the Directors of the corporation shall be eligible to be appointed as officers of the corporation. Each officer shall be appointed for a two-year term and shall hold office until their successor shall have been duly appointed and qualified. Appointments for regular terms for officers of the corporation shall be made by the Board of Directors biennially at the annual meeting of the Directors in odd numbered years. If the appointment of officers shall not be held at such meeting, such appointment shall be held as soon thereafter as may be convenient. New offices may be created and filled, or any vacancy may be filled, at any meeting of the Directors.

3.03. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in the Board's judgment the best interests of the corporation would be served thereby.

3.04. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

3.05. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that 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 or by statute to some other officer or agent of the corporation; and in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The Director who is appointed Chair in accordance with Section 2.03 of these bylaws shall hold the office of President of the corporation for the duration of such Director's term as Chair.

3.06. Vice President. In the absence of the President or in the event of their inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice

Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board of Directors. In the event the corporation has no Vice President, the President shall designate another officer of the corporation to act in the President's place in the event of the President's absence or inability to act.

3.07. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or the Board of Directors.

3.08. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the corporate seal; certify all documents requiring certification, the execution of which on behalf of the corporation is duly authorized in accordance with the provisions of these Bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or the Board of Directors.

3.09. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer, the Secretary, the President, or the Board of Directors.

#### **ARTICLE IV COMMITTEES**

4.01. Committees of Directors. The President, or Board of Directors by resolution adopted by a majority of the Directors, may designate and appoint one or more committees, each of which shall consist of two or more Directors and may include Members, which committees, to the extent provided in said resolution. No such committee, however, shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings thereof or; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors that by its terms provides that it shall not be amended,

altered, or repealed by such committee. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Directors, or any individual Director, of any responsibility imposed on it or on them by law.

4.02. Term of Office. Each member of a committee shall serve at the discretion of the President or Board of Directors and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

4.03. Chair. One member of each committee shall be appointed Chair by the person or persons authorized to appoint the members thereof.

4.04. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

4.05. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

4.06. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE V MEMBERS**

5.01. Membership. The corporation shall have Members, who shall have the rights set forth in this Article V.

5.02. Members. Any state-level, regional or jurisdictional Freedom of Information or First Amendment organization in the United States and its territories, including any academic center or organization associated with an academic center, acting as a coalition that receives the approval of the Board of Directors of the corporation may become a Member of the corporation. Members in good standing shall be entitled to elect the Directors of the corporation, vote on such other matters as may be determined by the Board of Directors, and participate in NFOIC members-only programs and services.

5.03. Meetings. Regular meetings of the Members of the corporation shall be held at least once each year at such time and place as the Chair of the Board of Directors of the corporation shall designate. The Board of Directors may provide by resolution the time and place, either within or without the State of Florida, for the holding of additional regular or special meetings of the Members.

5.04. Notice. Notice of any meeting of the Members shall be given at least two weeks prior thereto by written notice delivered personally or sent by postal or electronic mail to each Member at their address as shown by the records of the corporation. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except when a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or

convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Members need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

5.05. Quorum. One-third of the Members of the corporation shall constitute a quorum for the transaction of business at any meeting of the Members. If less than one-third of the Members are present at said meeting, the Chair of the Board of Directors of the corporation, or the person acting in their stead as chair of the meeting, shall reschedule the meeting.

5.06. Manner of Action. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members, unless the act of a greater number is required by law or by these bylaws. Each Member that is not a natural person shall designate in writing a natural person to act on such Member's behalf with respect to the corporation.

5.07. Chair to Preside. The Chair of the Board of Directors of the corporation shall preside at all meetings of the Members of the corporation. In the absence of the Chair of the Board of Directors, the person acting in the Chair's stead with respect to the Chair's duties on the Board of Directors shall also act in their stead as Chair of the meeting of the Members.

## **ARTICLE VI CHECKS, DEPOSITS, AND FUNDS**

6.01. Contracts. The Board of Directors may authorize any officer, officers, agent, or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be either general or confined to specific instances.

6.02. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer, officers, agent, or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or Treasurer and countersigned by the Secretary or an Assistant Secretary.

6.03. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

6.04. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE VII BOOKS AND RECORDS**

The corporation shall keep correct and complete books of account and shall also keep minutes of the proceedings of the Board of Directors and of committees having any of the authority of the Board of Directors.

**ARTICLE VIII  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Florida Not for Profit Corporations Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE IX  
AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a super majority of two-thirds of the Directors, if at least two weeks' written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws.

**ARTICLE X  
SEAL**

The Board of Directors may adopt a corporate seal. If so adopted, the seal shall have inscribed thereon the name of the corporation.

**ARTICLE XI  
INDEMNITY**

The corporation shall indemnify its Directors and officers to the extent permitted by Chapter Chapter 617 Florida Not for Profit Corporations Act or any superseding statute under the circumstances in which indemnification is permitted by said Chapter 617.

**CERTIFICATE OF BYLAWS**

The undersigned, Secretary of National Freedom of Information Coalition, a Florida nonprofit corporation, hereby certifies that the foregoing Bylaws constitute the Bylaws of National Freedom of Information Coalition as duly adopted by the board of Directors of such corporation on the 22nd day of November, 2019 and as amended subsequently.

Deborah Fisher, Secretary