

**BYLAWS OF**  
**FIRST AMENDMENT FOUNDATION, INC.**  
(As Adopted October 30, 1984)  
(Amended January 17, 2001)  
(Amended November 27, 2006)  
(Amended June 18, 2010)  
(Amended August 5, 2013)  
(Amended August 13, 2014)  
(Amended July 6, 2015)  
(Amended August 8, 2017)  
(Amended February 12, 2019)

**ARTICLE I**

**NAME AND PURPOSE**

The name of this corporation is FIRST AMENDMENT FOUNDATION, INC. The purposes for which it is formed, as stated in the Articles of Incorporation, are to operate for the preservation and advancement of:

1. freedom of information in government and for such other purposes consistent therewith as provided in the Florida Constitution, Article I, Section 24;
2. freedom of speech and of the press as provided in the U.S. Constitution, Amendment I, and Florida Constitution, Article I, Section 4; and
3. to conduct such other related business as is permissible under the laws of Florida or the United States.

**ARTICLE II**

**PRINCIPAL OFFICE AND RESIDENT AGENT**

The corporation shall have its principal office in Leon County, Florida and may conduct its activities at any place or places in the state, the nation, or elsewhere. The corporation shall have in Leon County a designated agent authorized to accept service of process for the corporation.

**ARTICLE III**

**MEMBERSHIP**

1. The membership of the Foundation shall consist of individual citizens, media, and other corporations, associations and organizations concerned with open government and related First Amendment issues, and such others as the Trustees shall designate.

2. The members of the Foundation shall have no right, title, or interest whatsoever in its income, property or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution of the corporation.
3. Members of the Foundation shall not be personally liable for the debts, liabilities, or obligations of the corporation.
4. The members of the Foundation shall have no vote or voice in the management of the Foundation.

## **ARTICLE IV**

### **BOARD OF TRUSTEES**

1. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees to be comprised of twenty-two trustees. All trustees must be active members of the Foundation or be employed by active members of the Foundation and must make an annual contribution to the Foundation.
2. Trustees shall be elected by a majority vote of the Trustees and shall serve a three-year term. If approved by a majority vote of the Board of Trustees, a Trustee may be approved to serve additional terms. Trustees shall be selected from representatives of the citizens of Florida and organizations serving the public, including representatives of Florida's news media.
  - (a) At least Eight Trustees shall be representatives of the Florida news media, to include one Trustee selected by the current president of the Florida Society of News Editors.
  - (b) The remaining Citizen Trustees shall be selected from representatives of the citizens of Florida and organizations serving the public. As long as he remains willing and able to serve, Founder Emeritus Pete Weitzel shall be one of the ten Citizen Trustees. Citizen trustees may include representatives of the Florida Bar who have knowledge of First Amendment and freedom of information issues, as well as representatives of on-line, data aggregator, social media, or other technology-driven information organizations. One of the Citizen Trustees shall be the chief executive officer of the Florida Press Association and another of the Citizen Trustees shall be selected by the current chairperson of the Florida Press Association.

All trustees shall be approved by a majority vote of the Board of Trustees.

3. (a) In addition to an executive committee, five standing committees of continuing existence relating to finance, development, governance, litigation initiatives, and strategic planning for the Foundation shall be created with the duties of each committee to be determined by the Chairman and approved by a majority vote of the Trustees. The Chairman may create special committees from time to time as the need arises.

(b) Members of regular and special committees shall be appointed by the Chairman and the members of each committee will select either co-chairs or a chair and a vice chair from among the committee members.

(c) Any action required or permitted to be taken by the Board of Trustees under these Bylaws or any provision of law may be delegated by the Board to the Chairman or any committee of the Board.

4. Meetings of the Board of Trustees may be scheduled at such times and at such places as the Trustees deem appropriate and shall be conducted at least semi-annually. The Chairman may call a special meeting of the Trustees for any purpose upon notice being given ten days in advance of the meeting.
5. Eleven members of the Board of Trustees shall constitute a quorum at any meeting of the Foundation. A trustee may designate in writing another trustee or advisory board member as his or her proxy for the purposes of establishing a quorum at any meeting.

## **ARTICLE V**

### **OFFICERS AND DUTIES**

1. The Board of Trustees shall elect from among its members a Chairman, Vice Chairman, Secretary, and Treasurer. These officers shall be elected for two-year terms of office by majority vote of the Board and may be re-elected at the expiration of their term. Any officer may be removed at any time by an affirmative vote of a majority of the whole Board of Trustees.

(a) The Chairman shall be the chief elected officer of the Foundation. It shall be the duty of the Chairman to preside at all regular and special meetings of the Foundation. The Chairman shall have general supervision of the affairs of the Foundation and shall make reports to the Board of Trustees and the members at regular and special meetings and other times as necessary to keep them informed of corporation activities.

(b) The Vice Chairman shall perform the duties and have the powers of the Chairman when the Chairman is absent or unable to perform his duties. Other duties of the Vice Chairman may be designated by the Board of Trustees or the Chairman.

(c) The Secretary shall keep accurate records of all Foundation meetings; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; maintain corporate records and the seal of the Foundation; receive monies for the Foundation, issue checks on those monies, and keep and render as required true accounting thereof; perform all duties of the office of the Secretary and such other duties as may be assigned by the Chairman or the Board of Trustees. The Secretary may request that a senior member of the Foundation staff perform such duties as necessary.

(d) The Treasurer shall review the financial operations of the organization and advise the Chairman and Vice Chairman on financial matters; make financial reports to the Board of Trustees at regular and special meetings; and perform such other duties as assigned by the Chairman or the Board of Trustees. The Treasurer may request that a senior member of the Foundation staff perform such duties as necessary.

## **ARTICLE VI**

### **ADVISORY BOARD**

The Board of Trustees may, at their discretion and by a majority vote of the Board, create an advisory board of up to 18 members. The First Amendment Foundation Advisory Board members shall be leaders and experts in areas of importance to the Foundation, including the advancement of open government, freedom of speech, freedom of the press, and philanthropy. The Advisory Board shall meet at least once a year to review FAF activities and provide guidance on positioning, programs, projects, and fundraising, both short and long term. The chair of the Advisory Board shall serve on the First Amendment Foundation Board of Trustees.

## **ARTICLE VII**

### **CONTRIBUTORS**

Contributors to the Foundation shall be acknowledged by a receipt or appropriate certificate and carry such privileges as may be determined by the Board of Trustees.

## **ARTICLE VIII**

### **MISCELLANEOUS**

1. The Foundation seal shall be circular in form and shall contain the name of the Foundation, the year of its creation and the words, "CORPORATE SEAL, FLORIDA." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.
2. The administrative and fiscal years of the corporation shall be January 1 - December 31 of each year.
3. The accounts of the Foundation shall be reviewed annually by a Certified Public Accountant, and audited upon advice from the Certified Public Accountant and the Treasurer; however, audits shall be conducted at least once every five years.
4. Whenever any notice is required by the Bylaws, it shall be deemed to be sufficient if mailed to the last known address of the intended recipient, and such notice may be in writing by the intended recipient.
5. Voting on all matters, including the election of Trustees and officers, may be conducted by mail, electronic mail, facsimile transmission, or video conferencing.

## **ARTICLE VIII**

### **AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the entire Board of Trustees at any regular meeting, special meeting, electronic mail, or video conferencing, provided that at least ten days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

## **ARTICLE IX**

### **DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or members thereof or to the benefit of any private individual.

## **ARTICLE X**

### **DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of subsequent federal tax laws.