

# **Study Florida**

## **BYLAWS**

### **Article I**

#### **Name**

The name of this corporation shall be StudyFlorida. This shall be a not-for-profit professional association.

### **Article II**

#### **Object**

Section 1. StudyFlorida is a group of educational and training organizations in the State of Florida, whose broad purpose is to connect international students and professionals with quality educational training.

Section 2. The goals of StudyFlorida are to promote and market Florida, thereby increasing the visibility of Florida education and training, abroad and domestically. Study Florida activities will be conducted in a way that serves the common needs of all members.

## **ARTICLE III**

### **Members**

Section 1. The membership of StudyFlorida shall be limited to eligible educational organizations located in Florida holding regional accreditation, or in the case of private secondary institutions, an equivalent accreditation as determined by the StudyFlorida Board of Directors. These shall be constituted as secondary schools or two or four year, public or private, non-profit colleges and universities. As a general rule, each institution will constitute one member; however, educational institutions may apply to enroll separate campuses and/or programs as individual members.

Section 2. Educational organizations eligible for membership shall be defined as those that meet ALL of the following criteria:

1. Offer international student programs organized into a curriculum designed to serve the needs of the students and are overseen by a person having clearly defined responsibility for the overall administration of the program,
2. Offer instruction during published sessions,
3. Are fully authorized to conduct business at a leased or owned site in the state of Florida,
4. Advise participants with regard to immigration regulations applicable to their visa type, and,
5. Have promotional materials that reflect the above points.

Section 3. Educational and training organizations that do not meet the criteria for organizations described in Article III, Section 2, but wish to support the mission and goals of StudyFlorida, may apply for Associate Membership. Associate Members shall not have voting privileges.

Section 4. The Board of Directors determines membership eligibility and reserves the right to refuse full or associate membership to applicants for any reason in the interest of the goals of StudyFlorida. An organization becomes a Member upon approval by the Board of Directors, appointment of a representative of the organization to StudyFlorida, and the payment of dues. Dues are to be recommended by the Treasurer and approved by the current membership quorum in attendance at a regularly scheduled StudyFlorida business meeting.

Section 5. All rights and privileges of members shall be exercised by representatives appointed by the member institutions. Persons acting as designated representatives shall be members of the staff or faculty of the organizations they represent. On any occasion, only one person shall exercise the rights and privileges of membership for each member organization.

#### ARTICLE IV

##### **Officers and Board of Directors**

Section 1. The Board of Directors shall be comprised of no fewer than five (5) and no more than ten (10) persons. Of these five (5), shall be the officers of StudyFlorida and one (1) shall be the Past Chair. The Past Chair shall function in a non-voting capacity with regards to Board decisions. Up to five (5) shall be At-Large voting members, or Advisory, non-voting members from the public and/or private sector invited by the Board. Advisory members shall be appointed to insure representation of all types of member institution, should said representation not exist among elected officers. All members may nominate themselves or other members to be considered for a Board position. A simple majority vote from the Board will finalize the decision.

Section 2. The officers of StudyFlorida shall be a Chair, a Chair-Elect/Treasurer, a Secretary, a Membership Coordinator and a Marketing & Communications Coordinator. Insofar as possible, the officers should be representative of each of the major educational sectors comprising the membership. There shall also be a Government Liaison which will serve in an advisory capacity with no voting rights.

Section 3. The eligibility for service as an officer shall be limited to designated representatives of member organizations that are in good standing at the time the individual is elected. A representative of an Associate Member may not serve as an officer in StudyFlorida.

Section 4. The term of office for each officer on the Board shall be two years. Officers shall be selected at the annual business meeting. Board members may serve up to two

consecutive terms in the same position upon re-election. Board members are permitted to apply to different positions at the end of their term. Those members serving on the Board of Directors will be encouraged to self-nominate for another position at the end of their first term. Each board member is expected to chair one committee.

Section 5. Vacancies. Should the office of Chair become vacant, the Chair-elect shall succeed to the office, completing the unexpired term. Should any other office become vacant, the Chair, in consultation with the Advisory Board, shall appoint a member to the vacant position to complete the unexpired term.

Section 6. The officers shall be elected by ballot disseminated to the membership no less than thirty days before the annual business meeting. Each member organization shall receive one ballot. Officers shall serve terms prescribed by these Bylaws or until their successors take office. Officers shall begin their terms of office at the close of the annual business meeting.

Section 7. No member shall hold more than one office at one time. Board members will vote on all nominees for officer positions. A simple majority vote from the Board will finalize the decision.

## ARTICLE V

### **Executive Committee**

Section 1. The officers of StudyFlorida (Chair, Chair-Elect/Treasurer, Secretary, a Membership Coordinator, and Marketing & Communications Coordinator) shall comprise the Executive Committee.

Section 2. The Board of Directors shall have general supervision of the affairs of StudyFlorida between its annual business meetings, make recommendations to StudyFlorida, and shall perform such other duties as are specified in these Bylaws. The Board shall be subject to the orders of StudyFlorida, and none of its acts shall conflict with action taken by StudyFlorida.

Section 3. Unless otherwise ordered by the membership, meetings of the Executive Committee shall take place at least quarterly, and may be held at the discretion of its members. The Chair or any two other officers may call a special meeting of the Executive Committee.

Section 4. Early in each calendar year (January), the Executive Committee shall appoint a Nominating Committee from among the membership to choose a proposed slate of officers for the following term. The proposed slate shall be distributed to the membership at least 30 days before the annual business meeting at which elections will take place. Nominations may also be received from the floor during the annual meeting.

Section 5. The Executive Committee may from time to time appoint committees to work on special events or initiatives.

Section 6. The Executive Committee is responsible for conducting general operations, maintaining a balanced budget, and issuing timely reports to the membership.

## ARTICLE VI

### **Advisory Board**

Section 1. The members of the Executive Committee shall consult with an Advisory Board consisting of the immediate Past Co-Chair, and the Government Liaison (see Article VI, Section 2) and up to four other representatives appointed by the Executive Committee.

Section 2. The position of Government Liaison shall be an advisory ex-officio position held by a representative from the state or federal government. The Government Liaison shall be appointed by the Chair and ratified by a vote of the membership.

Section 3. The Advisory Board shall meet with the Executive Committee at least annually. Special meetings may be called by when requested by the Chair or by any two members of the Advisory Board.

## ARTICLE VII

### **Meetings**

Section 1. There shall be at least one annual business meeting held each year and open to all the members of StudyFlorida. During each meeting, the members will decide the date and location for the next meeting.

Section 2. Special meetings of StudyFlorida can be called by the Chair, by two members of the Executive Committee, or by request of ten percent of the membership. At least 15 days' notice via print or electronic means of the time, place, and purpose of the meeting shall be given to the membership. Members are expected to keep the Secretary apprised of any address changes.

Section 3. Each member institution shall have one vote and must name a designated voting representative and an alternate voting representative. Voting privileges of each member organization at meetings shall be exercised by its designated voting representative. Associate Members do not have voting privileges. In the absence of a designated voting representative, the alternate voting representative will vote in his or her stead. Votes may also be taken by ballot disseminated to the membership no less than thirty days after a business meeting. Each member organization shall receive one ballot. Vote results shall be included in the minutes for the following business meeting.

Section 4. A minimum of one half plus one (1/2+1) in attendance at a regular business meeting will constitute a quorum. During a meeting at which a quorum has been declared, a simple majority of those present shall be sufficient to carry a vote on any topic except dues and assessments (see Article VIII) and amendments to the Bylaws (see Article X). Virtual attendance at meetings through various platforms will constitute a member as being “present.”

Section 5. Minutes of all meetings shall be distributed to all members of StudyFlorida prior to or at the subsequent meeting.

## ARTICLE VIII

### **Dues and Assessments**

Section 1. The amount of membership dues is to be recommended by the Executive Committee and approved by a two-thirds vote of those present at a regularly scheduled StudyFlorida business meeting at which a quorum has been declared.

Section 2. Changes to the dues structure may be proposed by the Executive Committee or by a petition to the Executive Committee signed by ten percent of the membership.

Proposed changes to the dues structure must be submitted electronically or on paper to members at least 30 days in advance of the meeting at which a vote on the dues structure is to take place.

Section 3. Proposals for special assessments in addition to dues must be submitted electronically or on paper to members at least 30 days in advance of the meeting at which a vote on said assessments is to take place.

Section 4. From time to time, members of StudyFlorida will be offered the opportunity to participate in various events or initiatives that will require contributions in excess of dues. Each member may decide whether or not to participate in these events or initiatives, and only those participating will share the cost of these programs.

Section 5. The Treasurer shall notify members who are in arrears, and those whose appropriate dues, assessments, or fees are not paid within six months thereafter shall be automatically dropped from the membership.

## ARTICLE IX

### **External Support**

Section 1. Non-educational organizations, excluding government agencies, that wish to provide support for the mission and goals of StudyFlorida shall request to become Partners. A non-educational organization becomes a Partner upon approval by the Board of Directors, appointment of a representative of the organization to StudyFlorida, and the payment of corporate partnership fees. Corporate partnership fees are to be recommended by the Treasurer

and approved by the current membership quorum in attendance at a regularly scheduled StudyFlorida business meeting. The Board of Directors reviews the eligibility of Partners annually and reserves the right to revoke the partnership for any reason in the interest of the goals of StudyFlorida.

Section 2. All rights and privileges of Partners shall be exercised by representatives appointed by the partner organization. Persons acting as designated representatives shall be employees of the organization they represent. On any occasion, only one person shall exercise the rights and privileges of partnership for each partner organization.

Section 3. Government agencies that wish to provide support for the mission and goals of StudyFlorida shall request to become Affiliates. A government agency becomes an Affiliate upon approval by the Board of Directors and appointment of a representative of the agency to StudyFlorida. The Board of Directors may consider the eligibility of additional professional organizations as Affiliates. The Board of Directors reviews the eligibility of Affiliates annually and reserves the right to revoke the affiliate relationship for any reason in the interest of the goals of StudyFlorida.

Section 4. All rights and privileges of Affiliates shall be exercised by representatives appointed by the government agency or professional organization. Persons acting as designated representatives shall be employees of the government agency or members of the professional organization they represent. On any occasion, only one person shall exercise the rights and privileges of the affiliate relationship for each government agency or professional organization.

## ARTICLE X

### **Amendment of Bylaws**

Amendments to these Bylaws may be requested by the Executive Committee or by written petition to the Executive Committee signed by ten percent of the membership. Requests for amendments must be submitted at least 30 days before regular meetings and at least 15 days before special meetings. Amendments to the Bylaws require a two-thirds vote of those present at a business meeting at which a quorum has been declared.

## ARTICLE XI

### **Organizational Statement**

No part of the net earnings of StudyFlorida shall accrue to the benefit of, or be distributed to its member representatives, its officers, or other private persons (except that reasonable compensation may be paid for services rendered to or for StudyFlorida, affecting one or more of its purposes) and no member representative, officer, or other private person shall be entitled to

share in the distribution of any of the assets of StudyFlorida upon its dissolution. No substantial part of the activities of StudyFlorida shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, StudyFlorida shall not carry on any activities which are prohibited from being carried on by any organization exempt under Sec. 501(c)(3) of the Internal Revenue Code of 1954 and its regulations (as they now exist or may hereafter be amended).

## ARTICLE XII

### **Dissolution**

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **Bylaws Appendix A: StudyFlorida Conflict of Interest Policy**

#### **Article I**

##### **Purpose**

The purpose of this conflict of interest policy is to protect this tax-exempt organization's (StudyFlorida) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of StudyFlorida or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **Article II**

##### **Definitions**

###### **1. Interested Person**

Any officer with StudyFlorida delegated powers, having a direct or indirect financial interest, as defined below, is an interested person.

###### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which StudyFlorida has a transaction or arrangement,
- b.** A compensation arrangement with StudyFlorida or with any entity or individual with which StudyFlorida has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which StudyFlorida is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if a member organization and the Executive Committee decides that a conflict of interest exists.

### **Article III**

#### **Procedures**

##### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Member Organizations and the Executive Committee considering the proposed transaction or arrangement.

##### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the membership or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members and Executive Committee members shall decide if a conflict of interest exists.

##### **3. Procedures for Addressing the Conflict of Interest**

- a.** An interested person may make a presentation at a membership or Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The Chair of the Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.



**c.** After exercising due diligence, the membership and the Executive Committee shall determine whether StudyFlorida can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the membership and Executive Committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in StudyFlorida's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

**a.** If any member has reasonable cause to believe any officer with StudyFlorida delegated powers has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.

**b.** If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the membership or the Executive Committee determines the individual has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Article IV**

#### **Records of Proceedings**

General membership meeting minutes and the minutes of the Executive Committee and all committees with board delegated powers shall contain:

**a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the membership and Executive Committee's decision as to whether a conflict of interest in fact existed.

**b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Article V**

#### **Compensation**

- a.** A voting officer who receives compensation, directly or indirectly, from StudyFlorida for services is precluded from voting on matters pertaining to that officer's compensation.
- b.** A voting officer of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from StudyFlorida for services is precluded from voting on matters pertaining to that officer's compensation.
- c.** No voting officer whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from StudyFlorida, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Article VI**

### **Annual Statements**

Each officer with Executive Committee delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands StudyFlorida is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Article VII**

### **Periodic Reviews**

To ensure StudyFlorida operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to StudyFlorida's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Article VIII**

### **Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, StudyFlorida may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Committee of its responsibility for ensuring periodic reviews are conducted.