

BY-LAWS OF

H. LEE GRIFFITH FOUNDATION, INC.

ARTICLE 1 - NAME AND LOCATION

Section 1 -- The name of this corporation shall be H. LEE GRIFFITH FOUNDATION, INC.

Section 2 -- It shall be located in St. Petersburg, Florida.

ARTICLE 2 - MISSION

Section 1 -- The purpose of this foundation is to provide financing and other assistance for the care, by a vote of the Board of directors of this foundation hereinafter referred to as "BDF", of those afflicted with Cerebral Palsy and associated with the recreational program held at Selama Grotto.

ARTICLE 3 - MEMBERSHIP

Section 1 -- All members in good standing in Selama Grotto shall be members of this Foundation and may serve as officers or members of the BDF.

ARTICLE 4 - MEETINGS

Section 1 -- The annual meeting of the BDF shall be on the second Wednesday of January, to coincide with the Fiscal year of the Foundation. Other meetings may be called at any time by the President.

Section 2 -- The Fiscal Year will be the Calendar Year.

ARTICLE 5 - BOARD OF DIRECTORS AND OFFICERS

Section 1 -- BDF

a. All activities shall be under the control of the BDF except

as otherwise provided by these By-Laws.

b. After the annual stated meeting of Selama Grotto in December, the membership of H. Lee Griffith Foundation, Inc. will elect the BDF. The initial election shall be for six members; two for a 3-year term, two for a 2-year term, and two for a 1-year term. Thereafter, it will elect two members each year for a 3-year term to replace those whose terms are ending. If a vacancy shall occur during the term of a member, the Foundation shall elect a replacement, from the membership, to serve the remainder of his term. Members of the BDF may be reelected. In addition to these six members, the BDF shall be composed of such emeritus members as have been or may be elected by the Foundation. Emeritus members shall have the same privileges, duties, and responsibilities as the other BDF members.

c. A quorum shall be four members of the BDF.

## Section 2 -- Officers

a. At the annual meeting of each year, the BDF shall meet to elect the officers of the Foundation; a President, a Secretary, and a Treasurer.

b. President - The President shall be a member of the BDF and shall be the Presiding Officer of the BDF and the head of the Foundation. He may form committees of the members of the Foundation as he deems necessary.

c. Secretary - The Secretary shall be a member of the BDF and shall keep a written record of all meetings of the BDF to be read at the next meeting. He shall receive and keep an accurate record of all monies received, giving a receipt for all monies received. He shall assist in any audit of the Foundation. (A yearly audit will be conducted by a committee appointed from the membership of the Foundation.) He shall obtain and maintain control of a corporate seal, file the annual corporate report, and perform such other duties that generally pertain to the Secretary's desk. In the absence of the President, he will act as President.

d. Treasurer - The Treasurer shall be a member of the BDF and shall receive from the Secretary all monies received by him, give his receipt therefor, and keep an accurate account of all receipts, (A yearly audit will be conducted by a committee appointed from the membership of the Foundation). He shall invest the monies in a conservative manner in sound financial organizations, with the approval of the BDF, and keep an accurate record thereof. He shall invest the returns from the investments in a different account, from which the legitimate expenses of operations of the Foundation will ordinarily be paid. If, at any time, this account is unable to meet the operational requirements, money may be transferred from the capital accounts as needed, only with the consent of the BDF. All checks to pay expenses require a signature of the Treasurer and one other officer. The Treasurer shall assist in any audit of the Foundation, and file the annual tax return. In the absence of the President and the Secretary, he shall act as President.

ARTICLE 6 - PARLIAMENTARY PROCEDURES

Section 1 -- *Robert's Rules of Order as Revised* will govern parliamentary procedures when not in conflict with these By-Laws, or any Governmental Law, rule, regulation.

ARTICLE 7 - AMENDMENTS

Section 1 -- Proposed amendments to these By-Laws may be made at any meeting and if approved by the BDF, the Foundation will be given 60 days notice of a meeting to vote on said amendment .If approved by the Foundation, they will become effective immediately.

ARTICLE 8 – IN THE EVENT OF CLOSING

If the Foundation determines this Foundation or program cannot continue for whatever reasons, all funds, monies, and properties of the H. Lee Griffith Foundation, Inc. shall be turned over to the investment account of Selama Grotto.

Signed \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 2011  
 President