



SAVE A LEG  
SAVE A LIFE  
FOUNDATION

# ORGANIZATIONAL BYLAWS



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## Article I- Name and Purpose

### Section 1.1 Name

- a. The name of the organization is the "Save A Leg, Save A Life"™ Foundation. (SALSAL)
- b. The parent organization which was incorporated in the State of Florida in October 2005 is Wound Summit Outreach, Inc., a non-profit organization.
- c. Our Federal Tax ID # is: 20-3686866.

### Section 1.2 Purpose

- a. This corporation is organized exclusively for educational, charitable and community outreach services including for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

### Our Mission Statement:

"To Reduce the Number of Lower Extremity Amputations and to Improve the Quality of Life for Our fellow Citizens Who are Afflicted with Wounds and Complications of Diabetes and Peripheral Arterial Disease. We Will Accomplish These Goals by Educating Professionals, Students and Patients through Advanced Evidence Based Methods and through Community Outreach"

## Article II — Members

### Section 2.1 Executive Board

- a. Membership in the Corporation (Wound Summit Outreach, Inc.) will consist of an Executive Board.
- b. The Executive Board is composed of a President, Vice President, Secretary and Treasurer.

### Section 2.2 Membership

- a. Membership in the SALSAL Foundation is open to anyone desiring to participate in regular local Chapter meetings and Community Outreach projects (screenings, educational lectures, and fund raising activities).
- b. It is a goal of the SALSAL Foundation to foster a collegial, non-adversarial team approach to Wound Care and Limb Salvage that will facilitate essential care to those at risk for Amputation, Heart Attack, Stroke as well as pain and suffering attributed to non-healing wounds.
- c. There will be no financial obligation or dues required of any member. Donations and contributions from members will be accepted and acknowledged by the SALSAL National Foundation.

### Section 2.3 Financial Support

- a. The SASAL Foundation expenses will be supported by donations, fundraising activities and grants (educational and operational).

### Section 2.4 Chapter Development

- a. Chapters of the SALSAL Foundation will be granted upon satisfaction of criteria as set forth by the Organization.
- b. A minimum of 10 members are required to create a SALSAL Chapter.
- c. Each Chapter must be multidisciplinary and should include members with Professional Degrees/Licensure, including: MD, DO, PhD, DPM, ARNP, RN, LPN, PT,OT, RD, and CPed.
- d. Students and Laypersons are welcome to be Chapter members.
- e. Where possible, the creation of Student Chapters at professional Schools is encouraged and will be supported (non-financially) by the SALSAL Foundation.
- f. Membership in each Chapter should also include members from Industry.
- g. All Members must be treated with equal respect and common courtesy.
- h. 1-2 Persons, preferably from different disciplines, shall serve as Chapter Leaders.

### **Chapter Leaders shall be responsible for:**

1. Recruitment of members
2. Scheduling of Meetings
3. Agenda of Meetings
4. Ensuring that Meetings and the Chapter do not overtly Promote any Product or Service
5. Procuring local Industry members and support
6. Conducting of regular Chapter Meetings, at least 6 annually.
7. Communicating with SALSAL National Headquarters on a regular basis
8. Attending the Annual SALSAL Foundation Meeting

### **Section 2.5 Annual Meeting**

- a. An annual meeting will be held, with an agenda to include a scientific program as well as a General Membership Assembly.
- b. The General Membership Assembly portion of the annual meeting will include Committee Reports, Elections, and any other relevant issues pertaining to the SALSAL Foundation.

### **Section 2.6 Chapter Meetings**

- a. Chapter meetings must be highlighted by an educational lecture that includes evidence based information. Topics should be relevant to wound management, Peripheral Arterial Disease (P.A.D.), Limb Salvage and Diabetes and related complications.
- b. Case studies should also be presented by members to help reinforce the use of advanced wound care methods, the integration of modalities, the utilization of resources and the team approach to wound care and limb salvage.
- c. Chapter meetings must not include any hidden agenda by any sponsor or member.
- d. Sign-in sheets must be present at each meeting and forwarded to the Foundation Headquarters for the establishment of our database.
- e. Members should introduce themselves (“go around the room”) and Name Tags should be worn during meetings. This is to facilitate the creation of a Team mindset.
- f. Meeting locations may vary, but a reasonably priced restaurant that is centrally located is recommended that will be conducive to a productive and enjoyable atmosphere and to help attract members.
- g. Members from each Chapter must participate in at least 3 Community Outreach events per year. These will include educational lectures and screenings for P.A.D. and Diabetes related issues (foot: neuropathy, skin for ulcer or pre-ulcerative changes, gait abnormalities, etc.)
- h. Tracking of referrals as the result of screenings and other outreach projects must be maintained and forwarded to the Foundation.

## **Article III — Board of Directors**

### **Section 3.1 General Powers and Duties**

- a. The board is responsible for setting policy and governing the organization and holds the power to conduct the Foundation’s business and to delegate that power as needed to an agent of the board, usually the executive director.
- b. The Board of Directors of the SALSAL Foundation shall have the powers and duties normally delegated to the governing body of a non-profit corporation, including the following:
  1. To exercise its legal authority and responsibility in the general direction and conduct the affairs of the SALSAL Foundation in order to promote the Mission of the SALSAL Foundation.
  2. To establish general administrative procedure governing the activities of the SALSAL Foundation and to develop long-term policies to foster the growth and development of the Organization.
  3. To transact the general business of the SALSAL Foundation.
  4. To review and approve all SALSAL Foundation statements and documents to be released to the public or to be submitted to a body outside of the Organization.
  5. To create and appoint members to committees of the Organization and Board of Directors.
  6. To direct and review all activities of committees of the Organization and Board of Directors
  7. To conduct SALSAL Foundation elections.

8. To employ and Executive Director and such other employees as it deems appropriate for a salary and a term of office which it shall determine.
  9. To employ legal counsel, accountants, and other professional advisors and services that the SALSAL Foundation deems necessary.
  10. To represent the SALSAL Foundation and present the Organization's views and opinions to the public, to represent the SALSAL Foundation's various constituencies, and to help maintain good relationships with other medical organizations, allied medical professionals, community outreach organizations and the public.
  11. To take or cause to be taken such other action as it deems necessary to carry out the duties and intentions of these Bylaws.
- c. Each member of the Board of directors shall have a continuing duty to discharge his or her functions in a manner that the Director in good faith believes to be in the best interest of the SALSAL Foundation.

### **Section 3.2 Composition**

- a. The SALSAL Foundation Board of Directors shall be composed of \_\_ voting directors, the Executive Board, and the Executive Director.
- b. The voting directors shall represent diverse disciplines and shall include \_\_ public members.

### **Section 3.3 Election and Term of Office**

- a. Each elected member of the Board of Directors shall serve a term of 2 years. No director shall hold more than two consecutive 2 year terms.
- b. After stepping down for at least 1 year, a previous member of the Board may be eligible for re-election for up to 2 additional 2 year terms.
- c. Initial Board of Directors will be selected upon invitation by the Executive Board.
- d. In April of any year where one or more newly elected Directors is to be elected, a call for nominations shall be sent out to the Board of Directors.
- e. Elections for new Directors will be held at the Annual SALSAL Foundation meeting.
- f. New Directors shall begin their term immediately following the conclusion of such meeting.
- g. Upon the resignation of a Director, the Board of Directors will appoint a new Director to fill the unexpired term of the predecessor.

### **Section 3.4 Resignation or Removal from Board of Directors**

- a. A Director may resign at any time by written notice delivered to the Board of Directors or to one or more members of the Executive Board, specifically the President or Secretary. A resignation is effective upon receipt of such notification, by the Board or the Executive Board, unless the notice specifies a date later than the date of delivery.
- b. The resignation of a Director need not be accepted to be effective.
- c. One or more Directors may be removed from the Board with or without cause.
- d. A Director may be removed only by affirmative vote of a majority of Directors, at a duly called meeting for which written notice stating that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice delivered to all Directors.
- e. Cause for removal may be found where a Director fails to attend more than one out of three consecutive meetings, or is otherwise negligent in carrying out his or her obligations to the SALSAL Foundation
- f. Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by an appointment by the Board of directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office, or if the Director appointed because of an increase in the number of Directors, the term for such Director shall expire at the next regular election, unless otherwise necessary to maintain staggered terms among the Board of Directors.

This section specifies how board members will be elected. Most nonprofits have what are known as self-perpetuating boards. In other words, the board itself elects new members. Usually, a board committee is set up to put forward nominations for new members, and the sitting board votes to elect them to membership. A majority vote of the current directors usually is required for election.

If you decide to have members in your corporation, directors should be elected by the membership.

### **Section 3.5 Quorum**

- a. A majority of the voting Directors shall constitute a quorum for the transaction of business at any meeting.
- b. If less than a majority of the Directors are present, a majority of the Directors then present may adjourn the meeting to another time without further notice.
- c. Withdrawal of Directors from meeting shall not cause a failure of a duly constituted quorum at that meeting.

### **Section 3.6 Meetings**

- a. A regular annual meeting of the Board of Directors of the SALSAL Foundation shall be held without other notice than these Bylaws at a time and place specified by written notice to each Director given in accordance with these Bylaws at least thirty days in advance thereof.
- b. The Board of Directors may provide by resolution, a time and place for holding of additional regular meetings of the Board without other notice than such resolution
- c. Special Meetings of the Board of Directors may be called by or at the request of the President and shall be called at the request of a majority of the Directors.
- d. Notice of any special meeting of the Board of Directors shall be given in accordance with these Bylaws at least seven days in advance, thereof by written notice to each Director and at the address shown for such Director on the records of the SALSAL Foundation.
- e. Notice of any special meeting of the Board of Directors may be waived in a writing signed by the person or person entitled to such notice either before or after the time of the meeting.
- f. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where 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.
- g. Neither the business to be transacted at, not the purpose of, ay regular or special meeting of the Board of directors need be specified in the notice or waver of notice of such meeting, unless specifically required by law, by the Articles of Incorporation, or by these laws.
- h. Directors may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other, provided that:
  - 1. Each Director in the Continental United States has received notice of the meeting, and
  - 2. Seven (7) voting members shall constitute a quorum for such a telephone meeting.
  - 3. Participation in such meeting shall constitute attendance and presence in person at the meeting.

### **Section 3.7 Voting**

- a. Each Director shall be entitled to one vote on each matter.
- b. The act of the majority of Directors present at a duly called 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, the Articles of Incorporation, or by these Bylaws.
- c. The presiding officer may vote and, in the case of a tie vote, the position taken by the presiding officer shall determine the action of the Board of Directors.
- d. No Director may act by proxy on any matter; provided that, Directors may act without a meeting pursuant in section e (below).
- e. Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all voting Directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors.
- f. All the approvals evidencing the consent shall be delivered to the Secretary-treasurer to be filed in the records of the SALSAL Foundation.
- g. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same force and effect as a unanimous meeting vote.
- h. All SALSAL Foundation Board of Director members shall abide by the Conflict of Interest provisions of the Organization's FIDUCIARY OBLIGATIONS OF SALSAL FOUNDATION DIRECTORS
- i. Directors who are recused from voting on the matter, or recused from participating in deliberations on matter shall, nevertheless, be counted in determining the presence of a quorum at a meeting at which such matter is considered.

### **Section 3.8 Compensation and Reimbursement**

- a. No director shall receive any payment for services as a Director, except that a Director may be reimbursed for reasonable expenses incurred in connection with his or her service as a director.

## **Article IV — Officers of the Board**

### **Section 4.1 President**

The President shall:

- a. Be the principal executive officer of the SALSAL Foundation and the Chairperson of the Board of Directors.
- b. Subject to the directions of the Board of Directors, the President shall in general, supervise the Executive Director in conducting the business and affairs of the SALSAL Foundation, and shall perform all duties incident to the office of the President and such other duties that may be assigned periodically by the Board of Directors or as may be provided in these Bylaws.
- c. The President may sign, alone or with the Treasurer or any other officer or agent of the SALSAL Foundation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases in which the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of SALSAL, or shall be required by law to be otherwise executed.
- d. The President may vote all securities which the SALSAL Foundation is entitled to vote as except as and to the extent such authority shall be vested in a different officer or agent of the SALSAL Foundation by the Board of Directors.
- e. When present, the President shall preside at all meetings of the SALSAL Foundation.

### **Section 4.2 Vice President**

The Vice-President shall:

- a. Assist the President in the performance of his/her duties, and in the absence or ability to act, shall perform the duties of the President.
- b. The Vice-President shall each perform other such duties as maybe assigned periodically by the Board of directors or the President or as may be provided by these Bylaws.

### **Section 4.3 Treasurer**

The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of the SALSAL Foundation.
- b. Receive and give receipts for monies due and payable to the SALSAL Foundation from any source whatsoever and deposit all such monies in the name of the SALSAL Foundation in such banks, trust companies, and other depositories as shall be selected in accordance with these Bylaws.
- c. Disburse the funds of the SALSAL Foundation as ordered by the Board of Directors or as otherwise required in the conduct of business of the SALSAL Foundation.
- d. Render to the Chair or the Board of Directors of the SALSAL Foundation, upon request, an account of all transactions as Treasurer and on the financial condition of the SALSAL Foundation
- e. In general, perform duties incident to the office of the Treasurer and such other duties as may be assigned periodically by the Board of Directors or the Chair or as may be provided by these Bylaws.
- f. If required by the Board of Directors, the Treasurer shall give a bond (which shall be renewed regularly) in such sum and with such surety or sureties as the Board of Directors shall determine for the faithful discharge of his or her duties and for the restoration of the SALSAL Foundation, in case of such Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in such Treasurer's possession or under such Treasurer's control belonging to the SALSAL Foundation.
- g. The Treasurer may delegate his/her administrative duties to the Executive Director.

### **Section 4.4 Secretary**

The Secretary shall:

- a. Keep the minutes of meetings of the Board of Directors and committees of the Board of Directors in one or more books provided for that purpose.
- b. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

- c. Be Custodian of the corporate records and the seal of Wound Summit Outreach, Inc/SALSAL Foundation
- d. Affix the seal of the Organization or a facsimile thereof, or cause it to be affixed and when so affixed, attest the seal by his or her signature, to all documents the execution of which on behalf of the SALSAL Foundation under its seal is duly authorized by the Board of Directors or otherwise in accordance with the provisions of these Bylaws (provided, however, that the Board of Directors or the Chair may give general authority to any other officer to affix the seal of the Organization and to attest the fixing by his or her signature)
- e. Keep a register of the post office address of each officer and Director of the SALSAL Foundation, which shall be furnished to the Secretary by such officer or Director
- f. In general, may perform all duties incident to the office of the Secretary and such other duties as may be assigned periodically by the Board of Directors or the Chair or as may be provided in these Bylaws.
- g. The Secretary may delegate his/her administrative duties to the Executive Director

## **Article V — Board Committees**

### **Section 5.1 Committees of the Board of Directors**

- a. The President with the approval of the Board of Directors, may establish one or more standing or special committees of the Board of Directors and appoint directors to serve on the Board of Directors to serve on the committee or committees.
- b. Each committee may exercise the authority of the Board of directors to the extent permitted bylaw and as specified by the Board of Directors or in the Articles of Incorporation or these Bylaws, but the designation and appointment of any such committee and the delegation thereto of any authority shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed by law.
- c. A committee shall not:
  - Take any action that is inconsistent with these Bylaws or that revokes or amends any previous action by the Board of Directors which is still in effect.
  - Approve or recommend to members actions required by law to be approved by members.
  - Fill vacancies on the Board of any committee of the Board.
  - Adopt, amend or repeal Bylaws.
- d. Each standing or special committee of the Board of Directors shall have two or more directors as members and all committee members shall serve at the discretion of the Board of Directors.
- e. Committee Members shall be appointed for one (1) year terms and may serve up to five (5) consecutive terms, set forth in the SALSAL Foundation Policies and Procedures.
- f. The Board of Directors may by resolution appoint one or more individuals who are not members of the SALSAL Foundation to serve, at the discretion of the Board, as advisors to a committee of the Board of Directors.
- g. Advisors may at the discretion of the Chairperson of the committee, be present at committee meetings or parts thereof but may not vote.

### **Section 5.2 Action of Committees of the Board of Directors**

- a. A majority of a committee of the Board of directors shall constitute a quorum.
- b. The act of a majority of committee members present and voting at a committee meeting at which a quorum is present shall be the act of the committee.
- c. No member of such committee of the Board of Directors may act by proxy and, to the extent provided in these Bylaws for presumption of assent of directors, assent is presumed for committee members.
- d. A committee member may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment, and the committee may act by unanimous consent in writing without a meeting, in the manner provided by the Bylaws for the Board of Directors.
- e. Subject to these Bylaws and to action by the Board of Directors, a majority of the members of a committee of the Board of Directors shall determine the time and place of committee meetings and the notice required for such meetings.

### **Section 5.3 Executive Committee**

- a. The Executive Committee shall be composed of the President, Vice-President, the Secretary and the Treasurer.
- b. The President shall serve as chairperson of the Executive Committee and the Secretary shall serve as secretary of the Executive Committee.
- c. The Executive Committee shall act upon such matters as may be referred to it during intervals between meetings of the Board of Directors to the extent permitted by law and as specified by the Board of Directors.
- d. The Executive Committee shall, in general, supervise the activities of the Executive Director.
- e. The Secretary shall keep a record of the proceedings of the Executive Committee and shall present such record of proceedings at each Board of Directors meeting.

### **Section 5.4 Standing Committees of the Board of Directors**

In addition to the Executive committee, the standing committees of the Board of Directors shall include the following:

Finance Committee

Bylaws and Procedures Committee

- a. The Finance Committee shall be composed of the Treasurer and such other directors as may be appointed by the President.
- b. The committee shall meet annually to review the previous year's budget and to plan a new budget for the upcoming year.
- c. The new budget shall be submitted to the Board of Directors for approval.
- d. The committee shall also study, evaluate, and make recommendations to the Board of Directors regarding the SALSAL Foundation's financial status.
- e. The Bylaws and Procedures Committee shall be composed of the Secretary, such other directors as may be appointed by the President, and the SALSAL Foundation's legal counsel who shall serve as an ex officio non-voting member.
- f. The Committee shall formulate and submit to the Board of Directors wording for proposed amendments to the Articles of Incorporation or to these Bylaws.
- g. The Committee also shall formulate and submit for approval by the Board of Directors rules and procedures necessary for the operation of the SALSAL Foundation.

### **Section 5.5 Advisory Committees**

- a. The Board of Directors may by resolution create one or more advisory committees and appoint a chairperson of each committee.
- b. Upon consultation with the chairperson, of each committee, the President shall appoint directors and other members of the SALSAL Foundation to serve on the committee.
- c. In making such appointments, the President shall make every effort to assure the representation of the various constituencies of the SALSAL Foundation and geographic representation.
- d. Advisory committees may not act to on behalf of the SALSAL Foundation or bind it to any action, but may make recommendations to the Board of Directors or to the officers.
- e. The number of members of advisory committee shall be determined by the chairperson of the committee, subject to approval by the Board of Directors; provided that at least one member of each committee shall be a director, who shall serve as the committee's liaison to the Board of Directors.
- f. Committee members shall be appointed for staggered two (2) year terms and may not serve for more than two full consecutive terms.
- g. Upon the recommendation of the chairperson of an advisory committee, the President may create one or more subcommittees to carry out specific activities of the committee and appoint directors or other members of the SALSAL Foundation to serve on each subcommittee.
- h. Each subcommittee shall make such reports to the committee as the chairperson may request.
- i. The President may appoint one or more individuals who are not members of the SALSAL Foundation, at the discretion of the Board, as consultants to an advisory committee.
- j. Consultants may, at the discretion of the committee, be present at committee meetings or parts thereof, but may not vote.

## **Section 5.6 Action of Advisory Committees**

- a. A majority of the members of an advisory committee shall constitute a quorum.
- b. The act of a majority of committee members present and voting at a committee meeting at which a quorum is present shall be the act of the committee.
- c. No members of such committee may act by proxy, and to the extent provided in these Bylaws for presumption of assent of directors, assent is presumed for committee members.
- d. A committee member may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment and the committee may act by unanimous consent in writing without a meeting, in the manner provided by these Bylaws for the Board of Directors.
- e. Subject to these Bylaws and to action by the Board of Directors, a majority of the members of an advisory committee shall determine the time and place of committee meetings and the notice required for such meetings.

## **Article VI- Employees**

### **Section 6.1 Authority**

- a. The Board of Directors shall be empowered to employ an Executive Director and other such employees, consultants, agents as it deems necessary to manage the affairs of the SALSAL Foundation and to carry out its objectives and policies.

### **Section 6.2 Tenure and Compensation.**

- a. The Board of Directors shall determine the tenure and compensation of such employees, consultants and agents.

### **Section 6.3 Executive Director**

- a. The Executive Director of the SALSAL Foundation shall be the Chief Administrative Officer of the SALSAL office and shall be responsible for the engagement of all other SALSAL Foundation employees, consultants, and agents.
- b. The Executive Director shall in general conduct the day to day activities of the SALSAL Foundation under the supervision of the President.
- c. The Executive Director shall cooperate with, advise on, and coordinate the activities of the SALSAL Foundation and the SALSAL Committees. Further specific duties maybe prescribed by the Board of directors or the President.

## **Article VII- Contracts and Financial Transactions**

### **Section 7.1 Contracts**

- a. The Board of Directors may authorize any Officer or Officers, agent, or agents of the SALSAL Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the SALSAL Foundation, and such authority may be general or confined to specific instances

### **Section 7.2 Loans**

- a. No loans shall be contracted on behalf of the SALSAL foundation and no evidences of indebtedness shall be issued in the name of the SALSAL foundation unless authorized by a resolution of the Board of Directors or by action of a duly empowered committee of the Board of Directors.
- b. Such authority may be general or confined to specified instances.
- c. No loan shall be made by the SALSAL Foundation to a Director or Officer of the SALSAL Foundation.

### **Section 7.3 Checks, Drafts, etc.**

- a. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of the SALSAL Foundation, shall be signed by such Officer, agent or agents of the SALSAL Foundation and in such manner as shall periodically determined by resolution of the Board of Directors or by action of a duly empowered committee of the Board of Directors.
- b. In the absence of such determination, such instruments may be signed by the Secretary-Treasurer or by the Executive Director at the direction of the Secretary-Treasurer.

## **Section 7.4 Deposits**

- a. All funds of the Organization shall be deposited periodically to the credit of the SALSAL Foundation in such banks, trust companies, depositories as the Board of Directors may select.

## **Section 7.5 Gifts**

- a. The Board of Directors may accept on behalf of the SALSAL Foundation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Organization, pursuant to guidelines set forth in the Policies and Procedures of the SALSAL Foundation.

# **Article VIII – Records**

## **Section 8.1 Records**

- a. The SALSAL Foundation shall keep correct and complete book and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any authority of the Board of Directors, and shall keep at its registered office or principal office a record giving the names and addresses of its directors, officers, and committee members.
- b. All books and records of the SALSAL Foundation may be inspected by any director, or any director's agent or attorney, or any proper purpose at any reasonable time.

# **Article IX-Fiscal Year**

## **Section 9.1 Fiscal Year**

- a. The Fiscal year of the SALSAL Foundation shall be the Calendar Year.

# **Article X-Notices**

## **Section 10.1 Manner of Notice**

- a. Whenever under provisions of law, the Articles of Incorporation, or these Bylaws, any notice is required to be given to any Officer or Director of the SALSAL Foundation; it shall not be construed to require personal delivery.
- b. Such notice may be given in writing by depositing it in a sealed envelope in the United States mails, postage prepaid and addressed to such Officer or Director at his or her address as it appears on the books of the SALSAL Foundation, and such notice shall be deemed to be given at the time when it is thus deposited in the United States mails; or such notice may be given in writing, or by electronic communication, or by any other means and if given by such other means, shall be deemed given when received.
- c. Such requirement for notice shall be deemed satisfied, except in case of meetings of directors or committees of the Board of Directors with respect to which written notice is required by law, if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, Articles of Incorporation, or by these Bylaws.

## **Section 10.2 Waiver of Notice**

- a. Whenever any notice is required to be given by law, by Articles of Incorporation, or by these Bylaws, 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.
- b. Attendance at any meeting shall constitute waiver of notice thereof unless the person attends the meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

## **Article XI- Rules**

### **Section 11.1 Rules**

- a. All deliberations of the SALSAL Foundation, its Board of directors, and its committees shall be governed by parliamentary procedure as interpreted by the current edition of Robert's Rules of Order, Newly Revised, when not in conflict with these Bylaws.

## **Article XII-Nondiscrimination**

### **Section 12.1 Nondiscrimination**

- a. The SALSAL Foundation shall not adopt any policy, practice, or procedure which results in discrimination on the basis of race, religion, national origin, gender, sexual orientation, or disability.

## **Article XIII-Indemnification and Insurance**

### **Section 13.1 Indemnification**

- a. Each person who at any time is or shall have been a director, officer, employee or agent of the Organization, or is, shall have been serving at the request of the SALSAL Foundation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the SALSAL Foundation in accordance with and to the full extent permitted by the Florida Not for Profit Corporation Act, as in effect at the time of adoption of these Bylaws or as amended periodically, and by any subsequent Florida Not for Profit corporation law.
- b. The foregoing right of indemnification shall not be deemed exclusive or any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise.

### **Section 13.2 Insurance**

- a. The SALSAL Foundation shall purchase and maintain insurance on behalf of the Organization and its directors, officers, employees, and agents to the full extent permitted by the Florida Not for Profit Corporation Act, as in effect at the time of adoption of these Bylaws, or as amended periodically, and by any subsequent Florida Not for Profit Corporation law.

## **Article XIV-Dissolution**

### **Section 14.1 Dissolution**

- a. Upon the dissolution of the SALSAL Foundation, the Board of Directors shall make provision for the payment, satisfaction, and discharge of all the liabilities and obligations of the Organization, and shall return, transfer, or convey any assets held by the SALSAL Foundation upon a condition requiring return, transfer, or conveyance by reason of the dissolution.
- b. Thereafter, the Board of Directors shall transfer or convey the remaining assets of the SALSAL Foundation to such organization or organization organized and operated exclusively for charitable, scientific, or educational purposes as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal revenue law), in such manner as the Board of Directors shall determine pursuant to a plan of distribution adopted by the Board of Directors.
- c. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the County in which the principal office of the SALSAL Foundation is then located, exclusively for such purposes or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purposes

## **Article XV-Amendments**

### **Section 15.1 Authority**

- a. These bylaws may be altered, amended or repealed, or new Bylaws adopted, provided that the resulting Bylaws of the SALSAL Foundation are consistent with the law and Articles of Incorporation.

### **Section 15.2 Adoption and Immediate Effect**

- a. The affirmative vote of two-thirds of the directors present at a duly called meeting of the Board at which a quorum is present shall cause a proposed amendment to be adopted.
- b. An amendment to these Bylaws shall become effective immediately upon adoption, unless otherwise stated by the proposed amendment, and the membership shall be notified in writing within ninety (90) days after such amendment becomes effective.