

Seventh Amended and Restated By-Laws  
of  
Wycliffe Charities Foundation, Inc. (the "Foundation")  
as of  
February 18, 2026 (the "By-Laws")

Article I  
Purpose of Foundation

Pursuant to Article III of the Articles of Incorporation, the Foundation is authorized **A.** to raise and distribute funds to fire, police, health, welfare and educational institutions that are: (1) tax exempt (a) pursuant to Section 501(c)(3) of the Internal Revenue Code; or (b) as a governmental agency operating solely for public purpose, and (2) which utilize any grants made by the Foundation exclusively in Palm Beach County, Florida; and **B.** to encourage and facilitate volunteerism by members of Wycliffe Golf and Country Club at charities supported by grants from the Foundation.

Article II  
Definitions

1. A "Supporting Member" for a current Foundation business year, June 1 through May 31, is a resident of Wycliffe who in the immediate past Foundation business year (a) actively participated in the work of the Foundation and attended a majority of Foundation meetings, to include the May annual meeting at which Supporting Members have the right to vote for Governors, or (b) became a member of the major gift program of the Foundation, currently the Donor Circle.

[For the avoidance of doubt, by way of example and not limitation: a resident is a Supporting Member for the current Foundation business year, June 1, 2024 through May 31, 2025, if he or she actively participated in the work of the Foundation and attended a majority of Foundation meetings held, or became a member of the major gift program of the Foundation, during the period June 1, 2023 through May 31, 2024.]

2. All references herein to "Governors" shall be deemed to be references to "Directors" and for the purposes of these By-Laws and of this corporation, the words "Governors" and "Directors" may be used interchangeably. A Governor shall also constitute a Supporting Member of the Foundation.

Article III  
Annual and Special Meetings

1. An annual meeting of the Foundation shall be held at the same time as the monthly May meeting for the purposes of electing members to the Board of Governors with effect from June 1st of that year and for such other business as may be properly brought before the meeting. The attendees of the annual meeting shall include only Supporting members of the Foundation as defined above.

2. The annual meeting shall be held in the clubhouse or other available venue of the Wycliffe Golf & Country Club at a date and time set by the Board of Governors. Notice of such meeting shall be given not less than ten (10) days nor more than thirty (30) days in advance. Notice shall be by mail and/or email, stating the time, place and purpose of the meeting.
3. A quorum consisting of at least 20 Supporting Members will be required at the annual meeting. The 20 Supporting Members must include at least seven (7) Governors. The Supporting Members may appear in person or by proxy. The Governors Shall determine the form of and the procedures for use of the proxies.
4. All matters will be decided by a fifty-one (51%) percent majority vote of Supporting Members present and Supporting Members voting by proxy.
5. Special meetings may be called by a majority of the Governors or by at least ten (10%) percent of the Supporting Members but no fewer than seven (7). Notice of such meeting shall be given not less than ten (10) days nor more than thirty (30) days in advance. Notice shall be by mail and/or email, stating the time, place and purpose of the meeting.
6. A quorum consisting of at least 20 Supporting Members will be required at a special meeting of Supporting Members. The 20 Supporting Members must include at least seven (7) Governors. The Supporting Members may appear in person or by proxy. The Governors Shall determine the form of and the procedures for use of the proxies.

#### Article IV Board of Governors

1. Governing Body; Powers. The affairs of the Foundation shall be governed by a Board of Governors. Each Governor shall have one vote. The Governors shall have the corporate power generally to do everything permitted for a not-for-profit corporation by law, statutes, the Articles of Incorporation and these By-Laws, and to determine the interpretation or construction of the By-Laws. A Governor shall also constitute a Supporting Member of the Foundation.
2. Number of Governors. The Foundation's Board of Governors shall be comprised of thirteen (13) Governors. The number of Governors comprising the Board of Governors may be changed from time to time by the votes of nine (9) of the Members of Board of Governors. Such change may only take effect prospectively with the next upcoming annual meeting, provided that such change shall not result in a Governor losing his or her position on the Board of Governors solely as the result of a reduction in the number of Governors. New Governor positions created by an increase in the number of Governors serving on the Board of Governors may be filled only by Supporting Members who meet the criteria provided in these By-Laws and may not be filled by appointment.
3. Meetings of Governors. The Governors shall hold meetings at least quarterly. At these meetings (1) the methods of raising and distributing funds, and (2) matters relating to volunteer programs at the Foundation's funded charities will be discussed and decided by a majority vote of the Governors. Any action may be taken by the Governors without a meeting if a consent in writing setting forth the

action to be taken, signed by all the Governors, is filed in the minutes of the proceedings of the Board. Such consent shall have the effect of a unanimous vote.

4. Compensation. No Governor shall receive any compensation, financial or otherwise, but shall be entitled to reimbursement for all reasonable expenses incurred in performance of his or her duties.

## Article V Election of Governors

1. Term of Office. At each annual meeting, Supporting Members shall elect the number of Governors equivalent to the number of Governor terms expiring. A Governor shall serve from June 1 until adjournment of the annual meeting held in the year in which his or her successor is elected or appointed. Except as provided in Sections 1(a) [Establishing Staggered Terms] and 2(c)(1) [No Quorum at Annual Meeting] of this Article V, each Governor who is elected shall serve a three-year term subject always to the establishment and maintenance of staggered terms and to the term limitations and restrictions both as set forth in these By-Laws.

(a) Establishing Staggered Terms. At the annual meeting in 2026, Supporting Members shall elect thirteen (13) Governors. The five (5) candidates with the most votes shall serve a three-year term, the four (4) candidates with the next highest votes shall serve a two-year term, and the four (4) candidates with the next highest votes shall serve a one-year term. Beginning with the annual meetings in 2027, and at each annual meeting every three years thereafter, the terms of four (4) Governors shall expire and the four (4) candidates with the most votes shall serve a three-year term. Beginning with the annual meetings in 2028, and at each annual meeting every three years thereafter, the terms of four (4) Governors shall expire and the four (4) candidates with the most votes shall serve a three-year term. Beginning with the annual meeting in 2029, and at each annual meeting every three years thereafter, the term of five (5) Governors shall expire and the five (5) candidates with the most votes shall serve a three-year term.

(b) Re-establishing Staggered Terms. If staggered Governor terms need to be re-established for any reason at any annual meeting, the candidates who are elected to the Board of Governors having received the most votes shall serve the longest available terms, and the candidates who are elected to the Board of Governors having received the fewest votes shall serve the shortest available terms. In particular, tie votes that are material to maintaining staggered terms as established by these By-Laws, shall be resolved by blind draw administered as set forth in Section 2(e) below.

2. Candidate Nominations, Candidate Criteria, Voting, Number of Candidates, Tie Votes.

(a) Candidate Nominations. The Foundation shall provide Supporting Members with a first notice of the annual meeting at least sixty (60) days prior to the date scheduled for the annual meeting. The first notice shall be accompanied by a form upon which a nomination may be made and a résumé form requiring the nominee to describe why he or she desires to be a Governor and the nominee's relevant background and experience. The nomination form and the résumé are required and must be typewritten and returned in hard copy to the Foundation in a sealed envelope at the Wycliffe Golf & Country Club office not more than twenty-one (21) days after the first notice is

provided. Supporting Members may nominate only themselves to be candidates for the Board of Governors by completing the form and résumé. Candidate nominations will not be taken from the floor at an annual meeting.

(b) Candidate Criteria. A person who nominates himself or herself as a candidate for Governor must at the time of submitting his or her nomination form be (a) a member of the Foundation's Donor Circle major-gift program or its successor, and (b) in good standing with Wycliffe Golf & Country Club and the District in which he or she resides. No person and his or her spouse or Club-designated companion may serve as a Governor at the same time.

(c) Voting. The Foundation shall provide Supporting Members with a second notice of the annual meeting at least twenty-one (21) days before the date scheduled for the annual meeting. The second notice shall contain the names of candidates who (1) have nominated themselves to run for the Board of Governors, (2) have been determined eligible to serve if elected, and (3) the Election Commission (described in Section 5 below) recommends. The second notice shall also include a copy of the résumés of all candidates and a proxy form to be used by Supporting Members who wish to vote for one or more candidates for Governor at the annual meeting. Voting to elect Governors at the annual meeting shall either be in person by ballot or by proxy. The type and form of proxy used to elect Governors shall be determined by the Board of Governors.

(1) No Quorum at Annual Meeting. In the event that there are more candidates for the Board of Governors than Governor positions up for election, but no election occurs because a quorum of Supporting Members cannot be obtained to conduct business at the annual meeting, then those Governors holding Governor positions that were up for election shall remain on the Board of Governors until the next annual meeting at which a quorum is obtained

(d) More or Less Candidates Nominated than Open Positions.

(1) When Election Not Required. An election of Governors is not required unless there are *more candidates than Governor positions up for election*. If an election of Governors is not so required, the second notice shall so notify Supporting Members, shall be given at the earliest reasonable time, and shall contain the names of the candidates who shall be seated as Governors. The new Governors will be recorded as members of the Board of Governors at the annual meeting whether or not a quorum is obtained at the meeting and shall begin their term on the first day of June following the annual meeting.

(2) Appointment of Governors. If there are *less candidates than Governor positions up for election*, open Governor positions shall be filled, and if applicable the terms of such Governors shall be determined, by majority vote of the then-current Governors. The Board of Governors shall always endeavor to maintain staggered terms.

(e) Resolving Tie Votes. Tie votes that are material to determining which candidates are elected to the Board of Governors or that are material to maintaining staggered terms as established by these By-Laws shall be resolved by blind draw administered by a volunteer who is neither an officer, Governor nor candidate for the Board of Governors.

3. Term Limits. No Governor may be elected to serve more than two (2) consecutive three (3)-year terms on the Board of Governors, as set forth in this Section 3. This restriction will be measured retroactively, commencing with the annual meeting held in 2026 but will not include any period subsequent thereto during which a Governor was appointed by the Board of Governors to fill a vacancy on the Board of Governors. Any person who is ineligible to serve on the Board of Governors due to the term-limit restriction contained in this Section 3 must wait at least twelve (12) consecutive months before he or she may again seek election or accept an appointment to the Board of Governors. Regardless of the term-limit restriction in this Section 3, a former Governor may attend Board of Governors meetings that are not closed and may participate in Board of Governors discussions but shall have no vote on any matter before the Board of Governors unless re-elected as a Governor as set forth in these By-Laws. A meeting of the Board of Governors shall be closed if the meeting is with the Foundation's legal counsel with respect to pending, threatened, or proposed litigation or the meeting is held for the purpose of discussing a personnel matter.

#### 4. Governor Resignations and Vacancies, Vacancies Filled.

(a) Governor Resignations and Vacancies. A Governor may resign at any time by tendering his or her written resignation to the president of the Foundation. Resignations shall be deemed effective when they are received unless another effective date is specified in the resignation. A Governor shall be deemed to have automatically resigned from the Board of Governors in the event that he or she ceases to be a member in good standing of Wycliffe Golf and Country Club or the District in which he or she resides and the cause for such status is not cured within the time permitted by Wycliffe Golf & Country Club or such District, as the case may be. A Governor shall also be deemed to have automatically resigned from the Board of Governors if at the end of a fiscal year he or she has failed to attend one half of the Foundation's regular and special Board of Governors meetings.

(b) Vacancies Filled. Vacancies on the Board of Governors created by the death or resignation of a Governor, by too few candidates to fill open Governor positions or for any other reason, shall be filled by appointment to be made by majority vote of all the remaining Governors. However, no person who is ineligible to be a candidate for Governor under the criteria contained in Section 2(b) of this Article V shall be eligible for appointment to fill a vacancy on the Board of Governors. A Governor appointed to fill a vacancy on the Board of Governors shall serve for the remaining portion of the vacated term subject to the provisions of these By-Laws.

5. Election Commission. Each year not later than the regular April meeting of the Board of Governors, the president shall appoint an Election Commission consisting of five (5) Supporting Members, three of whom shall be Governors, except that in 2026 the Election Commission may have up to four (4) members who are not Governors. Neither the president of the Foundation nor a candidate for the Board of Governors shall serve on the Election Commission. The Election Commission shall confirm the eligibility of candidates to run for the office of Governor and, unless there is no election pursuant to Article V, Section 2(d)(1), recommend to Supporting Members the candidates it finds are most suitable to serve as Governor. Suitability shall be determined through a criteria-specific review process, including vetting candidates with respect to their experience on committees of the Foundation, their experience with other 501(c)(3) entities, and the needs of the Foundation for specific expertise. The Election Commission shall not recommend more candidates than there are open positions for election of Governor but may recommend less.

## Article VI Officers

1. The Governors shall by majority vote appoint a President, Vice-President, Secretary and Treasurer. The Governors may approve the use of several people to co-serve in an officer's position.
2. The Governors have the power to enumerate the functions, powers and duties of the officers.

## Article VII Committees

1. Standing Committees. There shall be six standing committees with planning/development and other responsibilities, as follows:

(a) Member Education: The Member Education standing committee is responsible for planning, developing and monitoring programs and activities to educate Wycliffe residents in the work of the Foundation and the services provided by its grantee charities in Palm Beach County.

(b) Fundraising Activities: The Fundraising Activities standing committee is responsible for planning, developing and monitoring activities and events for Wycliffe residents that will both raise funds for the Foundation and create a touchstone for Wycliffe residents with the Foundation.

(c) Major Gifts and Tributes: The Major Gifts and Tributes standing committee is responsible for planning, developing and monitoring major-gift fundraising programs and a life-cycle tributes program, both with the principal goal of raising funds for the Foundation.

(d) Charity Grants: The Charity Grants standing committee is responsible to advise the Board of Governors each year (1) whether it recommends any change in the scope of charities eligible for grants; (2) the number of charities it recommends be considered for grants, and (3) its recommendation for changes to the grant process.

(e) Member Communications: The Member Communications standing committee is responsible (1) to assist each of the other standing committees with communications to Wycliffe residents, (2) to liaise with the Wycliffe Marketing and Communications Department and its Engineering Department (The Guild) to maximize use of Wycliffe's marketing, communication and printing/signage capabilities, and (3) to develop effective communications about the work of the Foundation for the Foundation's own publications and for other communication outlets.

(f) Volunteer Programs: The Volunteer Programs standing committee is responsible to advise the Board of Governors each year as to the effectiveness of the Foundation's volunteer programs for members of Wycliffe Golf and Country Club and to recommend any changes in the operation of the programs."

2. Standing Committees Purpose and Goals. The purpose and goal of each standing committees are: (1) to develop new Supporting Members and financial supporters for the Foundation; (2) to recommend to the Governors changes and additions to activities, events and programs within the scope of its responsibilities; and (3) to recommend to the Governors the establishment, removal or change in subcommittees or special committees that perform its work.

3. Changes in Standing Committees. A standing committee may be established, removed or its responsibilities changed, only by a resolution adopted by the Board of Governors.

4. Standing Committee Chair and Vice Chair. The president shall appoint a chair and vice chair for each standing committee. The chair and/or vice chair shall be appointed from among the Governors then serving and the remaining chair or vice chair, if any, shall be appointed from among Wycliffe residents who are not Governors. The chair and vice chair shall serve at the pleasure of the Board of Governors.

5. Subcommittees and Special Committees under Standing Committees. Each standing committee may have one or more subcommittees and/or special committees to perform its responsibilities. In general, subcommittees shall serve an ongoing function and shall operate indefinitely with respect to reoccurring programs or activities, and special committees shall serve a limited specific purpose to be accomplished within a specific time frame.

6. Subcommittees Established. There shall be subcommittees under standing committees, as follows:

(a) Under the Member Education standing committee:

(1) The Charity Fair committee shall conduct the Charity Fair at the start of the then-current campaign year with the goal of educating as many Wycliffe residents as possible about the work of the Foundation and the work of the charities then-currently supported by the Foundation; and

(2) The Parlor Meeting committee shall conduct small informational gatherings at the homes of Supporting Members and other residents.

(b) Under the Fundraising Activities standing committee:

(1) The Benefit Weekend committee shall conduct fundraising Benefit Weekend tournaments and other events as the subcommittee may determine from time to time;

(2) The Raffle committee shall conduct a fundraising raffle among Wycliffe residents; and

(3) The Shred Event committee shall conduct a document-shredding fundraising event.

(c) Under the Major Gifts and Tributes standing committee:

(1) The Donor Circle committee shall solicit Wycliffe residents to join the Foundation's major gift program, the Donor Circle, as the program is constituted from time to time;

(2) The Donor Circle Reception committee shall conduct a reception to thank major-gift contributors for their participation in the program, and to reinvigorate donors' knowledge of the good that their gifts accomplish; and

(3) The Tributes committee shall conduct the Foundation's tributes program giving Wycliffe residents and others the opportunity to recognize life-cycle and other events with a tribute sent by the Foundation

(d) Under the Charity Grants standing committee:

The Grant committee shall recommend to the Board of Governors the amounts of grants to be made to applicant charities that meet the requirements of Article I (Purposes of Foundation) of these By-Laws. The Board of Governors shall provide to the Grant committee the total amount of funds available for grants not later than April 15 of each year.

(e) Under the Member Communications standing committee:

(1) The Charity Chat committee shall develop and submit monthly contributions to the Wycliffe Charity Chat publication or its successor; and

(2) The Website Update committee shall update the Foundation Website to keep current with Foundation activities, events and programs from time-to-time during the Foundation business year.

(f) Under the Volunteer Programs standing committee:

The Wycliffe Charities Warriors committee shall encourage and facilitate volunteerism by members of Wycliffe Golf and Country Club at charities supported by grants from the Foundation.

7. Changes in Subcommittees and Special Committees. Subcommittees and special committees shall be established or removed, or their responsibilities changed, only by resolution of the Board of Governors on its own initiative or at the request of a standing committee chair.

8. Subcommittee and Special Committee Chairs. The chair of each subcommittee and special committee shall be appointed by the chair of its standing committee. The chair of a subcommittee or special committee is not required to be a Governor. Subcommittees and special committees shall report directly to their respective standing committees. The chair or vice chair of a standing committee may also be the chair or vice chair of a subcommittee or special committee.

9. Committees Reports. The chair of each standing committee and, if requested by such chair or by the president, the chair of a subcommittee or special committee, shall present an oral report to the Board of Governors at its monthly meetings.

10. Committee Funding. Requests for funding of a committee program, project or event shall be made by the chair or vice chair of the standing committee to the Board of Governors for its approval.

11. Authority of Committees and Their Members. All committees shall act only as a whole committee and the individual committee members shall have no power of authority. Committees shall be advisory and, unless delegated authority by the Board of Governors, all policy matters, and all other matters reserved to the Board of Governors under these By-Laws, shall require approval of the Board of Governors.

#### Article VIII Miscellaneous

1. The fiscal year of the Foundation shall commence on the first (1st) day of June and conclude on the thirty-first (31st) day of May.

2. In the event of any conflict between the By-Laws and the Articles of Incorporation the latter shall prevail.

3. In the event of a dissolution or liquidation of the Foundation all remaining assets and funds shall be distributed to charities in accordance with Article III of the Articles of Incorporation.

#### Article IX Amendments

1. These By-Laws may be amended, altered or repealed by a majority vote of the Board of Governors and the Supporting Members at any duly called and constituted general or special meeting. A proposed amendment or change must be set forth in the notice of the meeting.

2. The Board of Governors may also alter, amend or pass any temporary amendment by a two-thirds (2/3) vote. Such change shall be in effect until the next general meeting.